



City of Chicago



O2014-3311

Office of the City Clerk

Document Tracking Sheet

Meeting Date:	4/30/2014
Sponsor(s):	City Clerk (transmitted by)
Type:	Ordinance
Title:	Zoning Reclassification App No. 18031 at 3348 S Pulaski St
Committee(s) Assignment:	Committee on Zoning, Landmarks and Building Standards

ORDINANCE

Be It Ordained by the City Council of the City Of Chicago:

SECTION 1. Title 17 of the Municipal Code of Chicago, the Chicago Zoning Ordinance, is hereby amended by changing all of the M2-3, Light Industry District symbols and indications as shown on Map No. 8-K in the area bounded by:

PARCEL "A":

THAT PART OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING SOUTH OF A STRIP, PIECE, BELT OR PARCEL OF LAND 50 FEET IN WIDTH, BEING 25 FEET ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTER LINE, TO WIT: COMMENCING AT A POINT IN THE EAST LINE OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, 225 FEET SOUTH OF THE NORTHEAST CORNER OF SAID SOUTH EAST 1/4; THENCE WEST ALONG A LINE PARALLEL WITH THE NORTH LINE OF SAID SOUTH EAST 1/4, 333 FEET TO A POINT OF CURVE; THENCE NORTHWESTERLY ALONG A CURVED LINE (CONVEX SOUTH) HAVING A RADIUS OF 1528.14 FEET, 323 FEET TO A POINT OF TANGENT; THENCE NORTHWESTERLY ALONG A LINE TANGENT TO SAID CURVED LINE, 152.02 FEET TO A POINT OF CURVE; THENCE ALONG A CURVED LINE (CONVEX NORTH) HAVING A RADIUS OF 1528.14 FEET, 323 FEET TO A POINT OF TANGENT; THENCE WEST ALONG A LINE TANGENT TO SAID CURVED LINE AND PARALLEL TO THE NORTH LINE OF SAID SOUTH EAST 1/4, 201.45 FEET TO A POINT IN THE WEST LINE OF SAID SOUTH EAST 1/4, DISTANT 125 FEET SOUTH OF THE NORTHWEST CORNER OF SAID SOUTH EAST 1/4; (EXCEPTING FROM THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 34, THE SOUTH 600 FEET THEREOF; ALSO, EXCEPTING FROM SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4 THAT PART THEREOF DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT IN THE WEST LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34, 150 FEET SOUTH OF THE NORTHWEST CORNER OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 104 OF SECTION 34; THENCE EAST ALONG A STRAIGHT LINE, PARALLEL TO THE NORTH LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34, BEING THE SOUTH LINE OF THE RIGHT OF WAY OF CHICAGO AND ILLINOIS WESTERN RAILROAD, A DISTANCE OF 201.43 FEET; THENCE CONTINUING SOUTHEASTERLY ALONG THE SOUTHERLY RIGHT OF WAY LINE OF SAID CHICAGO AND ILLINOIS WESTERN RAILROAD, BEING A CURVED LINE, CONVEX NORTHERLY, TANGENT TO THE LAST DESCRIBED LINE AND HAVING A RADIUS OF 1503.14 FEET, A DISTANCE OF 317.74 FEET; THENCE CONTINUING SOUTHEASTERLY ON SAID SOUTHWESTERLY

RIGHT OF WAY OF THE CHICAGO AND ILLINOIS WESTERN RAILROAD BEING A STRAIGHT LINE TANGENT TO THE LAST DESCRIBED CURVED LINE, A DISTANCE OF 64.54 FEET TO AN INTERSECTION WITH A LINE DRAWN PARALLEL TO AND 197 FEET SOUTH OF SAID NORTH LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34; THENCE WEST ALONG THE LAST DESCRIBED PARALLEL LINE, A DISTANCE OF 579.88 FEET TO SAID WEST LINE OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 34; THENCE NORTH ALONG SAID LAST DESCRIBED LINE, A DISTANCE OF 47 FEET TO THE POINT OF BEGINNING) IN COOK COUNTY, ILLINOIS.

PARCEL "B":

AN IRREGULAR PARCEL OF LAND OFF THE SOUTHERLY SIDE OF THE CHICAGO AND ILLINOIS WESTERN RAILROAD COMPANY RIGHT OF WAY IN THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE WEST LINE OF SOUTH PULASKI ROAD AND THE SAID RAILROAD CO'S SOUTHERLY RIGHT OF WAY LINE SAID POINT BEING 33 FEET WEST OF THE EAST LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4 AND 250 FEET SOUTH OF THE NORTH LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4, MEASURED AT RIGHT ANGLES THERETO; THENCE NORTH ALONG SAID WEST LINE OF SOUTH PULASKI ROAD, 10 FEET; THENCE WEST PARALLEL WITH SAID NORTH LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4, 149.8 FEET; THENCE NORTH AT A RIGHT ANGLES 4 FEET; THENCE WEST PARALLEL WITH SAID NORTH LINE OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4, 196 FEET; THENCE NORTH AT RIGHT ANGLES 8.2 FEET TO A CORNER IN EXISTING FENCE; THENCE WEST PARALLEL WITH SAID NORTH LINE OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 ALONG SAID EXISTING FENCE, 70 FEET TO POINT OF CURVE; THENCE NORTHWESTERLY ALONG SAID EXISTING FENCE ON A CURVE TO THE RIGHT, CONVEX SOUTHERLY, HAVING A RADIUS OF 1,048.50 FEET, A DISTANCE OF 155.57 FEET TO A POINT OF TANGENT; THENCE CONTINUING NORTHWESTERLY ALONG SAID FENCE TANGENT TO THE LAST DESCRIBED COURSE 142.5 FEET; THENCE SOUTHWESTERLY AT A RIGHT ANGLE ALONG SAID FENCE 3.4 FEET TO A POINT IN SAID RAILROAD CO'S SOUTHERLY RIGHT OF WAY LINE; THENCE SOUTHEASTERLY ALONG SAID SOUTHERLY RIGHT OF WAY LINE 87.48 FEET, MORE OR LESS, TO AN IRON PIPE BEING THE POINT OF CURVE; THENCE CONTINUING SOUTHEASTERLY ALONG SAID SOUTHERLY RIGHT OF WAY LINE ON A CURVE TO THE LEFT, CONVEX SOUTHERLY, HAVING A RADIUS OF 1,553.16 FEET, A DISTANCE OF 328.28 FEET TO POINT OF

TANGENT; THENCE CONTINUING EAST ALONG SAID SOUTHERLY RIGHT OF WAY LINE TANGENT TO LAST DESCRIBED COURSE, PARALLEL WITH SAID NORTH LINE OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 300 FEET TO THE POINT OF BEGINNING, EXCEPT ALL THE OIL, COAL, GAS, SULPHUR AND OTHER MINERALS AND ANY INTEREST, RIGHT OR TITLE OF ANY KIND OR CHARACTER WHATSOEVER IN SAID MINERALS IN, UNDER, UPON, OR PRODUCED FROM ANY OF THE PROPERTY CONVEYED, IN COOK COUNTY, ILLINOIS.

PARCEL "C":

A PARCEL OF LAND, BEING A PART OF THE CHICAGO AND ILLINOIS WESTERN RAILROAD'S PROPERTY SITUATED IN THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING ON A LINE WHICH IS 236.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34 AND 182.8 FEET WEST OF THE EAST LINE OF SAID SECTION 34; THENCE WEST PARALLEL WITH AND 236.00 FEET SOUTH OF SAID NORTH LINE OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34, A DISTANCE OF 196.00 FEET; THENCE NORTH AT RIGHT ANGLES 6.95 FEET; THENCE EAST AT A RIGHT ANGLES 16.00 FEET; THENCE NORTH AT RIGHT ANGLES 1.5 FEET; THENCE EAST ALONG A STRAIGHT LINE, A DISTANCE OF 180.00 FEET TO A POINT 7.95 FEET NORTH OF THE POINT OF BEGINNING; THENCE SOUTH 7.95 FEET TO THE POINT OF BEGINNING, EXCEPT ALL THE OIL, COAL, GAS, SULPHUR, AND OTHER MINERALS AND ANY INTEREST, RIGHT OR TITLE OF ANY KIND OR CHARACTER WHATSOEVER IN SAID MINERALS IN, UNDER, UPON OR PRODUCED FROM ANY OF THE PROPERTY CONVEYED, IN COOK COUNTY, ILLINOIS.

to those of Planned Development Number _____, and a corresponding use district is hereby established in the area above described.

SECTION 2. This ordinance takes effect after its passage and approval.

18031
Intro Date
April 30, 2014

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO
THE CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:

3348 S. PULASKI, CHICAGO, ILLINOIS

2. Ward Number that property is located in: 22

3. APPLICANT PANCAL PULASKI LLC

ADDRESS 7887 E. BELLEVIEW AVENUE, SUITE 475 CITY ENGLEWOOD

STATE CO ZIP CODE 80111 PHONE 303-846-5807

EMAIL BBULLEN@PANATTONI.COM CONTACT PERSON WILLIAM BULLEN

4. Is the applicant the owner of the property? YES _____ NO X
If the applicant is not the owner of the property, please provide the following information
regarding the owner and attach written authorization from the owner allowing the application to
proceed.

OWNER Sydney Pulaski, LLC

ADDRESS c/o Newport Capital, 350 N. LaSalle Street, Suite 700 CITY Chicago

STATE IL ZIP CODE 60654 PHONE 312-724-7031

EMAIL Derrick@newportcapitalptrs.com CONTACT PERSON Derrick E. McGavic

5. If the Applicant/Owner of the property has obtained a lawyer as their representative for the
rezoning, please provide the following information:

ATTORNEY PATRICK D. THOMPSON; BURKE, WARREN, MACKAY & SERRITELLA

ADDRESS 330 N. Wabash, 21st Floor

CITY CHICAGO STATE IL ZIP CODE 60611

PHONE 312-840-7039 FAX 312-840-7900 EMAIL PTHOMPSON@BURKELAW.COM

6. If the applicant is a legal entity (Corporation, LLC, Partnership, etc.) please provide the names of all owners as disclosed on the Economic Disclosure Statements.

PLEASE SEE EXHIBIT A - SCHEDULE OF OWNERSHIP ATTACHED HERETO

7. On what date did the owner acquire legal title to the subject property? NOVEMBER 27, 2007

8. Has the present owner previously rezoned this property? If yes, when?

NO

9. Present Zoning District M2-3 Proposed Zoning District Planned Development

10. Lot size in square feet (or dimensions) 15.6 acres (679,904 SF)

11. Current Use of the property Industrial

12. Reason for rezoning the property

Because the site area is greater than 10 acres, planned development review is required.

13. Describe the proposed use of the property after the rezoning. Indicate the number of dwelling units; number of parking spaces; approximate square footage of any commercial space; and height of the proposed building. (BE SPECIFIC)

Proposed new industrial warehouse building of 316,680 SF; 327 parking spaces; 97 trailing parking stalls; 4 drive in doors; 30 exterior docks; up to 34 ft clear height; no dwelling units

14. On May 14th, 2007, the Chicago City Council passed the Affordable Requirements Ordinance (ARO) that requires on-site affordable housing units or a financial contribution if residential housing projects receive a zoning change under certain circumstances. Based on the lot size of the project in question and the proposed zoning classification, is this project subject to the Affordable Requirements Ordinance? (See Fact Sheet for more information)

YES _____ NO X _____

COUNTY OF COOK
STATE OF ILLINOIS

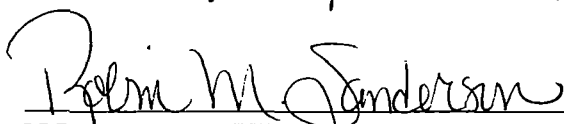
WILLIAM BULLEN, being first duly sworn on oath, states that all of the above statements and the statements contained in the documents submitted herewith are true and correct.

PANCAL PULASKI LLC, A DELAWARE LIMITED LIABILITY COMPANY
BY: PANCAL OPPORTUNITY, LLC A DELAWARE LIMITED
LIABILITY COMPANY, ITS SOLE MEMBER

BY: PANATTONI PANCAL OPPORTUNITY, LLC A
DELAWARE LIMITED LIABILITY COMPANY, ITS
ADMINISTRATOR

BY: PANATTONI PANCAL MANAGER, LLC
A DELAWARE LIMITED LIABILITY
COMPANY, ITS MANAGER

Subscribed and Sworn to before me this
2nd day of April, 2014.



Notary Public

ROBIN M. SANDERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20014020557
MY COMMISSION EXPIRES 07/03/2017

For Office Use Only

BY: 
NAME: WILLIAM BULLEN
ITS: VICE PRESIDENT

Date of Introduction: _____

File Number: _____

Ward: _____

COMMUNAL CLARENCE
CLARENCE
CLARENCE
CLARENCE
CLARENCE

BURKE, WARREN, MACKAY & SERRITELLA, P.C.

330 NORTH WABASH AVENUE
SUITE 2100
CHICAGO, ILLINOIS 60611
TELEPHONE (312) 840-7000
FACSIMILE (312) 840-7900
www.burkelaw.com

PATRICK D. THOMPSON
DIRECT DIAL NUMBER
(312) 840-7039
pthompson@burkelaw.com

April 3, 2014

RE: *Application for Rezoning of 3348 S. Pulaski, Chicago, Illinois (the "Property")*

Dear Property Owner:

My law firm represents the PanCal Pulaski LLC (the "Applicant"), the contract purchaser of the Property, which is owned by Sydney Pulaski, LLC (the "Owner").

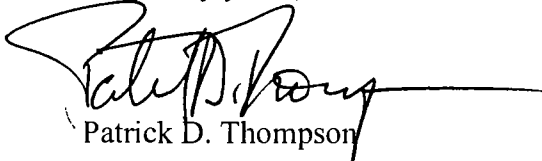
In accordance with the requirements for an Amendment to the Chicago Zoning Ordinance, specifically Section 17-13-0107, please be informed that on or about April 4, 2014, the undersigned will file an application for a change in zoning from M2-3, Light Industry District to a planned development for the Property on behalf of the Applicant.

The Applicant intends demolish the existing building on the 15.6 acre site and construct an industrial building of approximately 316,680 square feet with a clear height of approximately 34 feet. The Property will have no dwelling units, 327 on-site parking spaces and 97 trailer stalls. The Applicant is required to seek planned development review due to the size of the land site.

The Applicant's business address is 7887 E. Bellevue Avenue, Suite 475, Englewood, CO, 80111. The contact person for this application is Patrick D. Thompson, Burke Warren MacKay & Serritella, P.C., 330 N. Wabash Avenue, 22nd Floor, Chicago, Illinois 60611, 312-840-7039, the attorney for the Applicant. The Owner's representative is located at c/o Newport Capital Partners Holding, LLC, 350 N. LaSalle Street, Suite 700, Chicago, Illinois 60654 and the contact person is Derrick E. McGavic. He can be reached at 312-724-7031.

Please note that the Applicant is not seeking to rezone or purchase your property. The Applicant is required by law to send this notice because you own property within 250 feet of the property to be rezoned.

Very truly yours,



Patrick D. Thompson

BURKE, WARREN, MACKEY & SERRITELLA, P.C.

330 NORTH WABASH AVENUE
SUITE 2100
CHICAGO, ILLINOIS 60611
TELEPHONE (312) 840-7000
FACSIMILE (312) 840-7900
www.burkelaw.com

PATRICK D. THOMPSON
DIRECT DIAL NUMBER
(312) 840-7039
PTHOMPSON@BURKELAW.COM

April 3, 2014

Honorable Daniel S. Solis
Chairman, Committee on Zoning
121 North LaSalle Street
Room 304, City Hall
Chicago, Illinois 60602

Re: Zoning Amendment Application – 3348 S. Pulaski, Chicago, Illinois (the “Property”)

The undersigned, Patrick D. Thompson of Burke, Warren, MacKay & Serritella, P.C., being first duly sworn on oath deposes and states the following:

The undersigned certifies that he has complied with the requirements of Section 17-13-0107 of the Chicago Zoning Ordinance, by sending written notice to such property owners who appear to be the owners of the property within the subject area not solely owned by the applicant, and to the owners of all property within 250 feet in each direction of the lot lines of the Property exclusive of public roads, streets, alleys and other public ways, or a total distance limited to 400 feet. Said "written notice" was sent by First Class U.S. Mail, no more than 30 days before filing the application.

The undersigned certifies that the notice contained the address of the property sought to be rezoned; a statement of the intended use of the property; the name and address of the applicant (who is the contract purchaser); the name and address of the owner; and a statement that the applicant intends to file the application for a change in zoning on approximately April 4, 2014.

The undersigned certifies that the applicant has made a bona fide effort to determine the addresses of the parties to be notified under Section 17-13-0107 of the Chicago Zoning Ordinance, and that the accompanying list of names and addresses of surrounding property owners within 250 feet of the subject site is a complete list containing the names and addresses of the people required to be served.

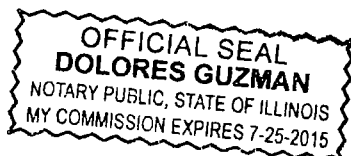
Very truly yours,


Patrick D. Thompson

Subscribed and sworn before me this
4th day of April, 2014.


NOTARY PUBLIC

1637535.1



CONFIRMATION OF AUTHORITY

TO WHOM IT MAY CONCERN:

The undersigned Property Owner is the sole owner and legal title holder of the property commonly known as 3348 S. Pulaski Road, Chicago, Illinois ("Property"). The Property Owner hereby confirms that the Zoning Applicant, PanCal Pulaski LLC, as contract purchaser of the Property, is authorized to file an Application with the City of Chicago Department of Planning and Development for the zoning change of the Property from an M2-3 Manufacturing District to a planned development.

Dated this 4th day of April, 2014

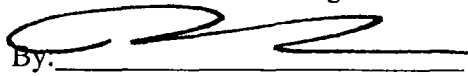
PROPERTY OWNER:

Sydney Pulaski, LLC,
an Illinois limited liability company

By: DV Urban Realty Partners I L.P.,
a Delaware limited partnership, its general partner

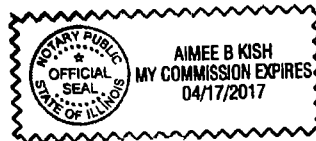
By: TCB-Urban LLC, its general partner

By: Newport Capital Partners Holding, LLC,
its sole member and manager

By: 
Name: Derrick McGavic
Title: Manager

Subscribed and sworn to
before me this 7th day
of April, 2014


Notary Public



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

TANAND, LLC, a Virginia limited liability company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: PANCAL PULASKI LLC
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 8775 FOLSOM BLVD, SUITE 200
SACRAMENTO, CA 95826

C. Telephone: 916-379-1159 Fax: _____ Email: rricks@panattoni.com

D. Name of contact person: RAYMOND RICKS

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

APPLICATION FOR ZONING AMENDMENT - PLANNED DEVELOPMENT AT 3348 S. PULASKI ROAD

G. Which City agency or department is requesting this EDS? DEPT. OF HOUSING AND ECONOMIC DEVELOPMENT

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|-------------------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

VIRGINIA

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

CARL D. PANATTONI (Manager)

MARY JANE PANATTONI (Manager)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
SEE EXHIBIT A - SCHEDULE OF OWNERSHIP INTERESTS ATTACHED HERETO		
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SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
----------------------------------------------------------------	------------------	----------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------

N/A

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes

☒ No

☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is

☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
N/A		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

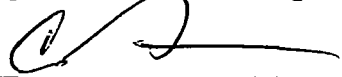
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

TANAND, LLC, a Virginia limited liability company
(Print or type name of Disclosing Party)

By: 
(Sign here)

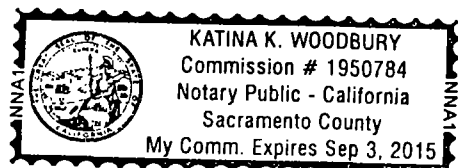
CARL D. PANATTONI
(Print or type name of person signing)

MANAGER
(Print or type title of person signing)

Signed and sworn to before me on (date) April 3, 2014,
at Sacramento County, California (state).

Kat K Woodbury Notary Public.

Commission expires: Sept 3, 2015.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently has a “familial relationship” with any elected city official or department head. A “familial relationship” exists if, as of the date this EDS is signed, the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

“Applicable Party” means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. “Principal officers” means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently have a “familial relationship” with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

EXHIBIT A

SCHEDULE OF EFFECTIVE OWNERSHIP PERCENTAGES (DIRECT AND INDIRECT)

APPLICANT: PanCal Pulaski LLC

<u>Subsidiaries</u>	<u>% of APPLICANT</u>	<u>Subsidiaries</u>
CSJV PanCal, LLC	95.00%	California State Teachers Retirement System
Panattoni PanCal Opportunity, LLC	5.00%	TANAND LLC

<u>California State Teachers Retirement System**</u>	<u>% of CSJV PanCal</u>	<u>Effective % of Applicant</u>
	100%	95.00%

<u>TANAND LLC</u>	<u>% of Panattoni PanCal Opportunity, LLC</u>	<u>Effective % of Applicant</u>
	100%	5.00%

<u>Mary Jane Panattoni Trust dated 3/9/2000</u>	<u>% of TANAND, LLC</u>	<u>Effective % of Applicant</u>
	100%	5.00%

	<u>% of Mary Jane Panattoni Trust</u>	<u>Effective % of Applicant</u>
Tara Elizabeth Panattoni	25%	1.2500%
Adon Alison Panattoni	25%	1.2500%
Charlotte Leata Panattoni	25%	1.2500%
Katherine Williams Panattoni	25%	1.2500%

**** Pension fund for State Employees with 865,000 members**

MANAGERS (Entities)

PANATTONI PANCAL MANAGER, LLC is 100% owned by Carl D. Panattoni
PANCAL OPPORTUNITY, LLC is directly owned by Panattoni PanCal Opportunity, LLC (10%) & CSJV PanCal, LLC (90%)
PANCAL OPPORTUNITY, LLC is indirectly owned by California State Teachers Retirement System (90% effective)
PANCAL OPPORTUNITY, LLC is indirectly owned by TANAND LLC (10% effective)
PANCAL OPPORTUNITY, LLC is indirectly owned by Mary Jane Panattoni Trust dated 3/9/2000 (10% effective)

Business Addresses

Mary Jane Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Carl D. Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
California State Teachers Retirement System	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Panattoni PanCal Manager, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Panattoni PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Pulaski LLC	7887 E. Bellevue Avenue, Suite 475, Englewood, CO 80111
TANAND, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
CSJV PanCal, LLC	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Mary Jane Panattoni Trust dated 3/9/2000	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Tara Elizabeth Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Adon Alison Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Charlotte Leata Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Katherine Williams Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

CSJV PANCAL, LLC, a Delaware limited liability company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: PANCAL PULASKI LLC
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 100 Waterfront Place, 15th Floor
West Sacramento, California 95605

C. Telephone: 916-414-7975 Fax: 916-414-7984 Email: hthomas@calstrs.com

D. Name of contact person: Henry J. Thomas, Jr.

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

APPLICATION FOR ZONING AMENDMENT - PLANNED DEVELOPMENT AT 3348 S. PULASKI ROAD

G. Which City agency or department is requesting this EDS? DEPT OF HOUSING AND ECONOMIC DEVELOPMENT

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|-------------------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

DELAWARE

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
------	-------

Michael DiRe (manager)

Henry Thomas (manager)

California Teachers' Retirement System (Sole Member)

Mark Billeci (investment advisor)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
SEE EXHIBIT A - SCHEDULE OF OWNERSHIP INTERESTS ATTACHED HERETO		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

“Lobbyist” means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. “Lobbyist” also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
----------------------------------------------------------------	------------------	----------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------

N/A

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☐ No
 ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
N/A		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)

By: _____
(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

See attached certificate

Signed and sworn to before me on (date) _____
at _____ County, _____ (state).


Notary Public.

Commission expires: _____

CSJV PanCal LLC,
a Delaware limited liability company

By: California State Teachers' Retirement System,
a public entity, its sole member

By: Principal Real Estate Investors, LLC,
a Delaware limited liability company,
its investment advisor

By: 
Mark Billeci
Managing Director, Portfolio Management

Dated: April 3, 2014

CALIFORNIA JURAT WITH AFFIANT STATEMENT

☒ See Attached Document (Notary to cross out lines 1-6 below)

☐ See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

1 _____
2 _____
3 _____
4 _____
5 _____
6 _____

Signature of Document Signer No. 1 _____ Signature of Document Signer No. 2 (if any) _____

State of California

County of Placer

Subscribed and sworn to (or affirmed) before me on this

3rd day of April, 2014, by
Date Month Year

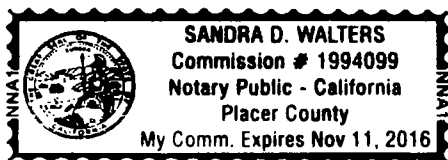
(1) Mark Billeci
Name of Signer

proved to me on the basis of satisfactory evidence
be the person who appeared before me (.) (.)

(and

(2) _____
Name of Signer

~~proved to me on the basis of satisfactory evidence
be the person who appeared before me.)~~



Signature Sandra D Walters
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

*Though the information below is not required by law, it may prove
valuable to persons relying on the document and could prevent
fraudulent removal and reattachment of this form to another document*

Further Description of Any Attached Document

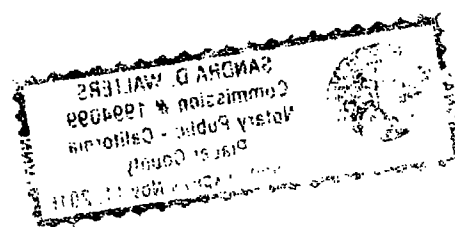
Title or Type of Document: City of Chicago Economic
Disclosure Statement and Affidavit

Document Date: April 3, 2014 Number of Pages: 13

Signer(s) Other Than Named Above: N/A

RIGHT THUMBPRINT
OF SIGNER #1
Top of thumb here

RIGHT THUMBPRINT
OF SIGNER #2
Top of thumb here



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently has a “familial relationship” with any elected city official or department head. A “familial relationship” exists if, as of the date this EDS is signed, the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

“Applicable Party” means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. “Principal officers” means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently have a “familial relationship” with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

EXHIBIT A

SCHEDULE OF EFFECTIVE OWNERSHIP PERCENTAGES (DIRECT AND INDIRECT)

APPLICANT: PanCal Pulaski LLC

<u>Subsidiaries</u>	<u>% of APPLICANT</u>	<u>Subsidiaries</u>
CSJV PanCal, LLC	95.00%	California State Teachers' Retirement System
Panattoni PanCal Opportunity, LLC	5.00%	TANAND LLC
California State Teachers' Retirement System**	<u>% of CSJV PanCal</u> 100%	<u>Effective % of Applicant</u> 95.00%
TANAND LLC	<u>% of Panattoni PanCal Opportunity, LLC</u> 100%	<u>Effective % of Applicant</u> 5.00%
Mary Jane Panattoni Trust dated 3/9/2000	<u>% of TANAND, LLC</u> 100%	<u>Effective % of Applicant</u> 5.00%
Tara Elizabeth Panattoni	<u>% of Mary Jane Panattoni Trust</u> 25%	<u>Effective % of Applicant</u> 1.2500%
Adon Allison Panattoni	25%	1.2500%
Charlotte Leita Panattoni	25%	1.2500%
Katherina Williams Panattoni	25%	1.2500%

** Pension fund for State Employees with 865,000 members

MANAGERS (Entities)

PANATTONI PAN-CAL MANAGER, LLC is 100% owned by Carl D. Panattoni
PAN-CAL OPPORTUNITY, LLC is directly owned by Panattoni PanCal Opportunity, LLC (10%) & CSJV PanCal, LLC (90%)
PAN-CAL OPPORTUNITY, LLC is indirectly owned by California State Teachers' Retirement System (90% effective)
PAN-CAL OPPORTUNITY, LLC is indirectly owned by TANAND LLC (10% effective)
PAN-CAL OPPORTUNITY, LLC is indirectly owned by Mary Jane Panattoni Trust dated 3/9/2000 (10% effective)

Business Addresses

Mary Jane Panattoni	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
Carl D. Panattoni	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
California State Teachers' Retirement System	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Panattoni PanCal Manager, LLC	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
Panattoni PanCal Opportunity, LLC	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
PanCal Opportunity, LLC	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
PanCal Pulaski LLC	7887 E. Bellevue Avenue, Suite 475, Englewood, CO 80111
TANAND, LLC	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
CSJV PanCal, LLC	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Mary Jane Panattoni Trust dated 3/9/2000	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
Tara Elizabeth Panattoni	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
Adon Allison Panattoni	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
Charlotte Leita Panattoni	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826
Katherina Williams Panattoni	8775 Folsom Blvd. Suite 200, Sacramento, CA 95826

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

PANCAL OPPORTUNITY, LLC, a Delaware limited liability company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☒ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: PANCAL PULASKI LLC

B. Business address of the Disclosing Party: 8775 FOLSOM BLVD, SUITE 200
SACRAMENTO, CA 95826

C. Telephone: 303-846-5807 Fax: 919-289-9829 Email: bbullen@panattoni.com

D. Name of contact person: WILLIAM BULLEN

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

APPLICATION FOR ZONING AMENDMENT - PLANNED DEVELOPMENT AT 3348 S. PULASKI ROAD

G. Which City agency or department is requesting this EDS? DEPT. OF HOUSING AND ECONOMIC DEVELOPMENT

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|-------------------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

DELAWARE

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☒ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

PANATTONI PANCAL OPPORTUNITY, LLC (ADMINISTRATOR)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
<u>SEE EXHIBIT A - SCHEDULE OF OWNERSHIP INTERESTS ATTACHED HERETO</u>		
<hr/>		
<hr/>		
<hr/>		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is

☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

N/A

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)

By: _____
(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

PANCAL OPPORTUNITY, LLC A DELAWARE LIMITED LIABILITY COMPANY

BY: PANATTONI PANCAL OPPORTUNITY, LLC A DELAWARE LIMITED LIABILITY COMPANY, ITS ADMINISTRATOR

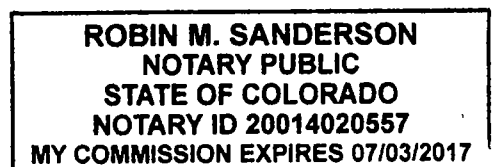
BY: PANATTONI PANCAL MANAGER, LLC A DELAWARE LIMITED LIABILITY COMPANY, ITS MANAGER

BY: 
NAME: WILLIAM BULLEN
ITS: VICE PRESIDENT

Signed and sworn to before me on (date) April 2, 2014,
at DENVER County, Colorado (state).

Robin M. Sanderson Notary Public.

Commission expires: July 3, 2017.



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**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently has a “familial relationship” with any elected city official or department head. A “familial relationship” exists if, as of the date this EDS is signed, the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

“Applicable Party” means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. “Principal officers” means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently have a “familial relationship” with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

EXHIBIT A

SCHEDULE OF EFFECTIVE OWNERSHIP PERCENTAGES (DIRECT AND INDIRECT)

APPLICANT: PanCal Pulaski LLC

<u>Subsidiaries</u>	<u>% of APPLICANT</u>	<u>Subsidiaries</u>
CSJV PanCal, LLC	95.00%	California State Teachers' Retirement System
Panattoni PanCal Opportunity, LLC	5.00%	TANAND LLC
California State Teachers' Retirement System**	<u>% of CSJV PanCal</u>	<u>Effective % of Applicant</u>
	100%	95.00%
TANAND LLC	<u>% of Panattoni PanCal Opportunity, LLC</u>	<u>Effective % of Applicant</u>
	100%	5.00%
Mary Jane Panattoni Trust dated 3/9/2000	<u>% of TANAND, LLC</u>	<u>Effective % of Applicant</u>
	100%	5.00%
Tara Elizabeth Panattoni	<u>% of Mary Jane Panattoni Trust</u>	<u>Effective % of Applicant</u>
Adon Altson Panattoni	25%	1.2500%
Charlotte Leata Panattoni	25%	1.2500%
Katherine Williams Panattoni	25%	1.2500%

** Pension fund for State Employees with 865,000 members

MANAGERS (Entities)

PANATTONI PANCAL MANAGER, LLC is 100% owned by Carl D. Panattoni
PANCAL OPPORTUNITY, LLC is directly owned by Panattoni PanCal Opportunity, LLC (10%) & CSJV PanCal, LLC (90%)
PANCAL OPPORTUNITY, LLC is indirectly owned by California State Teachers' Retirement System (90% effective)
PANCAL OPPORTUNITY, LLC is indirectly owned by TANAND LLC (10% effective)
PANCAL OPPORTUNITY, LLC is indirectly owned by Mary Jane Panattoni Trust dated 3/9/2000 (10% effective)

Business Addresses

Mary Jane Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Carl D. Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
California State Teachers' Retirement System	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Panattoni PanCal Manager, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Panattoni PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Pulaski LLC	7887 E. Bellevue Avenue, Suite 475, Englewood, CO 80111
TANAND, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
CSJV PanCal, LLC	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Mary Jane Panattoni Trust dated 3/9/2000	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Tara Elizabeth Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Adon Altson Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Charlotte Leata Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Katherine Williams Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

PANATTONI PANCAL OPPORTUNITY, LLC, a Delaware limited liability company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: PANCAL PULASKI LLC
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 8775 FOLSOM BLVD, SUITE 200
SACRAMENTO, CA 95826

C. Telephone: 303-846-5807 Fax: 919-289-9829 Email: bbullen@panattoni.com

D. Name of contact person: WILLIAM BULLEN

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

APPLICATION FOR ZONING AMENDMENT - PLANNED DEVELOPMENT AT 3348 S. PULASKI ROAD

G. Which City agency or department is requesting this EDS? DEPT. OF HOUSING AND ECONOMIC DEVELOPMENT

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|-------------------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

DELAWARE

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☒ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

PANATTONI PANCAL MANAGER, LLC (MANAGER)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
------	------------------	---------------------------------------------

SEE EXHIBIT A - SCHEDULE OF OWNERSHIP INTERESTS ATTACHED HERETO

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrears on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☐ No
 ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
N/A		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)

By: _____
(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

BY: PANATTONI PANCAL OPPORTUNITY, LLC A
DELAWARE LIMITED LIABILITY COMPANY
BY: PANATTONI PANCAL MANAGER, LLC
A DELAWARE LIMITED LIABILITY
COMPANY, ITS MANAGER

BY: 
NAME: WILLIAM BULLEN
ITS: VICE PRESIDENT

Signed and sworn to before me on (date) April 2, 2014,
at DENVER County, Colorado (state).

Robin M. Sanderson Notary Public.

Commission expires July 3, 2017.

ROBIN M. SANDERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20014020557
MY COMMISSION EXPIRES 07/03/2017

RECEIVED BY THE
U.S. DEPARTMENT OF
COMMERCE
WASHINGTON, D.C.
JAN 10 1964

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently has a “familial relationship” with any elected city official or department head. A “familial relationship” exists if, as of the date this EDS is signed, the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

“Applicable Party” means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. “Principal officers” means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently have a “familial relationship” with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

EXHIBIT A

SCHEDULE OF EFFECTIVE OWNERSHIP PERCENTAGES (DIRECT AND INDIRECT)

APPLICANT: PanCal Pulaski LLC

<u>Subsidiaries</u>	<u>% of APPLICANT</u>	<u>Subsidiaries</u>
CSJV PanCal, LLC	95.00%	California State Teachers' Retirement System
Panattoni PanCal Opportunity, LLC	5.00%	TANAND LLC
California State Teachers' Retirement System**	<u>% of CSJV PanCal</u> 100%	<u>Effective % of Applicant</u> 95.00%
TANAND LLC	<u>% of Panattoni PanCal Opportunity, LLC</u> 100%	<u>Effective % of Applicant</u> 5.00%
Mary Jane Panattoni Trust dated 3/9/2000	<u>% of TANAND, LLC</u> 100%	<u>Effective % of Applicant</u> 5.00%
Tara Elizabeth Panattoni	<u>% of Mary Jane Panattoni Trust</u> 25%	<u>Effective % of Applicant</u> 1.2500%
Adon Altson Panattoni	25%	1.2500%
Charlotte Leata Panattoni	25%	1.2500%
Katherina Williams Panattoni	25%	1.2500%

** Pension fund for State Employees with 865,000 members

MANAGERS (Entities)

PANATTONI PANCAL MANAGER, LLC is 100% owned by Carl D. Panattoni
PANCAL OPPORTUNITY, LLC is directly owned by Panattoni PanCal Opportunity, LLC (10%) & CSJV PanCal, LLC (90%)
PANCAL OPPORTUNITY, LLC is indirectly owned by California State Teachers' Retirement System (90% effective)
PANCAL OPPORTUNITY, LLC is indirectly owned by TANAND LLC (10% effective)
PANCAL OPPORTUNITY, LLC is indirectly owned by Mary Jane Panattoni Trust dated 3/9/2000 (10% effective)

Business Addresses

Mary Jane Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Carl D. Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
California State Teachers' Retirement System	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Panattoni PanCal Manager, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Panattoni PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Pulaski LLC	7887 E. Bellevue Avenue, Suite 475, Englewood, CO 80111
TANAND, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
CSJV PanCal, LLC	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Mary Jane Panattoni Trust dated 3/9/2000	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Tara Elizabeth Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Adon Altson Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Charlotte Leata Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Katherina Williams Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

PANATTONI PANCAL MANAGER, LLC, a Delaware limited liability company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☒ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: PANATTONI PANCAL OPPORTUNITY, LLC

B. Business address of the Disclosing Party: 8775 FOLSOM BLVD, SUITE 200
SACRAMENTO, CA 95826

C. Telephone: 303-846-5807 Fax: 919-289-9829 Email: bbullen@panattoni.com

D. Name of contact person: WILLIAM BULLEN

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

APPLICATION FOR ZONING AMENDMENT - PLANNED DEVELOPMENT AT 3348 S. PULASKI ROAD

G. Which City agency or department is requesting this EDS? DEPT. OF HOUSING AND ECONOMIC DEVELOPMENT

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|-------------------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

DELAWARE

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☒ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

WILLIAM BULLEN (VICE PRESIDENT)

CARL PANATTONI (MANAGER)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
<u>SEE EXHIBIT A - SCHEDULE OF OWNERSHIP INTERESTS ATTACHED HERETO</u>		
<hr/>		
<hr/>		
<hr/>		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			
<hr/>			
<hr/>			
<hr/>			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☒ No
 ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is

☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
N/A		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)

By: _____
(Sign here)

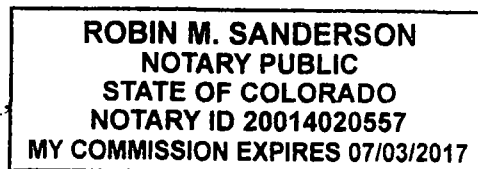
(Print or type name of person signing)

(Print or type title of person signing)

PANATTONI PANCAL MANAGER, LLC
A DELAWARE LIMITED LIABILITY
COMPANY

BY: 
NAME: WILLIAM BULLEN
ITS: VICE PRESIDENT

Signed and sworn to before me on (date) April 2, 2014
at DENVER County, COLORADO (state).



Robin M. Sanderson Notary Public.

Commission expires: July 3, 2017.

THE UNIVERSITY OF CHICAGO
LIBRARY
540 EAST 57TH STREET
CHICAGO, ILL. 60637
TEL. 773-936-5000

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently has a “familial relationship” with any elected city official or department head. A “familial relationship” exists if, as of the date this EDS is signed, the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

“Applicable Party” means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. “Principal officers” means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently have a “familial relationship” with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

EXHIBIT A

SCHEDULE OF EFFECTIVE OWNERSHIP PERCENTAGES (DIRECT AND INDIRECT)

APPLICANT: PanCal Pulaski LLC

<u>Subsidiaries</u>	<u>% of APPLICANT</u>	<u>Subsidiaries</u>
CSJV PanCal, LLC	95.00%	California State Teachers Retirement System
Panatom PanCal Opportunity, LLC	5.00%	TANAND LLC
California State Teachers' Retirement System**	<u>% of CSJV PanCal</u>	<u>Effective % of Applicant</u>
	100%	95.00%
TANAND LLC	<u>% of Panatom PanCal Opportunity, LLC</u>	<u>Effective % of Applicant</u>
	100%	5.00%
Mary Jane Panatom Trust dated 3/9/2000	<u>% of TANAND, LLC</u>	<u>Effective % of Applicant</u>
	100%	5.00%
Tara Elizabeth Panatom	<u>% of Mary Jane Panatom Trust</u>	<u>Effective % of Applicant</u>
Adon Altson Panatom	25%	1.2500%
Charlotte Leata Panatom	25%	1.2500%
Katherina Williams Panatom	25%	1.2500%

** Pension fund for State Employees with 865,000 members

MANAGERS (Entities)

PANATOM PANCAL MANAGER, LLC is 100% owned by Carl D. Panatom.
PANCAL OPPORTUNITY, LLC is directly owned by Panatom PanCal Opportunity, LLC (10%) & CSJV PanCal, LLC (90%).
PANCAL OPPORTUNITY, LLC is indirectly owned by California State Teachers' Retirement System (90% effective).
PANCAL OPPORTUNITY, LLC is indirectly owned by TANAND LLC (10% effective).
PANCAL OPPORTUNITY, LLC is indirectly owned by Mary Jane Panatom Trust dated 3/9/2000 (10% effective).

Business Addresses

Mary Jane Panatom	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Carl D. Panatom	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
California State Teachers' Retirement System	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Panatom PanCal Manager, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Panatom PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Pulaski LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
TANAND, LLC	7887 E. Bellevue Avenue, Suite 475, Englewood, CO 80111
CSJV PanCal, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Mary Jane Panatom Trust dated 3/9/2000	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Tara Elizabeth Panatom	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Adon Altson Panatom	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Charlotte Leata Panatom	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Katherina Williams Panatom	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

PANCAL PULASKI LLC, a Delaware limited liability company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant
OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 7887 E. BELLEVIEW AVENUE, SUITE 475
ENGLEWOOD, COLORADO 80111

C. Telephone: 303-846-5807 Fax: 919-289-9829 Email: bbullen@panattoni.com

D. Name of contact person: WILLIAM BULLEN

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

APPLICATION FOR ZONING AMENDMENT - PLANNED DEVELOPMENT AT 3348 S. PULASKI ROAD

G. Which City agency or department is requesting this EDS? DEPT OF HOUSING AND ECONOMIC DEVELOPMENT

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|-------------------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

DELAWARE

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes

☐ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

PANCAL OPPORTUNITY, LLC (sole member of applicant)

John Pagliari (responsible for day to day management)

Jason Rosenberg (responsible for day to day management)

William Bullen (responsible for day to day management)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
------	------------------	---------------------------------------------

SEE EXHIBIT A - SCHEDULE OF OWNERSHIP INTERESTS ATTACHED HERETO

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
----------------------------------------------------------------	------------------	----------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------

PATRICK D. THOMPSON; BURKE, WARREN, MACKAY & SERRITELLA, P.C.	330 N. WABASH AVE, CHICAGO, ILLINOIS 6061		\$15,000 ESTIMATED
---------------------------------------------------------------	-------------------------------------------	--	--------------------

RETAINED

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☐ No
 ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
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N/A		
-----	--	--

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)

By: _____
(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

PANCAL PULASKI LLC, A DELAWARE LIMITED LIABILITY COMPANY
BY: PANCAL OPPORTUNITY, LLC A DELAWARE LIMITED
LIABILITY COMPANY, ITS SOLE MEMBER
BY: PANATTONI PANCAL OPPORTUNITY, LLC A
DELAWARE LIMITED LIABILITY COMPANY, ITS
ADMINISTRATOR
BY: PANATTONI PANCAL MANAGER, LLC
A DELAWARE LIMITED LIABILITY
COMPANY, ITS MANAGER

BY: _____
NAME: WILLIAM BULLEN
ITS: VICE PRESIDENT

Signed and sworn to before me on (date) April 2, 2014,
at DENVER County, Colorado (state).

Robin M. Sanderson Notary Public.

Commission expires July 3, 2017.

ROBIN M. SANDERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20014020557
MY COMMISSION EXPIRES 07/03/2017

RECEIVED BY THE
U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

EXHIBIT A

SCHEDULE OF EFFECTIVE OWNERSHIP PERCENTAGES (DIRECT AND INDIRECT)

APPLICANT: PanCal Pulaski LLC

<u>Subsidiaries</u>	<u>% of APPLICANT</u>	<u>Subsidiaries</u>
CSJV PanCal, LLC	95.00%	California State Teachers Retirement System
Panattoni PanCal Opportunity, LLC	5.00%	TANAND LLC
California State Teachers' Retirement System**	<u>% of CSJV PanCal</u>	<u>Effective % of Applicant</u>
	100%	95.00%
TANAND LLC	<u>% of Panattoni PanCal Opportunity, LLC</u>	<u>Effective % of Applicant</u>
	100%	5.00%
Mary Jane Panattoni Trust dated 3/9/2000	<u>% of TANAND, LLC</u>	<u>Effective % of Applicant</u>
	100%	5.00%
Tara Elizabeth Panattoni	<u>% of Mary Jane Panattoni Trust</u>	<u>Effective % of Applicant</u>
Aden Allison Panattoni	25%	1.2500%
Charlotte Leata Panattoni	25%	1.2500%
Katharina Williams Panattoni	25%	1.2500%

** Pension fund for State Employees with 865,000 members

MANAGERS (Entities)

PANATTONI PANCAL MANAGER, LLC is 100% owned by Carl D. Panattoni
PANCAL OPPORTUNITY, LLC is directly owned by Panattoni PanCal Opportunity, LLC (10%) & CSJV PanCal, LLC (90%)
PANCAL OPPORTUNITY, LLC is indirectly owned by California State Teachers' Retirement System (90% effective)
PANCAL OPPORTUNITY, LLC is indirectly owned by TANAND LLC (10% effective)
PANCAL OPPORTUNITY, LLC is indirectly owned by Mary Jane Panattoni Trust dated 3/9/2000 (10% effective)

Business Addresses

Mary Jane Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Carl D. Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
California State Teachers' Retirement System	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Panattoni PanCal Manager, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Panattoni PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Opportunity, LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
PanCal Pulaski LLC	7887 E. Bellevue Avenue, Suite 475, Englewood, CO 80111
TANAND LLC	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
CSJV PanCal, LLC	100 Waterfront Place, 15th Floor, West Sacramento, CA 95605
Mary Jane Panattoni Trust dated 3/9/2000	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Tara Elizabeth Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Aden Allison Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Charlotte Leata Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826
Katharina Williams Panattoni	8775 Folsom Blvd, Suite 200, Sacramento, CA 95826

PLANNED DEVELOPMENT STATEMENTS

1. The area delineated herein as Planned Development Number _____, (“Planned Development”) consists of approximately 679,904 square feet of property which is depicted on the attached Planned Development Boundary and Property Line Map (“Property”) and controlled by the contract purchaser, PanCal Pulaski LLC, a Delaware limited liability company (the “Applicant”).
2. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant’s successors and assigns and, if different than the Applicant, the legal title holder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the Property, at the time of application for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or designated control. Single designated control is defined in Section 17-8-0400 of the Zoning Ordinance.
3. All applicable official reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees. Any dedication or vacation of streets or alleys or grants of easements or any adjustment of the right-of-way shall require a separate submittal to the Department of Transportation on behalf of the Applicant or its successors, assigns or grantees.

Any requests for grants of privilege, or any items encroaching on the public way, shall be in compliance with the Plans.

Ingress or egress shall be pursuant to the Plans and may be subject to the review and approval of the Departments of Housing and Economic Development and Transportation. Closure of all or any public street or alley during demolition or construction shall be subject to the review and approval of the Department of Transportation.

All work proposed in the public way must be designed and constructed in accordance with the Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago. Prior to the issuance of any Part II approval, the submitted plans must be approved by the Department of Transportation.

4. This Plan of Development consists of these ____ Statements: a Bulk Regulations Table; an Existing Zoning Map; an Existing Land-Use Map; a Planned Development Boundary and Property Line Map; a Right of Way Adjustment map (if applicable); Site Plan (Sub-Area Map, if applicable); Floor Plans (typical, if applicable); Landscape Plan; Building Elevations

Applicant.	PANCAL PULASKI LLC
Address.	3348 S PULASKI
Introduced:	TBD
Plan Commission:	TBD

(North, South, East and West) and Chicago Builds Green form prepared by Harris Architects, Inc. and dated (date of Plan Commission presentation), submitted herein. Full-sized copies of the Site Plan, Landscape Plan and Building Elevations are on file with the Department of Housing and Economic Development. In any instance where a provision of this Planned Development conflicts with the Chicago Building Code, the Building Code shall control. This Planned Development conforms to the intent and purpose of the Zoning Ordinance, and all requirements thereto, and satisfies the established criteria for approval as a Planned Development. In case of a conflict between the terms of this Planned Development Ordinance and the Zoning Ordinance, this Planned Development Ordinance shall control.

5. The following uses are permitted in the area delineated herein as a _____ Planned Development: Industrial, Manufacturing, Warehousing and all permitted uses in all M, Manufacturing Industry Districts as set forth in the Zoning Ordinance.
6. On-Premise signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Housing and Economic Development.
7. For purposes of height measurement, the definitions in the Zoning Ordinance shall apply. The height of any building shall also be subject to height limitations, if any, established by the Federal Aviation Administration.
8. The maximum permitted Floor Area Ratio ("FAR") for the site shall be in accordance with the attached Bulk Regulations Table. For the purposes of FAR calculations and measurements, the definitions in the Zoning Ordinance shall apply. The permitted FAR identified in the Bulk Regulations Table has been determined using a Net Site Area of 667,519 square feet.
9. Upon review and determination, "Part II Review", pursuant to Section 17-13-0610 of the Zoning Ordinance, a Part II Review Fee shall be assessed by the Department of Housing and Economic Development. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II approval.
10. The Site and Landscape Plans shall be in substantial conformance with the Landscape Ordinance and any other corresponding regulations and guidelines. Final landscape plan review and approval will be by the Department of Housing and Economic Development. Any interim reviews associated with site plan review or Part II reviews, are conditional until final Part II approval.
11. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and

Applicant:	PANCAL PULASKI LLC
Address:	3348 S PULASKI
Introduced:	TBD
Plan Commission:	TBD

Facility Management and Buildings, under Section 13-32-125 of the Municipal Code, or any other provision of that Code.

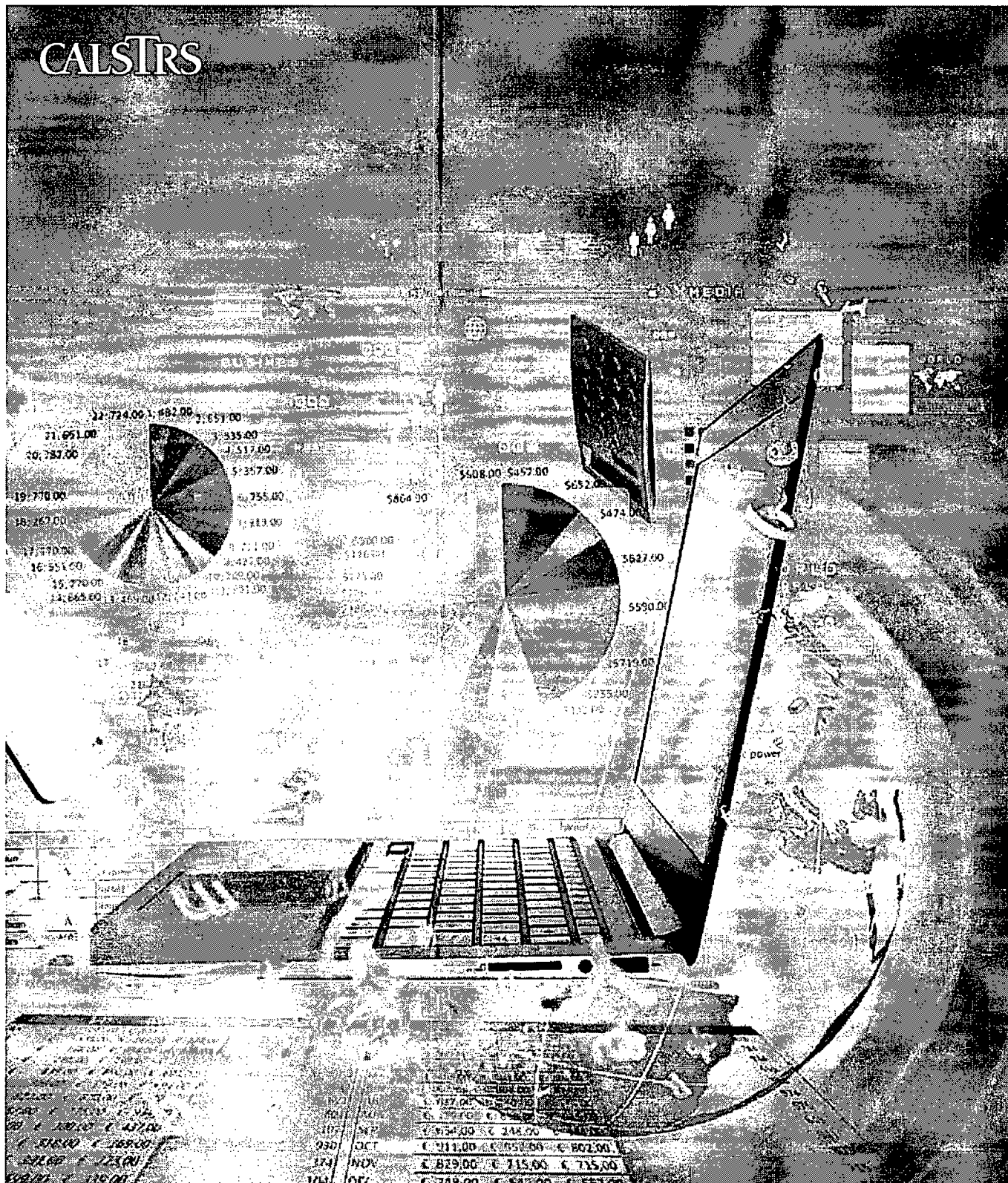
12. The terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to section 17-13-0611-A of the Zoning Ordinance by the Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors.
13. The Applicant acknowledges that it is in the public interest to design, construct and maintain the project in a manner which promotes, enables and maximizes universal access throughout the Property. Plans for all buildings and improvements on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.
14. The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain all buildings in a manner that provides healthier indoor environments, reduces operating costs and conserves energy and natural resources. (At the time of a hearing before the Chicago Plan Commission, all developments must be in substantial compliance with the current City of Chicago Sustainable Development Policy set forth by the Housing and Economic Development.
15. This Planned Development shall be governed by Section 17-13-0612 of the Zoning Ordinance. Should this Planned Development ordinance lapse, the Commissioner of the Department of Housing and Economic Development shall initiate a Zoning Map Amendment to rezone the property to M2-3, Light Industry District.

Applicant:	PANCAL PULASKI LLC
Address:	3348 S. PULASKI
Introduced:	TBD
Plan Commission:	TBD

BULK REGULATIONS AND DATA TABLE

DATA	Parcel 1-316,680 SF Spec. Building	
Net Site Area	15.32 Acres (667,519 SF)	
Building Area Office Warehouse Total Building Area Pedestrian Pavement Vehicular Use Area (excludes loading docks and storage) Loading and Storage Areas Total Paved Area	NA NA 316,680 SF 1,520 SF 85,629 SF <u>196,441 SF</u> 283,590 SF	
Landscape Perimeter Internal Landscape Area Required Internal Landscape Area Provided	Required Green Perimeter 8,563 SF 6,202 SF	
Floor Area Ratio (F.A.R.) Maximum F.A.R. Actual F.A.R.	3.0 .47	
Maximum Percentage of Site Coverage	MISSING	
Minimum Number of Off-Street Parking Spaces	1 per 4 employees; 1 per company vehicle	
Actually Off-Street Parking Spaces: Regular/Accessible	319 Regular Spaces/ 8 Accessible Spaces	
Docking Exterior Docks Drive In Doors	30 4	
Minimum Number of Off-Street Loading Berths	4	
Minimum Setbacks From Property Lines	7'-0"	
Gross Site Area = Net Site Area + Area in a Public Way	679,904 = 667,519 + 15,708	

CALSTRS



CORPORATE GOVERNANCE

2013 ANNUAL REPORT

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California State Teachers' Retirement System
100 Waterfront Place, MS-04
West Sacramento, CA 95605-2807

June 1, 2013

CalSTRS is pleased to publish our inaugural corporate governance report. This is an opportunity for us as a large, long-term shareholder to communicate to the investment community the priorities in our corporate governance program.

CalSTRS, the largest teachers' pension fund in the country, with over \$160 billion of assets under management, is responsible for the retirement needs of 865,000 beneficiaries. As such, we have an obligation to be responsible stewards of the retirement funds of California's educators.

CalSTRS celebrates its 100th anniversary this year and has long been active in the corporate governance arena. We have been responsible owners for the past 100 years. We expect the companies in our portfolio to also be stewards of our capital—to make wise decisions on our behalf, to be responsible managers, and to carry out their duties.

As owners, we actively monitor our holdings and expect our portfolio companies to govern themselves responsibly, acknowledging their duty to shareholders. In return, we seek a return on our capital that balances risks with rewards. When we believe any of our portfolio companies are not carrying out their duty, we will actively engage and communicate with them to share our concerns. As long-term, universal owners, we believe we have an obligation to do this on behalf of California's educators.

This report, along with our proxy voting guidelines, our investment policies, including our 21 risk factors, and our corporate governance principles, provides the framework for all of our activities. We are happy to share our philosophy and principles here so as to continue to strengthen our stewardship rate.

Sincerely,

Anne Sheehan
Director of Corporate Governance
CalSTRS





1A / GOVERNANCE BACKGROUND

The successful public company must monitor a variety of issues in order to remain successful, among them: sales and marketing, personnel, pricing, product development, suppliers, and not least, staying a step ahead of the competition. Less obvious, but no less important for a company to monitor, is its corporate governance. Does the board act in the interest of the company's shareholders? Is the board independent, engaged and willing to remedy corporate weaknesses? Can shareholders easily express their views on the management of the company? The answers to these and other questions provide a framework for measuring the strength of a company's governance structure.

Good corporate governance will ultimately flow from a partnership among capital providers (investors), capital users (corporate management) and capital regulators (government). Achieving some degree of equilibrium among the three sides often seems to be a difficult task, owing to the often-diverging interests of the different constituencies. But it is a worthwhile task all the same, given the important role corporate governance plays in driving economic efficiency and prosperity.

It has been documented that well-governed companies significantly outperform poorly governed companies over the long term. One of the most definitive studies, carried out by economists Paul Gompers, Joy Ishii and Andrew Metrick, found that in the 1990s, companies that promoted shareholder rights outperformed those that didn't by 8.5 percentage points each year. This finding should not be a surprise: well-governed companies, with accountable management, are more likely to allocate capital efficiently and productively.

1B / GOVERNANCE PHILOSOPHY

Established in 1913 for the benefit of California's public school teachers, CalSTRS has long recognized the importance of advocating for, and engaging on, best-practice governance.

With the majority of its public equity portfolio invested in large global indexes, CalSTRS maintains the position that it owns a small part of most companies in the market and therefore needs to engage market participants on issues that impact public equity security value.

CalSTRS routinely engages corporate representatives, regulatory organizations, government officials and fellow investors on key issues that have demonstrated links to long-term sustainable value. The importance of corporate governance to CalSTRS is evidenced by the Corporate Governance team's status as a distinct asset class—an organizational structure not often found in investment institutions, and one that helps to integrate its governance philosophy throughout the Investment branch.

CalSTRS has a robust group of internal programs that cover a variety of governance issues. The Corporate Governance staff focuses on executive compensation, diversity on corporate boards, board structure, director election standards, geopolitical risk issues, and sustainability risk awareness and integration. The staff is also responsible for voting over 7,000 domestic and international proxies annually, evaluating, processing and monitoring securities class action claims, and providing support to the CalSTRS legal and legislative units. Through these various programs, the CalSTRS Corporate Governance team is able to provide a layer of risk management across the fund's investment portfolio.

Additionally, the CalSTRS Corporate Governance unit is responsible for managing a public equity portfolio that features external managers who employ an activist investment philosophy. These managers work with undervalued public equity companies to improve their governance profiles and business practices. The improvements these managers engineer must be designed to provide long-term value, not temporary price appreciation. As a long-term investor, CalSTRS will own these companies in other parts of our investment portfolio long after the activist manager sells them.



2 / POLICIES

CalSTRS has a very large portfolio both in number of assets held and in dollar value. It is important that staff apply its actions in a consistent manner. The essential tools for such action are well-developed and thoughtfully executed policies that reflect the priorities of the Teachers' Retirement Board. CalSTRS staff has routinely reviewed its policies for relevancy and consistency with the board for over 30 years, stewarding the plan assets consistent with the highest fiduciary standards.

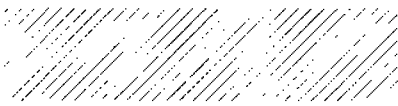
CalSTRS investment policies are developed by staff and brought to the Teachers' Retirement Board for approval. Board members have always taken this oversight role very seriously and have been active in giving staff direction on the policy outlines and parameters. The sitting board members do this with future board members and the beneficiaries in mind so that there is a record of their reasoning for decisions and documented processes that support the policies.

CalSTRS has one of the longest standing Corporate Governance policies in the public pension community, with a detailed written policy that dates back to 1978. CalSTRS policies affirm its position as a long-term investor with a significant commitment to passively managed portfolios within the public


markets: Global Equities and Fixed Income. The CalSTRS Corporate Governance program is designed to maximize the long-term value of the portfolio, consistent with its role as a provider of patient, significant capital to the markets and economy.

CalSTRS Corporate Governance policies include the *Corporate Governance Principles*, the *Principles for Executive Compensation*, the *Executive Compensation Model Policy Guidelines*, the *Investment Policy Regarding Geopolitical and Social Risks* and the *Responsible Contractor Policy*. All of the corporate governance policies can be found on the corporate governance section of CalSTRS.com. A detailed legend is kept for each policy, showing amendment and approval dates of the policy.

Since the Teachers' Retirement Board agenda materials are archived, the reader can understand the thinking of the board as it weighed each of these policy actions. CalSTRS believes this is the best practice for stewardship of beneficiary assets and is the appropriate response of a fiduciary to the challenges that arise in the management of such a large and complex fund.



CalSTRS has one of the longest standing Corporate Governance policies in the public pension community, with a detailed written policy that dates back to 1978.



3 / PARTNERSHIPS

In order to achieve its mission of being a global governance leader, the CalSTRS Corporate Governance staff recognized the need to establish strategic relationships with collaborative partners. Staff, therefore, works closely with a variety of industry standard setters and like-minded investors. CalSTRS would like to recognize and thank those organizations that have been instrumental in helping it to become one of the leaders in the corporate governance community.



The Council of Institutional Investors (CII) is a nonprofit association of pension funds, other employee benefit funds, endowments and foundations with combined assets that exceed \$3 trillion. CalSTRS has been a member of this valuable organization since its inception in 1985.

When CII was founded, shareowners had little power to influence the companies in which they invested. Board rooms were filled with imperial CEOs and insulated boards of

directors whose interests were not always aligned with the shareholders they were there to represent. The founders, a group of 21 public pension funds including CalSTRS, believed that by working together, institutional investors could use their power to hold companies accountable to their shareholders and thereby increase long-term value.

CII educates its members, policymakers and the public about the importance of corporate governance and related investment issues. CalSTRS continues to be an active member of CII as it continues to be a leading voice for effective corporate governance and strong shareholder rights.



The International Corporate Governance Network (ICGN) is a nonprofit global membership organization of around 600 leaders in corporate governance from 50 countries around the world. Its mission is to raise the standards of corporate governance worldwide to benefit the trillions of assets under management of its membership. The ICGN was established in 1995, as an offshoot of the U.S.-focused Council of

Institutional Investors. The first ICGN meeting began a new era of increasingly routine communication among institutional investors around the world.

Today, CalSTRS is an active member of the ICGN, participating in the cross-border dialogue at conferences, influencing public policy through ICGN committees and promoting best practices around the world.

3 / PARTNERSHIPS

Signatory of:



The Principles for Responsible Investment (PRI) is a network of international investors working together to put six Principles for Responsible Investment into practice. The six principles were developed by the investment community and reflect the view that environmental, social and corporate governance (ESG) issues can affect the performance of investment portfolios and therefore must be given appropriate consideration by investors if they are to fulfill their fiduciary (or equivalent) duty.

The six principles provide a voluntary framework by which all investors can incorporate ESG issues into their decision-making and ownership practices, and so better align their objectives with those of society at large.

Today, over 1,000 investment institutions, with assets under management of approximately \$30 trillion, have become signatories to the principles.

P1	We will incorporate ESG issues into investment analysis and decision-making processes.
P2	We will be active owners and incorporate ESG issues into our ownership policies and practices.
P3	We will seek appropriate disclosure on ESG issues by the entities in which we invest.
P4	We will promote acceptance and implementation of the principles within the investment industry.
P5	We will work together to enhance our effectiveness in implementing the principles.
P6	We will each report on our activities and progress towards implementing the principles.

The PRI Initiative was created after the launch of the six principles to help investors to implement the principles. The initiative is managed by the PRI Secretariat and supports investors by sharing best practice, facilitating collaboration and managing a variety of work streams. Signatories to the PRI believe they have a duty to act in the best long-term interests of their beneficiaries and that ESG issues can affect the performance of investment portfolios. CalSTRS shared the

belief that considering ESG issues was integral to long-term value maximization and became a signatory to the PRI in 2007.

Through its work with the PRI, CalSTRS is able to assess the level of integration of the principles within each asset class and across its entire investment portfolio. CalSTRS staff continues to be actively involved in the many efforts and initiatives that this organization sponsors.

3 / PARTNERSHIPS



The Asian Corporate Governance Association (ACGA) is an independent, nonprofit membership organization dedicated to working with investors, companies and regulators in the implementation of effective corporate governance practices throughout Asia.

The ACGA was founded in 1999 from a belief that corporate governance is fundamental to the long-term development of Asian economies and capital markets. CalSTRS was one of the first U.S. pension funds to endorse the ACGA.

The ACGA's scope of work covers three areas: research, advocacy and education. The ACGA holds quarterly conference call updates for its members, annual meetings and periodic study tours, where members are able to meet with regulators, government officials, trade organizations, and local investors within the markets the ACGA covers.

The ACGA provides in-depth corporate governance research and advocacy for eleven Asian markets: Japan, China, Hong Kong, South Korea, Taiwan, India, Singapore, Indonesia, Malaysia, Thailand and the Philippines. Collectively, CalSTRS owns over \$7 billion in public equity in these eleven Asian markets. Therefore, the work of the ACGA provides an important layer of risk management over a significant portion of the investment portfolio.



Ceres

Ceres is an advocate for sustainability leadership. Ceres mobilizes investors, companies and public interest groups to accelerate and expand the adoption of sustainable business practices and solutions. Founded by a small group of investors in 1989 in response to the Exxon Valdez oil spill, Ceres has been working for more than 20 years to weave sustainable strategies and practices into the fabric and decision-making of companies, investors and other key economic players.

Ceres works with more than 130 member organizations that make up the Ceres Coalition to engage with corporations and help advance the goal of building a sustainable global economy. Ceres works with more than 80 companies across a broad range of sectors committed to engaging with diverse stakeholders, improving their performance on social and

environmental issues and disclosing strategies and progress publicly. Ceres also works with investors worldwide to improve corporate strategies and public policies on climate change and other environmental and social challenges across the global economy with the goal of increasing long-term investment value.

Through the various Ceres platforms, and in collaboration with other Ceres-led investors, CalSTRS engages U.S. companies on their level of environmental risk management and disclosure. CalSTRS engages on issues such as carbon emissions management, extractive risk management, water sourcing, sustainable land use and waste disposal risk. Working collaboratively with other investors allows CalSTRS engagement reach to extend further and allows our voice to be more powerful and more meaningful.

3 / PARTNERSHIPS



Investor Network on **CLIMATE RISK** a project of Ceres

The Investor Network on Climate Risk (INCR), a project of Ceres, is a \$10 trillion network of over 100 investors that promotes the better understanding of the financial risks and opportunities posed by climate change.

INCR partners with investors worldwide to advance the investment opportunities and reduce the material risks posed by challenges such as global climate change and water scarcity.

CalSTRS has been an active member of the INCR for many years. Through its involvement in the INCR, CalSTRS is able to help shape the strategies and policies institutional investors

utilize in their efforts to mitigate the risks associated with environmental issues such as climate change. CalSTRS continues to be part of the INCR Policy Working Group and, as such, is able to help shape INCR initiatives, such as the Climate Risk Action Plan and the INCR Manager Survey.

Through the work of the INCR, CalSTRS and other investors have been able to successfully petition the U.S. and Canadian securities regulators to issue formal guidance on climate change-related disclosure, engage major oil and gas companies to strengthen risk oversight measures for deep-water oil drilling, natural gas “fracking” and oil sands production, and persuade dozens of Fortune 500 companies to improve their climate policies, practices and disclosures.



4 / ENGAGEMENTS

Executive Compensation— Say-on-Pay

CalSTRS has been actively engaging in all aspects of executive compensation for over two decades. Some of these issues include the amount of compensation awarded, the types of compensation awards given, the concentration of awards given to top-level executives, change of control agreements and severance packages.

CalSTRS has always supported market-wide governance initiatives that are expected to improve the investing landscape for shareholders. Executive compensation is one of those governance initiatives that directly influences the bottom line as compensation payments come directly out of the earnings—or lack thereof in some circumstances—a company generates.

Since it is well known that financial incentives can drive human behavior, it is extremely important to CalSTRS that there be an alignment between the performance of a company and the compensation awarded its executives. A clear misalignment between executive pay and company performance is viewed as a material risk to the viability of the company. Poorly structured pay packages harm shareholder value by unfairly enriching executives at the expense of shareholders.

In the summer of 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into federal

law by President Barack Obama. This act included a provision which required public companies to submit their executive compensation plans to a nonbinding, advisory-type, shareholder vote at least once every three years.

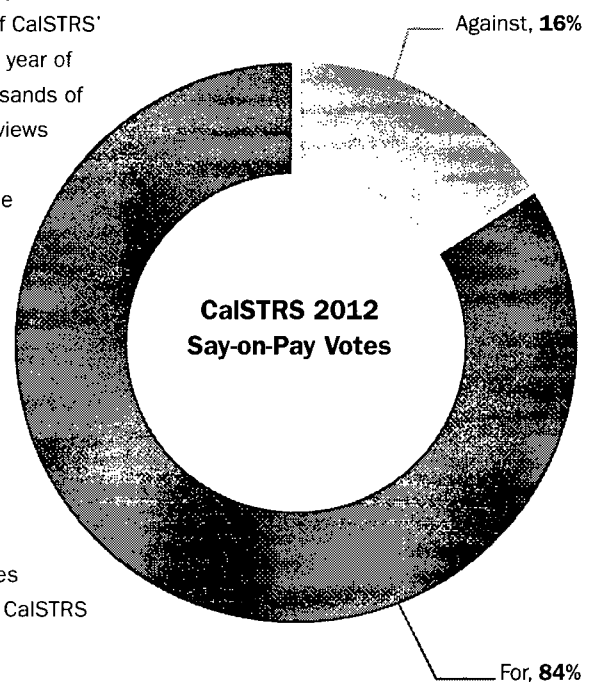
This requirement went into effect in January 2011. Since then, shareholders have had two years to consider and vote on the executive pay at the majority of U.S. companies. These advisory votes on compensation, otherwise known as say-on-pay, have provided a unique opportunity for CalSTRS to directly express its views on compensation plans at the companies in which it invests.

After the first year of the say-on-pay requirement, CalSTRS released a document titled *Lessons Learned: The Inaugural Year of Say on Pay*. It was a comprehensive review of CalSTRS' experience during the first year of say-on-pay. Given the thousands of pay packages CalSTRS reviews every year, the document helped communicate to the marketplace CalSTRS' process for voting these important proposals and its expectations for future years.

The second year of say-on-pay saw CalSTRS increase its engagement with portfolio companies. Several portfolio companies proactively reached out to CalSTRS

to discuss their compensation policies. Others responded to CalSTRS' request for dialogue or provided supplemental materials that discussed their pay programs. This engagement also provided learning opportunities for CalSTRS, while allowing staff to provide detailed feedback to the companies.

The increased engagement also demonstrated the need for companies to "tell their story" better in the Compensation and Discussion Analysis section of the proxy. Quite frequently CalSTRS found that the supplemental materials companies provided contained valuable information that should have been included in the original proxy. In CalSTRS' view, during this second year of say on pay, companies' engagement



4 / ENGAGEMENTS

CalSTRS will continue to apply the same diligence and care to the proxies it votes and work with the companies in which it invests to truly align compensation with performance to enhance value for all market participants.



efforts were effective. Not surprisingly, CalSTRS saw its “against” votes on say-on-pay proposals decrease from 23 percent in 2011 to 16 percent in 2012.

Having considered the first two years of say-on-pay, CalSTRS staff has observed a number of significant changes. Shareholders have made it clear that they will no longer support compensation plans that include what CalSTRS likes to call “shareholder irritants,” and companies are beginning to listen. Plan components like tax gross-ups, excessive perquisites and employment agreements with guaranteed payments are disappearing as companies no longer want to become a “target” for having included them in their compensation plans. With the elimination of these problematic pay practices, the focus turns to trying to find a true alignment between pay and performance.

All too often CalSTRS sees pay programs that consistently provide executives with large compensation awards despite shareholders’ investments in these companies continuing to lose value. In the future, CalSTRS believes that these companies will receive substantial “against” votes on their say-on-pay proposals, and their compensation committees will be subject to increased scrutiny.

CalSTRS believes that a thorough review of pay practices is an important fiduciary duty that both institutional investors and corporate boards of directors should exercise with diligence and care. The

structure of a compensation program provides valuable insight into the inner workings of the board. If directors can’t say no to a CEO’s pay package, how can shareholders trust that they will provide proper oversight of the company? Compensation can be a productive tool to incentivize executives, but it can also be a destructive tool that awards executives for failure or incentivizes unnecessary risks.

CalSTRS will continue to apply the same diligence and care to the proxies it votes and work with the companies in which it invests to truly align compensation with performance to enhance value for all market participants.

Majority Vote Standards

As shareowners, CalSTRS depends on corporate directors to protect the fund’s best interests. To that end, CalSTRS believes that directors should only be elected if the majority of shareholders vote in favor of their election. While the vast majority of directors are elected with more than 90 percent of the vote, every year there are directors who receive less than 50 percent support and are still re-elected to the board.

For many years, there has been an active effort by shareholders to establish majority voting as the standard in director elections. The majority voting standard requires that a sitting board member receive a majority of the shareholder votes cast in order to continue to serve as the shareholders’ representative. Many companies use the plurality vote standard in which a

4 / ENGAGEMENTS

nominee can be elected with a single affirmative vote. CalSTRS believes the alignment of interest is greater between boards of directors and shareholders when directors are elected under a majority, rather than a plurality, voting standard.

In 2010, investors pushed for a majority voting standard for director elections to be part of the Dodd-Frank Act, but in a last minute compromise the provision was left out of the final legislation. Since that time, shareholders have increased their efforts and have been seeking to make majority voting the standard by filing proposals calling for such a standard one company at a time.

In the 2011 proxy season, CalSTRS embarked on what was an ambitious campaign by filing majority voting proposals at 26 companies. CalSTRS focused its efforts on the companies in the Russell 2000 Index, a public equity index comprised of small to mid-sized companies, because more

than two-thirds of the companies in that index still maintained a plurality standard. This was in stark contrast to the Standard & Poor's (S&P) 500 Index, consisting of the 500 largest publicly traded U.S. companies, where less than 10 percent of companies still maintained a strict plurality standard.

Staff was pleasantly surprised when over 80 percent of the companies they engaged agreed to adopt a majority voting or a resignation policy (where a director who does not receive majority vote offers their resignation and the board or a committee of the board determines whether to accept) without the filed proposal going to a vote. Staff was also pleased that those majority vote proposals that did go to a vote passed overwhelmingly.

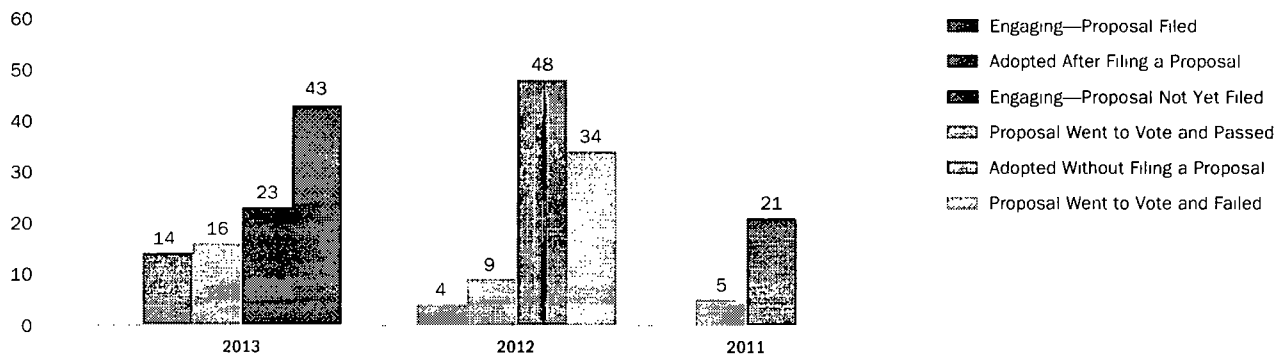
Given the success of 2011 campaign, CalSTRS expanded the program in 2012 with the goal of engaging 100 companies. Again, more than 86 percent of the companies engaged

adopted majority voting without a proposal going to vote, and the majority of those proposals that did go to a vote passed. CalSTRS is again attempting to engage 100 companies during the 2013 proxy season and is actively screening the portfolio for majority vote targets for 2014.

Diversity of Corporate Boards

According to recent U.S. Census Bureau estimates, women represent more than 50 percent our population, and minorities together make up more than 35 percent of our population. Those same estimates show that Blacks/African Americans number more than 37 million, Asians make up more than 13 million and Hispanics/Latinos comprise more than 45 million. Yet, those numbers are hardly reflected in the leadership of our nation's top corporations.

Majority Voting Proposals



4 / ENGAGEMENTS

There is no doubt that corporations are reaping record profits in part by tapping into the buying power of women and minority communities. According to the U.S. Women's Chamber of Commerce, women control \$4.3 trillion in U.S. consumer spending. And according to the Selig Center for Economic Growth, as of 2009, the purchasing power of the Black/African-American, Hispanic/Latino and Asian communities was estimated at \$910 billion, \$978 billion and \$508.6 billion, respectively. Given the importance of these communities to corporate profits, it is imperative that they be represented at the decision-making table of these corporations.

As in every proxy season since 2008, CalSTRS continued its long-term focus on diversity on corporate boards during 2012. Staff approaches this engagement from a number of different

angles, using CalSTRS proxy power to engage, propose resolutions, vote according to our guidelines on the issue, and advocate for best practices in the market place.

During 2012, CalSTRS introduced five shareholder resolutions asking that companies amend their relevant charter documents to include diversity as a criterion in the selection and evaluation of candidates for directorships on their boards: Discovery Communications, Perry Ellis, rue21, Skechers and True Religion. After the companies committed to consider diversity, all five of these proposals were withdrawn. Staff considers this a win-win situation for both companies and shareholders, as engagement is more efficient and expeditious than traveling the timely and costly shareholder proposal route.



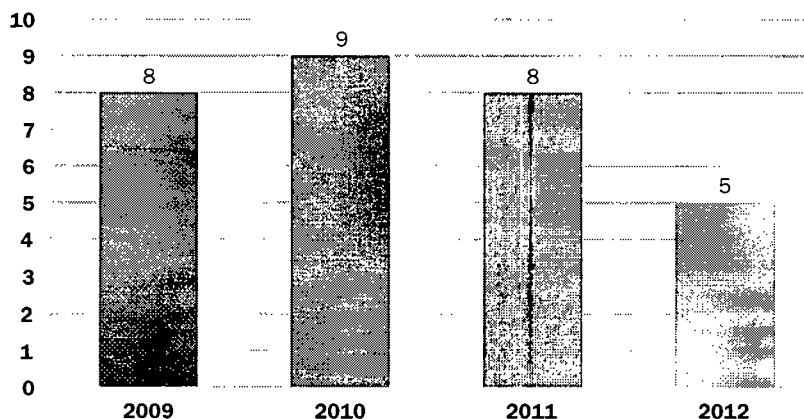
Developed by CalSTRS and CalPERS and owned, operated and maintained by GMI, the Diverse Director DataSource (3D) is a clearinghouse for potential corporate director candidates with a special emphasis on a more diverse range of skills and experience. Shareowners, nominating committees and commercial executive/director search firms can search the 3D database of potential diverse candidates and existing directors as a means to expand board diversity, which has been shown to improve overall corporate performance.

The Diverse Director DataSource is a method of identifying well-qualified individuals who may be considered for nomination to serve as board members to improve corporate performance. While 3D is intended to identify a robust and diverse candidate pool, it does not create any preference based on race, sex, color, ethnicity or national origin. Any applicant or potential candidate may submit his or her details to 3D.

Subscribers to 3D screen for potential director candidates who meet identified needs in experience, skills and other qualifications for optimum board composition. Companies accepting candidates to the board will be responsible for due diligence and the candidate for a board nomination is responsible for his or her own data.

The following chart shows the number of diversity proposals that CalSTRS has filed between 2009 and 2012.

Diversity Proposals Filed



4 / ENGAGEMENTS

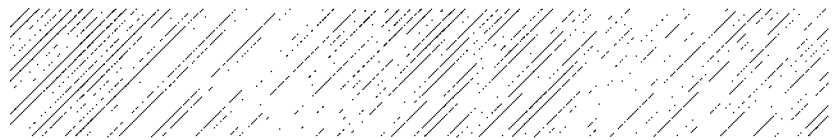
Sustainability

Often referred to as environmental, social and governance (ESG), sustainability has been a principal focus of the CalSTRS Corporate Governance staff for many years. From a broad societal viewpoint, sustainability is considered to be meeting the needs of today without sacrificing the needs of tomorrow. From an investment perspective, sustainability can be viewed as achieving desired investment returns in the near term without sacrificing the ability to achieve needed investment returns in the longer term.

As a large, diversified global investor, CalSTRS recognizes that it needs to be mindful of its exposure to a variety of sustainability-related risks. Carbon emissions regulations in Europe, severe weather events in the North America and workplace standards in Asia can and do present risks to the CalSTRS Investment Portfolio. It is the job of the corporate governance unit to be considering which sustainability issues are material to investment value, where these issues might impact value, and what can be done to mitigate CalSTRS exposure to them.

At the direction of the Teachers' Retirement Board, the governance staff has developed a sustainability risk management program that works to identify and mitigate ESG risk in the CalSTRS portfolio. The program focuses on engaging portfolio companies, fellow investors, regulatory agencies and government officials on the importance of integrating

From an investment perspective, sustainability can be viewed as achieving desired investment returns in the near term without sacrificing the ability to achieve needed investment returns in the longer term.



sustainability considerations into corporate operations, regulatory actions, government policies and investor evaluation and analysis.

CalSTRS also supports organizations that promote sustainability awareness and facilitate dialogue on sustainability-related concerns. CalSTRS is a signatory to the Carbon Disclosure Project (CDP), a London-based organization that promotes corporate greenhouse gas emissions, corporate water use and supply chain risk disclosure. CalSTRS supports Ceres and the Investor Network on Climate Risk, U.S.-based organizations that facilitate environmental risk dialogue at both the company and policy levels.

Additionally, CalSTRS is a signatory to the Principles for Responsible Investment, an organization that promotes awareness and integration of sustainability considerations for businesses, fund managers and investment fiduciaries.

Typically, CalSTRS staff pursues multiple sustainability-related engagements simultaneously. These engagements can be event driven. The BP Macondo oil spill led to an extractives industry engagement that focused on companies involved in oil and gas drilling. Sustainability engagements can also be in support of efforts that promote sustainability awareness. CalSTRS routinely engages the U.S.-based companies that fail to respond to the CDP surveys on the efforts they're taking to mitigate greenhouse gas emissions and water use risks. And sustainability engagements can be issue-driven, such as the resource efficiency engagement effort that began in 2012.

Russell 1000 Efficiency Initiative

Investments in energy efficiency are an attractive way to curb volatile energy costs, can help companies respond to potential regulations, and can enhance

4 / ENGAGEMENTS

a company's role as a corporate citizen. When one considers that the energy consumed in industry and buildings represents 73 percent of all energy used in the U.S.,¹ corporate attention to efficiency can significantly reduce the levels of energy consumed in this country.

Investments in energy efficiency are typically highly profitable and low risk. In 2008, McKinsey estimated that worldwide \$170 billion could be invested yearly in energy efficiency with an average annual Internal Rate of Return (IRR) of 17 percent.² By 2020, these investments would produce \$900 billion in annual energy savings.

In an effort to get more CalSTRS portfolio companies focused on carbon emissions management, and at the same time drive cost savings to improve value, staff is focusing on energy and water efficiency at large U.S. companies. Using a variety

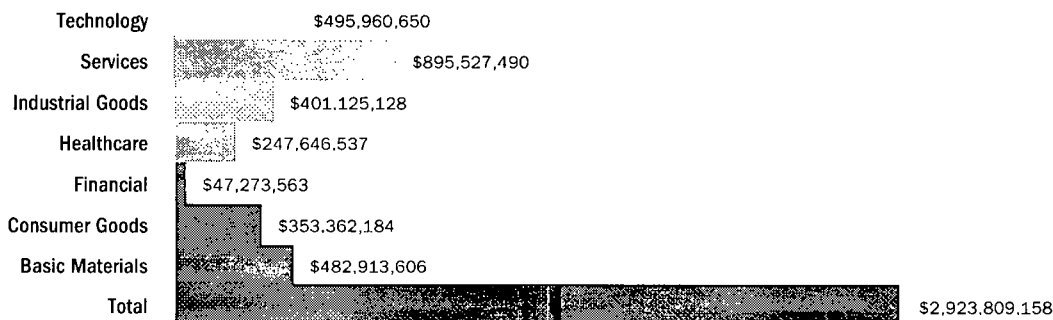
of data sources, staff performed a detailed analysis of its Russell 1000 Index holdings to determine the 100 companies within the index that were most in need of engagement concerning implementing and disclosing energy and water efficiency efforts.

In August of 2012, staff sent engagement letters to the 100 companies identified through its analysis of the Russell 1000 Index. These 100 companies had a combined portfolio value of nearly \$3 billion, which represents approximately 6.5 percent of CalSTRS' U.S. portfolio and 4 percent of CalSTRS' Global Equity portfolio. The letters outlined CalSTRS' belief that companies need to be cost effective, that incorporating efficiency initiatives into business plans would be beneficial from a financial and reputational perspective, and that little disclosure surrounding the company's efforts at efficiency could be found.

Staff enjoyed a very strong response to its requests for dialogues, with over 30 of the 100 companies responding. This response rate is more than double the response rate normally seen when CalSTRS requests engagement on sustainability-related issues and is likely attributable to the level of importance that companies place on efficiency. Staff was able to discuss the benefits of efficiency, from cost savings to reputational improvement, and found that many of the targeted companies were considering efficiency initiatives; they just weren't disclosing these efforts publicly.

Of the 100 targeted companies, staff developed a "short list" of 10 companies to receive shareholder proposals asking for reports on energy use management. Staff has filed six such proposals, already withdrawing two as companies agreed to improve their efficiency efforts, and anticipates filing several more during 2013.

Equity Portfolio Coverage: Efficiency Engagement



¹Annual Energy Review 2003 U.S. Department of Energy, Energy Information Administration (DOE-EIA)

²Farrell, Diana, and Jaana Remes. "How the World Should Invest in Energy Efficiency." Industry Today. McKinsey & Company, July 2008.

5 / PROXY VOTING

CalSTRS votes all of its domestic and non-U.S. proxies in a manner that aligns with its interests and philosophy. Not only is the voting of proxies a fiduciary duty, CalSTRS believes that the execution of proxies is an important fundamental shareholder right, and staff always seeks to exercise the fund's rights in a consistent fashion that is in the best interests of the beneficiaries.

As a long-term asset owner, CalSTRS believes that it can use its proxy votes to support certain corporate directors or shareholder resolutions to introduce necessary changes that potentially can enhance the company's long-term shareholder value.

When voting proxies, CalSTRS relies on its Corporate Governance Principles, which can be found on CalSTRS.com. The principles consider best practices for corporate governance on topics such as the board of directors, auditors, executive and director compensation, compensation plans and governance structure. However, these principles are not mandatory but rather serve as guidelines to be used in conjunction with analysis and judgment.

To assist staff in their proxy vote analysis, CalSTRS subscribes to and uses corporate governance research and proxy reports from vendors such as Glass Lewis & Co., Institutional

Shareholder Services (ISS), GMI Ratings, Equilar, MSCI ESG Research, and the Sustainable Investment Institute (Si2). Additionally, CalSTRS frequently has dialogues with corporate issuers and other interested other parties to obtain additional information or perspectives before making an informed proxy vote decision on key shareholder issues.

Since 2011, CalSTRS has voted both domestic and non-U.S. proxies in-house by using the Glass Lewis proxy voting platform. Staff provides Glass Lewis with CalSTRS proxy voting guidelines to vote proxies and Glass Lewis votes on the fund's behalf. CalSTRS uses the same guidelines and policy when voting non-U.S. and domestic proxies. CalSTRS staff vote on mergers, shareholder proposals, contested election meetings and other extraordinary vote items. CalSTRS is also committed to disclosing its proxy votes on the CalSTRS website, as well as on the Proxy Democracy and Glass Lewis websites.

CalSTRS keeps abreast of "hot" shareholder issues in the investment community by attending conferences and participating in webinars hosted by proxy advisory firms, investor activists, corporate issuers or other pension funds. This year, these "hot" shareholder topics included proxy access, political contributions resolutions, ESG resolutions and say-on-pay.

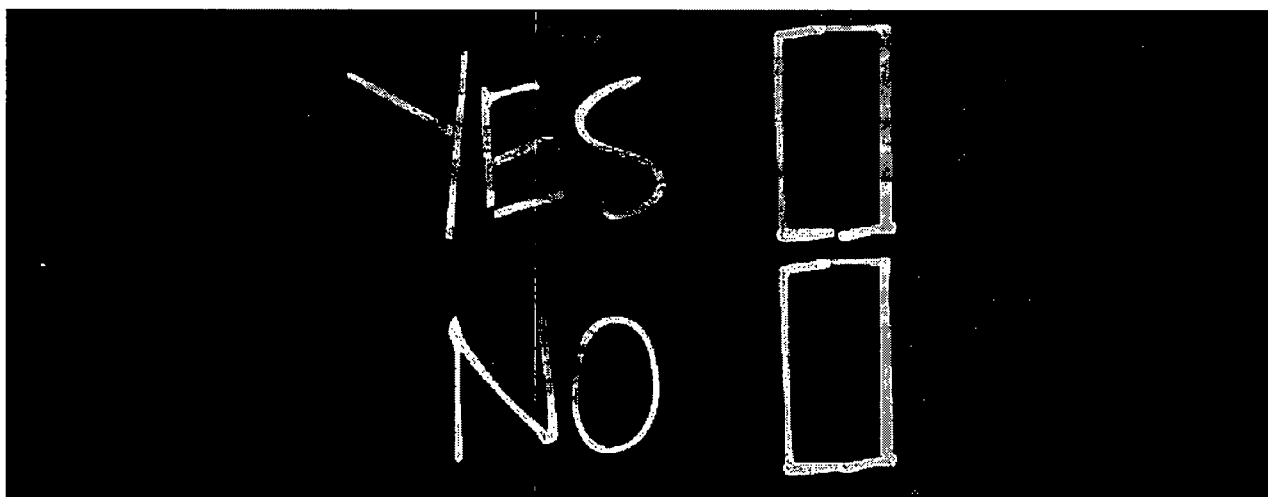


5 / PROXY VOTING

The following table details CalSTRS proxy voting guidelines on major issues:

Issue	CalSTRS Proxy Voting Guidelines
Directors	CalSTRS generally votes in support of a director unless the proxy statement shows circumstances contrary to our policy. Some circumstances that warrant a withhold vote for a director include: a potential conflict of interest due to other directorships or employment, providing legal or investment banking advice, poor board meeting attendance (less than 75 percent) or a lack of board independence.
Auditors	CalSTRS will vote to ratify the independent auditors recommended by management unless the auditor provides services that run contrary to those in the CalSTRS policy. Examples of those services include consulting, investment banking support and excessive non-audit fees (greater than 30 percent of the total fees billed).
Compensation Plans	Companies provide a variety of compensation plans such as stock option plans, employee stock purchase plans and so on, for executives, employees and non-employee directors. Many of these compensation plans provide for the issuance of long-term incentives to attract, reward and retain key employees. CalSTRS evaluates these compensation plans based on their design and such factors as the performance metrics, burn rate and dilution potential.
Say on Pay	CalSTRS refers to our <i>Principles for Executive Compensation</i> when voting the advisory vote on executive compensation, more commonly known as say on pay. The say-on-pay vote provides shareholders the opportunity to ratify the compensation of the named executives in the proxy. CalSTRS generally supports the say-on-pay vote if the company provides a clear alignment between performance and pay in the plan and the total executive compensation is a reasonable amount.
Mergers & Acquisitions	When CalSTRS votes for a merger or acquisition, it is done on a case-by-case basis utilizing a total portfolio view. Some considerations are given to the strategic rationale behind the transaction, the sales process, the change in control amount, the price premium or lack of it, the market reaction and the impact on the corporate governance of the surviving entity.
Other Issues	CalSTRS votes corporate actions or corporate governance issues such as those related to spin-offs, incorporation, stock issuance, stock splits, and charter and bylaw amendments on a case-by-case basis. Similarly, CalSTRS votes on a variety of shareholder proposals such as sustainability, political contributions and social issues on a case-by-case basis utilizing the guidelines set by the Teachers' Retirement Board.

5 / PROXY VOTING



In 2012, CalSTRS voted nearly 7,000 meetings, of which approximately 3,000 were from U.S. companies and 4,000 were from non-U.S. companies. These meetings resulted in CalSTRS considering over 24,000 proposals for U.S. companies and over 49,000 proposals for non-U.S. companies. The proposals covered a variety of topics including

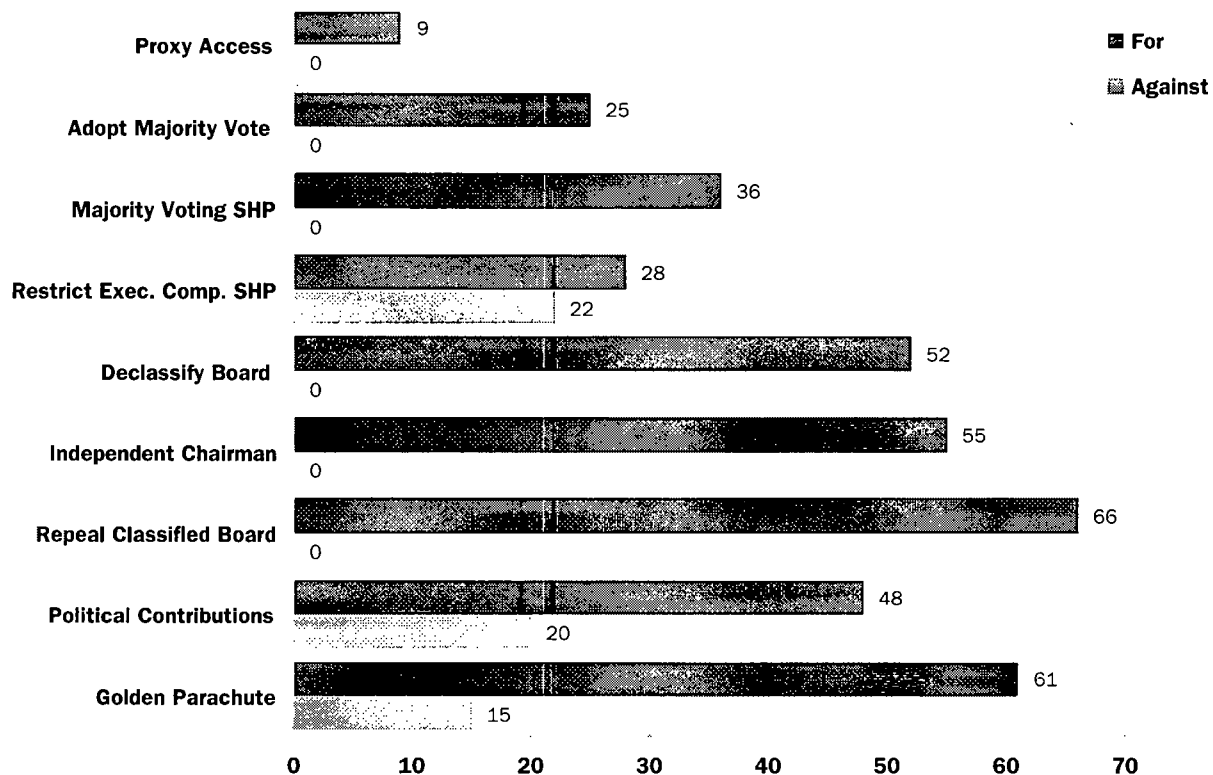
the election of directors, the ratification of auditors, the ratification of compensation reports, the approval of executive and director compensation plans, and the approval of mergers and acquisitions. The vast majority of shareholder proposals submitted to corporations occurred in the U.S. and Canadian markets.

The following table shows the top issues voted in 2012 by volume:

Top Issues by Volume	Against	For	Total
Election of Directors	5,781	10,873	16,654
Ratification of Auditor	221	2,469	2,690
Advisory Vote on Executive Compensation	340	1,903	2,243
Equity Compensation Plan	144	598	742
Employee Stock Purchase Plan	0	104	104
Merger/Acquisition	2	99	101
Total	6,488	16,046	22,534

5 / PROXY VOTING

The following chart shows how CalSTRS voted on certain issues during 2012:



Staff looked at the number of votes cast on major issues in 2012 compared to 2011 and found that the number of directors, auditors and compensation plans considered remained relatively the same. Staff did see a decline in the number of proposals relating to say-on-pay and environmental issues and saw a rise in the number of shareholder proposals asking for disclosure on political contributions.

It's likely that the number of mandatory say-on-pay proposals declined as companies obtained shareholder approval to consider say-on-pay every three years. The decrease in environmental proposals is likely due to a combination of

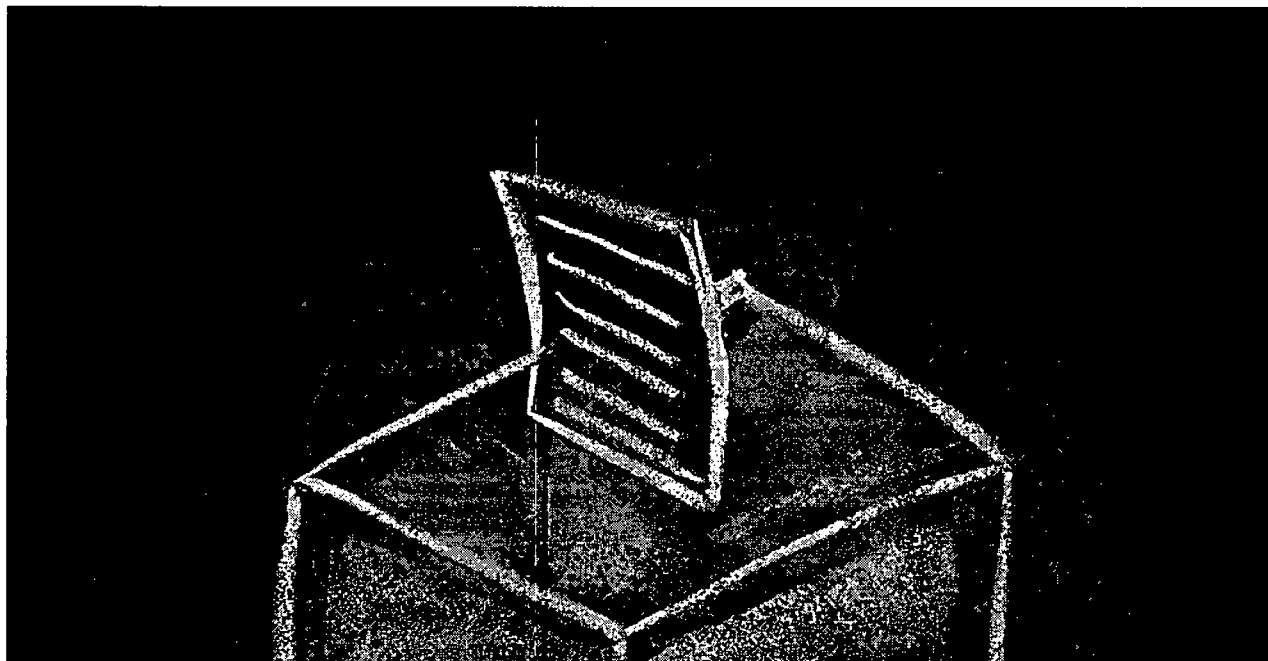
more companies integrating environmental considerations into the business practices and more companies being willing to engage shareholders on environmental concerns.

In 2012, there was also a large increase in shareholder proposal votes regarding political spending or lobbying. This is likely attributed to the U.S. Supreme court decision on the *Citizens United v. Federal Election Commission* case allowing independent political expenditures by corporations. In response to that, shareholders requested more information on political spending and lobbying activities from companies.

5 / PROXY VOTING

The following table shows the number of proposals considered on major issues in 2011 and 2012 and shows the percentage change year over year:

Issue	2011 Proposals Considered	2012 Proposals Considered	2011 to 2012 Change
Election of Directors	16,274	16,660	2.4%
Ratification of Auditor	2,636	2,690	2.0%
Advisory Vote on Executive Compensation	2,626	2,243	-14.6%
Equity Compensation Plan	782	742	-5.1%
Majority Voting SHP	37	36	-2.7%
Political Contributions SHP	51	68	33.3%
Environmental SHP	63	47	-25.4%



6 / MANAGERS

CalSTRS believes that good governance contributes to better long-term, sustainable performance. In order to capitalize on that fact, CalSTRS has allocated money to select corporate governance activist managers. The CalSTRS Corporate Governance Activist Portfolios are concentrated portfolios with managers that take large individual positions and engage boards and management to undertake value driving change.

The CalSTRS Corporate Governance Activist Managers have an investment strategy that relies on active intervention in a company's long-term strategy, capital structure, capital allocation plan, executive compensation

and corporate governance; including, but not limited to, takeover defenses, board structure and board composition.

Since the majority of the CalSTRS assets are indexed, the fund is always invested across the entire market. By allocating funds to corporate governance activist managers, CalSTRS gains additional market outperformance by making large investments in certain companies. Additionally, as managers improve the governance and performance of their holdings, CalSTRS enjoys the added benefits of improved performance and the long-term benefit of being a better-governed company in our indexed portfolios.

CalSTRS began the Activist portfolio in June 2004 by allocating \$700 million to the Relational Investors Large Cap Fund. Since inception, the program has expanded and grown to over \$3.25 billion invested across eight funds and seven managers.

**CalSTRS believes
that good governance
contributes to better
long-term, sustainable
performance.**

	Partnership Initiated	Market Cap	Geography	Commitments
Relational Large Cap	June 2004	Large Cap	North America	\$500 Million
Relational Mid-Cap	July 2008	Mid Cap	North America	\$500 Million
New Mountain Capital	December 2008	Mid to large Cap	North America	\$500 Million
Triar Partners	April 2011	Large Cap	North America	\$300 Million
Blue Harbour Group	November 2011	Small to Mid Cap	North America	\$200 Million
Starboard Value	March 2013	Small Cap	North America	\$100 Million
Governance For Owners	June 2008	Small to Mid Cap	Developed Europe	\$350 Million
Knight Vinke	March 2010	Large Cap	Developed Europe	€150 Million

6 / MANAGERS

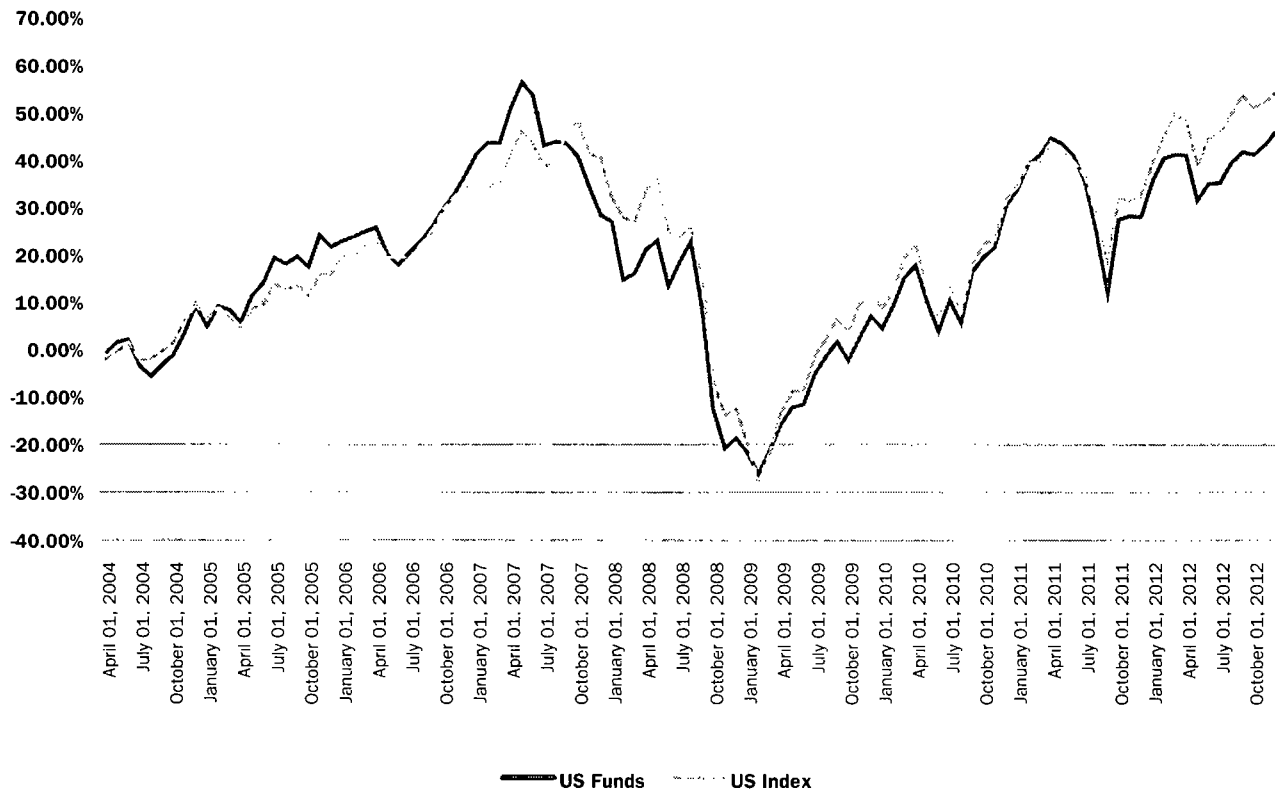
The CalSTRS Corporate Governance Activist Portfolios are subject to greater volatility than traditional equity portfolios. The concentrated nature and long duration of each investment contributes to this volatility. Typically,

the holding period for an investment is three years, with a J-curve type lifecycle. A typical investment will be purchased at a relatively low or deteriorating price, then stabilize and ultimately improve as the managers' engagement efforts are

recognized by the market. In addition to the money allocated to the funds, CalSTRS will make co-investments to increase its exposure to specific names in the portfolio to improve performance and lower the cost of management.

The following chart shows the since inception aggregate performance of the CalSTRS Corporate Governance U.S. Portfolio relative to the U.S. public equity market:

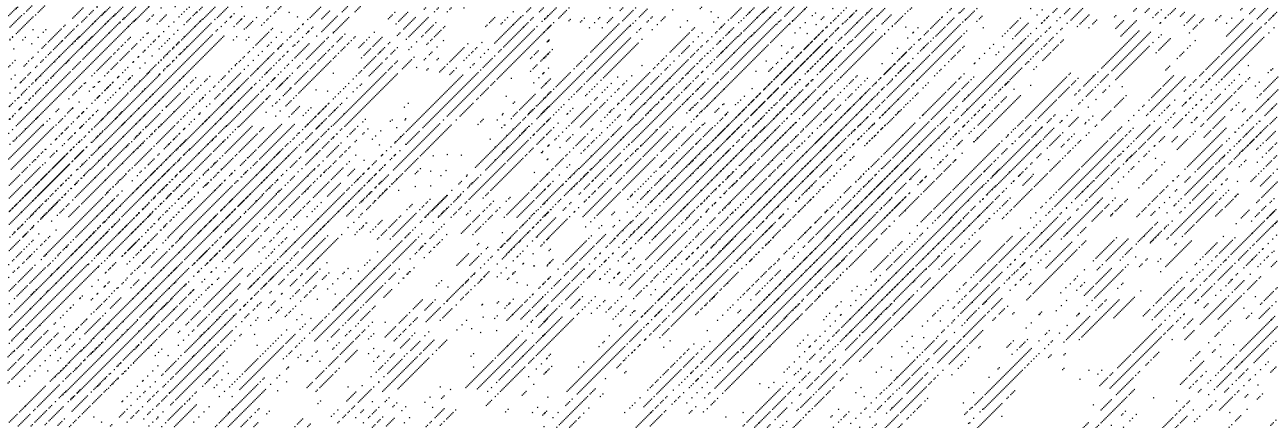
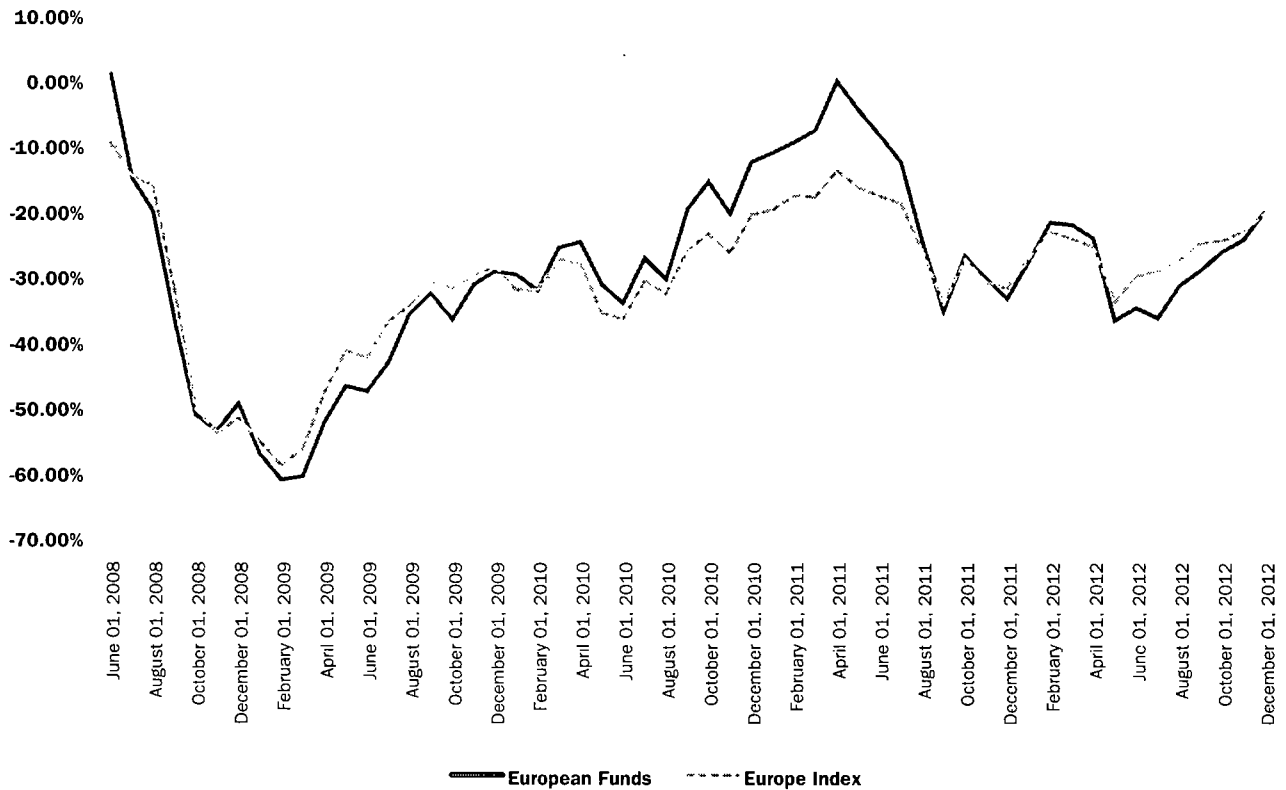
US Activist Funds



6 / MANAGERS

The following chart shows the aggregate performance since inception of the CalSTRS Corporate Governance European Portfolio relative to the European public equity market:

European Activist Funds



7 / LOOKING FORWARD

Mission

The CalSTRS Corporate Governance unit will continue to be a global governance leader and remain a source of innovation and collaboration. Staff will employ a diversified engagement program to mitigate total portfolio governance risk and position its activist manager portfolio to enhance the global equity portfolio and provide above-market investment returns.

Short Term: Issue Focus

For 2013, the CalSTRS Corporate Governance staff expects it will continue to focus on the key issues discussed in this report.

Executive compensation has been a principal issue for CalSTRS corporate governance over the last decade and it will continue to be an issue of importance going forward. Staff will engage its portfolio companies whenever possible on how they are working to align executive compensation with corporate performance. Staff also expects to work with these companies to make the say-on-pay proposal an effective tool to help shape compensation policies that incentive long-term value creation.

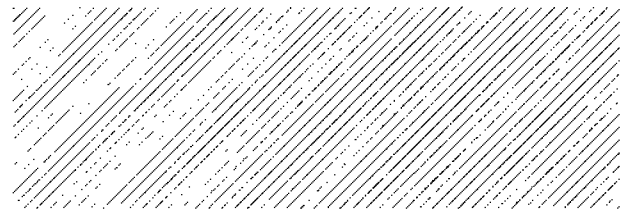
Diversity of corporate boards continues to be a signature focus over the next twelve months. CalSTRS staff has spent several years building support for better corporate board diversity, and 2013 looks to be another strong year for this effort. The GMI Diverse Director Datasource continues to expand its applicant pool and attract corporate attention. Additionally, companies are continuing to make diversity part of the director candidate consideration.

Sustainability-related engagements will continue to focus on resource efficiency and extractives risk management. Collaborating with fellow investors will continue to be an important tool for achieving success. Support of organizations that promote sustainability awareness will be a priority again this year. Staff will strive to be forward-looking in terms of “new” sustainability risks and be proactive in engagement.

Long Term: Engagement Landscape

If any governance evolution can be gleaned from 2012, it is that the desire and willingness of institutional investors to engage their portfolio companies on how they're being run has risen to an unprecedented level. Corporate directors and executives need to recognize that shareholders are not going to go away but rather continue to be active and be ready to hold boards accountable for fulfilling their oversight duties and managers accountable for how they spend shareholder's money. If companies are employing policies or practices that diverge from “best practices,” they should expect to be questioned as to why and prepared to respond.

Collaboration will also evolve in the years ahead. While you will certainly see continued collaborative efforts between public pension plans and like-minded funds, the level of collaboration between “mainstream” investment banks and “traditional” equity fund managers will also certainly grow. The evolution of these relationships will result from the recognition that adding value to investments, value that is designed to last, is beneficial to all shareholders, regardless of the whether your investment horizon is short or longer term.



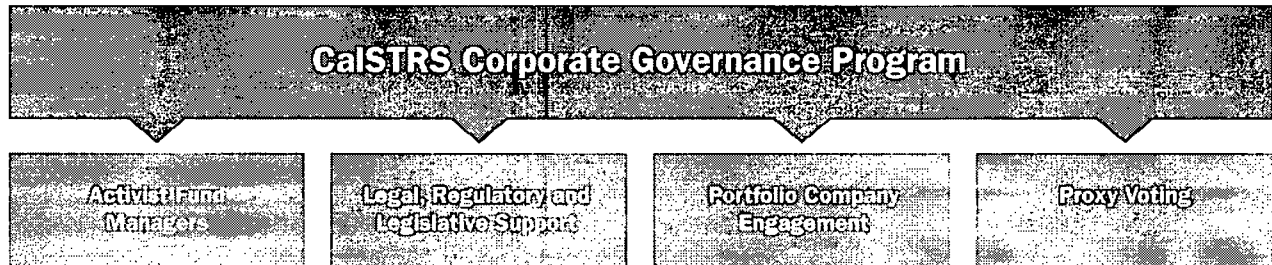
The CalSTRS Corporate Governance unit will continue to be a global governance leader and remain a source of innovation and collaboration.

8 / FACT SHEET

Corporate Governance Investment Team

Name	Phone Number	Title	Areas of Focus	Joined CalSTRS
Anne Sheehan	916-414-7410	Director	Director	2008
Janice Hester-Amey	916-414-7415	Portfolio Manager	Diversity & Portfolio Management	1985
Brian Rice	916-414-7413	Portfolio Manager	Activist Mgrs. & Sustainability	2003
Philip Larrieu, CFA	916-414-7417	Investment Officer	Activist Mgrs. & Geo-Political Issues	2005
Aeisha Mastagni	916-414-7418	Investment Officer	Activist Mgrs. & Exec. Compensation	2009
Eric Kwong	916-414-7414	Investment Officer	Operations & Contracts	1989
Ly Van	916-414-7416	Investment Officer	Proxy Voting	2007

Program Description

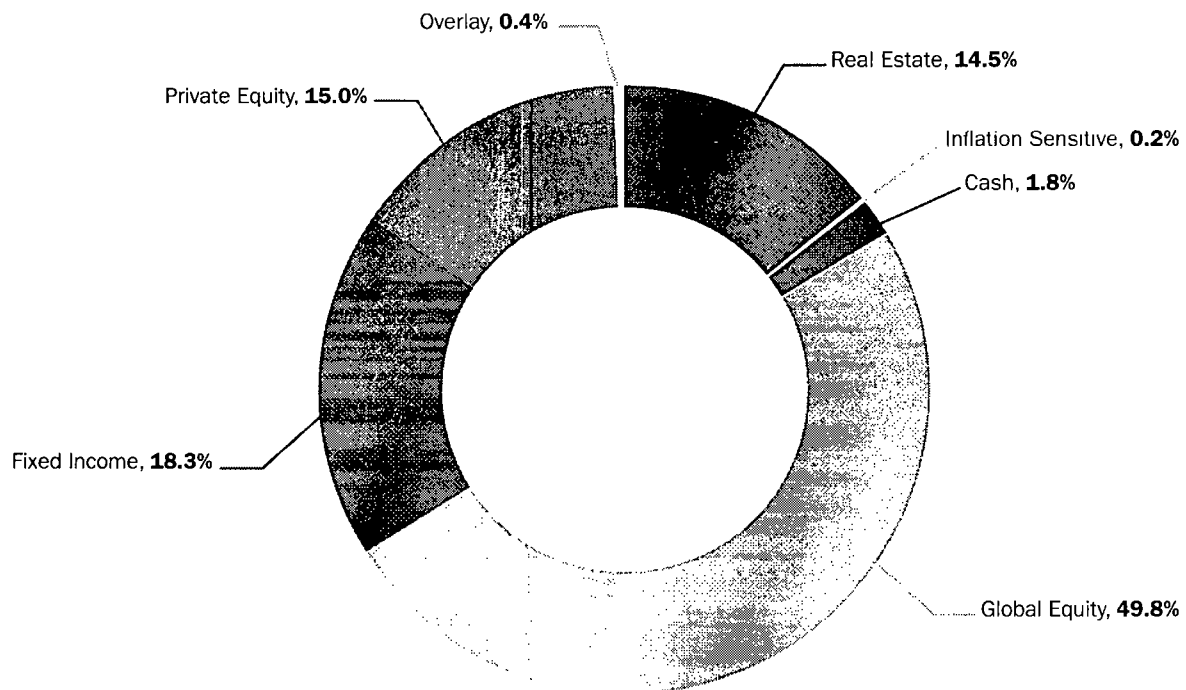


- Established in 1978 to protect assets through good governance and operational accountability. The Corporate Governance program includes proxy voting, portfolio company engagements, filing of shareholder proposal initiatives and portfolio management.
- Program benchmark: Russell 3000 Index ex-Tobacco (U.S. Equity) and MSCI ACWI ex-U.S. Index ex-Tobacco (Non-U.S. Equity)
- Seven Corporate Governance external managers and multiple side-by-side co-investments. Selection is biased toward partnerships with experienced and stable management teams and strong track records in engaging boards and managements to undertake value-driving changes to increase long-term shareholder value.

8 / FACT SHEET

CalSTRS Portfolio

Approximate Value as of December 31, 2012:



Transparency and Public Information Requests

CalSTRS strives to be a leader in corporate governance best practices, including transparency.

For more information on the Corporate Governance program and its managers, visit CalSTRS.com.



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BRAD ADER

Order No.: 1408 H25335800 HE
Cover Date: 03/17/14
Ref: 3348 S PULASKI, CHICAGO

In accord with the application, a search of the authentic computerized records of COOK County, Illinois, as of the above cover date, pertaining to all property within 250 feet, in every direction of the location of the property in question assigned permanent tax number(s) (P.I.N.S.):
SEE ATTACHED

by the appropriate office of COOK County, Illinois, and reflected on the official tax maps, as most currently revised, excluding all public roads, streets, alleys and other public ways and find the following names and addresses of the assessee as appear from said records:

SEE ATTACHED LIST plus map

ENCLOSURES 2 PAGES;

The information provided in this search is required, in part by 65 ILCS 5/11-13-7.

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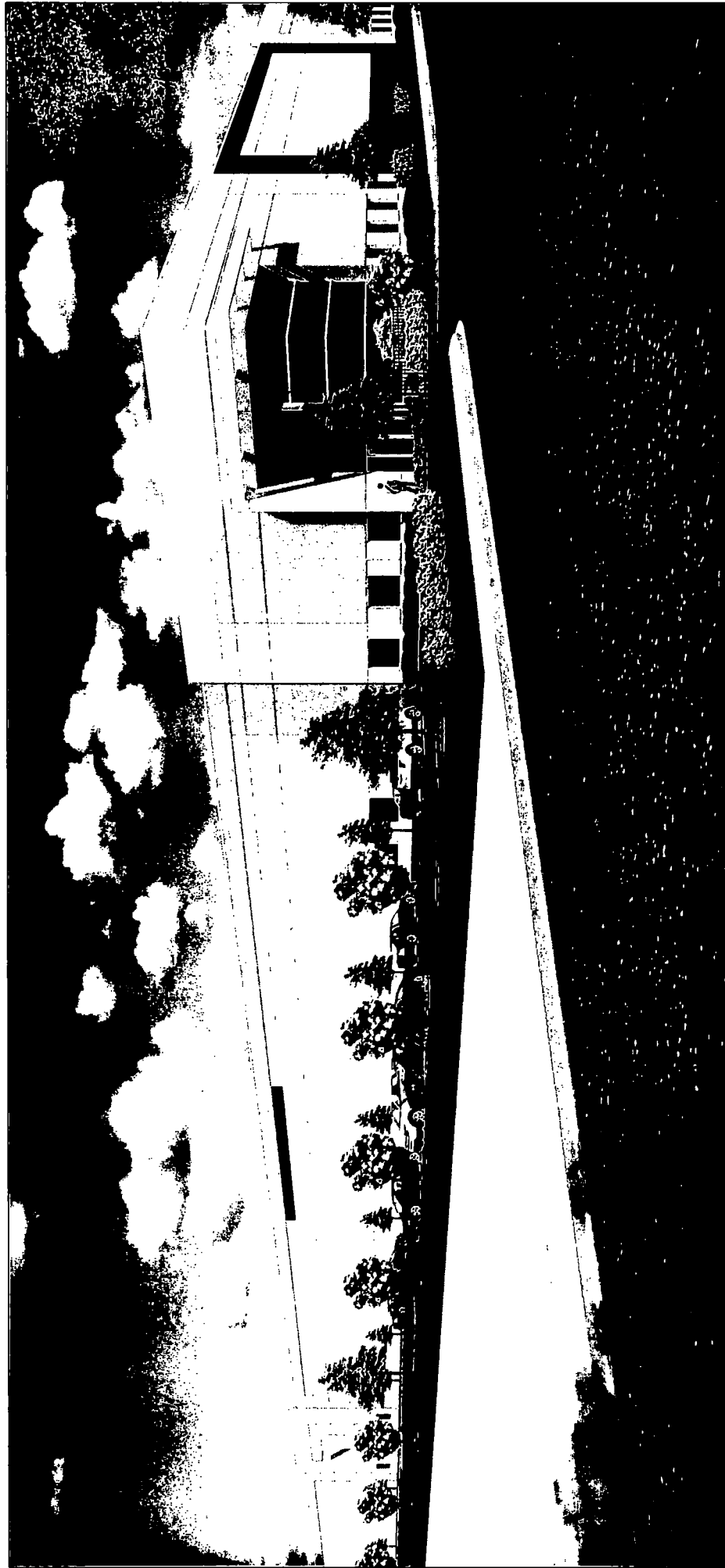
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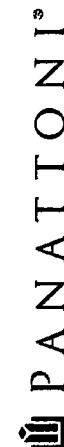
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CAR PARKING
TRUCK TRAILER PARKING

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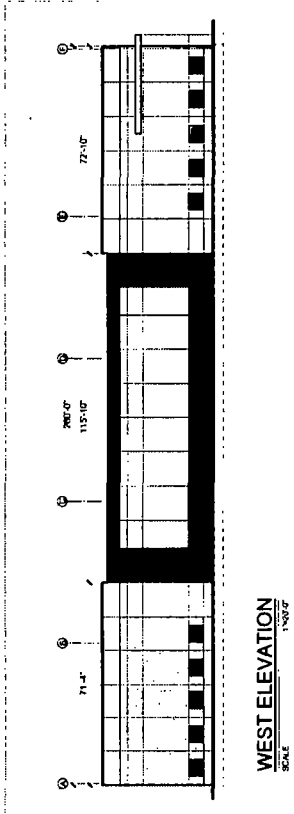
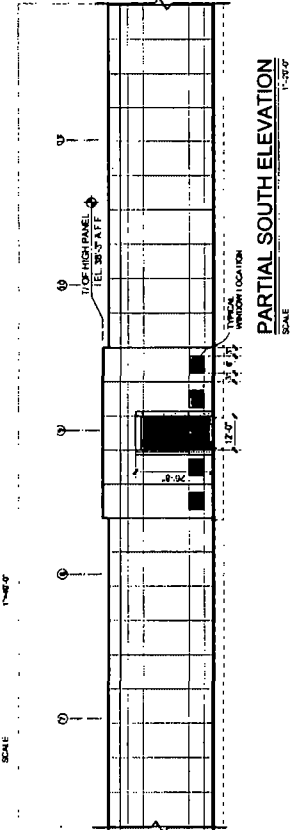
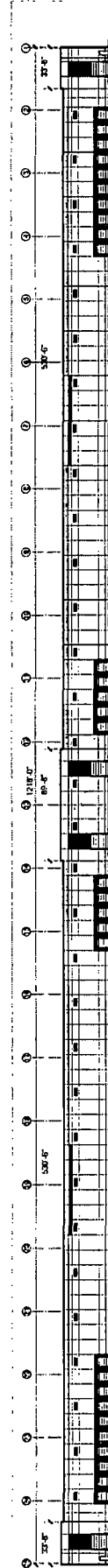
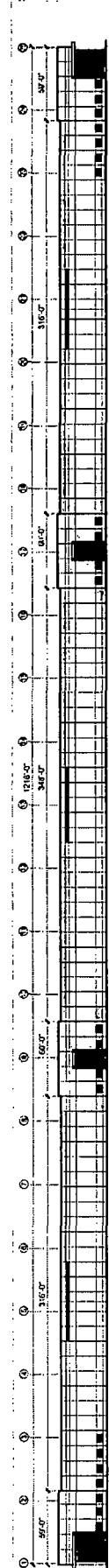
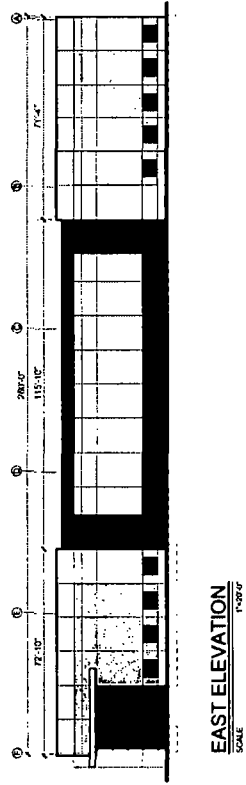
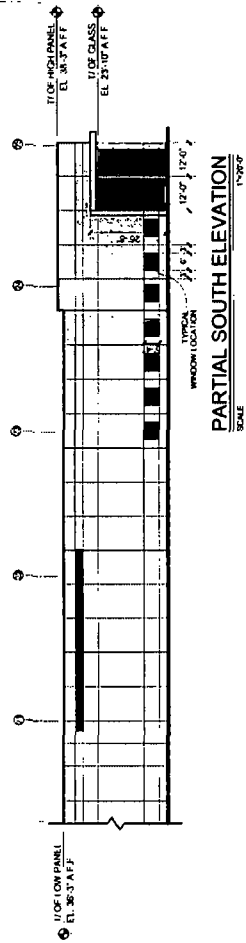
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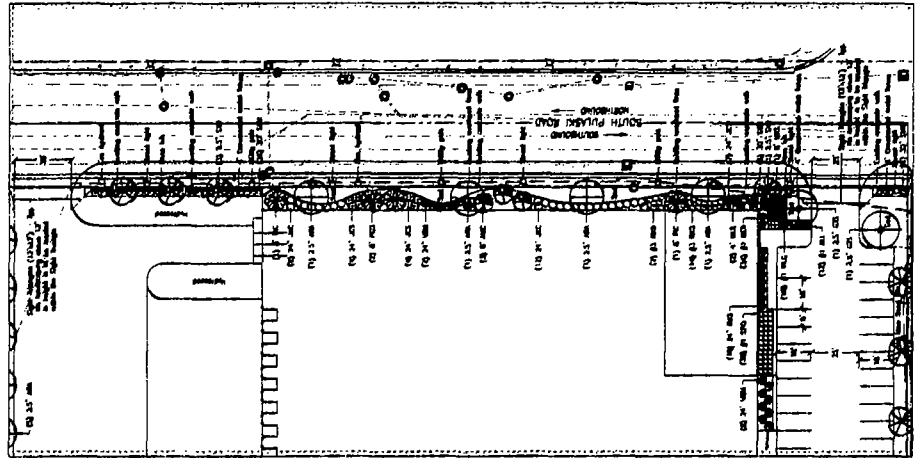
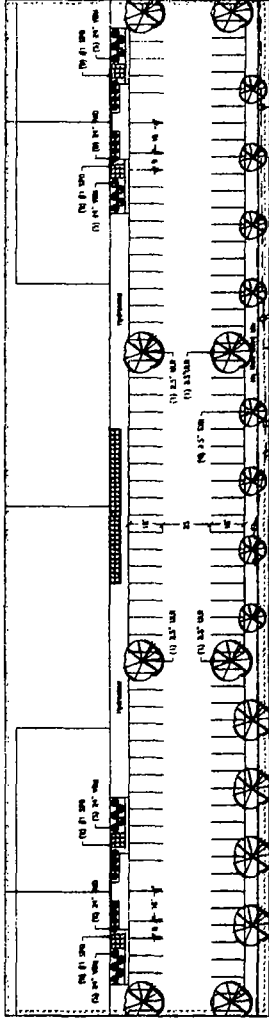
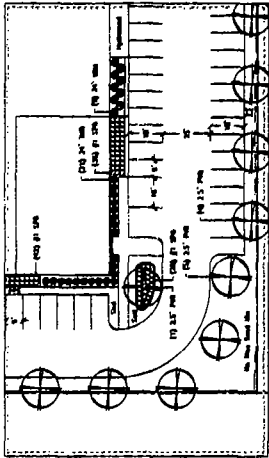
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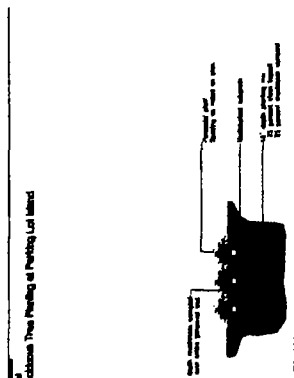
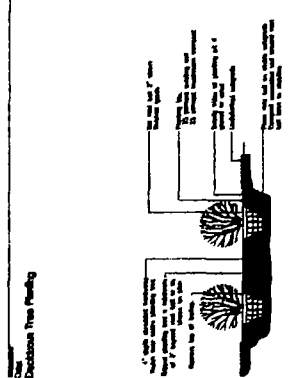
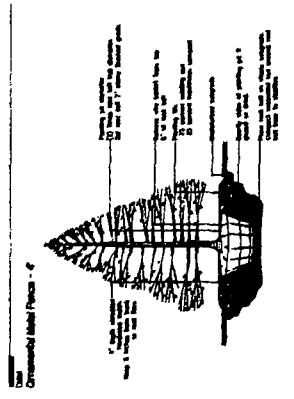
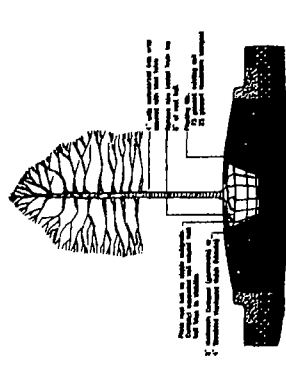
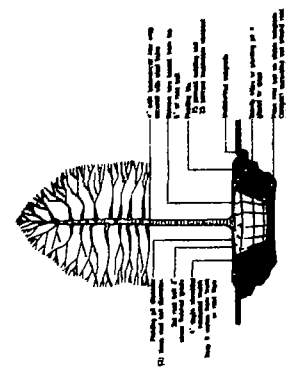
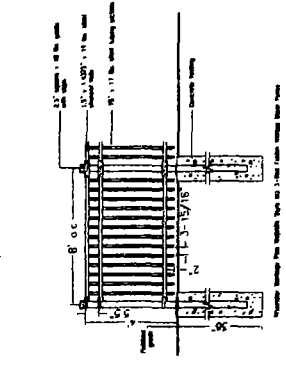


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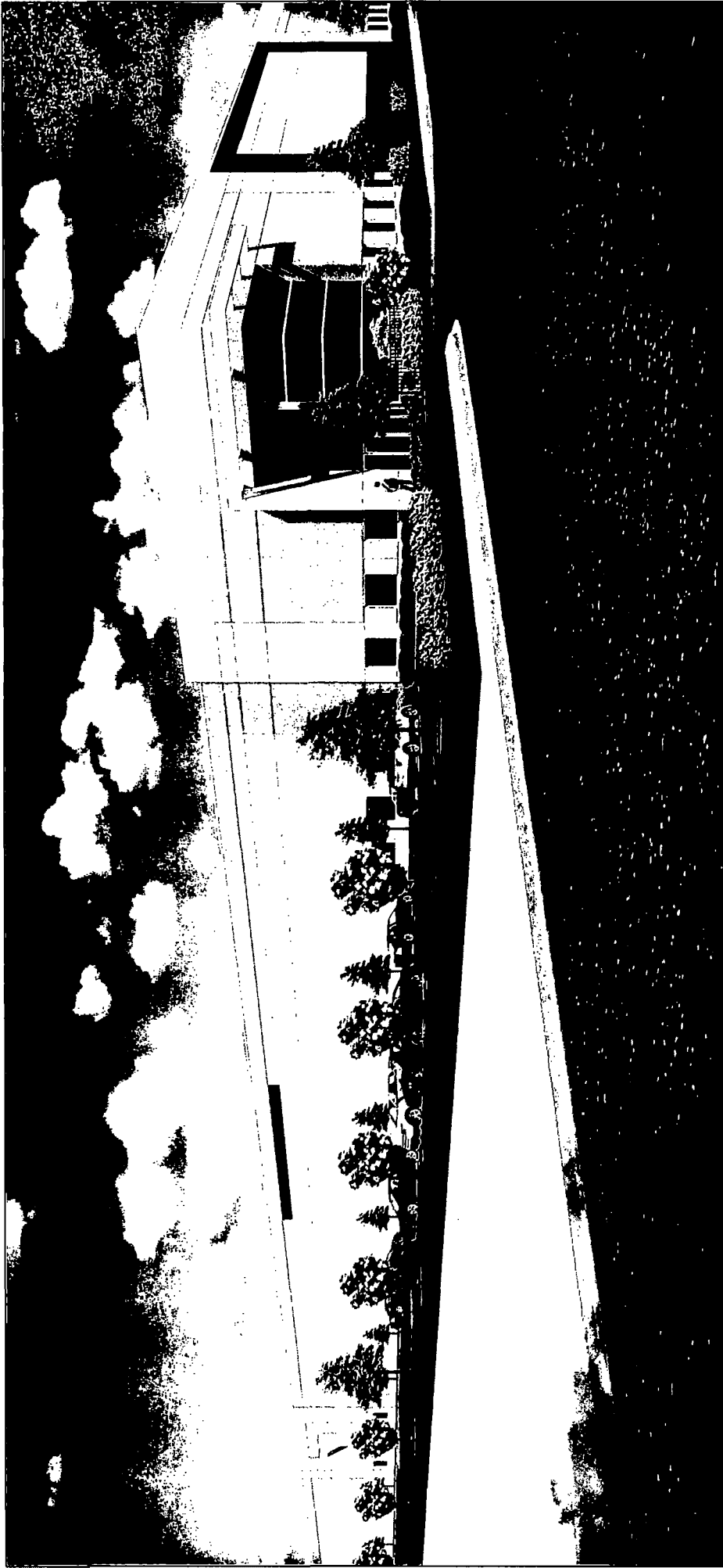
McCALLUM
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Landscape Details




NO.	DATE	DESCRIPTION
1	10/10/10	Initial Design
2	11/10/10	Revised Design
3	12/10/10	Final Design

Scale	1" = 20'
North Arrow	North
Sheet	120

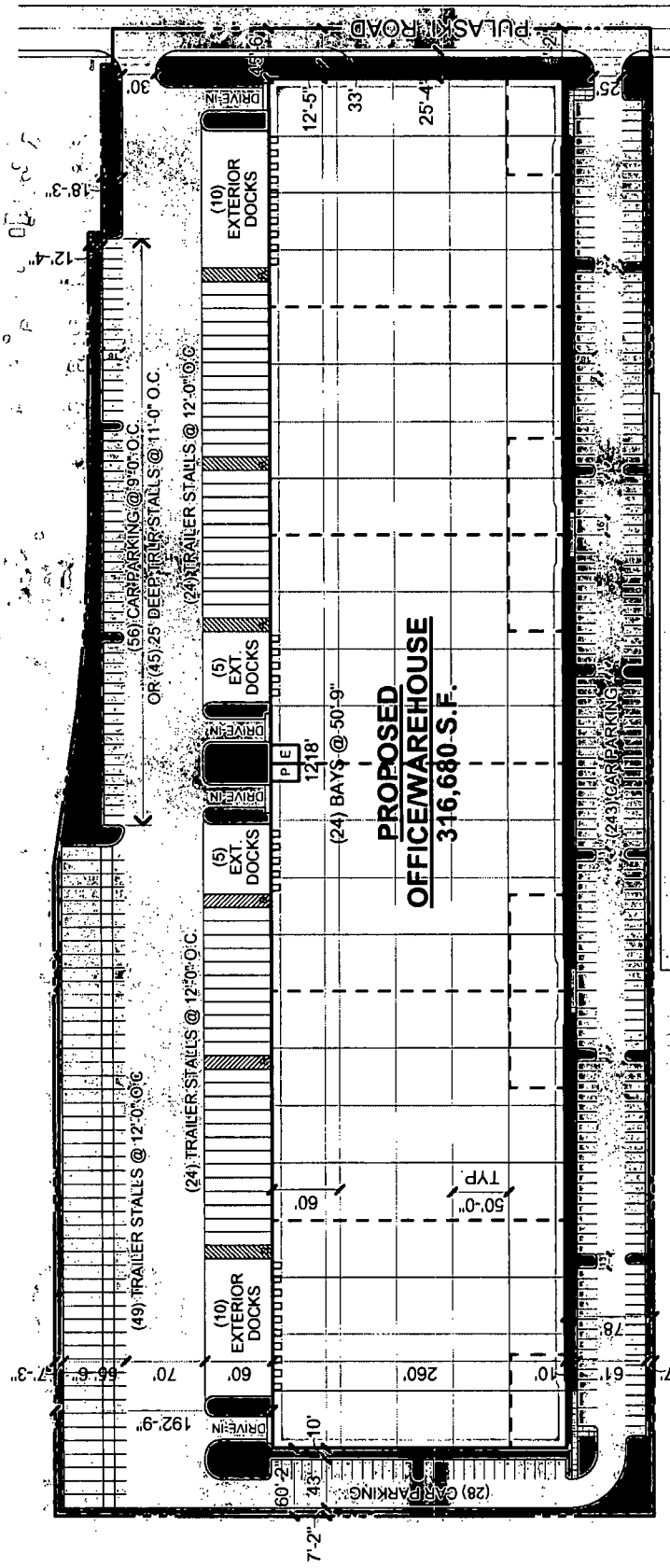


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CHICAGO, IL

SITE PLAN / FLOOR PLAN

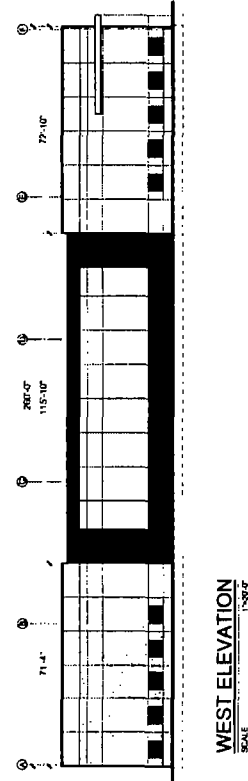
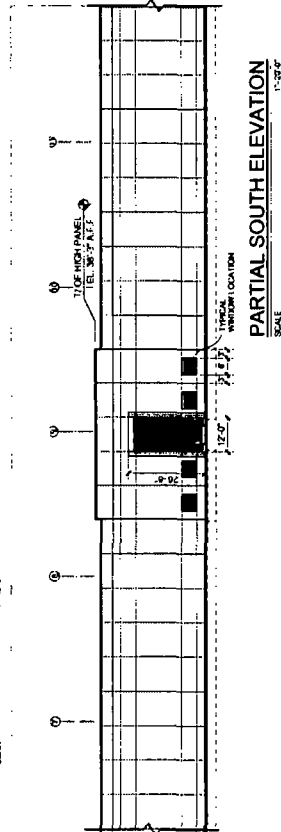
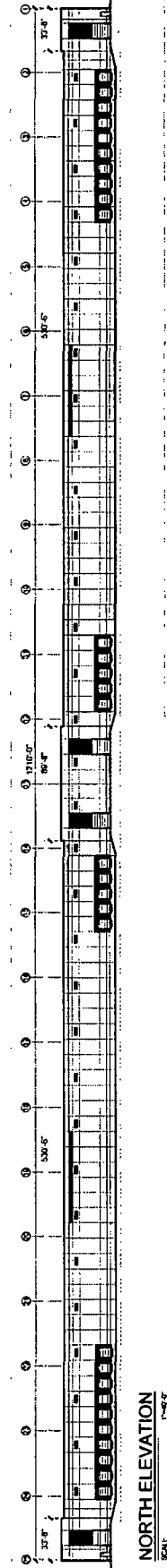
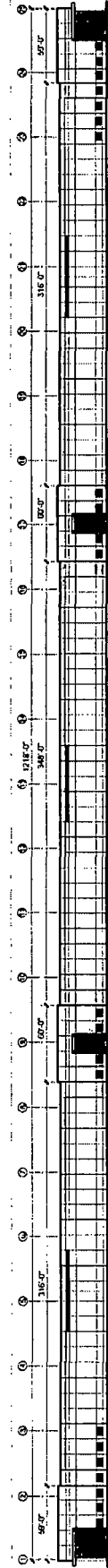
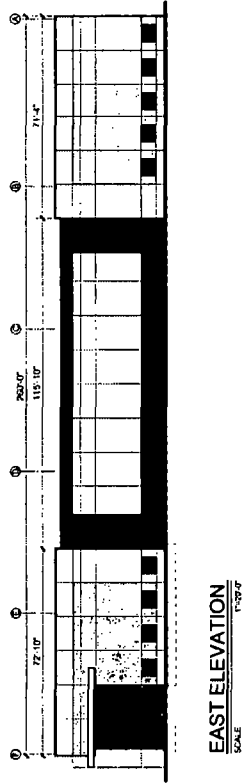
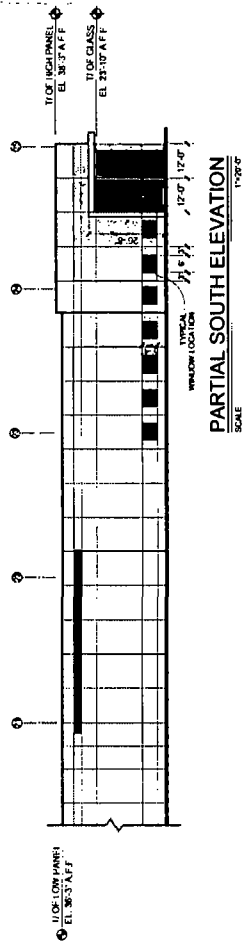
213339 NAE 04-04-2014

0 20' 50' 100' 200'

↑

SITE AREA (\$15.60 AC.)	± 679,904 S.F.	DRIVE IN OVERHEAD DOORS	4 DOORS
BUILDING AREA	316,680 S.F.	TOTAL EXTERIOR DOCKS	30 DOCK
PARKING		CLEAR HEIGHT	30'-0"
CAR PARKING	327 CARS	F.A.R.	.47
TRUCK TRAILER PARKING	97 STALLS		



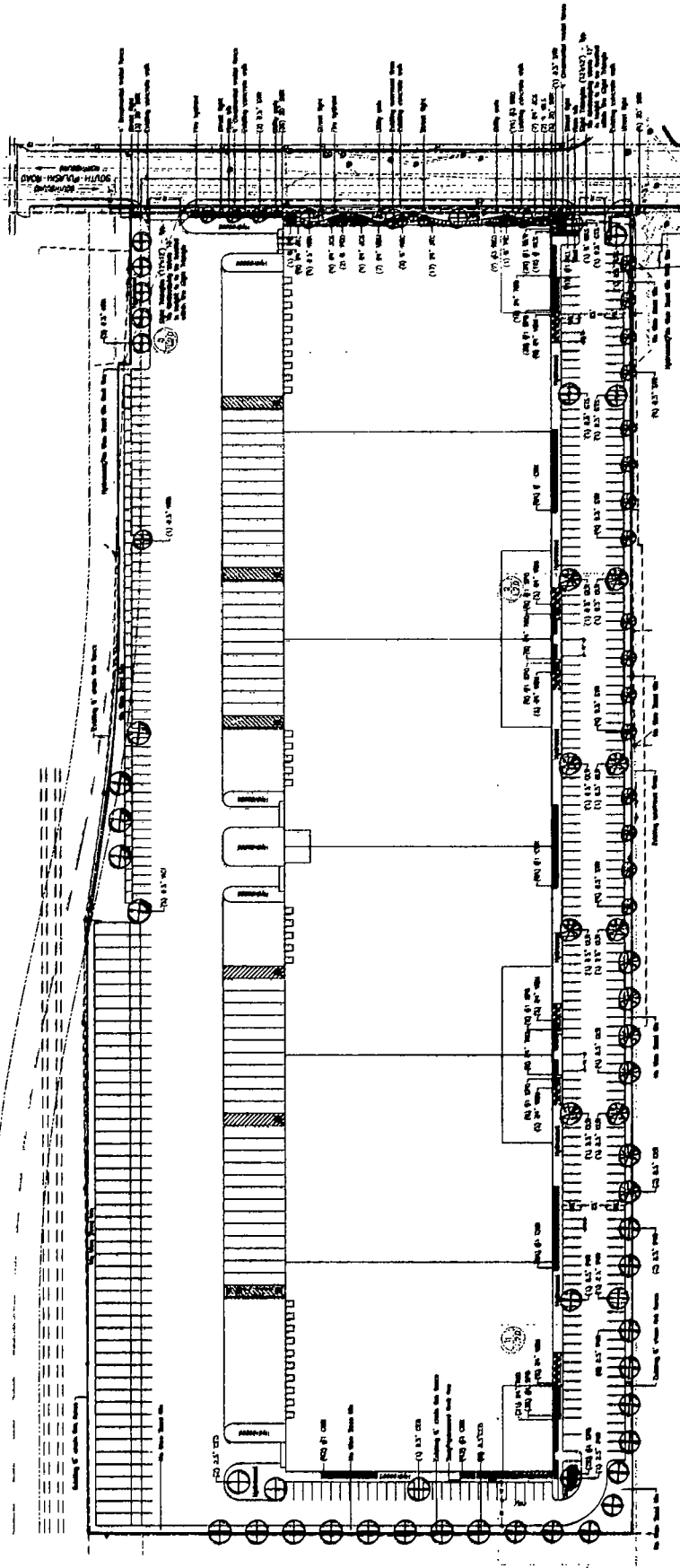


CONCEPTUAL BUILDING ELEVATIONS FOR
3348 S. PULASKI RD
CHICAGO IL

Office | Warehouse
Facility

DAVID S. MCGILLIVRA ARCHITECTS, INC.
Landscape Architects
1000 North Main Street
Chicago, Illinois 60610

McGILLIVRA
ARCHITECTS



Landscape Plan

Paving List and Vehicle Gas Area Calculations

Area	Material	Quantity
Parking Lot	Asphalt	10,000 sq. yds.
Driveway	Asphalt	500 sq. yds.
Gas Area	Concrete	1,000 sq. yds.

General Notes

1. All paving shall be done in accordance with the specifications of the local authority.
2. The gas area shall be constructed of concrete and shall be finished with a smooth surface.
3. The parking lot shall be constructed of asphalt and shall be finished with a smooth surface.
4. The driveway shall be constructed of asphalt and shall be finished with a smooth surface.
5. The loading dock area shall be constructed of concrete and shall be finished with a smooth surface.



DAVID S. MCGILLIVRA
Landscape Architect
No. 111-000000
State of Illinois

Gravel Requirements

Area	Material	Quantity
Parking Lot	Gravel	10,000 cu. yds.
Driveway	Gravel	500 cu. yds.
Gas Area	Gravel	1,000 cu. yds.

Planting Schedule

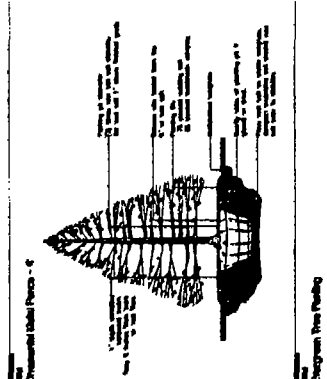
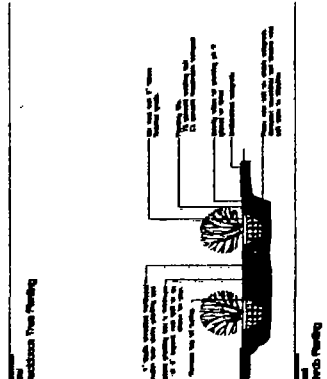
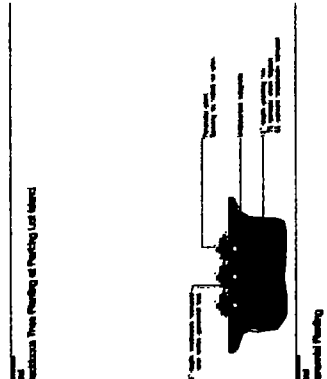
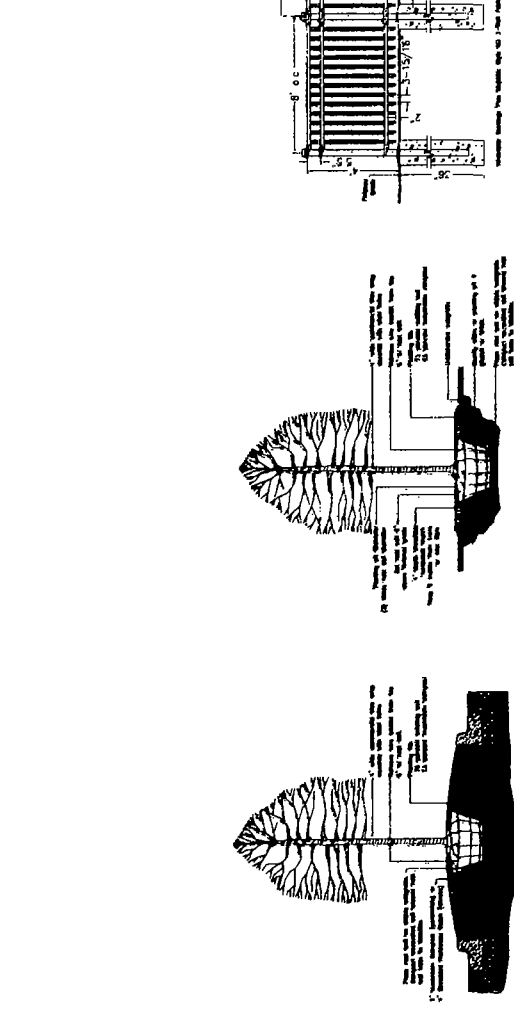
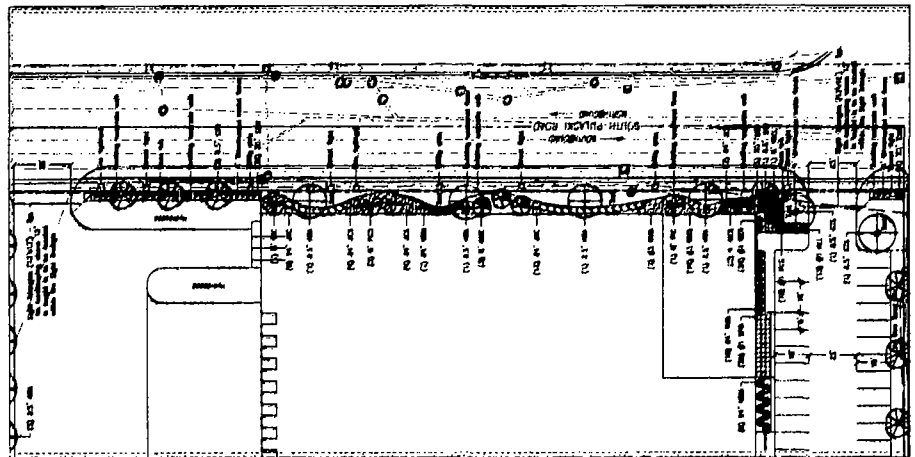
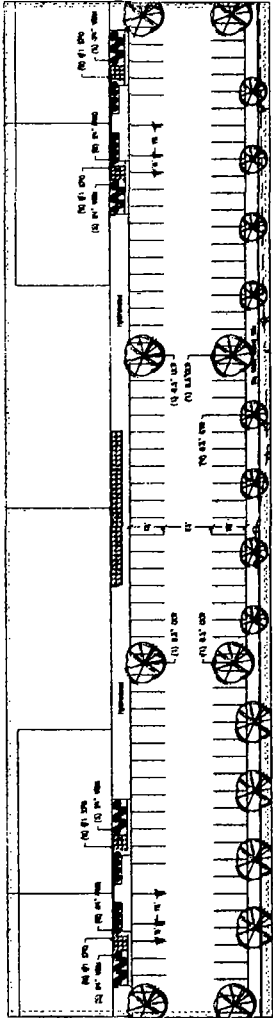
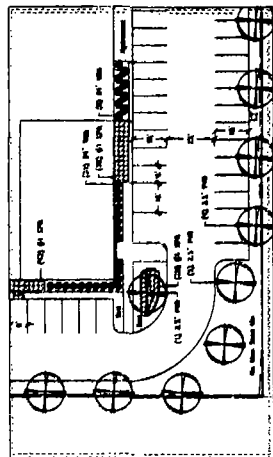
Plant	Quantity	Notes
Tree	10	Plant in parking lot
Shrub	50	Plant in driveway
Flower	100	Plant in gas area

DAVID S. MCGILLIVRA
Landscape Architect
No. 111-000000
State of Illinois

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Landscape Architect
No. 111-000000
State of Illinois

DAVID S. MCGILLIVRA
Landscape Architect
No. 111-000000
State of Illinois



Landscape Details

Item	Qty	Notes
1. 10' x 10' x 10' x 10'	1	10' x 10' x 10' x 10'
2. 10' x 10' x 10' x 10'	1	10' x 10' x 10' x 10'
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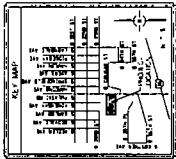
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9. 10' x 10' x 10' x 10'	1	10' x 10' x 10' x 10'
10. 10' x 10' x 10' x 10'	1	10' x 10' x 10' x 10'

Office | Warehouse Facility
 1000 Main Street
 Chicago, IL 60601

DAVID R. MCKINLEY ASSOCIATES, INC.
 LANDSCAPE ARCHITECTS
 1000 Main Street
 Chicago, IL 60601

1000 Main Street
 Chicago, IL 60601

A.L.T.A./A.C.S.M. LAND TITLE SURVEY

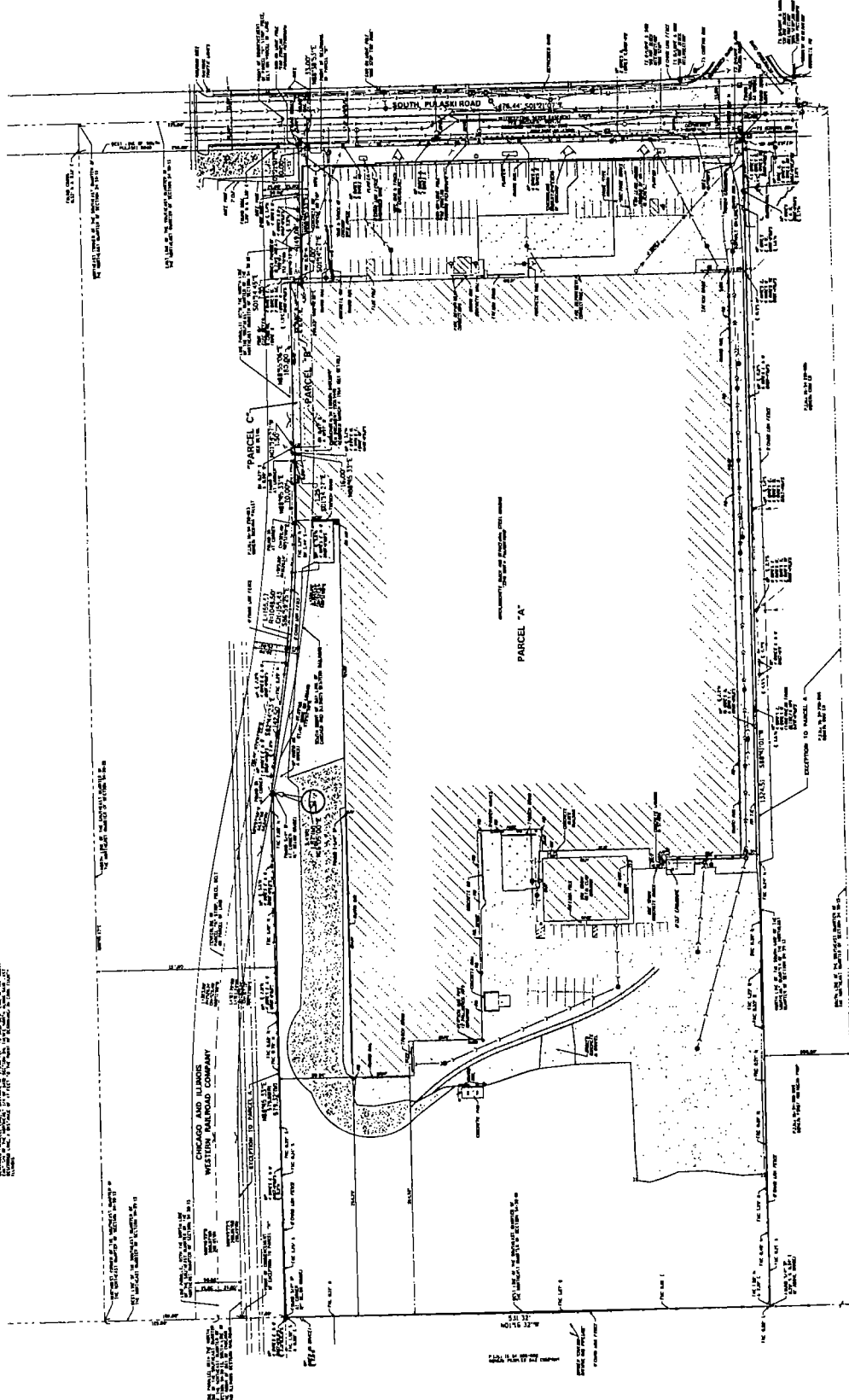


CHICAGO AND ELGIN
WESTERN LAND COMPANY

CHICAGO AND ELGIN
WESTERN LAND COMPANY

CHICAGO AND ELGIN
WESTERN LAND COMPANY

CHICAGO AND ELGIN
WESTERN LAND COMPANY

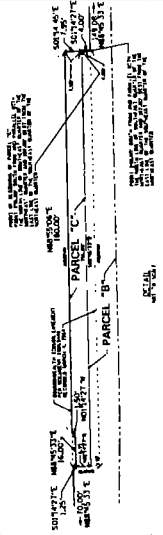


CHICAGO AND ELGIN
WESTERN LAND COMPANY

CHICAGO AND ELGIN
WESTERN LAND COMPANY

LEGEND

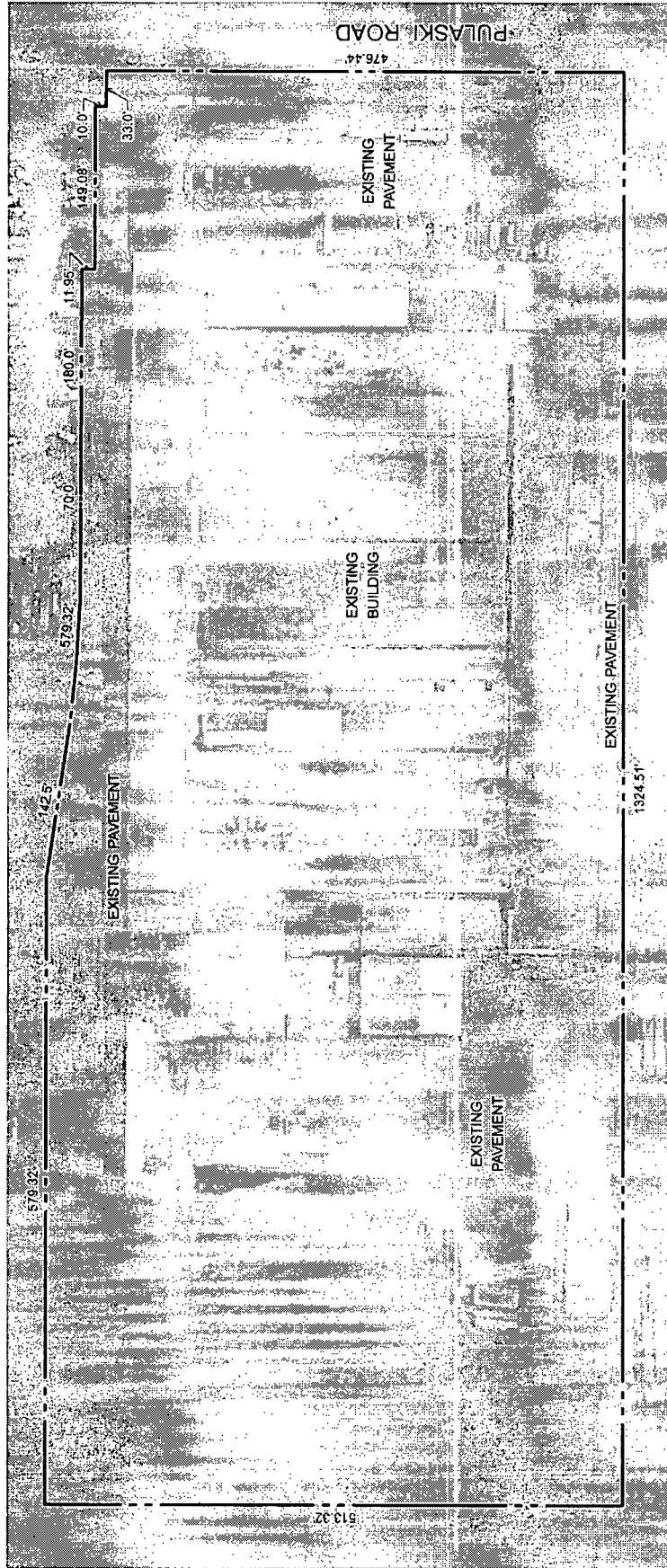
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FOR REVIEW
PURPOSES ONLY

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APPROVED BY: [Signature]
PROJECT: [Text]
SHEET: [Text]

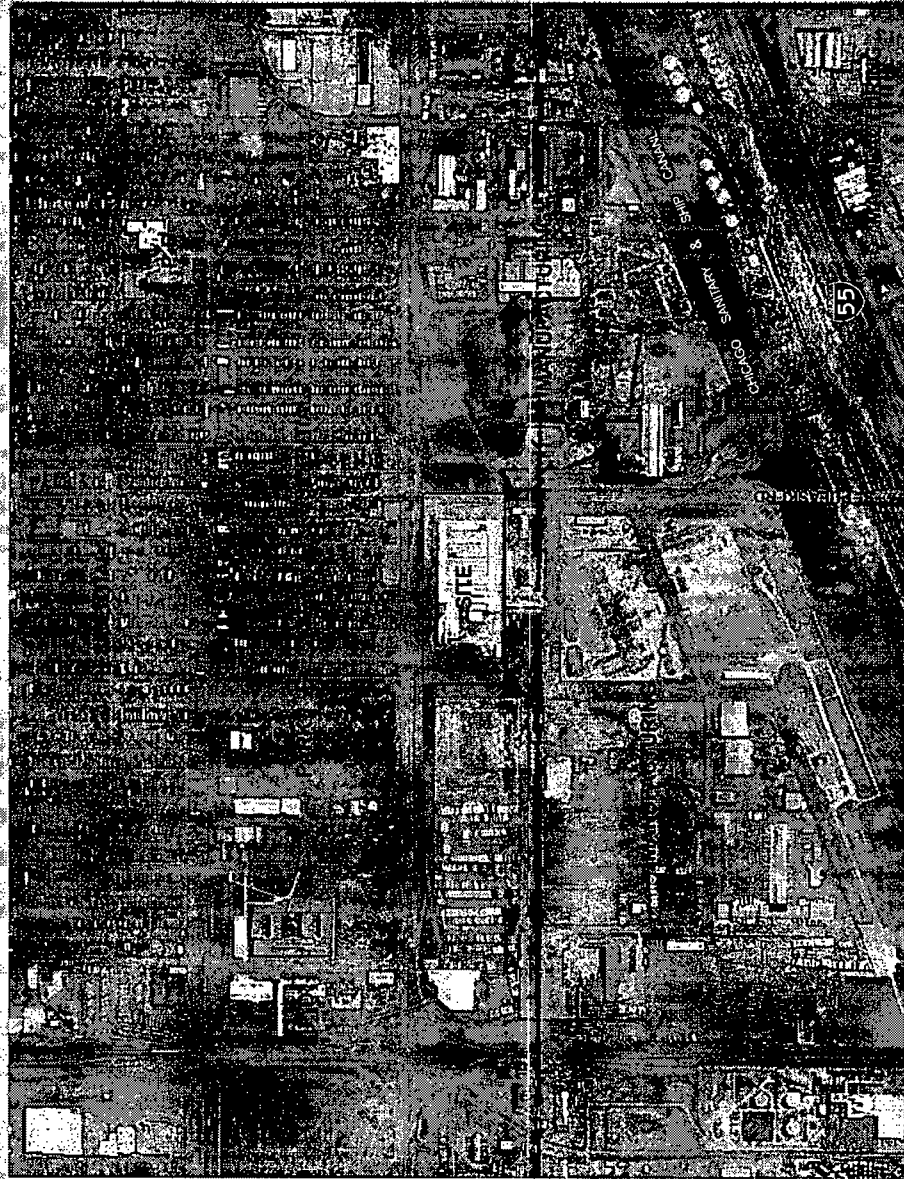
CHICAGO AND ELGIN
WESTERN LAND COMPANY



BOUNDARY MAP FOR
3348 S. PULASKI RD
 CHICAGO, IL


W. 28TH ST.

W. 31TH ST.



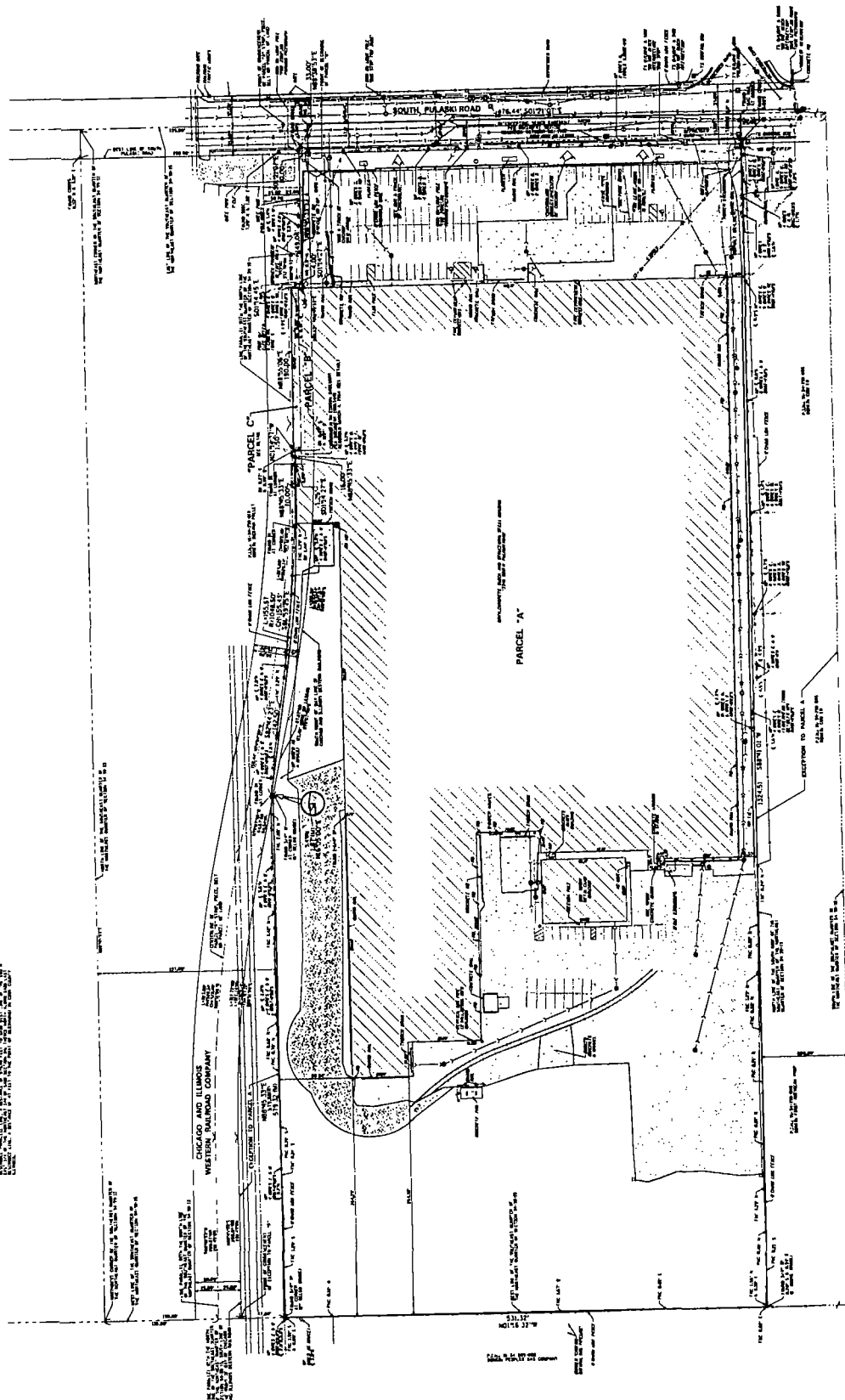
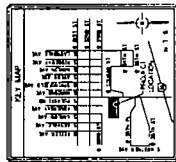
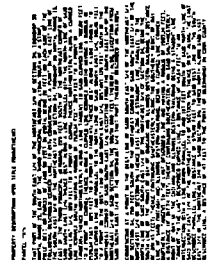
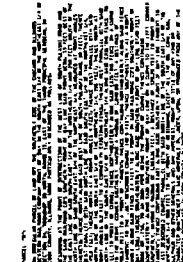
STEVENS EXP.

AERIAL LAND-USE MAP FOR
3348 S. PULASKI RD
CHICAGO, IL

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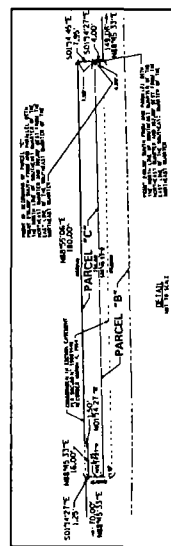


HARRIS ARCHITECTS, INC.
WWW.HARRISARCHITECTS.COM 847.303.1155



LEGEND

Symbol	Meaning
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100	100th class



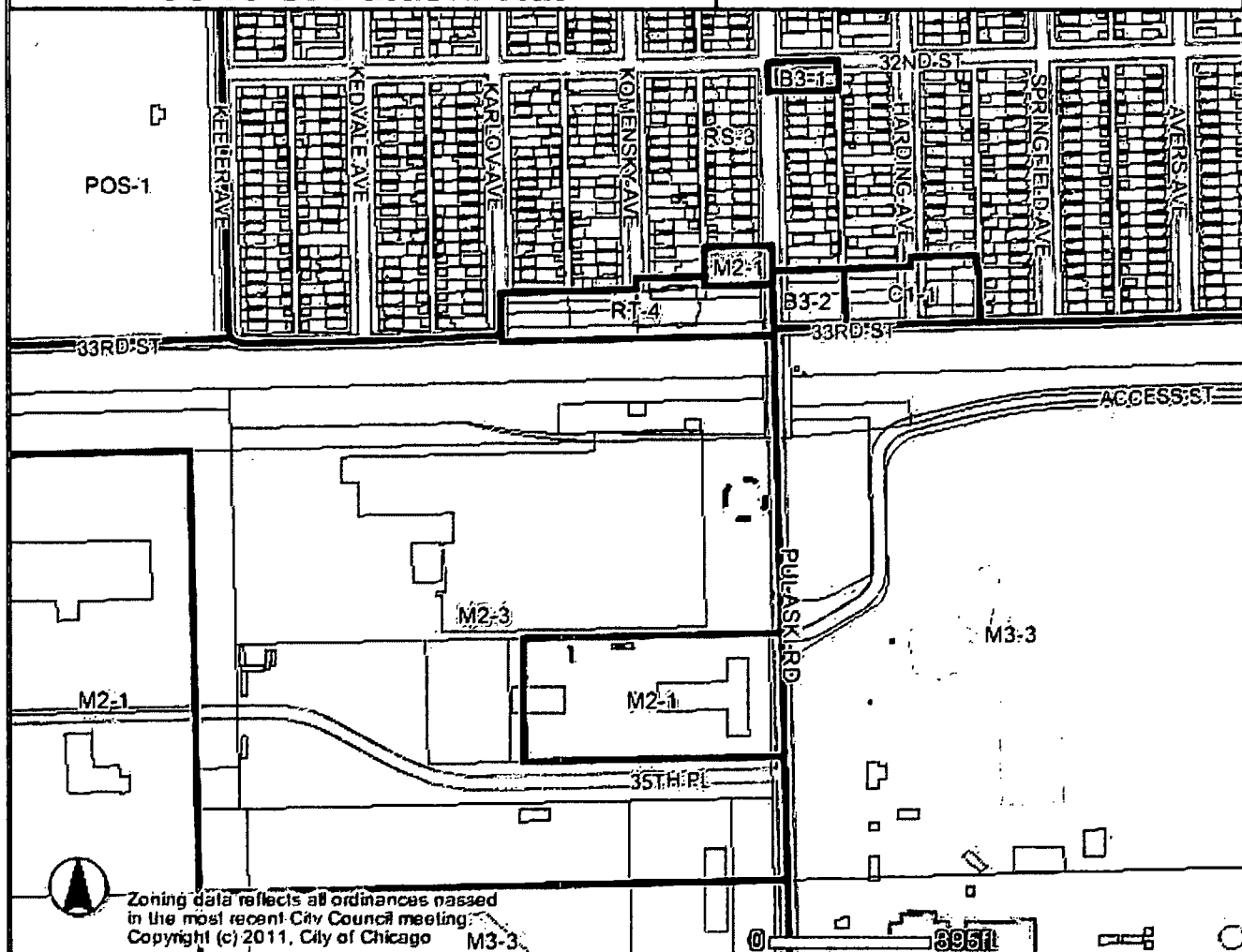
FOR REVIEW
PURPOSES ONLY

787-4813 / ON
 1000 W. 11th St. / L.P. ATTORNEYS AT LAW
 1000 W. 11th St. / SUITE 1000 - 6th Floor 1000 18TH ST
 DENVER, CO 80202-1000

1. Name: _____
 2. Address: _____
 3. City: _____
 4. State: _____
 5. Zip: _____
 6. Phone: _____
 7. E-mail: _____
 8. Fax: _____
 9. Other: _____
 10. Signature: _____
 11. Date: _____
 12. Title: _____
 13. Company: _____
 14. Industry: _____
 15. Product: _____
 16. Service: _____
 17. Other: _____
 18. Name: _____
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 27. Signature: _____
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 31. Industry: _____
 32. Product: _____
 33. Service: _____
 34. Other: _____

3348 S. Pulaski Rd.

Created on: 4/3/2014 9:30 A.M.

**Address****3348 S PULASKI RD****Zoning**

- ☐ Business
- ☐ Commercial
- ☐ Manufacturing
- ☐ Residential
- ☐ Planned Development
- ☐ Planned Manufacturing
- ☒ Downtown Core
- ☐ Downtown Service
- ☐ Downtown Mixed
- ☐ Downtown Residential
- ☒ Transportation
- ☐ Parks & Open Space
- ☒ Zoning Boundaries

Historic Preservation**CHICAGO LANDMARKS**

- ☒ Chicago Landmarks
- ☒ Landmark Districts

Chicago Historic Resources Survey - Buildings subject to Demolition-Delay Ordinance

- ☐ Red
- ☐ Orange
- ☒ Forest Preserve
- ☐ City Boundary

☒ Lakefront☒ Pedestrian Streets☐ Buildings☐ Parcels☒ Streets☐ Water☐ Cemetery☐ Municipalities

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W. 28TH ST.

W. 31TH ST.



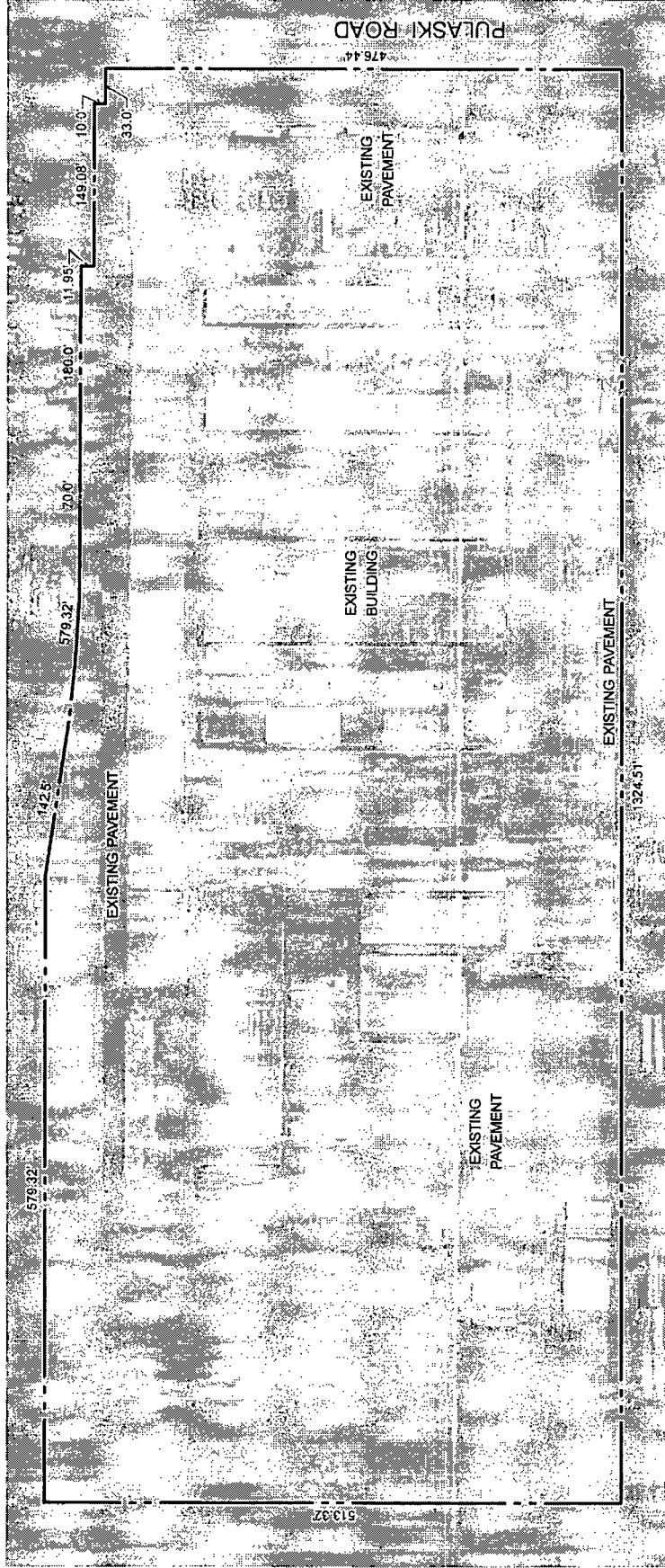
STEVENSON EXPY.

AERIAL LAND-USE MAP FOR
3348 S. PULASKI RD
CHICAGO, IL

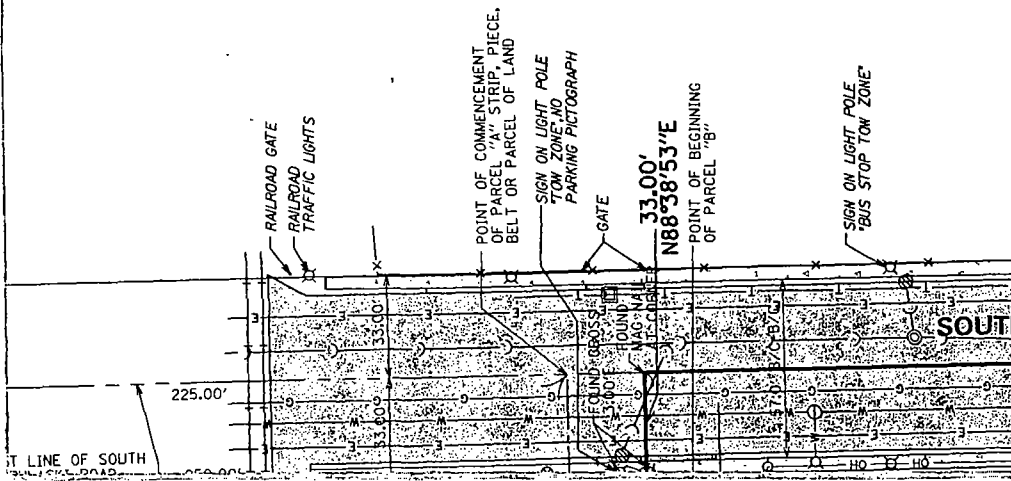
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HARRIS ARCHITECTS, INC.
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BOUNDARY MAP FOR:
3348 S. PULASKI RD
 CHICAGO, IL



NOTES:

THIS SURVEY REFLECTS MATTERS OF TITLE AS LISTED ON A COMMITMENT FOR TITLE INSURANCE BY FIRST AMERICAN TITLE INSURANCE COMPANY, FILE NO: NCS-624474-CH12 WITH EFFECTIVE DATE: JANUARY 06, 2014 AND REVISION DATE: JANUARY 16, 2014.

UNDERGROUND UTILITIES ARE SHOWN BY USING PHYSICAL EVIDENCE FOUND ON THE SURFACE AND/OR FROM UTILITY COMPANY FIELD STAKES, AND/OR ENGINEERING DESIGN PLANS. THEREFORE, THEIR LOCATIONS ARE APPROXIMATE AND SUSPECTED AND MAY NOT BE COMPLETELY ACCURATE. FOR MORE ACCURATE LOCATION, FIELD EXCAVATE. OTHER UTILITIES NOT SHOWN MAY EXIST. NO UNDERGROUND UTILITIES WERE LOCATED. BEFORE DIGGING CALL J.U.L.I.E. AT 1-800-892-0123.

ALL DIMENSIONS ARE IN FEET AND DECIMAL PARTS THEREOF. NO DISTANCES OR ANGLES SHOWN HEREON MAY BE ASSUMED BY SCALING.

THIS PROFESSIONAL SERVICE CONFORMS TO THE CURRENT ILLINOIS MINIMUM STANDARDS FOR A BOUNDARY SURVEY.

SPACECO, INC IS AN ILLINOIS PROFESSIONAL DESIGN FIRM REGISTERED UNDER LICENSE NUMBER 184-001157.

TAX P.I.N. (PER TITLE COMMITMENT):

16-34-210-002-0000 (PARCEL A)

16-34-501-017-0000 (PARCEL A)

16-34-210-007-0000 (PARCEL B)

16-34-210-008-0000 (PARCEL C)

ADDRESS (PER TITLE COMMITMENT):

3348 S. PULASKI

CHICAGO, ILL. 60623

(TABLE A ITEM 2)

BASED UPON A REVIEW OF THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA) FLOOD INSURANCE RATE MAP (FIRM) MAP NUMBER 17031C0503J MAP REVISED AUGUST 19, 2008, IT IS OUR CONSIDERED OPINION THAT THIS PROPERTY LIES IN ZONE X (UNSHADED) - AREAS DETERMINED TO BE OUTSIDE THE 0.2% ANNUAL CHANCE FLOODPLAIN AS IDENTIFIED BY SAID F.I.R.M. MAP.

(TABLE A ITEM 3)

PROPERTY SURVEYED CONTAINS 680,346 SQUARE FEET, OR 15.619 ACRES, MORE OR LESS.

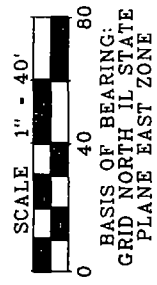
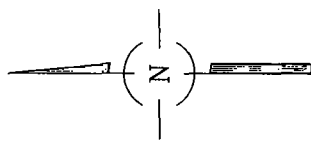
(TABLE A ITEM 4)

NAMES OF ADJOINING OWNERS ARE SHOWN PER THE COOK COUNTY PROPERTY TAX PORTAL (ON-LINE). (TABLE A ITEM 13)

PROPERTY SUBJECT TO:

7. EASEMENT TO CONSTRUCT AN INTERCEPTING SEWER, DRAIN AND OUTLET TOGETHER WITH ALL NECESSARY APPURTENANCES THERETO, UPON, UNDER AND THROUGH THAT PART OF THE LAND FALLING IN THE FOLLOWING DESCRIBED TRACT, BEGINNING AT THE SOUTHEAST CORNER OF THE NORTHEAST 1/4 OF SECTION 34, TOWNSHIP 39 NORTH, RANGE 13, THENCE NORTH ALONG THE EAST LINE OF SAID SECTION FOR A DISTANT OF 932 FEET, THENCE WEST AT RIGHT ANGLES FROM SAID SECTION LINE FOR A DISTANT OF 25 FEET, THENCE SOUTH PARALLEL WITH AND 25 FEET DISTANT WESTERLY AT RIGHT ANGLES FROM SAID SECTION LINE FOR DISTANT OF 260.6 FEET MORE OR LESS TO THE CENTER THREAD OF THE WEST FORK OF THE SOUTH BRANCH OF THE CHICAGO RIVER, THENCE EAST AT RIGHT ANGLES FROM THE LAST DESCRIBED COURSE FOR A DISTANT OF 20 FEET, THENCE SOUTH PARALLEL WITH AND 5 FEET DISTANT WESTERLY AT RIGHT ANGLES FROM SAID SECTION LINE FOR A DISTANT OF 671.4 FEET TO THE SOUTH LINE OF SAID NORTHEAST 1/4 OF SECTION 34, THENCE EAST ALONG SAID SOUTH LINE OF THE NORTHEAST 1/4 OF SECTION 34 TO THE POINT OF BEGINNING CONTAINING 9,872 SQUARE FEET AND BEING IN COOK COUNTY, ILLINOIS AS CONTAINED

LAND TITLE SURVEY



THE SURFACE OF THE CHICAGO AND ILLINOIS WESTERN RAILROAD ITS SUCCESSIONS AND ASSIGNS IN THE DEEDS RECORDED AUGUST 8, 1957 AS DOCUMENT NUMBER 16979890 AND RECORDED FEBRUARY 4, 1960 AS DOCUMENT NUMBER 19070359. (AFFECTS PARCELS B AND C)

NOTE: WE FIND OF RECORD IN COOK COUNTY, ILLINOIS AN AFFIDAVIT DATED AUGUST 7, 1972 AND RECORDED AUGUST 24, 1972 AS DOCUMENT 22026346 BY THE CHICAGO AND ILLINOIS WESTERN RAILROAD, AN ILLINOIS CORPORATION, TO CONFIRM ITS DESIRE TO PRESERVE ITS INTEREST IN COAL, OIL, GAS AND OTHER MINERALS IN PARCELS B AND C AFORESAID AND OTHER PROPERTY NOT NOW IN QUESTION AND DOES NOT INTEND TO ABANDON THE SAME. (SURVEYOR'S NOTE: INGRESS AND EGRESS ALL OVER PARCELS B AND C. PARCELS B AND C SHOWN HEREON.)

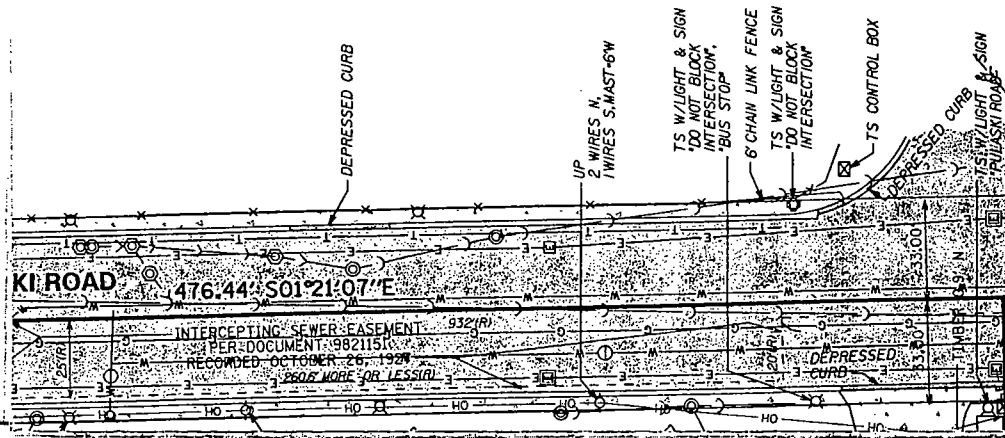
9. EASEMENT IN, UPON, OVER, UNDER AND ALONG THAT PART OF PARCELS B AND C SHOWN SHADED ON THE PLAT ATTACHED AS EXHIBIT "A" TO THE GRANT OF EASEMENT RECORDED MARCH 4, 1964 AS DOCUMENT NUMBER 19063448 GRANTING UNTO THE COMMONWEALTH EDISON COMPANY, ITS SUCCESSOR AND ASSIGNS, THE PERPETUAL RIGHT, PERMISSION, EASEMENT AND AUTHORITY TO CONSTRUCT, OPERATE, USE, MAINTAIN, REPAIR, REPLACE, RELOCATE, RENEW AND REMOVE AERIAL WIRES AND/OR CABLES OF THE TRANSMISSION AND DISTRIBUTION OF ELECTRIC ENERGY TOGETHER WITH THE RIGHT OF INGRESS AND EGRESS FROM SAID PREMISES AT ALL TIMES FOR ANY AND ALL SUCH PURPOSES. (SURVEYOR'S NOTE: SHOWN HEREON)

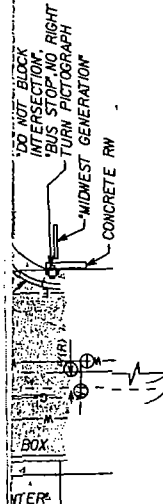
11. TERMS OF THE ENVIRONMENTAL NO FURTHER REMEDIATION LETTER RECORDED SEPTEMBER 30, 1999 AS DOCUMENT NUMBER 99829772 LISTING AN INDUSTRIAL/COMMERCIAL LAND USE LIMITATION. (SURVEYOR'S NOTE: THIS EXCEPTION AFFECTS THE SURVEYED PROPERTY, BUT IS NOT A PLOTTABLE ITEM)

12. RIGHTS OF WAY FOR RAILROADS, SWITCH TRACKS OR SPUR TRACKS, IF ANY, AND RIGHT OF THE RAILROAD COMPANY TO THE USE, OPERATION, MAINTENANCE AND REPAIR OF SAME.

13. RIGHTS OF THE PUBLIC, THE STATE OF ILLINOIS AND THE MUNICIPALITY IN AND TO THAT PART OF THE LAND, IF ANY, TAKEN OR USED FOR ROAD PURPOSES.

14. RIGHTS OF WAY FOR DRAINAGE TILES, DITCHES, FEEDERS AND LATERALS, IF ANY.





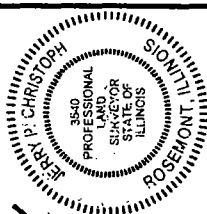
STATE OF ILLINOIS) SS
COUNTY OF COOK)

TO: FIRST AMERICAN TITLE INSURANCE COMPANY
AND TO: STONEY PULASKI, LLC, AN ILLINOIS LIMITED LIABILITY COMPANY

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2011 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 7(c), 8, 11(a) & 13 OF TABLE "A" THEREOF. THE FIELD WORK WAS COMPLETED ON JANUARY 24, 2014.

GIVEN UNDER MY HAND AND SEAL THIS 19 DAY OF April, 2014
IN ROSEMONT, ILLINOIS.

JERRY P. CHRISTOPH, LLC, No. 035-3540
LICENSE EXPIRES: 11/30/2014
jchristoph@spacecoinc.com
(VALID ONLY IF EMBOSSED SEAL AFFIXED)



REVISIONS:

08/08/07	FINAL
10/23/07	UPDATE
11/27/07	CERT
02/09/09	UPDATE
08/20/13	UPDATE
01/30/14	UPDATE



CONSULTING ENGINEERS
SITE DEVELOPMENT ENGINEERS
LAND SURVEYORS

9575 W. Higgins Road, Suite 700.
Rosemont, Illinois 60018
Phone: (847) 404-1000 Fax: (847) 404-1001

DATE: 05/22/2007
JOB NO: 5452
FILENAME: 5452ALTA-02
SHEET

WEST LINE OF THE SOUTHEAST QUARTER OF
THE NORTHEAST QUARTER OF SECTION 34-39-13

LINE PARALLEL WITH THE NORTH
LINE OF THE SOUTHEAST QUARTER OF
THE NORTHEAST QUARTER OF SECTION 34-39-13

CHICAGO AND ILLINOIS
WESTERN RAILROAD COMPANY

LINE PARALLEL WITH THE NORTH
LINE OF THE SOUTHEAST QUARTER
OF THE NORTHEAST QUARTER OF
SECTION 34-39-13, THE LINE OF
THE RIGHT OF WAY OF CHICAGO
AND ILLINOIS WESTERN RAILROAD

S88°45'33"W
200.87(M)
201.45(R)

N88°45'33"E
200.85(M)
201.43(R)

POINT OF COMMENCEMENT
OF EXCEPTION TO PARCEL "A"

EXCEPTION TO PARCEL A

N88°45'33"E
579.32(M)

FNC 0.68' N

UP
4 WIRES E & W
50' N
50' W

UP
4 WIRES E & W
50' N
50' W

UP
(USED AS BRACE)
FNC 0.12' W

FOUND 3/4" IP
AT CORNER
(2" BELOW GRADE)

FNC 1.25' S

6 CHAIN LINK FENCE

FNC 0.14' S

FNC 0.22' S

264.29'

264.52'

RD
GUARD RAIL

TRENCH DRAIN

KEY MAP

S KOSTNER AVE

W 36TH ST

W 35TH PL

PROJECT LOCATION

W 35TH ST

W 34TH ST

W COLGAR ST

W 33RD ST

W 32ND ST

W 31ST ST

S KEELER AVE

S KEDVALE AVE

S KARLOW AVE

S KOMENSKY AVE

S PULASKI RD

S HARDING AVE

S SPRINGFIELD AVE

S AVERS AVE

S HAMLIN AVE

S RIDGEWAY AVE

S LAWNDALE AVE

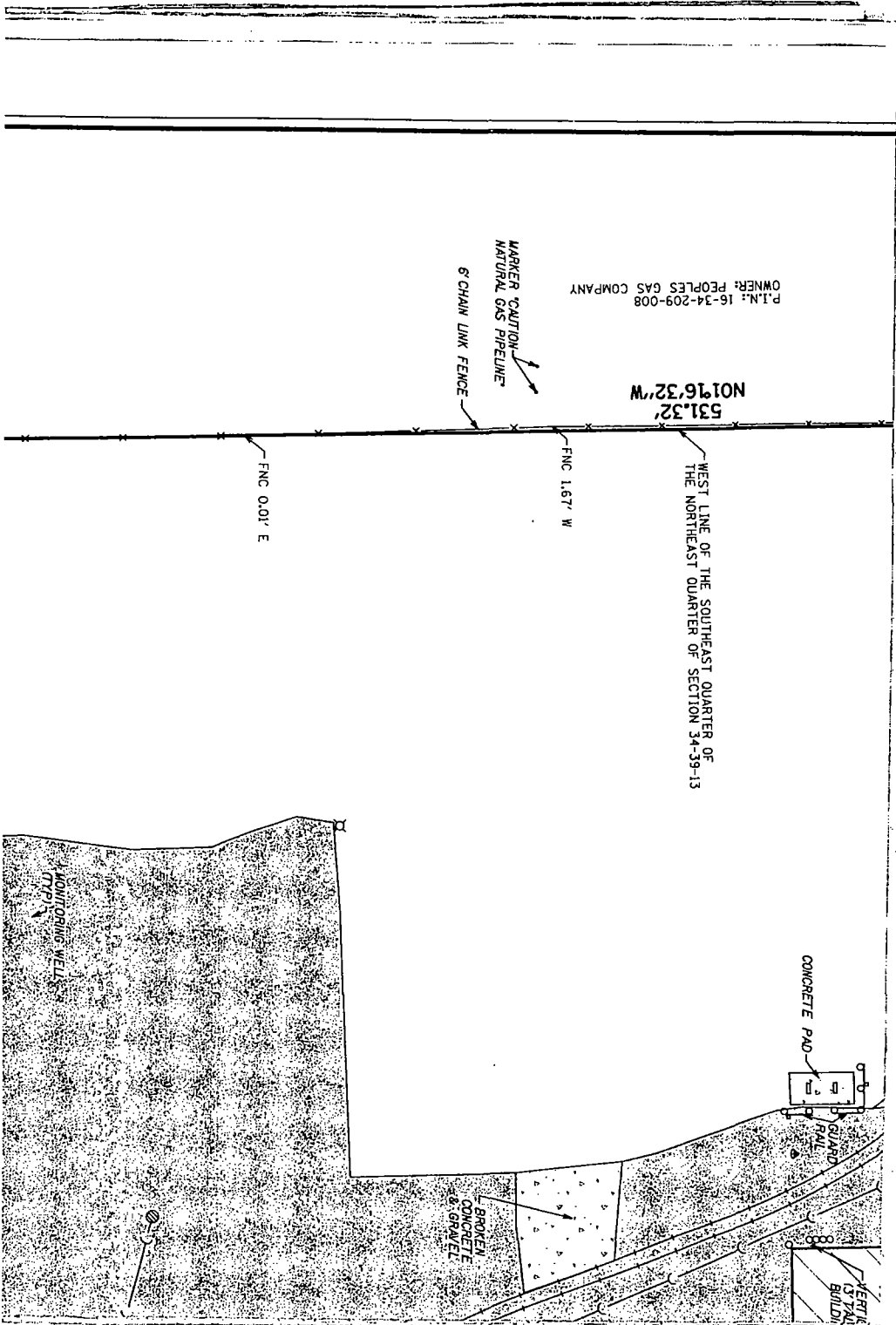
N.T.S.

N

0 100 200

PARCEL "A":

[illegible]



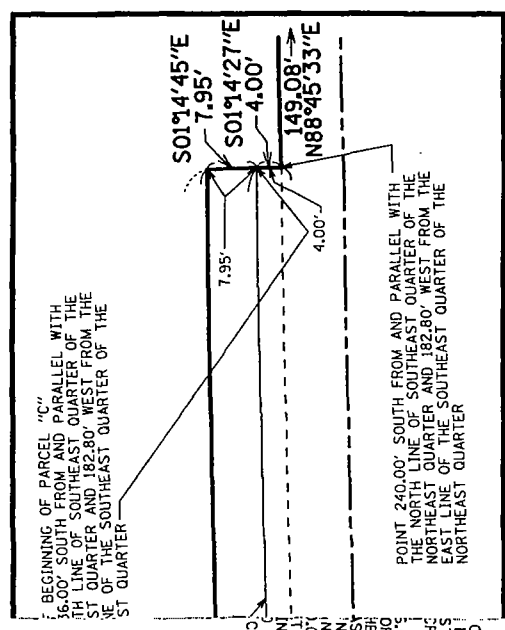
.00'009

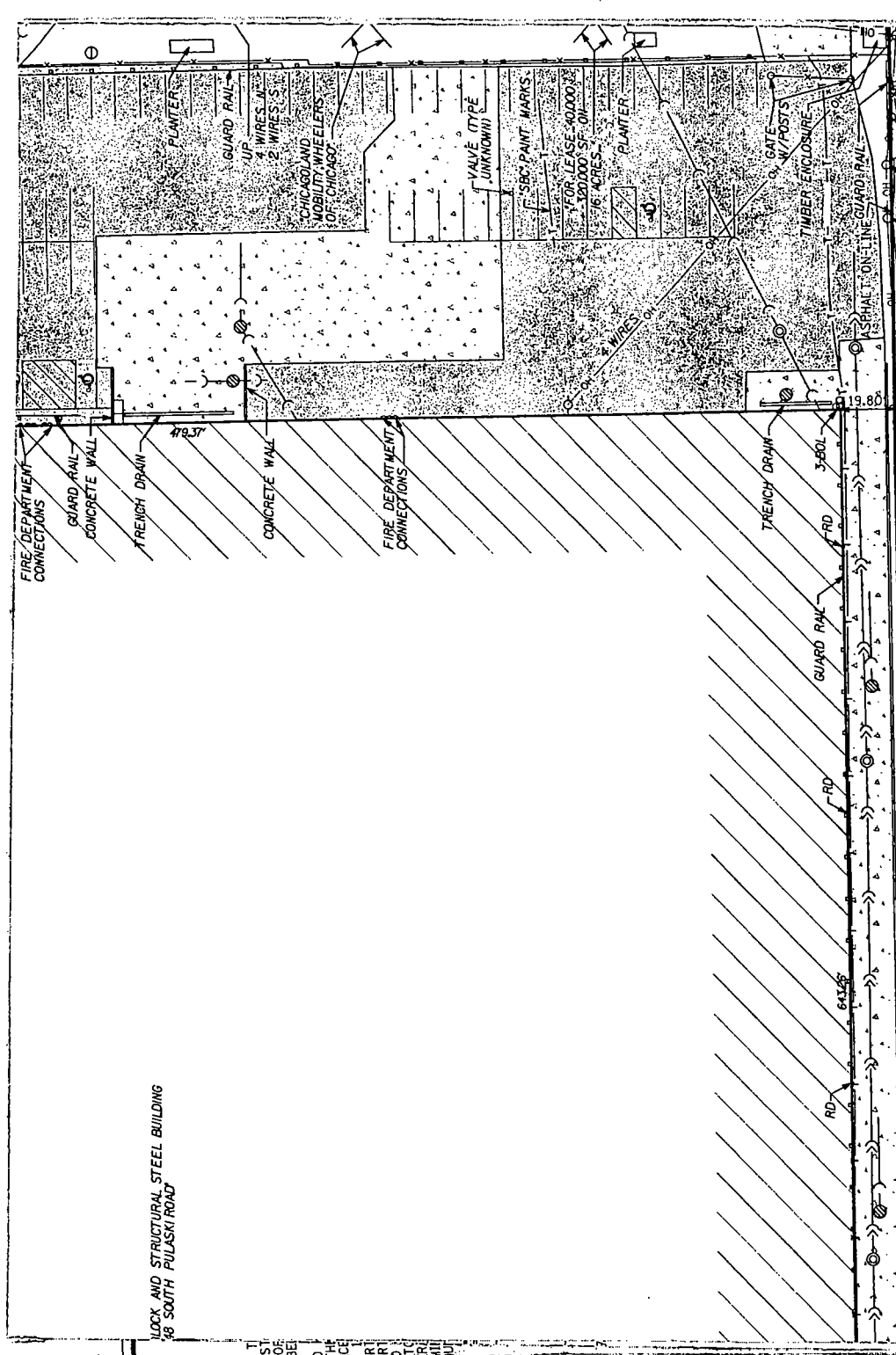
STANDARD SYMBOL	STANDARD DESCRIPTION	STANDARD SYMBOL	STANDARD DESCRIPTION
—)	STORY SEWER	⊗	SAINT MANHOLE
—)	SAINT SEWER	⊗	STORY MANHOLE
—)	COMBINED SEWER	⊗	CATCH BASIN
—W—	WATER MAIN	⊗	INLET
—G—	GAS MAIN	⊗	FLARED END SECTION
—T—	UNDERGROUND TELEPHONE LINE	⊗	ELECTRIC MANHOLE
—E—	UNDERGROUND ELECTRIC LINE	⊗	TELEPHONE MANHOLE
—CATV—	UNDERGROUND CABLE TV LINE	⊗	ELECTRIC UPRIGHT
—OH—	OVERHEAD WIRELESS ON UTILITY POLES	⊗	ELECTRIC UPRIGHT
—FO—	FIBER OPTIC LINE	⊗	CABLE TV UPRIGHT
—X—	RAILROAD	⊗	FIRE HYDRANT
—	FENCE	⊗	VALVE AND VALVE
—	QUANDARY	⊗	WATER VALVE
		⊗	AUXILIARY VALVE
		⊗	WELL
		⊗	GAS VALVE

E 8 W
N 45° 15' 00" E
1.77N

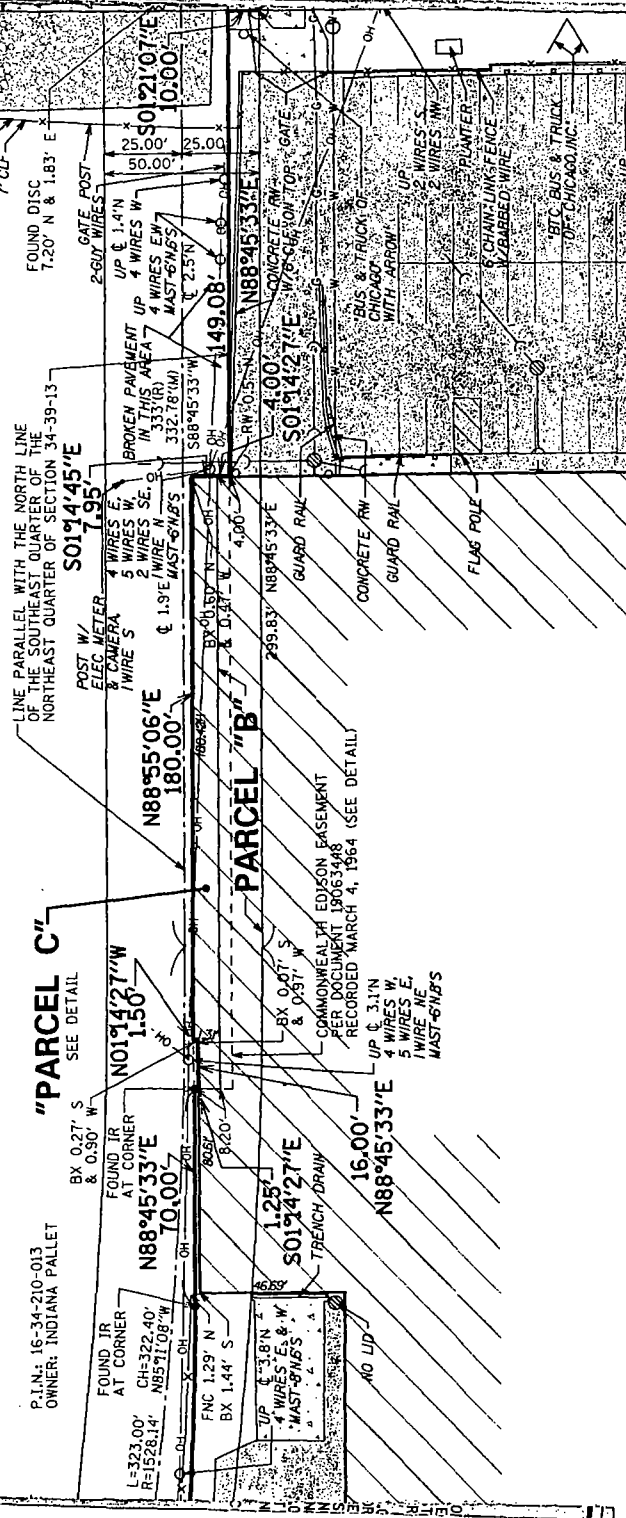
15 W
N 45° 15' 00" E
2.6'S

P.L.N.: 16-34-210-006
OWNER: COM ED





EAST LINE OF THE SOUTHEAST QUARTER OF ---
THE NORTHEAST QUARTER OF SECTION 34-39-13



A.L.T.A./A.C.S.M. I

THE CHICAGO AND ILLINOIS WESTERN RAILROAD'S
EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 34,
TOWNSHIP 34 N., RANGE 12 E., COOK COUNTY,
ILLINOIS, BEING AS FOLLOWS:

10 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE
OF THE EAST 1/4 OF SECTION 34 AND 182.8 FEET WEST OF THE
NORTH LINE WEST PARALLEL WITH AND 236.00 FEET SOUTH OF
THE NORTH LINE OF THE NORTHEAST 1/4 OF SECTION 34, A
RIGHT ANGLE BEING 6.95 FEET; THENCE EAST AT A
RIGHT ANGLE 15 FEET; THENCE NORTH OF THE POINT OF
BEGINNING 17.35 FEET; THENCE EAST ALONG A
LINE TO THE POINT OF BEGINNING, EXCEPT ALL THE OIL,
GAS, MINERAL INTEREST, RIGHT OF WAY OR ANY KIND
OF MINERAL IN UNDER, UPON OR PRODUCED FROM ANY OF
THESE, IN COOK COUNTY, ILLINOIS.

FOUND CROSS
0.33' N & 3.12' E

ION 34, TOWNSHIP 39
NORTH OF A STRIP
EACH SIDE OF THE
IN THE EAST LINE OF
SHIP 39 NORTH, RANGE 13,
NORTHEAST CORNER OF
THE NORTH LINE OF SAID
STRIKING ALONG A CURVED
O A POINT OF
HAVING A RADIUS OF
100 FEET, TANGENT TO
A LINE, A DISTANCE OF
25 FEET SOUTH OF THE
SOUTH EAST 1/4 OF THE
ALSO, EXCEPTING FROM
DESCRIBED AS FOLLOWS:

4 OF THE NORTHEAST 1/4
SOUTH EAST 1/4 OF THE
E, PARALLEL TO THE
SECTION 34, BEING THE
IN RAILROAD, A DISTANCE
THERY RIGHT OF WAY
RVED LINE, CONVEX
ODUS OF 1503.14 FEET,
SAID SOUTHWESTERLY
NO 31 RAILROAD LINE
1 OF SAID NORTH LINE OF
E WEST ALONG THE SOUTH
H LINE OF THE SOUTH
H ALONG SAID LAST,
G) IN COOK COUNTY,

PARCEL "B"

AN IRREGULAR PARCEL OF LAND OFF THE SOUTHERLY SIDE OF THE CHICAGO AND ILLINOIS
WESTERN RAILROAD COMPANY RIGHT OF WAY IN THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 OF
SECTION 34, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN
COOK COUNTY, ILLINOIS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE WEST LINE OF SOUTH PULASKI ROAD AND
THE SAID RAILROAD CO'S SOUTHERLY RIGHT OF WAY LINE SAID POINT BEING 33 FEET WEST OF
THE EAST LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4, MEASURED AT RIGHT ANGLES
NORTH LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4, 250 FEET SOUTH OF THE
NORTH LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4, 10 FEET; THENCE
WEST THEREON, NORTH ALONG SAID WEST LINE OF SOUTH PULASKI ROAD, 10 FEET; THENCE
WEST PARALLEL WITH SAID NORTH LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4,
103.3 FEET; THENCE SOUTH AT A RIGHT ANGLE, 3 FEET; THENCE WEST PARALLEL NORTH SAID
NORTH LINE OF SAID SOUTH EAST 1/4 OF THE NORTHEAST 1/4, 128 FEET; THENCE SOUTH
RIGHT ANGLES 8.2 FEET TO A CORNER IN EXISTING FENCE; THENCE WEST PARALLEL WITH SAID
NORTH LINE OF THE SOUTH EAST 1/4 OF THE NORTHEAST 1/4 ALONG SAID EXISTING FENCE, 70
FEET TO POINT OF CURVE; THENCE NORTHWESTERLY ALONG SAID EXISTING FENCE ON A CURVE
TO THE RIGHT, CONVEX SOUTHERLY, HAVING A RADIUS OF 1048.50 FEET, A DISTANCE OF
155.51 FEET TO A POINT OF TANGENT; THENCE CONTINUING NORTHWESTERLY ALONG SAID FENCE
TANGENT TO THE LAST DESCRIBED CURVE 142.5 FEET; THENCE SOUTHWESTERLY AT A RIGHT
ANGLE ALONG SAID FENCE 3.4 FEET TO A POINT IN SAID RAILROAD CO'S SOUTHERLY RIGHT OF
WAY LINE; THENCE SOUTHEASTERLY ALONG SAID SOUTHERLY RIGHT OF WAY LINE 87.48 FEET,
MORE OR LESS, TO AN IRON PIPE BEING THE POINT OF CURVE; THENCE CONTINUING
SOUTHEASTERLY ALONG SAID SOUTHERLY RIGHT OF WAY LINE ON A CURVE TO THE LEFT, CONVEX
SOUTHERLY, HAVING A RADIUS OF 1553.16 FEET, A DISTANCE OF 328.28 FEET TO POINT OF
TANGENT; THENCE CONTINUING EAST ALONG SAID SOUTHERLY RIGHT OF WAY LINE TANGENT TO
LAST DESCRIBED CURVE, PARALLEL WITH SAID NORTH LINE OF THE SOUTH EAST 1/4 OF THE
NORTHEAST 1/4, 3.82 FEET TO THE POINT OF BEGINNING, EXCEPTING THE OIL, GAS,
SOUTHERLY RIGHT OF WAY, AND ANY INTEREST, RIGHT OR TITLE OF ANY LAND OR
SUBTANTIAL INTEREST IN SAID MINERALS UNDER, UPON, OR PRODUCED FROM ANY OF THE
PROPERTY CONVEYED, IN COOK COUNTY, ILLINOIS.

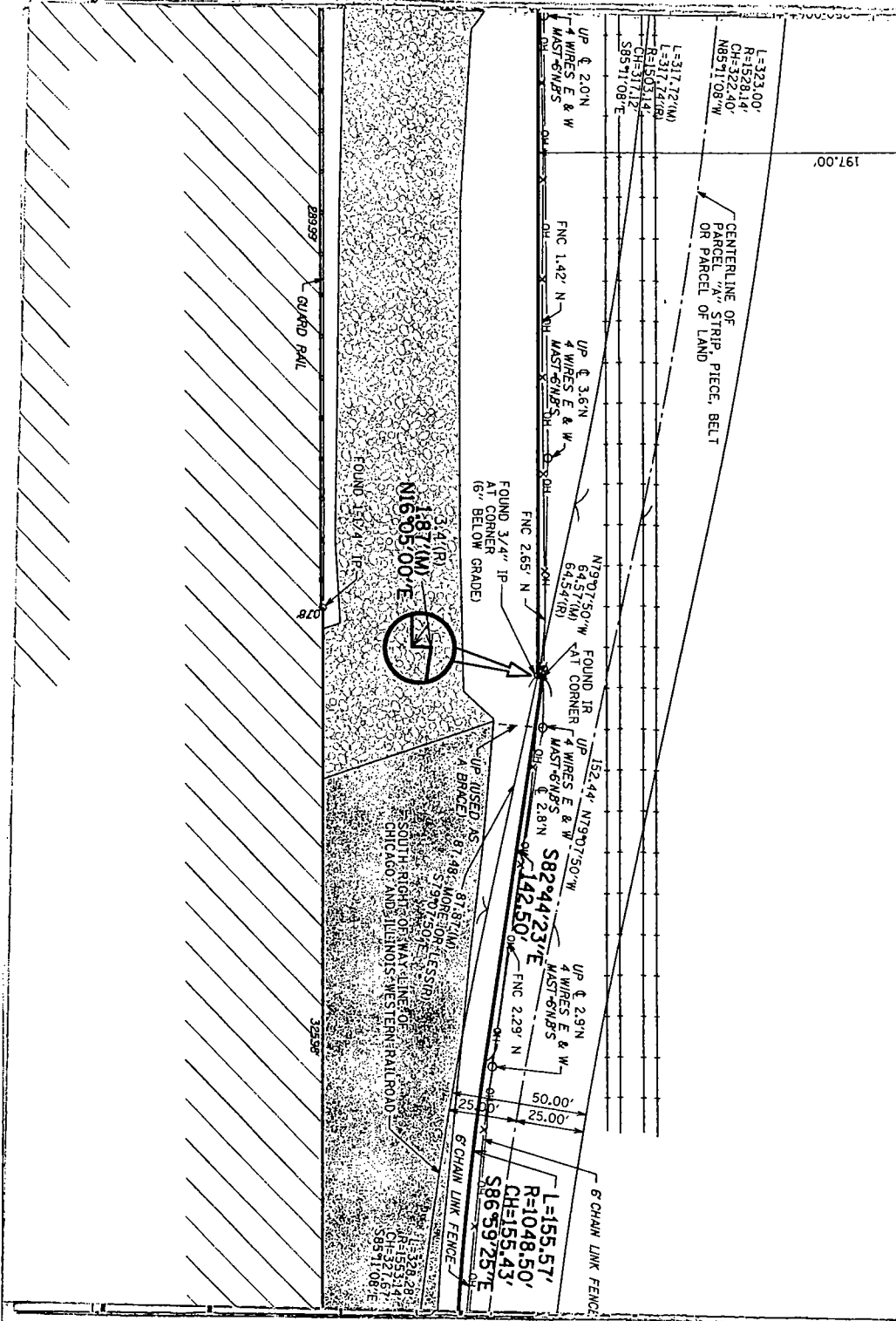
PARCEL "C"

A PARCEL OF LAND, BEING A PART OF
PROPERTY SITUATED IN THE SOUTH EAST
TOWNSHIP 39 NORTH, RANGE 13, EAST
ILLINOIS, MORE PARTICULARLY DESCRIBED

BEGINNING ON A LINE WHICH IS 236.0
OF THE SOUTH EAST 1/4 OF THE NOR
EAST LINE OF SAID SECTION 34; THENCE
SAID NORTH LINE OF THE SOUTH EAST
DISTANCE OF 195.00 FEET; THENCE IN
RIGHT ANGLES 16.00 FEET; THENCE IN
STRAIGHT LINE, A DISTANCE OF 180.0
BEGINNING OF THE SOUTH EAST 1/4 OF
COAL, GAS, SLEPHUR AND OTHER MIN
OR CHARACTER WHATSOEVER IN SAID
THE PROPERTY CONVEYED, IN COOK C

N88°45'33"E

NORTH LINE OF THE SOUTHEAST QUARTER OF
THE NORTHEAST QUARTER OF SECTION 34-39-13





SOUTH LINE OF THE SOUTHEAST QUARTER OF
THE NORTHEAST QUARTER OF SECTION 34-39-13

PLANS 10-24-10-0000
OWNER: COM ED

- CUT CROSS
- RAILROAD SPIKE
- IN CONDUIT POWER
- WKT OF CORNER
- WIDEN CORNER
- EXPLOD
- OF DRAIN
- TRANSFORMER
- TRANSFORMER
- ASPHALT
- CONCRETE
- GRAVEL

