

City of Chicago



O2022-2921

Office of the City Clerk

Document Tracking Sheet

Meeting Date:

9/21/2022

Sponsor(s):

Hopkins (2)

Type:

Ordinance

Title:

Vacation of public way(s) in area bounded by N Elston Ave, W Dickens Ave, N Southport Ave and W Willow St

Committee(s) Assignment:

Committee on Transportation and Public Way

COMMERCIAL VACATION ORDINANCE

WHEREAS, the City of Chicago ("City") is a home rule unit of local government pursuant to Article VII, Section 6 (a), of the 1970 Constitution of the State of Illinois and, as such, may exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, Alloy Property Company, LLC, a Delaware limited liability company, owns certain parcels generally bounded by W. Dickens Avenue, N. Kingsbury Street, and the North Branch of the Chicago River (approximately W. Cortland Street), and having the addresses of 1441-1463 W. Cortland Street, 1501-1511 W. Cortland Street, 1515-1525 W. Cortland Street, 2044-2048 N. Southport Avenue, 1425-1443 W. Dickens Avenue, 1400-1410 W. McLean Avenue, 1414-1430 W. McLean Avenue, 1401-1443 W. McLean Avenue, 2050-2068 N. Dominick Avenue, 1841-1861 N. Elston Avenue, 1436-1440 W. Armitage Avenue, and 1433-1435 W. Armitage Avenue; and.

WHEREAS 1511 W. Webster LLC, a Delaware limited liability company, owns certain parcels located at approximately 2070-2082 N. Dominick Street; and

WHEREAS, the two above-named limited liability companies shall henceforth be referred to collectively as the "Developers"; and

WHEREAS, the Developers propose to use the portions of the streets and alleys herein vacated for inclusion in a mixed-use development associated with Planned Development 1439, as approved by the City Council of the City ("City Council") on March 13, 2019 ("Planned Development 1439"); and

WHEREAS, the City Council, after due investigation and consideration, has determined that the nature and extent of the public use and the public interest to be subserved is such as to warrant the vacation of those portions of the public street, described in the following ordinance; now therefore,

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

SECTION 1.

VACATION OF:

ALL THAT (PARCEL V6) PART OF THE NORTH-SOUTHERLY 16 FOOT WIDE PUBLIC ALLEY LYING EASTERLY OF AND ADJOINING LOTS 5 TO 10, AND LYING WEST OF AND ADJOINING THAT PART OF LOT 1, ALL INCLUSIVE, IN THE SUBDIVISION OF LOT 1 OF BLOCK 17 IN SHEFFIELD'S ADDITION TO CHICAGO IN SECTION 32, TOWNSHIP 40 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, RECORDED MARCH 31, 1894 AS DOCUMENT NUMBER 2016956, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEASTERLY CORNER OF LOT 10 AFORESAID; THENCE NORTH 61 DEGREES 17 MINUTES 14 SECONDS EAST ALONG THE EASTERLY EXTENSION OF THE SOUTHERLY LINE OF LOT 10 AFORESAID 16.00 FEET TO THE SOUTHWEST CORNER OF SAID LOT 1 IN THE SUBDIVISION OF LOT 1 OF BLOCK 17 AFORESAID; THENCE NORTH 29 DEGREES 28 MINUTES 20 SECONDS WEST ALONG SAID WESTERLY LINE OF LOT 1, A DISTANCE OF 150.00 FEET TO THE INTERSECTION WITH THE EASTERLY EXTENSION OF THE NORTH LINE OF LOT 5 AFORESAID; THENCE SOUTH 61 DEGREES 17 MINUTES 14 SECONDS WEST ALONG SAID EASTERLY EXTENSION 16.00 FEET TO THE NORTHEAST CORNER OF SAID LOT 5; THENCE SOUTH 29 DEGREES 28 MINUTES 20 SECONDS EAST ALONG THE EASTERLY LINE OF LOTS 5 TO 10, INCLUSIVE, 150.00 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 2,400 SQUARE FEET OR 0.055 ACRES, MORE OR LESS.

TOGETHER WITH (PARCEL V1) THAT PART OF N. DOMINICK STREET, 66 FOOT RIGHT OF WAY, LYING EASTERLY OF AND ADJOINING THAT PART OF LOT 7, LOTS 8 THRU 10, AND THAT PART OF LOT 11, ALL INCLUSIVE, IN BLOCK 6 IN W.F. DOMINICK'S SUBDIVISION, ANTE-FIRE, OF LOTS 1, 2 & 3 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1853, ANTE-FIRE, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE SOUTH LINE OF THE NORTH HALF OF LOT 9 AFORESAID WITH THE WESTERLY LINE OF N. DOMINICK STREET; THENCE NORTH 31 DEGREES 04 MINUTES 00 SECONDS WEST ALONG SAID WESTERLY LINE 48.95 FEET; THENCE CONTINUING ALONG SAID WESTERLY LINE NORTH 23 DEGREES 16 MINUTES 12 SECONDS WEST 111.79 FEET TO A POINT 12.99 FEET NORTHERLY OF THE SOUTH LINE OF W. DICKENS AVENUE EXTENDED; THENCE SOUTH 34 DEGREES 55 MINUTES 14 SECONDS EAST 361.12 FEET; THENCE SOUTH 14 DEGREES 57 MINUTES 11 SECONDS WEST 7.80 FEET; THENCE SOUTH 64 DEGREES 49 MINUTES 09 SECONDS WEST 29.57 FEET TO THE WESTERLY LINE OF N. DOMINICK STREET AFORESAID, ALSO BEING ON THE EAST LINE OF LOT 11; THENCE NORTH 32 DEGREES 18 MINUTES 41 SECONDS WEST ALONG SAID WESTERLY LINE 203.03 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 8,689 SQUARE FEET OR 0.199 ACRES, MORE OR LESS.

TOGETHER WITH (PARCEL V2) THAT PART OF THE EAST-WEST 16 FOOT WIDE PUBLIC ALLEY, LYING SOUTH OF AND ADJOINING LOTS 15 TO 18, INCLUSIVE, AND THAT PART OF LOT 19; AND LYING NORTH OF AND ADJOINING THAT PART OF LOT 22, ADJOINING THAT PART OF LOTS 23 AND 24; AND LYING WEST OF AND ADJOINING THAT PART OF SAID 16 FOOT WIDE PUBLIC ALLEY HERETOFORE VACATED BY ORDINANCE PASSED MARCH 9, 1995 AND RECORDED AUGUST 30, 1995 AS DOCUMENT NO. 95574351; ALL IN BLOCK 4 IN W. F. DOMINICK'S SUBDIVISION, ANTE-FIRE, OF LOTS 1, 2 AND 3 IN BLOCK 14 IN SHEFFIELD'S ADDITION TO CHICAGO IN SECTION 32, TOWNSHIP 40 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1853, ANTE-FIRE, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF LOT 21 IN BLOCK 4 AFORESAID; THENCE NORTH 89 DEGREES 02 MINUTES 50 SECONDS EAST ALONG THE NORTH LINE OF BLOCK 4 AFORESAID 6.87 FEET; THENCE SOUTH 34 DEGREES 54 MINUTES 46

SECONDS EAST 144.75 FEET TO THE NORTH LINE OF SAID 16 FOOT WIDE PUBLIC ALLEY, ALSO BEING ON THE SOUTH LINE OF SAID LOT 19, AND THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 01 MINUTES 20 SECONDS EAST ALONG SAID NORTH LINE 113.20 FEET TO THE WEST LINE OF THAT PART OF SAID 16 FOOT WIDE PUBLIC ALLEY HERETOFORE VACATED BY ORDINANCE AFORESAID, AND BEING THE SOUTHEAST CORNER OF SAID LOT 15; THENCE SOUTH 01 DEGREES 52 MINUTES 29 SECONDS EAST 16.00 FEET TO THE SOUTH LINE OF SAID 16 FOOT WIDE PUBLIC ALLEY, ALSO BEING THE NORTHEAST CORNER OF SAID LOT 24; THENCE SOUTH 89 DEGREES 01 MINUTES 20 SECONDS WEST ALONG SAID SOUTH LINE 102.68 FEET; THENCE NORTH 34 DEGREES 54 MINUTES 46 SECONDS WEST 19.28 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 1,727 SQUARE FEET OR 0.040 ACRES, MORE OR LESS.

TOGETHER WITH (PARCEL V3) THAT PART OF W. McLEAN AVENUE, 66 FOOT RIGHT OF WAY, LYING SOUTH OF AND ADJOINING THAT PART OF LOTS 24 AND 25 IN BLOCK 4 IN W.F. DOMINICK'S SUBDIVISION, ANTE-FIRE, OF LOTS 1, 2 & 3 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1853, ANTE-FIRE, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF LOT 22 IN BLOCK 4 AFORESAID, BEING ALSO ON THE NORTH LINE OF W. McLEAN AVENUE; THENCE NORTH 88 DEGREES 59 MINUTES 49 SECONDS EAST ALONG SAID NORTH LINE 42.50 FEET TO A POINT ON THE SOUTH LINE OF SAID LOT 24, AND THE POINT OF BEGINNING; THENCE CONTINUING NORTH 88 DEGREES 59 MINUTES 49 SECONDS EAST ALONG SAID NORTH LINE 26.11 FEET TO A POINT ON THE SOUTH LINE OF SAID LOT 25; THENCE SOUTH 64 DEGREES 49 MINUTES 09 SECONDS WEST 21.99 FEET; THENCE NORTH 34 DEGREES 54 MINUTES 46 SECONDS WEST 10.85 FEET TO THE NORTH LINE OF W. McLEAN AVENUE AND THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 118 SQUARE FEET OR 0.003 ACRES, MORE OR LESS.

TOGETHER WITH (PARCEL V4) THAT PART OF N. SOUTHPORT AVENUE, 66 FOOT RIGHT OF WAY, LYING NORTH OF AND ADJOINING THAT PART OF N. SOUTHPORT AVENUE HERETOFORE VACATED BY ORDINANCE RECORDED JANUARY 5, 1994 AS DOCUMENT NUMBER 94014634, LYING WEST OF AND ADJOINING BLOCK 1 IN THE SUBDIVISION OF BLOCK 13 IN SHEFFIELD'S ADDITION TO CHICAGO ACCORDING TO THE PLAT THEREOF, RE-RECORDED NOVEMBER 22, 1882, AS DOCUMENT NO. 433835, ANTE-FIRE, AND LYING EAST OF AND ADJOINING BLOCK 4 IN W.F. DOMINICK'S SUBDIVISION, ANTE-FIRE, OF LOTS 1, 2 & 3 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1853, ANTE-FIRE, TOGETHER WITH THAT PART OF W. McLEAN AVENUE, 66 FOOT RIGHT OF WAY, LYING WEST OF AND ADJOINING WEST SOUTHPORT AVENUE AFORESAID, LYING SOUTH OF AND ADJOINING BLOCK 5 ALL IN W.F. DOMINICK'S SUBDIVISION AFORESAID, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF LOT 10 IN BLOCK 4 AFORESAID, BEING ON THE NORTH LINE OF W. McLEAN AVENUE AND THE WEST LINE OF N. SOUTHPORT AVENUE; THENCE NORTH 01 DEGREES 51 MINUTES 31 SECONDS WEST ALONG THE WEST LINE OF N. SOUTHPORT AVENUE 32.36 FEET; THENCE NORTH 64 DEGREES 49

MINUTES 09 SECONDS EAST 44.34 FEET; THENCE SOUTH 46 DEGREES 14 MINUTES 43 SECONDS EAST 36.15 FEET TO THE NORTHWEST CORNER OF LOT 64 IN BLOCK 1 IN THE SUBDIVISION OF BLOCK 13 IN SHEFFIELD'S ADDITION TO CHICAGO AFORESAID, BEING ALSO ON THE EAST LINE OF N. SOUTHPORT AVENUE; THENCE SOUTH 01 DEGREES 51 MINUTES 31 SECONDS EAST ALONG SAID EAST LINE 91.07 FEET TO THE NORTH LINE OF HERETOFORE VACATED N. SOUTHPORT AVENUE AFORESAID; THENCE SOUTH 88 DEGREES 59 MINUTES 49 SECONDS WEST ALONG SAID NORTH LINE, BEING ALSO THE EASTERLY EXTENSION OF THE SOUTH LINE OF W. McLEAN AVENUE AND THE NORTH LINE OF BLOCK 5 AFORESAID, 280.11 FEET; THENCE NORTH 15 DEGREES 34 MINUTES 27 SECONDS EAST 3.48 FEET; THENCE NORTH 64 DEGREES 49 MINUTES 09 SECONDS EAST 152.99 FEET TO THE NORTH LINE OF W. McLEAN AVENUE, ALSO BEING THE SOUTH LINE OF SAID BLOCK 4; THENCE NORTH 88 DEGREES 59 MINUTES 49 SECONDS EAST ALONG SAID NORTH LINE 72.55 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 16,661 SQUARE FEET OR 0.382 ACRES, MORE OR LESS.

TOGETHER WITH (PARCEL V5) THENCE PART OF W. ARMITAGE AVENUE, 50 FOOT RIGHT OF WAY, LYING WEST OF AND ADJOINING THAT PART OF W. ARMITAGE AVENUE HERETOFORE VACATED BY ORDINANCE RECORDED JANUARY 5, 1994 AS DOCUMENT NUMBER 94014634, LYING SOUTH OF AND ADJOINING BLOCK 1 AND LYING NORTH OF AND ADJOINING BLOCK 2 ALL IN J.F. LAWRENCE'S SUBDIVISION, ANTE-FIRE, OF LOT 4 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1853, ANTE-FIRE, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF W. ARMITAGE AVENUE (ALSO BEING THE SOUTH LINE OF SAID BLOCK 1) WITH THE WEST LINE OF HERETOFORE VACATED W. ARMITAGE AVENUE AFORESAID, BEING A POINT 346.58 FEET WEST OF THE WEST LINE OF HERETOFORE VACATED N. SOUTHPORT AVENUE, VACATED BY ORDINANCE RECORDED JANUARY 5, 1994 AS DOCUMENT NUMBER 94014634: THENCE SOUTH 18 DEGREES 33 MINUTES 18 SECONDS EAST 52.21 FEET ALONG SAID WEST LINE OF HERETOFORE VACATED W. ARMITAGE AVENUE TO THE SOUTH LINE OF W. ARMITAGE AVENUE (ALSO BEING THE NORTH LINE OF SAID BLOCK 2) BEING A POINT 331.58 FEET WEST OF THE WEST LINE OF HERETOFORE VACATED N. SOUTHPORT AVENUE AFORESAID; THENCE SOUTH 88 DEGREES 10 MINUTES 29 SECONDS WEST ALONG SAID SOUTH LINE 83.02 FEET TO THE NORTHWEST CORNER OF LOT 13 IN BLOCK 2 AFORESAID: THENCE NORTH 25 DEGREES 53 MINUTES 09 SECONDS WEST 54.76 FEET TO THE SOUTHWEST CORNER OF LOT 15 IN BLOCK 1 AFORESAID, BEING ALSO ON THE NORTH LINE OF W. ARMITAGE AVENUE: THENCE NORTH 88 DEGREES 10 MINUTES 29 SECONDS EAST ALONG SAID NORTH LINE 90.32 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 4,333 SQUARE FEET OR 0.099 ACRES, MORE OR LESS.

AND TOGETHER WITH (PARCEL V7) THAT PART OF N. DOMINICK STREET, 66 FOOT RIGHT OF WAY, LYING EASTERLY OF AND ADJOINING THAT PART N. DOMINICK STREET HERETOFORE VACATED BY ORDINANCE RECORDED AS DOCUMENT NUMBER 16509792, IN THE WEST HALF OF THE NORTHWEST QUARTER OF SECTION 32, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

COMMENCING ON THE WEST LINE OF N. DOMINICK STREET AT A POINT 33 FEET NORTHERLY OF THE SOUTHEAST CORNER OF LOT 11 IN BLOCK 6 IN W.F. DOMINICK'S SUBDIVISION, ANTE-FIRE, OF LOTS 1, 2 & 3 OF BLOCK 14 OF SHEFFIELD MINUTES S ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1853, ANTE-FIRE, BEING ALSO A POINT ON A NORTHERLY LINE OF HERETOFORE VACATED DOMINICK STREET AFORESAID; THENCE NORTH 88 DEGREES 07 MINUTES 18 SECONDS EAST ALONG SAID NORTHERLY LINE 8.00 FEET TO THE NORTHEASTERLY LINE THEREOF; THENCE SOUTH 54 DEGREES 35 MINUTES 37 SECONDS EAST ALONG SAID NORTHEASTERLY LINE 69.38 FEET TO THE POINT OF BEGINNING: THENCE NORTH 64 DEGREES 49 MINUTES 09 SECONDS EAST 5.08 FEET: THENCE SOUTH 33 DEGREES 40 MINUTES 15 SECONDS EAST 12.40 FEET TO THE NORTHEASTERLY LINE OF HERETOFORE VACATED DOMINICK STREET AFORESAID; THENCE NORTH 54 DEGREES 35 MINUTES 37 SECONDS WEST ALONG SAID NORTHEASTERLY LINE 14.08 FEET TO THE POINT OF BEGINNING. IN COOK COUNTY, ILLINOIS. SAID ABOVE DESCRIBED PARCEL CONTAINING 31 SQUARE FEET OR 0.001 ACRES, MORE OR LESS.

TOTAL AREA OF THE ABOVE DESCRIBED PARCELS = 33,959 SQUARE FEET, OR 0.78 ACRES, MORE OR LESS, as shaded and legally described by the words "HEREBY VACATED" on the plat hereto attached as **EXHIBIT A** (CDOT File: 32-02-20-3935), which plat for greater clarity, is hereby made a part of this ordinance, be and the same is hereby vacated and closed, inasmuch as the same is no longer required for public use and the public interest will be subserved by such vacation.

SECTION 2. The vacations shall be governed by and is subject to the conditions of Planned Development 1439 as approved by the City Council of the City of Chicago (the "City Council") on March 13, 2019, and the Lincoln Yards Redevelopment Agreement (the "Lincoln Yards RDA") among the City of Chicago ("City"), Fleet Portfolio, LLC, and Alloy Property Company, LLC, a Delaware limited liability company, authorized by the City Council on April 10, 2019, and published in the Journal of the Proceedings of the City Council for such date at pages 98094 through 98207, and recorded with the Office of the Recorder of Deeds of Cook County, Illinois, on April 26, 2019, as document 1911618059.

SECTION 3. The vacations shall be subject to and expressly conditioned upon the additional requirements identified in the Temporary Easement Agreement between the Developers and the City, acting by and through its Department of Water Management, in substantially the form hereto attached as **EXHIBIT B**, and as further detailed in the Department of Water Management exhibits attached thereto.

SECTION 4. The City of Chicago hereby reserves for the benefit of The Peoples Gas Light and Coke Co. an easement to operate, maintain, repair, renew and replace existing underground facilities and to construct new facilities in all of the area to be vacated, with the right of ingress and egress at all times for any and all such purposes. It is further provided that no buildings or other structures shall be erected upon or over said easement herein reserved for The Peoples Gas Light and Coke Co. or other use made of the said area which would interfere with the construction, operation, maintenance, repair, removal, or replacement of said facilities, or the construction of

additional facilities. No construction, buildings, permanent structures or obstructions shall occur or be placed over the area herein vacated without express written release of easement by the involved utility. Any future Developers prompted relocation of Peoples Gas facilities lying within the area herein vacated will be accomplished by Peoples Gas, and completed at the expense of the Developer, its successors or assigns.

SECTION 5. The Developer and the City of Chicago, by and through its Department of Transportation, acknowledge that infrastructure improvements in the dedications herein contemplated (see Section 6 below) shall be subject to terms, conditions and agreement by the Metropolitan Water Reclamation District, or its successor in accordance with the Intergovernmental Agreement Between the Metropolitan Water Reclamation District of Greater Chicago and the City of Chicago, Illinois for the Lincoln Yards Development, in substantially the form hereto attached as **EXHIBIT C.**

SECTION 6. Statement number 3 of PD 1439 states, in part: "To the extent CDOT determines that compensation is payable to the City by the Applicant [i.e., the Developer] for existing right-of-way to be vacated, the Applicant shall receive a credit on a square foot basis for all right-of-way to be dedicated in determining such compensation." The square footage of the to-bevacated right of way is approximately 33,959 square feet (0.78 Acres). Pursuant to a separate resubdivision ordinance, involving the proposed resubdivision of the area bounded approximately by W. Webster Avenue, N. Kingsbury Street and the North Branch of the Chicago River (approximately W. Cortland Street), including various dedications for public way, as legally described in the attached plat **EXHIBIT D** (CDOT File: 32-02-20-3936), the Developers are dedicating approximately 123,208.76 square feet (2.83 acres) of property for public right of way. Therefore, in accordance with PD 1439 Statement Number 3, and subject to the recording of said resubdivision ordinance, no compensation shall be due from the Developers for the benefits that will accrue to the owner of the property abutting said part of public street hereby vacated).

SECTION 7. The vacations herein provided for are made under the express condition that the Developers, their successors and assigns, shall hold harmless, indemnify and defend the City of Chicago from all claims related to said vacations.

SECTION 8. The vacations herein provided for are also made upon the express condition that within one hundred eighty (180) days after the passage of this ordinance, the Developers shall file or cause to be filed for recordation with the Office of the Recorder of Deeds of Cook County, Illinois a certified copy of this ordinance, together with the associated full-sized plat of vacation as approved by the Superintendent of Maps and Plats.

SECTION 9. This ordinance shall take effect and be in force from and after its passage and publication. The vacations shall take effect and be in force from and after recording of the published ordinance and approved plat.

Vacations Approved:

Gia B

Commissioner of Transportation

Introduced By:

Honorable Brian Hopkins Alderman, 2nd Ward

CDOT File:

32-02-20-3935

Exhibit A to ordinance

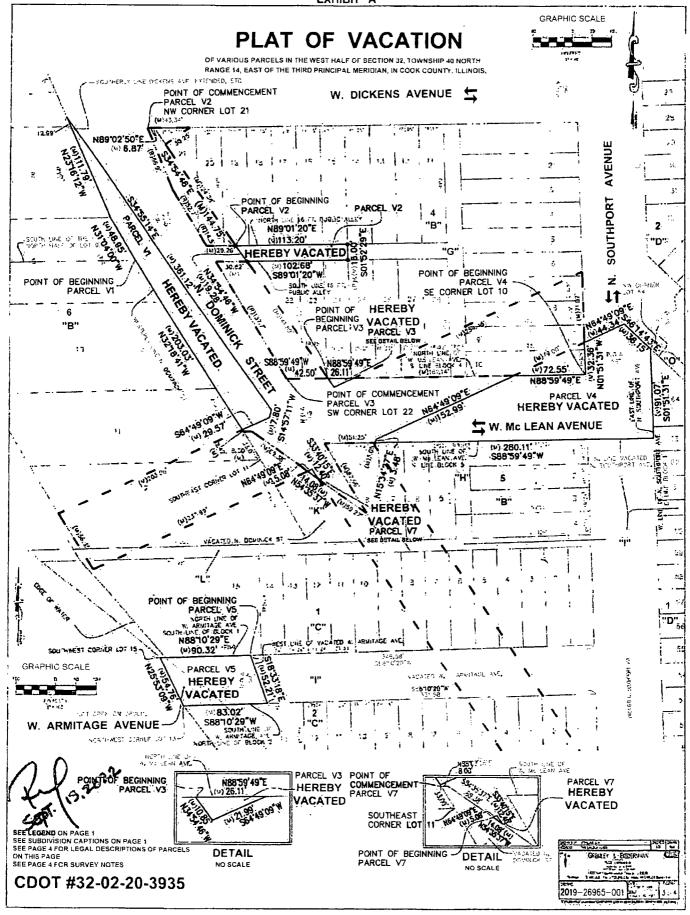
Plat of Vacation

(Attached)

	EXHIBIT A.	
LEGEND		1
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PLAT OF VACATION **GRAPHIC SCALE** AS POLICIONS BEGINNING AT THE SOUTHEASTERLY CORNER OF LOT 10 AFORESAID, THENCE NORTH 61 DEGREES 17 MINIUTES 14 SECONDS DEST ALONG THE EASTERLY CORNER OF THE SOUTHERLY LINE OF LOT 10 AFORESAID 15.00 FEET TO THE SOUTHERLY LINE OF LOT 10 AFORESAID 15.00 FEET TO THE SOUTHERLY LINE OF LOT 14 AFORESAID. THENCE NORTH 15 SOUTHERLY LINE OF LOT 14 AFORESAID, THENCE NORTH 17 ECCREES 38 MINUTES 20 SECONDS WEST ALONG SAID WESTERLY LINE OF LOT 14 AFORESAID, THENCE SOUTH 15 DEGREES 17 MINUTES 18 SECONDS WEST ALONG SAID EASTERLY EXTENSION 160 FEET TO THE NORTHEAST CONNER OF SAID LOT 3. THENCE SOUTH 29 DEGREES 28 MINUTES 20 SECONDS EAST ALONG THE ASTTERLY LINE OF LOTS 3 TO 10, INCLUSIVE, 150 00 FEET TO THE POINT OF BEGINNING, 10 COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PANCEL CONTAINING 2,400 SQUARE FEET OR 0 055 ACRES, MORE OR LESS. NORTH BRANCH OF CHICAGO RIVER W. CORTLAND STREET (85 352 TERLY CORNER LOT 10 SEE LEGEND ON PAGE 1 SEE SUBDIVISION CAPTIONS ON PAGE 1 SEE PAGE 4 FOR SURVEY NOTES WILLOW STREET S CDOT #32-02-20-3935 2019-26965-001



PLAT OF VACATION

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PREPARED FOR / MAIL TO

FBR N. GHEEN, ST., SUITE 1100 CHICAGO II, 1204407

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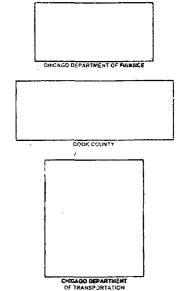
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Exhibit B to ordinance

DWM Temporary Easement Agreement

(Attached)

PREPARED BY AND AFTER RECORDING RETURN TO:

Arthur Dolinsky
Senior Counsel
City of Chicago
Department of Law
Real Estate and Land Use Division
121 North LaSalle Street, Room 600
Chicago, Illinois 60602

AGREEMENT REGARDING TEMPORARY EASEMENT FOR DWM FACILITIES (Lincoln Yards North)

This Agreement (the "Agreement") is entered into as of this _____day of _____, 2022 ("Effective Date"), by and between the CITY OF CHICAGO, an Illinois home rule municipal corporation (the "City"), by and through its Department of Water Management ("DWM") and ALLOY PROPERTY COMPANY, LLC, a Delaware limited liability company, and 1511 W. WEBSTER, LLC, a Delaware limited liability company, and their respective affiliates, successors, and/or assigns (collectively, the "Developers"). The City and Developers shall individually be referred to herein as a "Party", and collectively referred to as the "Parties".

Witnesseth:

WHEREAS, Developers are the current owners of those certain Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, and 10 of Lincoln Yards North Subdivision located in Chicago, Illinois which is legally described on **Exhibit A** attached hereto and made a part hereof (the "Developers Parcel"); and

WHEREAS, Developers contemplate the development of a mixed-use project generally known as Lincoln Yards North ("Developers Project") on the Developers Parcel; and

WHEREAS, consistent with the Developers Project, Developers and City have agreed to subdivide ("Subdivision") and dedicate ("Dedication", or "Dedicated") certain property depicted on **Exhibit B** (the "Dedicated Property") for the benefit of the City, as provided in an ordinance approved by the City Council of the City on _______, 20____

•	seedings of the City Council for such date at pages and Dedication Ordinance"); and
City has agreed to vacate("Vacation") ce "Vacated Property") for the benefit of the approved by the City Council of the City	ns and conditions of the Vacation Ordinance, the ertain streets and alleys depicted on Exhibit C (the e Developers Project, as provided in an ordinance on, 20 and published in the Journal for such date at pages through

- WHEREAS, the Developers understand and agree that the Subdivision, Dedication, and Vacation are subject to and conditioned upon the terms and conditions set forth in the Subdivision and Dedication Ordinance and the Vacation Ordinance, including:
- (i) DWM Lincoln Yards North OUC Letters OUC File No. VD-110518 for the Dedications and Subdivision of Lincoln Yards North, attached hereto as **Exhibits D-1** and D-2 made a part hereof (the "DWM Dedication and Subdivision OUC Letters"); and
- (ii) DWM Lincoln Yards North OUC Letters OUC File No. VD-110517 for the Vacation of portions of alleys and portions of streets in the general area bounded by N. Elston Ave, W. Dickens Ave. (2100 N), N. Clybourn Ave, and W. Willow St. (extended) (1740 N), attached hereto as **Exhibit E-1 and E-2** and made a part hereof (the "DWM Vacation OUC Letters"); and
- WHEREAS, the DWM Dedication and Subdivision OUC Letters and the DWM Vacation OUC Letters collectively shall be referred to herein from time to time as the "DWM OUC Letters"; and
- WHERAS, Developers and the City are parties to that certain Lincoln Yards Redevelopment Agreement dated April 26, 2019 and recorded with the Cook County Recorder of Deeds on April 26, 2019 as Document Number 1911618059 (the "Redevelopment Agreement") affecting the Developers Project.
- WHEREAS, subject to the terms and conditions of the DWM OUC Letters, and this Agreement, the Developers has agreed to construct, install, relocate, or replace certain City owned or controlled sewer, water, and related facilities in a manner that is consistent with the Developers Project as provided in this Agreement (the "Developers DWM Facility Work"); and
- WHEREAS, Developers have agreed to grant to the City a temporary easement (the "Temporary DWM Easement") in the Vacated Property (the "Temporary DWM Easement Parcel"), subject to the conditions set forth in Section 3 herein. The Temporary DWM Easement is needed for access to, and use and maintenance of existing water and sewer facilities and appurtenances thereto owned by the City (the "Existing DWM Facilities") prior to completion and acceptance by the DWM, at DWM's sole discretion, of the Developers DWM Facility Work (the "New DWM Facilities"); and
- WHEREAS, the Existing Water Mains, as defined herein, shall be included in the Temporary DWM Easement Parcel as such Existing Water Mains shall be abandoned by the City, pursuant to the terms and conditions of the DWM Vacation OUC Letters, Exhibit E-1 and E-2 respectively, and this Agreement; and

WHEREAS, City has agreed to release and quitclaim to Developers its Temporary DWM Easement rights in the Vacated Property (the "Release of Temporary DWM Easement"), as described in the form attached hereto as described **Exhibit F**, which easement rights will no longer be needed for City ownership, access to or the use and maintenance following the completion of the Developers DWM Facility Work, subject to DWM's review, approval, and acceptance thereof, which Developers DWM Facility Work shall comply with the terms and conditions of the DWM OUC Letters and this Agreement. Such Release of Temporary DWM Easement will be delivered in accordance with the terms and conditions of this Agreement; and

WHEREAS, in consideration of the City's approval of the Vacation, and Subdivision and Dedication Ordinances, and the grants and releases of easements provided herein, Developers will perform the Developers DWM Facility Work and assume the corresponding obligations as provided in this Agreement.

NOW, THEREFORE, in consideration of mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

- 1. Abandonment of Existing Water Mains. Pursuant to the terms and conditions of the DWM Vacation OUC Letters, Exhibit E-1 and E-2 respectively, and this Agreement, the existing 8-inch water main located in W Armitage Avenue west of N Southport Avenue; 12-inch water main located in N Dominick Street from W Dickens Avenue to W McLean Avenue and in W McLean Avenue from N Dominick Street to N Southport Avenue; and the 12-inch water main located in N Southport Avenue from N Kingsbury Street to N Southport Avenue (collectively, the "Existing Water Mains") shall be abandoned. The new 16-inch water main in the proposed N Dominick Street must be installed and connected to the existing 24-inch water main in W Cortland Street before the existing 12-inch water main in N Southport Avenue can be abandoned. To maintain water quality, the water main in W Cortland Street may not be left as a dead end.
- 2. Grant of Temporary DWM Easement. On the Effective Date, subject to the terms and conditions stated in this Agreement, the Developers hereby grants and conveys, subject to the conditions set forth in Section 3 herein, the Temporary DWM Easement to the City in, on, over, under and through the Temporary DWM Easement Parcel, for the purposes detailed in Section 4(a) below.
- 3. Release of Temporary DWM Easement. The Release of the Temporary DWM Easement shall be provided to the Developers following the completion of the Developers DWM Facility Work, subject to DWM's review, approval, and acceptance of the Developers DWM Facility Work's compliance with the terms and conditions of the DWM OUC Letters, Exhibits D-1 and D-2 and E-1 and E-2 respectively, and this Agreement. Such terms and conditions for the Release of the Temporary DWM Easement shall include:
 - (i) the Temporary DWM Easement for the 24-inch public sewer on N Dominick St.;12-inch public sewer in W McLean Ave.; and 18-inch public sewer on

N Southport Ave., located in the Temporary DWM Easement Parcel, upon the Developers' construction of a new sewer mains within the Dedicated Property that replaces the function of the existing sewer mains within the Vacated Property, and subject to DWM's approval and acceptance of the new sewer mains, as part of the sewer relocation work into the new dedicated public right of way.

(ii) the Existing Water Mains, as defined in Section 1, located in the Temporary DWM Easement Parcel shall be released and quitclaimed upon the abandonment of the water mains located in the Temporary DWM Easement Parcel.

4. Conditions of Temporary DWM Easement.

The Temporary DWM Easement granted by Section 2 shall be subject to the following conditions:

- a. For existing water mains and sewer mains, the Temporary DWM Easement shall be an easement over the entire width and length of the Vacated Property, including the previously vacated rights of way in N. Southport Avenue between W. Cortland Street and W. McLean Avenue and in W. Armitage Avenue from N. Southport Avenue west to the Chicago River for the existing water and sewer mains.
- b. There shall be a minimum forty (40) feet of vertical clearance above ground level to provide access to construction machinery that would be necessary in the event of a break or if maintenance or relocation were required in the future.
- c. DWM shall have continuous 24-hour access without any obstructions like fences, including safety fences, or bollards to any and all areas covered by the Temporary DWM Easement. The Developers shall provide DWM with access controls to all safety fences to allow DWM 24-hour access.
- d. Subject to the terms and conditions of the DWM OUC Letters and this Agreement, and all proposed plans, including but not limited to the water main plans, for Improvements (as defined herein) must be submitted by Developers to DWM for review and approval by DWM prior to commencement of construction.
- e. Developers as the beneficiary of the Vacated Property where a temporary easement is required by DWM shall be responsible, at Developers' sole cost and expense, for the repair, renewal, or replacement of any physical Improvements on the Vacated Property that may be damaged in connection with the maintenance and repair, or replacement of the sewer main or water main. Examples of such improvements include, but are not limited to, the landscape island, the private drainage system, lighting, pavement, and sidewalks (collectively, the "Improvements").
- f. Developers as the beneficiary of the Vacated Property where a temporary easement is required by DWM shall be responsible, at Developers' sole cost and expense, for completely removing any obstacles for the

- maintenance and repair, or replacement of the water mains and sewer mains by DWM.
- g. Developers as the beneficiary of the Vacated Property where a temporary easement is required by DWM must follow landscape requirements per DWM requirements for DWM Existing Facilities protection.
- h. Developers as the beneficiary of the Vacated Property where a temporary easement is required by DWM shall pay for any adjustments to DWM's facilities in the Vacated Property, as such adjustments are determined by DWM in its sole discretion, and shall include but not be limited to repairs or adjustments due to water main or sewer breaks, leaks, damage from construction operations, and any other repairs deemed necessary by DWM.
- i. The Temporary Easement on the Vacated Property can be released after the existing facilities are abandoned and new facilities built by the Developers, as the beneficiary, within dedicated rights of way that replaces the functions of the water mains and sewers withing the Vacated Property and accepted by DWM.
- j. Once the Temporary Easement is in place, DWM can release its rights in the previously vacated rights of way in N. Southport Avenue between W. Cortland Street and W. McLean Avenue and in W. Armitage Avenue from N. Southport Avenue west to the Chicago River.
- k. All temporary easement documents must be reviewed and approved by DWM.

5. Use, Access, and Restoration of Temporary DWM Easement.

- a. <u>Use and access</u>. The Temporary DWM Easement shall be an easement and right of way for Existing DWM Facilities, and for the maintenance, abandonment and/or removal of sewer or water mains or other municipally-owned service facilities now located or which in the future may be located in the Temporary DWM Easement Parcel, and for the maintenance, renewal, and reconstruction thereof, with the right of ingress and egress at all times upon reasonable notice. It is further provided that no buildings or other structures shall be erected in or on the Temporary DWM Easement Parcel, nor any use made of the Temporary DWM Easement Parcel, or the facilities located therein for support, which in the reasonable judgment of the municipal officials having control of the aforesaid service facilities would substantially interfere, in a material and adverse way, with the use, maintenance, renewal, or reconstruction of Existing DWM Facilities.
- b. <u>Restoration</u>. If City conducts any work in the Temporary DWM Easement Parcel, City shall have no obligation to restore the Temporary DWM Easement Parcel.

6. Developers DWM Facility Work.

- a. Upon execution of this Agreement, Developers will be responsible, at its sole cost and expense, for performing and completing the Developers DWM Facility Work as described in <u>Exhibit G</u> in accordance with the DWM OUC Letters, and subject to the terms of this Agreement.
- b. Simultaneous with the Developers' payment to DWM for the abandonment of certain water mains and water main adjustments, as required and set forth in the DWM OUC Letters, attached hereto as **Exhibits D-1 and D-2 and E-1**. **and E-2**, the Developers shall provide DWM with an irrevocable, unconditional, standby letter of credit ("Letter of Credit") in an amount of One Million Four Hundred Ninety-Two Thousand Six Hundred Thirty-Five and no/100 Dollars (\$1,492,635.00), for the deposit required in the DWM OUC Letters for the estimated cost, based on current rates for labor, materials, equipment, and overhead charges, for the Water Mains Installations.
- c. Upon Developers' final completion of the Developers DWM Facility Work. including all required punch list items, all in accordance with the Approved Plans, Permits, and delivery of as-built plans and assignments of warranties, and DWM acceptance of the water and sewer Developers DWM Facility Work, as required by the respective DWM OUC Letters and this Agreement, the DWM Commissioner shall provide the Developers with a separate written close out letter for each of the water and sewer Developers DWM Facility Work, and evidencing acceptance of the Developers DWM Facility Work. Following close out, turnover and acceptance of the Developers DWM Facility Work as provided herein, Developers shall have no obligation to maintain the New DWM Facilities, and the City will promptly return the Letter of Credit, or if the Letter of Credit is unavailable, the City will provide Developers and the issuer of the Letter of Credit a letter, acknowledgement, or such other document as the issuer may reasonably require to evidence that the City no longer has any interest in or right to draw against the Letter of Credit.
- d. Subject to the requirements set forth herein, the Developers must provide the Letter of Credit substantially in the form set forth in **Exhibit H**, attached hereto, or as otherwise reasonably approved by the Corporation Counsel.
- e. Notwithstanding anything to the contrary set forth in this Agreement, the City may recover any and all of its costs and expenses for performing, or causing to be performed, the Developers DWM Facility Work through the Letter of Credit. The City is entitled to draw on the Letter of Credit if proof of renewal of the Letter of Credit or a replacement letter of credit in form and substance reasonably satisfactory to the Corporation Counsel, and in the same amounts as the original Letter of Credit, and as such Letter of Credit shall be increased to the aggregate amount of One Million Four Hundred Ninety-Two Thousand Six Hundred Thirty-Five and no/100 Dollars (\$1,492,635.00), as set forth in Section 5(b) herein, has not been furnished to DWM at the address set forth in Section 9 of this Agreement at least 30 days before the expiration date thereof, and the City will hold the proceeds as a cash security deposit to secure the full and faithful performance of Developers' obligations under this Agreement (and any such cash security deposit shall

be returned, if at all, in the same manner as the Letter of Credit would be returned pursuant to section 5(c) above). The City is not obligated to pay or credit Developers with interest on any security deposit. Unless otherwise approved in writing by the Commissioner of DWM, the Letter of Credit called for in this Agreement must be issued by companies or financial institutions authorized to do business in Illinois, reasonably satisfactory to the City's Corporation Counsel, and which have an office in Chicago where the City may draw on the Letter of Credit. If the financial condition of any letter of credit issuer issuing the letter of credit materially and adversely changes, the City may, at any time require that the Letter of Credit be replaced with a letter of credit in accordance with the requirements of this Section 5. None of the provisions contained in this Agreement or in the Letter of Credit are to be construed to excuse the faithful performance by Developers of the terms and conditions of this Agreement or limit the liability of Developers under this Agreement for any and all damages in excess of the amounts of the Letter of Credit. Notwithstanding anything to the contrary contained in this Agreement, the failure of the Commissioner to draw upon the Letter of Credit or to require Developers to replace the Letter of Credit at any time or times when the City has the right to do so pursuant to this Agreement does not constitute a waiver or modification of the Commissioner's rights to draw upon the Letter of Credit and to require Developers to maintain or, as the case may be, replace the Letter of Credit, all as provided in this Section 5.

- f. Further, the City may seek any legal recourse available to it under this Agreement.
- g. Developers shall obtain DWM's review and approval of the plans and specifications for the Developers DWM Facility Work prior to the commencement thereof, including any update of the completion dates set forth in <u>Exhibit I</u> ("Developers DWM Facility Work Schedule") in accordance with this Agreement. DWM agrees that its approval of the submitted plans and specifications will not be unreasonably withheld or delayed. Upon review and approval by DWM, such plans and specifications shall be known as the "Approved Plans".
- h. Developers expressly agrees and warrants that the Developers DWM Facility Work shall be designed, constructed, and performed, at all times in a good and workmanlike manner and in compliance with all applicable federal, state local laws and regulations ("Law"), the Approved Plans, and this Agreement. To that end, Developers shall apply for and receive all necessary building, public way and other permits required by Law, including the Municipal Code of Chicago ("Permits") prior to commencement of the Developers DWM Facility Work.
- i. Upon issuance of the Permits for the Developers DWM Facility Work, Developers shall diligently pursue completion of such Developers DWM Facility Work and, subject to Unavoidable Delays as defined in Section 10(e) below, shall complete such Developers DWM Facility Work in accordance

with this Agreement, the Permits, the Approved Plans, the Developers DWM Facility Work Schedule.

- j. Developers shall be responsible, at its sole cost and expense, for obtaining approvals of or making suitable arrangements with (including payment to) the persons or entities owning or controlling any currently existing utilities or public service facilities (or replacements or upgrades thereof in currently existing locations) and that are duly authorized to occupy the public way and are required to be removed, relocated, altered, additionally maintained or restored because of the Developers DWM Facility Work ("Existing Utility Facilities").
- k. Following the completion of the inspection, including any testing required by applicable permits, of the Developers DWM Facility Work in accordance with and pursuant to the Permits, City will provide a punch list of items of Developers DWM Facility Work that are to be completed by Developers prior to acceptance by the City. Upon Developers' final completion of the Developers DWM Facility Work, including all required punch list items, all in accordance with the Approved Plans, Permits and delivery of as-built plans and assignments of warranties, and acceptance of the water and sewer Developers DWM Facility Work, the DWM Commissioner shall provide the Developers with a separate written close out letter for each of the water and sewer Developers DWM Facility Work, as required by the respective DWM OUC Letters and this Agreement, and accepting the Developers DWM Facility Work. Following close out, turnover and acceptance of the Developers DWM Facility Work as provided herein, Developers shall have no obligation to maintain the New DWM Facilities.
- 6. The Developers agrees that it will conduct and perform the Developers DWM Facility Work consistent with the obligations, requirements and timing in DWM OUC Letters and this Agreement and subject to the final approval and acceptance of DWM.

7. Indemnities.

a. Indemnity of City by Developers. To the full extent of the Law, Developers hereby agrees to indemnify, hold harmless and defend City, its officials, officers, employees, and agents ("City Parties") from and against any and all claims, demands, damages, lawsuits, legal proceedings, losses, liens, liabilities, judgments, orders or decrees, and all costs and expenses (including, without limitation, actual attorneys' fees, court costs, and other reasonable expenses of litigation) ("Claims"), for the death or injury of any person, or property damage whatsoever arising or resulting from the Developers' performance or non-performance of the Developers DWM Facility Work, or the use of or entry in the Temporary DWM Easement Parcel by Developers, its employees, agents, and contractors ("Developers Parties"). In the event City receives notice of a Claim for which it desires to be covered by this indemnity, City shall notify Developers in writing and tender said defense to Developers. In such event, and subject to such additional written authorizations by the City as shall be reasonably required therefor, Developers shall appear in City's name and shall vigorously defend

such Claim at Developers' expense. City shall cooperate with Developers and may reasonably participate in the defense of the Claim: provided however, that Developers shall not enter into any settlement of any such Claim without the consent of City, which consent shall not be unreasonably withheld or denied. This remedy is not exclusive.

- b. Survival of Indemnities. The provisions of this Section 7 shall survive any termination of this Agreement or the Temporary DWM Easement, or the Release of the Temporary DWM Easement, but it shall not apply to Claims arising from events occurring after such termination or Release of Temporary DWM Easement.
- 8. Insurance during Developers DWM Facility Work. Prior to the commencement of Developers DWM Facility Work, the Developers shall procure and maintain, at all times and continuing until the completion of such activities, including any period when any contractor is required to return to complete or correct any prior work, all of the types and coverages of insurance and endorsements specified in Exhibit J which is attached and incorporated.
- 9. Notices. All notices or other communications required or permitted pursuant hereto shall be in writing and shall be deemed to have been given upon receipt.

Notices shall be addressed to Developers and City at their respective addresses set forth below, or to such substitute address as Developers or City may have designated by notice in accordance herewith:

If to City, at:

City of Chicago Department of Water Management 1000 E. Ohio Street Chicago, IL 60611 Attn: Commissioner

With a copy to: City of Chicago Department of Law 121 North LaSalle Street, Room 600 Chicago, Illinois 60602 Attn: Deputy Corporation Counsel

Real Estate and Land Use Division

If to Developers:

Alloy Property Company, LLC 2711 N. Haskell Avenue **Suite 1700** Dallas, TX 75204

Attn: Laura P. Sims

Email: lsims@hudson-advisors.com

Alloy Property Company 2, LLC 2711 N. Haskell Avenue Suite 1700 Dallas, TX 75204 Attn: Laura P. Sims

Email: Isims@hudson-advisors.com

1511 W. Webster, LLC 333 North Green Street, Suite 1100 Chicago, IL 60607 Attn: Legal Notices

With a copy to: DLA Piper LLP (US) 444 W. Lake Street, Suite 900 Chicago, Illinois 60606 Attn: Katie Jahnke Dale

Names, titles, and Addresses shall be deemed changed only upon service of notice in accordance with this Section.

10. General

- a. <u>Illinois Law.</u> This Agreement has been negotiated, executed, and delivered at Chicago, Illinois and shall be construed and enforced in accordance with the laws of Illinois, including the law of public trust with respect to the use and occupation of the public way.
- b. <u>Partial Invalidity</u>. If any clause, sentence, or other portion of this Agreement shall become illegal, null or void for any reason, or shall be held by any court of competent jurisdiction to be so, the remaining portion hereof shall remain in full force and effect.
- c. Runs with the Land. All provisions hereof, including the benefits and burdens, shall run with the land, and shall be binding upon and enforceable by, and shall inure to the benefit of City and Developers and their respective successors and assigns. Upon a bona fide conveyance of all right, title and interest in the Developers Parcel to a successor owner, all obligations of performance shall be enforceable against the transferee and not against the transferor from and after the date of conveyance. If Developers are not in default of any of their obligations under this Agreement, then Developers shall have the right to assign their obligations under this Agreement to a third party that is not ineligible to contract with the City and which has submitted a complete Economic Disclosure Statement and Affidavit package to the City, and, thereafter, such obligations shall be enforceable against such assignee and not the Developers, provided that the terms of such assignment shall be subject to DWM's reasonable approval, which approval may be conditioned, among other things, upon the third party's indemnifying the City for Claims for the death or injury of any person, or property damage whatsoever arising or resulting from the Developers' performance or non-performance of the Developers DWM Facility Work, or the use of or entry in the Temporary DWM Easement Parcel by Developers Parties.

- d. <u>No Third-Party Beneficiaries</u>. The rights granted herein are intended solely for the benefit of the Parties. No other person or entity shall have any rights hereunder nor may such person enforce any of the terms or be entitled to any of the benefits hereof.
- e. <u>Unavoidable Delays</u>. The period within which a party is required to perform an obligation hereunder shall be extended to the extent caused by Unavoidable Delays commencing on the date that such party delivers to the other party to which the obligation is owed a written notice describing in detail the Unavoidable Delay and its specific effect on such party's ability to perform the obligation. As used herein "Unavoidable Delays" shall mean delays due to strikes, lockouts, labor troubles, inability to procure labor or materials or reasonable substitutes therefor, failure of power, fire or other casualty damage, war or civil disorder, or other causes beyond the reasonable control of the party delayed; provided Unavoidable Delays hereunder shall not include delays resulting from changes in economic or market conditions, or financial or internal problems of the Parties. This section shall not apply to the obligation to indemnify as provided in Section 7 or the obligation to provide insurance as provided in Sections 7 or 8 of this Agreement, any obligation to pay money, or any obligation or problems that can be reasonably satisfied by the payment of money.

In Witness Whereof, Developers and City have caused this Agreement to be executed by their duly authorized officers, as of the day and year first written above.

ALLOT PROPERTY COMPANY, ELC,
a Delaware limited liability company
By:
Name:
Title:
ALLOV DEODERTY COMPANY 2 LLC
ALLOY PROPERTY COMPANY 2, LLC,
a Delaware limited liability company
_
By:
Name: Title:
1511 W. WEBSTER, LLC,
a Delaware limited liability company
a .
By: Name:
Title:
CITY OF CHICAGO,
an Illinois home rule municipality
_
By:Name: Andrea R,H. Cheng, Ph.D., P.E.
Title: Commissioner of Water Management
23
Anneand As To Form And Locality
Approved As To Form And Legality:
Ву::
Name:
Title: Senior Counsel

STATE OF ILLINOIS)			
) SS			
COUNTY OF COOK)			
I,, a Notary Public ir	a and for said County, in the State aforesaid, DO		
HEREBY CERTIFY, that	of ALLOY PROPERTY mpany, who is personally known to me to be the		
COMPANY, LLC, a Delaware limited liability con	mpany, who is personally known to me to be the		
	regoing instrument, appeared before me this day and delivered the said instrument as his/her own		
	tary act of said entity, for the uses and purposes		
therein set forth.	, , , , , , , , , , , , , , , , , , , ,		
GIVEN under my hand and notarial seal, this	day of, 20		
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My Commission Expires:	Notary Public		
Ny Commission Expires.			
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STATE OF ILLINOIS)			
COUNTY OF COOK)			
,			
I,, a Notary Public in and for said County, in the State aforesaid, DO			
HEREBY CERTIFY, that of ALLOY PROPERTY			
COMPANY 2, LLC, a Delaware limited liability company, who is personally known to me to be			
the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she signed and delivered the said instrument as his/her			
own free and voluntary act and as the free and voluntary act of said entity, for the uses and			
purposes therein set forth.			
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	Notary Public		
My Commission Expires:	Notary Lubic		
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STATE OF ILLINOIS)		
) SS		
COUNTY OF COOK)		
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		Notary Public	
My Commission Expires:		riotary rubite	
STATE OF ILLINOIS COUNTY OF COOK)) SS)		
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\ <u>\</u>		Notary Public	
My Commission Expires:		<u></u>	

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JOINDER

The undersigned hereby joins in the execution of this Agreement for the sole purpose of evidencing the undersigned's agreement for Lot 2 to be bound by the easement terms contained herein.

1511 W. WEBSTER, LLC,			
a Delaware limited liability of	company		
By:			
Name: Title:			
STATE OF ILLINOIS)		
COUNTY OF COOK) SS)		
HEREBY CERTIFY, that LLC, a Delaware limited lia whose name is subscribed to acknowledged that he/she	bility company, who o the foregoing instrusing signed and delivered and voluntary act or	is personally known ment, appeared befored the said instrument f said entity, for the	ty, in the State aforesaid, DO of 1511 W. WEBSTER, to me to be the same person ore me this day in person and ent as his/her own free and uses and purposes therein set
		Notary Public	
My Commission Expires:_			

EXHIBIT A

DEVELOPERS PARCEL

LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, and 10 IN LINCOLN YARDS NORTH SUBDIVISION RECORDED _____, AS DOCUMENT _____, BEING A SUBDIVISION OF VARIOUS LOTS AND BLOCKS IN THE NORTHWEST QUARTER OF SECTION 32, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

EXHIBIT B

DEDICATED PROPERTY

[Attached]

EXHIBIT "A" LINCOLN YARDS NORTH RESUBDIVISION NEW LOTE AND STREET DEDICATIONS CREATED BY THIS SUBSIDISION LEGENO SHAKESPEARE AVENUE 🛨 Harm white have been the con-*CDOT #32-02-20-3936

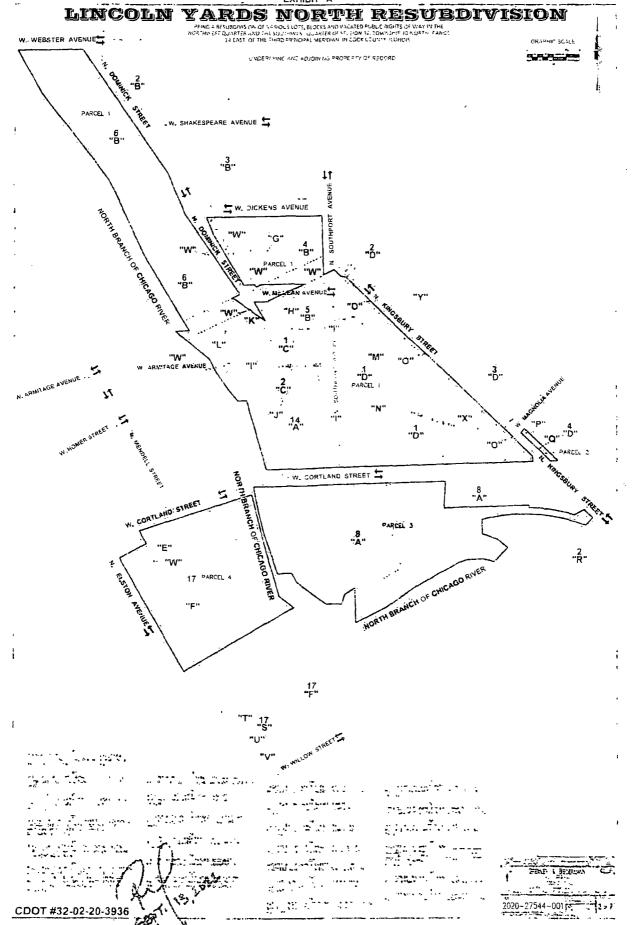


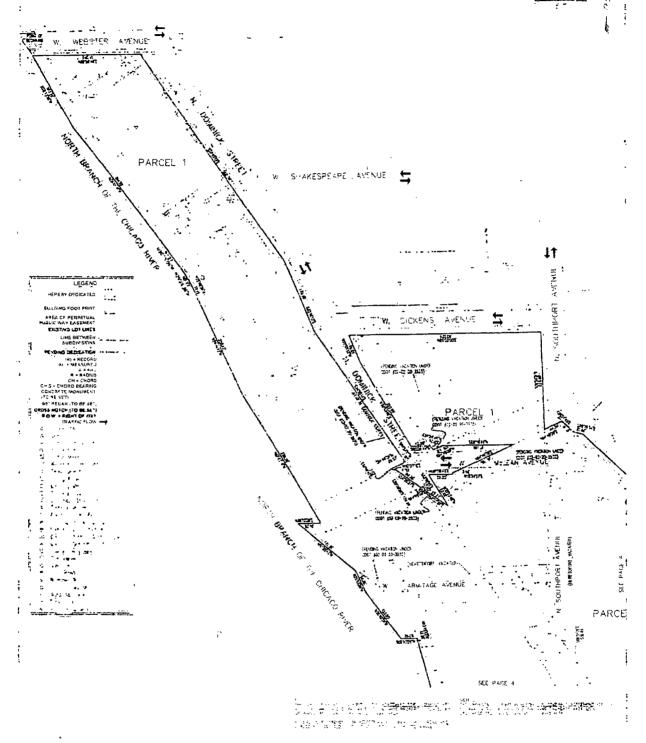
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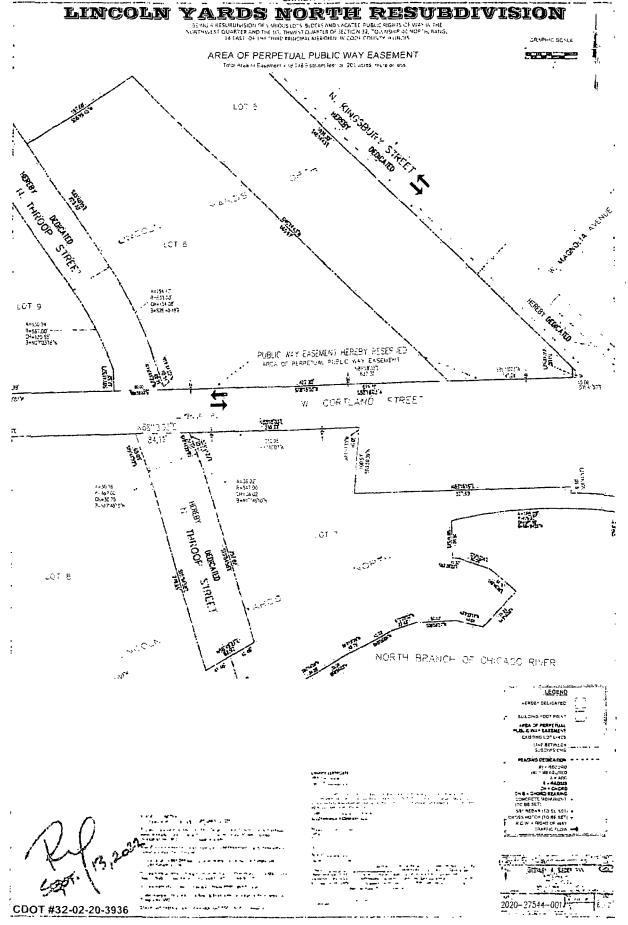
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EXHIBIT C

VACATED PROPERTY

[Attached]

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PLAT OF VACATION

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GRAPHIC SCALE

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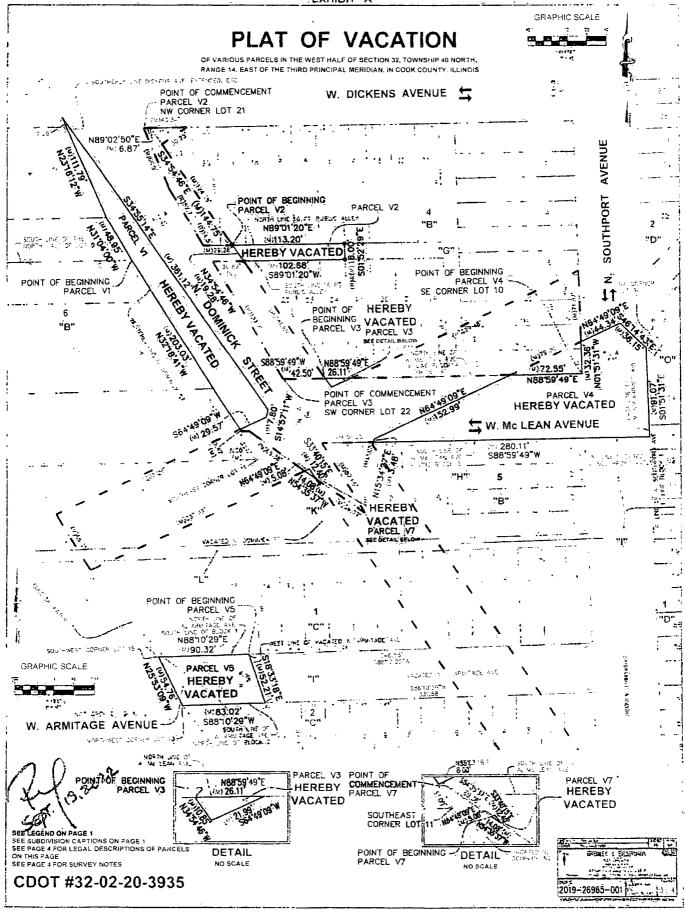
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SEE LEGEND ON PAGE 1 SEE SUBDIVISION CAPTIONS ON PAGE 1 SEE PAGE 4 FOR SURVEY NOTES

CDOT #32-02-20-3935

WILLOW STREET S

2019-26965-001



PLAT OF VACATION

OF VARIOUS PARCELS IN THE WEST HALF OF SECTION 32, TOWNSHIP 46 NORTH, RANGE 14. EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

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LEGAL DESCRIPTION CONTINUED: RANGE 14

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Signed on SEPTEMPSER 10, 2017.

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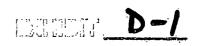
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CDOT #32-02-20-3935

EXHIBITS D-1 and D-2 DWM DEDICATION AND SUBDIVISION OUC LETTERS (Attached)





CITY OF CHICAGO

DEPARTMENT OF WATER MANAGEMENT

February 14, 2022

Sterling Bay Companies, LLC 333 North Green Street, Suite 1100 Chicago, Illinois 60607

Attention:

Martin Wood

Vice President

SUBJECT:

Proposed Lincoln Yards North

Water Main Installation by Others, Resident Engineering Services, Water Main Vacation and Dedication, Valve Operations, and Review of Phasing

BES Project No. 14-09:071.03 Revision 1

OUC File No. EFP-101068

Mr. Wood:

This correspondence supersedes the previously issued correspondence dated August 31, 2020, and January 22, 2021. This correspondence is in response to an Office of Underground Coordination transmittal dated January 3, 2020, and revised plans received November 5, 2020, for the subject project.

Department of Water Management - Water Section:

In order to accommodate the subject project, the Department of Water Management (DWM) will allow Sterling Bay companies LLC's contractor to install the following proposed water facilities:

- Approximately 386 feet of 12-inch water main in W Armitage Avenue, from N Dominick Street to N Southport Avenue
- Approximately 1558 feet of 16-inch water main in N Dominick Street, from W Shakespeare Avenue to W Cortland Street
- Approximately 52 feet of 24-inch water main in W Cortland Street, from N Southport Avenue to 45 feet EEL

Per the plans dated November 5, 2020, and pursuant to a meeting with Sterling Bay companies LLC's engineering consultant V3 Companies on November 3, 2020, the entirety of the water main pipe installed by Sterling Bay companies LLC's contractor will be restrained joint pipe. This Department will perform the connections to the existing water mains in W Shakespeare Avenue, W Dickens Avenue, W Cortland Street, and N Southport Avenue, as well as provide resident engineering services, valve operations, and water quality services for the above-mentioned work. The contractor will be responsible for: obtaining all applicable permits, excavation/OSHA shoring, backfilling/compaction, restoration to CDOT standards, and all ductile iron pipe necessary for the connections. The DWM cannot and will not make ANY connections until: 1) as-built drawings for the developer-installed pipe have been reviewed and approved by DWM, and 2) the right-of-ways with the developer-installed pipe have been dedicated to the City. Only after the completion of these two items will the DWM make the connections.

Page 2 Sterling Bay Companies, LLC February 14, 2022

In order to accommodate the proposed ADA ramp at the northwest corner of N Southport Avenue and W Dickens Avenue, the DWM must relocate an existing fire hydrant. Additionally, in order to accommodate the proposed duct package installation, this Department must remove and replace an existing fire hydrant on the northern frontage of W Dickens Avenue. The DWM will be responsible for excavation and backfill of the excavated areas after construction, but Sterling Bay Companies LLC's contractor shall be responsible for all permitting, traffic control and final restoration. All new curb installation adjacent to fire hydrants must be painted 'safety yellow' for 15 feet on each side of the fire hydrant except where the 15-foot dimension intersects a crosswalk, driveway or similar feature.

The estimated cost for the DWM to perform the above-mentioned work is \$189,530.00. Please note that this estimate is based on current rates for labor (straight time), material, equipment, and overhead charges, but actual costs will be submitted for payment upon completion of the work. Should it be determined that the fire hydrants cannot be installed at the proposed location, Sterling Bay Companies LLC will be responsible for all additional costs associated with replacing the fire hydrant.

In the event Sterling Bay Companies is unable to complete the water installation in W Armitage Avenue, N Dominick Street, and W Cortland Street, a deposit is required that will allow DWM to complete the work. The required deposit amount is \$1,492,635.00. This estimate are based on current rates for labor, materials, equipment, and overhead charges, but actual costs will be billed to Sterling Bay Companies upon DWM's completion of the work.

Additionally, in order to accommodate the proposed street vacations of W Armitage Avenue, W Mclean Avenue, and N Southport Avenue, the following existing water mains must be abandoned in place:

- Approximately 378 feet of 8-inch water main located at approximately 18 feet SNL of W Armitage Avenue
- Approximately 736 feet of 12-inch water main located from approximately 20 feet to 22 feet SNL of W Mclean Avenue
- Approximately 843 feet of 12-inch water main located from approximately 14 feet WEL to 15 feet EWL of N Southport Avenue

The existing 8-inch and 12-inch water mains are not fully amortized. The estimated unamortized cost for these existing water main abandonments is \$425,217.84.

In order to accommodate the above mentioned abandonments, the following existing water mains and associated tee's and fire hydrant are required to be cut and capped:

- 12-inch x 12-inch grid main south run tee located at approximately 22 feet S SEX and 14 feet WEL of N Southport Avenue at N Kingsbury Street
- 12-inch x 8-inch grid main south run tee located at approximately 24 feet SNL and 34 feet WEL of N Dominick Street and W Dickens Avenue
- 24-inch x 16-inch reducer located at approximately 29 feet SNL and 27 feet WEL of N Dominick Street and W Cortland Street
- Remove and relocate one (1) existing fire hydrant located on the northern frontage of W Cortland Street at approximately 16 feet EEL of N Southport Avenue and reconnect to the existing 24-inch feeder main in W Cortland Street

Page 3 Sterling Bay Companies, LLC February 14, 2022

The scope of the DWM's involvement is limited to excavation, water main pipe work and installation, backfill, valve operations, engineering services and water quality services, at an estimated cost of \$102,270.00. Please note that this estimate is based on current rates for labor, material, equipment and overhead charges, but actual costs will be submitted for payment upon completion of the work. Sterling Bay Companies, LLC's contractor will be responsible for obtaining all applicable permits, tracing equipment, excavation/OSHA shoring, abandonment of appurtenances (valve box/valve basin) and final restoration to CDOT standards.

Additionally, the estimated cost for water quality services, including flushing of the 24-inch feeder main weekly is **\$24,910.00**. Please note that this estimate is based on current labor rates (including overhead charges), but the actual costs of the water quality services will be submitted for payment. Should any existing water services be impacted by de-energizing this feeder main, Sterling Bay Companies, LLC shall be responsible for notifying these DWM customers at least 24-hours prior to the shutdown.

This Department maintains the following existing water facilities:

- 4-inch water service on the northern frontage of W Dickens Avenue located at approximately 165 feet WWL of N Southport Avenue
- 8-inch water main located from approximately 2 to 25 feet SNL of W Dickens Avenue at N Southport Avenue
- 12-inch water main located at approximately 22 feet WEL of N Dominick Street at W Shakespeare Avenue
- 12-inch water main located at approximately 22 feet WEL of N Kingsbury at N Southport Avenue
- 12-inch water main located at approximately 14 feet WEL of N Southport Avenue at N Kingsbury

The proposed duct package installations will cross below these existing water mains with at least 18 inches of vertical clearance. Hand excavation is required to field verify the horizontal and vertical location of these water mains prior to crossing.

Six (6) Type II temporary supports are required for the existing water facilities above per HBK Engineering's "Calculations for Temporary Support of Water Pipes Using Beams Under Strong Axis Bending Prepared for ComEd Chicago, IL" dated December 3, 2018. Once the construction is complete, the temporary support structures must be dismantled and removed per the DWM's standards. The trench shall be backfilled to the springline of these water facilities with CLSM backfill (non-fly ash), and CA-16 from the springline of the water facilities to grade. Use of polyethylene wrap as a bond breaker between the water facilities and the CLSM backfill is required.

Additionally, this Department maintains the following water mains:

- Existing 8-inch water main located at approximately 24 feet SNL of W Dickens Avenue at N Dominick Street
- Existing 8-inch water main located at approximately 26 feet SNL of W Dickens Avenue at N Southport Avenue
- Proposed 16-inch feeder main located at approximately 25 feet EWL of N Dominick Street at W Dickens Avenue

The proposed duct package installations will cross above these existing water mains with less than 18 inches of vertical separation. Hand excavation is required to field verify the horizontal and vertical locations of the existing water mains prior to crossing.

Page 4 Sterling Bay Companies, LLC February 14, 2022

The DWM requires a minimum of 18 inches of vertical separation from water facilities. The following two (2) one-time variances for the proposed ComEd duct package installation in the project limits, are issued given the following conditions:

- A minimum vertical clearance of six (6) inches between the top of the existing 8-inch water main located at approximately 24 feet SNL of W Dickens Avenue at N Dominick Street and the bottom of the existing duct package is permitted.
- A minimum vertical clearance of 11 inches between the top of the proposed 16-inch feeder main located at approximately 25 feet EWL of N Dominick Street at W Dickens Avenue and the bottom of the existing duct package is permitted.

The maximum amount of separation should be achieved from existing water facilities as field conditions allow. If a steel plate is installed above the duct package, the plate width must not exceed 12 inches. ComEd will be responsible for the support and/or relocation of the conduit should the Department require access to the water mains.

The DWM requires a minimum of 18 inches of vertical separation from water facilities. The following two (2) one-time variances for the proposed AT&T duct package installation in the project limits, are issued given the following conditions:

- A minimum vertical clearance of 10 inches between the top of the existing 8-inch water main located from approximately 25 to 26 feet SNL of W Dickens Avenue at N Southport Avenue and the bottom of the existing duct package is permitted.
- A minimum vertical clearance of 13 inches between the top of the proposed 16-inch feeder main located at approximately 25 feet EWL of N Dominick Street at W Dickens Avenue and the bottom of the existing duct package is permitted.

The maximum amount of separation should be achieved from existing water facilities as field conditions allow. If a steel plate is installed above the duct package, the plate width must not exceed 12 inches. AT&T will be responsible for the support and/or relocation of the conduit should the Department require access to the water mains.

The DWM requires a minimum of 18 inches of vertical separation from water facilities. The following two (2) one-time variances for the proposed Utildor duct package installation in the project limits, are issued given the following conditions:

- A minimum vertical clearance of 10 inches between the top of the existing 8-inch water main located from approximately 25 to 26 feet SNL of W Dickens Avenue at N Southport Avenue and the bottom of the existing duct package is permitted.
- A minimum vertical clearance of 13 inches between the top of the proposed 16-inch feeder main located at approximately 25 feet EWL of N Dominick Street at W Dickens Avenue and the bottom of the existing duct package is permitted.

The maximum amount of separation should be achieved from existing water facilities as field conditions allow. If a steel plate is installed above the duct package, the plate width must not exceed 12 inches. Utildor will be responsible for the support and/or relocation of the conduit should the Department require access to the water mains.

This Department maintains the following existing water main facilities and associated thrust blocks:

- 8-inch water main bend located at approximately 24 feet SNL of W Dickens Avenue and 5 feet WEL of N Dominick Street
- 8-inch water main bend located at approximately 30 feet EWL of N Southport Avenue and 2 feet SNL of W Dickens Avenue

- 8-inch water main bend located at approximately 14 feet WEL of N Southport Avenue and 215 feet SSEX of N Kingsbury
- 12-inch water main bend located at approximately 22 feet SW NEL of N Kingsbury and 5 feet WEL of N Southport Avenue

The proposed duct package will be installed in close proximity to the existing water main bends and the associated thrust blocks. Hand excavation is required to field verify the horizontal and vertical location of the existing water main bends and associated thrust blocks prior to construction. The proposed trench near the above-mentioned water main bends and associated thrust blocks must be backfilled with CLSM backfill (non-fly ash). The existing water main bends and thrust blocks shall not be compromised during construction. Should it be determined in the field that these facilities may be compromised, Sterling Bay Companies, LLC must stop work and submit a revised set of plans to this Department for review and approval to ensure the protection of these water facilities.

In order to accommodate the proposed duct package installations, this Department must provide a resident engineer to be present on-site during the temporary support of the existing water mains and water service, where the proposed duct packages cross above existing 8-inch water mains and the proposed 16-inch feeder main, and installations in close proximity to existing water main bends and associated thrust blocks. The estimated cost for this resident engineer is \$17,120.00. Please note that this estimate is based on current labor rates (including overhead charges), but the actual costs of the resident engineering services will be submitted for payment.

The DWM has been providing engineering services to assist Sterling Bay Companies, LLC with the proposed water main design plans for Lincoln Yards North. This project has been in progress since 2014, the current engineering services cost to date is \$20,000.00. The estimated cost for this Department to continue to provide engineering design services is \$20,000.00. This estimate will be based on current rates for labor (straight and premium time), equipment, and overhead charges, but actual cost will be submitted for payment once construction is completed. On October 12, 2020, a sum of \$40,000.00 was deposited with the City of Chicago (Permit No. 1507319) to cover the cost of these engineering services.

Three (3) certified checks in the amount of \$333,830.00 (\$189,530.00 + \$102,270.00 + \$24,910.00 + \$17,120.00), \$425,217.84, and \$1,492,635.00, payable to the City of Chicago, must be hand delivered to the Department of Buildings, Plumbing Permit and Plan Section, Room 906, City Hall, 121 N LaSalle Street, Chicago, with a copy of this letter.

Sterling Bay Companies LLC's contractor installing the new 12-inch, 16-inch and 24-inch water mains shall perform the following:

- Submit a complete list of the shop drawings (submittals) for all water main materials to
 be used to complete the water main installation to the Force Account Construction
 Manager at <u>FACM@ctrwater.net</u> for review. Once the list is approved, the shop drawings
 (submittals) shall be sent at least 60 days prior to starting the work to the Force Account
 Construction Manager at <u>FACM@ctrwater.net</u> for review.
- It is required that the Force Account Construction Manager be contacted at <u>FACM@cfrwater:net</u> two weeks prior to the anticipated construction date so a resident engineer can be assigned to the project.

- Obtain a "B-Permit" prior to construction from the City of Chicago, Department of Buildings, Plumbing Permit and Plan Section, City Hall, 121 N LaSalle Street, Room 906, (312) 744-7063.
- Contact the Plumbing Permit and Plan Section of the Department of Buildings regarding any proposed water service installations.
- Submit as-built drawings within two (2) weeks of completion of the work. The as-built drawings should be submitted to the Force Account Construction Manager at FACM@ctrwater.net. The as-built drawings must also include the materials used and dimensions of all underground work that is required for IEPA compliance. The DWM will not perform the source and final connections until as-built drawings are reviewed and approved by this Department.

Please forward all the CAD files and any resource/reference files for this project electronically to Susan McKee at Susan.McKee@ctrwater.net so that they can be utilized to create the water main adjustment plans.

The proposed street improvements will be located above existing water facilities located within the subject project limits. This Department requires unrestricted access to its facilities at all times. Should the DWM require access to its facilities, it will not be responsible for any costs or work for restoration of the proposed street improvements (beyond typical pavement, sidewalk, and hydroseed restoration), including but not limited to, special features, planters, landscaping or structures.

There are existing valve basin frames and lids, water shut-off/valve boxes, and meter vaults within the proposed reconstruction limits. It is requested that any vertical adjustment that may be required to these facilities be incorporated into the contract plans and specifications, and the work is to be performed by Sterling Bay Companies, LLC's contractor. It is also requested that the final payment to the contractor be withheld until this Department has inspected and found the adjusted facilities acceptable. Please contact Mr. Albert Wtorkowski of the Department of Water Management, at Albert.Wtorkowski@cityofchicago.org, in order to schedule the final inspection of any adjusted water facilities.

There are various water mains and appurtenances within the limits of this project. All proposed underground facilities must be installed in such a manner to provide the following required clearances: The minimum vertical clearance (edge-to-edge) from all water mains is 18 inches. For feeder mains (water mains 16-inches and larger), the minimum horizontal clearance (edge-to-edge) is five (5) feet, and for grid mains (water mains less than 16-inches), the minimum horizontal clearance (edge-to-edge) is three (3) feet. No proposed above ground facility (tree, planter box, light pole, etc.) can be closer than five (5) feet (edge-to-edge) from a water main or closer than three (3) feet (edge-to-edge) from a water service. Should the DWM require access to its facilities, it will not be responsible for the costs to remove or support any above ground structures adjacent to its facilities.

The proposed dry utilities will be crossing existing water services on the northern frontage of W Dickens Avenue. The proposed dry utilities will be crossing multiple existing and proposed water mains. Both water services and grid mains are typically installed with approximately five (5) feet of cover. The depth of the proposed dry utilities may need to be adjusted to provide the vertical clearance noted above, which must be met for crossing all water mains and services.

Page 7 Sterling Bay Companies, LLC February 14, 2022

Regarding the proposed lighting conduit installation via directional drilling method of installation: Directional drilling is approved to a maximum depth of 33-inches. A note must be shown on every page of the plans stating these conditions. All service control valve and meter vault locations must be verified prior to construction and 3-feet of horizontal separation must be maintained. Should field conditions require additional engineering services or relocation, then CDOT shall submit funding and/or RFI for DWM approval prior to installation.

There will be multiple existing fire hydrants installed within the projects limits. In no case shall the installation of any proposed facility be closer than five (5) feet from a fire hydrant or fire hydrant lead. All new curb installation adjacent to fire hydrants must be painted 'safety yellow' for 15 feet on each side of the fire hydrant except where the 15-foot dimension intersects a crosswalk, driveway or similar feature.

If construction requires the use of water from a City fire hydrant, or adjustments or repairs are required to any City sewer facilities in proximity to the project site, permits must be obtained from the Department of Water Management, Water and Sewer Sections.

Proposed trees must not be planted above or within five (5) feet of the exterior pipe wall for all water mains 24-inch in diameter and larger. This 5-foot rule excludes mains that are separated from the tree by a hardscape feature or other root growth limiting conditions such as water mains located in the street.

This Department discourages tree planting over water mains that are less than 24-inches in diameter located in the parkway, but if necessary, will allow trees with a maximum mature height of 30 feet and a maximum mature root depth of 2½ feet. Potential plantings that meet this requirement include the following:

- Ornamental shrubs or bushes meeting the mature height and mature root depth stated above.
- 2. Flowers or other non-woody herbaceous plants.
- 3. Above ground, removable planting containers that can be moved by construction equipment in the event that water main repair is required.

Existing trees planted above water mains that do not meet these requirements do not need to be removed. However, if such existing trees are removed, all proposed trees installed in their place must meet the above mentioned requirements. Should it be necessary for the DWM to access any of its facilities, the Department shall only be responsible for typical pavement, sidewalk, and hydroseed restoration.

All new sewer installations must meet IEPA separation requirements for water and sewer pipes. All proposed/replaced sewer laterals from catch basins/inlets, sewer mains, and private drains (collectively known as "sewer facilities") that are parallel to water mains, services or fire hydrant leads (collectively known as "water facilities") that are less than 18 inches below the water facility and have less than 10 feet of horizontal separation from the outside edge of the water facility must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facilities with less than 18 inches vertical separation must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facility.

Page 8 Sterling Bay Companies, LLC February 14, 2022

If any sewer facility crosses perpendicularly above a water facility, then the sewer facility shall be at least 18 inches above the water facility and the sewer facility must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facility. Sewer laterals that require ductile iron/water main quality pipe shall be ductile iron/water main quality pipe from the catch basin to a point 10 feet beyond the edge of the water facility.

Extreme caution is to be taken to ensure that no facility owned and maintained by this Department is damaged during construction. If damage occurs to any facilities, Sterling Bay Companies, LLC will be held responsible for the cost of repairing or replacing them.

Please note that the details described above are valid for 90 days from the date of this letter, after which time, Sterling Bay Companies, LLC will be responsible for re-submitting plans to this Department for review and revision of the estimate of cost, as needed. Failure to comply with the provisions in this correspondence may result in additional expenses to the proposed project to verify that all work conforms to the DWM's standards.

If there are any questions regarding the water facilities, please contact Angela Krueger at Angela.Krueger@cityofchicago.org.

Sincerely,

Andrea R.H. Cheng Ph.D., P.E.

Commissioner

ΑZ

Email cc: DOB Plan Desk

Denis E. Riordan, Chief Plumbing Inspector



DEPARTMENT OF WATER MANAGEMENT

January 22, 2021

Sterling Bay Companies, LLC 333 North Green Street, Suite 1100 Chicago, Illinois 60607

Attention:

Martin Wood

Vice President

SUBJECT:

Proposed Lincoln Yards North

Water Main Installation by Others & Resident Engineering Services

BES Project No. 14-09:071.03 Addendum 1

OUC File No. EFP-101068

Mr. Wood:

This correspondence is in addition to the previously issued letter dated August 31, 2020, a copy of which is attached. This correspondence is in response to an Office of Underground Coordination transmittal dated January 3, 2020, and revised plans received November 5, 2020, for the subject project.

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Page 2 Sterling Bay Companies, LLC January 22, 2021

In order to accommodate the proposed ADA ramp at the northwest corner of N Southport Avenue and W Dickens Avenue, the DWM must relocate an existing fire hydrant. Additionally, in order to accommodate the proposed duct package installation, this Department must remove and replace an existing fire hydrant on the northern frontage of W Dickens Avenue. The DWM will be responsible for excavation and backfill of the excavated areas after construction, but Sterling Bay Companies LLC's contractor shall be responsible for all permitting, traffic control and final restoration. All new curb installation adjacent to fire hydrants must be painted 'safety yellow' for 15 feet on each side of the fire hydrant except where the 15-foot dimension intersects a crosswalk, driveway or similar feature.

The estimated cost for the DWM to perform the above-mentioned work is \$177,145.00. Please note that this estimate is based on current rates for labor (straight time), material, equipment, and overhead charges, but actual costs will be submitted for payment upon completion of the work. Should it be determined that the fire hydrants cannot be installed at the proposed location, Sterling Bay Companies LLC will be responsible for all additional costs associated with replacing the fire hydrant.

In the event Sterling Bay Companies is unable to complete the water installation in W Armitage Avenue, N Dominick Street, and W Cortland Street, a deposit is required that will allow DWM to complete the work. The required deposit amount is \$1,356,938.00. This estimate are based on current rates for labor, materials, equipment, and overhead charges, but actual costs will be billed to Sterling Bay Companies upon DWM's completion of the work.

This Department maintains the following existing water facilities:

- 4-inch water service on the northern frontage of W Dickens Avenue located at approximately 165 feet WWL of N Southport Avenue
- 8-inch water main located from approximately 2 to 25 feet SNL of W Dickens Avenue at N Southport Avenue
- 12-inch water main located at approximately 22 feet WEL of N Dominick Street at W Shakespeare Avenue
- 12-inch water main located at approximately 22 feet WEL of N Kingsbury at N Southport Avenue
- 12-inch water main located at approximately 14 feet WEL of N Southport Avenue at N Kingsbury

The proposed duct package installations will cross below these existing water mains with at least 18 inches of vertical clearance. Hand excavation is required to field verify the horizontal and vertical location of these water mains prior to crossing.

Six (6) Type II temporary supports are required for the existing water facilities above per HBK Engineering's "Calculations for Temporary Support of Water Pipes Using Beams Under Strong Axis Bending Prepared for ComEd Chicago, IL" dated December 3, 2018. Once the construction is complete, the temporary support structures must be dismantled and removed per the DWM's standards. The trench shall be backfilled to the springline of these water facilities with CLSM backfill (non-fly ash), and CA-16 from the springline of the water facilities to grade. Use of polyethylene wrap as a bond breaker between the water facilities and the CLSM backfill is required.

Page 3 Sterling Bay Companies, LLC January 22, 2021

Additionally, this Department maintains the following water mains:

- Existing 8-inch water main located at approximately 24 feet SNL of W Dickens Avenue at N Dominick Street
- Existing 8-inch water main located at approximately 26 feet SNL of W Dickens Avenue at N Southport Avenue
- Proposed 16-inch feeder main located at approximately 25 feet EWL of N Dominick Street at W Dickens Avenue

The proposed duct package installations will cross above these existing water mains with less than 18 inches of vertical separation. Hand excavation is required to field verify the horizontal and vertical locations of the existing water mains prior to crossing.

The DWM requires a minimum of 18 inches of vertical separation from water facilities. The following two (2) one-time variances for the proposed ComEd duct package installation in the project limits, are issued given the following conditions:

- A minimum vertical clearance of six (6) inches between the top of the existing 8-inch water main located at approximately 24 feet SNL of W Dickens Avenue at N Dominick Street and the bottom of the existing duct package is permitted.
- A minimum vertical clearance of 11 inches between the top of the proposed 16-inch feeder main located at approximately 25 feet EWL of N Dominick Street at W Dickens Avenue and the bottom of the existing duct package is permitted.

The maximum amount of separation should be achieved from existing water facilities as field conditions allow. If a steel plate is installed above the duct package, the plate width must not exceed 12 inches. ComEd will be responsible for the support and/or relocation of the conduit should the Department require access to the water mains.

The DWM requires a minimum of 18 inches of vertical separation from water facilities. The following two (2) one-time variances for the proposed AT&T duct package installation in the project limits, are issued given the following conditions:

- A minimum vertical clearance of 10 inches between the top of the existing 8-inch water main located from approximately 25 to 26 feet SNL of W Dickens Avenue at N Southport Avenue and the bottom of the existing duct package is permitted.
- A minimum vertical clearance of 13 inches between the top of the proposed 16-inch feeder main located at approximately 25 feet EWL of N Dominick Street at W Dickens Avenue and the bottom of the existing duct package is permitted.

The maximum amount of separation should be achieved from existing water facilities as field conditions allow. If a steel plate is installed above the duct package, the plate width must not exceed 12 inches. AT&T will be responsible for the support and/or relocation of the conduit should the Department require access to the water mains.

The DWM requires a minimum of 18 inches of vertical separation from water facilities. The following two (2) one-time variances for the proposed Utildor duct package installation in the project limits, are issued given the following conditions:

- A minimum vertical clearance of 10 inches between the top of the existing 8-inch water main located from approximately 25 to 26 feet SNL of W Dickens Avenue at N Southport Avenue and the bottom of the existing duct package is permitted.
- A minimum vertical clearance of 13 inches between the top of the proposed 16-inch feeder main located at approximately 25 feet EWL of N Dominick Street at W Dickens Avenue and the bottom of the existing duct package is permitted.

Page 4 Sterling Bay Companies, LLC January 22, 2021

The maximum amount of separation should be achieved from existing water facilities as field conditions allow. If a steel plate is installed above the duct package, the plate width must not exceed 12 inches. Utildor will be responsible for the support and/or relocation of the conduit should the Department require access to the water mains.

This Department maintains the following existing water main facilities and associated thrust blocks:

- 8-inch water main bend located at approximately 24 feet SNL of W Dickens Avenue and 5 feet WEL of N Dominick Street
- 8-inch water main bend located at approximately 30 feet EWL of N Southport Avenue and 2 feet SNL of W Dickens Avenue
- 8-inch water main bend located at approximately 14 feet WEL of N Southport Avenue and 215 feet SSEX of N Kingsbury
- 12-inch water main bend located at approximately 22 feet SW NEL of N Kingsbury and 5 feet WEL of N Southport Avenue

The proposed duct package will be installed in close proximity to the existing water main bends and the associated thrust blocks. Hand excavation is required to field verify the horizontal and vertical location of the existing water main bends and associated thrust blocks prior to construction. The proposed trench near the above-mentioned water main bends and associated thrust blocks must be backfilled with CLSM backfill (non-fly ash). The existing water main bends and thrust blocks shall not be compromised during construction. Should it be determined in the field that these facilities may be compromised, Sterling Bay Companies, LLC must stop work and submit a revised set of plans to this Department for review and approval to ensure the protection of these water facilities.

In order to accommodate the proposed duct package installations, this Department must provide a resident engineer to be present on-site during the temporary support of the existing water mains and water service, where the proposed duct packages cross above existing 8-inch water mains and the proposed 16-inch feeder main, and installations in close proximity to existing water main bends and associated thrust blocks. The estimated cost for this resident engineer is \$17,120.00. Please note that this estimate is based on current labor rates (including overhead charges), but the actual costs of the resident engineering services will be submitted for payment.

Two (2) certified checks in the amount of \$194,265.00 (\$177,145.00 + \$17,120.00), and \$1,356,938.00, payable to the City of Chicago, must be hand delivered to the Department of Buildings, Plumbing Permit and Plan Section, Room 906, City Hall, 121 N LaSalle Street, Chicago, with a copy of this letter.

Sterling Bay Companies LLC's contractor installing the new 12-inch, 16-inch and 24-inch water mains shall perform the following:

- Submit a complete list of the shop drawings (submittals) for all water main materials to be used to complete the water main installation to the Force Account Construction Manager at FACM@ctrwater.net for review. Once the list is approved, the shop drawings (submittals) shall be sent at least 60 days prior to starting the work to the Force Account Construction Manager at FACM@ctrwater.net for review.
- It is required that the Force Account Construction Manager be contacted at <u>FACM@ctrwater.net</u> two weeks prior to the anticipated construction date so a resident engineer can be assigned to the project.

- Obtain a "B-Permit" prior to construction from the City of Chicago, Department of Buildings, Plumbing Permit and Plan Section, City Hall, 121 N LaSalle Street, Room 906, (312) 744-7063.
- Contact the Plumbing Permit and Plan Section of the Department of Buildings regarding any proposed water service installations.
- Submit as-built drawings within two (2) weeks of completion of the work. The as-built drawings should be submitted to the Force Account Construction Manager at FACM@ctrwater.net. The as-built drawings must also include the materials used and dimensions of all underground work that is required for IEPA compliance. The DWM will not perform the source and final connections until as-built drawings are reviewed and approved by this Department.

Please forward all the CAD files and any resource/reference files for this project electronically to Susan McKee at Susan.McKee@ctrwater.net so that they can be utilized to create the water main adjustment plans.

The proposed street improvements will be located above existing water facilities located within the subject project limits. This Department requires unrestricted access to its facilities at all times. Should the DWM require access to its facilities, it will not be responsible for any costs or work for restoration of the proposed street improvements (beyond typical pavement, sidewalk, and hydroseed restoration), including but not limited to, special features, planters, landscaping or structures.

There are existing valve basin frames and lids, water shut-off/valve boxes, and meter vaults within the proposed reconstruction limits. It is requested that any vertical adjustment that may be required to these facilities be incorporated into the contract plans and specifications, and the work is to be performed by Sterling Bay Companies, LLC's contractor. It is also requested that the final payment to the contractor be withheld until this Department has inspected and found the adjusted facilities acceptable. Please contact Mr. Albert Wtorkowski of the Department of Water Management, at Albert.Wtorkowski@cityofchicago.org, in order to schedule the final inspection of any adjusted water facilities.

There are various water mains and appurtenances within the limits of this project. All proposed underground facilities must be installed in such a manner to provide the following required clearances: The minimum vertical clearance (edge-to-edge) from all water mains is 18 inches. For feeder mains (water mains 16-inches and larger), the minimum horizontal clearance (edge-to-edge) is five (5) feet, and for grid mains (water mains less than 16-inches), the minimum horizontal clearance (edge-to-edge) is three (3) feet. No proposed above ground facility (tree, planter box, light pole, etc.) can be closer than five (5) feet (edge-to-edge) from a water main or closer than three (3) feet (edge-to-edge) from a water service. Should the DWM require access to its facilities, it will not be responsible for the costs to remove or support any above ground structures adjacent to its facilities.

The proposed dry utilities will be crossing existing water services on the northern frontage of W Dickens Avenue. The proposed dry utilities will be crossing multiple existing and proposed water mains. Both water services and grid mains are typically installed with approximately five (5) feet of cover. The depth of the proposed dry utilities may need to be adjusted to provide the vertical clearance noted above, which must be met for crossing all water mains and services.

Page 6 Sterling Bay Companies, LLC January 22, 2021

Regarding the proposed lighting conduit installation via directional drilling method of installation: Directional drilling is approved to a maximum depth of 33-inches. A note must be shown on every page of the plans stating these conditions. All service control valve and meter vault locations must be verified prior to construction and 3-feet of horizontal separation must be maintained. Should field conditions require additional engineering services or relocation, then CDOT shall submit funding and/or RFI for DWM approval prior to installation.

There will be multiple existing fire hydrants installed within the projects limits. In no case shall the installation of any proposed facility be closer than five (5) feet from a fire hydrant or fire hydrant lead. All new curb installation adjacent to fire hydrants must be painted 'safety yellow' for 15 feet on each side of the fire hydrant except where the 15-foot dimension intersects a crosswalk, driveway or similar feature.

If construction requires the use of water from a City fire hydrant, or adjustments or repairs are required to any City sewer facilities in proximity to the project site, permits must be obtained from the Department of Water Management, Water and Sewer Sections.

Proposed trees must not be planted above or within five (5) feet of the exterior pipe wall for all water mains 24-inch in diameter and larger. This 5-foot rule excludes mains that are separated from the tree by a hardscape feature or other root growth limiting conditions such as water mains located in the street.

This Department discourages tree planting over water mains that are less than 24-inches in diameter located in the parkway, but if necessary, will allow trees with a maximum mature height of 30 feet and a maximum mature root depth of 2½ feet. Potential plantings that meet this requirement include the following:

- 1. Ornamental shrubs or bushes meeting the mature height and mature root depth stated above.
- 2. Flowers or other non-woody herbaceous plants.
- 3. Above ground, removable planting containers that can be moved by construction equipment in the event that water main repair is required.

Existing trees planted above water mains that do not meet these requirements do not need to be removed. However, if such existing trees are removed, all proposed trees installed in their place must meet the above mentioned requirements. Should it be necessary for the DWM to access any of its facilities, the Department shall only be responsible for typical pavement, sidewalk, and hydroseed restoration.

All new sewer installations must meet IEPA separation requirements for water and sewer pipes. All proposed/replaced sewer laterals from catch basins/inlets, sewer mains, and private drains (collectively known as "sewer facilities") that are parallel to water mains, services or fire hydrant leads (collectively known as "water facilities") that are less than 18 inches below the water facility and have less than 10 feet of horizontal separation from the outside edge of the water facility must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facilities with less than 18 inches vertical separation must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facility.

Page 7 Sterling Bay Companies, LLC January 22, 2021

If any sewer facility crosses perpendicularly above a water facility, then the sewer facility shall be at least 18 inches above the water facility and the sewer facility must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facility. Sewer laterals that require ductile iron/water main quality pipe shall be ductile iron/water main quality pipe from the catch basin to a point 10 feet beyond the edge of the water facility.

Extreme caution is to be taken to ensure that no facility owned and maintained by this Department is damaged during construction. If damage occurs to any facilities, Sterling Bay Companies, LLC will be held responsible for the cost of repairing or replacing them.

Please note that the details described above are valid for 90 days from the date of this letter, after which time, Sterling Bay Companies, LLC will be responsible for re-submitting plans to this Department for review and revision of the estimate of cost, as needed. Failure to comply with the provisions in this correspondence may result in additional expenses to the proposed project to verify that all work conforms to the DWM's standards.

If there are any questions regarding the water facilities, please contact Angela Krueger at Angela.Krueger@cityofchicago.org.

Sincerely,

Andrea R.H. Cheng Ph.D., P.E.

Acting Commissioner

ΑZ

Email cc: DOB Plan Desk





CITY OF CHICAGO

DEPARTMENT OF WATER MANAGEMENT

June 21, 2022

City of Chicago
Department of Transportation
Division of Infrastructure Management
Office of Underground Coordination
30 North LaSalle Street, 3rd Floor
Chicago, Illinois 60602

Attn: Mr. Jai Kalayil

Deputy Commissioner

Re: Proposed Dedication and Subdivision Ordinance

2nd Ward

For: Lincoln Yards North

Subdivision of land and dedication of ROW in the general area bounded by N. Elston Ave, W. Dickens Ave. (2100 N), N. Clybourn Ave, and W. Willow St. (extended) (1740 N). Previously reviewed as OUC VD-102649.

REVISED

OUC File No. VD-110518 M&P Project No. 32-02-20-3936 Water Atlas Page 186 & 204 Sewer Atlas Page 40-1-19 & 40-1-20

Dear Mr. Kalayil:

This letter is a revised response to your inquiry dated June 11, 2021 concerning the proposed dedication and subdivision. This letter supersedes the previous letter dated July 9, 2021.

I) The Department of Water Management (DWM) - Water Section

Once the water mains addressed under VD-110517 (Lincoln Yards North vacation) have been abandoned, the following existing water mains abut or are within the proposed subdivision and must remain:

- 1. A 12-inch water main in N. Dominick Street from W. Webster Avenue to W. Shakespeare Avenue;
- 2. An 8-inch water main in W. Dickens Avenue from N. Dominick Street to N. Southport Avenue;
- 3. A 12-inch water main in N. Southport Avenue from W. Dickens Avenue to N. Kingsbury Street;
- 4. A 12-inch water main in N. Kingsbury Street from N. Southport Avenue to W. Cortland Street; and
- 5. A 24-inch water main in W Cortland Street from N. Kingsbury Street to vacated N. Southport Avenue (proposed N. Throop Street).

The Water Section has no objection to the proposed dedication and subdivision, provided the following are part of the dedication and subdivision ordinance:

New water mains are to be installed by the developer at their expense in the following sizes and locations:

- a. A 16-inch water main in N. Dominick Street from W. Shakespeare Avenue to W. Armitage Avenue, connecting to the existing 24-inch water main in W. Shakespeare Avenue, the existing 8-inch water main in W. Dickens Avenue, the proposed 12-inch water main in W. Armitage Avenue and extending south into N. Throop Street (approximately 760 feet);
- b. A 16-inch water main in N. Throop Street connecting to the new 16-inch water main in N. Dominick Street and the new 24-inch water main in W. Cortland Street (approximately 798 feet);
- c. A 12-inch water main in W. Armitage Avenue connecting the new 16" water main in N. Dominick Street/N. Throop Street to the existing 12-inch water main in N. Southport Avenue (approximately 386 feet);
- d. A 24-inch water main in W. Cortland Street connecting the new 16" main in N. Throop Street to the existing 24-inch water main in W. Cortland Street (approximately 52 feet);
- c. The 24-inch water main in W. Cortland Street must connect to the 24-inch water main in N. Throop Street going under the North Branch of the Chicago River connecting to Lincoln Yards South. The water main crossing under the North Branch of the Chicago River is addressed in the Lincoln Yards South dedication letter, VD-102775.

As part of the installation of the 16-inch water main in N. Dominick Street, the existing 12-inch water main in N. Dominick Street between W. Shakespeare Avenue and W. Dickens Avenue is to be abandoned.

The new water mains are subject to the following:

- i. All proposed water main plans are subject to DWM review and approval.
- ii. The final phasing and sequencing of the installation of these various mains will be determined by DWM.
- iii. DWM will make all final connections between the new water mains and the existing DWM system.
- iv. The DWM cannot and will not make ANY connections until 1) as-built drawings for the developer-installed pipe have been reviewed and approved by DWM, and 2) the rights-of-way with the developer-installed pipe have been dedicated to the City. Only after the completion of these two items will the DWM make the connections
- v. The total estimated cost for the DWM to make the connections (\$189,530.00) and perform additional work necessary to accommodate the development (\$17,120.00) is \$206,650.00. See the attached letter dated February 14, 2022 for further details. This estimate is based on current rates for labor (straight time), material, equipment and overhead charges, but actual costs will be submitted for payment upon completion of the work. Instructions for payment of this deposit are in the attached letter.
- vi. In the event the developer is unable to complete the water main installations described above, a deposit is required that will allow DWM to complete the work. The required deposit amount is \$1,492,635.00. This estimate is based on current rates for labor,

materials, equipment, and overhead charges, but actual costs will be billed to the developer upon DWM's completion of the work.

The developer shall provide the DWM with an irrevocable, unconditional letter of credit in the amount of \$1,492,635.00 for the required Water Main Installation deposit, and in the form of the Letter of Credit, all as set forth in the Agreement Regarding Temporary Easement for DWM Facilities ("Agreement") being developed, similar in language and scope to the Agreement developed for Lincoln Yards South.

vii. Further requirements may be developed as development proceeds or changes.

For questions regarding water facilities, please contact Andrew McFarland at andrew.mcfarland@cityofchicago.org.

II) The Department of Water Management (DWM) - Sewer Section

Per Exhibit of New Lots and Street Dedications with Subdivision, there are total (10)-ten lots are proposed for subdivision and represented as Lot 1, Lot 2, Lot 3, Lot 4, Lot 5, Lot 6, Lot 7, Lot 8, Lot 9 and Lot 10.

Lot 1, Lot 2, Lot 4, Lot 7, Lot 8 and Lot 10: Based on sewer records, there are no City sewer facilities within the limits of the area proposed for subdivision. Therefore, the Sewer section has no objection to the proposed subdivision of Lot 1, Lot 2, Lot 4, Lot 7, Lot 8 and Lot 10.

Lot 3: Based on sewer records, there is a 24-inch public sewer on N Dominick St – W Dickens Ave to W McLean Ave and within the proposed subdivision of Lot 3. Please see detailed conditions below for Lot 3:

Lot 5, Lot 6 and Lot 9: Based on sewer records, following sewers are present in Lot 5, Lot 6 and Lot 9-

- i. 12-inch public sewer on W McLean Ave N Dominick St to N Southport Ave
- 18-inch to 24-inch public sewer on N Southport Ave W Dickens Ave to W Cortland St
- iii. 12-inch public sewer on W Armitage approx. 308-feet west of west line of N Southport Ave to N Southport Ave

Please see detailed conditions below for Lot 3, Lot 5, Lot 6 and Lot 9:

Detailed conditions for Lot 3, Lot 5, Lot 6 and Lot 9: The Sewer Section will approve the proposed subdivision with dedication, provided the beneficiary must agree with the conditions below:

- A. All existing easements for sewer mains listed above in Lot 3, Lot 5, Lot 6 and Lot 9 must remain the same with no change. For the sewers without an easement in Lot 3, Lot 5, Lot 6 and Lot 9, the beneficiary must agree with the conditions below:
 - 1. There must be a reservation of forty (40) feet wide centered at the existing public sewers.
 - 2. The Sewer Section requires a minimum of forty (40) feet of vertical clearance from ground level to provide access to construction machinery that would be necessary in the event of a break or if maintenance or relocation were required in the future.

- 3. No temporary or permanent buildings or other structures shall be erected upon or over the areas where reservations are required.
- 4. The City of Chicago Department of Water Management must have continuous 24-hour access without any obstructions like fences or bollards to the area where the reservations are required.
- 5. It is the beneficiary's responsibility to maintain proper drainage in the areas where reservations are required.
- 6. All proposed plans for improvements must be submitted to and approved by the Department of Water Management Sewer Section prior to construction.
- 7. The beneficiary of the proposed subdivision where the reservations are required must be responsible for the repair, renewal, or replacement of the physical improvements on the areas to be reserved, which may be damaged in connection with the maintenance and repair, or replacement of the sewer facilities and appurtenances.
- 8. Any adjustments to the Sewer Section's facilities in the areas where reservations are required must be paid by the beneficiary.
- 9. If and when the owner/developer install the new sewers as a sewer relocation work into new dedicated public ROW and accepted by City, these sewers In Lot 3, Lot 5, Lot 6 and Lot 9 should be abandoned. The abandonment plans must meet the Department of Water Management, Sewer Design Section's requirements.
- B. Existing private sewers in the areas to be dedicated will be sealed and removed at the expense of the beneficiary, in accordance with the standard procedures of the Department of Water Management, Sewer Section.
- C. If and when the existing private main sewers and appurtenances are abandoned, the abandonment plans must meet the Department of Water Management, Sewer Design Section's requirements.
- D. Private structures are not allowed in the public right of way without an ordinance established by the City Council. Existing private structures must be relocated into private property, abandoned or established through a City Council ordinance.
- E. It is the owner's / developer's responsibility to provide proper drainage in the areas to be dedicated. When the final plans are available, the owner's / developer's engineering staff must discuss those plans with Sewer Section Engineering Personnel.
- F. Please be advised that any underground sewer work, including the public main sewers and sewer structures associated with the proposed dedications, must be submitted for review and installed at the expense of the beneficiary. All permits and inspection costs shall be at the beneficiary's expense. The developer will be the owner and responsible for the maintenance of the public sewers and sewer structures within the dedicated ROWs until the ownership and maintenance is transferred from the developer to CDWM. The ownership and maintenance of said public sewers and sewer structures will be accepted by the Department of Water Management only after receiving, reviewing, and approving the construction as-built drawings and videotaped inspection of the new sewer main. Notification of acceptance of the sewers installed by the developer will come in the form of a letter from the Commissioner.

G. Permits are required to be obtained by a Licensed Drainlayer from the Department of Buildings - Sewer Permit Section for all underground sewer work, in both the public way and on private property. As-built plans of the public sewer and combined public main sewers indicating the street location of the main sewer(s) and appurtenances must be submitted to the Department of Water Management for record purposes within 30 days of completion.

If there are any questions regarding the sewer facilities, contact Anupam Verma at Anupam. Verma@CityofChicago.org.

Very truly yours,

Andrea R.H. Cheng, Ph.D., P.E.

Commissioner



DEPARTMENT OF WATER, MANAGEMENT

July 9, 2021

City of Chicago
Department of Transportation
Division of Infrastructure Management
Office of Underground Coordination
30 North LaSalle Street, 3rd Floor
Chicago, Illinois 60602

Attn: Mr. Jai Kalayil

Coordinator of Street Permits

Re: Proposed Dedication and Subdivision Ordinance

2nd Ward

For: Lincoln Yards North

Subdivision of land and dedication of ROW in the general area bounded by N. Elston Ave, W. Dickens Ave. (2100 N), N. Clybourn Ave, and W. Willow St. (extended) (1740 N). Previously reviewed as OUC VD-102649.

OUC File No. VD-110518 M&P Project No. 32-02-20-3936 Water Atlas Page 186 & 204 Sewer Atlas Page 40-1-19 & 40-1-20

Dear Mr. Kalayil:

This letter is in response to your inquiry dated June 11, 2021 concerning the proposed dedication and subdivision.

I) The Department of Water Management (DWM) - Water Section

Once the water mains addressed under VD-110517 (Lincoln Yards North vacation) have been abandoned, the following existing water mains abut or are within the proposed subdivision and must remain:

- 1. A 12-inch water main in N. Dominick Street from W. Webster Avenue to W. Shakespeare Avenue;
- 2. An 8-inch water main in W. Dickens Avenue from N. Dominick Street to N. Southport Avenue;
- 3. A 12-inch water main in N. Southport Avenue from W. Dickens Avenue to N. Kingsbury Street;
- 4. A 12-inch water main in N. Kingsbury Street from N. Southport Avenue to W. Cortland Street; and
- 5. A 24-inch water main in W Cortland Street from N. Kingsbury Street to vacated N. Southport Avenue (proposed N. Throop Street).

The Water Section has no objection to the proposed dedication and subdivision, provided the following are part of the dedication and subdivision ordinance:

OUC File No. VD-110518 July 9, 2021 Page 2 of 4

New water mains are to be installed by the developer at their expense in the following sizes and locations:

- a. A 16-inch water main in N. Dominick Street from W. Shakespeare Avenue to W. Armitage Avenue, connecting to the existing 24-inch water main in W. Shakespeare Avenue, the existing 8-inch water main in W. Dickens Avenue, the proposed 12-inch water main in W. Armitage Avenue and extending south into N. Throop Street (approximately 760 feet);
- b. A 16-inch water main in N. Throop Street connecting to the new 16-inch water main in N. Dominick Street and the new 24-inch water main in W. Cortland Street (approximately 798 feet);
- c. A 12-inch water main in W. Armitage Avenue connecting the new 16" water main in N. Dominick Street/N. Throop Street to the existing 12-inch water main in N. Southport Avenue (approximately 386 feet);
- d. A 24-inch water main in W. Cortland Street connecting the new16" main in N. Throop Street to the existing 24-inch water main in W. Cortland Street (approximately 52 feet);
- e. The 24-inch water main in W. Cortland Street must connect to the 24-inch water main in N. Throop Street going under the North Branch of the Chicago River connecting to Lincoln Yards South.

As part of the installation of the 16-inch water main in N. Dominick Street, the existing 12-inch water main in N. Dominick Street between W. Shakespeare Avenue and W. Dickens Avenue is to be abandoned.

The new water mains are subject to the following:

- i. All proposed water main plans are subject to DWM review and approval.
- ii. The final phasing and sequencing of the installation of these various mains will be determined by DWM.
- iii. DWM will make all final connections between the new water mains and the existing DWM system.
- iv. The estimated cost for the DWM to make the connections and perform additional work necessary to accommodate the development is \$194,265.00. See the attached letter dated January 22, 2021 for further details. This estimate is based on current rates for labor (straight time), material, equipment and overhead charges, but actual costs will be submitted for payment upon completion of the work. Instructions for payment of this deposit are in the attached letter.
- v. In the event the developer is unable to complete the water main installations described above, a deposit is required that will allow DWM to complete the work. The required deposit amount is \$1,356,938.00. This estimate is based on current rates for labor, materials, equipment, and overhead charges, but actual costs will be billed to the developer upon DWM's completion of the work.

The developer shall provide the DWM with an irrevocable, unconditional letter of credit in the amount of \$1,356,938.00 for the required Water Main Installation deposit, and in the form of the Letter of Credit, all as set forth in the Agreement Regarding

Temporary Easement For DWM Facilities ("Agreement") being developed, similar in language and scope to the Agreement developed for Lincoln Yards South.

vi. Further requirements may be developed as development proceeds or changes.

For questions regarding water facilities, please contact Andrew McFarland at andrew.mcfarland@cityofchicago.org.

II) The Department of Water Management (DWM) - Sewer Section

Per the Exhibit of New Lots and Street Dedications with Subdivision, there are a total of ten (10) lots proposed for subdivision and represented as Lot 1, Lot 2, Lot 3, Lot 4, Lot 5, Lot 6, Lot 7, Lot 8, Lot 9 and Lot 10. Conditions for these lots are as follows:

- Lot 1, Lot 2, Lot 4, Lot 7, Lot 8 and Lot 10: Based on sewer records, there are no City sewer facilities within the limits of the area proposed for subdivision. Therefore, the Sewer section has no objection to the proposed subdivision of Lot 1, Lot 2, Lot 4, Lot 7 and Lot 8.
- Lot 3: Based on sewer records, there is a 24-inch public sewer on N Dominick St from W Dickens Ave to W McLean Ave and within the proposed subdivision of Lot 3. Please see detailed conditions below for Lot 3:
- Lot 5, Lot 6 and Lot 9: Based on sewer records, the following sewers are present in Lot 5, Lot 6 and Lot 9-
 - I. 12-inch public sewer on W McLean Ave N Dominick St to N Southport Ave
 - II. 18-inch to 24-inch public sewer on N Southport Ave W Dickens Ave to W Cortland St
 - III. 12-inch public sewer on W Armitage approx. 308-feet west of west line of N Southport Ave to N Southport Ave

Please see detailed conditions below for Lot 5. Lot 6 and Lot 9:

Detailed conditions for Lot 3, Lot 5, Lot 6 and Lot 9: The Sewer Section will approve the proposed subdivision with dedication, provided the beneficiary must agree with the conditions below

a. All sewer mains listed above in Lot 3, Lot 5, Lot 6 and Lot 9 must be retained and maintained in addition, the Sewer Section requires a minimum of forty (40) feet of vertical clearance from ground level to provide access to construction machinery that would be necessary in the event of a break or if maintenance or relocation were required in the future. If and when the owner /developer install the new sewers as a sewer relocation work into new dedicated public ROW and accepted by City, these sewers In Lot 3, Lot 5, Lot 6 and Lot 9 could be abandoned. The abandonment plans must meet the Department of Water Management. Sewer Design Section's requirements.

OUC File No. VD-110518 July 9, 2021

Page 4 of 4

b. Existing private sewers in the areas to be dedicated will be sealed and removed at the expense of the beneficiary, in accordance with the standard procedures of the Department of Water Management, Sewer Section.

- c. If and when the existing private main sewers and appurtenances are abandoned, the abandonment plans must meet the Department of Water Management, Sewer Design Section's requirements.
- d. Private structures are not allowed in the public right of way without an ordinance established by the City Council. Existing private structures must be relocated into private property, abandoned or established through a City Council ordinance.
- e. It is the owner's / developer's responsibility to provide proper drainage in the areas to be dedicated. When the final plans are available, the owner's / developer's engineering staff must discuss those plans with Sewer Section Engineering Personnel.
- f. Please be advised that any underground sewer work, including the public main sewers and sewer structures associated with the proposed dedications, must be submitted for review and installed at the expense of the beneficiary. The maintenance of the public sewers and sewer structures will be accepted by the Department of Water Management only, after physical and videotape inspection approved by the Department of Water Management.
- g. Permits are required to be obtained by a Licensed Drainlayer from the Department of Buildings Sewer Permit Section for all underground sewer work, in both the public way and on private property. As-built plans of the public sewer and combined public main sewers indicating the street location of the main sewer(s) and appurtenances must be submitted to the Department of Water Management for record purposes within 30 days of completion.

If there are any questions regarding the sewer facilities, contact Anupam Verma at Anupam.Verma@CityofChicago.org.

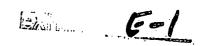
Very truly yours.

Andrea R.H. Cheng, Ph.D., P.E

Commissioner

EXHIBIT E-1 and E-2 DWM VACATION OUC LETTERS (Attached)





CITY OF CHICAGO

DEPARTMENT OF WATER MANAGEMENT

August 31, 2020

Sterling Bay Companies, LLC 333 North Green Street, Ste 1100 Chicago, Illinois 60607

Attention:

Martin Wood

Vice President

SUBJECT:

Proposed Lincoln Yards North

Resident Engineering Services, Water Main Vacation and Dedication,

Valve Operations and Review of Phasing Plan

BES Project No. 14-09:071.03 OUC File No. EFP-101068

Mr. Wood:

This correspondence is in response to an Office of Underground Coordination transmittal dated January 13, 2020, and revised plans received August 20, 2020, for the subject project.

The proposed development consists of conceptual roadway reconstruction, vacation and dedication plans for the subject project. Sterling Bay Companies, LLC shall submit final engineering plans for the overall project to the Department of Water Management (DWM) for review and approval prior to the start of construction. Upon review of the final engineering plans, additional DWM involvement may be required in the overall project, resulting in additional costs to Sterling Bay Companies, LLC.

The Department of Water Management - Water Section

This Department maintains several existing grid and feeder mains located within the proposed project limits. In order to accommodate the proposed street reconstruction, dedication, and vacation, the DWM will allow Sterling Bay Companies, LLC's contractor to replace and install the proposed grid and feeder mains. The DWM crews will be responsible for all final connections to the DWM's system, backfill, operation of all valves necessary for the water main work, provide resident engineering and water quality services. The DWM cannot and will not take ownership of the water main pipe installed by the Sterling Bay Companies, LLC's contractor in private property until the right-of-way has been dedicated to the city. The DWM will also not perform the source and final connections until as-built drawings are reviewed and approved by this Department.

Sterling Bay Companies, LLC's contractor will be responsible for obtaining all applicable permits, traffic control and final restoration to CDOT standards for the above-mentioned work. The DWM will perform the excavation, pipework and backfill to grade of the excavated areas.

1000 EAST BÎNO STREET CHICAGO ILCINOIS 80611

Page 2 Sterling Bay Companies, LLC August 31, 2020

Additionally, in order to accommodate the proposed street vacations of W Armitage Avenue, W Mclean Avenue, and N Southport Avenue, the following existing water mains must be abandoned in place:

- Approximately 378 feet of 8-inch water main located at approximately 18 feet SNL of W Armitage Avenue
- Approximately 1,026 feet of 12-inch water main located from approximately 20 feet to 22 feet SNL of W Mclean Avenue Approximately 843 feet of 12-inch water main located from approximately 14 feet WEL to 15 feet EWL of N Southport Avenue

The existing 8-inch and 12-inch water mains are not fully amortized. The estimated unamortized cost for these existing water main abandonments is **\$434,800.00**.

In order to accommodate the above-mentioned abandonments, the following existing water mains and associated tee's and fire hydrant are required to be cut and capped:

- 12-inch x 12-inch grid main south run tee located at approximately 22 feet S SEX and 14 feet WEL of N Southport Avenue at N Kingsbury Street
- 12-inch x 8-inch grid main south run tee located at approximately 24 feet SNL and 34 feet WEL of N Dominick Street and W Dickens Avenue
- 24-inch x 16-inch reducer located at approximately 29 feet SNL and 27 feet WEL of N Dominick Street and W Cortland Street
- Remove and relocate one (1) existing fire hydrant located on the northern frontage of W
 Cortland Street at approximately 16 feet EEL of N Southport Avenue and reconnect to the
 existing 24-inch feeder main in W Cortland Street

The scope of the DWM's involvement is limited to excavation, water main pipe work and installation, backfill, valve operations, engineering services and water quality services, at an estimated cost of \$96,700.00. Please note that this estimate is based on current rates for labor, material, equipment and overhead charges, but actual costs will be submitted for payment upon completion of the work. Sterling Bay Companies, LLC's contractor will be responsible for obtaining all applicable permits, tracing equipment, excavation/OSHA shoring, abandonment of appurtenances (valve box/valve basin) and final restoration to CDOT standards.

Additionally, the estimated cost for water quality services, including flushing of the 24-inch feeder main weekly is \$17,800.00. Please note that this estimate is based on current labor rates (including overhead charges), but the actual costs of the water quality services will be submitted for payment. Should any existing water services be impacted by de-energizing this feeder main, Sterling Bay Companies, LLC shall be responsible for notifying these DWM customers at least 24-hours prior to the shutdown.

The DWM has been providing engineering services to assist Sterling Bay Companies, LLC with the proposed water main design plans for Lincoln Yards North. The current engineering services cost to date is \$20,000.00. The estimated cost for this Department to continue to provide engineering design services is \$20,000.00. The estimated cost for the DWM to provide all final connections, valve operations, resident engineering services, and water quality services will be determined in the future as the project finalizes. This estimate will be based on current rates for labor (straight and premium time), equipment, and overhead charges, but actual cost will be submitted to Sterling Bay Companies, LLC for payment once construction is completed. Note the additional scope of DWM involvement and costs and expenses may increase upon review of the final engineering plans.

Page 3 Sterling Bay Companies, LLC August 31, 2020

A certified check in the amount of **\$589,300.00** (\$434,800.00 + \$96,700.00 + \$17,800.00 + \$40,000), payable to the City of Chicago, must be hand delivered to the Department of Buildings, Plumbing Permit and Plan Section, 121 North LaSalle Street, Room 906, Chicago, Illinois, 60602, with a copy of this letter.

Construction of the new water mains will require a deposit to guarantee installation of the new facilities. The terms and conditions of that deposit and requirements for the installation of the new water facilities will be addressed in a letter under separate cover once the required facilities have been designed by the developer and reviewed and approved by the DWM.

Sterling Bay Companies, LLC's contractor installing the new grid and feeder main shall perform the following:

- Submit a complete list of the shop drawings (submittals) for all water main materials to be used to complete the water main installation to the Force Account Construction Manager at <u>FACM@ctrwater.net</u> for review. Once the list is approved, the shop drawings (submittals) shall be sent at least 60 days prior to starting the work to the Force Account Construction Manager at <u>FACM@ctrwater.net</u> for review.
- It is required that the Force Account Construction Manager be contacted at <u>FACM@ctrwater.net</u> two (2) weeks prior to the anticipated construction date so a resident engineer can be assigned to the project.
- Obtain a "B-Permit" prior to construction from the City of Chicago, Department of Buildings, Plumbing Permit and Plan Section, City Hall, 121 N LaSalle Street, Room 906, (312) 744-7063.
- Contact the Plumbing Permit and Plan Section of the Department of Buildings regarding any proposed water service installations.
- Submit as-built drawings within two (2) weeks of completion of the work. The as-built drawings should be submitted to the Force Account Construction Manager at FACM@ctrwater.net. The DWM will not perform the source and final connections until as-built drawings are reviewed and approved by this Department.

Failure to comply with these requirements may result in additional expenses to the project to verify that all work conforms to the DWM's standards.

The proposed street improvements will be located above existing water facilities located within the subject project limits. This Department requires unrestricted access to its facilities at all times. Should the DWM require access to its facilities, it will not be responsible for any costs or work for restoration of the proposed street improvements (beyond typical pavement, sidewalk, and hydroseed restoration), including but not limited to, special features, planters, landscaping or structures.

There are existing valve basin frames and lids, water shut-off/valve boxes, and meter vaults within the proposed reconstruction limits. It is requested that any vertical adjustment that may be required to these facilities be incorporated into the contract plans and specifications, and the work is to be performed by Sterling Bay Companies, LLC's contractor. It is also requested that the final payment to the contractor be withheld until this Department has inspected and found the adjusted facilities acceptable. Please contact Mr. Albert Wtorkowski of the Department of Water Management, at Albert.Wtorkowski@cityofchicago.org, in order to schedule the final inspection of any adjusted water facilities.

Page 4 Sterling Bay Companies, LLC August 31, 2020

There are various water mains and appurtenances within the limits of this project. All proposed underground facilities must be installed in such a manner to provide the following required clearances: The minimum vertical clearance (edge-to-edge) from all water mains is 18 inches. For feeder mains (water mains 16-inches and larger), the minimum horizontal clearance (edge to-edge) is five (5) feet, and for grid mains (water mains less than 16-inches), the minimum horizontal clearance (edge-to-edge) is three (3) feet.

No proposed above ground facility (tree, planter box, light pole, etc.) can be closer than five (5) feet (edge-to-edge) from a water main or closer than three (3) feet (edge-to-edge) from a water service. Should the DWM require access to its facilities, it will not be responsible for the costs to remove or support any above ground structures adjacent to its facilities.

There will be multiple existing fire hydrants installed within the project's limits. In no case shall the installation of any proposed facility be closer than five (5) feet from a fire hydrant or fire hydrant lead. All new curb installation adjacent to fire hydrants must be painted 'safety yellow' for 15 feet on each side of the fire hydrant except where the 15-foot dimension intersects a crosswalk, driveway or similar feature.

If construction requires the use of water from a City fire hydrant, or adjustments or repairs are required to any City sewer facilities in proximity to the project site, permits must be obtained from the Department of Water Management, Water and Sewer Sections.

Proposed trees must not be planted above or within five (5) feet of the exterior pipe wall for all water mains 24-inch in diameter and larger. This 5-foot rule excludes mains that are separated from the tree by a hardscape feature or other root growth limiting conditions such as water mains located in the street.

This Department discourages tree planting over water mains that are less than 24-inches in diameter located in the parkway, but if necessary, will allow trees with a maximum mature height of 30 feet and a maximum mature root depth of 2½ feet. Potential plantings that meet this requirement include the following:

- 1. Ornamental shrubs or bushes meeting the mature height and mature root depth stated above.
- 2. Flowers or other non-woody herbaceous plants.
- 3. Above ground, removable planting containers that can be moved by construction equipment in the event that water main repair is required.

Existing trees planted above water mains that do not meet these requirements do not need to be removed. However, if such existing trees are removed, all proposed trees installed in their place must meet the above-mentioned requirements. Should it be necessary for the DWM to access any of its facilities, the Department shall only be responsible for typical pavement, sidewalk, and hydroseed restoration.

All new sewer installations must meet IEPA separation requirements for water and sewer pipes. All proposed/replaced sewer laterals from catch basins/inlets, sewer mains, and private drains (collectively known as "sewer facilities") that are parallel to water mains, services or fire hydrant leads (collectively known as "water facilities") that are less than 18 inches below the water facility and have less than 10 feet of horizontal separation from the outside edge of the water facility must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facility. Additionally, all sewer facilities that cross perpendicularly below water facilities

Page 5 Sterling Bay Companies, LLC August 31, 2020

with less than 18 inches vertical separation must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facility. If any sewer facility crosses perpendicularly above a water facility, then the sewer facility shall be at least 18 inches above the water facility and the sewer facility must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facility. Sewer laterals that require ductile iron/water main quality pipe shall be ductile iron/water main quality pipe from the catch basin to a point 10 feet beyond the edge of the water facility.

Extreme caution is to be taken to ensure that no facility owned and maintained by this Department is damaged during construction. If damage occurs to any facilities, Sterling Bay Companies, LLC will be held responsible for the cost of repairing or replacing them.

Please note that the details described above are valid for 90 days from the date of this letter, after which time, Sterling Bay Companies, LLC will be responsible for re-submitting plans to this Department for review and revision of the estimate of cost, as needed. Failure to comply with the provisions in this correspondence may result in additional expenses to the proposed project to verify that all work conforms to the DWM's standards.

If there are any questions regarding the water facilities, please contact Angela Krueger at Angela.Krueger@cityofchicago.org.

Sincerely,

Randy Conner Commissioner

AK/HG/AZ

cc: DOB Plan Desk





CITY OF CHICAGO

DEPARTMENT OF WATER MANAGEMENT

May 6, 2022

City of Chicago
Department of Transportation
Division of Infrastructure Management
Office of Underground Coordination
30 North LaSalle Street, 3rd Floor
Chicago, Illinois 60602

Attn: Mr. Jai Kalayil

Deputy Commissioner

Re: Proposed Vacation Ordinance

2nd Ward

For: Lincoln Yards North

Vacation of ROW including portions of alleys and portions of streets in the general area bounded by N. Elston Ave, W. Dickens Ave. (2100 N), N. Clybourn Ave, and W. Willow St. (extended) (1740 N). Previously reviewed as OUC VD-102642.

REVISED

OUC File No. VD-110517 M&P Project No. 32-02-20-3935 Water Atlas Page 186 & 204 Sewer Atlas Page 40-1-19 & 40-1-20

Dear Mr. Kalayil:

This letter is an updated response to your inquiry dated June 11, 2021 concerning the proposed vacation. This letter supersedes the previous letter dated July 9, 2021, a copy of which is attached.

I) The Department of Water Management (DWM) - Water Section

The following water mains and appurtenances are located within the streets proposed for vacation and streets previously vacated:

- 1. Approximately 378 feet of 8-inch water main located in W Armitage Avenue west of N Southport Avenue installed in 1935;
- 2. Approximately 736 feet of 12-inch water main located in N Dominick Street from W Dickens Avenue to W McLean Avenue and in W McLean Avenue from N Dominick Street to N Southport Avenue installed in 1991; and
- 3. Approximately 843 feet of 12-inch water main located in N Southport Avenue from N Kingsbury Street to N Southport Avenue installed in 2016.

For the vacation to be approved by the Water Section, these water mains must be abandoned. The requirements of the letter to Sterling Bay Companies, LLC dated August 31, 2020 (also attached), must be complied with, with exceptions as noted below:

a. The water mains described above must be abandoned. The scope of the DWM's involvement is limited to excavation, water main pipe work and installation, backfill, valve operations, engineering services and water quality services, at an updated

estimated cost of \$143,655.00. Please note that this estimate is based on current rates for labor, material, equipment and overhead charges, but actual costs will be submitted for payment upon completion of the work.

- b. Sterling Bay Companies, LLC's contractor will be responsible for obtaining all applicable permits, tracing equipment, excavation/OSHA shoring, abandonment of appurtenances (valve box/valve basin) and final restoration to CDOT standards.
- c. All water services no longer in use must be permanently terminated as part of the proposed development by permit per DWM Standards.
- d. DWM will allow the water mains to be abandoned in two phases. Phase 1 will abandon the water mains described in Items 1 and 2 above. Phase 2 will abandon the water main described in Item 3 above.
- c. Because the existing water mains cannot be located within private property (the vacated streets), a temporary easement must be put in place to protect the water mains. See Section III of this letter for temporary easement requirements. The temporary easement will be released once the water mains have been abandoned.
- f. This letter is only regarding the vacation described above. Final plans for the proposed development must be submitted to the DWM for review and approval prior to construction. Construction of the new water mains will require a deposit to guarantee installation of the new facilities. The terms and conditions of that deposit and requirements for the installation of the new water facilities will be addressed in a letter under separate cover once the required facilities have been designed by the developer and reviewed and approved by the DWM.
- g. The existing 8-inch and 12-inch water mains are not fully amortized. The estimated unamortized cost for these existing water main abandonments is \$425,217.84.
- h. The new 16-inch water main in the proposed N Dominick Street must be installed and connected to the existing 24-inch water main in W Cortland Street before the existing 12-inch water main in N Southport Avenue can be abandoned. To maintain water quality, the water main in W Cortland Street may not be left as a dead end.
- i. The attached letter also required a deposit for engineering services of \$40,000.00, which was paid on October 13, 2020, under Permit No. 1507319.
- j. A certified check in the amount of \$568,872.84 (\$143,655.00 + \$425,217.84), payable to the City of Chicago, must be hand delivered to the Department of Buildings, Plumbing Permit and Plan Section, 121 North LaSalle Street, Room 906, Chicago, Illinois, 60602, with a copy of this letter.

For questions regarding water facilities, please contact Andrew McFarland at andrew.mcfarland@cityofchicago.org.

II) The Department of Water Management (DWM) - Sewer Section

Per Exhibit B, there are total (7)-seven parcels are proposed for vacation and represented as V1, V2, V3, V4, V5, V6 and V7.

Parcel V1: Based on sewer records, there is a 24-inch public sewer on N Dominick St flowing south entering the proposed area to be vacated. This 24-inch sewer main is serving area along N Dominick St including upstream of the area to be vacated. This 24-inch sewer main must be retained and maintained until the new relocated sewer is built by the beneficiary

of the vacated ROW and accepted by City as a part of sewer relocation work into new dedicated public ROW. See Section III of this letter for temporary easement requirements.

Parcel V2, V3, V5, V6 and V7: Based on sewer records, there are no City sewer facilities within the limits of the area proposed for vacation. Therefore, the Sewer section has no objection to the proposed vacation of Parcel V2, V3, V5, V6 and V7.

Parcel V4: Based on sewer records, there is a 12-inch public sewer in W McLean Ave flowing cast and an 18-inch public sewer on N Southport Ave flowing south. These sewer mains are serving areas along W McLean Ave and N Southport Ave including upstream of the area to be vacated. These sewer mains must be retained and maintained until the new relocated sewers are built by the beneficiary of the vacated ROW and accepted by City as a part of sewer relocation work into new dedicated public ROW. See Section III of this letter for temporary easement requirements.

If there are any questions regarding the sewer facilities, contact Anupam Verma at Anupam.Verma@CityofChicago.org.

III) The Department of Water Management - Temporary Easement Requirements

The temporary easement is subject to the following conditions:

- i. There must be a temporary easement over the entire width and length of the vacated ROW, including previously vacated ROW in N Southport Ave between W Cortland Street and W McClean Avenue and in W Armitage Avenue from N Southport Avenue west to the river for the existing water and sewer mains.
- ii. There must be a minimum forty (40) feet of vertical clearance from ground level to provide access to construction machinery that would be necessary in the event of a break or if maintenance or relocation were required in the future.
- iii. The DWM must have continuous 24-hour access without any obstructions like fences or bollards to the area where the temporary easement is required.
- iv. All proposed plans for improvements must be submitted to and approved by the DWM prior to construction.
- v. The beneficiary of the vacated ROW where a temporary easement is required must be responsible for the repair, renewal or replacement of any physical improvements on the vacated area which may be damaged in connection with the maintenance and repair, or replacement of the sewer main. Examples of improvements include, but are not limited to the landscape island, the private drainage system, lighting, pavement and sidewalks.
- vi. The beneficiary of the vacated ROW where a temporary easement is required must be responsible for completely removing any obstacle for the maintenance and repair, or replacement of the water and sewer mains.
- vii. The beneficiary of the vacated ROW where a temporary easement is required must follow Landscape requirements per DWM requirements for Existing Facilities Protection.
- viii. Because the temporary easement is in an active construction site, any repairs or adjustments to the DWM's facilities in the vacated ROW where a temporary easement is required must be paid by the beneficiary. This includes, but is not limited to, repairs

- or adjustments due to water main or sewer breaks, leaks, damage from construction operations, and any other repairs deemed necessary by the DWM
- ix. The temporary easement on the area to be vacated can be released after the existing facilities are abandoned and new facilities built by the beneficiary within dedicated ROW that replaces the functions of the water mains and sewers within the vacated ROW and accepted by the DWM.
- x. Once the new temporary easement is in place, the DWM can release its rights in the previously vacated ROW's described above.
- xi. All temporary easement document must be reviewed and approved by the DWM.

Very truly yours,

Andrea R.H. Cheng, Ph.D., P.E

Commissioner



CITY OF CHICAGO

DEPARTMENT OF WATER MANAGEMENT

July 9, 2021

City of Chicago
Department of Transportation
Division of Infrastructure Management
Office of Underground Coordination
30 North LaSalle Street, 3rd Floor
Chicago, Illinois 60602

Attn: Mr. Jai Kalayil

Coordinator of Street Permits

Re: Proposed Vacation Ordinance

2nd Ward

For: Lincoln Yards North

Vacation of ROW including portions of alleys and portions of streets in the general area bounded by N. Elston Ave, W. Dickens Ave. (2100 N), N. Clybourn Ave, and W. Willow St. (extended) (1740 N). Previously reviewed as OUC VD-102642.

OUC File No. VD-110517 M&P Project No. 32-02-20-3935 Water Atlas Page 186 & 204 Sewer Atlas Page 40-1-19 & 40-1-20

Dear Mr. Kalayil:

This letter is in response to your inquiry dated June 11, 2021 concerning the proposed vacation. This letter supersedes the previous letter dated October 15, 2020 and submitted under VD-102642.

I) The Department of Water Management (DWM) - Water Section

The following water mains and appurtenances are located within the streets proposed for vacation and streets previously vacated:

- 1. Approximately 378 feet of 8-inch water main located in W Armitage Avenue west of N Southport Avenue installed in 1935;
- Approximately 736 feet of 12-inch water main located in N Dominick Street from W Dickens Avenue to W McLean Avenue and in W McLean Avenue from N Dominick Street to N Southport Avenue installed in 1991; and
- 3. Approximately 843 feet of 12-inch water main located in N Southport Avenue from N Kingsbury Street to N Southport Avenue installed in 2016.

For the vacation to be approved by the Water Section, these water mains must be abandoned and the requirements of the letter to Sterling Bay Companies, LLC dated August 31, 2020, attached hereto, must be complied with, namely:

a. The water mains described above must be abandoned. The scope of the DWM's involvement is limited to excavation, water main pipe work and installation, backfill, valve operations, engineering services and water quality services, at an estimated cost of \$96,700.00. Please note that this estimate is based on current rates for labor,

- material, equipment and overhead charges, but actual costs will be submitted for payment upon completion of the work.
- b. Sterling Bay Companies. LLC's contractor will be responsible for obtaining all applicable permits, tracing equipment, excavation/OSHA shoring, abandonment of appurtenances (valve box/valve basin) and final restoration to CDOT standards.
- c. All water services no longer in use must be permanently terminated as part of the proposed development by permit per DWM Standards.
- d. Because the existing water mains cannot be located within private property (the vacated streets), this work must be done before the vacation can be approved.
- e. This letter is only regarding the vacation described above. Final plans for the proposed development must be submitted to the DWM for review and approval prior to construction. Construction of the new water mains will require a deposit to guarantee installation of the new facilities. The terms and conditions of that deposit and requirements for the installation of the new water facilities will be addressed in a letter under separate cover once the required facilities have been designed by the developer and reviewed and approved by the DWM.
- f. The existing 8-inch and 12-inch water mains are not fully amortized. The estimated unamortized cost for these existing water main abandonments is \$434,800.00.
- g. Abandonment of the existing water mains will create an unacceptable dead end of the 24" water main in W Cortland Street. To maintain water quality in this main will require periodic flushing of that main. The estimated cost for that work is \$17,800.00. This estimate is based on current labor rates (including overhead charges), but the actual costs of the water quality services will be submitted for payment.
- h. The attached letter also requires a deposit for engineering services of \$40,000.00, which was paid on October 13, 2020 under Permit No. 1507319.
- i. Detailed instructions for payment of the remaining estimated costs in the amount of \$549,300.00 (\$96,700.00 + \$434,800.00 + \$17,800.00), are in the attached letter.

For questions regarding water facilities, please contact Andrew McFarland at andrew.mcfarland@cityofchicago.org.

II) The Department of Water Management (DWM) - Sewer Section

Per Exhibit B, there are total (7)-seven parcels are proposed for vacation and represented as V1. V2, V3, V4, V5. V6 and V7.

Parcel V1: Based on sewer records, there is a 24-inch public sewer on N Dominick St flowing south entering the proposed area to be vacated. This 24-inch sewer main is serving area along N Dominick St including upstream of the area to be vacated. This 24-inch sewer main must be retained and maintained until the new relocated sewer is built by the beneficiary of the vacated ROW and accepted by City as a part of sewer relocation work into new dedicated public ROW. Please see detailed conditions below:

Parcel V2, V3, V5, V6 and V7: Based on sewer records, there are no City sewer facilities within the limits of the area proposed for vacation. Therefore, the Sewer section has no objection to the proposed vacation of Parcel V2, V3, V5, V6 and V7.

Parcel V4: Based on sewer records, there is a 12-inch public sewer in W McLean Ave flowing east and an 18-inch public sewer on N Southport Ave flowing south. These sewer mains are serving areas along W McLean Ave and N Southport Ave including upstream of the area to be vacated. These sewer mains must be retained and maintained until the new relocated sewers are built by the beneficiary of the vacated ROW and accepted by City as a part of sewer relocation work into new dedicated public ROW. Please see detailed conditions below:

Detailed conditions for Parcel V1 and V4: The Sewer Section will approve the proposed street vacation, provided the beneficiary must agree with the conditions below

- i. There must be a reservation of the entire width and length of the vacated ROW for the existing sewer mains.
- ii. The Sewer Section requires a minimum of forty (40) feet of vertical clearance from ground level to provide access to construction machinery that would be necessary in the event of a break or if maintenance or relocation were required in the future.
- iii. The City of Chicago Department of Water Management must have continuous 24-hour access without any obstructions like fences or bollards to the area where the reservation is required.
- iv. All proposed plans for improvements must be submitted to and approved by the Department of Water Management Sewer Section prior to construction.
- v. The beneficiary of the vacated ROW where a reservation is required must be responsible for the repair, renewal or replacement of any physical improvements on the vacated area which may be damaged in connection with the maintenance and repair, or replacement of the sewer main. Examples of improvements include, but are not limited to the landscape island, the private drainage system, lighting, pavement and sidewalks.
- vi. The beneficiary of the vacated ROW where a reservation is required must be responsible for completely removing any obstacle for the maintenance and repair, or replacement of the sewer main.
- vii. The beneficiary of the vacated ROW where a reservation is required must follow Landscape requirements per Department of Water Management Sewer requirements for Existing Facilities Protection.
- viii. Any adjustments to the Sewer Section's facilities in the vacated ROW where a reservation is required must be paid by the beneficiary.
- ix. Reservations on both parcels could be released after accepting relocated sewers are built by the beneficiary and accepted by City as a part of sewer relocation work into new dedicated public ROW.

If there are any questions regarding the sewer facilities, contact Anupam Verma at Anupam.Verma@CityofChicago.org.

Very truly yours.

Andrea R.H. Cheng, Ph.D., P.E.

Commissioner

EXHIBIT F FORM OF RELEASE OF TEMPORARY DWM EASEMENT

RELEASE DEED

CITY OF CHICAGO, an Illinois home rule municipal corporation (the "City"), in consideration of the sum of Ten Dollars (\$10.00), and other valuable consideration, the receipt which is hereby acknowledged, does hereby RELEASE and QUITCLAIM to ALLOY PROPERTY COMPANY, LLC, a Delaware limited liability company ("Grantee") and to its successors and assigns forever, all of City's right, title and interest in and to the following described real estate situated in Cook County, State of Illinois:

Rights granted by recorded as Doc. No on, 20, in and through the following real property:
20, in and through the following real property.
(Insert legal description here) (the "Release Area")
This release is subject to the rights of the State of Illinois, City of Chicago and the public in and to any dedication of public way included in the Release Area.
Address of real estate:, Chicago, Illinois 60614
Permanent Real Estate Index Number:
IN WITNESS WHEREOF, the City has caused this release to be duly executed as of the day of, 20
CITY OF CHICAGO, an Illinois home rule municipal corporation
By:
Name: Title: Commissioner,
Department of Transportation

EXHIBIT G DEVELOPERS DWM FACILITY WORK

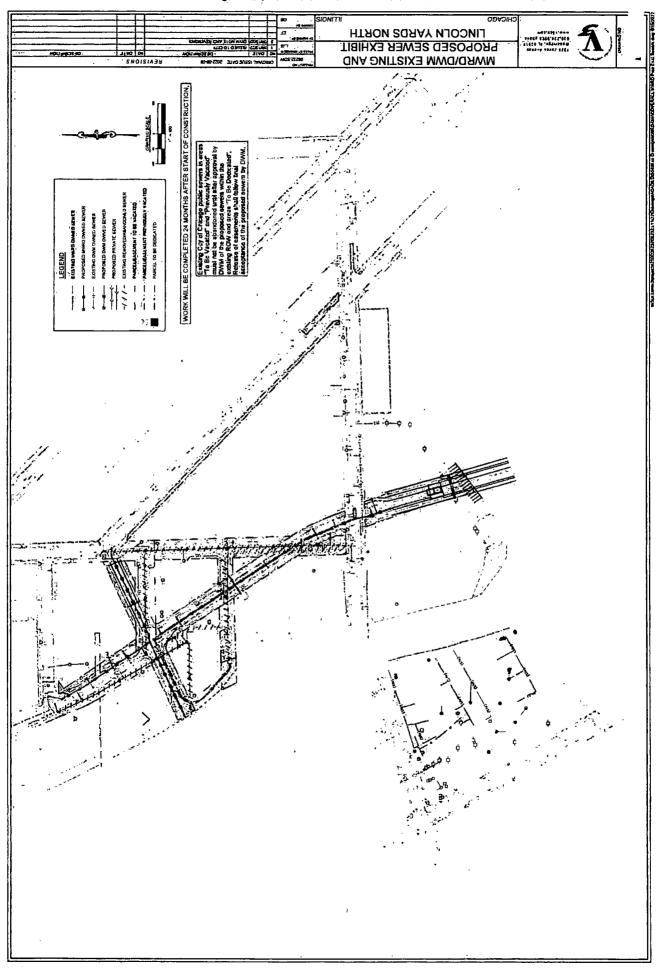


EXHIBIT H

FORM OF LETTER OF CREDIT (Attached)

UNCONDITIONAL, IRREVOCABLE STAND-BY LETTER OF CREDIT (DATE)

CITY OF CHICAGO DEPARTMENT OF WATER MANAGEMENT 1000 E. OHIO STREET CHICAGO, IL 60611 ATTN: COMMISSIONER

COMMISSIONER:

					(CHICA	.GO,	IL 60	06					
PRESI	ENTABI	LE	AND	P	AYABL	Æ	ΑΊ	Γ	JO	JR	OF	FFICE	S	AT
AND	NO/100	DOLL	ARS (\$1,492	,635.00). TH	IIS	LET	ΓER	OF	CRED	IT IS	ISS	SUED,
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CRED	IT NO.		IN '	YOUR	FAVOR	UP T	A C	N AC	GRE	EGA	ΓΕ ΑΜ	IOUN'	T OF	ONE
					NDITIO	,								

FUNDS UNDER THIS CREDIT ARE AVAILABLE TO YOU UNCONDITIONALLY AGAINST YOUR SIGHT DRAFTS FOR ANY SUM OR SUMS NOT EXCEEDING A TOTAL OF_ONE MILLION FOUR HUNDRED NINETY-TWO THOUSAND SIX HUNDRED THIRTY-FIVE AND NO/100 DOLLARS (\$1,492,635.00). DRAWN ON US MENTIONING OUR LETTER OF CREDIT NO. _____ PURPORTEDLY SIGNED BY THE COMMISSIONER (ACTING OR ACTUAL) OF THE DEPARTMENT OF WATER MANAGEMENT OR THE CITY COMPTROLLER OF THE CITY OF CHICAGO (WHETHER ACTING OR ACTUAL).

OUR OBLIGATIONS HEREUNDER ARE PRIMARY OBLIGATIONS TO THE CITY OF CHICAGO AND SHALL NOT BE AFFECTED BY THE PERFORMANCE OR NON-PERFORMANCE BY [ENTITY], LLC, A DELAWARE LIMITED LIABILITY COMPANY, ITS AFFILIATES, SUCCESSORS, AND/OR ASSIGNS (COLLECTIVELY, THE "DEVELOPERS"), UNDER ANY AGREEMENT WITH THE CITY OF CHICAGO OR BY ANY BANKRUPTCY OR OTHER INSOLVENCY PROCEEDING INITIATED BY OR AGAINST DEVELOPERS. DEVELOPERS IS NOT THE OWNER OF OR BENEFICIARY UNDER THIS LETTER OF CREDIT AND POSSESSES NO INTEREST WHATSOEVER IN THIS LETTER OF CREDIT OR PROCEEDS OF SAME. WE ENGAGE WITH YOU THAT ANY DRAWS UNDER THIS LETTER OF CREDIT SHALL BE DULY HONORED ON SIGHT IF PRESENTED TO US ON OR BEFORE

PARTIAL AND MULTIPLE DRAWINGS ARE PERMITTED.

IT IS A CONDITION OF THIS LETTER OF CREDIT THAT IT SHALL BE DEEMED AUTOMATICALLY EXTENDED WITHOUT AMENDMENT FOR AN ADDITIONAL TWELVE (12) MONTH PERIOD FROM THE PRESENT OR ANY FUTURE EXPIRATION DATE HEREOF, UNLESS AT LEAST THIRTY (30) DAYS PRIOR TO ANY SUCH DATE WE NOTIFY YOU BY CERTIFIED MAIL AT THE ADDRESS SET FORTH ABOVE THAT WE ELECT NOT TO CONSIDER THIS LETTER OF CREDIT RENEWED FOR ANY SUCH

ADDITIONAL PERIOD.

THIS LETTER OF CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS (2007 REVISION), INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 600 (IUCP) AND TO THE UNIFORM COMMERCIAL CODE - LETTERS OF CREDIT, 810 ILCS 5/5-101 ET SEQ. AS AMENDED AND AS IN EFFECT IN THE STATE OF ILLINOIS (UCC). TO THE EXTENT THE PROVISIONS OF THE IUCP AND THE UCC CONFLICT, THE PROVISIONS OF THE UCC SHALL CONTROL.

(AUTHORIZED SIGNATURE)

EXHIBIT I DEVELOPERS' DWM FACILITY WORK SCHEDULE

Developers to submit sequencing plan to DWM for review and approval prior to commencing sewer work in the field.

PREPARED BY AND AFTER RECORDING RETURN TO:

Arthur Dolinsky
Senior Counsel
City of Chicago
Department of Law
Real Estate and Land Use Division
121 North LaSalle Street, Room 600
Chicago, Illinois 60602

AGREEMENT REGARDING TEMPORARY EASEMENT FOR DWM FACILITIES (Lincoln Yards North)

This Agreement (the "Agreement") is entered into as of this _____day of _____, 2022 ("Effective Date"), by and between the CITY OF CHICAGO, an Illinois home rule municipal corporation (the "City"), by and through its Department of Water Management ("DWM") and ALLOY PROPERTY COMPANY, LLC, a Delaware limited liability company, ALLOY PROPERTY COMPANY 2, LLC, a Delaware limited liability company, and 1511 W. WEBSTER, LLC, a Delaware limited liability company, and their respective affiliates, successors, and/or assigns (collectively, the "Developers"). The City and Developers shall individually be referred to herein as a "Party", and collectively referred to as the "Parties".

Witnesseth:

WHEREAS, Developers are the current owners of those certain Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, and 10 of Lincoln Yards North Subdivision located in Chicago, Illinois which is legally described on **Exhibit A** attached hereto and made a part hereof (the "Developers Parcel"); and

WHEREAS, Developers contemplate the development of a mixed-use project generally known as Lincoln Yards North ("Developers Project") on the Developers Parcel; and

WHEREAS, consistent with the Developers Project, Developers and City have agreed to subdivide ("Subdivision") and dedicate ("Dedication", or "Dedicated") certain property depicted on <u>Exhibit B</u> (the "Dedicated Property") for the benefit of the City, as provided in an ordinance approved by the City Council of the City on ______, 20__

and published in the Journal of the Proceedings of the City Council for such date at pages through ("Subdivision and Dedication Ordinance"); and
WHEREAS, pursuant to the terms and conditions of the Vacation Ordinance, the
City has agreed to vacate("Vacation") certain streets and alleys depicted on Exhibit C (the
"Vacated Property") for the benefit of the Developers Project, as provided in an ordinance
approved by the City Council of the City on, 20 and published in the Journal
of the Proceedings of the City Council for such date at pages through
("Vacation Ordinance"): and

WHEREAS, the Developers understand and agree that the Subdivision, Dedication, and Vacation are subject to and conditioned upon the terms and conditions set forth in the Subdivision and Dedication Ordinance and the Vacation Ordinance, including:

- (i) DWM Lincoln Yards North OUC Letters OUC File No. VD-110518 for the Dedications and Subdivision of Lincoln Yards North, attached hereto as **Exhibits D-1** and D-2 made a part hereof (the "DWM Dedication and Subdivision OUC Letters"); and
- (ii) DWM Lincoln Yards North OUC Letters OUC File No. VD-110517 for the Vacation of portions of alleys and portions of streets in the general area bounded by N. Elston Ave, W. Dickens Ave. (2100 N), N. Clybourn Ave, and W. Willow St. (extended) (1740 N), attached hereto as **Exhibit E-1 and E-2** and made a part hereof (the "DWM Vacation OUC Letters"); and

WHEREAS, the DWM Dedication and Subdivision OUC Letters and the DWM Vacation OUC Letters collectively shall be referred to herein from time to time as the "DWM OUC Letters": and

WHERAS, Developers and the City are parties to that certain Lincoln Yards Redevelopment Agreement dated April 26, 2019 and recorded with the Cook County Recorder of Deeds on April 26, 2019 as Document Number 1911618059 (the "Redevelopment Agreement") affecting the Developers Project.

WHEREAS, subject to the terms and conditions of the DWM OUC Letters, and this Agreement, the Developers has agreed to construct, install, relocate, or replace certain City owned or controlled sewer, water, and related facilities in a manner that is consistent with the Developers Project as provided in this Agreement (the "Developers DWM Facility Work"); and

WHEREAS, Developers have agreed to grant to the City a temporary easement (the "Temporary DWM Easement") in the Vacated Property (the "Temporary DWM Easement Parcel"), subject to the conditions set forth in Section 3 herein. The Temporary DWM Easement is needed for access to, and use and maintenance of existing water and sewer facilities and appurtenances thereto owned by the City (the "Existing DWM Facilities") prior to completion and acceptance by the DWM, at DWM's sole discretion, of the Developers DWM Facility Work (the "New DWM Facilities"); and

WHEREAS, the Existing Water Mains, as defined herein, shall be included in the Temporary DWM Easement Parcel as such Existing Water Mains shall be abandoned by the City, pursuant to the terms and conditions of the DWM Vacation OUC Letters, Exhibit E-1 and E-2 respectively, and this Agreement; and

WHEREAS, City has agreed to release and quitclaim to Developers its Temporary DWM Easement rights in the Vacated Property (the "Release of Temporary DWM Easement"), as described in the form attached hereto as described **Exhibit F**; which easement rights will no longer be needed for City ownership, access to or the use and maintenance following the completion of the Developers DWM Facility Work, subject to DWM's review, approval, and acceptance thereof, which Developers DWM Facility Work shall comply with the terms and conditions of the DWM OUC Letters and this Agreement. Such Release of Temporary DWM Easement will be delivered in accordance with the terms and conditions of this Agreement; and

WHEREAS, in consideration of the City's approval of the Vacation, and Subdivision and Dedication Ordinances, and the grants and releases of easements provided herein, Developers will perform the Developers DWM Facility Work and assume the corresponding obligations as provided in this Agreement.

NOW, THEREFORE, in consideration of mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

- 1. Abandonment of Existing Water Mains. Pursuant to the terms and conditions of the DWM Vacation OUC Letters, Exhibit E-1 and E-2 respectively, and this Agreement, the existing 8-inch water main located in W Armitage Avenue west of N Southport Avenue; 12-inch water main located in N Dominick Street from W Dickens Avenue to W McLean Avenue and in W McLean Avenue from N Dominick Street to N Southport Avenue; and the 12-inch water main located in N Southport Avenue from N Kingsbury Street to N Southport Avenue (collectively, the "Existing Water Mains") shall be abandoned. The new 16-inch water main in the proposed N Dominick Street must be installed and connected to the existing 24-inch water main in W Cortland Street before the existing 12-inch water main in N Southport Avenue can be abandoned. To maintain water quality, the water main in W Cortland Street may not be left as a dead end.
- Grant of Temporary DWM Easement: On the Effective Date, subject to the terms and conditions stated in this Agreement, the Developers hereby grants and conveys, subject to the conditions set forth in Section 3 herein, the Temporary DWM Easement to the City in, on, over, under and through the Temporary DWM Easement Parcel, for the purposes detailed in Section 4(a) below.
- 3. Release of Temporary DWM Easement. The Release of the Temporary DWM Easement shall be provided to the Developers following the completion of the Developers DWM Facility Work, subject to DWM's review, approval, and acceptance of the Developers DWM Facility Work's compliance with the terms and conditions of the DWM OUC Letters, Exhibits D-1 and D-2 and E-1 and E-2 respectively, and this Agreement. Such terms and conditions for the Release of the Temporary DWM Easement shall include:
 - (i) the Temporary DWM Easement for the 24-inch public sewer on N Dominick St.;12-inch public sewer in W McLean Ave.; and 18-inch public sewer on

N Southport Ave., located in the Temporary DWM Easement Parcel, upon the Developers' construction of a new sewer mains within the Dedicated Property that replaces the function of the existing sewer mains within the Vacated Property, and subject to DWM's approval and acceptance of the new sewer mains, as part of the sewer relocation work into the new dedicated public right of way.

(ii) the Existing Water Mains, as defined in Section 1, located in the Temporary DWM Easement Parcel shall be released and quitclaimed upon the abandonment of the water mains located in the Temporary DWM Easement Parcel.

4. Conditions of Temporary DWM Easement.

The Temporary DWM Easement granted by Section 2 shall be subject to the following conditions:

- a. For existing water mains and sewer mains, the Temporary DWM Easement shall be an easement over the entire width and length of the Vacated Property, including the previously vacated rights of way in N. Southport Avenue between W. Cortland Street and W. McLean Avenue and in W. Armitage Avenue from N. Southport Avenue west to the Chicago River for the existing water and sewer mains.
- b. There shall be a minimum forty (40) feet of vertical clearance above ground level to provide access to construction machinery that would be necessary in the event of a break or if maintenance or relocation were required in the future.
- c. DWM shall have continuous 24-hour access without any obstructions like fences, including safety fences, or bollards to any and all areas covered by the Temporary DWM Easement. The Developers shall provide DWM with access controls to all safety fences to allow DWM 24-hour access.
- d. Subject to the terms and conditions of the DWM OUC Letters and this Agreement, and all proposed plans, including but not limited to the water main plans, for Improvements (as defined herein) must be submitted by Developers to DWM for review and approval by DWM prior to commencement of construction.
- e. Developers as the beneficiary of the Vacated Property where a temporary easement is required by DWM shall be responsible, at Developers' sole cost and expense, for the repair, renewal, or replacement of any physical Improvements on the Vacated Property that may be damaged in connection with the maintenance and repair, or replacement of the sewer main or water main. Examples of such improvements include, but are not limited to, the landscape island, the private drainage system, lighting, pavement, and sidewalks (collectively, the "Improvements").
- f. Developers as the beneficiary of the Vacated Property where a temporary easement is required by DWM shall be responsible, at Developers' sole cost and expense, for completely removing any obstacles for the

- maintenance and repair, or replacement of the water mains and sewer mains by DWM.
- g. Developers as the beneficiary of the Vacated Property where a temporary easement is required by DWM must follow landscape requirements per DWM requirements for DWM Existing Facilities protection.
- h. Developers as the beneficiary of the Vacated Property where a temporary easement is required by DWM shall pay for any adjustments to DWM's facilities in the Vacated Property, as such adjustments are determined by DWM in its sole discretion, and shall include but not be limited to repairs or adjustments due to water main or sewer breaks, leaks, damage from construction operations, and any other repairs deemed necessary by DWM.
- i. The Temporary Easement on the Vacated Property can be released after the existing facilities are abandoned and new facilities built by the Developers, as the beneficiary, within dedicated rights of way that replaces the functions of the water mains and sewers withing the Vacated Property and accepted by DWM.
- j. Once the Temporary Easement is in place, DWM can release its rights in the previously vacated rights of way in N. Southport Avenue between W. Cortland Street and W. McLean Avenue and in W. Armitage Avenue from N. Southport Avenue west to the Chicago River.
- k. All temporary easement documents must be reviewed and approved by DWM.

5. Use, Access, and Restoration of Temporary DWM Easement.

- a. <u>Use and access</u>. The Temporary DWM Easement shall be an easement and right of way for Existing DWM Facilities, and for the maintenance, abandonment and/or removal of sewer or water mains or other municipally-owned service facilities now located or which in the future may be located in the Temporary DWM Easement Parcel, and for the maintenance, renewal, and reconstruction thereof, with the right of ingress and egress at all times upon reasonable notice. It is further provided that no buildings or other structures shall be erected in or on the Temporary DWM Easement Parcel, nor any use made of the Temporary DWM Easement Parcel, or the facilities located therein for support, which in the reasonable judgment of the municipal officials having control of the aforesaid service facilities would substantially interfere, in a material and adverse way, with the use, maintenance, renewal, or reconstruction of Existing DWM Facilities.
- b. <u>Restoration</u>. If City conducts any work in the Temporary DWM Easement Parcel, City shall have no obligation to restore the Temporary DWM Easement Parcel.

6. <u>Developers DWM Facility Work.</u>

- a. Upon execution of this Agreement, Developers will be responsible, at its sole cost and expense, for performing and completing the Developers DWM Facility Work as described in **Exhibit G** in accordance with the DWM OUC Letters, and subject to the terms of this Agreement.
- b. Simultaneous with the Developers' payment to DWM for the abandonment of certain water mains and water main adjustments, as required and set forth in the DWM OUC Letters, attached hereto as Exhibits D-1 and E-2 and E-1 and E-2, the Developers shall provide DWM with an irrevocable, unconditional, standby letter of credit ("Letter of Credit") in an amount of One Million Four Hundred Ninety-Two Thousand Six Hundred Thirty-Five and no/100 Dollars (\$1,492,635.00), for the deposit required in the DWM OUC Letters for the estimated cost, based on current rates for labor, materials, equipment, and overhead charges, for the Water Mains Installations.
- c. Upon Developers' final completion of the Developers DWM Facility Work, including all required punch list items, all in accordance with the Approved Plans, Permits, and delivery of as-built plans and assignments of warranties, and DWM acceptance of the water and sewer Developers DWM Facility Work, as required by the respective DWM OUC Letters and this Agreement. the DWM Commissioner shall provide the Developers with a separate written close out letter for each of the water and sewer Developers DWM Facility Work, and evidencing acceptance of the Developers DWM Facility Work. Following close out, turnover and acceptance of the Developers DWM Facility Work as provided herein. Developers shall have no obligation to maintain the New DWM Facilities, and the City will promptly return the Letter of Credit, or if the Letter of Credit is unavailable, the City will provide Developers and the issuer of the Letter of Credit a letter, acknowledgement, or such other document as the issuer may reasonably require to evidence that the City no longer has any interest in or right to draw against the Letter of Credit.
- d. Subject to the requirements set forth herein, the Developers must provide the Letter of Credit substantially in the form set forth in **Exhibit H**, attached hereto, or as otherwise reasonably approved by the Corporation Counsel.
- e. Notwithstanding anything to the contrary set forth in this Agreement, the City may recover any and all of its costs and expenses for performing, or causing to be performed, the Developers DWM Facility Work through the Letter of Credit. The City is entitled to draw on the Letter of Credit if proof of renewal of the Letter of Credit or a replacement letter of credit in form and substance reasonably satisfactory to the Corporation Counsel, and in the same amounts as the original Letter of Credit, and as such Letter of Credit shall be increased to the aggregate amount of One Million Four Hundred Ninety-Two Thousand Six Hundred Thirty-Five and no/100 Dollars (\$1,492,635.00), as set forth in Section 5(b) herein, has not been furnished to DWM at the address set forth in Section 9 of this Agreement at least 30 days before the expiration date thereof, and the City will hold the proceeds as a cash security deposit to secure the full and faithful performance of Developers' obligations under this Agreement (and any such cash security deposit shall

be returned, if at all, in the same manner as the Letter of Credit would be returned pursuant to section 5(c) above). The City is not obligated to pay or credit Developers with interest on any security deposit. Unless otherwise approved in writing by the Commissioner of DWM, the Letter of Credit called for in this Agreement must be issued by companies or financial institutions authorized to do business in Illinois, reasonably satisfactory to the City's Corporation Counsel, and which have an office in Chicago where the City may draw on the Letter of Credit. If the financial condition of any letter of credit issuer issuing the letter of credit materially and adversely changes, the City may, at any time require that the Letter of Credit be replaced with a letter of credit in accordance with the requirements of this Section 5. None of the provisions contained in this Agreement or in the Letter of Credit are to be construed to excuse the faithful performance by Developers of the terms and conditions of this Agreement or limit the liability of Developers under this Agreement for any and all damages in excess of the amounts of the Letter of Credit. Notwithstanding anything to the contrary contained in this Agreement, the failure of the Commissioner to draw upon the Letter of Credit or to require Developers to replace the Letter of Credit at any time or times when the City has the right to do so pursuant to this Agreement does not constitute a waiver or modification of the Commissioner's rights to draw upon the Letter of Credit and to require Developers to maintain or, as the case may be, replace the Letter of Credit, all as provided in this Section 5.

- f. Further, the City may seek any legal recourse available to it under this Agreement.
- g. Developers shall obtain DWM's review and approval of the plans and specifications for the Developers DWM Facility Work prior to the commencement thereof, including any update of the completion dates set forth in Exhibit 1 ("Developers DWM Facility Work Schedule") in accordance with this Agreement. DWM agrees that its approval of the submitted plans and specifications will not be unreasonably withheld or delayed. Upon review and approval by DWM, such plans and specifications shall be known as the "Approved Plans".
- h. Developers expressly agrees and warrants that the Developers DWM Facility Work shall be designed, constructed, and performed, at all times in a good and workmanlike manner and in compliance with all applicable federal, state local laws and regulations ("Law"), the Approved Plans, and this Agreement. To that end, Developers shall apply for and receive all necessary building, public way and other permits required by Law, including the Municipal Code of Chicago ("Permits") prior to commencement of the Developers DWM Facility Work.
- i. Upon issuance of the Permits for the Developers DWM Facility Work, Developers shall diligently pursue completion of such Developers DWM Facility Work and, subject to Unavoidable Delays as defined in Section 10(e) below, shall complete such Developers DWM Facility Work in accordance

with this Agreement, the Permits, the Approved Plans, the Developers DWM Facility Work Schedule.

- j. Developers shall be responsible, at its sole cost and expense, for obtaining approvals of or making suitable arrangements with (including payment to) the persons or entities owning or controlling any currently existing utilities or public service facilities (or replacements or upgrades thereof in currently existing locations) and that are duly authorized to occupy the public way and are required to be removed, relocated, altered, additionally maintained or restored because of the Developers DWM Facility Work ("Existing Utility Facilities").
- k. Following the completion of the inspection, including any testing required by applicable permits, of the Developers DWM Facility Work in accordance with and pursuant to the Permits, City will provide a punch list of items of Developers DWM Facility Work that are to be completed by Developers prior to acceptance by the City. Upon Developers' final completion of the Developers DWM Facility Work, including all required punch list items, all in accordance with the Approved Plans, Permits and delivery of as-built plans and assignments of warranties, and acceptance of the water and sewer Developers DWM Facility Work, the DWM Commissioner shall provide the Developers with a separate written close out letter for each of the water and sewer Developers DWM Facility Work, as required by the respective DWM OUC Letters and this Agreement, and accepting the Developers DWM Facility Work. Following close out, turnover and acceptance of the Developers DWM Facility Work as provided herein, Developers shall have no obligation to maintain the New DWM Facilities.
- 6. The Developers agrees that it will conduct and perform the Developers DWM Facility Work consistent with the obligations, requirements and timing in DWM OUC Letters and this Agreement and subject to the final approval and acceptance of DWM.

Indemnities.

a. Indemnity of City by Developers. To the full extent of the Law, Developers hereby agrees to indemnify, hold harmless and defend City, its officials, officers, employees, and agents ("City Parties") from and against any and all claims, demands, damages, lawsuits, legal proceedings, losses, liens, liabilities, judgments, orders or decrees, and all costs and expenses (including, without limitation, actual attorneys' fees, court costs, and other reasonable expenses of litigation) ("Claims"), for the death or injury of any person, or property damage whatsoever arising or resulting from the Developers' performance or non-performance of the Developers DWM Facility Work, or the use of or entry in the Temporary DWM Easement Parcel by Developers, its employees, agents, and contractors ("Developers Parties"). In the event City receives notice of a Claim for which it desires to be covered by this indemnity, City shall notify Developers in writing and tender said defense to Developers. In such event, and subject to such additional written authorizations by the City as shall be reasonably required therefor, Developers shall appear in City's name and shall vigorously defend such Claim at Developers' expense. City shall cooperate with Developers and may reasonably participate in the defense of the Claim; provided however, that Developers shall not enter into any settlement of any such Claim without the consent of City, which consent shall not be unreasonably withheld or denied. This remedy is not exclusive.

- b. <u>Survival of Indemnities</u>. The provisions of this Section 7 shall survive any termination of this Agreement or the Temporary DWM Easement, or the Release of the Temporary DWM Easement, but it shall not apply to Claims arising from events occurring after such termination or Release of Temporary DWM Easement.
- 8. <u>Insurance during Developers DWM Facility Work</u>. Prior to the commencement of Developers DWM Facility Work, the Developers shall procure and maintain, at all times and continuing until the completion of such activities, including any period when any contractor is required to return to complete or correct any prior work, all of the types and coverages of insurance and endorsements specified in <u>Exhibit J</u> which is attached and incorporated.
- 9. <u>Notices</u>. All notices or other communications required or permitted pursuant hereto shall be in writing and shall be deemed to have been given upon receipt.

Notices shall be addressed to Developers and City at their respective addresses set forth below, or to such substitute address as Developers or City may have designated by notice in accordance herewith:

If to City, at:

City of Chicago
Department of Water Management
1000 E. Ohio Street
Chicago, IL 60611
Attn: Commissioner

With a copy to:
City of Chicago
Department of Law
121 North LaSalle Street, Room 600
Chicago, Illinois 60602
Attn: Deputy Corporation Counsel

Real Estate and Land Use Division

If to Developers:

Alloy Property Company, LLC 2711 N. Haskell Avenue Suite 1700 Dallas, TX 75204 Attn: Laura P. Sims

Email: Isims@hudson-advisors.com

Alloy Property Company 2, LLC 2711 N. Haskell Avenue Suite 1700 Dallas, TX 75204 Attn: Laura P. Sims

Email: lsims@hudson-advisors.com

1511 W. Webster, LLC 333 North Green Street, Suite 1100 Chicago, IL 60607 Attn: Legal Notices

With a copy to:
DLA Piper LLP (US)
444 W. Lake Street, Suite 900
Chicago, Illinois 60606
Attn: Katie Jahnke Dale

Names, titles, and Addresses shall be deemed changed only upon service of notice in accordance with this Section.

10. General

- a. <u>Illinois Law</u>. This Agreement has been negotiated, executed, and delivered at Chicago, Illinois and shall be construed and enforced in accordance with the laws of Illinois, including the law of public trust with respect to the use and occupation of the public way.
- b. <u>Partial Invalidity</u>. If any clause, sentence, or other portion of this Agreement shall become illegal, null or void for any reason, or shall be held by any court of competent jurisdiction to be so, the remaining portion hereof shall remain in full force and effect.
- c. Runs with the Land. All provisions hereof, including the benefits and burdens, shall run with the land, and shall be binding upon and enforceable by, and shall inure to the benefit of City and Developers and their respective successors and assigns. Upon a bona fide conveyance of all right, title and interest in the Developers Parcel to a successor owner, all obligations of performance shall be enforceable against the transferee and not against the transferor from and after the date of conveyance. If Developers are not in default of any of their obligations under this Agreement, then Developers shall have the right to assign their obligations under this Agreement to a third party that is not ineligible to contract with the City and which has submitted a complete Economic Disclosure Statement and Affidavit package to the City, and, thereafter, such obligations shall be enforceable against such assignee and not the Developers, provided that the terms of such assignment shall be subject to DWM's reasonable approval, which approval may be conditioned, among other things, upon the third party's indemnifying the City for Claims for the death or injury of any person, or property damage whatsoever arising or resulting from the Developers' performance or non-performance of the Developers DWM Facility Work, or the use of or entry in the Temporary DWM Easement Parcel by Developers Parties.

- d. <u>No Third-Party Beneficiaries</u>. The rights granted herein are intended solely for the benefit of the Parties. No other person or entity shall have any rights hereunder nor may such person enforce any of the terms or be entitled to any of the benefits hereof.
- e. Unavoidable Delays. The period within which a party is required to perform an obligation hereunder shall be extended to the extent caused by Unavoidable Delays commencing on the date that such party delivers to the other party to which the obligation is owed a written notice describing in detail the Unavoidable Delay and its specific effect on such party's ability to perform the obligation. As used herein "Unavoidable Delays" shall mean delays due to strikes, lockouts, labor troubles, inability to procure labor or materials or reasonable substitutes therefor, failure of power, fire or other casualty damage, war or civil disorder, or other causes beyond the reasonable control of the party delayed; provided Unavoidable Delays hereunder shall not include delays resulting from changes in economic or market conditions, or financial or internal problems of the Parties. This section shall not apply to the obligation to indemnify as provided in Section 7 or the obligation to provide insurance as provided in Sections 7 or 8 of this Agreement, any obligation to pay money, or any obligation or problems that can be reasonably satisfied by the payment of money.

In Witness Whereof, Developers and City have caused this Agreement to be executed by their duly authorized officers, as of the day and year first written above.

ALLOY PROPERTY COMPANY, LLC,	
a Delaware limited liability company	
Ву:	
Name:	
Title:	
ALLOY PROPERTY COMPANY 2, LLC,	
a Delaware limited liability company	
~	
By: Name:	
Title:	
AEAA W WEDSTED II C	
1511 W. WEBSTER, LLC,	
a Delaware limited liability company	
,	
By:	
Name:	
Title:	
CITY OF CHICAGO,	
an Illinois home rule municipality	
Ву:	
Name: Andrea R,H. Cheng, Ph.D., P.E.	-
Title: Commissioner of Water Management	
Approved As To Form And Legality:	
By:	<u></u>
Name:	_
Title: Senior Counsel	

STATE OF ILLINOIS)					
COUNTY OF COOK)					
,					
I,, a Notary Public ir	and for said County, in the State aforesaid, DO				
HEREBY CERTIFY, that	n and for said County, in the State aforesaid, DO of ALLOY PROPERTY mpany, who is personally known to me to be the				
same person whose name is subscribed to the fo	regoing instrument, appeared before me this day				
in person and acknowledged that he/she signed a	and delivered the said instrument as his/her own				
free and voluntary act and as the free and volun	tary act of said entity, for the uses and purposes				
therein set forth.					
GIVEN under my hand and notarial seal, this	day of, 20				
	Notary Public				
My Commission Expires:	Indialy I dolle				
STATE OF ILLINOIS)					
) SS					
COUNTY OF COOK)					
a Notary Public in	n and for said County, in the State aforesaid, DO				
HEREBY CERTIFY, that	of ALLOY PROPERTY				
HEREBY CERTIFY, that, of ALLOY PROPERTY COMPANY 2, LLC, a Delaware limited liability company, who is personally known to me to be					
the same person whose name is subscribed to the	ne foregoing instrument, appeared before me this				
	ned and delivered the said instrument as his/her d voluntary act of said entity, for the uses and				
purposes therein set forth.	J Voluntary act of Said Chitty, for the uses and				
GIVEN under my hand and notarial seal, this	day of 20				
Of v Div under my mand and nominar occur, and	uay 01, 20				
	Notary Public				
My Commission Expires:					

HEREBY CERTIFY, that	ary Public in and for said County, in the State aforesaid, DO of 1511 W. WEBSTER, LLC,
whose name is subscribed to the fore	by, who is personally known to me to be the same person begoing instrument, appeared before me this day in person and
	and delivered the said instrument as his/her own free and untary act of said entity, for the uses and purposes therein set
GIVEN under my hand and notaria	al seal, this day of, 20
	Notary Public
My Commission Expires:	
,	
) SS	
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COUNTY OF COOK)	ary Public in and for said County, in the State aforesaid, DO
) SS COUNTY OF COOK I,, a Nota HEREBY CERTIFY, that Andrea R.	ary Public in and for said County, in the State aforesaid, DO .H. Cheng, Ph.D., P.E., Commissioner of the Department of
) SS COUNTY OF COOK I,, a Nota HEREBY CERTIFY, that Andrea R. Water Management of THE CITY O	.H. Cheng, Ph.D., P.E., Commissioner of the Department of PF CHICAGO, an Illinois home rule municipality, who is
) SS COUNTY OF COOK I,, a Nota HEREBY CERTIFY, that Andrea R. Water Management of THE CITY Of the coronally known to me to be the sar	.H. Cheng, Ph.D., P.E., Commissioner of the Department of DF CHICAGO, an Illinois home rule municipality, who is me person whose name is subscribed to the foregoing
) SS COUNTY OF COOK I,, a Nota HEREBY CERTIFY, that Andrea R. Water Management of THE CITY O personally known to me to be the sar Instrument, appeared before me this	.H. Cheng, Ph.D., P.E., Commissioner of the Department of DF CHICAGO, an Illinois home rule municipality, who is me person whose name is subscribed to the foregoing day in person and acknowledged that she signed and
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^

JOINDER

The undersigned hereby joins in the execution of this Agreement for the sole purpose of evidencing the undersigned's agreement for Lot 2 to be bound by the easement terms contained herein.

1511 W. WEBSTER, LLC,						
a Delaware limited liability company						
By:		1				
Name: Title:						
STATE OF ILLINOIS)) SS					
COUNTY OF COOK)					
HEREBY CERTIFY, that LLC, a Delaware limited lia whose name is subscribed to acknowledged that he/she voluntary act and as the free forth.	bility company, who o the foregoing instrusing signed and delivered and voluntary act or	of 1511 W. WEBSTER, is personally known to me to be the same person ament, appeared before me this day in person and ed the said instrument as his/her own free and f said entity, for the uses and purposes therein setday of, 20				
My Commission Expires:		Notary Public				

EXHIBIT A

DEVELOPERS PARCEL

LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, and 10 IN LINCOLN YARDS NORTH SUBDIVISION RECORDED _____, AS DOCUMENT _____, BEING A SUBDIVISION OF VARIOUS LOTS AND BLOCKS IN THE NORTHWEST QUARTER OF SECTION 32, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

EXHIBIT B DEDICATED PROPERTY

[Attached]

EXHIBIT C

VACATED PROPERTY

[Attached]

EXHIBITS D-1 and D-2 DWM DEDICATION AND SUBDIVISION OUC LETTERS (Attached)

EXHIBIT E-1 and E-2 DWM VACATION OUC LETTERS (Attached)

EXHIBIT F FORM OF RELEASE OF TEMPORARY DWM EASEMENT

RELEASE DEED

CITY OF CHICAGO, an Illinois home rule municipal corporation (the "City"), in consideration of the sum of Ten Dollars (\$10.00), and other valuable consideration, the receipt which is hereby acknowledged, does hereby RELEASE and QUITCLAIM to ALLOY PROPERTY COMPANY, LLC, a Delaware limited liability company ("Grantee") and to its successors and assigns forever, all of City's right, title and interest in and to the following described real estate situated in Cook County, State of Illinois:

Rights granted by recorded as Doc. No on, 20, in and through the following real property:
(Insert legal description here) (the "Release Area")
This release is subject to the rights of the State of Illinois, City of Chicago and the public in and to any dedication of public way included in the Release Area.
Address of real estate:, Chicago, Illinois 60614
Permanent Real Estate Index Number:
IN WITNESS WHEREOF, the City has caused this release to be duly executed as of the day of, 20
CITY OF CHICAGO, an Illinois home rule municipal corporation
Ву:
Name:
Title: Commissioner,
Denatment of Transportation

EXHIBIT G DEVELOPERS DWM FACILITY WORK

EXHIBIT H

FORM OF LETTER OF CREDIT (Attached)

UNCONDITIONAL, IRREVOCABLE STAND-BY LETTER OF CREDIT (DATE)

CITY OF CHICAGO DEPARTMENT OF WATER MANAGEMENT 1000 E. OHIO STREET CHICAGO, IL 60611 ATTN: COMMISSIONER

COMMISSIONER:

WI	E HEREB	Y ISSUE UI	NCONDITIONA	L, IRREVO	CABLE S	TAND-BY LE	TTER OF
CREDIT 1	۷O	IN YC	OUR FAVOR U	P TO AN A	GGREGA [*]	TE AMOUNT	OF ONE
MILLION	FOUR H	IUNDRED	NINETY-TWO	THOUSAND	SIX HU	NDRED THIF	RTY-FIVE
AND NO	100 DO	LLARS (\$1	,492,635.00).	THIS LET	TER OF	CREDIT IS	ISSUED,
PRESENT	ABLE	AND	PAYABLE	ΑT	OUR	OFFICES	AT
	CHICAGO, IL 606						

FUNDS UNDER THIS CREDIT ARE AVAILABLE TO YOU UNCONDITIONALLY AGAINST YOUR SIGHT DRAFTS FOR ANY SUM OR SUMS NOT EXCEEDING A TOTAL OF_ONE MILLION FOUR HUNDRED NINETY-TWO THOUSAND SIX HUNDRED THIRTY-FIVE AND NO/100 DOLLARS (\$1,492,635.00). DRAWN ON US MENTIONING OUR LETTER OF CREDIT NO. _____ PURPORTEDLY SIGNED BY THE COMMISSIONER (ACTING OR ACTUAL) OF THE DEPARTMENT OF WATER MANAGEMENT OR THE CITY COMPTROLLER OF THE CITY OF CHICAGO (WHETHER ACTING OR ACTUAL).

PARTIAL AND MULTIPLE DRAWINGS ARE PERMITTED.

IT IS A CONDITION OF THIS LETTER OF CREDIT THAT IT SHALL BE DEEMED AUTOMATICALLY EXTENDED WITHOUT AMENDMENT FOR AN ADDITIONAL TWELVE (12) MONTH PERIOD FROM THE PRESENT OR ANY FUTURE EXPIRATION DATE HEREOF, UNLESS AT LEAST THIRTY (30) DAYS PRIOR TO ANY SUCH DATE WE NOTIFY YOU BY CERTIFIED MAIL AT THE ADDRESS SET FORTH ABOVE THAT WE ELECT NOT TO CONSIDER THIS LETTER OF CREDIT RENEWED FOR ANY SUCH

ADDITIONAL PERIOD.

THIS LETTER OF CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS (2007 REVISION), INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 600 (IUCP) AND TO THE UNIFORM COMMERCIAL CODE - LETTERS OF CREDIT, 810 ILCS 5/5-101 ET SEQ. AS AMENDED AND AS IN EFFECT IN THE STATE OF ILLINOIS (UCC). TO THE EXTENT THE PROVISIONS OF THE IUCP AND THE UCC CONFLICT, THE PROVISIONS OF THE UCC SHALL CONTROL.

(AUTHORIZED SIGNATURE)

<u>EXHIBIT I</u> DEVELOPERS DWM FACILITY WORK SCHEDULE

(Attached)

EXHIBIT J DEVELOPERS INSURANCE DURING WORK PERIOD

(Construction Insurance)

Prior to performing the Developers DWM Facility Work, Developers shall, and shall cause its contractors to, provide, pay for, and maintain in full force and effect at all times until completion of the work and turnover to City the types and amounts of insurance coverage set forth in this Exhibit J, with insurance companies duly licensed or approved to do business in the State of Illinois and will cause City to be named additional insured on appropriate policies and coverages.

(a) Construction. Prior to the construction of any portion of the Project, Developers will cause its architects, contractors, subcontractors, project managers and other parties constructing the Project to procure and maintain the following kinds and amounts of insurance:

(i) Workers Compensation and Employers Liability

Workers Compensation Insurance, as prescribed by applicable law covering all employees who are to provide work under this Agreement and Employers Liability coverage with limits of not less than \$500,000 each accident, illness, or disease.

(ii) <u>Commercial General Liability</u> (Primary and Umbrella)

Commercial General Liability Insurance or equivalent with limits of not less than \$2,000,000 per occurrence for bodily injury, personal injury, and property damage liability. Coverages must include the following: All premises and operations, products/completed operations (for a minimum of two (2) years following project completion), explosion, collapse, underground, separation of insureds, defense, and contractual liability. The City of Chicago is to be named as an additional insured on a primary, non-contributory basis for any liability arising directly or indirectly from the work.

(iii) Automobile Liability (Primary and Umbrella)

When any motor vehicles (owned, non-owned and hired) are used in connection with work to be performed, the Automobile Liability Insurance with limits of not less than \$2,000,000 per occurrence for bodily injury and property damage. The City of Chicago is to be named as an additional insured on a primary, non-contributory basis.

(iv) Railroad Protective Liability

When any work is to be done adjacent to or on railroad or transit property, Developers must provide or cause to be provided with respect to the operations that Contractors perform, Railroad Protective Liability Insurance in the name of railroad or transit entity. The policy must have limits of not less than \$2,000,000 per occurrence and \$6,000,000 in the aggregate for losses arising out of injuries to or death of all persons, and for damage to or destruction of property, including the loss of use thereof.

(v) All Risk /Builders Risk

When Developers undertakes any construction, including improvements, betterments, and/or repairs, Developers must provide or cause to be provided All Risk Builders Risk Insurance at replacement cost for materials, supplies, and fixtures that are or will become part of the project. Subject to the rights of Developers' lenders, the City of Chicago is to be named as an additional insured and loss payee/mortgagee if applicable. Contractors performing work on the Project will be responsible for insuring their own tools, machinery and equipment.

(vi) <u>Professional Liability</u>

When any architects, engineers, construction managers or other professional consultants perform work in connection with this Agreement; Professional Liability Insurance covering acts, errors, or omissions must be maintained with limits of not less than \$1,000,000. When policies are renewed or replaced, the policy retroactive date must coincide with, or precede, start of work on the Contract. A claims-made policy which is not renewed or replaced must have an extended reporting period of two (2) years.

(vii) Valuable Papers

When any plans, designs, drawings, specifications, and documents are produced or used under this Agreement, Valuable Papers Insurance must be maintained in an amount to insure against any loss whatsoever, and must have limits sufficient to pay for the re-creation and reconstruction of such records.

(viii) Contractors Pollution Liability

When any remediation work is performed which may cause a pollution exposure, Developers must cause remediation contractor to provide Contractor Pollution Liability covering bodily injury, property damage and other losses caused by pollution conditions that arise from the contract scope of work with limits of not less than \$1,000,000 per occurrence. Coverage must include completed operations, contractual liability, defense, excavation, environmental cleanup, remediation, and disposal. When policies are renewed or replaced, the policy retroactive date must coincide with or precede, start of work on the Agreement. A claims-made policy which is not renewed or replaced must have an extended reporting period of two (2) years. The City of Chicago is to be named as an additional insured.

(b) Other Requirements:

Developers must furnish the City of Chicago, Department of Water Management, 1000 E. Ohio Street, Chicago, IL 60611, original certificates of Insurance, or such similar evidence, to be in force on the date of this Agreement, and Renewal certificates of Insurance, or such similar evidence, if the coverages have an expiration or renewal date occurring during the term of this Agreement. Developers must submit evidence of insurance on the City of Chicago Insurance Certificate Form (copy attached) or equivalent prior to closing. The receipt of any certificate does not constitute agreement by the City that the insurance requirements in the Agreement have been fully met or that the insurance policies indicated on the certificate are in compliance with all Agreement

requirements. The failure of the City to obtain certificates or other insurance evidence from Developers is not a waiver by the City of any requirements for Developers to obtain and maintain the specified coverages. Developers shall advise all insurers of the Agreement provisions regarding insurance. Non-conforming insurance does not relieve Developers of the obligation to provide insurance as specified herein. Nonfulfillment of the insurance conditions may constitute a violation of the Agreement, and the City retains the right to stop work and/or terminate agreement until proper evidence of insurance is provided.

The insurance must provide for 60 days prior written notice to be given to the City in the event coverage is substantially changed, canceled, or non-renewed.

Any deductibles or self-insured retentions on referenced insurance coverages must be borne by Developers and Contractors.

Developers hereby waives and agrees to require their insurers to waive their rights of subrogation against the City of Chicago, its employees, elected officials, agents, or representatives.

The coverages and limits furnished by Developers in no way limit Developers' liabilities and responsibilities specified within the Agreement or by law.

Any insurance or self-insurance programs maintained by the City of Chicago do not contribute with insurance provided by Developers under the Agreement.

The required insurance to be carried is not limited by any limitations expressed in the indemnification language in this Agreement or any limitation placed on the indemnity in this Agreement given as a matter of law.

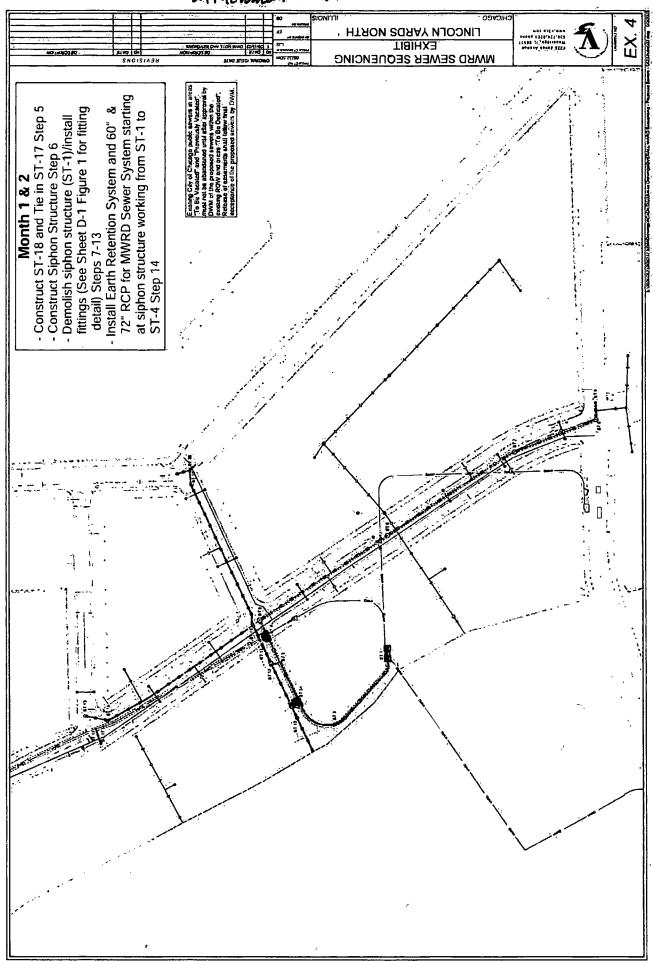
If Developers is a joint venture or limited liability company, the insurance policies must name the joint venture or limited liability company as a named insured.

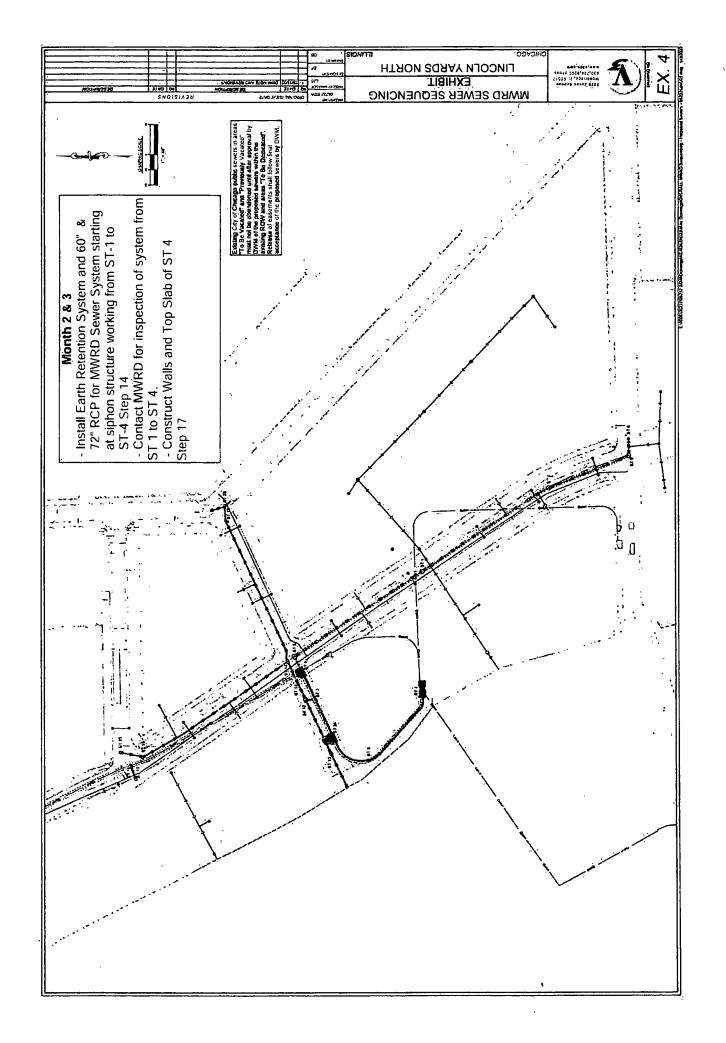
Developers must require Contractor and subcontractors to provide the insurance required herein, or Developers may provide the coverages for Contractor and subcontractors. All Contractors and subcontractors are subject to the same insurance requirements of Developers unless otherwise specified in this Agreement.

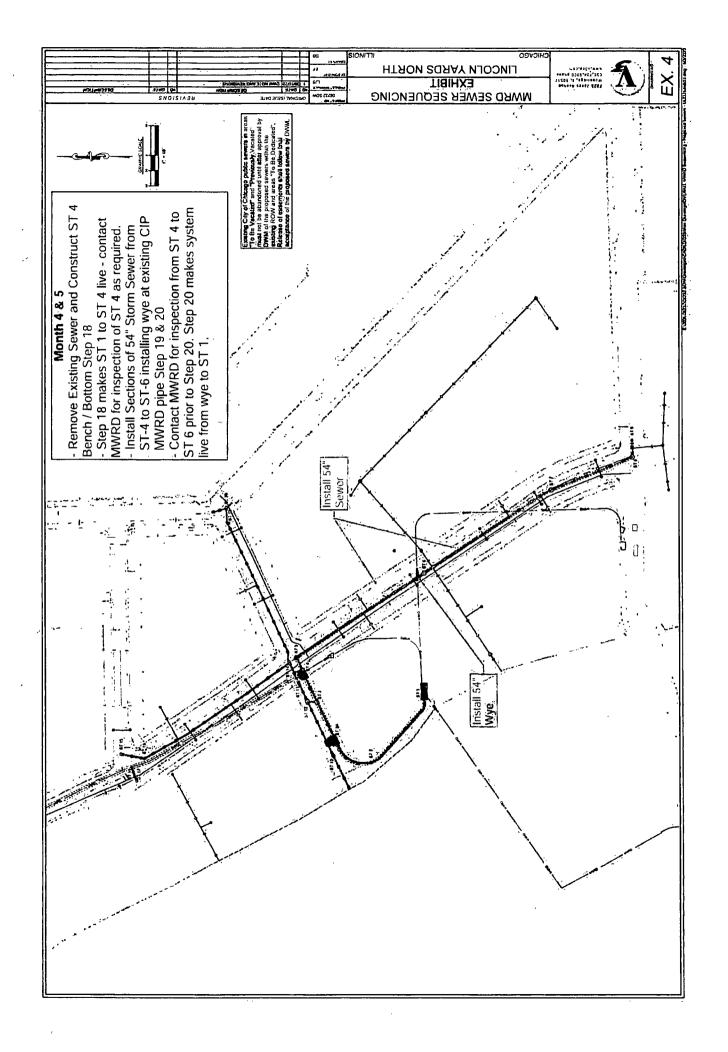
If Developers, any Contractor or subcontractor desires additional coverages, the party desiring the additional coverages is responsible for the acquisition and cost.

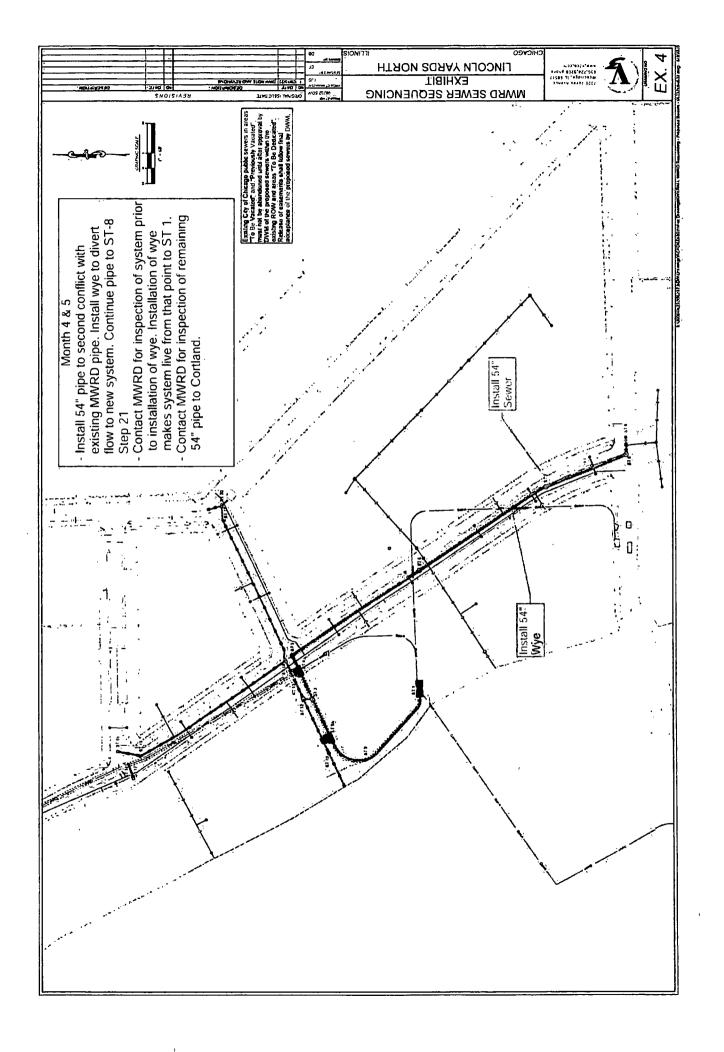
The City of Chicago Risk Management Department maintains the right to modify, delete, alter, or change these requirements.

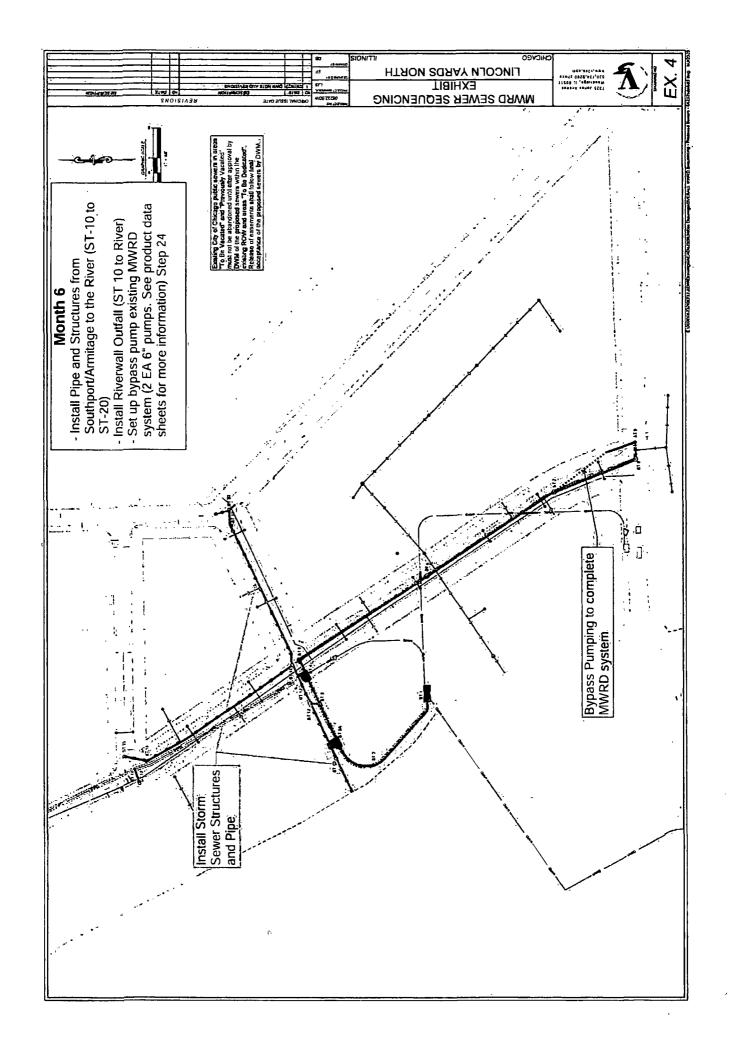
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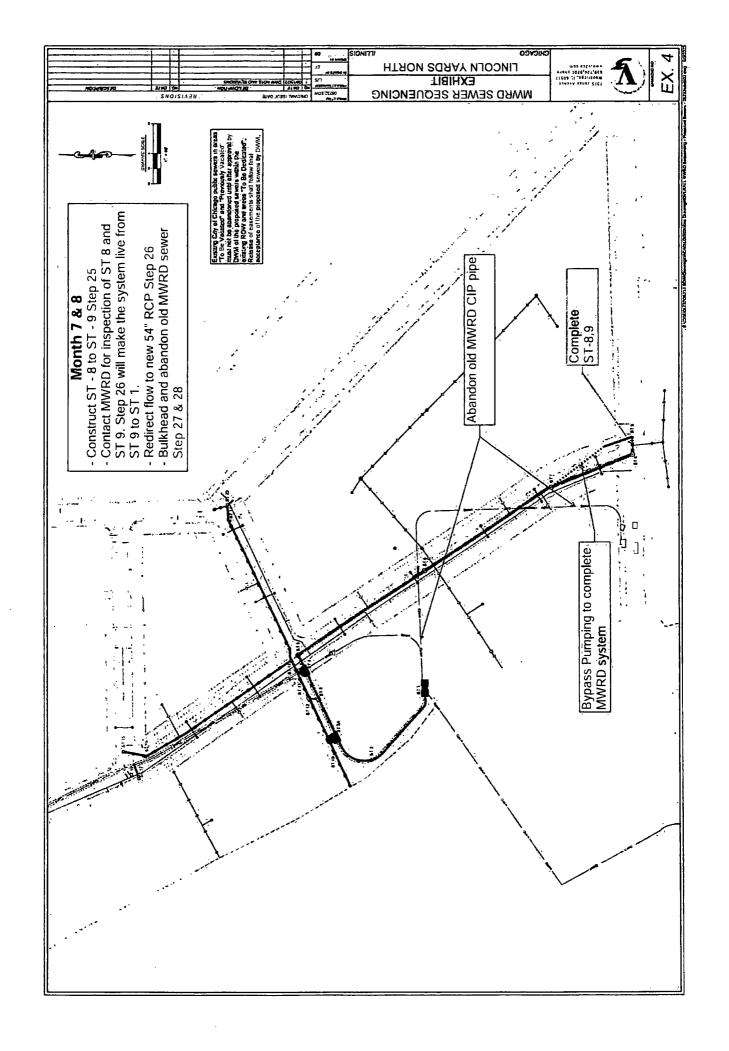


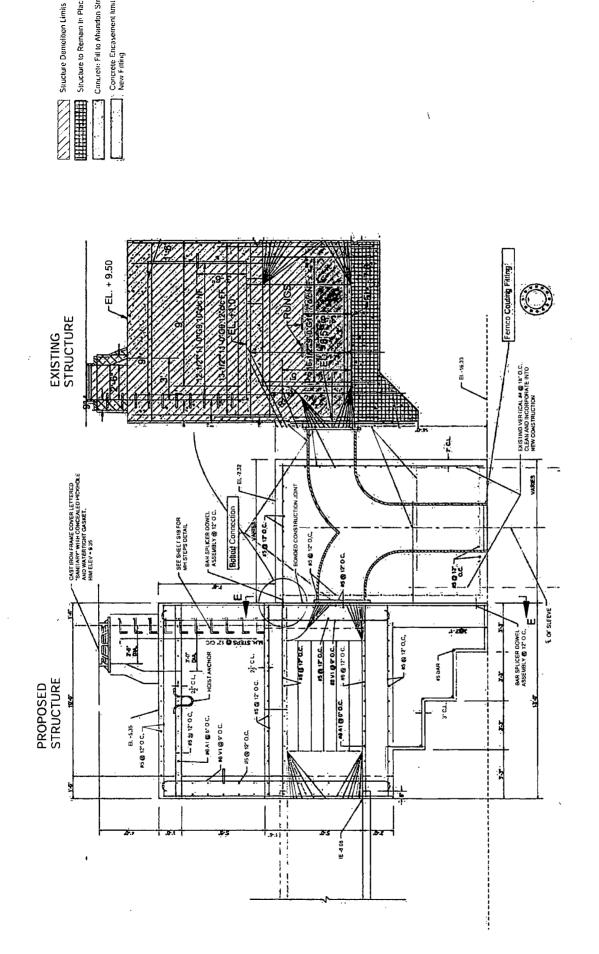












Concrete Fill to Ahandon Structu Concrete Encasement limits of New Fitting

Structure to Remain In Place

Sewage and Trash Pump

DV150c

Overview:

The 6" suction x 6" discharge self-priming centrifugal DV150c trash and sewage pump provides up to a maximum of 2,775 gallons per minute pumping and up to 150 feet of head. This self-priming pump is usually mounted on a trailer and features an oil bath mechanical seal allowing it to run dry continuously.

Features:

- · Suction lift to 28 feet
- · Continuous self-priming
- Runs dry unattended
- · Compressor/Venturi or CleanPrime automatic priming system
- · Auto-start capable control panel
- Electric Drive option
- · Sound Attenuated option

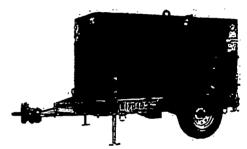
Trailer Features:

- · GR Trailer Steal integrated Diesel Fuel Tank
- NT Trailer Replaceable HDPE Diesel Fuel Tank

Specs:

Maximum Flow	2,775 GPM
Maximum Head	150 feet
Pump Size	6" x 6"
Maximum Solids Handling	3 inches
Footprint: Open / SA	135" x 66" / 152" x 77"
Sound Attenuation	70dB(A) @ 30'

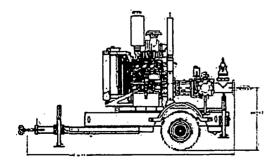


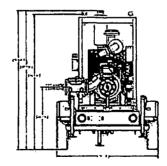


SA Option: 70dB(A) @ 30'

Accessories:

- Spillguard
- Suction and Discharge Hoses
- Fuel Nurse Tank
- · VFD for electric driven models







Liquid Ingenuity, 800-742-7246 rainforrent.com

PUMPS . TANKS . FILTRATION . PIPE . SPILLGUARDS

Rain for Rent is a registered trademark of Western Dilffelds Supply Company. Features and specifications are subject to change without notice.

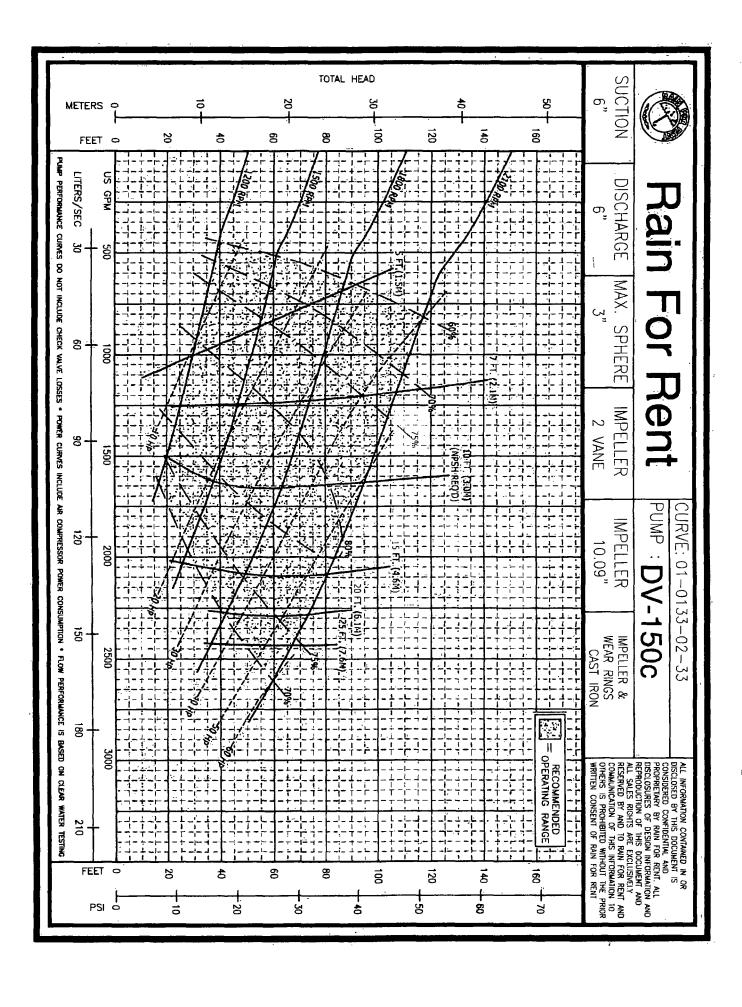


EXHIBIT J DEVELOPERS INSURANCE DURING WORK PERIOD

(Construction Insurance)

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The insurance must provide for 60 days prior written notice to be given to the City in the event coverage is substantially changed, canceled, or non-renewed.

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Developers hereby waives and agrees to require their insurers to waive their rights of subrogation against the City of Chicago, its employees, elected officials, agents, or representatives.

The coverages and limits furnished by Developers in no way limit Developers' liabilities and responsibilities specified within the Agreement or by law.

Any insurance or self-insurance programs maintained by the City of Chicago do not contribute with insurance provided by Developers under the Agreement.

The required insurance to be carried is not limited by any limitations expressed in the indemnification language in this Agreement or any limitation placed on the indemnity in this Agreement given as a matter of law.

If Developers is a joint venture or limited liability company, the insurance policies must name the joint venture or limited liability company as a named insured.

Developers must require Contractor and subcontractors to provide the insurance required herein, or Developers may provide the coverages for Contractor and subcontractors. All Contractors and subcontractors are subject to the same insurance requirements of Developers unless otherwise specified in this Agreement.

If Developers, any Contractor or subcontractor desires additional coverages, the party desiring the additional coverages is responsible for the acquisition and cost.

The City of Chicago Risk Management Department maintains the right to modify, delete, alter, or change these requirements.

Exhibit C to ordinance

MWRD Agreement

[Attached]

INTERGOVERNMENTAL AGREEMENT BETWEEN THE METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO AND THE CITY OF CHICAGO, ILLINOIS FOR THE LINCOLN YARDS REDEVELOPMENT

THIS INTERGOVERNMENTAL AGREEMENT ("Agreement") is made as of this ____ day of ____, 2022, by and between the Metropolitan Water Reclamation District of Greater Chicago, a body corporate and politic organized and existing under the laws of the State of Illinois ("District"), and the City of Chicago, a municipal corporation and home rule unit of government under Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois, ("City"), acting through its Department of Transportation ("CDOT"). An acknowledgement of and agreement to the terms of this Agreement is also signed below by Alloy Property Company, LLC, a Delaware limited liability company (the "Developer").

WITNESSETH, THAT:

WHEREAS, pursuant to the Metropolitan Water Reclamation District Act ("Act"), the District has the power to provide for the drainage of both surface water and sewage by laying out, establishing, constructing and maintaining one or more main channels, drains, ditches and outlets for carrying off and disposing of the drainage (including the sewage) of such district, together with such adjuncts and additions thereto as may be necessary or proper (70 ILCS 2605/7):

WHEREAS, the Commissioner of CDOT ("Commissioner") has the authority to enter into intergovernmental agreements transferring or otherwise allocating jurisdiction over, and carrying out construction, maintenance and repairs to, public way and other public infrastructure (Municipal Code of Chicago Section 2-102-030(w)(1));

WHEREAS, on April 26, 2019, the City entered into the Lincoln Yards Redevelopment Agreement ("RDA") with the Developer;

WHEREAS, pursuant to the RDA, the Developer intends to undertake certain public infrastructure improvements that will facilitate the development of a vacant 53-acre site located within the Redevelopment Area set forth in the RDA, the future development of which is anticipated to include approximately 14,535,214 million square feet of office, residential, and retail space, all of which is commonly referred to as the Lincoln Yards Redevelopment (hereinafter the "Redevelopment");

WHEREAS, the District owns and operates an intercepting sewer, known as the West Side 9 Interceptor, that serves approximately 770 acres of Chicago;

WHEREAS, a portion of the District's West Side 9 Interceptor is located in the Redevelopment Area;

WHEREAS, the City and the Developer have requested that the District's West Side 9 Interceptor be rerouted, and a portion of the existing interceptor be abandoned, to accommodate the Redevelopment;

WHEREAS, the District is willing to agree to the requested reroute of its West Side 9 Interceptor, provided that the Developer agrees to take responsibility for the section of sewer to

be abandoned, and that the City agrees to take ownership of the new section of City sewer needed to replace it;

WHEREAS, the Illinois Intergovernmental Cooperation Act, 5 ILCS 220/1 et seq., and Section 10 of Article VII of the Illinois Constitution allow and encourage intergovernmental corporation;

WHEREAS, the District and the City find that implementation of the Redevelopment can be achieved most effectively and economically through this Agreement;

WHEREAS, on November 4, 2021, the District's Board of Commissioners authorized the District to enter into this Agreement.

NOW THEREFORE, the Parties agree as follows:

ARTICLE 1: INCORPORATION OF RECITALS

The recitals set forth above are incorporated herein by reference and made a part hereof.

ARTICLE 2: SCOPE OF THE AGREEMENT

- **a. Objectives.** The overall purpose of this Agreement is to ensure coordination between the District and the City as it relates to the requested reroute of the District's West Side 9 Interceptor for the Redevelopment. For purposes of this Agreement, the Sewer Reroute consists of three elements, as set forth below and as depicted in the aerial diagram attached as Exhibit 1 (collectively, these elements are referred to in this Agreement as the "Sewer Reroute"):
 - i) Construction of the New City Sewer: Pursuant to the RDA, the Developer intends to construct a new local sewer to replace the southern portion of the District's intercepting sewer to be abandoned. This "New City Sewer" is shown as the green dashed line on Exhibit 1. This New City Sewer is necessary to convey flows from the 48" trunk sewer in Cortland Street (and flows from the new development) to the District's West Side 9 Interceptor. After acceptance by the City, the City agrees to assume ownership, operation, and maintenance of this New City Sewer, as set forth in this Agreement. The City shall ensure that all flows previously conveyed by the Abandoned Intercepting Sewer (described below) are properly handled by the New City Sewer, including any private connections thereto.
 - ii) Construction of the Relocated Intercepting Sewer: Pursuant to the RDA, the Developer intends to construct a new section of intercepting sewer to reconnect the northern and southern sections of the District's West Side 9 Interceptor. This "Relocated Intercepting Sewer" is shown as the red dashed line on Exhibit 1. After construction by the Developer, the District agrees to assume ownership, operation, and maintenance of this Relocated Intercepting Sewer, as set forth in this Agreement.
 - iii) Abandonment of the Existing Intercepting Sewer: After construction of the New City Sewer and the Relocated Intercepting Sewer, the Developer intends to abandon in place the old segment of the District's West Side 9 Interceptor that will no longer be needed to serve the area. This "Abandoned Intercepting Sewer" is shown as the purple line on Exhibit 1. The Developer agrees to assume responsibility for this Abandoned Intercepting Sewer, as set forth in this Agreement. The District makes no representations

or warranties regarding the condition of the Abandoned Intercepting Sewer and shall not be responsible for any work or costs related to the abandonment, such as handling any residual solids left in the sewer when flow ceases.

ARTICLE 3: ENGINEERING AND CONSTRUCTION

- a. Design and Construction. The Parties agree that the engineering design, construction, and any other work relating to the Sewer Reroute will be performed by the Developer pursuant to the RDA with the City, at the Developer's sole cost and expense, subject to reimbursement pursuant to the RDA. The District shall not be responsible for any costs or expenses associated with the Sewer Reroute. Except as expressly provided herein and in the RDA, the City shall not be responsible for any costs or expenses associated with the Sewer Reroute.
- b. Facility Connection Authorization. In addition to any other permits or authorizations that may be required by law for the Redevelopment, as a condition of this Agreement the District must review and approve the Facility Connection Authorization ("FCA") submitted by the Developer for the Sewer Reroute, as required by the District's Watershed Management Ordinance ("WMO"). The FCA is necessary to ensure that public sewer services for this area are adequately provided at all times. The Redevelopment is subject to, and the Developer is responsible for, all local permitting requirements, including the FCA. In order for the District to assume its obligations under this Agreement, the parties agree that the FCA shall be subject to the following conditions:
 - i. Review and Approval of Plans and Specifications. The project plans and specifications for the Relocated Intercepting Sewer and the Abandoned Intercepting Sewer must be reviewed and approved by the District. These components of the Sewer Reroute must meet the District's engineering standards and specifications relating to its infrastructure, as determined by the District's Director of Engineering. The project plans and specifications for the New City Sewer must be reviewed and approved by the District as it relates to the proposed connection to District infrastructure. In addition, any submittals or testing required by the specifications shall be submitted to the District for approval prior to being accepted at the jobsite.
 - ii. Live Sewer Protocol. At a certain point during the construction of the New City Sewer and Relocated Intercepting Sewer by the Developer, sewer flows must be switched over from the existing District sewer to be abandoned. As part of the FCA review process, the Developer must provide a detailed plan for bringing the newly-constructed sewers online ("Live Sewer Protocol"). The Developer shall be solely responsible for carrying out the Live Sewer Protocol to ensure that public sewer services for the area are not interrupted, including the flow that was formerly conveyed by the District's interceptor. To that end, the FCA shall provide that once the New City Sewer is connected to District infrastructure, construction of the Sewer Reroute must be fully completed by the Developer. In the event that the Developer fails to complete the construction of the Sewer Reroute at any point after the New City Sewer is connected to District infrastructure, the City shall be responsible for completing the Sewer Reroute in accordance with the FCA. The City may recover its costs for such work through the letter of credit provided for in the Acknowledgement and Agreement attached hereto (the "Letter of Credit") and may seek any legal recourse available to it under the RDA.
 - iii. Modifications. After issuance of the FCA, any proposed deviations from the plans, specifications, materials, testing, or any other deviations that affect the District, shall be

submitted to the District for review and approval prior to the commencement of such work. The District shall review the proposed deviations and indicate its approval or disapproval thereof in writing prior to the commencement of such work. The District shall have final approval of any plans relating to the relocation or abandonment of its facilities.

- **iv. Construction Schedule and Milestone's.** A proposed construction schedule must be provided to the District by the Developer not less than 30 days before construction commences. All work required as part of the Sewer Reroute under this Agreement shall be completed within a 12-month period from start to finish. A minimum of 5 days' notice must be provided before any alterations are made to MWRD facilities and before any monitoring/testing of MWRD facilities. The District's point of contact for such notices is the Local Sewers Section Field Office (708-588-4055).
- v. Inspections. The District and its authorized agents shall have all reasonable rights of inspection, including but not limited to pre-final and final inspections, during the progress of work on the Sewer Reroute. The District may have inspectors on site during installation of the new sewers or other work to ensure compliance with the FCA. The District and its authorized agents may reject work that does not comply with approved plans, drawings, or FCA documents, or that demonstrates poor workmanship. Advance notice of at least three business days must be given to the District prior to fabrication of pre-cast concrete structures to be installed as part of the Sewer Reroute. The District and its authorized agents shall have the right to inspect fabrication of pre-cast concrete structures at the point of manufacture.
- vi. Substantial Completion. Upon substantial completion of the Sewer Reroute, the District must be given an opportunity to inspect the Sewer Reroute work and identify any deficiencies that must be remedied. Substantial completion occurs when the new sewer sections are placed in regular operation but prior to being backfilled.
- vii. Final Completion. Upon Final Completion of the Sewer Reroute, the District shall be provided a "Notice of Final Completion." "Final Completion" occurs when all elements of the Sewer Reroute have been constructed in accordance with the FCA and any deficiencies identified by the District have been addressed. At the same time that Notice of Final Completion is given, the District must be provided with full-size hard copy (and an electronic copy) of the "as-built" drawings, including any modifications made to the original drawings. The as-built drawings must also include drawings of the Abandoned Intercepting Sewer. When the work covered under the FCA is completed, a Request for Final Inspection shall be submitted to the District.
- viii. Inspection/Monitoring Period. After the District receives the Request for Final Inspection, the District shall be given a reasonable time to inspect, survey, and monitor the performance of each element of the Sewer Reroute. If any deficiencies in the design or construction are identified, any necessary design, construction, or other work to bring the Sewer Reroute into compliance with the District-approved plans shall be performed at the sole cost and expense of the Developer and/or the City, as appropriate.
- ix. Final Acceptance. After all inspections, surveys, and monitoring are completed to the District's satisfaction and the District determines that the Sewer Reroute work complies with the FCA, the District will provide a "Notice of Final Acceptance" and will sign the Request for Final Inspection.

- x. Abandonment or Failure to Complete. If at any time before the District provides its Notice of Final Acceptance the Developer abandons or otherwise fails to complete the Sewer Reroute in accordance with the FCA, then the Developer shall be responsible for repairing or restoring the District's existing infrastructure to its original condition. In the event that the Developer fails to complete any repairs or restoration work, the City shall be responsible for repairing or restoring District infrastructure to its original condition. The City may recover its costs for such work through the Letter of Credit and may seek any legal recourse available to it under the RDA. The District shall not be responsible for any costs or expenses related to such restoration or repairs.
- xi. Insurance and Indemnification. The District's issuance of an FCA to the Developer for the Sewer Reroute will be conditioned on the Developer naming the District, its Commissioners, officers, agents and employees as additional insureds on its insurance policy in connection with the Sewer Reroute. In addition, the Developer must agree to defend and indemnify the District for any liability arising out of the design or construction of the Sewer Reroute.
- **xii.** Bond. The District's issuance of an FCA to the Developer will be conditioned on the Developer causing its contractor to issue a payment and performance bond with the District named as an additional obligee, to ensure adequate funding is available to complete the construction of the Sewer Reroute in accordance with the plans and specifications approved under the FCA. The Developer must also provide a maintenance bond in the amount of \$3 million, with the District named as an additional obligee, effective for a period of two years from the Date of Final Acceptance by the District.
- xiii. Prevailing Wage. The Developer shall comply with the Prevailing Wage Act, 820 ILCS 130/0.01 et seq., as applicable, while conducting the construction of the Project. Current prevailing wage rates for Cook County are determined by the Illinois Department of Labor. The prevailing wage rates are available on the Illinois Department of Labor's official website. It is the responsibility of the City or Developer, as applicable, to obtain and comply with any revisions to the rates should they change throughout the duration of the IGA.
- **xiv. Protection of Existing District Facilities.** All existing applicable District facilities must be protected at all times. Any damage that occurs during construction of the Sewer Reroute shall be the responsibility of the Developer or the City, as applicable.

ARTICLE 4: PERMITS AND FEES

- a. Federal, State, Local, and County Requirements. In addition to the FCA noted above, the City and/or the Developer, as appropriate, must obtain all federal, state, local, and county permits or authorizations required by law for the Sewer Reroute work, and shall assume any costs in procuring said permits or authorizations. In no event shall the District or City be responsible for any permit fees in connection with the Sewer Reroute.
- **b. City Permits.** The City shall grant to the District any and all permits or authorizations in connection with the District's ownership of the Relocated Intercepting Sewer or its abandonment of the Abandoned Intercepting Sewer.

ARTICLE 5: PROPERTY INTERESTS

- a. Property Acquisition. The Parties agree that the Developer will be solely responsible for acquiring the property interests necessary for the Sewer Reroute, including any and all work in connection therewith, such as surveys, title work, and recording fees. The District shall not be responsible for any costs or expenses associated with property acquisition for the Sewer Reroute.
- b. Public Right-of-Way Dedications and Vacations: The Parties agree that the City shall be solely responsible for any public right-of-way dedications or vacations in connection with the Redevelopment (pursuant to one or more right-of-way ordinances). Notwithstanding the above, the Parties agree that the District's existing infrastructure located in the public right-of-way may remain in place until the Sewer Reroute is completed and the District provides its Notice of Final Acceptance, as set forth in this Agreement. The District will not be required to remove, relocate, or abandon any of its existing infrastructure unless and until all conditions of this Agreement are fulfilled. Upon Final Completion, all District facilities will be authorized to be in public rights-of-way or private easements granted to the District, as appropriate.
- c. Easements. As a condition of the District providing its Notice of Final Acceptance pursuant to this Agreement, the Developer and/or the City (pursuant to the above-referenced right-of-way ordinances), as appropriate, shall grant a permanent, non-exclusive easement for the Relocated Intercepting Sewer that enables the District to operate, maintain, access, repair, and replace the Relocated Intercepting Sewer. The easement from the Developer to the District shall be in substantially the same form as the easement agreement attached hereto as Exhibit 2. Before Notice of Final Acceptance is provided by the District, nothing in this Agreement shall be construed as creating a property interest for the District in any of the improvements constructed by the Developer.
- d. MWRD Dropshaft. As a condition of the District providing its Notice of Final Acceptance pursuant to this Agreement, the Developer and/or the City (pursuant to the above-referenced right-of-way ordinances), as appropriate, shall grant permanent and temporary easements to enable the District to construct, operate, maintain, access, repair, and replace a TARP Mainstream Dropshaft at Armitage Avenue. A portion of said dropshaft will be located in the public right-of-way to be designated by the City for the new Armitage Avenue. The location of the dropshaft and the easement areas are depicted on the MWRD project plan pages attached hereto as Exhibit 3.

ARTICLE 6: OWNERSHIP, OPERATION, AND MAINTENANCE

- a. New City Sewer. The New City Sewer shall be constructed in accordance with the FCA issued by the District, including the Live Sewer Protocol set forth therein. In the event that the Developer abandons or otherwise fails to complete the Sewer Reroute after the New City Sewer is brought online, the City shall be responsible for completing the Sewer Reroute in accordance with the FCA and may draw upon the Letter of Credit in the amount of its actual costs and expenses in so doing. After acceptance by the City, the City agrees to assume the ownership, operation, and maintenance of the New City Sewer in accordance with the FCA, at the City's sole cost and expense. The District shall not be responsible for any costs or expenses associated with the ownership, operation, or maintenance of the New City Sewer.
- **b. Relocated Intercepting Sewer.** After the District provides Notice of Final Acceptance of the Sewer Reroute pursuant to this Agreement, the District shall assume the ownership, operation, and maintenance of the Relocated Intercepting Sewer, at the District's sole cost and

expense. The City shall not be responsible for any costs or expenses associated with the ownership, operation, or maintenance of the Relocated Intercepting Sewer.

c. Abandoned Intercepting Sewer. After the District provides its Notice of Final Acceptance pursuant to this Agreement, the Developer shall assume the ownership of the Abandoned Intercepting Sewer. Accordingly, the District shall release any property rights it has to the Abandoned Intercepting Sewer to enable the Developer to assume ownership of the Abandoned Intercepting Sewer as set forth in this Agreement.

ARTICLE 7: Term and Termination

a. Term. The term of this Agreement shall commence on the date that the last signature is affixed hereto and shall remain in force and effect in perpetuity, unless otherwise terminated as provided for herein.

b. Termination.

- i. The Parties may terminate this Agreement by mutual consent and agreement in writing.
- ii. Either Party may terminate this Agreement, by written notice to the other Party, for any material breach of this Agreement by the other Party. The breaching Party shall have 30 days from the date it receives written notice to cure such breach.

ARTICLE 8: INDEMNIFICATION AND INSURANCE

a. Indemnification.

- i. The City shall indemnify, exonerate and hold harmless the District, its Commissioners, officers, employees, servants and agents from all liabilities, including losses, damages and reasonable costs, payments and expenses (such as, but not limited to, court costs and reasonable attorneys' fees and disbursements), claims, demands, actions, suits, proceedings, judgments or settlements any or all of which are asserted by any individual, private entity, or public entity against the District and arise out of or are in any way related to: 1) the City's ownership, operation, and maintenance of the New City Sewer; 2) the RDA with the Developer or the work performed thereunder.
- ii. The District shall indemnify, exonerate and hold harmless the City, its officers, employees, servants and agents from all liabilities, including losses, damages and reasonable costs, payments and expenses (such as, but not limited to, court costs and reasonable attorneys' fees and disbursements), claims, demands, actions, suits, proceedings, judgments or settlements any or all of which are asserted by any individual, private entity, or public entity against the City and arise out of or are in any way related to the District's ownership, operation, and maintenance of the Relocated Intercepting Sewer after issuance of the Notice of Final Acceptance by the District.
- iii. The indemnities in this section survive the expiration or termination of this Agreement.
- **b. Insurance**. Upon the District's request, the Developer shall provide to the District all documentation showing that the Developer has obtained the required insurance for the Sewer

Reroute under the RDA and the FCA. The insurance must cover the work contemplated under the Sewer Reroute and must name the District, its Commissioners, officers, agents and employees as additional insureds on its insurance policy.

ARTICLE 9: NOTICE

Notice to District shall be addressed to:

Director of Engineering Metropolitan Water Reclamation District of Greater Chicago 100 East Erie Street Chicago, Illinois 60611 Phone: (312) 751.7905

and

General Counsel
Metropolitan Water Reclamation District of Greater Chicago
100 East Erie Street
Chicago, Illinois 60611
Phone: (312) 751.6565

Notice to the City shall be addressed to:

City of Chicago Department of Transportation 2 North LaSalle Street, Suite 1110 Chicago, Illinois 60602 Attn: Commissioner RE: Lincoln Yards

and

Corporation Counsel
City of Chicago, Department of Law
121 North LaSalle Street, Room 600
Chicago, Illinois 60602
Attention: Real Estate and Land Use Division

with a copy to:

Daniel Burke, P.E., S.E, Managing Deputy/Chief Engineer City of Chicago Department of Transportation 2 North LaSalle Street, Suite 820 Chicago, Illinois 60602 Phone: (312) 744-3520

Email: Dan.Burke@cityofchicago.org

Unless otherwise specified, any notice, demand or request required hereunder shall be given in writing and addressed as set forth above. All notices shall be sent by personal delivery,

UPS, Fed Ex or other overnight messenger service, or first class registered or certified mail, postage prepaid, return receipt requested.

Such addresses may be changed when notice is given to the other party in the same manner as provided above. Any notice, demand or request sent pursuant to either clause (a) or (b) hereof shall be deemed received upon such personal service or upon dispatch by electronic means. Any notice, demand or request sent pursuant to clause (c) shall be deemed received on the day immediately following deposit with the overnight courier and, if sent pursuant to subsection (d) shall be deemed received two (2) days following deposit in the mail.

ARTICLE 10: ASSIGNMENT; BINDING EFFECT

This Agreement, or any portion thereof, shall not be assigned by either party without the prior written consent of the other. This Agreement shall inure to the benefit of and shall be binding upon the City, the District and their respective successors and permitted assigns. This Agreement is intended to be and is for the sole and exclusive benefit of the parties hereto and such successors and permitted assigns.

ARTICLE 11: MODIFICATION

This Agreement may not be altered, modified or amended except by written instrument signed by all of the parties hereto.

ARTICLE 12: COMPLIANCE WITH LAWS

The parties hereto shall comply with all federal, state and municipal laws, ordinances, rules and regulations relating to this Agreement. This Agreement is not intended, nor shall it be construed, to confer any rights, privileges, or authority not permitted by Illinois law. Nothing in this Agreement shall be construed to establish a contractual relationship between the District and any party other than the City.

ARTICLE 13: GOVERNING LAW AND SEVERABILITY

This Agreement shall be governed by the laws of the State of Illinois. If any provision of this Agreement shall be held or deemed to be or shall in fact be inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions or in all cases because it conflicts with any other provision or provisions hereof or any constitution, statute, ordinance, rule of law or public policy, or for any reason, such circumstance shall not have the effect of rendering any other provision or provisions contained herein invalid, inoperative or unenforceable to any extent whatsoever. The invalidity of any one or more phrases, sentences, clauses, or sections contained in this Agreement shall not affect the remaining portions of this Agreement or any part hereof.

ARTICLE 14: COUNTERPARTS

This Agreement may be executed in counterparts, each of which shall be deemed an original.

ARTICLE 15: ENTIRE AGREEMENT

This Agreement constitutes the entire agreement between the parties.

ARTICLE 16: AUTHORITY

Execution of this Agreement by the City is authorized by Municipal Code of Chicago Section 2-102-030(w)(1). Execution of this Agreement by the District is authorized by its Board of Commissioners on November 4, 2021. The parties represent and warrant to each other that they have the authority to enter into this Agreement and perform their obligations hereunder.

ARTICLE 17: HEADINGS

The headings and titles of this Agreement are for convenience only and shall not influence the construction or interpretation of this Agreement.

ARTICLE 18: DISCLAIMER OF RELATIONSHIP

Nothing contained in this Agreement, nor any act of the City or the District, shall be deemed or construed by any of the parties hereto or by third persons, to create any relationship of third party beneficiary, principal, agent, limited or general partnership, joint venture, or any association or relationship involving the City and the District.

ARTICLE 19: NO PERSONAL LIABILITY

No officer, member, official, employee or agent of the City or the District shall be individually or personally liable in connection with this Agreement.

ARTICLE 20: NON-WAIVER

Either party's failure to require strict performance by the other party of any provision of this Agreement will not waive a party's right to demand strict compliance with any other provision of this Agreement or such provision at any other time. Any waiver of any terms of this Agreement must be in writing and shall not diminish the future enforceability of this Agreement.

ARTICLE 21: REPRESENTATIVES

Immediately upon execution of this Agreement, the following individuals will represent the parties as a primary contact:

For the District:

Director of Engineering

Metropolitan Water Reclamation District of Greater Chicago

100 East Erie Street Chicago, Illinois 60611 Phone: (312) 751-3169

Email: OConnorC@mwrd.org

For the City:

Daniel Burke, P.E., S.E, Managing Deputy/Chief Engineer

City of Chicago

Department of Transportation 2 North LaSalle Street, Suite 820

Chicago, Illinois 60602 Phone: (312) 744-3520

Email: Dan.Burke@cityofchicago.org

Each party agrees to promptly notify the other party of any change in its designated representative, which notice shall include the name, address, telephone number and email address of the representative for such party for the purpose hereof.

IN WITNESS WHEREOF the Metropolitan Water Reclamation District of Greater Chicago and City of Chicago, the parties hereto, have each caused this Agreement to be executed as of the date first above written by their duly authorized officers.

CITY OF CHICAGO

By:Commissioner, Department of Transportation	Date:on
METROPOLITAN WATER RECLAMATION DISTI	RICT OF GREATER CHICAGO
By:Chairman of the Committee on Finance	Date:
By:Executive Director	Date:
ATTEST:	
By:	Date:
APPROVED AS TO ENGINEERING:	
By: Assistant Director of Engineering	
By: Director of Engineering	
APPROVED AS TO FORM AND LEGALITY:	
By: Head Assistant Attorney	
By: General Counsel	

ACKNOWLEDGEMENT AND AGREEMENT:

The undersigned Developer hereby acknowledges the terms and conditions of the above Agreement and agrees with the description of the Developer's obligations thereunder. To secure the Developer's performance of such obligations, it has agreed to provide the City with an irrevocable letter of credit in the amount of \$7,669,200 (representing 110% of the estimated cost of the Sewer Reroute) (the "Letter of Credit," a copy of which is attached hereto) prior to the commencement of construction of the Sewer Reroute, the original of which the City shall return to the Developer when the City accepts ownership of the New City Sewer and the District issues its Notice of Final Acceptance of the Sewer Reroute pursuant to the Agreement.

The Letter of Credit shall be reduced at completion of 25%, 50% and 75% of the Sewer Reroute by corresponding percentages of the original amount of the Letter of Credit, as evidenced by applications for payments as certified by the engineer for the Sewer Reroute and determined by the City in its sole discretion. From and after the issuance of the Developer Letter of Credit, the Developer shall provide the City and District with written updates every 6 months on the progress of the Sewer Reroute and copy District on all written communications and notices with respect to the Letter of Credit. In the event the amount of the Letter of Credit is reduced pursuant to the foregoing, and provided that Developer timely tenders a replacement or amended Letter of Credit to the City in the form required herein, the City shall exchange the original Letter of Credit then held by the City for the original replacement or amended Letter of Credit tendered by Developer.

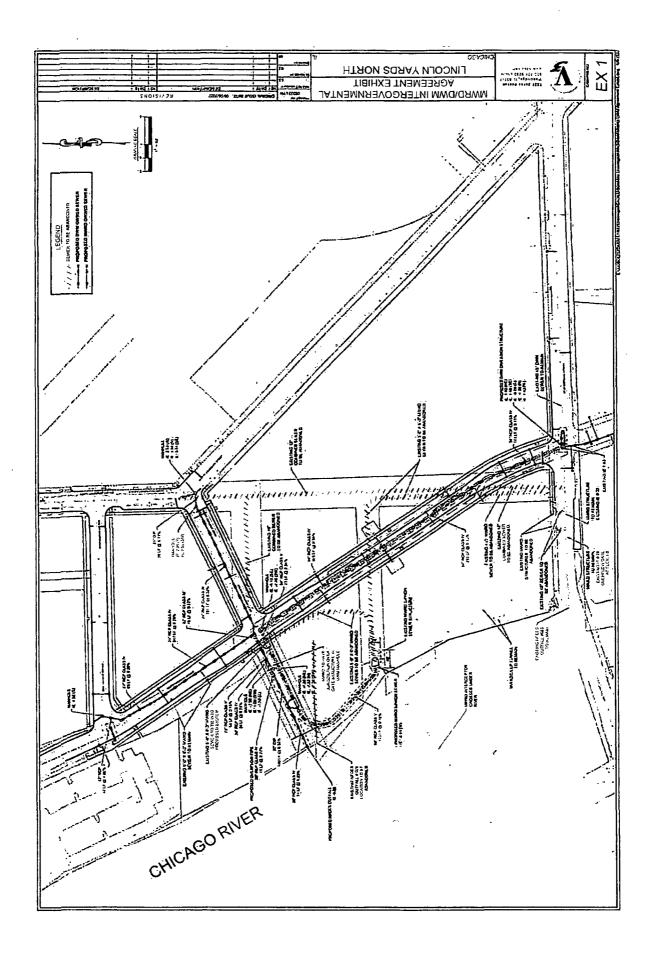
Notwithstanding the provisions of Article 10 of the Agreement, the Developer may assign its obligations under this Acknowledgement and Agreement (and any corresponding obligations under the Agreement) to a successor in interest to its portion of the Redevelopment Area and/or Fleet Portfolio, LLC. Upon such an assignment, the Developer shall be automatically released from any and all liabilities and obligations contained herein or in the Agreement (excluding any liabilities or obligations arising out of or resulting from any breach or default by the Developer hereunder or under the terms of the Agreement prior to the effective date and time of the assignment), and the City shall (i) accept from the assignee a replacement Letter of Credit in then applicable amount required hereunder, and (ii) return the original of any outstanding Developer Letter of Credit to Developer, provided, however, that this paragraph shall not be construed as modifying or amending the RDA or waiving any RDA requirements.

DEVELOPER:

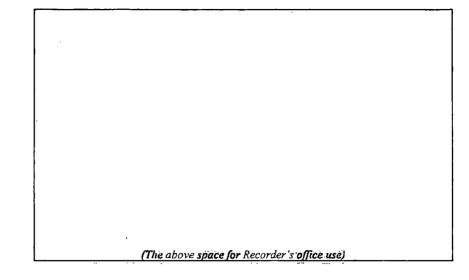
	perty Company, LLC, are limited liability company		
By: Name:	<u> </u>	200	
Its: Date:		,	

[attach copy of letter of credit to agreement when provided]

Agreement Exhibit 1, Sewer Reroute Depiction (see attached)



Agreement Exhibit 2, Form of Easement from Developer to District (see attached)



EASEMENT GRANT

THIS GRANT OF EASEMENT, made this day of	
A.D. 20 from the	_ (hereinafter
called the "Grantor") to the METROPOLITAN WATER RECLAMATION	ON DISTRICT
OF GREATER CHICAGO, a municipal corporation organized and ex	xisting under
the laws of the State of Illinois (hereinafter termed the "District"), 1	l00 East Erie
Street, Chicago, Illinois 60611.	

WITNESSETH, THAT

WHEREAS, pursuant to the Metropolitan Water Reclamation District Act (70 ILCS 2605/1 et seq.), the District has the power to provide for the drainage of both surface water and sewage by laying out, establishing, constructing and maintaining one or more main channels, drains, ditches and outlets for carrying off and disposing of the drainage (including the sewage) of such district, together with such adjuncts and additions thereto as may be necessary or proper;

WHEREAS, the District is about to construct its TARP Mainstream Dropshaft M73E Project, Contract 20-160-4H with appurtenances, thereto, (hereinafter termed the "Project");

WHEREAS, it is necessary for the District to obtain a permanent easement, right, privilege, and authority to construct, reconstruct, repair, and maintain the Project through certain premises hereinafter described;

WHEREAS, for the purpose of facilitating the construction of the Project, it is necessary for the District to obtain a temporary easement, right, privilege, and authority (the "Temporary Easement") during the construction of the Project, to use certain additional real estate, hereinafter described, for access to the work, transportation, and storage of materials, tools, equipment and surplus excavation; and

WHEREAS, for the purpose of facilitating continued maintenance and operation of the Project, the Grantor is willing to grant said permanent easement, rights, privileges, and authority to the District, upon the terms and conditions herein set forth;

NOW, THEREFORE, in consideration of the sum of <u>TEN AND NO/100</u> <u>DOLLARS (\$10.00)</u> in hand paid by the District to the Grantor, and other good and valuable consideration including, but not limited to, the benefits of the improvements derived from the Project, the receipt of which is hereby acknowledged, and the covenants and conditions hereinafter contained, the Grantor does hereby bargain, sell, grant, transfer and convey to the District, its successors and assigns, the permanent easement, right, permission, and authority to construct, reconstruct, repair, replace, operate, maintain and have access to the Project through the following described premises hereinafter referred to as:

Parcel 1A - "Permanent Easement Premises"

Parcels 1B-1 and 1B-2 - "Temporary Easement Premises"

(For legal descriptions, see pages 1A and 1B)

IN CONSIDERATION of the grant of the permanent and temporary easements, rights, privileges, and authority herein contained, this Easement Grant is subject to the following conditions:

FIRST: The Project shall be constructed by the District upon, over, and through Permanent Easement Premises and public right-of-way adjacent thereto, in accordance with the specifications and plans prepared by the Director of Engineering of the District.

SECOND: The District expressly assumes all responsibility for, and shall indemnify, save, and keep harmless the Grantor against any loss, damage, cost or expense which it may suffer, incur or sustain, or for which it might become liable growing out of any injury to or death of persons, or loss, or damage to property arising out of or caused in the performance of any work done by or under the authority of the District by virtue of the rights granted herein for the Project. In the event of the bringing of any action, suit or suits, against the Grantor growing out of any such loss, damage, cost or expense, and as a prerequisite to any recovery therefore from the District, the Grantor shall give written notice to the District of the commencement of such action, suit or suits, and thereafter the District shall assume the defense thereof. The District shall save and keep harmless the Grantor from any claims for mechanics' liens by reason of any construction work, repairs, replacements, or other work, or for any improvements made or placed upon or to the easement by the District.

The rights and obligations of the Grantor and the District, respectively hereunder, shall inure to the benefit of and be binding upon their respective successors and assigns, and all terms, conditions, and covenants herein shall be construed as covenants, running with the land. The District has the right to assign the easement rights granted herein, and upon assignment shall notify the Grantor or its successors within 30 days.

THIRD:

- (a) The Temporary Easement Premises for construction access and staging shall be located in the area that is described and depicted in Parcels 1B-1 and 1B-2, attached hereto. However, at any time prior to the District bidding the Project, the Grantor and the District, upon mutual agreement, may relocate the Temporary Easement area 1B-2 to another location contiguous to, and within 500' of, the Permanent Easement Premises. Once established, the Grantor and its successors, assigns, and beneficiaries shall not construct a building or buildings or other structures upon the Temporary Easement Premises during the Easement Term (defined below).
- (b) The Grantor and its successors, assigns, and beneficiaries may construct a building or buildings or other structures or improvements above the Project located in the permanent easement provided that: such improvements are above -90' CCD; the improvements do not restrict access to District facilities; and Grantor provides the District with plans for such improvements.

FOURTH: The District, its successors, or assigns will maintain the improvements it installs within the permanent easement as required pursuant to all applicable laws, rules, regulations, or permits.

FIFTH: The District shall, after the Project is constructed, restore the Temporary Easement Premises to their original or better condition as stated in the General Specifications of the District for the Project. All such restoration work will be completed within 60 days after the Project is constructed, weather conditions permitting.

SIXTH: The Grantor hereby acknowledges that it has been advised of its rights under the Relocation Assistance and Real Property Acquisition Policies Act for Federal and Federally-Assisted Programs (49 CFR Part 24) by the District or is otherwise familiar with same, and that notwithstanding the rights afforded it thereunder does hereby knowingly and intentionally waive and relinquish any and all rights which it may have thereunder and acknowledges that the consideration paid for the easement aforesaid is fair and reasonable.

SEVENTH: The Temporary Easement shall terminate the earlier of five (5) years after the date hereof, or 30 months following the District providing written notice to Grantor of the commencement of the construction of the Project within the Temporary Easement Premises (the "Easement Term"). Upon the expiration of the Easement Term, the easement rights in favor of the District hereunder shall terminate and expire without further notice or action by Grantor or the District. If, however, either Grantor or the District so requests, the parties shall execute and deliver a recordable instrument reasonably acceptable to the parties confirming the expiration of the Easement Term and the termination and expiration of such easement rights of Grantee and the other Grantee Parties hereunder

EIGHTH: Notwithstanding the foregoing provision, the District hereby reserves the right to terminate this Easement at any time during the Easement Term. Such notice shall be in writing. NINTH: Grantor represents and warrants to the District that the individual executing this instrument on behalf of Grantor has been granted full and legal authority to execute this instrument on behalf of Grantor.

IN WITNESS WHEREOF, the parties hereto have caused these presents, including pages 1A, 1B, Exhibit 1A, and Exhibit 1B, to be duly executed, duly attested and their corporate seals to be hereunto affixed.

(Grantor)		
Signed:	Date:	
Printed Name:		
Title:		

METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO

By:	Date:
Mariyana T. Spyropoulos	
Acting Chairman of Committee on Finance	·
ATTEST:	
	Date:
Jacqueline Torres, Clerk	
APPROVED AS TO ENGINEERING AND TECH	INICAL MATTERS:
Director of Engineering	
APPROVED AS TO FORM AND LEGALITY:	
Head Assistant Attorney	
General Counsel	MACHE -

STATE OF ILLINOIS)
COUNTY OF COOK)
I, Notary Public in and for said
County, in the State aforesaid, DO HEREBY CERTIFY that Mariyana T.
Spyropoulos personally known to me to be the Acting Chairman of the
Committee on Finance of the Board of Commissioners of the Metropolitan
Water Reclamation District of Greater Chicago, a body corporate and politic,
and Jacqueline Torres, personally known to me to be the Clerk of said body
corporate and politic, and personally known to me to be the same persons
whose names are subscribed to the foregoing instrument, appeared before me
this day in person and severally acknowledged that as such Acting Chairman of
the Committee on Finance and such Clerk, they signed and delivered the said
instrument as Chairman of the Committee on Finance of the Board of
Commissioners and Clerk of said body corporate and politic, and caused the
corporate seal of said body corporate and politic to be affixed thereto, pursuant
to authority given by the Board of Commissioners of said body corporate and
politic, as their free and voluntary act and as the free and voluntary act and
deed of said body corporate and politic, for the uses and purposes therein set
forth.
GIVEN under my hand and Notarial Seal this day of, A.D. 20
Mator Deblio
Notary Public
My Commission Expires:
, A. D., 20

Individual Jurat

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)
I,, a Notary Public in and for said County
and State aforesaid, do hereby certify that who
is personally known to me to be the same person whose name is subscribed
in the foregoing instrument appeared before me this day in person and
acknowledged that they signed, sealed, and delivered the said instrument
as their free and voluntary act for the uses and purposes therein set forth,
including the release and waiver of the right of homestead.
•
IN WITNESS WHEREOF, I have hereunto set my hand and fixed my
Notarial Seal thisday of, A.D. 20

Notary Public
My Commission Expires:
, A. D., 20

Corporate Jurat

STATE OF ILLINOIS) SS
COUNTY OF COOK)
I,a Notary Public in and for said County and
State aforesaid, do hereby certify that of
who is personally known to me to be the
same person whose name is subscribed in the foregoing instrument
appeared before me this day in person and acknowledged that they signed,
sealed, and delivered the said instrument of writing as their free and
voluntary act, of the said, for the uses and
purposes therein set forth.
IN WITNESS WHEREOF, I have hereunto set my hand and fixed my Notarial Seal thisday of, A.D. 20
Notary Public
My Commission Expires:
, A. D., 20

GRANTOR:	

PARCEL 1A - PERMANENT SUBTERRANEAN EASEMENT

THE PROPERTY AND SPACE LYING BETWEEN THE ELEVATIONS OF -90 FEET AND -235 FEET (CHICAGO CITY DATUM) AND ALSO LYING WITHIN THE BOUNDARIES PROJECTED VERTICALLY DOWNWARD FROM THE SURFACE OF THE EARTH OF THAT PART OF LOT 12 IN W.F. DOMINICK'S SUBDIVISION OF LOTS 1, 2, AND 3 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ANTE-FIRE, RECODED 10/13/1853, IN COOK COUNTY ILLINOIS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF LOT 11 IN W.F. DOMINICK'S SUBDIVSION OF LOTS 1,2, AND 3 IN BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO THENCE SOUTH 28 DEGREES 09 MINUTES 11 SECONDS EAST ALONG THE WEST LINES OF LOTS 11 AND 12, IN W.F. DOMINICK'S SUBDIVISION AFORESAID, A DISTANCE OF 154.99 FEET TO A POINT; THENCE NORTH 66 DEGREES 10 MINUTES 29 SECONDS EAST, A DISTANCE OF 22.31 FEET TO THE POINT OF BEGINNING:

THENCE NORTH 49 DEGREES 08 MINUTES 33 SECONDS EAST A DISTANCE OF 44.15 FEET TO A POINT; THENCE NORTH 51 DEGREES 50 MINUTES 52 SECONDS EAST A DISTANCE OF 19.04 FEET TO A POINT; THENCE SOUTH 36 DEGREES 15 MINUTES 07 SECONDS EAST A DISTANCE OF 16.50 FEET TO A POINT; THENCE SOUTH 64 DEGREES 48 MINUTES 56 SECONDS WEST A DISTANCE OF 64.23 FEET TO THE POINT OF BEGINNING; IN COOK COUNTY, ILLINOIS.

SAID PARCEL 1A CONTAINING 540 SQUARE FEET, MORE OR LESS.

PIN No. 14-32-120-005

AS SHOWN ON EXHIBIT 1A ATTACHED HERETO AND MADE A PART HEREOF.

PARCEL 1B-1 TEMPORARY EASEMENT

THAT PART OF LOTS 11 & 12 IN W.F. DOMINICK'S SUBDIVISION OF LOTS 1,2, AND 3 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ANTE-FIRE, RECODED 10/13/1853, IN COOK COUNTY ILLINOIS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 11: THENCE SOUTH 29 DEGREES 58 MINUTES 01 SECONDS EAST, ALONG THE EAST LINE OF SAID LOT 11, A DISTANCE OF 65.99 FEET TO A POINT; THENCE SOUTH 88 DEGREES 31 MINUTES 17 SECONDS WEST A DISTANCE OF 75.23 FEET TO A POINT; THENCE SOUTH 00 DEGREES 00 MINUTES 08 SECONDS EAST A DISTANCE OF 22.15 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 25 DEGREES 09 MINUTES 19 SECONDS EAST A DISTANCE OF 10.00 FEET TO A POINT; THENCE SOUTH 64 DEGREES 47 MINUTES 40 SECONDS WEST A DISTANCE OF 90.85 FEET TO A POINT; THENCE NORTH 25 DEGREES 11 MINUTES 09 SECONDS WEST, A DISTANCE OF 10.03 FEET TO A POINT; THENCE NORTH 64 DEGREES 49 MINUTES 01 SECONDS EAST A DISTANCE OF 90.86 FEET TO THE POINT OF BEGINNING; IN COOK COUNTY, ILLINOIS.

SAID PARCEL 1B-1 CONTAINING 910 SQUARE FEET, MORE OR LESS.

PARCEL 1B-2 TEMPORARY EASEMENT

THAT PART OF LOT 12 IN W.F. DOMINICK'S SUBDIVISION OF LOTS 1,2, AND 3 OF BLOCK 14 AND LOTS 12, 13, 14, AND 15 IN J.F. LAWRENCE'S SUBDIVISION OF BLOCK 14, OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ANTE-FIRE, RECODED 10/13/1853, IN COOK COUNTY ILLINOIS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF LOT 11 IN W.F DOMINICK'S SUBDIVISION AFORESAID; THENCE SOUTH 29 DEGREES 58 MINUTES 01 SECONDS EAST, ALONG THE EAST LINE OF SAID LOT 11, A DISTANCE OF 65.99 FEET TO A POINT; THENCE SOUTH 88 DEGREES 31 MINUTES 17 SECONDS WEST A DISTANCE OF 75.23 FEET TO A POINT; THENCE CONTINUING SOUTH 88 DEGREES 31 MINUTES 17 SECONDS WEST A DISTANCE OF 150.31 FEET TO A POINT ON THE WEST LINE OF SAID LOT 11; THENCE SOUTH 28 DEGREES 09 MINUTES 11 SECONDS EAST, ALONG THE EAST LINE OF SAID LOTS 11 & 12, A DISTANCE OF 138.57 FEET TO A POINT, THENCE NORTH 87 DEGREES 56 MINUTES 03 SECONDS EAST A DISTANCE OF 45.94 FEET TO THE POINT OF BEGINNING; THENCE NORTH 64 DEGREES 45 MINUTES 47 SECONDS EAST A DISTANCE OF 157.01 FEET TO A POINT; THENCE SOUTH 25 DEGREES 04 MINUTES 35 SECONDS EAST A DISTANCE OF 120 FEET TO A POINT; THENCE SOUTH 64 DEGREES 45 MINUTES 52 SECONDS WEST A DISTANCE OF 143.58 FEET TO A POINT ON THE SOUTH LINE OF SAID LOT 15; THENCE SOUTH 87 DEGREES 52 MINUTES 39 SECONDS WEST A DISTANCE OF 15.49 FEET TO A POINT; THENCE NORTH 41 DEGREES 16 MINUTES 56 SECONDS WEST, A DISTANCE OF 118.53 FEET TO A POINT; THENCE NORTH 64 DEGREES 45 MINUTES 47 SECONDS EAST A DISTANCE OF 33.92 FEET TO THE POINT OF BEGINNING; IN COOK COUNTY, ILLINOIS.

SAID PARCEL 1B-2 CONTAINING 20,782 SQUARE FEET, MORE OR LESS.

PIN NOS. 14-32-120-005-0000 & 14-32-135-015-0000

AS SHOWN ON EXHIBIT 1B ATTACHED HERETO AND MADE A PART HEREOF.

		ı	
(The above spo	ice for Recorder	's office use)	
	· · · · · · · · · · · · · · · · · · ·		

EASEMENT GRANT

THIS GRANT OF EASEMENT, made this day of	
A.D. 20 from the	(hereinafter
called the "Grantor") to the METROPOLITAN WATER RECLAM	ATION DISTRICT
OF GREATER CHICAGO, a municipal corporation organized ar	nd existing under
the laws of the State of Illinois (hereinafter termed the "Distric	t"), 100 East Erie
Street, Chicago, Illinois 60611.	

WITNESSETH, THAT

WHEREAS, the District and the City of Chicago ("City") have entered into a certain Intergovernmental Agreement ("IGA") for the Lincoln Yards Redevelopment in Chicago, Illinois, dated ______;

WHEREAS, the purpose of the IGA is to ensure coordination between the District and the City as it relates to the requested reroute of the District's West Side 9 Interceptor for the Lincoln Yards Redevelopment (the "Project");

WHEREAS, the IGA provides, *inter alia*, that the Developer and/or the City, as appropriate, shall grant a permanent, non-exclusive easement for the Relocated Intercepting Sewer that enables the District to operate, maintain,

access, repair, and replace the Relocated Intercepting Sewer;

WHEREAS, this Easement Grant is intended to convey to the District the property rights necessary to assume the ownership, operation, and maintenance of the Relocated Intercepting Sewer in accordance with the IGA;

WHEREAS, Grantor is the owner of the real estate where the Relocated Intercepting Sewer is located, and is willing to grant said permanent easement to the District, upon the terms and conditions herein set forth;

(\$10.00) in hand paid by the District to the Grantor, and other good and valuable consideration including, but not limited to, the benefits of the improvements derived from the Project, the receipt of which is hereby acknowledged, and the covenants and conditions hereinafter contained, the Grantor does hereby bargain, sell, grant, transfer and convey to the District, its successors and assigns, the permanent easement, right, permission, and authority to construct, reconstruct, repair, replace, operate, maintain and have access to the Project through the following described premises hereinafter referred to as:

Parcel XXA - Permanent Easement

(For legal descriptions, see pages XXA)

IN CONSIDERATION of the grant of the permanent easement, right, privilege, and authority herein contained, this Easement Grant is subject to the following conditions:

FIRST: The "Relocated Intercepting Sewer" shall be constructed upon, over, and through the easement premises described herein, at the sole expense of Grantor, in accordance with the specifications and plans approved under the Facility Connection Authorization ("FCA") issued by the District pursuant to the Watershed Management Ordinance.

SECOND: Grantor shall indemnify, exonerate, and hold free and harmless the District and its Commissioners, officers, employees, servants, and agents from all liabilities—including losses, damages, and reasonable costs, payments and expenses (such as, but not limited to, court costs and reasonable attorneys' fees and disbursements), claims, demands, actions, suits, proceedings, judgments or settlements—any or all of which are asserted by any individual, private entity, or public entity against the District and arise out of, or are in any way related to, the design or construction of the Relocated Intercepting Sewer or any other work performed in connection with the Lincoln Yards Redevelopment.

THIRD: The District shall indemnify, exonerate, and hold free and harmless Grantor from all liabilities—including losses, damages, and reasonable costs, payments and expenses (such as, but not limited to, court costs and reasonable attorneys' fees and disbursements), claims, demands, actions, suits, proceedings, judgments or settlements—any or all of which are asserted by any individual, private entity, or public entity against Grantor and arise out of, or are in any way related to, the District's operation, maintenance, reconstruction, repair, or replacement of the Relocated Intercepting Sewer after Notice of Final Acceptance is provided, as set forth in the IGA. In the event of the bringing of any action, suit or suits, against Grantor growing out of any such loss, damage, cost or expense, and as a prerequisite to any recovery

therefore from the District, Grantor shall give written notice to the District of the commencement of such action, suit or suits, and thereafter the District shall assume the defense thereof.

FOURTH: The rights and obligations of the Grantor and the District, respectively hereunder, shall inure to the benefit of and be binding upon their respective successors and assigns, and all terms, conditions, and covenants herein shall be construed as covenants, running with the land.

FIFTH: Grantor may use the surface of said real estate, it being understood, however, that such use shall not in any manner interfere with or damage the Relocated Intercepting Sewer. Plans and specifications for any improvements to be constructed on the surface of the Easement Premises are subject to approval by the District's Director of Engineering. Grantor shall have the right to build improvements above the vertical extent of the Easement Premises.

SIXTH: As set forth in the FCA, Grantor shall cause its contractor to issue a payment and performance bond, with the District named as an additional obligee, to ensure adequate funding is available to complete the construction of the Sewer Reroute in accordance with the plans and specifications approved under the FCA.

SEVENTH: As set forth in the FCA, the Grantor shall provide a maintenance bond in the amount of \$3 million, with the District named as an additional obligee, effective for a period of two years from the Date of Final Acceptance by the District.

including pages XXA and Exhibit XXA, to be duly executed, duly attested and their corporate seals to be hereunto affixed. (Grantor) Signed:_____ Date:____ Printed Name:____ Title:____ METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO Mariyana T. Spyropoulos Acting Chairman of Committee on Finance ATTEST: _____ Date:_____ Jacqueline Torres, Clerk APPROVED AS TO ENGINEERING AND TECHNICAL MATTERS: Director of Engineering APPROVED AS TO FORM AND LEGALITY: Head Assistant Attorney

IN WITNESS WHEREOF, the parties hereto have caused these presents,

General Counsel

COUNTY OF COOK)
Natoria Dalilla in and Canada
I, Notary Public in and for said
County, in the State aforesaid, DO HEREBY CERTIFY that Mariyana T.
Spyropoulos personally known to me to be the Acting Chairman of the
Committee on Finance of the Board of Commissioners of the Metropolitan
Water Reclamation District of Greater Chicago, a body corporate and politic,
and Jacqueline Torres, personally known to me to be the Clerk of said body
corporate and politic, and personally known to me to be the same persons
whose names are subscribed to the foregoing instrument, appeared before me
this day in person and severally acknowledged that as such Acting Chairman of
the Committee on Finance and such Clerk, they signed and delivered the said
instrument as Chairman of the Committee on Finance of the Board of
Commissioners and Clerk of said body corporate and politic, and caused the
corporate seal of said body corporate and politic to be affixed thereto, pursuant
to authority given by the Board of Commissioners of said body corporate and
politic, as their free and voluntary act and as the free and voluntary act and
deed of said body corporate and politic, for the uses and purposes therein set
forth.
GIVEN under my hand and Notarial Seal this day of, A.D. 20
Notary Public
My Commission Expires:
, A. D., 20

Corporate Jurat

STATE OF ILLINOIS)
COUNTY OF COOK)
I,, a Notary Public in and for said County
and State aforesaid, do hereby certify that of
who is personally known to me to be the same
person whose name is subscribed in the foregoing instrument appeared
before me this day in person and acknowledged that they signed, sealed,
and delivered the said instrument of writing as their free and voluntary act,
of the said, for the uses and purposes
therein set forth.
IN WITNESS WHEREOF, I have hereunto set my hand and fixed my
Notarial Seal thisday of, A.D. 20
Notary Public
My Commission Expires:
, , , , , , , , , , , , , , , , , , ,
. A. D. 20
, A. D., 20

PARCEL XXA-PERMANENT EASEMENT

INSERT PERMANENT EASEMENT LEGAL DESCRIPTION HERE

PIN No. XX-XX-XXXX

ALL AS SHOWN ON A PLAT **MARKED EXHIBIT XXA** ATTACHED HERETO AND MADE A PART HEREOF.

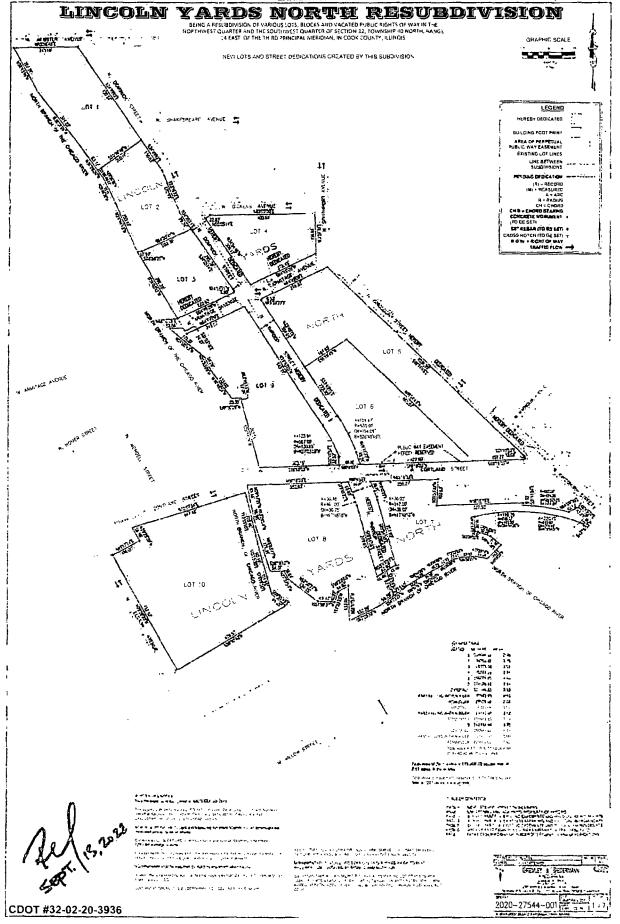
AREA OF PERMANENT EASEMENT: X,XXX SQ FT

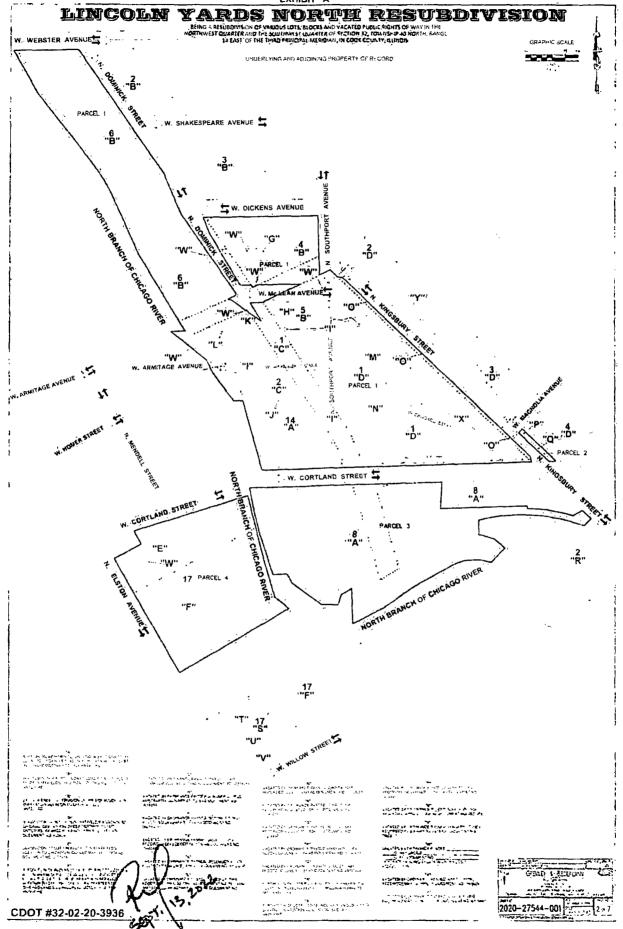
Exhibit D to the ordinance:

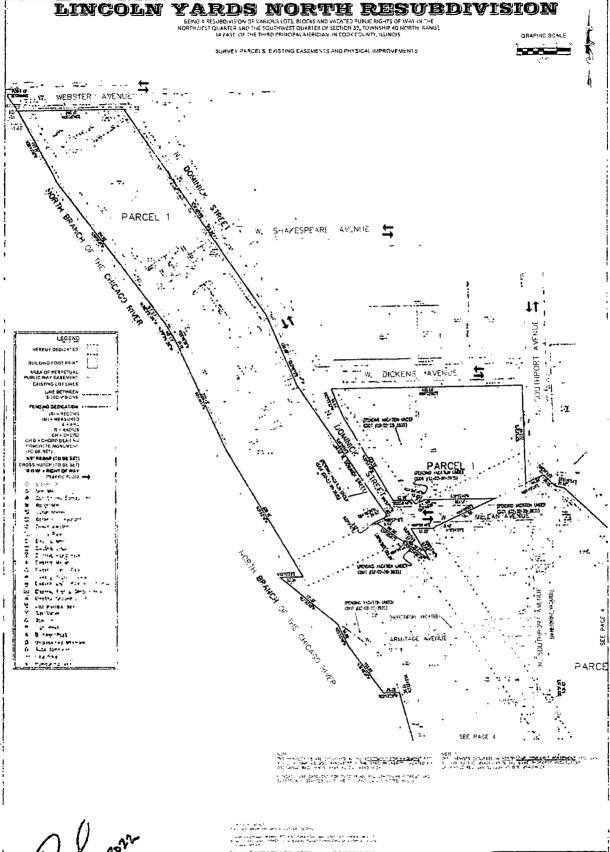
The Plat of Resubdivision showing right of way dedications from file 32-02-20-3936

[Attached]

EXHIBIT "A"



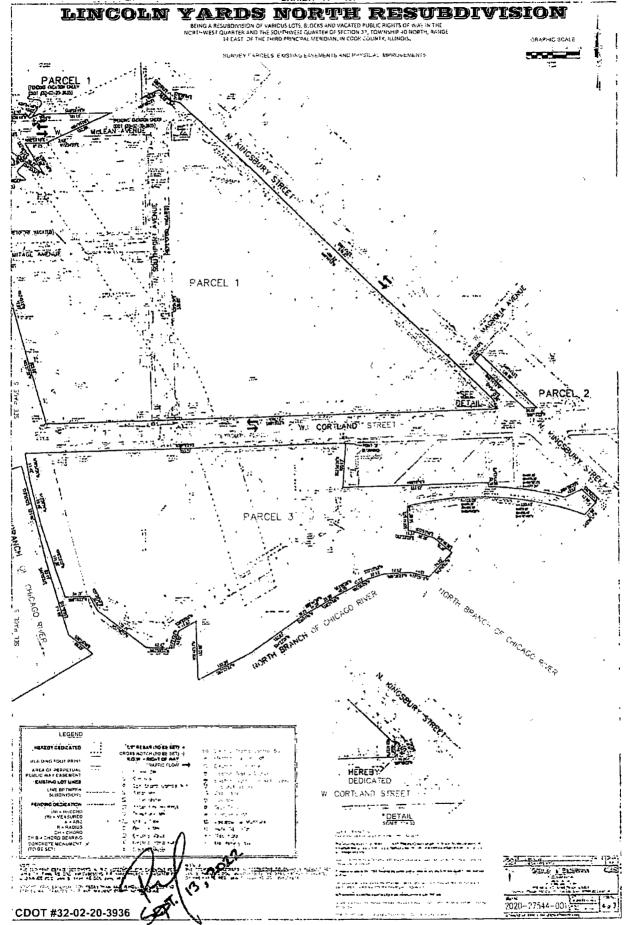


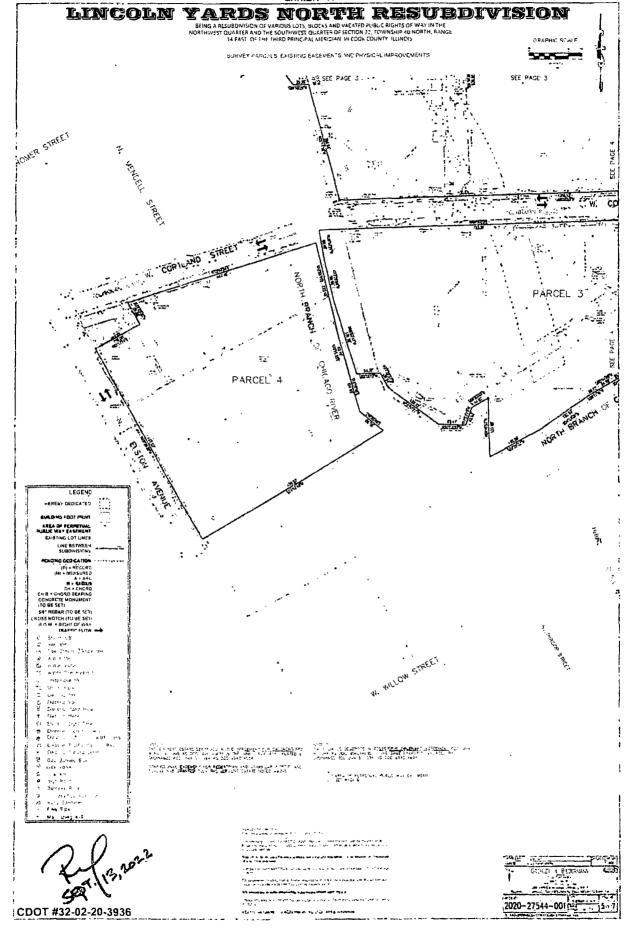


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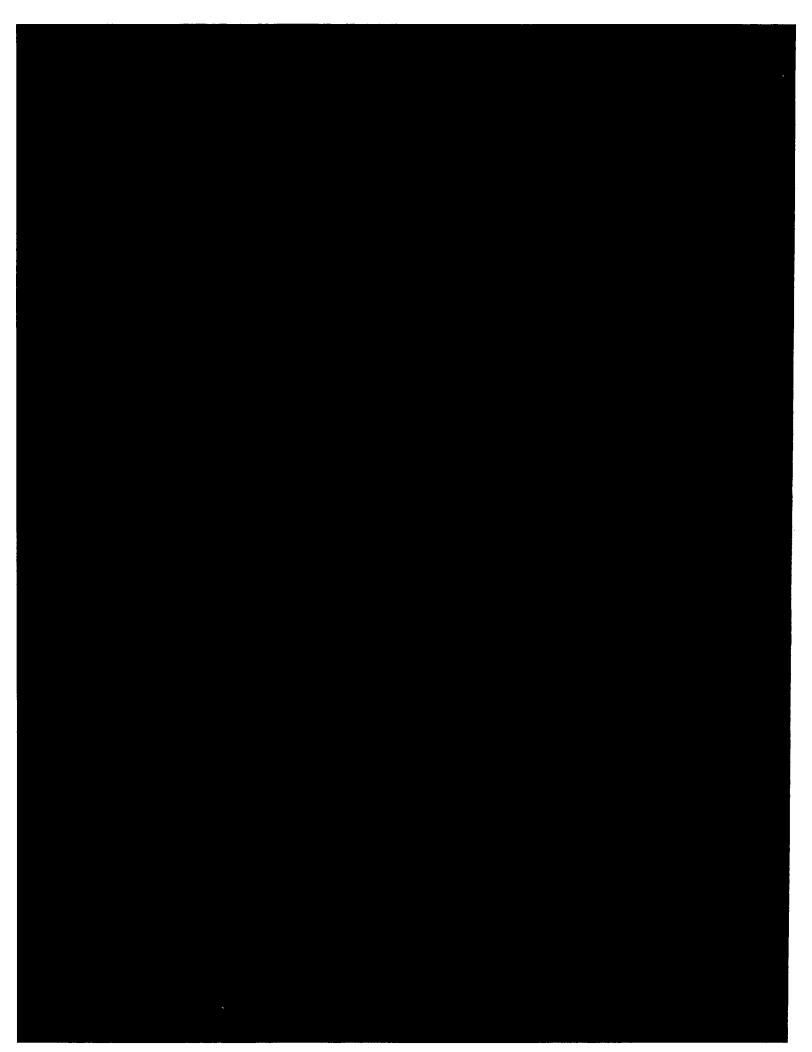
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CDOT #32-02-20-3936



1. 1511 W. WEBSTER, LLC

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of th	e Disclosing Party submitt	ing this EDS. Include d/b/a/ if applicable:
1511 W. WEBS	TER LLC.	
Check ONE of the	following three boxes;	
1. [X] the Appli OR 2. [] a legal en the contract, transac "Matter"), a direct o name:	tity currently holding, or a tion or other undertaking to r indirect interest in excess	nticipated to hold within six months after City action on which this EDS pertains (referred to below as the of 7.5% in the Applicant. State the Applicant's legal
3. [] a legal en State the legal name	tity with a direct or indirec	t right of control of the Applicant (see Section II(B)(1)) Disclosing Party holds a right of control:
		333 N. Green Street, Suite 1100 Chicago, IL 60607
C. Telephone: (31)	2) 466-4100 Fax: (31	2) 874-7008 Email: jsimons@sterlingbay.com_
D. Name of contact	person: Jessica Simons	
E. Federal Employe	r Identification No. (if you	have one):
property, if applicable Application for sub-	le):	s EDS pertains. (Include project number and location of operty generally bounded by Webster, Dominick, Dickens lston
G. Which City agen	cy or department is reques	ting this EDS? CDOT
	ntract being handled by the	City's Department of Procurement Services, please
Specification #	V/A	and Contract #N/A
Ver.2018-1	Pa	ge 1 of 15

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [] Person [X] Limited liability company [] Publicly registered business corporation [] Limited liability partnership Privately held business corporation [] Joint venture [] Sole proprietorship [] Not-for-profit corporation [] General partnership (Is the not-for-profit corporation also a 501(c)(3))? [] Limited partnership [] Yes [] No [] Trust Other (please specify) 2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: 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? [X] Yes []No [] Organized in Illinois B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures. each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including

corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a

Title

Ver.2018-1 Page 2 of 15

Name

Please see the attached Exhibit A

Exhibit A

1511 W. Webster Venture, LLC-Member Manager of 1511 W. Webster, LLC ("Applicant")

1511 W. Webster Manager, LLC-Manager of 1511 W. Webster Venture, LLC

Sterling Bay Capital Partners II GP, LLC-Manager of 1511 W. Webster Manager, LLC

Sterling Bay Capital Management II, LP- Managing Member of Sterling Bay Capital Partners II GP, LLC

Sterling Bay Capital Management II GP, LLC- General Partner of Sterling Bay Capital Management II, LP

Andrew Gloor- Sole Member of Sterling Bay Capital Management II GP, LLC

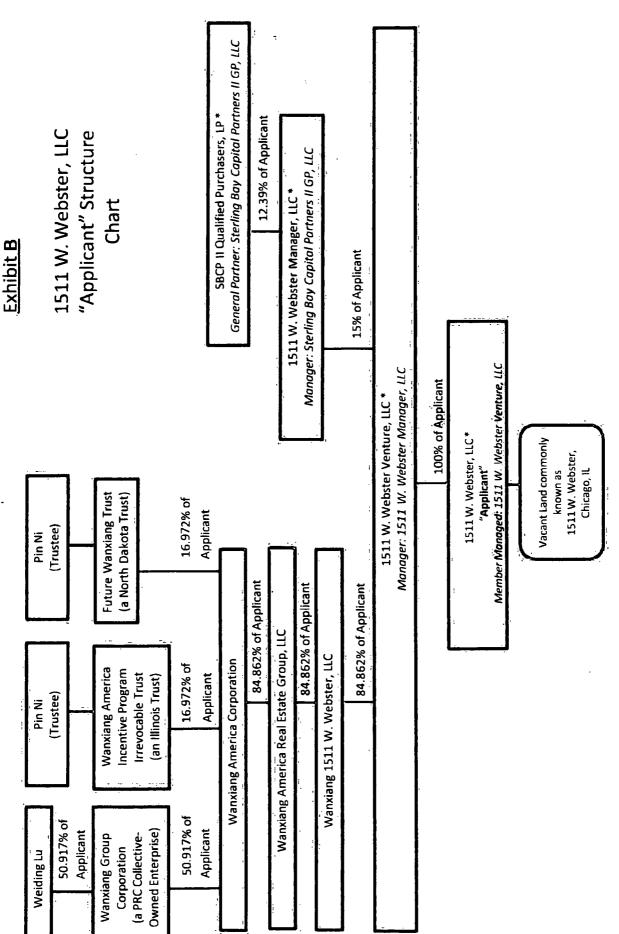
Name Please see attach	Business Address ed Exhibit B	Percentage Int	erest in the	Applicant
SECTION III OFFICIALS	INCOME OR COMPENSATION	TO, OR OWNERSHI	P BY, CIT	Y ELECTED
	ng Party provided any income or com preceding the date of this EDS?	npensation to any City el	lected offici	al during the [x] No
	ing Party reasonably expect to provious the 12-month period following			ny City [x] No
_	of the above, please identify below the come or compensation:	he name(s) of such City	elected office	cial(s) and
inquiry, any City Chapter 2-156 of [] Yes	ected official or, to the best of the Di elected official's spouse or domestic the Municipal Code of Chicago ("M [x] No	e partner, have a financial (ICC")) in the Disclosing	dge after rea al interest (a Party?	asonable s defined in

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

state "None."



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, IL 60606; Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, IL 60123; Wanxiang Group Corporation has a business address of Xiaoshan Economic and Technological Development Zone, Hanzhou, Zhejiang Province, The People's Republic of China.

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.
(Add sheets if necessary)			
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTIF	FICATION	IS	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
	•	cantial owners of business entities the d support obligations throughout the	
• •	=	rectly owns 10% or more of the Disc ations by any Illinois court of comp	
[] Yes [X] No []	No person o	directly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFI	CATIONS		
Procurement Services.] Party nor any Affiliated performance of any publ	In the 5-yea Entity [see of ic contract,	the Matter is a contract being handler period preceding the date of this Edefinition in (5) below] has engaged the services of an integrity monitor, iance consultant (i.e., an individual	DS, neither the Disclosing, in connection with the independent private sector

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

11. 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: 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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

MCC Section 2-32		ecause it or any of its affiliates (as defined in the meaning of MCC Chapter 2-32, explain
N/A		
· ····································		
	the word "None," or no response a med that the Disclosing Party certif	
D. CERTIFICATI	ON REGARDING FINANCIAL IN	ITEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 ha	we the same meanings if used in this Part D.
after reasonable in		e best of the Disclosing Party's knowledge of the City have a financial interest in his or atity in the Matter?
[] Yes	[X] No	
	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	o Items D(2) and D(3). If you checked "No" Part E.
official or employed other person or ent taxes or assessment "City Property Sale	ee shall have a financial interest in hity in the purchase of any property its, or (iii) is sold by virtue of legal	dding, or otherwise permitted, no City elected is or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain e meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	•
<u>-</u>	· · · · ·	mes and business addresses of the City officials fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
<u>e</u>		
_		ibited financial interest in the Matter will be

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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 (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.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(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, as amended, 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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 th	ree questions below:
	d and do you have on file affirmative action programs pursuant to applicable See 41 CFR Part 60-2.) [] No
	the Joint Reporting Committee, the Director of the Office of Federal Contract, or the Equal Employment Opportunity Commission all reports due under the rements? [] No [] Reports not required
Have you participal equal opportunity clau [] Yes	ted in any previous contracts or subcontracts subject to the se? [] No
If you checked "No" to	question (1) or (2) above, please provide an explanation:
	

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

1511 W. Webster, LLC	
(Print or type exact legal name of Disclosing Party)	
By:	
(Sign here)	
Andrew Gloor	
(Print or type name of person signing)	G NAME OF THE PROPERTY OF THE
Sole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Partners II GP, LLC, manager of 1511 W. Webster Manager, LLC, manager of 1511 W. Webster Manager, LLC, manager of 1511 W. Webster Manager, LLC, manager of 1511 W.	
(Print or type title of person signing)	
Signed and sworn to before me on (date) Mugust 17	2012
Signed and sworn to before me on (date)Mugust17 atCook County,Illinois (state);	2022_3
	1011

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[x]	No			
which such person	is connected	d; (3) the name an	d title of the elected ci	 the name of the legal ent ty official or department he e of such familial relationsh 	ead to

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[x] No	
		iblicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
• , ,	scofflaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[x] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.
, <u> </u>
, <u> </u>

2. 1511 W. WEBSTER VENTURE, LLC

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Par	rty submitting this EDS. Include d/b/a/ if applicable:
1511 W. WEBSTER VENTURE	LLC
Check ONE of the following three	boxes:
the contract, transaction or other und "Matter"), a direct or indirect interes	lding, or anticipated to hold within six months after City action on lertaking to which this EDS pertains (referred to below as the t in excess of 7.5% in the Applicant. State the Applicant's legal
3. [] a legal entity with a direct	t or indirect right of control of the Applicant (see Section II(B)(1)) which the Disclosing Party holds a right of control:
B. Business address of the Disclosin	ng Party: 333 N. Green Street, Suite 1100 Chicago, IL 60607
C. Telephone: <u>(312) 466-4100</u>	Fax: (312) 874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: Jessic	a Simons
E. Federal Employer Identification	No. (if you have one):
property, if applicable):	o which this EDS pertains. (Include project number and location of on for property generally bounded by Webster, Dominick, Dickens, er and Elston
G. Which City agency or departmen	at is requesting this EDS? <u>CDOT</u>
	dled by the City's Department of Procurement Services, please
Specification # N/A	and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [] Person [X] Limited liability company [] Limited liability partnership Publicly registered business corporation [] Privately held business corporation [] Joint venture Sole proprietorship [] Not-for-profit corporation [] General partnership (Is the not-for-profit corporation also a 501(c)(3))? [] Limited partnership [] No [] Yes [] Trust 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? [X] No [] Organized in Illinois []Yes B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant. NOTE: Each legal entity listed below must submit an EDS on its own behalf. Name Title SEE APPLICANT EDS

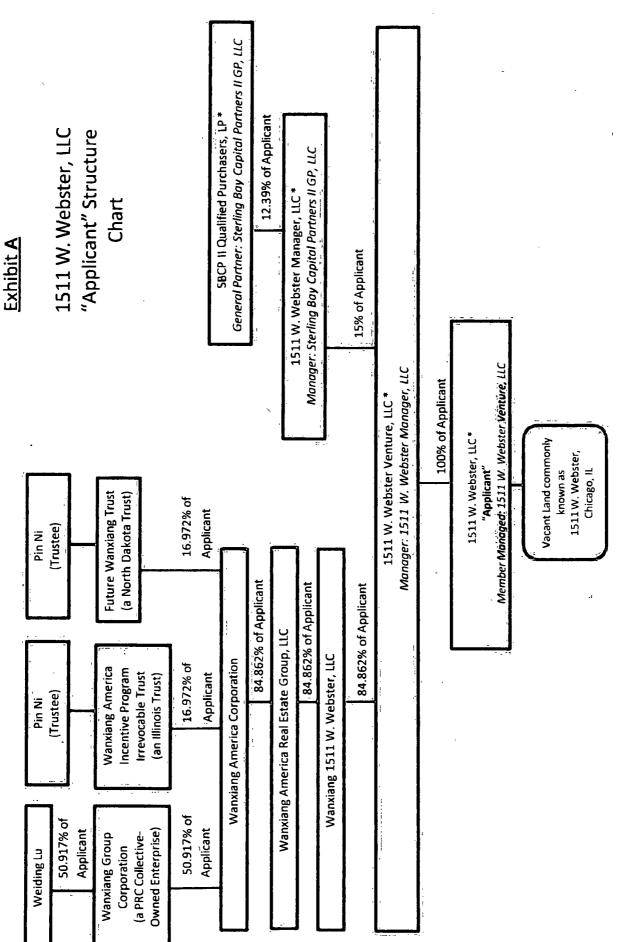
2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

state "None.					
NOTE: Each legal	entity listed below may be require	ed to submit an EDS on	its own beha	lf.	
Name SEE ATTACHED E	Business Address XHIBIT A	Percentage Ir	ercentage Interest in the Applicant		
SECTION III II OFFICIALS	NCOME OR COMPENSATION	TO, OR OWNERSH	IIP BY, CIT	Y ELECTED	
	Party provided any income or comecceding the date of this EDS?	npensation to any City	elected official	al during the [X] No	
	g Party reasonably expect to provious the 12-month period following			ny City [X] No	
•	the above, please identify below the or compensation:	, ,		` ,	
Does any City electinquiry, any City el	ted official or, to the best of the Di ected official's spouse or domestic te Municipal Code of Chicago ("M [X] No	sclosing Party's knowl partner, have a financ	edge after rea ial interest (a	sonable	
-	ntify below the name(s) of such Ciribe the financial interest(s).		• `	s)/domestic	
					
CECTION IV. D	ICCLOSUDE OF SUDCONTDA	CTODE AND OTHE	D DETAIN	TO DADTIES	

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, IL 60606; Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future * Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, IL 60123; Wanxiang Group Corporation has a business address of Xiaoshan Economic and Technological Development Zone, Hanzhou, Zhejiang Province, The People's Republic of China.

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.
(Add sheets if necessary)	- 		
[X] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTIF	FICATION	IS	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
	-	antial owners of business entities the support obligations throughout the	•
		ectly owns 10% or more of the Disc ations by any Illinois court of compo	- ·
[] Yes [X] No []	No person o	directly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFIC	CATIONS		
Procurement Services.] I Party nor any Affiliated I performance of any publi inspector general, or inte- investigative, or other sin activity of specified agen	In the 5-year. Entity [see die contract, to grity complimitar skills, acy vendors	the Matter is a contract being handler period preceding the date of this Elefinition in (5) below] has engaged the services of an integrity monitor, iance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform the test in the future, or continue with a consultant (i.e., and individual designated by a public agency to he as well as help the vendors reform the test in the future, or continue with a continue with	DS, neither the Disclosing, in connection with the independent private sector or entity with legal, auditing, lp the agency monitor the heir business practices so they

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - in 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

11. 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: 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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
 The Disclosing Party certifies that the Disclosing Party (check one) is [x] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

MCC Section 2-32		ecause it or any of its affiliates (as defined in n the meaning of MCC Chapter 2-32, explain
N/A	mai pages ii necessary).	
	the word "None," or no response a med that the Disclosing Party certif	ppears on the lines above, it will be lied to the above statements.
D. CERTIFICATI	ON REGARDING FINANCIAL II	NTEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable in		ne best of the Disclosing Party's knowledge e of the City have a financial interest in his or ntity in the Matter?
[] Yes	[x] No	
	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" Part E.
official or employed other person or ent taxes or assessmen "City Property Sale	e shall have a financial interest in lity in the purchase of any property ts, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain he meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[]Yes	[] No	
_	· · · -	mes and business addresses of the City officials fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
· · · · · · · · · · · · · · · · · · ·	<u> </u>	
4. The Disclosing		ibited financial interest in the Matter will be

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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 (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.
\underline{X} 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines shows or if the letters "NA" or if the yeard "None"
(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, as amended, 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 Ver.2018-1 Page 9 of 15

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 bel	ow:		
1. Have you developed an federal regulations? (See 4		ve on file affirmative action p	programs pursuant to app	olicable
Compliance Programs, or tapplicable filing requirement	the Equal Ements?	ting Committee, the Director		
[] Yes	[] No	[] Reports not required		
3. Have you participated i equal opportunity clause?	n any previo	us contracts or subcontracts	subject to the	
[] Yes	[] No			
If you checked "No" to que	estion (1) or ((2) above, please provide an	explanation:	

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

1511 W. Webster Venture, LLC
(Print or type exact legal name of Disclosing Party)
By:
(Sign here)
Andrew Gloor
(Print or type name of person signing)
Sole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management II, LP, sole member of Sterling Bay Capital Partners II GP, LLC, manager of 1511 W. Webster Manager, LLC, manager of 1511 W. Webster Venture, LLC (Print or type title of person signing)
Signed and sworn to before me on (date) August 17, 2022,
at Cook County, Illinois (state).
White Miputo
Commission expires: 01212025 Commission expires: 01212025 State of Illinois Wy Commission Expires Jan 21, 2025

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[x] No			,		
which such person	entify below (1) the is connected; (3) the has a familial relation	e name and title	e of the electe	ed city offici	al or depar	tment head to
					`	 .
	to the state of th		· · · · · · · · · · · · · · · · · · ·			,
			<u> </u>		<u> </u>	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[*] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
• , , , ,	offlaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes	;
[] No	
[k] N/A - I am not an Applicant that is a "contractor" as define	ned in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC	C Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.	
	, , , , , , , , , , , , , , , , , , ,
, , , , , , , , , , , , , , , , , , , 	<u></u>

3. 1511 W. WEBSTER MANAER, LLC

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
1511 W. WEBSTER MANAGER, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: OR
3. [X] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing, Party holds a right of control: 1511 W. WEBSTER, LLC
B. Business address of the Disclosing Party: 333 N. Green Street, Suite 1100
Chicago, IL 60607
C. Telephone: (312) 466-4100 Fax: (312) 874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: Jessica Simons
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location o property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

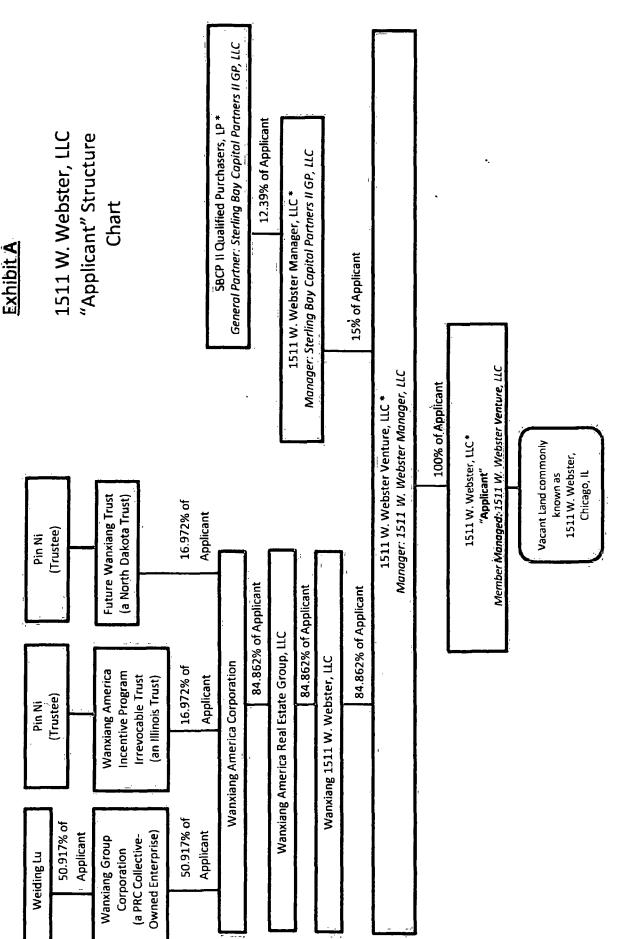
rty: [X] Limited liability company
[] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes
atry) of incorporation or organization, if applicable:
of Illinois: Has the organization registered to do tity?
[] Organized in Illinois
AL ENTITY:
oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or t of the Applicant.
bmit an EDS on its own behalf.
Title
t t

state "None." NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf. Name **Business Address** Percentage Interest in the Applicant SEE ATTACHED EXHIBIT A SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED **OFFICIALS** Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [x] No [] Yes Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes [X] No If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [X] No If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, It 60606; Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future * Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, 1L 60123; Wanxiang Group Corporation has a business address of Xiaoshan Economic and Technological Development Zone, Hanzhou, Zhejiang Province, The People's Republic of China.

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.
	<u> </u>		
(Add sheets if necessary)	=		e zijije proposova zarak poljak popos
[x] Check here if the Disch	osing Party	has not retained, nor expects to ret	ain, any such persons or entities.
SECTION V CERTIFI	CATIONS	8	
A. COURT-ORDERED C	HILD SUP	PPORT COMPLIANCE	
		ntial owners of business entities that support obligations throughout the	
~ -	•	ctly owns 10% or more of the Disc ions by any Illinois court of compe	- -
[]Yes [x]No []N	io person di	rectly or indirectly owns 10% or m	ore of the Disclosing Party.
If "Yes," has the person entire is the person in compliance		court-approved agreement for payagreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFIC	ATIONS		
Procurement Services.] In Party nor any Affiliated En performance of any public inspector general, or integrance investigative, or other similactivity of specified agency.	the 5-year ntity [see de contract, th rity compliantity compliantity lar skills, d y vendors a	he Matter is a contract being handle period preceding the date of this E finition in (5) below] has engaged, he services of an integrity monitor, ance consultant (i.e., an individual of esignated by a public agency to help is well as help the vendors reform the is in the future, or continue with a continue with a contract.	DS, neither the Disclosing in connection with the independent private sector or entity with legal, auditing, the agency monitor the heir business practices so they

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 of 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 of 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 5 years before the date of this EDS, or, with respect to a Contractor an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Furth Certifications), the Disclosing Party must explain below:	er
N/A	- ;; ,
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclus presumed that the Disclosing Party certified to the above statements.	ively
12. 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 date of this EDS, an employee, or elected or appointed official, of the of Chicago (if none, indicate with "N/A" or "none"). N/A	
	
the 12-month period preceding the execution date of this EDS, to an employee, or elected or apponential, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anythemade generally available to City employees or to the general public, or (ii) food or drink provided the course of official City business and having a retail value of less than \$25 per recipient, or (iii) political contribution otherwise duly reported as required by law (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	ing in
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION	
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not 	
a "financial institution" as defined in MCC Section 2-32-455(b).	
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of predatory lender may result in the loss of the privilege of doing business with the City."	in

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Disclosing Party is unable to make this pledge because it of any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explainer (attach additional pages if necessary): N/A	
	<u>-</u>
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 FINANCIAL INTEREST IN CITY BUSINESS	
Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D	•
1. In accordance with MCC Section 2-156-110. To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his other own name or in the name of any other person or entity in the Matter?	ıτ
[] Yes [X] 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), skip Items D(2) and D(3) and proceed to Part E.	11
2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elect 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 offic or employees having such financial interest and identify the nature of the financial interest:	ials
Name Business Address Nature of Financial Interest	
	-
4. This Disabasing Paints for confision that no prohibited financial interest in the Matter will be	

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 (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.
X 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:
v anderig general de l'Incomptè que la mande i que la mande de la mande de l'article de la mande de l'article de l'article
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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
tangan pangangan pangangan mengangan pangangan pangangan pangangan pangangan pangangan pangangan pangangan pan
(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, as amended, 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

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 [] Yes	Applicant? [] No
If "Yes," answer the three	
1. Have you developed ar federal regulations? (See	· · · · · · · · · · · · · · · · · · ·
고면 일이 한국 100	
3. Have you participated equal opportunity clause? [] Yes	in any previous contracts or subcontracts subject to the [] No
If you checked "No" to que	estion (1) or (2) above, please provide an explanation:
	and the second s

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

1311 W. Webster Manager, LLC
(Print or type exact legal name of Disclosing Party)
By:
(Sign here)
Andrew Gloor
(Print or type name of person signing)
Sole member of Sterling Bay Capital Management II GP, ELC, general partner of Sterling Bay Capital Management II, LP, sole member of Sterling Bay Capital Partners II GP, LLC, manager of 1511 W. Webster Manager, 121 C
(Print or type title of person signing)
Signed and sworn to before me on (date) Language 17 1000.
orginal and awarn to boroto the on (dute)
at Cook County, Illinois (state).
Notary Public Jennifer Marie Kupietz Official Seal
Notary Public: State of Illinois My Commission expires: 01 11 1005

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 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% 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		[X] N	No								
which	such p	erson is c	onnected;	(1) the nar (3) the na I relationsh	me and	title of t	he elect	ed city o	fficial	or depa	rtment hea	ad to
			-								_	
												
							 			 -	بينيد	
												

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
		iblicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	scofflaw or probler violations apply.	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes				
[] No	·			
[X] N/A – I am not an App	plicant that is a "contra	actor" as defined i	n MCC Section 2-	92-385.
This certification shall ser	ve as the affidavit requ	uired by MCC Sec	etion 2-92-385(c)(1).
If you checked "no" to the	e above, please explain	1.		
				
				
· <u></u>	·····		· · · · · · · · · · · · · · · · · · ·	

4. SBCP II QUALIFIED PURCHASERS, LP

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:
SBCP II QUALIFIED PURCHASERS, LP
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 1511 W. WEBSTER, LLC OR
3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 333 N. Green Street, Suite 1100 Chicago, IL 60607
C. Telephone: (312) 466-4100 Fax: (312) 874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: Jessica Simons
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [] Person [] Limited liability company [] Publicly registered business corporation [] Limited liability partnership Privately held business corporation [] Joint venture [] Sole proprietorship [] Not-for-profit corporation [] General partnership (Is the not-for-profit corporation also a 501(c)(3))? [X] Limited partnership [] Yes [] No [] Trust [] 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? [x] Yes []No [] Organized in Illinois B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant. NOTE: Each legal entity listed below must submit an EDS on its own behalf. Name Title

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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**: Each legal entity listed below may be required to submit an EDS on its own behalf. Name **Business Address** Percentage Interest in the Applicant None. SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED **OFFICIALS** Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [x] No Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [x] No If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(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 (as defined in MCC Chapter 2-156), 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. 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.
(Add sheets if necessary)	* *		
[x] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTII	FICATION	S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the support obligations throughout the	
	•	ectly owns 10% or more of the Disc ations by any Illinois court of compe	
[] Yes [x] No []	No person d	lirectly or indirectly owns 10% or m	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFI	CATIONS		
Procurement Services.]]	In the 5-year	the Matter is a contract being handler period preceding the date of this Electrician in (5) below has engaged	DS, neither the Disclosing

- Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

11. 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: 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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, 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. CERȚIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS
Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.
1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, 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 [X] 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), skip Items D(2) and D(3) and 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 official or employees having such financial interest and identify the nature of the financial interest:
Name Business Address Nature of Financial Interest

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 (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.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(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, as amended, 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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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

Ver.2018-1

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 bel	low:
Have you developed at federal regulations? (See []:Yes		ve on file affirmative action programs pursuant to applicable 60-2.)
_	the Equal En	ting Committee, the Director of the Office of Federal Contract apployment Opportunity Commission all reports due under the
[] Yes	[] No	[] Reports not required
3. Have you participated equal opportunity clause?	in any previo	ous contracts or subcontracts subject to the
[]Yes	[] No	
If you checked "No" to qu	estion (1) or	(2) above, please provide an explanation:

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SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

SBCP II Qualified Purchasere, ER
(Print or type exact legal name of Disclosing Party)
By: (Sign here)
Andrew Gloor
(Print or type name of person signing)
Sole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management II, LP, managin member of Sterling Bay Capital Partners II GP, LLC, general partner of SBCP II Qualified Purchasers, LP (Print or type title of person signing)
Signed and sworn to before me on (date) ANALLE 19 1000.
at Cook County, Illinois (state).
Notary Public Rupub
Commission expires: 01 21 2025

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[x] No			
which such persor	dentify below (1) the name is connected; (3) the name in has a familial relationship	e and title of the elected	city official or dep	artment head to
				

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[]Yes	[x] No	
	• • •	ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
- · · ·	cofflaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
		

CÎTY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes				
[] No				
[x] $N/A - I$ am not an Applicant that	is a "contractor	" as defined in M	ICC Section 2-9	92-385.
This certification shall serve as the af	fidavit required	l by MCC Section	n 2-92-385(c)(1	1).
If you checked "no" to the above, ple	ase explain.			
		, , , , , , , , , , , , , , , , , , , 		
				ر سف شنگ می میسیدی .
			·	::

5. STERLING BAY CAPPITAL PARTNERS II GP, LLC

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

Ver.2018-1

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: STERLING BAY CAPITAL PARTNERS II GP, LLC Check ONE of the following three boxes: Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: OR 3. [X] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control: 1511 W. WEBSTER, LLC B. Business address of the Disclosing Party: 333 N. Green Street, Suite 1100 Chicago, IL 60607 C. Telephone: (312) 466-4100 Fax: (312) 874-7008 Email: jsimons@sterlingbay.com D. Name of contact person: Jessica Simons E. Federal Employer Identification No. (if you have one): F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston G. Which City agency or department is requesting this EDS? CDOT If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: Specification # N/A and Contract # N/A		·
Check ONE of the following three boxes: Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: OR 3. [X] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control: 1511 W. WEBSTER, LLC B. Business address of the Disclosing Party: 333 N. Green Street, Suite 1100 Chicago, IL 60607 C. Telephone: (312) 466-4100 Fax: (312) 874-7008 Email: jsimons@sterlingbay.com D. Name of contact person: Jessica Simons E. Federal Employer Identification No. (if you have one): F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston G. Which City agency or department is requesting this EDS?	A .]	Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Check ONE of the following three boxes: Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: OR 3. [X] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control: 1511 W. WEBSTER, LLC B. Business address of the Disclosing Party: 333 N. Green Street, Suite 1100 Chicago, IL 60607 C. Telephone: (312) 466-4100 Fax: (312) 874-7008 Email: jsimons@sterlingbay.com D. Name of contact person: Jessica Simons E. Federal Employer Identification No. (if you have one): F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston G. Which City agency or department is requesting this EDS?		STERLING BAY CAPITAL PARTNERS II GP, LLC
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complete the following:	G. \	Which City agency or department is requesting this EDS? CDOT
Specification # N/A and Contract # N/A		
	Spe	cification # N/A and Contract # N/A

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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	Y
 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
D 1	ntry) of incorporation or organization, if applicable:
	e of Illinois: Has the organization registered to do tity? [] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability compared	oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or t of the Applicant.
NOTE: Each legal entity listed below must su	bmit an EDS on its own behalf.
Name Please refer to Applicant EDS	Title
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant	concerning each person or legal entity having a direct or nonths after City action) beneficial interest (including t. Examples of such an interest include shares in a hip 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**: Each legal entity listed below may be required to submit an EDS on its own behalf. Name **Business Address** Percentage Interest in the Applicant None: SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED **OFFICIALS** Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes XI No Does the Disclosing Party reasonably expect to provide any income or compensation to any City [x] No elected official during the 12-month period following the date of this EDS? [] Yes If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [x] No If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(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 (as defined in MCC Chapter 2-156), 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. 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.
			_
(Add sheets if necessary)			and and the state of the state
[X] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTII	FICATION	· ·	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
	-	antial owners of business entities the d support obligations throughout the	,
	-	ectly owns 10% or more of the Disc ations by any Illinois court of compe	•
[] Yes [X] No []	No person o	directly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFIC	CATIONS		
	-	the Matter is a contract being handl	

- 1. [This paragraph I applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

11. 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: 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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

Ver.2018-1

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a

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

predatory lender may result in the loss of the privilege of doing business with the City."

_		because it or any of its affiliates (as defined in
	onal pages if necessary):	in the meaning of MCC Chapter 2-32, explain
•		
	the word "None," or no response a med that the Disclosing Party certi	appears on the lines above, it will be fied to the above statements.
D. CERTIFICATI	ON REGARDING FINANCIAL I	NTEREST IN CITY BUSINESS
Any words or term	as defined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable in		he best of the Disclosing Party's knowledge se of the City have a financial interest in his or entity in the Matter?
[]Yes	[X] No	
•	ecked "Yes" to Item D(1), proceed Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" o Part E.
official or employed other person or ent taxes or assessment "City Property Sale	ee shall have a financial interest in city in the purchase of any property its, or (iii) is sold by virtue of legal	bidding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, seen pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
<u> </u>	, , , <u>, , , , , , , , , , , , , , , , </u>	imes and business addresses of the City officials ify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
		
	g Party further certifies that no prolity official or employee.	nibited financial interest in the Matter will be

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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 (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.
\underline{x} 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
\cdot
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.
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
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.
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, as amended, who have made lobbying contacts on behalf of the Disclosing
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, as amended, who have made lobbying contacts on behalf of the Disclosing

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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 Pa	rty the Applicant?	
[] Yes	[] No	
If "Yes," answer the	three questions be	elow:
Have you developed federal regulations? [] Yes	•	ave on file affirmative action programs pursuant to applicable 60-2.)
	ms, or the Equal Er	orting Committee, the Director of the Office of Federal Contract imployment Opportunity Commission all reports due under the
[] Yes	[] No	[] Reports not required
3. Have you particle equal opportunity of Yes		ous contracts or subcontracts subject to the
[] 103	[]110	
If you checked "No	" to question (1) or	(2) above, please provide an explanation:
		

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Sterling, Bay Capital Partners II GP, LLC	
(Print or type exact legal name of Disclosing Party)	
By: (Sign here)	
Andrew Gloor	
(Print or type name of person signing)	
Sole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management II, LP, remember of Sterling Bay Capital Partners II GP, LLC (Print or type title of person signing)	nanaging
Signed and sworn to before me on (date) <u>August 11, 2022</u> ,	
at Cook County, Illinois (state).	
Notary Public Notary Public	
Commission expires: 010005 JENNIFER MARIE KUPIETZ Official Seal Notary Public - State of Illinois	

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 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% 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?

currently have a	rammar retationship	with an elected city offic	iai or department nead.	
[] Yes	[X] No			
which such perso	on is connected; (3) the	e name and title of such pene name and title of the ele ionship, and (4) the precise	cted city official or dep	partment head to
				··································
				

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		MCC Section 2-154-010, is the Applicant or any Owner identified as a building code blem landlord pursuant to MCC Section 2-92-416?
	[] Yes	[X] No
th		cant is a legal entity publicly traded on any exchange, is any officer or director of dentified as a building code scofflaw or problem landlord pursuant to MCC Section
	[] Yes	[] No [X] The Applicant is not publicly traded on any exchange.
as	a building o	or (2) above, please identify below the name of each person or legal entity identified ode scofflaw or problem landlord and the address of each building or buildings to which ide violations apply:

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[X] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

6. STERLING BAY CAPITAL MANAGEMENT II, LP

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

Ver.2018-1

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
STERLING BAY CAPITAL MANAGEMENT II, LP
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal
OR 3. [X] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control: 1511 W. WEBSTER, LLC
B. Business address of the Disclosing Party: 333 N. Green Street, Suite 1100 Chicago, IL 60607
C. Telephone: (312) 466-4100 Fax: (312) 874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: <u>Jessica Simons</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A

Page 1 of 15

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

 Indicate the nature of the Disclosing Particle Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[] Limited liability company
2. For legal entities, the state (or foreign cour	ntry) of incorporation or organization, if applicable:
Delaware	<u> </u>
	e of Illinois: Has the organization registered to do
[X] Yes [] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	GAL ENTITY:
the entity; (ii) for not-for-profit corporation are no such members, write "no members whi similar entities, the trustee, executor, administ limited partnerships, limited liability comp	pplicable, of: (i) all executive officers and all directors of is, all members, if any, which are legal entities (if there ich are legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or it of the Applicant.
NOTE: Each legal entity listed below must su	ubmit an EDS on its own behalf.
Name Please refer to Applicant EDS	Title
 	
2. Please provide the following information of indirect, current or prospective (i.e. within 6 r.	concerning each person or legal entity having a direct or months after City action) beneficial interest (including

corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

limited liability of state "None."	company, or interest of a beneficiary	of a trust, estate or other similar e	entity. If none,
NOTE: Each leg	gal entity listed below may be require	ed to submit an EDS on its own be	ehalf.
Name	Business Address	Percentage Interest in th	e Applicant
None.			
SECTION III OFFICIALS	- INCOME OR COMPENSATION	TO, OR OWNERSHIP BY, C	ITY ELECTED
	ng Party provided any income or compressed preceding the date of this EDS?	npensation to any City elected offi	icial during the [X] No
	sing Party reasonably expect to providuring the 12-month period following	•	any City [X] No
_	of the above, please identify below the come or compensation:	he name(s) of such City elected o	fficial(s) and
inquiry, any City	ected official or, to the best of the Divelected official's spouse or domestic of the Municipal Code of Chicago ("M [X] No	partner, have a financial interest	reasonable
	dentify below the name(s) of such Ci escribe the financial interest(s).		e(s)/domestic .
	· · · · · · · · · · · · · · · · · · ·		······································

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.
(Add sheets if necessary)		·	
[X] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entitie
SECTION V CERTII	FICATION	S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the support obligations throughout the	
	•	ectly owns 10% or more of the Disc ations by any Illinois court of comp	- -
[]Yes [X]No []	No person o	directly or indirectly owns 10% or n	nore of the Disclosing Party:
If "Yes," has the person e is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No	j.		
B. FURTHER CERTIFI	CATIONS		•
	-	the Matter is a contract being hand r period preceding the date of this I	

- Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the
- activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

11. 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: 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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

MCC Section 2-32 here (attach additional)	2-455(b)) is a predatory lender with onal pages if necessary):	because it or any of its affiliates (as defined in nin the meaning of MCC Chapter 2-32, explain
	" the word "None," or no response med that the Disclosing Party cert	appears on the lines above, it will be ified to the above statements.
D. CERTIFICAT	ION REGARDING FINANCIAL	INTEREST IN CITY BUSINESS
Any words or term	as defined in MCC Chapter 2-156	have the same meanings if used in this Part D.
after reasonable in		the best of the Disclosing Party's knowledge ee of the City have a financial interest in his or entity in the Matter?
[] Yes	[X] No	
	ecked "Yes" to Item D(1), proceed Items D(2) and D(3) and proceed	to Items D(2) and D(3). If you checked "No" to Part E.
official or employed other person or entaxes or assessment "City Property Sal	ee shall have a financial interest in tity in the purchase of any property its, or (iii) is sold by virtue of lega	bidding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for I process at the suit of the City (collectively, ken pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No .	
		ames and business addresses of the City officials tify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
		,

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

D. OBRITA OF THE OF THE OBITABLE PRODUCTION
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 (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.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None"
(11 110 displantation appears of define on me intermed accord, of it are remainded into the more fronte

(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, as amended, 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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 Par	ty the Applicant?	
[] Yes	[] No	
If "Yes," answer the	three questions be	elow:
 Have you develofederal regulations? Yes 	(See 41 CFR Part	eve on file affirmative action programs pursuant to applicable 60-2.)
Compliance Program applicable filing req	ns, or the Equal Er uirements?	rting Committee, the Director of the Office of Federal Contract imployment Opportunity Commission all reports due under the
[] Yes	[]No	[] Reports not required
3. Have you partici equal opportunity cl	•	ous contracts or subcontracts subject to the
[] Yes	[] No	
If you checked "No"	to question (1) or	(2) above, please provide an explanation:
	-	· · · · · · · · · · · · · · · · · · ·

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Sterling Bay Capital Management II, LP	
(Print or type exact legal name of Disclosing Party	<u>/)</u> ·
Ву:	
(Sign here)	
Andrew Gloor	ſ.
(Print or type name of person signing)	'
Sole member of Sterling Bay Capital Management II GP, LLC, m	anaging member of Sterling Bay Capital Management II, LP
(Print or type title of person signing)	
Signed and sworn to before me on (date) Augus	+ 17,2022 ·
at Cook County, Illinois (stat	e).
Mari Rigietz Notary Public	JENNIFER MARIE KUPIETZ
Commission evnires: 011 a 11 a 02	Official Seal Notary Public - State of Illinois My Commission Expires Jan 21, 2025

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[X] No		
[] i es			
If yes, please is	dentify below (1) the name and title o	of such person, (2) the na	me of the legal entity to
-	is connected; (3) the name and title on has a familial relationship, and (4) the		_
-	,		_
-	,		_

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

			, is the Applicant or any Owner identified as a building code o MCC Section 2-92-416?
	[] Yes	[X] No	
th			icly traded on any exchange, is any officer or director of de scofflaw or problem landlord pursuant to MCC Section
	[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
as	• • • • • • • •	v or problem l	tify below the name of each person or legal entity identified andlord and the address of each building or buildings to which

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (<u>www.amlegal.com</u>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes	
[] No	
[X] N/A - I am not an Applicant that is a "contractor" as defined in MCC Se	ection 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-	-385(c)(1).
If you checked "no" to the above, please explain.	

7. STERLING BAY CAPITAL MANAGEMENT II GP, LLC

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:
STERLING BAY CAPITAL MANAGEMENT II GP, LLC	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within the contract, transaction or other undertaking to which this EDS pertain "Matter"), a direct or indirect interest in excess of 7.5% in the Application.	ins (referred to below as the
OR 3. [X] a legal entity with a direct or indirect right of control of the State the legal name of the entity in which the Disclosing Party holds 1511 W. WEBSTER, LLC	
B. Business address of the Disclosing Party: 333 N. Green Str	eet, Suite 1100
Chicago, IL 606	07
C. Telephone: 312-466-4100 Fax: 312-874-7008 Em	ail: jsimons@sterlingbay.com
D. Name of contact person: <u>Jessica Simons</u>	
E. Federal Employer Identification No. (if you have one):	
F. Brief description of the Matter to which this EDS pertains. (Include property, if applicable): Application for subdivision and vacation for property generally bound Dickens, Kingsbury, Cortland, the Chicago River and Elston	
G. Which City agency or department is requesting this EDS? CDOT	
If the Matter is a contract being handled by the City's Department of I complete the following:	Procurement Services, please
Specification # N/A and Contract # N/A	
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	Y
 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign coun	ntry) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the State business in the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of the State of Illinois as a foreign entitle of Illinois and Illinois as a foreign entitle of Illinois and Illinois as a foreign entitle of Illinois and	e of Illinois: Has the organization registered to do tity?
[X] Yes [] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability comparency general partner, managing member, managing indirectly controls the day-to-day management	
NOTE: Each legal entity listed below must su	ibmit an EDS on its own behalf.
Name Please refer to Applicant EDS	Title
indirect, current or prospective (i.e. within 6 n	concerning each person or legal entity having a direct or nonths after City action) beneficial interest (including t. 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 of state "None."	company, or interest of a beneficiary	of a trust, estate or other	similar enti	ity. If none,
NOTE: Each leg	al entity listed below may be require	ed to submit an EDS on it	s own beha	lf.
Name	Business Address	Percentage Inte	rest in the	Applicant
* 				
	INCOME OR COMPENSATION		P BY, CIT	Y ELECTED
	ng Party provided any income or con preceding the date of this EDS?		ected official	•
	ing Party reasonably expect to provious the 12-month period following	•		ny City [X] No
-	of the above, please identify below to	he name(s) of such City	elected offic	cial(s) and
inquiry, any City	ected official or, to the best of the Divelected official's spouse or domestic the Municipal Code of Chicago ("M	e partner, have a financia	l interest (a	
	dentify below the name(s) of such Ci scribe the financial interest(s).	ty elected official(s) and	or spouse(s	s)/domestic
,				······································

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

`		p to Disclosing Party etor, attorney, c.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary)	· · · · · · · · · · · · · · · · · · ·		
[X] Check here if the Disclos	sing Party has not reta	ined, nor expects to re	etain, any such persons or entities.
SECTION V CERTIFIC	CATIONS		
A. COURT-ORDERED CH	ILD SUPPORT COM	IPLIANCE	
Under MCC Section 2-92-41 remain in compliance with the	•		nat contract with the City must e contract's term.
Has any person who directly arrearage on any child suppo			closing Party been declared in etent jurisdiction?
[] Yes [X] No [] No	person directly or ind	irectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person enter is the person in compliance v	7.5	ved agreement for pay	yment of all support owed and
[] Yes [] No	•		
B. FURTHER CERTIFICA	TIONS		·
Procurement Services.] In the Party nor any Affiliated Entireperformance of any public contents.	he 5-year period prece ity [see definition in (sontract, the services o	eding the date of this E 5) below] has engaged of an integrity monitor,	l, in connection with the

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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11. 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:
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.
12. 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 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
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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

MCC Section 2-32 here (attach additio	455(b)) is a predatory lender winal pages if necessary):	e because it or any of its affiliates (as defined in thin the meaning of MCC Chapter 2-32, explain
		e appears on the lines above, it will be
D. CERTIFICATION	ON REGARDING FINANCIAL	LINTEREST IN CITY BUSINESS
Any words or terms	s defined in MCC Chapter 2-156	have the same meanings if used in this Part D.
after reasonable inc		the best of the Disclosing Party's knowledge yee of the City have a financial interest in his or entity in the Matter?
[] Yes	[X] No	
	cked "Yes" to Item D(1), proceed tems D(2) and D(3) and proceed	ed to Items D(2) and D(3). If you checked "No" to Part E.
official or employe other person or enti- taxes or assessment "City Property Sale	e shall have a financial interest into the state of any proper is, or (iii) is sold by virtue of leg	bidding, or otherwise permitted, no City elected in his or her own name or in the name of any ty that (i) belongs to the City, or (ii) is sold for al process at the suit of the City (collectively, taken pursuant to the City's eminent domain of the meaning of this Part D.
Does the Matter inv	volve a City Property Sale?	
[] Yes	[] No	
	, , , =	names and business addresses of the City officials at the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
	<u> </u>	
_		rohibited financial interest in the Matter will be

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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 (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.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(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, as amended, have made lobbying contacts on

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 Ver.2018-1

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behalf of the Disclosing Party with respect to the Matter.)

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 Part	ty the Applicant?	
[] Yes	[] No	,
If "Yes," answer the	three questions be	elow:
Have you develop federal regulations? Yes	•	ave on file affirmative action programs pursuant to applicable t 60-2.)
•	is, or the Equal Ei	orting Committee, the Director of the Office of Federal Contract mployment Opportunity Commission all reports due under the
[] Yes	[] No	[] Reports not required
equal opportunity cla	iuse?	ous contracts or subcontracts subject to the
[] Yes	[] No	
If you checked "No"	to question (1) or	(2) above, please provide an explanation:
		······································

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Sterling Bay Capital Management II GP, LLC	
(Print or type exact legal name of Disclosing Party)	
Ву:	
(Sign here)	
Andrew Gloor	
(Print or type name of person signing)	
Sole Member	
(Print or type title of person signing)	
Signed and sworn to before me on (date) August 1 at Cook County, Illinois (state):	7,2022
Jennifer Marie Ruprets Notary Public	JENNIFER MARIE KUPIETZ Official Seal
Commission expires: n.l la nar	Notary Public - State of Illinois Ly Commission Expires Jan 21, 2025

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 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% 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	[X] No	
which such person	is connected; (3) the nam	ne and title of such person, (2) the name of the legal entity to me and title of the elected city official or department head to hip, and (4) the precise nature of such familial relationship.
	······································	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		0, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
	_ ,	olicly traded on any exchange, is any officer or director of ode scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
as a building code	` .	entify below the name of each person or legal entity identified landlord and the address of each building or buildings to which
- .		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[x] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

8. WANXIANG 1511 W. WEBSTER, LLC

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:
Wanxiang 1511 W. Webster, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 1511 W. Webster, LLC OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 150 N. Riverside Plaza, Suite 1810 Chicago, IL 60606
C. Telephone: 847-921-7064 Fax: 847-931-4339 Email: Ikrueger@wanxiang.com
D. Name of contact person: Lawrence J. Krueger
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location or property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party: [] Person [X] Limited liability company 1 Publicly registered business corporation [] Limited liability partnership [] Privately held business corporation [] Joint venture [] Sole proprietorship Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] General partnership [] Limited partnership [] Yes [] No [] Other (please specify) [] Trust 2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Illinois 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 [X] Organized in Illinois B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: List below the full names and titles, if applicable, of (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant. NOTE: Each legal entity listed below must submit an EDS on its own behalf. Title Name NONE 2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a

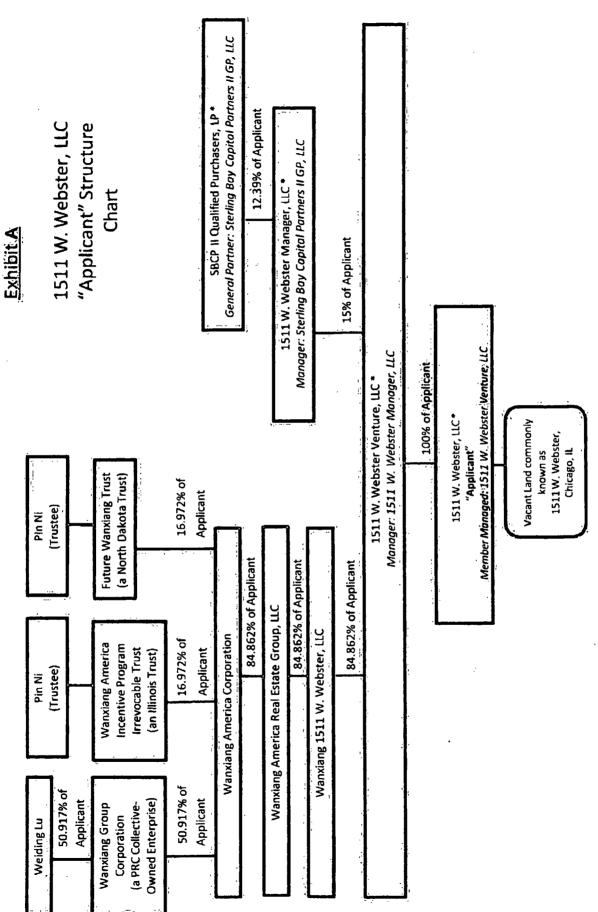
corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf. Business Address Name Percentage Interest in the Applicant See attached Exhibit A SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED **OFFICIALS** Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [X] No Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes [X] No If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [X] No If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s). SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

state "None."



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, IL 60606; Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future * Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, IL 60123; Wanxiang Group Corporation has a business address of Xiaoshan Economic and Technological Development Zone, Hanzhou, Zhejiang Province, The People's Republic of China.

Name (indicate whether retained or anticipated to be retained)	ained or anticipated Address (subcontra		Fees (indicate whether paid or estimated) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.	
				
(Add sheets if necessary)		· · · · · · · · · · · · · · · · · · ·		
[X] Check here if the Disc	closing Party	y has not retained, nor expects to re	tain, any such persons or entities.	
SECTION V CERTII	FICATION	s		
A. COURT-ORDERED	CHILD SUI	PPORT COMPLIANCE		
	•	antial owners of business entities the support obligations throughout the		
	•	ectly owns 10% or more of the Disc tions by any Illinois court of compe	•	
[]Yes [x]No []	No person d	irectly or indirectly owns 10% or m	ore of the Disclosing Party.	
If "Yes," has the person e is the person in compliance		a court-approved agreement for pay agreement?	ment of all support owed and	
[] Yes [] No				
B. FURTHER CERTIFIC	CATIONS			
1. [This paragraph 1 app	lies only if t	he Matter is a contract being handle	ed by the City's Department of	

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

11. 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:
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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

MCC Section 2-32 here (attach addition	-455(b)) is a predatory lender within onal pages if necessary):	ecause it or any of its affiliates (as defined in n the meaning of MCC Chapter 2-32, explain
	the word "None," or no response a med that the Disclosing Party certif	ppears on the lines above, it will be ied to the above statements.
D. CERTIFICATI	ON REGARDING FINANCIAL I	TEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 ha	ave the same meanings if used in this Part D.
after reasonable inc		the best of the Disclosing Party's knowledge to of the City have a financial interest in his or natity in the Matter?
[]Yes	[x] No	
	cked "Yes" to Item D(1), proceed to tems D(2) and D(3) and proceed to	o Items D(2) and D(3). If you checked "No" Part E.
official or employe other person or enti taxes or assessment "City Property Sale	e shall have a financial interest in h ity in the purchase of any property ts, or (iii) is sold by virtue of legal p	dding, or otherwise permitted, no City elected is or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain e meaning of this Part D.
Does the Matter inv	olve a City Property Sale?	
[] Yes	[] No	
		nes and business addresses of the City officials fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
4. The Disclosing		ibited financial interest in the Matter will be

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 (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.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(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, as amended, have made lobbying contacts on

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 Ver.2018-1

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behalf of the Disclosing Party with respect to the Matter.)

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 q	uestions bel	low:
Have you developed and federal regulations? (See 4 [] Yes		ve on file affirmative action programs pursuant to applicable 60-2.)
	he Equal Em	ting Committee, the Director of the Office of Federal Contract aployment Opportunity Commission all reports due under the
[] Yes	[] No	[] Reports not required
3. Have you participated in equal opportunity clause?	n any previo	us contracts or subcontracts subject to the
[] Yes	[] No	
If you checked "No" to que	stion (1) or ((2) above, please provide an explanation:

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Wanxiang 1511 W. Webster, LLC
(Print or type exact legal name of Disclosing Party)
By: (Sign Here)
Lawrence J. Krueger
(Print or type name of person signing)
Managing Director of Wanxiang America Real Estate Group, the Sole Member of Disclosing Party (Print or type title of person signing)
Signed and sworn to before me on (date) $2/22/2$,
at <u>Cook</u> <u>County, Illinois</u> (state).
Commission expires:
ANDREW J. ABRAMS OFFICIAL SEAL Notary Public - State of Illinois My Commission Expires Nov 18, 2025

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[X] No			;			
If yes, please id which such person whom such person		the name	and title o	of the elect	ed city offici	al or depart	ment head to
			<u> </u>				
			 				 ·

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[x] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[]No	[X] The Applicant is not publicly traded on any exchange.
	cofflaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
	 -	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

] Yes
] No
N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385,
his certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
you checked "no" to the above, please explain.
<u> </u>

9. WANXIANG AMERICA REAL ESTATE GROUP, LLC

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name	of the Disclosi	ng Party submitti	ing this EDS.	nclude d/b/a/ if	applicable:
Wanxiang Amer	ica Real Estate (Group, LLC			
Check ONE of	the following	three boxes:			
Indicate whethe 1. [] the A OR		g Party submittin	g this EDS is:		
2. [X] a legathe contract, trans"Matter"), a directioname: 1511 W.	nsaction or oth ect or indirect i	er undertaking to nterest in excess	which this ED of 7.5% in the	S pertains (refer	onths after City action on cred to below as the e the Applicant's legal
			right of contro	ol of the Applica	ant (see Section II(B)(1))
B. Business add	lress of the Dis	sclosing Party:	150 N. Rivers	de Plaza, Suite 18	310
			Chicago, IL 6	0606	
C. Telephone:	847-921-7064	Fax: 847-9	31-4339	Email: lkru	eger@wanxiang.com
D. Name of con	tact person: L	awrence J. Krueger		<u> </u>	
		ation No. (if you	•		
F. Brief descrip property, if appl		tter to which this	EDS pertains.	(Include projec	et number and location of
		d vacation for pro ago River and Els		bounded by W	ebster, Dominick, Dicken
G. Which City a	igency or depa	rtment is request	ing this EDS?	CDOT	
If the Matter is a complete the following		g handled by the	City's Departn	ent of Procuren	nent Services, please
Specification #	N/A		and Contract	# N/A	
Ver.2018-1		•	ge 1 of 15		

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

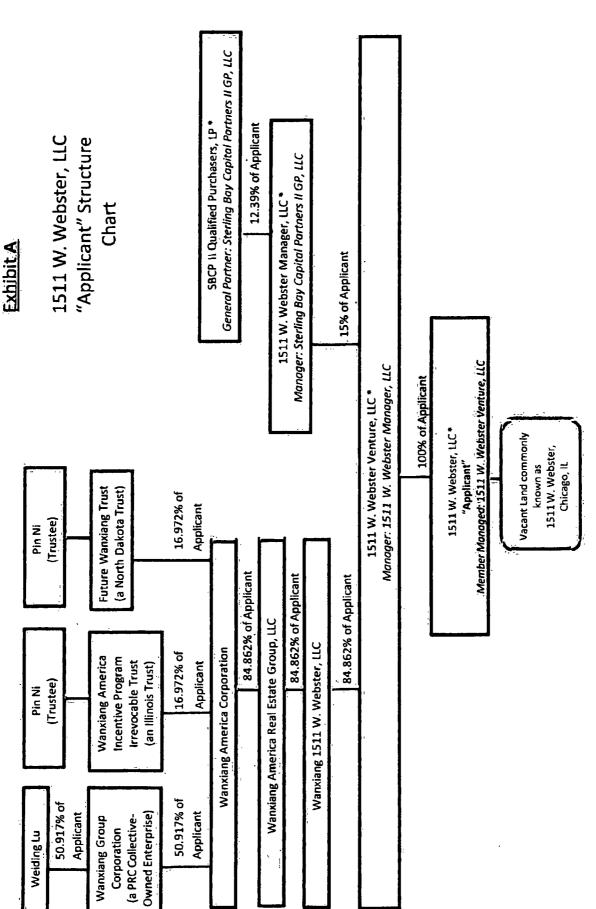
A. NATURE OF THE DISCLOSING PARTY	Y
 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign coun	atry) of incorporation or organization, if applicable:
Illinois	
	of Illinois: Has the organization registered to do
[] Yes [] No	[X] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG.	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability compared	plicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other trator, or similarly situated party; (iv) for general or anles, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or to of the Applicant.
NOTE: Each legal entity listed below must sul	bmit an EDS on its own behalf.
Name	Title
Lawrence J. Krueger	Managing Director
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant.	oncerning each person or legal entity having a direct or nonths after City action) beneficial interest (including . Examples of such an interest include shares in a ip or joint venture, interest of a member or manager in a

Name	Business Address	Percentage Interest in the Applicant
		
		TO, OR OWNERSHIP BY, CITY ELECTED
	g Party provided any income or compreceding the date of this EDS?	npensation to any City elected official during the [] Yes [X] No
		de any income or compensation to any City the date of this EDS? [] Yes [X] No
describe such inco	ome or compensation:	he name(s) of such City elected official(s) and
Does any City ele	cted official or, to the best of the Di	sclosing Party's knowledge after reasonable partner, have a financial interest (as defined in
If "yes," please id	entify below the name(s) of such Ci cribe the financial interest(s).	ty elected official(s) and/or spouse(s)/domestic

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

state "None."



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, IL 60606; Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future * Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC * Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, IL 60123; Wanxiang Group Corporation has a business address of Xiaoshan Economic and Technological Development Zone, Hanzhou, Zhejiang Province, The People's Republic of China.

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.
(Add sheets if necessary)		<u> </u>	
[X] Check here if the Disc	closing Party	has not retained, nor expects to re	etain, any such persons or entities.
SECTION V CERTIF	EICATIONS	S	
A. COURT-ORDERED	CHILD SUP	PPORT COMPLIANCE	
		ential owners of business entities the support obligations throughout the	
		ctly owns 10% or more of the Disc tions by any Illinois court of comp	
[]Yes [x]No []]	No person di	rectly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person e is the person in compliance		court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			

B. FURTHER CERTIFICATIONS

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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").

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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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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11. 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:
N/A
and the second of the second o
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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

MCC Section 2-32		pecause it or any of its affiliates (as defined in in the meaning of MCC Chapter 2-32, explain
	" the word "None," or no response a	appears on the lines above, it will be fied to the above statements.
D. CERTIFICATI	ION REGARDING FINANCIAL I	NTEREST IN CITY BUSINESS
Any words or term	ns defined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable in		he best of the Disclosing Party's knowledge e of the City have a financial interest in his or ntity in the Matter?
[] Yes	[x] No	
	ecked "Yes" to Item D(1), proceed Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" o Part E.
official or employed other person or ent taxes or assessment "City Property Sal	ee shall have a financial interest in tity in the purchase of any property its, or (iii) is sold by virtue of legal	his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, ten pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	\
3. If you checked or employees havi	"Yes" to Item D(1), provide the nang such financial interest and ident	mes and business addresses of the City officials ify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
<u> </u>		sibited financial interest in the Matter will be
•	g Party further certifies that no profity official or employee.	nibited financial interest in the Matter will be

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 (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.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(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, as amended, 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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 thre	ee questions be	elow:
Have you developed federal regulations? (See [] Yes	e 41 CFR Part	ave on file affirmative action programs pursuant to applicable t 60-2.)
-	or the Equal Erements?	riting Committee, the Director of the Office of Federal Contract imployment Opportunity Commission all reports due under the [] Reports not required
equal opportunity clause	e ?	ous contracts or subcontracts subject to the
[] Yes	[] No	•
If you checked "No" to	question (1) or	(2) above, please provide an explanation:
	. <u></u>	

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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Wanxiang America Real Estate Group, LLC
(Print or type exact legal name of Disclosing Party)
By: May
(Sign here)
Lawrence J. Krueger
(Print or type name of person signing)
Managing Director (Print or type title of person signing)
(Print or type title of person signing)
Signed and sworn to before me on (date) $8(72/27)$
· /
at Cook County, Illinois (state).
Commission expires:

ANDREW J. ABRAMS
OFFICIAL SEAL
Notary Public - State of Illinois
My Commission Expires Nov 18, 2025

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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?

	[X] N				
which such	person is connected;	1) the name and title of suc (3) the name and title of the relationship, and (4) the pr	e elected city offic	ial or department head	to
	Person mas a ramina	relationship, and (1) the pr		р.	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		to MCC Section 2-92-416?
[]Yes	[X] No	
		blicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	scofflaw or problem	entify below the name of each person or legal entity identified a landlord and the address of each building or buildings to which

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that 'includes those prohibitions.

[]Yes							
[] No			,				
[X] N/A – I a	m not an Applicant t	hat is a "conti	actor" as defin	ed in MCC	Section 2-	92-385.	
This certifica	ation shall serve as the	e affidavit red	quired by MCC	Section 2-9)2-385(c)(1).	
If you checke	ed "no" to the above,	please explai	n.				
					<u> </u>		
	· · · · · · · · · · · · · · · · · · ·						
<u> </u>			— <u></u>	·	·		<u> </u>

10.WANXIANG AMERICA CORPORATION

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:	
Wanxiang America Corporation	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR	
2. [X] a legal entity currently holding, or anticipated to hold within six months after City action the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's leganame: 1511 W. Webster, LLC	
OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(State the legal name of the entity in which the Disclosing Party holds a right of control:	1))
B. Business address of the Disclosing Party: 88 Airport Road	
Elgin, IL 60123	_
C. Telephone: 847-921-7064 Fax: 847-931-4339 Email: Ikrueger@wanxiang.com	
D. Name of contact person: Lawrence J. Krueger	
E. Federal Employer Identification No. (if you have one):	,
F. Brief description of the Matter to which this EDS pertains. (Include project number and location property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston	n of
G. Which City agency or department is requesting this EDS? CDOT	
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:	-
Specification # N/A and Contract # N/A	
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

 Indicate the nature of the Disclosing 	Party:
Person	[] Limited liability company
[] Publicly registered business corporation	
[x] Privately held business corporation	[] Joint venture [] Not-for-profit corporation
[] Sole proprietorship [] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[] Limited partnership	[] Yes [] No
[] Trust	[] Other (please specify)
[.] Itust	[] Office (prease specify)
	And the second s
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
We study '	
Kentucky '	<u> </u>
3. For legal entities not organized in the St	tate of Illinois: Has the organization registered to do
business in the State of Illinois as a foreign	entity?
[X] Yes [] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A L	EGAL ENTITY: .
the entity; (ii) for not-for-profit corporati are no such members, write "no members v similar entitics, the trustee, executor, admi limited partnerships, limited liability cor	fapplicable, of: (i) all executive officers and all directors of ons, all members, if any, which are legal entities (if there which are legal entities"); (iii) for trusts, estates or other inistrator, or similarly situated party; (iv) for general or inpanies, limited liability partnerships or joint ventures, tanager or any other person or legal entity that directly or ment of the Applicant.
NOTE: Each legal entity listed below mus-	submit an EDS on its own behalf.
Name	Title
Pin Ni	President/Director
Gary Wetzel	Secretary/Director.
Weiding Lu	Chairman/Director

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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

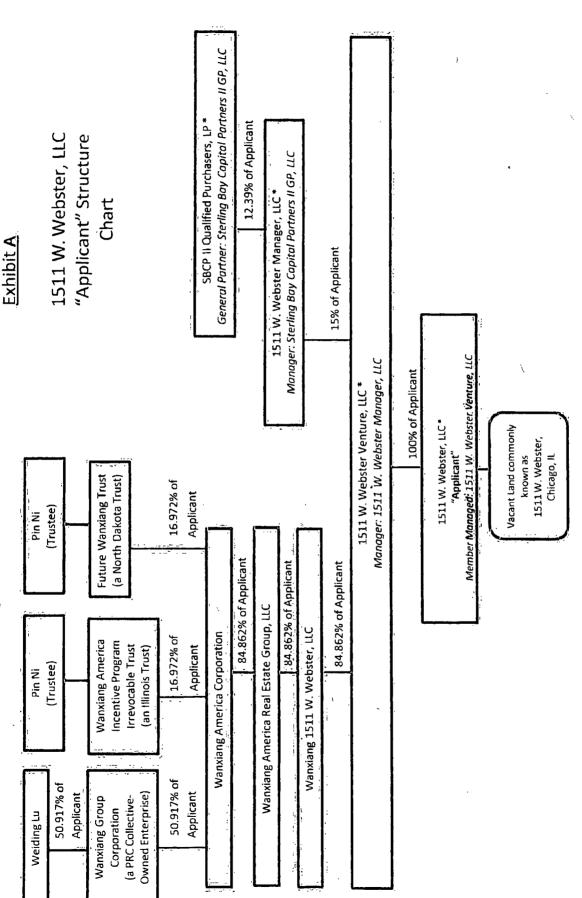
NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf. Name Business Address Percentage Interest in the Applicant See attached Exhibit A SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [X] No Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [x] No If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(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 (as defined in MCC Chapter 2-156), 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

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

disclosure.

state "None."

Party's regular payroll. 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



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, IL 60606; Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, IL 60123; Wanxiang Group Corporation has a business address of Xiaoshan Economic and Technological • Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC Development Zone, Hanzhou, Zhejiang Province, The People's Republic of China.

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.
	-,		
(Add sheets if necessary)			
[X] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entition
SECTION V CERTIF	FICATION	S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the disupport obligations throughout the	
		ectly owns 10% or more of the Disc ations by any Illinois court of comp	
[] Yes [X] No []	No person c	lirectly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian		a count-a pproved agreement for pay a greeme nt?	ment of all support owed and
[]Yes []No			
B. FURTHER CERTIFIC	CATIONS	•	
Procurement Services.] I Party nor any Affiliated I performance of any publi inspector general, or inte- investigative, or other sin	In the 5-year Entity [see: diccontract. grify complinitar skills.	the Matter is a contract being handler period preceding the date of this Elefinition in (5) below] has origined the services of an integrity monitor, fance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform	DS, neither the Disclosing in connection with the independent private sector or entity with legal, auditing the agency monitor the

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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,-during the 5 years before 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 subparagraph (b) above:
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 incligibility 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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. lagreed 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.
11. 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.
12. 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 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
13. 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 of 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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 [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32 We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

MCC Section 2-32-	455(b)) is a predatory lender withinal pages if necessary):	ecause it or any of its affiliates (as defined in the meaning of MCC Chapter 2-32, explain
	and the second	
	the word "None," or no response a ned that the Disclosing Party certif	ppears on the lines above, it will be lied to the above statements.
D. CERTIFICATIO	ON REGARDING FINANCIAL IN	ITEREST IN CITY BUSINESS
Any words or terms	defined in MCC Chapter 2-156 ha	ave the same meanings if used in this Part D.
after reasonable inq		te best of the Disclosing Party's knowledge of the City have a financial interest in his or natity in the Matter?
[] Yes	[x] No	
	cked "Yes" to Item D(1), proceed to tems D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" Part E.
official or employed other person or enti- taxes or assessment "City Property Sale	e shall have a financial interest in he ty in the purchase of any property s, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain he meaning of this Part D.
Does the Matter inv	rolve a City Property Sale?	
[] Yes	[] No	
		mes and business addresses of the City officials fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
	Party further certifies that no proby official or employee.	sibited financial interest in the Matter will be

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

200.000
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 (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.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(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, as amended, 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 Ver.2018-1

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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.

questions bo	clow;
nd do you ha 41 CFR Part [] No	ave on file affirmative action programs pursuant to applicable t 60-2.)
the Equal Enterts?	orting Committee, the Director of the Office of Federal Contract imployment Opportunity Commission all reports due under the
[] No	[] Reports not required
	ious contracts or subcontracts subject to the
[] No	
uestion (1) or	r (2) above, please provide an explanation:
	e 41 CFR Par [] No ne Joint Report the Equal Enents? [] No I in any previous

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 to participate in other City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Wanxiang America Corporation	
(Print or type exact legal name of Disclosing Party)	
Ву:	
(Sign here)	
Pin Ni	
(Print or type name of person signing)	
Authorized Signatory	
(Print or type title of person signing)	
Signed and sworn to before me on (date)	22_
at <u>Cook</u> Gounty, <u>Illinois</u> (state).	
Misself Manuer	KIMBERLY SCHRAMER
Notary Public	Official Seal Notary Public - State of Illinois
1111-100	My Commission Expires Nov 15, 2022
Commission expires: 11/15/33	

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 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% 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	[x] No				
which such person	entify below (1) the nais connected; (3) the nais a familial relation	name and title of th	e elected city officia	il or departn	nent head to
					
<u> </u>					<u> </u>
	· · · · · · · · · · · · · · · · · · ·				
		<u></u>			

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[x] No	
		blicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	offlaw or problem	entify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
	· · · · · · · · · · · · · · · · · · ·	
	<u> </u>	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes	
[] No	
[X] N/A – I am not an Applicant that is a "contractor" a	as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required b	y MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.	

11. WANXIANG GROUP CORPORATION (A PRC COLLECTIVE-OWNED ENTERPRISE)

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:
Wanxiang Group Corporation (a PRC Collective-Owned Enterprise)
Check ONE of the following three boxes::
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 1511 W. Webster, LLC OR
3. [] a legal entity with a direct or indirect right of control of the Applicant (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: Xiaoshan Economic and Technological Development Zone, Hanzhou, Zhejiang, Province, The People's Republic of China
C. Telephone: 847-921-7064 Fax: 847-931-4339 Email: lkrueger@wanxiang.com
D. Name of contact person: Lawrence J. Krueger E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

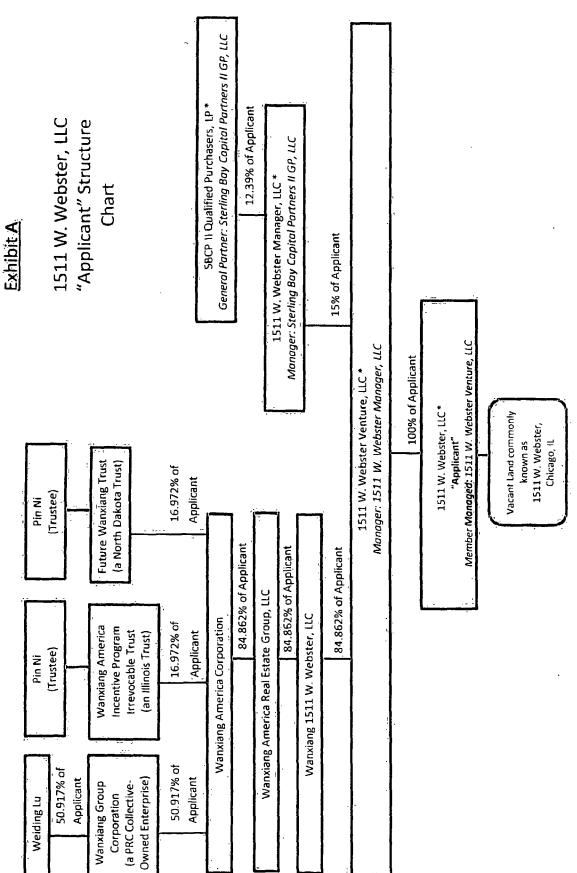
A. NATURE OF THE DISCLOSING PARTY	•			
 Indicate the nature of the Disclosing Par Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[] Limited liability company [] Limited liability partnership			
2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:				
People's Republic of China				
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 [X] No	[] Organized in Illinois			
B. IF THE DISCLOSING PARTY IS A LEGA	AI. ENTITY:			
List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations; all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.				
NOTE: Each legal entity listed below must submit an EDS on its own behalf.				
Name	Title			
Weiding Lu	Chairman			
Pin Ni	Director			
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant.	oncerning each person or legal entity having a direct or onthis after City action) beneficial interest (including). Examples of such an interest include shares in a up or joint venture, interest of a member or manager in a			

state "None." NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf. Business Address Percentage Interest in the Applicant Name See attached Exhibit A SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED **OFFICIALS** Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [X] No Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes [X] No If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? []Yes [x] No If "yes." please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MGC Chapter 2-156), accountant, consultant and any other person of 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. 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.



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, IL 60606; Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future * Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, IL 60123; Wanxiang Group Corporation has a business address of Xiaoshan Economic and Technological Development Zone, Hanzhou, Zhejiang Province, The People's Republic of China.

Name (indicate whether retained or anticipated to be retained)	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.
			
(Add sheets if necessary)			
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTIF	FICATION	S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of busi ness entities the	
		ectly owns 10% or more of the Discutions by any Illinois court of compa	
[] Yes [X] No []	No person c	lirectly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes." has the person e is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and .
[] Yes [] No			
B. FURTHER CERTIFI	CATIONS		
Procurement Services.] Party nor any Affiliated I performance of any publinspector general, or inte investigative, or other sir activity of specified agen	In the 5-year Entity (see dic contract, to grity compiled in the contract, the compiled in the contract, the contract co	the Matter is a contract being handle period preceding the date of this Eletinition in (5) below] has engaged the services of an integrity monitor, ignee consultant (i.e., an individual designated by a public agency to be as well as help the vendors reform its in the future; or continue with a	DS, neither the Disclosing l, in connection with the independent private sector or entity with legal, auditing, elp the agency monitor the their business practices so they

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including but not limited to water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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 voluntarity excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 tollowing 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 of 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 of 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23. Article I for applicability and defined terms] of the Applicant 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 conspirately 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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11. 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:
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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
t. The Disclosing Party certifies that the Disclosing Party (check one)[] is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

MCC Section 2-32-45 here (attach additional	55(b)) is a preda tory lender within l pages if necessary):	pecause it or any of its affiliates (as defined in in the meaning of MCC Chapter 2-32, explain
If the letters "NA," th	•	appears on the lines above, it will be
D. CERTIFICATION	I REGARDING FINANCIAL II	NTEREST IN CITY BUSINESS
Any words or terms d	lefined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable inqui		h é best of the Disclo sing Party's knowledge e of the City have a financial interest in his or entity in the Matter?
[] Yes	[x] No	
NOTE: If you check to Item D(1), skip Ite	ted "Yes" to Item D(1), proceed ms D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" o Part E.
official or employee so other person or entity taxes or assessments, "City Property Sale")	shall have a financial interest in l in the purchase of any property or (iii) is sold by virtue of legal	hidding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, seen pursuant to the City's eminent domain he meaning of this Part D.
Does the Matter invol	lve a City Property Sale?	
[] Yes	[] No	
3. If you checked "Y or employees having	es" to Item D(1), provide the na such financial interest and ident	ines and business addresses of the City officials ify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
	-	
	arty further certifies that no probotficial or employee.	nibited financial interest in the Matter will be
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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 (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.
$\frac{X}{A}$ 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
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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(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, as amended, 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 Ver. 2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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:	
 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 	le
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Compliance Programs, or the Equal Employment Opportunity Commission all reports due under applicable filing requirements? [] Yes [] No [] Reports not required	
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 -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Wanxiang Group Corporation (a PRC Collective-Owned I	Enterprise)
(Print or type exact legal name of Disclosing Party)	
ву:	
(Sign here)	
Pin Ni	
(Print or type name of person signing)	
Authorized Signatory	
Authorized Signatory (Print or type title of person signing)	
Signed and sworn to before me on (date) $\frac{2/B}{}$	22.
at Cook County, Illinois (state).	
Miball Sahawar	
Notazi	KIMBERLY SCHRAMER Official Seal Notary Public - State of Illinois
Commission expires: 11/15/22	My Commission Expires Nov 15, 2022

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 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% 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	[x] No			
which such person	is connected; (3) t	the name and title of t	he elected city offic	name of the legal entity to cial or department head to che familial relationship.
<u> </u>				
	······································			
	· · · · · · · · · · · · · · · · · · ·			

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

	5.	•			is the Applicant or any Owner identified as a building code MCC Section 2-92-416?
	[] Y	'es	[X] No	
th	e A		licant identified as	• •	cly traded on any exchange, is any officer or director of de scofflaw or problem landlord pursuant to MCC Section
	[] Y	es es	[] No	[X] The Applicant is not publicly traded on any exchange.
as	a l	ouil		or problem la	tify below the name of each person or legal entity identified and the address of each building or buildings to which

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a contractor as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com); generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage of salary history, or (ii) seeking job applicants wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[X] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

12. WANXIANG AMERICA INCENTIVE PROGRAM IRREVOCABLE TRUST (AN ILLINOIS TRUST)

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:
Wanxiang America Incentive Program Irrevocable Trust (an Illinois Trust)
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR
2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 1511 W. Webster, LLC
OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 88 Airport Road, Elgin, II. 60123
C. Telephone: 847-921-7064 Fax: 847-931-4339 Email: Ikrueger@wanxiang.com
D. Name of contact person: Lawrence J. Krueger
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):
Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

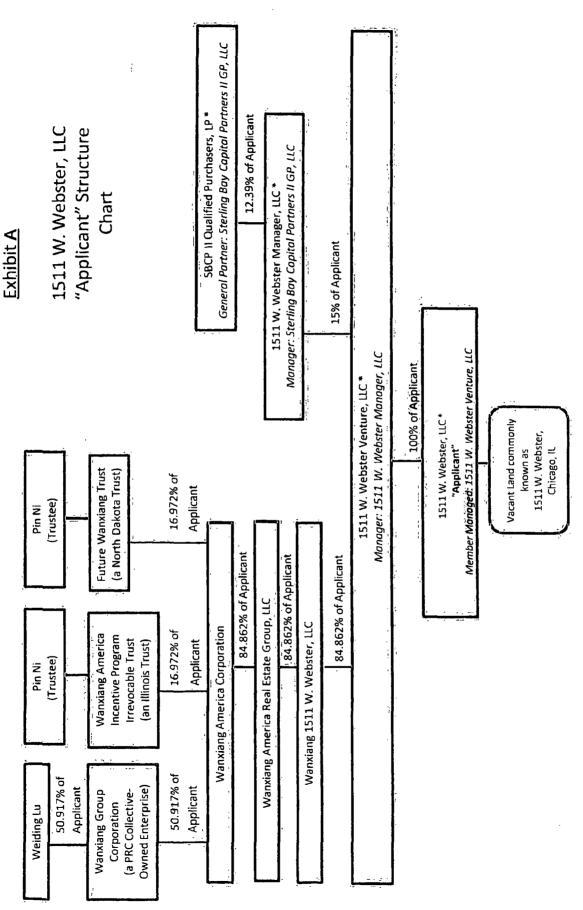
1. Indicate the nature of the Disclosing Par [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign coun	try) of incorporation or organization, if applicable:
Illinois	
	of Illinois: Has the organization registered to do
[] Yes [] No	[X] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability compared.	plicable, of: (i) all executive officers and all directors of all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other trator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or tof the Applicant.
NOTE: Each legal entity listed below must su	bmit an EDS on its own behalf.
Name Pin Ni	Title Trustee
indirect, current or prospective (i.e. within 6 n	concerning each person or legal entity having a direct or nonths after City action) beneficial interest (including t. Examples of such an interest include shares in a

Name	Business Address	Percentage Interest in the Applicant
See attached E	hibit A	
	· · ·	
SECTION III OFFICIALS	INCOME OR COMPENSATION	TO, OR OWNERSHIP BY, CITY ELECTE
	sing Party provided any income or con od preceding the date of this EDS?	npensation to any City elected official during the
	osing Party reasonably expect to provide during the 12-month period following	de any income or compensation to any City the date of this EDS? [] Yes [X] No
	er of the above, please identify below t acome or compensation:	he name(s) of such City elected official(s) and
Does any City inquiry, any C	clected official or, to the best of the Di	isclosing Party's knowledge after reasonable c partner, have a financial interest (as defined in
	e identify below the name(s) of such Cidescribe the financial interest(s).	ity elected official(s) and/or spouse(s)/domestic
		

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none.

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

state "None."



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, IL 60606; Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future • Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, IL 60123; Wanxiang Group Corporation has a business address of Xiaoshan Economic and Technological Development Zone, Hanzhou, Zhejiang Province, The People's Republic of China.

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.
(Add sheets if necessary)			
[X] Check here if the Disc	∽ closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTII	FICATION	'S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the	
	-	ectly owns 10% or more of the Disc ations by any Illinois court of comp	
[] Yes [x] No []	No person o	directly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person of is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes			
B. FURTHER CERTIFI	CATIONS		
Procurement Services.]	In the 5-yea	the Matter is a contract being hand r period preceding the date of this E definition in (5) below] has engaged	EDS, neither the Disclosing

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee. tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above:
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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").

Page **5** of **15**

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party of any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce. State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23. Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

11. 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:
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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
<u>and and a superior a</u>
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
 The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a prodatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

predatory lender may result in the loss of the privilege of doing business with the City."

MCC Section 2-32 here (attach addition	!-455(b)) is a predatory lender with onal pages if necessary):	because it or any of its affiliates (as defined in in the meaning of MCC Chapter 2-32, explain
If the letters "NA,"		appears on the lines above, it will be
D. CERTIFICATI	ON REGARDING FINANCIAL I	NTEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-1561	have the same meanings if used in this Part D.
after reasonable in		he best of the Disclosing Party's knowledge se of the City have a financial interest in his or entity in the Matter?
[] Yes	[x] No	
	ecked "Yes" to Item D(1), proceed Items D(2) and D(3) and proceed t	to Items D(2) and D(3). If you checked "No" o Part E.
official or employed other person or ent taxes or assessment "City Property Sale	ee shall have a financial interest in ity in the purchase of any property its, or (iii) is sold by virtue of legal	bidding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, ken pursuant to the City's eminent domain he meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
_	The state of the s	nmes and business addresses of the City officials rify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
_	g Party further certifies that no pro ity official or employee.	hibited financial interest in the Matter will be

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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 (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.

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(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, as amended, have made lobbying contacts on

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 Ver.2018-1

behalf of the Disclosing Party with respect to the Matter.)

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 th	e Applicant?	
[] Yes	[] No	
If "Yes," answer the three	e questions belo	w;·
Have you developed a federal regulations? (See [] Yes	e 41 CFR Part 60	e on file affirmative action programs pursuant to applicable 0-2.)
Compliance Programs. o applicable filing requirer	r the Equal Emp nents?	ing Committee, the Director of the Office of Federal Contract ployment Opportunity Commission all reports due under the [] Reports not required
3. Have you participated equal opportunity clause [] Yes	?	is contracts or subcontracts subject to the
If you checked "No" to q	uestion (1) or (2	2) above, please provide an explanation:
	<u> </u>	

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Wanxiang America Incentive Program Irrevocable Tru	st (an Illinois Trust)
(Print or type exact legal name of Disclosing Party)	
Ву:	
(Sign her)	
Pin Ni	
(Print or type name of person signing)	
Trustee	
(Print or type title of person signing)	
Signed and sworn to before me on (date)	122.
at <u>Cook</u> <u>County. Illinois</u> (state).	
Misself Shave	Jana Caraca Cara
Notary Public	KIMBERLY SCHRAMER Official Seal
1.72-1	Notary Public - State of Illinois My Commission Expires Nov 15, 2022
Commission expires: 1115122	

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-1.54-015, 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% 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	[X] No				
which such person	entify below (1) the name and is connected; (3) the name and has a familial relationship, an	d title of the ele	ected city of	ficial or depart	ment head to
<u> </u>			, , , , , , , , , , , , , , , , , , , 		 .
)	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

	,	10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
• •		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	scofflaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
	 	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.tamlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[X] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

13. FUTURE WANXIANG TRUST (A NORTH DAKOTA TRUST)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

Check ONE of the	e following th	hree boxes:	
Indicate whether to 1. [] the App OR	_	Party submitting this EDS is:	;
the contract, trans "Matter"), a direct name: 1511.W, V	action or other or indirect int	r undertaking to which this EI terest in excess of 7.5% in the	old within six months after City action or DS pertains (referred to below as the Applicant. State the Applicant's legal
3. [] a legal State the legal nat	entity with a d	lirect or indirect right of contry in which the Disclosing Par	rol of the Applicant (see Section II(B)(1)
B. Business addre	ess of the Disc	losing Party: 88 Airpor	rt Road, Elgin, IL 60123
C. Telephone: 8		Fax: 847-931-4339	Email: lkrueger@wainxiang.com
D. Name of conta	ict person: Lav	wrence J. Krueger	and the same of th
E. Federal Empio	yer Identificat	tion No. (if you have one):	
property, if application for su	able): bdivision and	vacation for property general	s. (Include project number and location of
			CDOT
G. Which City ag			
	contract being	handled by the City's Depart	ment of Procurement Services, please
If the Matter is a	contract being wing:	<u>.</u>	ment of Procurement Services, please

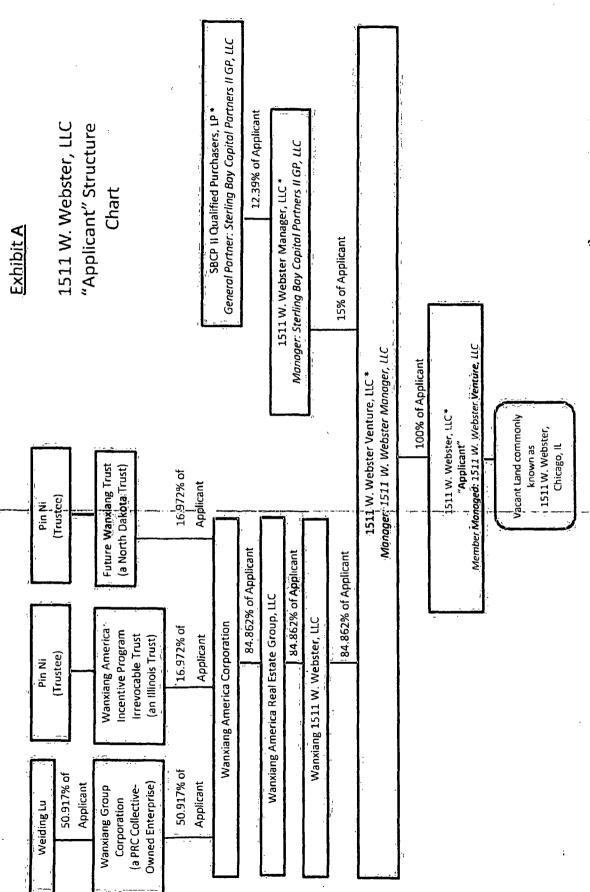
SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	(
 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign coun	atry) of incorporation or organization, if applicable:
3. For legal entities not organized in the State business in the State of Illinois as a foreign entitle.	of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability compared	oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities!!); (iii) for trusts; estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or t of the Applicant.
NOTE: Each legal entity listed below must su	bmit an EDS on its own behalf.
Name Pin Ni	Title Trustee
2. Please provide the following information of indirect, current or prospective (i.e. within 6 nownership) in excess of 7.5% of the Applicant	concerning each person or legal entity having a direct or nonths after City action) beneficial interest (including t. Examples of such an interest include shares in a hip or joint venture, interest of a member or manager in a

Name	Business Address	Percentage Interest in the Applicant
See attached Exh	ibit A	E OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED revided any income or compensation to any City elected official during the attendate of this EDS? [] Yes. [X] No reasonably expect to provide any income or compensation to any City 12-month period following the date of this EDS? [] Yes [X] No ove, please identify below the name(s) of such City elected official(s) and ompensation: Cial or, to the best of the Disclosing Party's knowledge after reasonable fficial's spouse or domestic partner; have a financial interest (as defined in cipal Code of Chicago ("MCC")) in the Disclosing Party? [X] No low the name(s) of such City elected official(s) and/or spouse(s)/domestic
SECTION III - OFFICIALS	INCOME OR COMPENSATION	TO, OR OWNERSHIP BY, CITY ELECTE
	ng Party provided any income or conferenceding the date of this EDS?	
	come or compensation:	
inquiry, any City	ected official or, to the best of the D elected official's spouse of domestic the Municipal Code of Chicago ("M	isclosing Party's knowledge after reasonable c partner, have a financial interest (as defined in
	escribe the financial interest(s).	

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.



each have a business address of 150 N. Riverside Plaza, Suite 1810, Chicago, IL 60606, Wanxiang America Corporation, Wanxiang America Incentive Program Irrevocable Trust, and Future Entities with an asterick have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang 1511 W. Webster, LLC and Wanxiang America Real Estate Group, LLC Wanxiang Trust each have a business address of 88 Airport Rd., Elgin, IL 60123; Wanxiang Gröup Corporation has a business address of Xiaoshan Economic and Technological Development Zune, Hanzhou, Zhejjang Province. The People's Republic of China.

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.
(Add sheets if necessary)			
[X] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTII	FICATION	IS	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the	
	-	ectly owns 10% or more of the Disc ations by any Illinois court of comp	2 ,
[] Yes [X] No []	No person (directly or indirectly owns 10% or r	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian		a court-approved agreement for pay agreement?	yment of all support owed and
[] Yes [] No	, 		and the second s
B. FURTHER CERTIFI	CATIONS		
1 (77)	1		

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. Infleed of attempted to bribe, or been convicted of 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 of 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Parry nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, States or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 Lis a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9: [FOR APPLICANT ONLY] The Applicant and its Aftiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Cer	If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further tifications), the Disclosing Party must explain below:
<u> </u>	
If th	ne letters "NA," the word "None," or no response appears on the lines above, it will be conclusively sumed that the Disclosing Party certified to the above statements.
mor	To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a applete list of all current employees of the Disclosing Party who were, at any time during the 12-nth period preceding the date of this EDS, an employee, or elected or appointed official, of the City Chicago (if none, indicate with "N/A" or "none").
	1/A
the offi machine pol	inplete list of all gifts that the Disclosing Party has given or caused to be given, at any time during 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed icial, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything de generally available to City employees or to the general public, or (ii) food or drink provided in course of official City business and having a retail value of less than \$25 per recipient, or (iii) a itieal contribution otherwise duly reported as required by law (if none, indicate with "N/A" or one")—As to any gift listed below, please also list the name of the City recipient. /A
	CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1.	The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not
	a "financial institution" as defined in MCC Section 2-32-455(b).
2.	If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"W	e are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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 letters "NA," the word "None," or no response appears on the lines conclusively presumed that the Disclosing Party certified to the above st D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CIT Any words or terms defined in MCC Chapter 2-156 have the same mean I. In accordance with MCC Section 2-156-110: To the best of the Disclastic reasonable inquiry, does any official or employee of the City have her own name or in the name of any other person or entity in the Matter [] Yes [x] No NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and to Item D(1), skip Items D(2) and D(3) and proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwis official or employee shall have a financial interest in his or her own namother person or entity in the purchase of any property that (i) belongs to taxes or assessments, or (iii) is sold by virtue of legal process at the suit "City-Property-Sale")Compensation for property taken pursuant to the power does not constitute a financial interest within the meaning of this Does the Matter involve a City Property Sale? [] Yes [] No 3. If you checked "Yes" to Item D(1), provide the names and business or employees having such financial interest and identify the nature of the	its affiliates (as defined in ICC Chapter 2-32, explain
If the letters "NA," the word "None," or no response appears on the lines conclusively presumed that the Disclosing Party certified to the above st D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CIT Any words or terms defined in MCC Chapter 2-156 have the same mear 1. In accordance with MCC Section 2-156-110: To the best of the Disclafter reasonable inquiry, does any official or employee of the City have her own name or in the name of any other person or entity in the Matter [] Yes [x] No NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and to Item D(1), skip Items D(2) and D(3) and proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwis official or employee shall have a financial interest in his or her own nam other person or entity in the purchase of any property that (i) belongs to taxes or assessments, or (iii) is sold by virtue of legal process at the suit "City Property Sale"). Compensation for property taken pursuant to the power does not constitute a financial interest within the meaning of this Does the Matter involve a City Property Sale? [] Yes [] No 3. If you checked "Yes" to Item D(1), provide the names and business as the suit "City Property Sale" of Item D(1), provide the names and business as a support of the property Sale of Item D(1), provide the names and business as a support of the property Sale of Item D(1), provide the names and business as a support of the property Sale of Item D(1), provide the names and business as a support of the property Sale of Item D(1), provide the names and business as a support of the property Sale of Item D(1), provide the names and business as a support of the property Sale of Item D(1), provide the names and business as a support of the property Sale of Item D(1), provide the names and business as a support of Item D(1), provide the names and business as a support of Item D(1), provide the names and business as a support of Item D(1), provide the names and business as a support of Item D(1), provide th	
D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CIT Any words or terms defined in MCC Chapter 2-156 have the same mean In accordance with MCC Section 2-156-110: To the best of the Disclafter reasonable inquiry, does any official or employee of the City have her own name or in the name of any other person or entity in the Matter [] Yes [x] No NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and to Item D(1), skip Items D(2) and D(3) and proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwis official or employee shall have a financial interest in his or her own namother person or entity in the purchase of any property that (i) belongs to taxes or assessments, or (iii) is sold by virtue of legal process at the suit "City Property-Sale").—Compensation for property taken pursuant to the power does not constitute a financial interest within the meaning of this Does the Matter involve a City Property Sale? [] Yes [] No 3. If you checked "Yes" to Item D(1), provide the names and business and second constitute a financial interest within the meaning of this property Sale "Yes" to Item D(1), provide the names and business and second constitute a financial interest within the meaning of this property Sale "Yes" to Item D(1), provide the names and business and second constitute a financial interest within the meaning of this property Sale "Yes" to Item D(1), provide the names and business and second constitute a financial interest within the meaning of this property Sale "Yes" to Item D(1), provide the names and business and second constitute a financial interest within the meaning of this property Sale "Yes" to Item D(1), provide the names and business and second constitute a financial interest within the meaning of this property Sale "Yes" to Item D(1), provide the names and business and the second constitute a financial interest within the meaning of this property Sale "Yes" to Item D(1), provide the names and business and the second constitute a financial in	 `
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In accordance with MCC Section 2-156-110: To the best of the Disciplinary reasonable inquiry, does any official or employee of the City have there own name or in the name of any other person or entity in the Matter [] Yes [x] No NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and to Item D(1), skip Items D(2) and D(3) and proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise official or employee shall have a financial interest in his or her own namother person or entity in the purchase of any property that (i) belongs to taxes or assessments, or (iii) is sold by virtue of legal process at the suit "City Property Sale"). Compensation for property taken pursuant to the power does not constitute a financial interest within the meaning of this Does the Matter involve a City Property Sale? [] Yes [] No 3. If you checked "Yes" to Item D(1), provide the names and business and serious property to Item D(1), provide the names and business.	Y BUSINESS
after reasonable inquiry, does any official or employee of the City have her own name or in the name of any other person or entity in the Matter [] Yes [x] No NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and to Item D(1), skip Items D(2) and D(3) and proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwis official or employee shall have a financial interest in his or her own namother person or entity in the purchase of any property that (i) belongs to taxes or assessments, or (iii) is sold by virtue of legal process at the suit "City Property Sale").—Compensation for property taken pursuant to the power does not constitute a financial interest within the meaning of this Does the Matter involve a City Property Sale? [] Yes [] No 3. If you checked "Yes" to Item D(1), provide the names and business and series of the property of the names and business and series of the property of the names and business and series of the property of the names and business and series of the property of the names and business and series of the property of the names and business and series of the property of the names and business are series of the property of the names and business are series of the property of the names and business are series of the property of the names and business are series of the property of the property of the names and business are series of the property of the proper	ings if used in this Part D.
NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and to Item D(1), skip Items D(2) and D(3) and proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise official or employee shall have a financial interest in his or her own name other person or entity in the purchase of any property that (i) belongs to taxes or assessments, or (iii) is sold by virtue of legal process at the suit "City Property Sale").—Compensation for property taken pursuant to the power does not constitute a financial interest within the meaning of this Does the Matter involve a City Property Sale? [] Yes	a financial interest in his or
to Item D(1), skip Items D(2) and D(3) and proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise official or employee shall have a financial interest in his or her own name other person or entity in the purchase of any property that (i) belongs to taxes or assessments, or (iii) is sold by virtue of legal process at the suit "City Property Sale").—Compensation for property taken pursuant to the power does not constitute a financial interest within the meaning of this Does the Matter involve a City Property Sale? [] Yes	
official or employee shall have a financial interest in his or her own namother person or entity in the purchase of any property that (i) belongs to taxes or assessments, or (iii) is sold by virtue of legal process at the suit "City Property Sale").—Compensation for property taken pursuant to the power does not constitute a financial interest within the meaning of this Does the Matter involve a City Property Sale? [] Yes	O(3). If you checked "No"
[] Yes [] No 3. If you checked "Yes" to Item D(1), provide the names and business a	the or in the name of any the City, or (ii) is sold for of the City (collectively, City's eminent domain
3. If you checked "Yes" to Item D(1), provide the names and business a	
• • •	
	_
Name Business Address Nature of	Financial Interest
4. The Disclosing Party further certifies that no prohibited financial in	

Ver.2018-1

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 (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.
\underline{X} 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:
the second control of the second of the seco
<u>,</u>
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 LORDVING

1. List below the names of all persons or entities reg Disclosure Act of 1995, as amended, who have made lot Party with respect to the Matter: (Add sheets if necessar	bbying contacts on		sing
			
	<u> </u>	, et a formanda de la composición de la co	
			
(If no explanation appears or begins on the lines above, appear, it will be conclusively presumed that the Disclosing stered under the Lobbying Disclosure Act of 1995, a behalf of the Disclosing Party with respect to the Matter	sing Party means thas amended, have n	at NO persons or en	itities

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 Ver.2018-1 Page 9 of 15

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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	y the Applicant?	
[] Yes	[] No	
If "Yes," answer the th	rree-questions be	olow:
Have you developed federal regulations? ([] Yes	•	ave on file affirmative action programs pursuant to applicable t 60-2.)
	s, or the Equal Entrements?	orting Committee, the Director of the Office of Federal Contract imployment Opportunity Commission all reports due under the
3. Have you participal equal opportunity class [] Yes	• •	ous contracts or subcontracts subject to the
If you checked "No" t	o question (1) or	(2) above, please provide an explanation:

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 reseinded 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Future Wanxiang Trust (a North Dakota Trust)	·
(Print or type exact legal name of Disclosing Party)	
By: (Sign Mere)	
Pin Ni	
(Print or type name of person signing)	
Trustee (Print or type title of person signing)	
Signed and sworn to before me on (date) 8/19/22	<u></u> 5
at <u>Cook</u> County, <u>Illinois</u> (state).	
Malbulle Schicare C.	
Notary Public	KIMBERLY SCHRAMER Official Seal
Му	Notary Public - State of Illinois Commission Expires Nov 15, 2022
Commission expires: 11/15/22	

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 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 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% ownership interest in the Disclosing Party. "Principal-officers" means-the president, chief-operating officer, executive director, chief-tinancial 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	[x] No				
which such person	is connected; (3) the	name and title	of the elected city o	ne name of the legal e fficial or department l such familial relation	head to
	<u>,</u>				
		<u> </u>			_
,	·······				_
 					-

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		t to MCC Section 2-92-416?
[] Yes	[X] No	
		iblicly traded on any exchange, is any officer or director of code scotflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	scofflaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
The state of the s		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services); or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385. I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

<u></u>			·
\\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ 			`
If you chec	cked "no" to the above, pleas	se explain.	
This certifi	ication shall serve as the affi-	idavit required by MCC Section 2-92-385(c)(1).	
[X] N/A – I	I am not an Applicant that is	s a "contractor" as defined in MCC Section 2-92	-385.
[] No			
[] Yes			

14. ALLOY PROPERTY COMPANY, LLC

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;			
Alloy Property Company, LLC			
Check ONE of the following three boxes:			
Indicate whether the Disclosing Party submitting this EDS is: 1. [X] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action o the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: OR			
3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 27.1.1 North Haskell Avenue, Suite 1700 Dallas, TX 75204			
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com			
D. Name of contact person: <u>Jessica Simons</u>			
E. Federal Employer Identification No. (if you have one):			
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dick Kingsbury, Cortland, the Chicago River and Elston			
G. Which City agency or department is requesting this EDS? CDOT			
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:			
Specification # N/A and Contract # N/A			
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

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A. NATURE OF THE DISCLOSING PARTY			
1. Indicate the nature of [] Person [] Publicly registered business [] Privately held business [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	ness corporation corporation	y. [X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] 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?			
[X] Yes	[] No	[] Organized in Illinois	
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:			
1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustes, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.			
NOTE: Each legal entity listed below must submit an EDS on its own behalf.			
Name See Attachment 2-1	1	Title	
2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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			
• • • • • • • • • • • • • • • • • • • •			

Page 2 of 15

Attachment 2-1

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

Laura P. Sims, President Faith McManus, Vice President Mark Schuck, Vice President Steven R. Shearer, Vice President

Alloy Property Holdings, LLC-Managing Member of Alloy Property Company, LLC
Alloy Lower Joint Venture, LLC-Managing Member of Alloy Property Holdings, LLC:
LSREF4 Alloy Property Holdings, LLC-Managing Member of Alloy Edwer Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC-Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC-Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, L.P.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC-non-economic general partner of LSREF4 Super REIT Partners, L.P.
Lone Star Real Estate Fund IV (U.S.), L.P.—sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, L.P.—general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star Real Estate Partners IV, L.P.—general partner of Lone Star Real Estate Partners IV, L.P.
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

limited liability state "None."	company, or interest of a beneficiary of	f a trust, estate or other similar	entity. If none,
NOTE: Each le	egal entity listed below may be required	to submit an EDS on its own b	ehalf.
Name	Business Address	Percentage Interest in	he Applicant
See Attachr	nent 3-1	1.	
SECTION III OFFICIALS	- INCOME OR COMPENSATION T	TO, OR OWNERSHIP BY, C	HTY ELECTED
	sing Party provided any income or comp id preceding the date of this EDS?	ensation to any City elected of	
	osing Party reasonably expect to provide during the 12-month period following the		
	er of the above, please identify below the acome or compensation:	name(s) of such City elected	official(s) and
inquiry, any Ci	elected official or, to the best of the Disc ty elected official's spouse or domestic p of the Municipal Code of Chicago ('MC [x] No	eartner, have a financial interes	reasonable st (as defined in
	identify below the name(s) of such City lescribe the financial interest(s).	elected official(s) and/or spou	se(s)/domestic
·			
The Disclosing lobbyist (as def whom the Disc the name of the Disclosing Part Party's regular	- DISCLOSURE OF SUBCONTRACE Party must disclose the name and busing ined in MCC Chapter 2-156), accountant losing Party has retained or expects to recentationship, and the total amount of the y is not required to disclose employees apayroll. If the Disclosing Party is uncertainty and the resk the City was closing Party must either ask the City was consing Party must either ask the City was considered.	ess address of each subcontract, consultant and any other per stain in connection with the Mass fees paid or estimated to be who are paid solely through the tain whether a disclosure is requality.	tor, attorney, son or entity atter, as well as paid. The Disclosing pured under this

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disclosure.

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

Name	Business Address	Percentage Interest <u>in the</u> <u>Applicant</u>
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LF	² 333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

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.
See Attachment 4-1			
		<u> </u>	
(Add sheets if necessary)			
[] Check here if the Disc	losing Part	y has not retained, nor expects to re	tain, any such persons or entitie
SECTION V - CERTIF	CATION	S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities th I support obligations throughout the	
		ectly owns 10% or more of the Disc ations by any Illinois court of compo	
[]Yes []No [x]	No person d	lirectly or indirectly owns 10% or m	nore of the Disclosing Party.
If "Yes," has the person a is the person in compliance		a court-approved agreement for pay agreement?	ment of all support owed and
[]Yes []No			:
B. FURTHER CERTIFIC	CATIONS	•	
Procurement Services.] I Party nor any Affiliated E performance of any publi inspector general, or integ investigative, or other sim	n the 5-year Intity <u>[see</u> d c contract, t grity compli nilar skills, c	the Matter is a contract being handler period preceding the date of this B definition in (5) below] has engaged the services of an integrity monitor, ance consultant (i.e., an individual designated by a public agency to he as wall as help the vendors reform to	DS, neither the Disclosing, in connection with the independent private sector or entity with legal, auditing, lp the agency monitor the

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2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

can be considered for agency contracts in the future, or continue with a contract in progress).

Attachment 4-1

Section IV Disclosure of Subcontractors and other Retained Parties.

DLA PIPER LLP (US)-retained-444 W. Lake Street, Suite 900, Chicago, IL 60606- Attorney-Estimated Fees \$75,000 +

MAP Strategies, LLC -retained- 181 W. Madison Street, Suite 3815, Chicago, IL 60602 - Estimated Fees - \$6,000+

Davey Utility Services -retained-1770 S. Randall Road, Suite A #110, Geneva, IL 60134 - Estimated Fees - \$5,000+

V3 Companies-retained-7325 Janes Avenue, Woodridge, IL 60517-Surveying/Engineer - Estimated Fees- \$2,000+

Gremley & Bledermann (PLCS Corporation)-retained-4505 N. Elston Avenue, Chicago, IL 60630-Surveyor-Estimated Fees-\$20,000+

- 3. 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, during the 5 years before 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;
- o. 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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;

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- 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. BPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.
11. 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:
None
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.
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "NA" or "none").
None
13. 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: (1) 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
None
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

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		The state of the s
	the word "None," or no response a med that the Disclosing Party certifi	
D. CERTIFICAT	ON REGARDING FINANCIAL IN	TEREST IN CITY BUSINESS
Any words or term	ns defined in MCC Chapter 2-156 ha	we the same meanings if used in this Part D.
after reasonable in		e best of the Disclosing Party's knowledge of the City have a financial interest in his or tity in the Matter?
[] Yes	[x] No	•
	ecked "Yes" to Item $D(1)$, proceed to Items $D(2)$ and $D(3)$ and proceed to	o Items D(2) and D(3). If you checked "No" Part E.
official or employ other person or en axes or assessmen 'City Property Sal	ee shall have a financial interest in h tity in the purchase of any property t ats, or (iil) is sold by virtue of legal p	dding, or otherwise permitted, no City elected is or her own name or in the name of any hat (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, an pursuant to the City's eminent domain e meaning of this Part D.
nower moes mor co		
	volve a City Property Sale?	N:
		6 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4
Does the Matter in [] Yes 3. If you checked	volve a City Property Sale? [] No "Yes" to Item D(1), provide the nam	
Does the Matter in [] Yes 3. If you checked	volve a City Property Sale? [] No "Yes" to Item D(1), provide the nam	nes and business addresses of the City officia
Does the Matter in [] Yes 3. If you checked or employees havi	volve a City Property Sale? [] No "Yes" to Item D(1), provide the naming such financial interest and identifications. Business Address	nes and business addresses of the City officia by the nature of the financial interest:

E. CERTIFICATION REGARDING SLAVERY BRA 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 (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.

K. 1. The Disclosing Party verifies that the Disclosing Party has scarched 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 assued 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 rederally 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
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 egistered under the Lobbying Disclosure Act of 1995, as amended; have made lobbying contacts or 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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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.

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If you checked "No" to que	estion (1) or	(2) above, please provide an explanation:
equal opportunity clause?	[]No	•
	in any previo	ous contracts or subcontracts subject to the
2. Have you filed with the Compliance Programs, or applicable filing requirem [] Yes	the Equal En ents?	rting Committee, the Director of the Office of Federal Contraction and the opportunity Commission all reports due under the [] Reports not required
Have you developed as federal regulations? (See [] Yes		eve on file affirmative action programs pursuant to applicable 60-2.)
If "Yes," answer the three	questions bei	low:
[] Yes	- 4	

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this RDS 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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Alloy Property Company, LLC
(Print or type exact legal name of Disclosing Party)
Ву:
(Sign here)
Laura P. Sims
(Print or type name of person signing)
President
(Print or type title of person signing)
Signed and sworn to before me on (date) AUGUST 26, 2022, at Dallas County, Texas (state). Notary Public
Commission expires: DOW 11-2023 JENNIFER SCROGGINS My Notary ID # 124657097

Expires April 11, 2023

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	i	[x] No								
which such	please identify be a person is conne a person has a far	cted; (3) the	name an	d title o	fthe elec	ted city	official or	depart	ment hea	d to
<u> </u>									<u>.</u>	
						. <u> </u>	2.5		<u> </u>	
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							<u> </u>			
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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

	·	
None		
	cofflaw or problem	entify below the name of each person or legal entity identified a landlord and the address of each building or buildings to which
[]Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
		blicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[]Yes	[x] No	
		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
		ownership interest in the Applicant.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they; (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (1) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] ies	
[] No ,	
[X] N/A - I am not an Applicant that is a	"contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affid	avit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please	explain.
<u> </u>	
	

15. ALLOY PROPERTY HOLDINGS, LLC

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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:
Alloy Property Holdings, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company, LLC.
OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue, Suite 1700 Dallas, TX 75204
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: <u>Jessica Simons</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? <u>CDOT</u>
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	
Indicate the nature of the Disclosing Par Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Imited partnership Trust	ty: [X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
•	ry) of incorporation or organization, if applicable:
	of Illinois: Has the organization registered to do
[]Yes [x] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members which similar entities, the trustee, executor, administ limited partnerships, limited liability compa	plicable, of: (i) all executive officers and all directors of , all members, if any, which are legal entities (if there h are legal entities"); (iii) for trusts, estates or other rator, or similarly situated party; (iv) for general or nies, limited liability partnerships or joint ventures, ger or any other person or legal entity that directly or of the Applicant.
NOTE: Each legal entity listed below must sub	nmit an BDS on its own behalf.
Name See Attachment 2-1	Title
2. Please provide the following information coindirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant.	oncerning each person or legal entity having a direct or onths after City action) beneficial interest (including Examples of such an interest include shares in a p or joint venture, interest of a member or manager in a

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Attachment 2-1

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

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC- Managing Member of Alloy Property Company, LLC Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings, LLC LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC LSREF4 Super REIT Partners, L.P.- Managing Member of Alloy Upper Joint Venture, LLC LSREF4 GenPar, LLC – non-economic general partner of LSREF4 Super REIT Partners, L.P. Lone Star Real Estate Fund IV (U.S.), L.P. – sole Member of LSREF4 GenPar, LLC Lone Star Real Estate Partners IV, L.P. – general partner of Lone Star Real Estate Fund IV (U.S.), L.P. Lone Star R.E. Management Co. IV, Ltd. – general partner of Lone Star Real Estate Partners IV, L.P., whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

Name	Business Address			
See Attachm	ent 3-1			
SECTION III - OFFICIALS		n to, or ownership by, city elect		
	ng Party provided any income or con preceding the date of this EDS?	npensation to any City elected official during t		
Does the Disclored official of	sing Party reasonably expect to provi buring the 12-month period following	de any income or compensation to any City the date of this EDS? [] Yes [x] No		
If "yes" to either describe such in	of the above, please identify below t come or compensation:	he name(s) of such City elected official(s) and		
inquiry, any City	lected official or, to the best of the Di elected official's sponse or domestic f the Municipal Code of Chicago ("M [x] No	sclosing Party's knowledge after reasonable partner, have a financial interest (as defined in ICC")) in the Disclosing Party?		
If "yes," please i	dentify below the name(s) of such Ci	ty elected official(s) and/or spouse(s)/domestic		

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has relatined 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. 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.

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Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	Business Address	Percentage Interest <u>in the</u> - <u>Applicant</u>
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LF	² 333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist; etc.)	Fees (indicate whather paid or estimated.) NOTE; "hourly rate" or "i.b.d." is not an acceptable response.
			
(Add sheets if necessary)			ر به در به به به در
[X] Check here if the Disclo	osing Party	y has not retained, nor expects to re	tain, any such persons or entitio
SECTION V - CERTIFIC	CATION	8	
A. COURT-ORDERED C	HILD SUI	PPORT COMPLIANCE	
Under MCC Section 2-92- remain in compliance with	115, substa their child	antial owners of business entities the support obligations throughout the	at contract with the City must
		ectly owns 10% or more of the Disc tions by any Illinois court of comp	
[]Yes []No [X]No	o person d	irectly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person ent is the person in compliance	ered into a	scourt-approved agreement for pay	ment of all support owed and
[] Yes			
B. FURTHER CERTIFICA	ATIONS	•	
Procurement Services: In Party nor any Affiliated En performance of any public inspector general, or integri investigative, or other simil activity of specified agency	the 5-year tity [see d contract, t ity compil lar akills, o y vendors	the Matter is a contract being handle period preceding the date of this E efinition in (5) below; has engaged the services of an integrity monitor, ance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform the in the future, or continue with a	DS, neither the Disclosing in connection with the independent private sector or entity with legal, auditing, ip the agency monitor the heir business practices so they

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2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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 inaligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is correctly 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entitles will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.
11. 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:
None
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.
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
None
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
None
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
 The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

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None		
		appears on the lines above, it will be
D. CERTIFICATI	ON REGARDING FINANCIAL	INTEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156	have the same meanings if used in this Part D.
after reasonable in		the best of the Disclosing Party's knowledge ee of the City have a financial interest in his o entity in the Matter?
[]Yes	[x] No	
NOTE: If you ch to liem D(1), skip	seked "Yes" to Item D(1), proceed tems D(2) and D(3) and proceed	i to Items D(2) and D(3). If you checked "No to Part B.
official or employed other person or entraces or assessmen "City Property Sal	e shall have a financial interest in ity in the purchase of any property is, or (iii) is sold by virtue of lega	bidding, or otherwise permitted, no City electronists or her own name or in the name of any y that (1) belongs to the City, or (ii) is sold for I process at the suit of the City (collectively, then pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[]Yes	[] No	•
		ames and business addresses of the City offici tify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest

		eranda en la companya de la company La companya de la co
4. The Disclosing		phibited financial interest in the Matter will be

E. CHRITICATION 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 (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.
•

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of
the Disclosing Porty 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, 1 Disclosio	he Disclosing Par ug Party has found	ty verifies that, as a result records of investments or	of conducting the sear profits from slavery or	ch in step (1) above, the slaveholder insurance
policies.	The Disclosing Pa	irty verifies that the follow is of any and all slaves or s	ing constitutes full di	closure of all such
• •	· · · · · · · · · · · · · · · · · · ·			
				
_				•

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

behalf of the Disclosing Party with respect to the Matter.)

List below the Disclosure Act of 199 Party with respect to t	5, as amen	ded, who have mad	e lobbying co	ntacts on p	cehalf of the Disclosing
				· · · · · · · · · · · · · · · · · · ·	
appear, it will be conc	lusively pr	esumed that the Di	sclosing Party	means the	or if the word "None" it NO persons or entities ade lobbying contacts on

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 Ver.2018-1

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 Perty 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. (1) 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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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.

	201 8 -1	<u> </u>	Pago 10 of 15
			(2) above, please provide an explanation:
	[]Yes	[]No	
equ	al opportunity claus	e?	ous contracts or subcontracts subject to the
Con	Have you filed with apliance Programs, licable filing require	or the Equal Er ments?	rting Committee, the Director of the Office of Federal Contract apployment Opportunity Commission all reports due under the [] Reports not required
fede	Have you developed rel regulations? (Se [] Yes	ee 41 CFR Part	ive on file affirmative action programs pursuant to applicable 60-2.)
If"J	Yes," answer the thr	eo questions be	elow:
	ne Disclosing Party (] Yes		

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons of entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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) 744-9560. The Disclosing Party must comply fully with this ordinance.
- C. If the City determines that any information provided in this HDS is false, incomplete or inaccurate, any contract or other agreement in comection 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 City transactions. 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 in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this HDS, 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Alloy Property Holdings, LLC		
(Print or type exact legal name of Disclosing Party)		
ву: 2002		
(Sign here)		
Laura P. Sims		
(Print or type name of person signing)		
President		
(Print or type title of person signing)		
× ·		
Signed and sworn to before me on (date) Dugust 20, 200	,	
	•	
at <u>Dallas</u> County, <u>Texas</u> (state).		e, m <u>. </u>
(SA WIN A DA SURGERIA DA	37.50	JENNIFER SCROGGINS
Notary Public	*	My Notary ID # 124657987
(). · · · · · · · · · · · · · · · · · · ·	10 00	Expires April 11, 2923
Orally app		
Commission expires:		

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 olerk, 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% 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	[X] No									
If yes, please ic which such person whom such person	la connec	ted; (3) t	he name	and titl	e of the	elected	city (fficial	or departe	nent he	ad to
 				<u></u>							
				· · · · ·				e e e e			
							7				

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAWIPROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

regar curity wired	ties only an immer!	connecond mieres; in me wholecant
		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[]Yes	. [X] No	
		blicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
as a building code the pertinent code	scofflaw or problem	entify below the name of each person or legal entity identified a landlord and the address of each building or buildings to which
None	· · · · · · · · · · · · · · · · · · ·	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[]Yes				
[] No				
[X] N/A - I am not	an Applicant that is a	"contractor" as define	d in MCC Section 2-92-385.	
This certification s	hall serve as the affida	vit required by MCC (Section 2-92-385(c)(1).	
If you checked "no	" to the above, please	explain.		
·				
	•	<u>.</u>		
				
			 	

16. ALLOY LOWE JOINT VENTURE, LLC

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:
Alloy Lower Joint Venture, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2, LLC and Alloy Property Company, LLC OR
3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue, Suite 1700 Dallas, Texas 75204
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@ssterlingbay.com
D. Name of contact person: <u>Jessica Simons</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	Ý				
1. Indicate the nature of the Disclosing Pa [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)				
 For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Delaware 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 en [] Yes [X] No	[] Organized in Illinois				
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:					
1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.					
NOTE: Each legal entity listed below must submit an EDS on its own behalf.					
Name See Attachment 2-1	Title				
2. Please provide the following information concerning each person or legal critity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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					

Attachment 2-1

Section II, B. 1. List below the full names and titles of all executive officers and all directors of the entity,

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star R.E. Management Co. IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P.,
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

Name	Business Address	Percentage Interest in the	Applicant
See Attachn	nent 3-1		
SECTION III OFFICIALS	INCOME OR COMPENSATION	TO, OR OWNERSHIP BY, CI	TY ELECTE
	sing Party provided any income or cond preceding the date of this EDS?	npensation to any City elected office [] Yes	•
	osing Party reasonably expect to provi during the 12-month period following		
describe such in	π of the above, please identify below to ncome or compensation:		``
Does any City of inquiry, any City Chapter 2-156	elected official or, to the best of the D ty elected official's spouse or domesti of the Municipal Code of Chicago ("N [x] No	isclosing Party's knowledge after r c partner, have a financial interest	easonable
	identify below the name(s) of such C describe the financial interest(s).	ity elected official(s) and/or spous	e(s)/domestic

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

, ,	• •	
Name	Business Address	Percentage Interest in the Applicant
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

to be retained)	Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
		and the second s	
(Add sheets if necessary)			
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entities
SECTION V CERTIF	FICATION	is	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the support obligations throughout the	
		rectly owns 10% or more of the Disc ations by any Illinois court of comp	
[]Yes []No [X]	No person	directly or indirectly owns 10% or r	nore of the Disclosing Party.
If "Yes," has the person is the person in complian		a court-approved agreement for pay	ment of all support owed and
[]Yes []No			
B. FURTHER CERTIFI	CATIONS		
Procurement Services.] Party nor any Affiliated performance of any publinspector general, or interinvestigative, or other signals.	In the 5-yea Entity [see of ic contract, grity compl milar skills,	the Matter is a contract being handler period preceding the date of this Edefinition in (5) below] has engaged the services of an integrity monitor, iance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform	DS, neither the Disclosing in connection with the independent private sector or entity with legal, auditing, alp the agency monitor the

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

can be considered for agency contracts in the future, or continue with a contract in progress).

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- 3. 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 incligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver. 2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.
11. 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:
None
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.
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
None
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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"): As to any gift listed below, please also list the name of the City recipient.
None
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

	<u> </u>	
· ·	the word "None," or no response a med that the Disclosing Party certif	ppears on the lines above, it will be ied to the above statements.
D. CERTIFICATI	ON REGARDING FINANCIAL IN	TEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 ha	ave the same meanings if used in this Part D.
after reasonable in		ne best of the Disclosing Party's knowledge of the City have a financial interest in his or natity in the Matter?
[] Yes	[X] No	
	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" o Part E.
official or employed other person or end taxes or assessment "City Property Sal	ee shall have a financial interest in hity in the purchase of any property its, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, on pursuant to the City's eminent domain he meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
		mes and business addresses of the City official fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
		_

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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 (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.

x 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 profit	S
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 Paper Property 2. The	arty has four Disclosing	nd records o Party verif	of investries that the	nents or p ne followi	rofits from s	lavery or sl s full discl	aveholder osure of a	insurance:
records, inclu	.,.	2.5.		***	aveholders d		those reco	ords:
		 						
				 				

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

behalf of the Disclosing Party with respect to the Matter.)

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing							
Party with respect to	the Matter:	(Add sheets	if necessa	ry):			_
							
							
					·		
(If no explanation ap		• •		•			

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 Ver.2018-1

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registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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	uestions below:
Have you developed ar federal regulations? (See [] Yes	·
	Joint Reporting Committee, the Director of the Office of Federal Contractive Equal Employment Opportunity Commission all reports due under the onts?
[]Yes	
equal opportunity clause?	any previous contracts or subcontracts subject to the
[] Yes	[] No
If you checked "No" to que	stion (1) or (2) above, please provide an explanation:
· · · · · · · · · · · · · · · · · · ·	
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SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23; Article 1 (imposing PERMANENT INELIGIBILITY) for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Alloy Lower Joint Venture, LLC	
(Print or type exact legal name of Disclosing Party)	•
ву:	
(Sign here)	
Laura P. Sims	
(Print or type name of person signing)	
President (Print or type title of person signing)	
Signed and sworn to before me on (date) Dright 26, 2000,	
_	JENNIFER SCROGGINS
at <u>Dallas</u> County, <u>Texas</u> (state).	My Notary ID # 124657987
Notary Public High	
w : 1 2	
Commission expires: April 132005	

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[A] NO				
which such person	identify below (1) the nanis connected; (3) the nanis a familial relation	ame and title of t	he elected cit	y official or d	lepartment head to
	<u> </u>				

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[]Yes	[X] No	
		blicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	scofflaw or problem	entify below the name of each person or legal entity identified n landlord and the address of each building or buildings to which
Nonc -	- i	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

{ } Yes
[] No
[X] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

17. LSREF4 ALLOY PROPERTY HOLDINGS, LLC

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:						
LSREF4 Alloy Property Holdings, LLC						
Check ONE of the following three boxes:						
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2, LLC and Alloy Property Company, LLC						
OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue. Suite 1700 Dallas, Texas 75204						
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com						
D. Name of contact person: Jessica Simons						
E. Federal Employer Identification No. (if you have one):						
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dicke Kingsbury, Cortland, the Chicago River and Elston						
G. Which City agency or department is requesting this EDS? CDOT						
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:						
Specification #N/A and Contract #N/A						
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

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A. NATURE OF THE DISCLOSING PARTY						
1. Indicate the nature of the Disclosing Par [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	rty: [x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)					
	try) of incorporation or organization, if applicable:					
3. For legal entities not organized in the State business in the State of Illinois as a foreign ent	of Illinois: Has the organization registered to do tity?					
[] Yes [X] No	[] Organized in Illinois					
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:					
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, adminis limited partnerships, limited liability compa	plicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other trator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or too the Applicant.					
NOTE: Each legal entity listed below must su	bmit an EDS on its own behalf.					
Name	Title					
See Attachment 2-1						
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant	concerning each person or legal entity having a direct or months after City action) beneficial interest (including to Examples of such an interest include shares in a cip or joint venture, interest of a member or manager in a					

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Attachment 2-1

Section II,B.1, List below the full names and titles of all executive officers and all directors of the entity.

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star R.E. Management Co. IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P.,
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

Name	Business Address	Percentage Interest in the A	
See Attachm	ent 3-1		
	- INCOME OR COMPENSATION		
	ing Party provided any income or cond preceding the date of this EDS?	npensation to any City elected official	_
	sing Party reasonably expect to providuring the 12-month period following		ny City [x] No
describe such in	of the above, please identify below to come or compensation:		
Does any City e inquiry, any Cit Chapter 2-156 c		isclosing Party's knowledge after reac c partner, have a financial interest (as	sonable
[]Yes		ity elected official(s) and/or spouse(s	٠١/ ا

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

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Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

• •	• • •	
<u>Name</u>	<u>Business Address</u>	Percentage Interest <u>in the</u> - <u>Applicant</u> .
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

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.
(Add sheets if necessary)		, , , , , , , , , , , , , , , , , , ,	
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V – CERTI	FICATION	S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the	
		ectly owns 10% or more of the Disc ations by any Illinois court of comp	
[]Yes []No [X]	No person o	directly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person is the person in compliar		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIF	ICATIONS		
Procurement Services.] Party nor any Affiliated performance of any publinspector general, or inte	In the 5-yea Entity (see of ic contract, egrity compl	the Matter is a contract being hands r period preceding the date of this E definition in (5) below] has engaged the services of an integrity monitor, iance consultant (i.e., an individual designated by a public agency to he	DS, neither the Disclosing , in connection with the independent private sector or entity with legal, auditing,

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

activity of specified agency vendors as well as help the vendors reform their business practices so they

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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11. 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:
None
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.
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
None
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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
None
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

		
	he word "None," or no response a led that the Disclosing Party certif	ppears on the lines above, it will be ied to the above statements.
D. CERTIFICATIO	N REGARDING FINANCIAL IN	NTEREST IN CITY BUSINESS
Any words or terms	defined in MCC Chapter 2-156 ha	ave the same meanings if used in this Part D.
after reasonable inqu		ne best of the Disclosing Party's knowledge of the City have a financial interest in his or ntity in the Matter?
[] Yes	[X] No	
	eked "Yes" to Item D(1), proceed to ems D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" Part E.
official or employee other person or entit taxes or assessments "City Property Sale"	shall have a financial interest in hy in the purchase of any property s, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected also or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter inv	olve a City Property Sale?	
[] Yes	[] No	
3. If you checked " or employees having	Yes" to Item $D(1)$, provide the narge such financial interest and identities	mes and business addresses of the City officials fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest

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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 (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.

x 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.

records,	includi	ng the name	es of any and all slav	ves or slavehold	ders described in those	records:
policies.	. The D	isclosing Pa	arty verifies that the	following cons	stitutes full disclosure o	of all such
Disclosi	ing Party	y has found	records of investme	ents or profits fr	rom slavery or slaveho	lder insurance
2.	The Dis	sclosing Part	ty verifies that, as a	result of condu	acting the search in step	p (1) above, the

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 p	ersons or entit	ies registered	under the f	ederal Lobb	ying
Disclosure Act of 1995, as amended	l, who have ma	ade lobbying	contacts on	behalf of th	e Disclosing
Party with respect to the Matter: (Ac					Ü
		,			
					·
 					
(If an ample of the common to be a located			1 !! \ T	A.II - 'C.41-	1 1131-11
(If no explanation appears or begins					
appear, it will be conclusively presu	imed that the L	Disclosing Pai	ity means th	iat NO pers	ons or entities

appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, 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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 "Ye	es," answer the three	questions bel	ow:
federa	ive you developed a il regulations? (Sec Yes	41 CFR Part (ve on file affirmative action programs pursuant to applicable 60-2.)
Compapplic applic	liance Programs, or able filing requirem	the Equal Ements?	ting Committee, the Director of the Office of Federal Contract aployment Opportunity Commission all reports due under the
[]] Yes	[] No	[] Reports not required
equal	ive you participated opportunity clause? Yes	- •	us contracts or subcontracts subject to the
If you	checked "No" to qu		(2) above, please provide an explanation:

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

LSREF4 Alloy Property Holdings, LLC
(Print or type exact legal name of Disclosing Party)
ву: 2021
(Sign here)
Laura P. Sims (Print or type name of person signing)
(11 miles type mane of person signing)
President
(Print or type title of person signing)
Signed and sworn to before me on (date) August 26, 2007
at <u>Dallas</u> County, <u>Texas</u> (state).
Notary Public Sugges
Commission expires: DON. 11. 2023

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[X] No					
which such person	entify below (1) the na is connected; (3) the na has a familial relations	ame and title	of the elected cit	y official or	department he	ad to
	-			-		
				7	357 - 1 T-1	
_ 						

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
	offlaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
None		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[X] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

18. LSREF4 ALLOY SUPER HOLDINGS, LLC

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:				
LSREF4 Alloy Super Holdings, LLC				
Check ONE of the following three boxes:				
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2. LLC and Alloy Property Company. LLC OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue, Suite 1700 Dallas, Texas 75204				
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com				
D. Name of contact person: <u>Jessica Simons</u>				
E. Federal Employer Identification No. (if you have one):				
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens Kingsbury, Cortland, the Chicago River and Elston				
G. Which City agency or department is requesting this EDS? CDOT				
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:				
Specification # N/A and Contract # N/A				
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY					
1. Indicate the nature of the Disclosing Par [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)				
2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:					
3. For legal entities not organized in the State business in the State of Illinois as a foreign ent	of Illinois: Has the organization registered to do tity?				
[] Yes [X] No	[] Organized in Illinois				
B. IF THE DISCLOSING PARTY IS A LEG.	AL ENTITY:				
1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant:					
NOTE: Each legal entity listed below must submit an EDS on its own behalf.					
Name	Title				
Sec Attachment 2-1					
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant	oncerning each person or legal entity having a direct or nonths after City action) beneficial interest (including Examples of such an interest include shares in a ip or joint venture, interest of a member or manager in a				

Attachment 2-1

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

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC-Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC-Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star R.E. Management Co. IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P.,
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

Name	Business Address	Percentage Interest in the Applicant
SECTION III - OFFICIALS	- INCOME OR COMPENSATION	N TO, OR OWNERSHIP BY, CITY ELECTE
	ing Party provided any income or cond preceding the date of this EDS?	npensation to any City elected official during the
		de any income or compensation to any City the date of this EDS? [] Yes [x] No
ren		
describe such in	come or compensation:	the name(s) of such City elected official(s) and
describe such in	ncome or compensation:	
Does any City e inquiry, any Cit Chapter 2-156 c	elected official or, to the best of the D	isclosing Party's knowledge after reasonable c partner, have a financial interest (as defined in
Does any City e inquiry, any Cit Chapter 2-156 c [] Yes If "yes," please partner(s) and d	elected official or, to the best of the Day elected official's spouse or domestic of the Municipal Code of Chicago ("Manager No identify below the name(s) of such Calescribe the financial interest(s).	isclosing Party's knowledge after reasonable c partner, have a financial interest (as defined in

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

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disclosure.

state "None."

lobbyist (as defined in MCC Chapter 2-156), 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. 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

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

Name	Business Address:	Percentage Interest <u>in the</u> - <u>Applicant</u> .
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LF	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

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.
(Add sheets if necessary))		
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entitie
SECTION V – CERTI	FICATION	vis ·	ι
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
Under MCC Section 2-9 remain in compliance wi	2-415, substith their chil	tantial owners of business entities the d support obligations throughout the	at contract with the City must contract's term.
		rectly owns 10% or more of the Disc ations by any Illinois court of comp	
[]Yes []No [X]	No person	directly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person of is the person in complian		a court-approved agreement for pay tagreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIF	ICATIONS		
Procurement Services.] Party nor any Affiliated performance of any publ inspector general, or inte	In the 5-year Entity [see of ic contract, egrity complete.	the Matter is a contract being handler period preceding the date of this Edefinition in (5) below] has engaged the services of an integrity monitor, liance consultant (i.e., an individual designated by a public agency to he	EDS, neither the Disclosing l, in connection with the independent private sector or entity with legal, auditing,

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

activity of specified agency vendors as well as help the vendors reform their business practices so they

can be considered for agency contracts in the future, or continue with a contract in progress).

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- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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believe has not provided or cannot provide truthful certifications.					
11. 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:					
None '					
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.					
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").					
None					
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.					
None					
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION					
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not 					
a "financial institution" as defined in MCC Section 2-32-455(b).					
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:					

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

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"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

	the word "None," or no response a med that the Disclosing Party certif	ppears on the lines above, it will be ied to the above statements.
D. CERTIFICATI	ON REGARDING FINANCIAL IN	STEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 ha	ave the same meanings if used in this Part D.
after reasonable inc		ne best of the Disclosing Party's knowledge e of the City have a financial interest in his or ntity in the Matter?
[] Yes	[X] No	
•	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" Part E.
official or employed other person or ent daxes or assessmen "City Property Sale	ee shall have a financial interest in hity in the purchase of any property ts, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain he meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
		mes and business addresses of the City official fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
		, , , , , , ,

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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 (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.

x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all recon	rds 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 po	licies
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) about	ve, the

Disclosing Party has for policies. The Disclosing	g Party verifies	that the follo	wing cons	titutes f	ull disclosu	re of all s	iuch
records, including the n	ames of any and						
		~ 					 -
	. <u>.</u> .	<u>-</u>					

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 na	mes of all per	sons or entiti	es registered und	er the federal	Lobbying
Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing					
Party with respect to the Matter: (Add sheets if necessary):					
- ar-yar raopout to the	71.241.017 (1.100				
					
					<u> </u>
					
(1614:				HATAR .	CA 3 05T 0

(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, as amended, 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 Ver.2018-1

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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.

[] Yes	[] No	
If "Yes," answer the three	questions below:	
1. Have you developed ar federal regulations? (See	nd do you have on file affirmative action programs pursuant to appli 41 CFR Part 60-2.) [] No	icable
Compliance Programs, or applicable filing requirement		
[] Yes 3. Have you participated equal opportunity clause? [] Yes	[] No [] Reports not required in any previous contracts or subcontracts subject to the [] No	
If you checked "No" to qu	estion (1) or (2) above, please provide an explanation:	

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SECTION VII – FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

LSREF4 Alloy Super Holdings, LLC	
(Print or type exact legal name of Disclosing Party)	
ву:	
(Sign here)	
Laura P. Sims	
(Print or type name of person signing)	
President (Print or type title of person signing)	
Signed and sworn to before me on (date) Digust 26,200	L.
at <u>Dallas</u> County, <u>Texas</u> (state).	
Notary Public Sugarus	JENNIFER SCROGGINS My Notary ID # 124657987 Expires April 11, 2023
Commission expires: Dokull, 2023	

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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?

fy below (1) the	e name ar	۔ ۔ امام ا		(6) .1			
	e name a	nd title o	of the elected	city offici	al or dep	artment	head to
			<u> </u>				 :
<u> </u>							-
	onnected; (3) th	onnected; (3) the name a	onnected; (3) the name and title of	onnected; (3) the name and title of the elected	onnected; (3) the name and title of the elected city offici	onnected; (3) the name and title of the elected city official or dep	onnected; (3) the name and title of the elected city official or department a familial relationship, and (4) the precise nature of such familial relationship.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	scofflaw or problem	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

This certification	shall serve as the	affidavit re	quired by M	CC Section 2-9	2-385(c)(1).	
If you checked "n	o" to the above, p	olease expla	iin.			
			<u> </u>			<u> </u>
		 	· · · · · · · · · · · · · · · · · · ·		·····	
			,			<u> </u>

19. ALLOY UPPER JOINT VENTURE, LLC

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:
Alloy Upper Joint Venture, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR
2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2, LLC and Alloy Property Company, LLC
OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue, Suite 1700 Dallas, Texas 75204
C. Telephone: 3.12-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: <u>Jessica Simons</u> .
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	· ·
1. Indicate the nature of the Disclosing Pa [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign coun	ntry) of incorporation or organization, if applicable:
	of Illinois: Has the organization registered to do
[] Yes [X] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability compa	oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or it of the Applicant.
NOTE: Each legal entity listed below must su	ibmit an EDS on its own behalf.
Name	Title
See Attachment 2-1	
indirect, current or prospective (i.e. within 6 mownership) in excess of 7.5% of the Applican	concerning each person or legal entity having a direct or nonths after City action) beneficial interest (including t. Examples of such an interest include shares in a nip or joint venture, interest of a member or manager in a

Attachment 2-1

Section II.B.1, List below the full names and titles of all executive officers and all directors of the entity.

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star R.E. Management Co. IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P.,
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

	Business Address	Percentage Interest in the Applicant
See Attachme	ent 3-1	
		N TO, OR OWNERSHIP BY, CITY ELECT
	ng Party provided any income or compreceding the date of this EDS?	npensation to any City elected official during th
	sing Party reasonably expect to provi uring the 12-month period following	de any income or compensation to any City the date of this EDS? [] Yes [x] No
describe such inc	come or compensation:	he name(s) of such City elected official(s) and
inquiry, any City	ected official or, to the best of the D	isclosing Party's knowledge after reasonable or partner, have a financial interest (as defined in ICC")) in the Disclosing Party?

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

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Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

Name	<u>Business Address</u> 	Percentage Interest <u>in the</u> <u>Applicant</u>
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	.100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

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.
(Add sheets if necessary))		
[X] Check here if the Dis	closing Part	ty has not retained, nor expects to re	etain, any such persons or entiti
SECTION V - CERTI	FICATION	NS	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		tantial owners of business entities the disapport obligations throughout the	
		rectly owns 10% or more of the Dis ations by any Illinois court of comp	
[]Yes []No [X]	No person	directly or indirectly owns 10% or r	nore of the Disclosing Party.
If "Yes," has the person is the person in complian		a court-approved agreement for page agreement?	yment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFI	ICATIONS		
Procurement Services.] Party nor any Affiliated performance of any publinspector general, or interinvestigative, or other sin	In the 5-year Entity [see of lic contract, egrity complemilar skills,	the Matter is a contract being hand ar period preceding the date of this I definition in (5) below] has engaged the services of an integrity monitor hance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform	EDS, neither the Disclosing I, in connection with the independent private sector or entity with legal, auditing, elp the agency monitor the

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2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.					
11. 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:					
None					
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.					
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").					
None					
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.					
None					
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION					
1. The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not					

a "financial institution" as defined in MCC Section 2-32-455(b).

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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

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knowledge
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no City elected me of any i) is sold for ollectively, t domain
ne City officia erest:
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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 (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.

<u>X</u> 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.

	_	•	-		_		(1) above, the
Disclosing Part	y has foun	id records of	f investmen	ts or profits	from slaver	y or slavehold	er insurance
policies. The D	Disclosing	Party verific	es that the f	ollowing cor	stitutes ful	l disclosure of	all such
records, includi							
records, menda	ing the hai	nes or any a	III all Stave	2 OI SIAVEIIO	ideis descri	inea iii niose i	colus.
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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 reg Disclosure Act of 1995, as amended, who have made lol	bying contacts on behalf of the Disclosing
Party with respect to the Matter: (Add sheets if necessar	y):
(If no explanation appears or begins on the lines above, appear, it will be conclusively presumed that the Disclos registered under the Lobbying Disclosure Act of 1995, a behalf of the Disclosing Party with respect to the Matter	sing Party means that NO persons or entities as amended, have made lobbying contacts or

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 Ver.2018-1

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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.

·	······································	
If you checked "No" to		(2) above, please provide an explanation:
equal opportunity clau [] Yes		·
3. Have you participa	ted in any previ	ous contracts or subcontracts subject to the
	or the Equal Erements?	rting Committee, the Director of the Office of Federal Contract imployment Opportunity Commission all reports due under the [] Reports not required
Have you develope federal regulations? (S [] Yes		ive on file affirmative action programs pursuant to applicable 60-2.)
If "Yes," answer the the	ree questions be	elow:
[] Yes	[] No	

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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Alloy Upper Joint Venture, LLC	
(Print or type exact legal name of Disclosing Party)	
Ву:	•
(Sign here)	
Laura P. Sims	
(Print or type name of person signing)	
President	
(Print or type title of person signing)	
· ·	16,2017
at Dallas County, Texas (state).	
Notary Public Subjection	JENNIFER SCROGGINS My Notary ID # 124657987 Expires April 11, 2923
Commission expires: <u>Opull</u> , 2023	Expires April 11, 2955

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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?

[] Y CS	[X] No		
which such person	is connected; (3) the nar	ne and title of such person, (2) the name of the legal entity me and title of the elected city official or department head to ip, and (4) the precise nature of such familial relationship.	
	•		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
as a building code s the pertinent code v	cofflaw or probler	lentify below the name of each person or legal entity identified m landlord and the address of each building or buildings to which
None		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

If you checked "no" to the	above, please explain.
	e as the affidavit required by MCC Section 2-92-385(c)(1).
[X] N/A - I am not an Appl	icant that is a "contractor" as defined in MCC Section 2-92-385.
[] No	
[] Yes	

20. LSREF4 SUPER REIT PARTNERS, L.P.

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:		
LSREF4 Super REIT Partners, L.P.		
Check ONE of the following three boxes:		
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2. LLC and Alloy Property Company, LLC		
OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue, Suite 1700 Dallas, Texas 75204		
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com		
D. Name of contact person: <u>Jessica Simons</u>		
E. Federal Employer Identification No. (if you have one):		
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston		
G. Which City agency or department is requesting this EDS? CDOT		
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:		
Specification # N/A and Contract # N/A		
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

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A. NATURE OF THE DISCLOSING PARTY			
1. Indicate the nature of the Disclosing Pa [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [x] Limited partnership [] Trust	[] Limited liability company		
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 [X] No	[] Organized in Illinois		
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:		
List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustec, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.			
NOTE: Each legal entity listed below must submit an EDS on its own behalf.			
Name See Attachment 2-1	Title		
2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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			

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

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC-Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC
LSREF4 Alloy Property Holdings, LLC-Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC-Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC-Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC-non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star R.E. Management Co. IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P.,
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

Name	Business Address	Percentage Interest in the Applicant
See Attachm	nent 3-1	
SECTION III OFFICIALS		TO, OR OWNERSHIP BY, CITY ELECTE
	ing Party provided any income or cond preceding the date of this EDS?	npensation to any City elected official during the [] Yes [x] No
	osing Party reasonably expect to provide during the 12-month period following	dc any income or compensation to any City the date of this EDS? [] Yes [x] No
describe such in	r of the above, please identify below to the compensation:	he name(s) of such City elected official(s) and
	· · · · · · · · · · · · · · · · · · ·	
Does any City of inquiry, any City	elected official or, to the best of the Dity elected official's spouse or domestic of the Municipal Code of Chicago ("Magnetic Examples of the Municipal Code of Chicago ("Magnetic Examples of Chicago ("Magnetic Exampl	c partner, have a financial interest (as defined in
Does any City of inquiry, any Cit Chapter 2-156 of [] Yes If "yes," please	ty elected official's spouse or domestic of the Municipal Code of Chicago ("M [x] No	c partner, have a financial interest (as defined in ICC")) in the Disclosing Party? ity elected official(s) and/or spouse(s)/domestic

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

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disclosure.

state "None."

lobbyist (as defined in MCC Chapter 2-156), 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. 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

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

• •	• •	
Name	Business Address	Percentage Interest <u>in the</u> . <u>Apolicant</u>
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

Name (indicate whether retained or anticipated to be retained)	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.
			
(Add sheets if necessary)			
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entities
SECTION V - CERTI	FICATION	is	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		tantial owners of business entities the	
		rectly owns 10% or more of the Disc ations by any Illinois court of comp	
[]Yes []No [X]	No person	directly or indirectly owns 10% or r	nore of the Disclosing Party.
If "Yes," has the person is the person in complian		a court-approved agreement for pay t agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFI	ICATIONS		
Procurement Services.] Party nor any Affiliated performance of any publinspector general, or interinvestigative, or other sizuctivity of specified agen	In the 5-year Entity [see one contract, egrity complemilar skills, necy vendors	the Matter is a contract being handler period preceding the date of this Edefinition in (5) below has engaged the services of an integrity monitor, liance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reformed to the future, or continue with a	DS, neither the Disclosing I, in connection with the independent private sector or entity with legal, auditing, the agency monitor the their business practices so they

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2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
 - 6. Neither the Disclosing Party, nor any 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.
 - 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
 - 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
 - 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
 - 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver. 2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.		
11. 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:		
None		
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.		
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").		
None		
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.		
None		
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION		
1. The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not		

- a "financial institution" as defined in MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

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None		
If the letters "NA,"		appears on the lines above, it will be
D. CERTIFICATI	ION REGARDING FINANCIAL I	NTEREST IN CITY BUSINESS
Any words or term	ns defined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable in		he best of the Disclosing Party's knowledge e of the City have a financial interest in his or ntity in the Matter?
[] Yes	[X] No	
	ecked "Yes" to Item D(1), proceed Items D(2) and D(3) and proceed t	to Items D(2) and D(3). If you checked "No" o Part E.
official or employed other person or entaxes or assessment "City Property Sal	ee shall have a financial interest in tity in the purchase of any property its, or (iii) is sold by virtue of legal	bidding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, ten pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
		imes and business addresses of the City officials ify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
	•	
		

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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 (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.

X 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 pro	fits
from slavery or slaveholder insurance policies during the slavery era (including insurance policies	es
issued to slaveholders that provided coverage for damage to or injury or death of their slaves), ar	ıd
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

Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):		
appear, it will be conclu registered under the Lot	sively presumed that the Disclosin	if the letters "NA" or if the word "None" og Party means that NO persons or entitie amended, have made lobbying contacts of

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 Ver.2018-1

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 bel	low:
1. Have you developed an federal regulations? (See 4		we on file affirmative action programs pursuant to applicable 60-2.)
Compliance Programs, or applicable filing requirement	the Equal Ements?	ting Committee, the Director of the Office of Federal Contract aployment Opportunity Commission all reports due under the
[] Yes	[]No	[] Reports not required
3. Have you participated equal opportunity clause? [] Yes	in any previo	ous contracts or subcontracts subject to the
If you checked "No" to que	estion (1) or ((2) above, please provide an explanation:

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

LSREF4 Super REIT Partners, L.P.**	
(Print or type exact legal name of Disclosing Party)	·
By: (Sign here)	·
Laura P. Sims	
(Print or type name of person signing)	
President (Print or type title of person signing)	
Signed and sworn to before me on (date) August 24, 2002,	STANLER COLOCOL
at <u>Dallas</u> County, <u>Texas</u> (state).	JENNIFER SCROGGIN My Notary ID # 1246579 Expires April 11, 2023
Notary Public	

**By: LSREF4 GenPar, LLC, its general partner

Commission expires: April 11, 2023

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[X] No					
which such person	entify below (1) th is connected; (3) the	he name and title	e of the electe	ed city official	or department hea	d to
whom such person	has a familial relat	tionship, and (4)	the precise n	ature of such fa	amilial relationshi	p.
· · ·				• • • • • • • • • • • • • • • • • • • •		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[]Yes	[X] No	
		iblicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[]Yes	[] N o	[X] The Applicant is not publicly traded on any exchange.
	cofflaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
None		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

If you checked "no" to the above, please explain.	
This certification shall serve as the affidavit required by MCC Section 2-92-38:	5(c)(1).
[X] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section	on 2-92-385.
[] No	
[] Yes	

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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:
LSREF4 GenPar, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:
OR 3. [X] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control: Alloy Property Company 2, LLC and Alloy Property Company, LLC
B. Business address of the Disclosing Party: 2711 North Haskell Avenue, Suite 1700
Dallas, Texas 75204
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: <u>Jessica Simons</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Part [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
	ry) of incorporation or organization, if applicable:
3. For legal entities not organized in the State	
business in the State of Illinois as a foreign enti	ty?
[] Yes [X] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
the entity; (ii) for not-for-profit corporations, are no such members, write "no members which similar entities, the trustee, executor, administ limited partnerships, limited liability comparison."	plicable, of: (i) all executive officers and all directors of all members, if any, which are legal entities (if there is are legal entities"); (iii) for trusts, estates or other rator, or similarly situated party; (iv) for general or nies, limited liability partnerships or joint ventures, ger or any other person or legal entity that directly or tof the Applicant.
NOTE: Each legal entity listed below must sub	omit an EDS on its own behalf.
Name Sec Attachment 2-1	Title
· · · · · · · · · · · · · · · · · · ·	
indirect, current or prospective (i.e. within 6 me ownership) in excess of 7.5% of the Applicant.	oncerning each person or legal entity having a direct or onths after City action) beneficial interest (including Examples of such an interest include shares in a p or joint venture, interest of a member or manager in a

Attachment 2-1

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

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star R E. Management Co. IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P.,
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

Name	Business Address	Percentage Interest in the	Annlicant
<u> </u>	<u></u>	_	
See Attachm	47 1		
<u></u>	•		
SECTION III - OFFICIALS	- INCOME OR COMPENSATION	TO, OR OWNERSHIP BY, CIT	Y ELECTE
	ing Party provided any income or cond preceding the date of this EDS?	npensation to any City elected offici	al during the [x] No
	sing Party reasonably expect to providuring the 12-month period following		ny City [x] No
	of the above, please identify below to come or compensation:		
inquiry, any Cit	lected official or, to the best of the Di y elected official's spouse or domestic of the Municipal Code of Chicago ("M [x] No	partner, have a financial interest (a	
	identify below the name(s) of such Ci escribe the financial interest(s).	ty elected official(s) and/or spouse(s)/domestic

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

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Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	<u>Business Address</u>	Percentage Interest <u>in the</u> . <u>Applicant</u> .
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LF	2 333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 Ň. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

Name (indicate whether retained or anticipated to be retained)	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.
·			· · · · · · · · · · · · · · · · · · ·
(Add sheets if necessary)			
[X] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V - CERTIF	FICATION	rs.	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the d support obligations throughout the	
		ectly owns 10% or more of the Disc ations by any Illinois court of compe	
[] Yes [] No [X]	No person c	directly or indirectly owns 10% or m	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian	ntered into	a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFIC	CATIONS		.
Procurement Services.] I Party nor any Affiliated I performance of any publi inspector general, or inte investigative, or other sin activity of specified agen	In the 5-year Entity [see dic contract, the grity compliant is compliant in the grity compliant is contract. The grity compliant is contract. The grity contract is contract. The grity contra	the Matter is a contract being handler period preceding the date of this Elefinition in (5) below] has engaged the services of an integrity monitor, iance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform the in the future, or continue with a certain the future.	DS, neither the Disclosing, in connection with the independent private sector or entity with legal, auditing, lp the agency monitor the heir business practices so they

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2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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believe has not provided or cannot provide truthful certifications.
11. 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:
None
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusivel presumed that the Disclosing Party certified to the above statements.
12. 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 date of this EDS, an employee, or elected or appointed official, of the Cit of Chicago (if none, indicate with "N/A" or "none").
None
13. 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 appoints 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
None
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

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	e word "None," or no response aped that the Disclosing Party certification	opears on the lines above, it will be ited to the above statements.
D. CERTIFICATION	N REGARDING FINANCIAL IN	ITEREST IN CITY BUSINESS
Any words or terms d	lefined in MCC Chapter 2-156 ha	we the same meanings if used in this Part D.
ister reasonable inqui		e best of the Disclosing Party's knowledge of the City have a financial interest in his or tity in the Matter?
[] Yes	[X] No	
	ted "Yes" to Item D(1), proceed toms D(2) and D(3) and proceed to	o Items D(2) and D(3). If you checked "No" Part E.
official or employees other person or entity axes or assessments, 'City Property Sale")	shall have a financial interest in h in the purchase of any property t or (iii) is sold by virtue of legal p	dding, or otherwise permitted, no City elected is or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain or meaning of this Part D.
Does the Matter invo	lve a City Property Sale?	
[] Yes	[] No	
		nes and business addresses of the City official fy the nature of the financial interest:
Name ·	Business Address	Nature of Financial Interest

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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 (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.
\underline{x} 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 entitics registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(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, as amended, have made lobbying contacts or

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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 Applica	int?
[]Yes []No	
If "Yes," answer the three question	s below:
Have you developed and do yo federal regulations? (See 41 CFR [] Yes	·
	Reporting Committee, the Director of the Office of Federal Contract al Employment Opportunity Commission all reports due under the [] Reports not required
3. Have you participated in any prequal opportunity clause? [] Yes [] No	revious contracts or subcontracts subject to the
If you checked "No" to question (1) or (2) above, please provide an explanation:

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SECTION VII – FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

LSREF4 GenPar, LLC	
(Print or type exact legal name of Disclosing Party)	
ву:	
(Sign here)	
Laura P. Sims	
(Print or type name of person signing)	
President	•
(Print or type title of person signing)	
Signed and sworn to before me on (date) Dugust 24,200,	
at <u>Dallas</u> County, <u>Texas</u> (state).	8
Charles A Sugaran	JENNIFER SCROGGINS
- Allinger surger	My Notary ID # 124657937 Expires April 11, 2923
Notary Public	

Commission expires: April 11,2023

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[X] No				
which such person	entify below (1) the r is connected; (3) the has a familial relation	name and title o	f the elected cit	ty official or depart	ment head to
			*·		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	cofflaw or probler	lentify below the name of each person or legal entity identified π landlord and the address of each building or buildings to which
None		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[X] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

22. LONE STAR REAL ESTATE FUND IV (U.S.) L.P.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting	g this EDS. Include d/b/a/ if applicable:		
Lone Star Real Estate Fund IV (U.S.), L.P.			
Check ONE of the following three boxes:			
the contract, transaction or other undertaking to v	icipated to hold within six months after City action on which this EDS pertains (referred to below as the f 7.5% in the Applicant. State the Applicant's legal		
	right of control of the Applicant (see Section II(B)(1)) sclosing Party holds a right of control:		
B. Business address of the Disclosing Party:	2711 North Haskell Avenue, Suite 1700 Dallas, Texas 75204		
C. Telephone: <u>312-466-4100</u> Fax: <u>3.12-</u>	874-7008 Email: jsimons@sterlingbay.com		
D. Name of contact person: <u>Jessica Simons</u>			
E. Federal Employer Identification No. (if you h	ave one):		
property, if applicable):	EDS pertains. (Include project number and location of perty generally bounded by Webster, Dominick, Dickenston		
G. Which City agency or department is requestir	ng this EDS? CDOT		
If the Matter is a contract being handled by the C complete the following:	City's Department of Procurement Services, please		
Specification #N/A	and Contract # N/A		
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	Y.
Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Indicate the nature of the Disclosing Pa Person Sole proprietorship Indicate the nature of the Disclosing Pa Indicate the Disclosing P	[] Eimited liability company
2. For legal entities, the state (or foreign coun	ntry) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the State business in the State of Illinois as a foreign en	e of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members while similar entities, the trustee, executor, administrative partnerships, limited liability comparing	oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there chare legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or it of the Applicant.
NOTE: Each legal entity listed below must su	ibmit an EDS on its own behalf.
Name See Attachment 2-1	Title
	-
indirect, current or prospective (i.e. within 6 nownership) in excess of 7.5% of the Applicant	concerning each person or legal entity having a direct or nonths after City action) beneficial interest (including t. Examples of such an interest include shares in a

Attachment 2-1

Section II.B.1, List below the full names and titles of all executive officers and all directors of the entity,

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC-Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC.
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC-Managing Member of LSREF4 Alloy Property Holdings, LLC
LSREF4 Super Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC-non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star R.E. Management Co. IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P., whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

COMPENSATION 1	TO, OR OWNERSHIP BY, CIT	
COMPENSATION 1		
d any income or com-		
ate of this EDS?	ensation to any City elected offic	ial during the [x] No
nth period following th	ne date of this EDS? [] Yes	[x] No
sation:	•	
to the best of the Disc s spouse or domestic p	closing Party's knowledge after repartner, have a financial interest (asonable
cial interest(s).	elected official(s) and/or spouse	,
	to the best of the Disc s spouse or domestic p Code of Chicago ("MC o	to the best of the Disclosing Party's knowledge after rest spouse or domestic partner, have a financial interest (Code of Chicago ("MCC")) in the Disclosing Party? o e name(s) of such City elected official(s) and/or spouse

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	Business Address	Percentage Interest <u>in the</u> Applicant
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	2 333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

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.
(Add sheets if necessary)		
[X] Check here if the Dis	sclosing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTI	FICATION	is	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	ı
		tantial owners of business entities the	
		rectly owns 10% or more of the Disc ations by any Illinois court of comp	
[]Ycs []No [X	No person	directly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person is the person in complian		a court-approved agreement for pay t agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIF	ICATIONS		
Procurement Services.] Party nor any Affiliated performance of any pub inspector general, or into	In the 5-year Entity [see lie contract, egrity comp	The Matter is a contract being handled period preceding the date of this Edefinition in (5) below has engaged the services of an integrity monitor, liance consultant (i.e., an individual designated by a public agency to he	DS, neither the Disclosing , in connection with the independent private sector or entity with legal, auditing,

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

activity of specified agency vendors as well as help the vendors reform their business practices so they

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- The Disclosing Party certifies that the Disclosing Party (check one)
 is [X] is not
 - a "financial institution" as defined in MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

None		<u> </u>
	'the word "None," or no response a med that the Disclosing Party certif	
D. CERTIFICATI	ION REGARDING FINANCIAL IN	TEREST IN CITY BUSINESS
Any words or term	ns defined in MCC Chapter 2-156 ha	ave the same meanings if used in this Part D.
after reasonable in		best of the Disclosing Party's knowledge of the City have a financial interest in his or ntity in the Matter?
[] Yes	[x] No	•
	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	o Items D(2) and D(3). If you checked "No" Part E.
official or employ other person or en taxes or assessmen "City Property Sal	ee shall have a financial interest in the tity in the purchase of any property its, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected is or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter in	nvolve a City Property Sale?	
[] Yes	[] No	
		mes and business addresses of the City official fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
		
•		

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 (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.

x 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, th							
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:							
<u> </u>	· · · · · · · · · · · · · · · · · · ·	····					
•	•						
	`				·		
_							

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

 List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosir Party with respect to the Matter: (Add sheets if necessary): 				
(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 entition registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts obehalf 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 Ver.2018-1

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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.

[] Yes [] No
If "Yes," answer the three questions below:
 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 Contra Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? [] Yes [] No [] Reports not required
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:

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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Lone Star Real Estate Fund IV (U.S.), L.P.**		
(Print or type exact legal name of Disclosing Party)		
By: (Sign here)		
Faith McManus		
(Print or type name of person signing)		
Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)	Z	
at <u>Dallas</u> County, <u>Texas</u> (state).		
Notary Public W	×	JENNIFER SCROGGINS My Notary ID # 124657987 Expires April 11, 2023
Commission expires: Dorul 1, 2003		

**By: Lone Star Real Estate Partners IV, L.P., its general partner, By: Lone Star R.E. Management Co. IV, Ltd., it's general partner

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[X] No				
which such person	dentify below (1) the name is connected; (3) the name has a familial relations.	ame and title of the e	lected city officia	al or department head	to
					

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

			, is the Applicant or any Owner identified as a building code o MCC Section 2-92-416?
	[] Ye s	[X] No	
th			icly traded on any exchange, is any officer or director of de scofflaw or problem landlord pursuant to MCC Section
	[] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
as		or problem	ntify below the name of each person or legal entity identified landlord and the address of each building or buildings to which
_1	Vone		
-			

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

	······································
If you checked "no" to the above, please explain.	
This certification shall serve as the affidavit required by MCC Section	ion 2-92-385(c)(1).
[X] N/A - I am not an Applicant that is a "contractor" as defined in	MCC Section 2-92-385.
[] No	
[] Yes	

23. LONE STAR REAL ESTATE PARTNERS IV, L.P.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the I	Disclosing Party submitting	ng this EDS. Includ	le d/b/a/ if applicable:
Lone Star Real Estate	Partners IV, L.P.		-
Check ONE of the following	owing three boxes:		
Indicate whether the Di 1. [] the Applicar OR	sclosing Party submitting	g this EDS is:	
the contract, transaction "Matter"), a direct or in name:	or other undertaking to	which this EDS per of 7.5% in the Appl	thin six months after City action on tains (referred to below as the icant. State the Applicant's legal
3. [X] a legal entity State the legal name of		right of control of t	the Applicant (see Section II(B)(1)) ds a right of control:
B. Business address of	the Disclosing Party:	2711 North Hask	tell Avenue, Suite 1700
		Dallas. Texas 75	204
C. Telephone: <u>312-46</u>	66-4100 Fax: 312	-874-7008 I	Email: <u>jsimons@sterlingbay.com</u>
D. Name of contact pe	rson: <u>Jessica Simons</u>		
E. Federal Employer I	dentification No. (if you	have one): _	
property, if applicable) Application for subdiv	; •	operty generally bo	lude project number and location of unded by Webster, Dominick, Dickens
G. Which City agency	or department is requesti	ng this EDS? <u>CD</u>	OOT
If the Matter is a contra complete the following		City's Department o	of Procurement Services, please
Specification # N/	Α	and Contract #	Ň/A
Ver.2018-1	Pag	ge 1 of 15	

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

 Indicate the nature of the Disclosing Particle Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign coun	ntry) of incorporation or organization, if applicable:
Bermuda	
3. For legal entities not organized in the State business in the State of Illinois as a foreign en	of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members which similar entities, the trustee, executor, administ limited partnerships, limited liability compared.	oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or it of the Applicant.
NOTE: Each legal entity listed below must su	ibmit an EDS on its own behalf.
Name See Attachment 2-1	Title
indirect, current or prospective (i.e. within 6 n ownership) in excess of 7.5% of the Applican	concerning each person or legal entity having a direct or nonths after City action) beneficial interest (including t. Examples of such an interest include shares in a hip or joint venture, interest of a member or manager in a

Attachment 2-1

Section II.B.1. List below the full names and titles of all executive officers and all directors of the entity,

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP: Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Partners IV, LP: -general partner of Lone Star Real Estate Fund IV (U.S.), LP.
Lone Star Real Estate Partners IV, LP: -general partner of Lone Star Real Estate Partners IV, LP.
Whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

state "None." NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf. Business Address Percentage Interest in the Applicant Name See Attachment 3-1 SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED **OFFICIALS** Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [x] No Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes [x] No If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [x] No If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s). SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	<u>Business Address</u>	Percentage Interest <u>in the</u> <u>Applicant</u> .
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

Name (indicate whether retained or anticipated to be retained)	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.
		, , , , , , , , , , , , , , , , , , , ,	
(Add sheets if necessary)			
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V - CERTI	FICATION	IS	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		tantial owners of business entities the support obligations throughout the	
		rectly owns 10% or more of the Disc ations by any Illinois court of comp	
[]Yes []No [X]	No person	directly or indirectly owns 10% or r	nore of the Disclosing Party.
If "Yes," has the person is the person in complian	entered into	a court-approved agreement for pay t agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIF	ICATIONS		
1. [This paragraph 1 ap Procurement Services.]	plies only if In the 5-yea	the Matter is a contract being hand ir period preceding the date of this E	ed by the City's Department of DS, neither the Disclosing

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver. 2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.
11. 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:
None
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.
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
None
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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
None
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

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-MCC Section 2-32		cause it or any of its affiliates (as defined in the meaning of MCC Chapter 2-32, explain
None		
	the word "None," or no response apmed that the Disclosing Party certific	
D. CERTIFICATI	ON REGARDING FINANCIAL IN	TEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 have	ve the same meanings if used in this Part D.
after reasonable in		best of the Disclosing Party's knowledge of the City have a financial interest in his or tity in the Matter?
[] Yes	[x] No	,
	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	Part E.
official or employed other person or ent taxes or assessmen "City Property Sale	e shall have a financial interest in hi ity in the purchase of any property the ts, or (iii) is sold by virtue of legal p	lding, or otherwise permitted, no City elected s or her own name or in the name of any nat (i) belongs to the City, or (ii) is sold for rocess at the suit of the City (collectively, a pursuant to the City's eminent domain meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
	"Yes" to Item D(1), provide the naming such financial interest and identify	nes and business addresses of the City officials y the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
4. The Disclosing	•	bited financial interest in the Matter will be
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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 (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.	
X 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 prof	

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

Disclosing Party has found records of investi	s a result of conducting the search in step (1) above, the ments or profits from slavery or slaveholder insurance he following constitutes full disclosure of all such
records, including the names of any and all s	laves 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

the Disclosing Party has found no such records.

				registered under the		
Disclosure A	ct of 1995, as ame	nded, who	have made	lobbying contacts of	n behalf of the Disclosir	ıg
Party with re	spect to the Matter	: (Add shee	ets if neces	sary):		
,	1			, , -		
						_
						_
			-			-

(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, as amended, 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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 bel	low:
Have you developed a federal regulations? (See [] Yes		ve on file affirmative action programs pursuant to applicable 60-2.)
	the Equal En	rting Committee, the Director of the Office of Federal Contract nployment Opportunity Commission all reports due under the
[] Yes	[] No	[] Reports not required
3. Have you participated equal opportunity clause? [] Yes		ous contracts or subcontracts subject to the
If you checked "No" to qu	iestion (1) or	(2) above, please provide an explanation:
<u> </u>		

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SECTION VII – FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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. I.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 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% 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?

[X] No				
connected; (3) th	ne name and title o	f the elected city	official or de	epartment head to
				
	tify below (1) the	tify below (1) the name and title of connected; (3) the name and title of	tify below (1) the name and title of such person, (2 connected; (3) the name and title of the elected city	tify below (1) the name and title of such person, (2) the name of connected; (3) the name and title of the elected city official or desis a familial relationship, and (4) the precise nature of such famil

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	·
2. If the Applicant the Applicant identi 2-92-416?	is a legal entity pu fied as a building	blicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section.
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
3. If yes to (1) or (2 as a building code s the pertinent code v	cofflaw or problem	entify below the name of each person or legal entity identified a landlord and the address of each building or buildings to which
None		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

j res	
] No	
() N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.	
his certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).	
you checked "no" to the above, please explain.	
	<u></u> -
	 -
	 -

24. LONE STAR R.E. MANAGEMENT CO. IV. LTD

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:				
Lone Star R.E. Management Co. IV, Ltd.				
Check ONE of the following three boxes:				
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action of the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: OR	n			
3. [X] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1) State the legal name of the entity in which the Disclosing Party holds a right of control: Alloy Property Company 2. LLC and Alloy Property Company, LLC)			
B. Business address of the Disclosing Party: 2711 North Haskell Avenue, Suite 1700				
Dallas, Texas 75204				
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com	j			
D. Name of contact person: <u>Jessica Simons</u>				
E. Federal Employer Identification No. (if you have one):				
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dicken Kingsbury, Cortland, the Chicago River and Elston				
G. Which City agency or department is requesting this EDS? CDOT				
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:				
Specification # N/A and Contract # N/A				
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

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Indicate the nature of the Disclosing Par Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Imited partnership Trust	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [x] Other (please specify) Bermuda limited company; U.S. tax entity classification is Bermuda Corporation				
2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:					
Bermuda	·				
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 [X] No	[] Organized in Illinois				
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:					
1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.					
NOTE: Each legal entity listed below must submit an EDS on its own behalf.					
Name See Attachment 2-1	Title				
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant	oncerning each person or legal entity having a direct or on the after City action) beneficial interest (including Examples of such an interest include shares in a ip or joint venture, interest of a member or manager in a				

Page 2 of 15

Attachment 2-1

Section II, B. 1. List below the full names and titles of all executive officers and all directors of the entity,

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings, LLC - Managing Member of Alloy Property Company, LLC
Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings 2, LLC and Alloy
Property Holdings, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), LP.
Lone Star R.E. Management Co. IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P.,
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.			
See Attachme	nt 3-1		
			
SECTION III – OFFICIALS	INCOME OR COMPENSATION	N TO, OR OWNERSHIP BY, CITY	Y ELECTED
	ng Party provided any income or cor preceding the date of this EDS?	npensation to any City elected officia	_
	ing Party reasonably expect to provi uring the 12-month period following	de any income or compensation to any the date of this EDS? [] Yes	ny City [x] No
•	of the above, please identify below to come or compensation:	the name(s) of such City elected offic	cial(s) and
inquiry, any City		isclosing Party's knowledge after react partner, have a financial interest (as ICC") in the Disclosing Party?	
	dentify below the name(s) of such C scribe the financial interest(s).	ity elected official(s) and/or spouse(s)/domestic
SECTION IV -		ACTORS AND OTHER RETAINS	ED PARTIES
The Disclosing Flobbyist (as defin	Party must disclose the name and bushed in MCC Chapter 2-156), account	siness address of each subcontractor, tant, consultant and any other person	attorney, or entity

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disclosurc.

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. 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

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	Business Address	Percentage Interest <u>in the</u> Applicant
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

CERTIFICATION

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

Lone Star Real Estate Partners IV, L.P.**	
(Print or type exact legal name of Disclosing Party)	
By: (Sign here)	•
Faith McManus	
(Print or type name of person signing)	
Vice President (Print or type title of person signing)	
Signed and sworn to before me on (date) August 26,2022,	
at <u>Dallas</u> County, <u>Texas</u> (state).	
Notary Public July 1	JENNIFER SCROGGINS My Notary ID # 124657987 Expires April 11, 2923
Commission expires: Double 2003	

**By: Lone Star R.E. Management Co. IV, Ltd., its general partner

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.
(Add sheets if necessary)			
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entities
SECTION V - CERTI	FICATION	IS	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
	•	tantial owners of business entities the disapport obligations throughout the	,
		rectly owns 10% or more of the Dis ations by any Illinois count of comp	
[]Yes []No [X]	No person	directly or indirectly owns 10% or r	nore of the Disclosing Party,
If "Yes," has the person is the person in complian		a court-approved agreement for page agreement?	yment of all support owed and
[] Yes [] No			
B. FURTHER CERTIF	ICATIONS		
Procurement Services.] Party nor any Affiliated performance of any pub	In the 5-year Entity (secondact,	the Matter is a contract being hand ar period preceding the date of this I definition in (5) below] has engaged the services of an integrity monitor	EDS, neither the Disclosing I, in connection with the , independent private sector

- performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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. arc 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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believe has not provided or cannot provide truthful certifications. 11. 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.			
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").			
None			
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.			
None			
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION			
1. The Displaying Borty portifies that the Displaying Borty (shorts and)			

- The Disclosing Party certifies that the Disclosing Party (check one)
 is [X] is not
 - a "financial institution" as defined in MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

	the word "None," or no response an imed that the Disclosing Party certification.	
D. CERTIFICAT	ION REGARDING FINANCIAL IN	ITEREST IN CITY BUSINESS
Any words or tern	ns defined in MCC Chapter 2-156 ha	eve the same meanings if used in this Part D.
after reasonable in		te best of the Disclosing Party's knowledge of the City have a financial interest in his or ntity in the Matter?
[] Yes	[X] No	
	necked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" Part E.
official or employ other person or en taxes or assessmen "City Property Sal	ee shall have a financial interest in he tity in the purchase of any property onts, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected also r her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter in	nvolve a City Property Sale?	
[] Yes	[] No	
2 If you ahaalead	I "Yes" to Item D(I), provide the nating such financial interest and identi	mes and business addresses of the City official fy the nature of the financial interest:
or employees have		
or employees hav Name	Business Address	Nature of Financial Interest

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 (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.

x 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 slavehold	der insurance
policies. The Disclosing Party verifies that the following constitutes full disclosure of	f all such
records, including the names of any and all slaves or slaveholders described in those r	ecords:
	<u></u>

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

osure Act of 1995, as amended, who have mad	, ,
with respect to the Matter: (Add sheets if nece	essary):
	-

appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, 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. Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 Part	y the Applicant?	
[] Yes	[] No	
If "Yes," answer the t	hree questions bo	elow:
Have you develop federal regulations? (Yes	See 41 CFR Part	eve on file affirmative action programs pursuant to applicable (60-2.)
Compliance Program applicable filing requ	s, or the Equal Er	rting Committee, the Director of the Office of Federal Contract mployment Opportunity Commission all reports due under the
[] Yes	[] No	[] Reports not required
3. Have you particip equal opportunity cla		ous contracts or subcontracts subject to the
. ,		
If you checked "No" i	to question (1) or	(2) above, please provide an explanation:

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Lone Star R.E. Management Co. IV, Ltd.	
(Print or type exact legal-name of Disclosing Party)	
By (Sign here)	J.
Faith McManus	
(Print or type name of person signing)	
Vice President	
(Print or type title of person signing)	
Signed and sworn to before me on (date) August 24 at County, Texas (state). Notary Public.	, WW
Commission expires: Novel 111, 769?	JENNIFER SCROGGINS My Nolary ID # 124657987 Expires April 11, 2023

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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. I. 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 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% 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	[X] No				
which such person	entify below (1) the name a is connected; (3) the name a has a familial relationship,	and title of the el	lected city off	ficial or depa	artment head to
				· · · · · · · · · · · · · · · · · · ·	
·				·- ·- · · · · · · · · · · · · · · · · ·	 .

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
		blicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[]Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
as a building cod		entify below the name of each person or legal entity identified a landlord and the address of each building or buildings to which
None		
	,	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

] Yes	
] No	
x) N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.	
his certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).	
f you checked "no" to the above, please explain.	

25. LSF RE IV CAPITAL INVESTMENTS, L.P.

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;
LSF RE IV Capital Investments, L.P.
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR
2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2. LLC and Alloy Property Company, LLC OR
3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue, Suite 1700
Dallas, Texas 75204
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person:
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	<i>t</i>
 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[] Limited liability company
2. For legal entities, the state (or foreign cour	ntry) of incorporation or organization, if applicable:
3. For legal entities not organized in the State business in the State of Illinois as a foreign en	e of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	SAL ENTITY:
the entity; (ii) for not-for-profit corporation are no such members, write "no members whi similar entities, the trustee, executor, administimated partnerships, limited liability comp	oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or att of the Applicant.
NOTE: Each legal entity listed below must su	ubmit an EDS on its own behalf.
Name None. See attachment 21	Title
indirect, current or prospective (i.e. within 6 in ownership) in excess of 7.5% of the Applicant	concerning each person or legal entity having a direct or months after City action) beneficial interest (including it. Examples of such an interest include shares in a hip or joint venture, interest of a member or manager in a

Attachment 2-1

Section II.B.1. List below the full names and titles of all executive officers and all directors of the entity,

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings 2, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), LP.
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P.
Lone Star Real Estate Partners IV, L.P. -general partner of Lone Star Real Estate Partners IV, L.P. -general Partners IV, L.P. -general

Name	Business Address	Percentage In		
None. See	attachment 3-1		······································	
SECTION III - OFFICIALS	- INCOME OR COMPENSATION			
	ing Party provided any income or cond preceding the date of this EDS?	npensation to any City o	elected officia	
	sing Party reasonably expect to providuring the 12-month period following			
- 100 t	r of the above, please identify below to	•		cial(s) and
Does any City of inquiry, any Cit Chapter 2-156 of	elected official or, to the best of the Di ty elected official's spouse or domestic of the Municipal Code of Chicago ("M [x] No	isclosing Party's knowled	edge after rea	sonable
	identify below the name(s) of such Cilescribe the financial interest(s).	ity elected official(s) an	d/or spouse(s)/domestic

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Attachment 3-1

Section II. B.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

Name	Business Address	Percentage Interest in the Applicant
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100% - Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100% - Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Alloy Upper Joint Venture,	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49% - Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700, Dallas, Texas 75204	48% - Indirect

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.
,			
(Add sheets if necessary)			
[X] Check here if the Dis	closing Part	y has not retained, nor expects to re	tain, any such persons or entities
SECTION V - CERTIF	FICATION	is	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		tantial owners of business entities the	
	-	rectly owns 10% or more of the Disc ations by any Illinois court of comp	• •
[] Yes [] No [X]	No person	directly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person of is the person in compliant		a court-approved agreement for pay t agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFI	CATIONS		
Procurement Services.] Party nor any Affiliated performance of any publinspector general, or inte	In the 5-yea Entity [see of ic contract, grity compl	the Matter is a contract being handled period preceding the date of this Edefinition in (5) below] has engaged the services of an integrity monitor, liance consultant (i.e., an individual designated by a public agency to he	EDS, neither the Disclosing l, in connection with the independent private sector or entity with legal, auditing,

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

activity of specified agency vendors as well as help the vendors reform their business practices so they

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.
11. 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:
None
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.
12. 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 date of this EDS, an employee, or elected or appointed official, of the Cit of Chicago (if none, indicate with "N/A" or "none").
None
13. 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 appointe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
Nonc
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one) [] is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

None		
	the word "None," or no response a med that the Disclosing Party certif	ppears on the lines above, it will be fied to the above statements.
D. CERTIFICATI	ON REGARDING FINANCIAL II	NTEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable in		ne best of the Disclosing Party's knowledge e of the City have a financial interest in his or nitity in the Matter?
[] Yes	oN [K]	
	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" o Part E.
official or employed other person or ent taxes or assessment "City Property Sale	ee shall have a financial interest in lity in the purchase of any property ts, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, ten pursuant to the City's eminent domain he meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[]Yes	[] No	
3. If you checked or employees having	"Yes" to Item D(1), provide the na	mes and business addresses of the City official ify the nature of the financial interest:
	Business Address	Nature of Financial Interest
Namc		
		

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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 (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.

x 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	g Party verifies that, a	s a result of cor	ducting the scarch	in step (1) above, t	1
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					
	· · · · · · · · · · · · · · · · · · ·				_
			· · ·		_
· · · · · · · · · · · · · · · · · · ·		 . 	······································		-

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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):					
Party with respe	ct to the Matte	er: (Add sheets it nec	essary): 		
	·····			<u> </u>	
					

(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, as amended, 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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 Part	y the Applicant?	
[] Yes	[] No	
If "Yes," answer the th	ree questions bel	low:
Have you develop federal regulations? (Yes		ve on file affirmative action programs pursuant to applicable 60-2.)
	s, or the Equal Entrements?	rting Committee, the Director of the Office of Federal Contract inployment Opportunity Commission all reports due under the [] Reports not required
equal opportunity class	ise?	ous contracts or subcontracts subject to the
[]Yes	[] No	
If you checked "No" t	o question (1) or	(2) above, please provide an explanation:
<u></u>		

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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

LSF RE IV Capital investments, L.P.
(Print or type exact legal name of Disclosing Party)
By: Chich all
(Sign here)
Faith McManus
(Print or type name of person signing)
Vice President
(Print or type title of person signing)
1 12 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
Signed and sworn to before me on (date) August 26, 2002
<u>ئ</u>
at <u>Dallas</u> County, <u>Texas</u> (state).
Aumilia Riogrami
Many Surgar
O Notary Public UO

Commission expires: <u>Aprull</u>, wold

** By: Lone Star Real Estate Partners IV, L.P., its general partner, By: Lone Star R.E. Management Co. IV, Ltd., its general partner

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[X] No					
If yes, please ide which such person i whom such person l		he name and	title of the	elected city of	ficial or depa	rtment head to
		·	`_	<u> </u>	<u> </u>	<u> </u>
	· 	-/		· · · · · · · · · · · · · · · · · · ·		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	•
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
	cofflaw or probler	lentify below the name of each person or legal entity identified n landlord and the address of each building or buildings to which
None	- 	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[X] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

26. STERLING BAY LY, LLC

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
Sterling Bay LY, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2, LLC and Alloy Property Company, LLC OR
3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 333 N. Green Street, Suite 1100 Chicago, IL 60607
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: <u>Jessica Simons</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	<i>Y</i>
1. Indicate the nature of the Disclosing Pa. [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	rty: [X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign coun Delaware	stry) of incorporation or organization, if applicable:
	of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability compared to the compar	plicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other trator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or t of the Applicant.
NOTE: Each legal entity listed below must sul	bmit an EDS on its own behalf.
Name None.	Title
	
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant	oncerning each person or legal entity having a direct or nonths after City action) beneficial interest (including . Examples of such an interest include shares in a ip or joint venture, interest of a member or manager in a

Name	Business Address	Percentage Interest in the Applicant
See Attachment		
 		
·	<u> </u>	
SECTION III - OFFICIALS	- INCOME OR COMPENSATION	TO, OR OWNERSHIP BY, CITY ELECTE
	ng Party provided any income or con preceding the date of this EDS?	npensation to any City elected official during the
	sing Party reasonably expect to providuring the 12-month period following	de any income or compensation to any City the date of this EDS? [] Yes [x] No
	come or compensation:	he name(s) of such City elected official(s) and
inquiry, any City		sclosing Party's knowledge after reasonable partner, have a financial interest (as defined in ICC")) in the Disclosing Party?
	dentify below the name(s) of such Ci seribe the financial interest(s).	ty elected official(s) and/or spouse(s)/domestic

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

. <u>Name</u>	<u>Business Address</u>	Percentage Interest <u>in the</u> <u>Applicant</u>
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LF	2 333 N. Green Street, Suite 1100 Chicago, IL 60607	12 .5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

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.
(Add sheets if necessary)		-	
[X] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entities
SECTION V CERTII	FICATION	S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities th I support obligations throughout the	
		ectly owns 10% or more of the Disc ations by any Illinois court of compe	
[] Yes [X] No []	No person d	lirectly or indirectly owns, 10% or m	nore of the Disclosing Party.
If "Yes," has the person e is the person in compliant		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFIC	CATIONS		
Procurement Services.] I Party nor any Affiliated I performance of any publi inspector general, or integinvestigative, or other sin activity of specified agen	n the 5-year Entity [see decontract, to grity compliant skills, coy vendors a	the Matter is a contract being handled period preceding the date of this Elefinition in (5) below] has engaged, the services of an integrity monitor, ance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform that in the future, or continue with a conti	DS, neither the Disclosing, in connection with the independent private sector or entity with legal, auditing, lp the agency monitor the heir business practices so they

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2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entitics will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (I Certifications), the Disclosing Party must explain below: N/A	Further
·	
If the letters "NA," the word "None," or no response appears on the lines above, it will be corpresumed that the Disclosing Party certified to the above statements.	nclusively
12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is complete list of all current employees of the Disclosing Party who were, at any time during the month period preceding the date of this EDS, an employee, or elected or appointed official, o of Chicago (if none, indicate with "N/A" or "none"). N/A	he 12- If the City
13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is complete list of all gifts that the Disclosing Party has given or caused to be given, at any time the 12-month period preceding the execution date of this EDS, to an employee, or elected or official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) a made generally available to City employees or to the general public, or (ii) food or drink provide course of official City business and having a retail value of less than \$25 per recipient, or political contribution otherwise duly reported as required by law (if none, indicate with "N/A "none"). As to any gift listed below, please also list the name of the City recipient. N/A	e during appointed anything vided in (iii) a " or
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION	
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not 	
a "financial institution" as defined in MCC Section 2-32-455(b).	
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 MCC Chapter 2-32. We full pledge that none of our affiliates is, and none of them will become, a predatory lender as defined MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affilial predatory lender may result in the loss of the privilege of doing business with the City."	ined in

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

MCC Section 2-3	2-455(b)) is a predatory lender with	because it or any of its affiliates (as defined in in the meaning of MCC Chapter 2-32, explain
here (attach additi	onal pages if necessary):	
	· · · · · · · · · · · · · · · · · · ·	
	" the word "None," or no response a umed that the Disclosing Party certi	appears on the lines above, it will be fied to the above statements.
D. CERTIFICAT	ION REGARDING FINANCIAL I	NTEREST IN CITY BUSINESS
Any words or term	ns defined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable in		he best of the Disclosing Party's knowledge e of the City have a financial interest in his or ntity in the Matter?
[] Yes	[X] No	
•	ecked "Yes" to Item D(1), proceed Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" o Part E.
official or employ other person or en taxes or assessment "City Property Sal	ee shall have a financial interest in tity in the purchase of any property ats, or (iii) is sold by virtue of legal	hidding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, ten pursuant to the City's eminent domain ne meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
		mes and business addresses of the City officials ify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
 		
	g Party further certifies that no prolity official or employee.	nibited financial interest in the Matter will be

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 (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.
X 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, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(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, as amended, have made lobbying contacts or 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 p

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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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?		`
If "Yes," answer the three of	questions below	r:	
 Have you developed an federal regulations? (See 4) Yes 		on file affirmative action programs pursuant to appear.	plicable
Compliance Programs, or tapplicable filing requireme	he Equal Emple ents?	g Committee, the Director of the Office of Federa syment Opportunity Commission all reports due u	
[] Yes	No] Reports not required	
3. Have you participated i equal opportunity clause? [] Yes	n any previous	contracts or subcontracts subject to the	
If you checked "No" to quo	stion (1) or (2)	above, please provide an explanation:	

CERTIFICATION

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

Sterling Bay LY, LLC	
(Print or type exact legal name of Disclosing Party)	
By: (Sign here)	
Andrew Gloor	
(Print or type name of person signing)	Stadio Dee Contr. Manager and L. I. D. Contra Manager
Sole member of Sterling Bay Capital Management II GP, LLC, general partne Sterling Bay Capital Partners II GP, LLC, managing member of Sterling Bay I	
11 Cominaging member of Sierling Bay IV, LIC	
(Print or type title of person signing)	
Signed and sworn to before me on (date) AMAUSE 29	9,2022
at <u>Cook</u> County, <u>Illinois</u> (state).	
Jennifer Mapie Kuputy	
Notary Public	Janes Comments
	. JENNIFER MARIE KUPIETZ Official Seal
a de la lacar	Notary Public - State of Illinois
Commission expires: 01212025	My Commission Expires Jan 21, 2025

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[x] No				
which such person	entify below (1) the na is connected; (3) the na has a familial relations	ame and title	of the elected	city official or	department head to
<u> </u>			\		
				·	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		t to MCC Section 2-92-416?
[] Yes	[x] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
•	offlaw or problem	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes	
[] No	
[x] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.	'e
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).	
If you checked "no" to the above, please explain.	
	- :
· · · · · · · · · · · · · · · · · · ·	

27. STERLING BAY LY INVESTORS, LLC

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:
Sterling Bay LY Investors, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2, LLC and Alloy Property Company, LLC OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 333 N. Green Street, Suite 1100 Chicago, IL 60607
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: <u>Jessica Simons</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS?
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign cour	ntry) of incorporation or organization, if applicable:
DELAWARE	
3. For legal entities not organized in the State business in the State of Illinois as a foreign en	e of Illinois: Has the organization registered to do tity?
[] Yes [x] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability comparts	oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or t of the Applicant.
NOTE: Each legal entity listed below must su	bmit an EDS on its own behalf.
Name None.	Title

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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 state "None."	company, or interest of a beneficiary	of a trust, estate or othe	er similar enti	ty. If none,
NOTE: Each leg	gal entity listed below may be require	d to submit an EDS on	its own beha	lf.
Name PLEASE SEE ATTA	Business Address ACHMENT 3-1' (ATTACHED)	Percentage In	terest in the A	Applicant
SECTION III - OFFICIALS	- INCOME OR COMPENSATION	TO, OR OWNERSH	IP BY, CIT	Y ELECTED
	ng Party provided any income or com preceding the date of this EDS?	pensation to any City e	elected officia	al during the [x] No
	sing Party reasonably expect to providuring the 12-month period following			ny City [x] No
•	of the above, please identify below the come or compensation:	he name(s) of such City	y elected offic	cial(s) and
inquiry, any City Chapter 2-156 of [] Yes If "yes," please i	lected official or, to the best of the Divelected official's spouse or domestic of the Municipal Code of Chicago ("M [x] No dentify below the name(s) of such Ciescribe the financial interest(s).	e partner, have a financi (CC")) in the Disclosing	ial interest (as g Party?	s defined in
		_ 	<u></u>	

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Attachment 3-1

Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	Business Address	Percentage Interest <u>in the</u> - <u>Applicant</u> .
Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100%- Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15%- Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LF	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85%-Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49%-Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, Texas 75204	48% - Indirect

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.
(Add sheets if necessary)	-		
[x] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entities.
SECTION V CERTII	FICATION	S	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities th I support obligations throughout the	
	•	ectly owns 10% or more of the Disc ations by any Illinois court of compe	
[] Yes [x] No []	No person o	lirectly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and
[] Yes [] No			
B. FURTHER CERTIFIC	CATIONS		
Procurement Services.] I Party nor any Affiliated E performance of any publi inspector general, or inter	In the 5-year Entity [see dic contract, the grity compliant in the grity complete compl	the Matter is a contract being handler period preceding the date of this Elefinition in (5) below] has engaged the services of an integrity monitor, lance consultant (i.c., an individual designated by a public agency to he	DS, neither the Disclosing, in connection with the independent private sector or entity with legal, auditing,

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

activity of specified agency vendors as well as help the vendors reform their business practices so they

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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11. 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: 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.
12. 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 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
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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 [X] is not
a "tinancial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

MCC Chapter 2-32. 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."

MCC Section 2-32		ecause it or any of its affiliates (as defined in n the meaning of MCC Chapter 2-32, explain
	the word "None," or no response a med that the Disclosing Party certif	ppears on the lines above, it will be lied to the above statements.
D. CERTIFICATI	ON REGARDING FINANCIAL II	NTEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable in		ne best of the Disclosing Party's knowledge e of the City have a financial interest in his or natity in the Matter?
[] Yes	[x] No	
_	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" Part E.
official or employed other person or ent taxes or assessment "City Property Sal	ee shall have a financial interest in lity in the purchase of any property ts, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain he meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
•	, ,, <u>,</u>	mes and business addresses of the City officials fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
T.		
		ibited financial interest in the Matter will be

acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

must disclose below or in an attachment to this EDS all information required by (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.
\underline{x} 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.
federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by
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.
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, as amended, who have made lobbying contacts on behalf of the Disclosing

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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 Par	rty the Applicant?	
[] Yes	[] No	
If "Yes," answer the	three questions be	elow:
Have you develoted federal regulations? Yes		ave on file affirmative action programs pursuant to applicable t 60-2.)
Compliance Prograr applicable filing req	ns, or the Equal Er uirements?	orting Committee, the Director of the Office of Federal Contraction and Committee of Federal Contraction of the Office of Theorem 1997 (1997) of the Office of
[] Yes	No	[] Reports not required
3. Have you partici equal opportunity cl		ous contracts or subcontracts subject to the
[] Yes	[] No	
If you checked "No"	to question (1) or	(2) above, please provide an explanation:

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SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Sterling Bay LY Investors, LLC
(Print or type exact leval name of Disclosing Party)
By: (Sign here)
Andrew Gloor
(Print or type name of person signing)
Sole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management II, I.P. managing member of Sterling Bay Capital Partners II GP, LLC, managing member of Sterling Bay LY Manager, LLC, managing member of Sterling Bay LY Investors, LLC
(Print or type title of person signing)
Signed and sworn to before me on (date) August 29, 2022,
at <u>Cook</u> County, <u>Illinois</u> (state).
Notary Public Jennifer Marie Kupietz Official Seal Notary Public - State of Illinois

Commission expires: 0111 2025

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[X] No	
which such person	is connected; (3) the name	e and title of such person, (2) the name of the legal entity the and title of the elected city official or department head to p, and (4) the precise nature of such familial relationship.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
	• • •	blicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[X] The Applicant is not publicly traded on any exchange.
- ' '	cofflaw or problem	entify below the name of each person or legal entity identified n landlord and the address of each building or buildings to which
·	,	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (<u>www.amlegal.com</u>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes
[] No
[x] $N/A - I$ am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

28. SBCP II QUALIFIED PURCHASERS, LP

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:					
SBCP II Qualified Purchasers, LP					
Check ONE of the following three boxes:					
Indicate whether the Disclosing Pa 1. [] the Applicant OR	arty submitting this EDS is:				
the contract, transaction or other un "Matter"), a direct or indirect interes	nolding, or anticipated to hold within six months after City action on indertaking to which this EDS pertains (referred to below as the est in excess of 7.5% in the Applicant. State the Applicant's legal 2, LLC and Alloy Property Company, LLC				
3. [] a legal entity with a dire	ect or indirect right of control of the Applicant (see Section II(B)(1)) in which the Disclosing Party holds a right of control:				
B. Business address of the Disclos	sing Party: 333 N. Green Street, Suite 1100 Chicago, IL 60607				
C. Telephone: <u>312-466-4100</u>	Fax: 312-874-7008 Email: jsimons@sterlingbay.com				
D. Name of contact person:	sica Simons				
E. Federal Employer Identification	n No. (if you have one):				
property, if applicable):	to which this EDS pertains. (Include project number and location of acation for property generally bounded by Webster, Dominick, Dicken River and Elston				
G. Which City agency or departme	ent is requesting this EDS? CDOT				
If the Matter is a contract being has complete the following:	ndled by the City's Department of Procurement Services, please				
Specification # N/A	and Contract # N/A				
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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	Y
 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign cour	ntry) of incorporation or organization, if applicable:
3. For legal entities not organized in the State business in the State of Illinois as a foreign en	e of Illinois: Has the organization registered to do tity?
[x] Yes [] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, administ limited partnerships, limited liability compared	oplicable, of: (i) all executive officers and all directors of s, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other strator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, ager or any other person or legal entity that directly or t of the Applicant.
NOTE: Each legal entity listed below must su	bmit an EDS on its own behalf.
Name None.	Title
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant	concerning each person or legal entity having a direct or nonths after City action) beneficial interest (including the Examples of such an interest include shares in a lip or joint venture, interest of a member or manager in a

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state "None." NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf. Business Address Name Percentage Interest in the Applicant None. SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED **OFFICIALS** Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [x] No Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes x No If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [x] No If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none,

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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)	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.
(Add sheets if necessary)			
[x] Check here if the Disc	closing Part	y has not retained, nor expects to re	tain, any such persons or entities
SECTION V CERTIF	FICATION	s	
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
		antial owners of business entities the support obligations throughout the	
		ectly owns 10% or more of the Disc tions by any Illinois court of compe	
[] Yes [x] No []	No person d	lirectly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person e is the person in complian		a court-approved agreement for pay agreement?	ment of all support owed and
[]Yes []No			
B. FURTHER CERTIFIC	CATIONS		
Procurement Services.] I Party nor any Affiliated F performance of any publi inspector general, or integ investigative, or other sin	n the 5-year Entity (see doccontract, to grity complinilar skills, of	the Matter is a contract being handle period preceding the date of this E efinition in (5) below] has engaged he services of an integrity monitor, ance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform to	DS, neither the Disclosing, in connection with the independent private sector or entity with legal, auditing, lp the agency monitor the

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2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

can be considered for agency contracts in the future, or continue with a contract in progress).

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 incligibility 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 incligible 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

11. 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: 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.
12. 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 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
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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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
 The Disclosing Party certifies that the Disclosing Party (check one) is [X] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to

believe has not provided or cannot provide truthful certifications.

predatory lender may result in the loss of the privilege of doing business with the City."

MCC Section 2-32		ccause it or any of its affiliates (as defined in the meaning of MCC Chapter 2-32, explain
N/A		
	the word "None," or no response a med that the Disclosing Party certif	
D. CERTIFICATI	ON REGARDING FINANCIAL IN	TEREST IN CITY BUSINESS
Any words or term	s defined in MCC Chapter 2-156 ha	eve the same meanings if used in this Part D.
after reasonable in		e best of the Disclosing Party's knowledge of the City have a financial interest in his or atity in the Matter?
[] Yes	[X] No	
-	ecked "Yes" to Item D(1), proceed to Items D(2) and D(3) and proceed to	o Items D(2) and D(3). If you checked "No" Part E.
official or employed other person or ent taxes or assessmen "City Property Sale	ee shall have a financial interest in hity in the purchase of any property ts, or (iii) is sold by virtue of legal	dding, or otherwise permitted, no City elected is or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, on pursuant to the City's eminent domain e meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	·.
		nes and business addresses of the City officials fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
·•····································		
	g Party further certifies that no proh ty official or employee.	ibited financial interest in the Matter will be

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 (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.
\underline{X} 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
 A. CERTIFICATION REGARDING LOBBYING List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing

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 Ver.2018-1

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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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 t	he Applicant?	
[] Yes	[] No	
If "Yes," answer the thre	ec questions be	elow:
 Have you developed federal regulations? (So Yes 	e 41 CFR Part	ave on file affirmative action programs pursuant to applicable t 60-2.)
Compliance Programs, capplicable filing require	or the Equal Er ments?	orting Committee, the Director of the Office of Federal Contraction and Commission all reports due under the
[] Yes		[] Reports not required
3. Have you participate equal opportunity clause		ous contracts or subcontracts subject to the
[] Yes	[] No	
If you checked "No" to	question (1) or	(2) above, please provide an explanation;

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

SBCP II Qualified Purchasers, LP
Print or type exact legal name of Disclosing Party)
y: Company
(Sign here)
Andrew Gloor
Print or type name of person signing)
ole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management II, LP, managing nember of Sterling Bay Capital Partners II GP, LLC, general partner of SBCP II Qualified Purchasers, LP
Print or type title of person signing)
igned and sworn to before me on (date) August 29, 2022,
Cook County, Illinois (state).
Notary Public JENNIFER MARIE KUPIETZ Official Seal Notary Public - State of Illinois My Commission Expires Jan 21, 2025
ommission expires: 01/2/2025

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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?

Ix | No

which such person		such person, (2) the name of the legathe elected city official or departme	
		precise nature of such familial relat	
		 	

[] Yes

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[×] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[]No	[x] The Applicant is not publicly traded on any exchange.
• , ,	offlaw or problen	entify below the name of each person or legal entity identified n landlord and the address of each building or buildings to which

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www:amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

Yes
] No
I_X] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).
If you checked "no" to the above, please explain.

29. ALLOY PROPERTY COMPANY 2, LLC

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:
Alloy Property Company 2, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [X] the Applicant OR 2. [] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: OR
3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue, Suite 1700 Dallas, Texas 75204
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person:
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick, Dickens, Kingsbury, Cortland, the Chicago River and Elston
G. Which City agency or department is requesting this EDS? <u>CDOT</u>
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
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SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

Ver.2018-1

A. NATURE OF THE DISCLOSING PARTY	,
1. Indicate the nature of the Disclosing Par [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign coun Delaware	try) of incorporation or organization, if applicable:
3. For legal entities not organized in the State business in the State of Illinois as a foreign ent	of Illinois: Has the organization registered to do ity?
[x] Yes [] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEG.	AL ENTITY:
the entity; (ii) for not-for-profit corporations are no such members, write "no members whice similar entities, the trustee, executor, adminis limited partnerships, limited liability compa	plicable, of: (i) all executive officers and all directors of it, all members, if any, which are legal entities (if there ch are legal entities"); (iii) for trusts, estates or other trator, or similarly situated party; (iv) for general or anies, limited liability partnerships or joint ventures, iger or any other person or legal entity that directly or toof the Applicant.
NOTE: Each legal entity listed below must su	bmit an EDS on its own behalf.
Name See Attachment 2-1	Title
indirect, current or prospective (i.e. within 6 m ownership) in excess of 7.5% of the Applicant	oncerning each person or legal entity having a direct or nonths after City action) beneficial interest (including Examples of such an interest include shares in a ip or joint venture, interest of a member or manager in a

Page 2 of 15

Attachment 2-1

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

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC Alloy Lower Joint Venture, LLC-Managing Member of Alloy Property Holdings 2, LLC LSREF4 Alloy Property Holdings, LLC-Managing Member of Alloy Lower Joint Venture, LLC LSREF4 Alloy Super Holdings, LLC-Managing Member of LSREF4 Alloy Property Holdings, LLC Alloy Upper Joint Venture, LLC-Managing Member of LSREF4 Alloy Super Holdings, LLC LSREF4 Super REIT Partners, LP.-Managing Member of Alloy Upper Joint Venture, LLC LSREF4 GenPar, LLC-non-economic general partner of LSREF4 Super REIT Partners, LP. Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), LP. Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Partners IV, L.P., whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

Name	Business Address	3 ,,
See Attachm	ent 3-1	
SECTION III - OFFICIALS		N TO, OR OWNERSHIP BY, CITY ELECT
		npensation to any City elected official during to
	sing Party reasonably expect to provi during the 12-month period following	de any income or compensation to any City the date of this EDS? [] Yes [x] No
describe such in	come or compensation:	the name(s) of such City elected official(s) and
Does any City e inquiry, any City	lected official or, to the best of the D	visclosing Party's knowledge after reasonable c partner, have a financial interest (as defined in MCC")) in the Disclosing Party?
	identify below the name(s) of such C escribe the financial interest(s).	tity elected official(s) and/or spouse(s)/domestic

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Attachment 3-1

Section II. B.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e., within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	Business Address	Percentage Interest in the Applicant
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100% - Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100% - Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LF	2 333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49% - Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700, Dallas, Texas 75204	48% - Indirect

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	"hourly rate	e whether nated.) NOTE: " or "t.b.d.;" is table response.
KLOA (retainer)	9575 W. Higgin	Road, Suite 400, Rosemont, IL 60018	Traffic Study	\$9,000 (est.)
DLA Piper (retained)	444 W. Lake Str	eet, Suite 900, Chicago, IL 60606	Attorney	\$50.000 (est.)
Pappageorge Haymes (retained) (Add sheets if necessary)	•	Street, #400, Chicago, IL 60654	Architect	\$75,000 (est.)
[] Check here if the Dis	closing Party	has not retained, nor expects to re	tain, any such	persons or entities.
SECTION V CERTIF	FICATIONS	;		
A. COURT-ORDERED	CHILD SUP	PORT COMPLIANCE		
	•	ntial owners of business entities the support obligations throughout the		
		ctly owns 10% or more of the Discions by any Illinois court of comp		
[] Yes [] No [X]	No person di	rectly or indirectly owns 10% or n	nore of the Dis	closing Party.
If "Yes," has the person of is the person in complian		court-approved agreement for pay agreement?	ment of all sup	oport owed and
[] Yes [] No				
B. FURTHER CERTIFI	CATIONS			
Procurement Services.] Party nor any Affiliated	In the 5-year Entity [see de	ne Matter is a contract being handle period preceding the date of this E finition in (5) below] has engaged	DS, neither th	e Disclosing with the

- 1. [This paragraph I applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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 incligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter I-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.
11. 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: None
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.
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
 The Disclosing Party certifies that the Disclosing Party (check one) is [x] is not
a "financial institution" as defined in MCC Section 2-32-455(b).
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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

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None		
	," the word "None," or no response umed that the Disclosing Party cert	appears on the lines above, it will be fied to the above statements.
D. CERTIFICAT	TION REGARDING FINANCIAL	NTEREST IN CITY BUSINESS
Any words or terr	ns defined in MCC Chapter 2-156	nave the same meanings if used in this Part D.
after reasonable in		the best of the Disclosing Party's knowledge ee of the City have a financial interest in his or entity in the Matter?
[]Yes	[X] No	
	necked "Yes" to Item D(1), proceed to Items $\tilde{D}(2)$ and D(3) and proceed	to Items D(2) and D(3). If you checked "No" to Part E.
official or employ other person or er taxes or assessme "City Property Sa	yee shall have a financial interest in tity in the purchase of any property ats, or (iii) is sold by virtue of legal	bidding, or otherwise permitted, no City elected his or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, ken pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter i	nvolve a City Property Sale?	
[] Yes	[] No	
		ames and business addresses of the City officia tify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest

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 (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.

X 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.

z. ine D	isclosing Party v	erifies that, as a resu	ilt of conducting th	ie search in ster	n (I) above the
Disclosing Par	ty has found rec	ords of investments	or profits from slav	very or slavehol	lder insurance
policies. The l	Disclosing Party	verifies that the foll	owing constitutes i	tuii aisciosure d	of all such
records includ	ing the names of	f any and all slaves of	r clavaholdere das	oribed in those	records:
records, includ	mig mic names of	i ally allu all slaves t	n stavenoiders des	cribed in those	records.
, , , , , , , , , , , , , , , , , , , ,	-	,			
					
	<u>-</u>				
11.4.					
· · · · · · · · · · · · · · · · · · ·					

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

behalf of the Disclosing Party with respect to the Matter.)

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclo Party with respect to the Matter: (Add sheets if necessary):	
appear, it will be conclusive	begins on the lines above, or if the letters "NA" or if the word "None" presumed that the Disclosing Party means that NO persons or entition Disclosure Act of 1995, as amended, have made lobbying contacts of

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 Ver. 2018-1

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 th	ne Applicant?	
[] Yes	[] No	
If "Yes," answer the thre	e questions belo	ow:
Have you developed federal regulations? (See [] Yes		ve on file affirmative action programs pursuant to applicable 60-2.)
Compliance Programs, o applicable filing requires	r the Equal Emments?	ting Committee, the Director of the Office of Federal Contract aployment Opportunity Commission all reports due under the
[] Yes	[]No	[] Reports not required
3. Have you participated equal opportunity clause [] Yes		us contracts or subcontracts subject to the
[] 100	[]	
If you checked "No" to q	uestion (1) or ((2) above, please provide an explanation:
		
		· · · · · · · · · · · · · · · · · · ·

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SECTION VII – FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Alloy Property Company 2, LLC	
(Print or type exact legal name of Disclosing Party)	
By:	
(Sign here)	
Laura P. Sims	
(Print or type name of person signing)	
President (Print on type title of paragraphics)	
(Print or type title of person signing)	
Signed and sworn to before me on (date) August 2	6,700
at Dallas County, Texas (state).	
Juniuser Sugg	· · · · · · · · · · · · · · · · · · ·
Notary Public ()	JENNIFER SCROGGINS My Notary ID # 124657987
Commission expires: DOWN 11.2013	Expires April 11, 2023

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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% 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	[x] No				
which such person	lentify below (1) the na is connected; (3) the na has a familial relations	ame and title of t	he elected cit	y official or d	epartment head to
					

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

			is the Applicant or any Owner identified as a building code MCC Section 2-92-416?
] Yes	[x] No	
	pplicant identified as		icly traded on any exchange, is any officer or director of de scofflaw or problem landlord pursuant to MCC Section
[]] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
as a b		or problem l	tify below the name of each person or legal entity identified and the address of each building or buildings to which
No	one		
the Ap 2-92-4 [] 3. If as a b the pe	pplicant identified as 416? Yes yes to (1) or (2) abovuilding code scofflawartinent code violation	a building cod [] No e, please iden or problem l	de scofflaw or problem landlord pursuant to MCC Section [x] The Applicant is not publicly traded on any exchange. tify below the name of each person or legal entity identified

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[] Yes				;	
[] No					
[x] N/A - I am not an Ap	oplicant that is a "co	ontractor" as defin	ed in MCC Sec	ction 2-92-385.	
This certification shall se	erve as the affidavit	required by MCC	Section 2-92-	385(c)(1).	
If you checked "no" to th	ne above, please exp	olain.			
· <u></u>			<u> </u>		
					<u> </u>
·		······································		<u>-</u>	
		•			

30. ALLOY PROPERTY HOLDINGS 2, LLC

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:
Alloy Property Holdings 2, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Alloy Property Company 2, LLC OR
3. [] a legal entity with a direct or indirect right of control of the Applicant (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: 2711 North Haskell Avenue, Suite 1700 Dallas, Texas 75204
C. Telephone: 312-466-4100 Fax: 312-874-7008 Email: jsimons@sterlingbay.com
D. Name of contact person: <u>Jessica Simons</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable): Application for subdivision and vacation for property generally bounded by Webster, Dominick. Dickens Kingsbury, Cortland: the Chicago River and Elston
G. Which City agency or department is requesting this EDS? CDOT
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A
Var 2018 1 Page 1 of 15

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY	
1. Indicate the nature of the Disclosing Par [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign count Delaware	ry) of incorporation or organization, if applicable:
3. For legal entities not organized in the State of business in the State of Illinois as a foreign entities.	
[] Yes [x] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEGA	L ENTITY:
the entity; (ii) for not-for-profit corporations, are no such members, write "no members which similar entities, the trustee, executor, administrational limited partnerships, limited liability comparisons.	licable, of: (i) all executive officers and all directors of all members, if any, which are legal entities (if there is are legal entities"); (iii) for trusts, estates or other ator, or similarly situated party; (iv) for general or nies, limited liability partnerships or joint ventures, ger or any other person or legal entity that directly or of the Applicant.
NOTE: Each legal entity listed below must sub	mit an EDS on its own behalf.
Name See Attachment 2-1	Title
indirect, current or prospective (i.e. within 6 mc ownership) in excess of 7.5% of the Applicant.	ncerning each person or legal entity having a direct or onths after City action) beneficial interest (including Examples of such an interest include shares in a or joint venture, interest of a member or manager in a

Attachment 2-1

Section II.B.1, List below the full names and titles of all executive officers and all directors of the entity.

Laura P. Sims, President
Faith McManus, Vice President
Mark Schuck, Vice President
Steven R. Shearer, Vice President

Alloy Property Holdings 2, LLC- Managing Member of Alloy Property Company 2, LLC
Alloy Lower Joint Venture, LLC- Managing Member of Alloy Property Holdings 2, LLC
LSREF4 Alloy Property Holdings, LLC- Managing Member of Alloy Lower Joint Venture, LLC
LSREF4 Alloy Super Holdings, LLC- Managing Member of LSREF4 Alloy Property Holdings, LLC
Alloy Upper Joint Venture, LLC- Managing Member of LSREF4 Alloy Super Holdings, LLC
LSREF4 Super REIT Partners, LP.- Managing Member of Alloy Upper Joint Venture, LLC
LSREF4 GenPar, LLC- non-economic general partner of LSREF4 Super REIT Partners, LP.
Lone Star Real Estate Fund IV (U.S.), LP. -sole Member of LSREF4 GenPar, LLC
Lone Star Real Estate Partners IV, LP. -general partner of Lone Star Real Estate Fund IV (U.S.), L.P.
Lone Star R.E. Management Co, IV, Ltd. - general partner of Lone Star Real Estate Partners IV, L.P.,
whose Board of Directors consists of Dawn C. Griffiths, Rebecca Smith, and Vivek Baid

Name	Business Address	Percentage Interest in the	
See Attachme	nt 3-1		
SECTION III - OFFICIALS	- INCOME OR COMPENSATION		Y ELECTEI
	ing Party provided any income or con I preceding the date of this EDS?	npensation to any City elected officia	al during the [x] No
	sing Party reasonably expect to providuring the 12-month period following	•	ny City [x] No
•	of the above, please identify below to	he name(s) of such City elected office	cial(s) and
inquiry, any City	lected official or, to the best of the Di y elected official's spouse or domestic f the Municipal Code of Chicago ("M [x] No	partner, have a financial interest (as	
	dentify below the name(s) of such Ciescribe the financial interest(s).	ty elected official(s) and/or spouse(s)/domestic

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Attachment 3-1

Section II. B.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	Business Address	Percentage Interest in the Applicant
Alloy Property Holdings 2, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100% - Direct
Alloy Lower Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	100% - Indirect
LSREF4 Alloy Property Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Sterling Bay LY, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
Sterling Bay LY Investors, LLC	333 N. Green Street, Suite 1100 Chicago, IL 60607	15% - Indirect
SBCP II Qualified Purchasers, LP	333 N. Green Street, Suite 1100 Chicago, IL 60607	12.5% - Indirect
LSREF4 Alloy Super Holdings, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Alloy Upper Joint Venture, LLC	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
LSREF4 Super REIT Partners, L.P.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	85% - Indirect
Lone Star Real Estate Fund IV (U.S.), LP.	2711 N. Haskell Avenue, Suite 1700 Dallas, TX 75204	49% - Indirect
LSF RE IV Capital Investments, L.P.	2711 N. Haskell Avenue, Suite 1700, Dallas, Texas 75204	48% - Indirect

Name (indicate whether Business retained or anticipated Address to be retained)	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.
(Add sheets if necessary)		
[x] Check here if the Disclosing Part	y has not retained, nor expects to re	tain, any such persons or entities
SECTION V - CERTIFICATION	s	
A. COURT-ORDERED CHILD SU	PPORT COMPLIANCE	
Under MCC Section 2-92-415, substremain in compliance with their child	antial owners of business entities th I support obligations throughout the	at contract with the City must contract's term.
Has any person who directly or indire arrearage on any child support obliga		
[] Yes [] No [x] No person d	irectly or indirectly owns 10% or n	nore of the Disclosing Party.
If "Yes," has the person entered into a is the person in compliance with that		ment of all support owed and
[] Yes [] No		
B. FURTHER CERTIFICATIONS		v
1. [This paragraph 1 applies only if Procurement Services.] In the 5-year Party nor any Affiliated Entity [see d performance of any public contract, t inspector general, or integrity complianvestigative, or other similar skills, activity of specified agency contract can be considered for agency contract.	period preceding the date of this E efinition in (5) below] has engaged he services of an integrity monitor, ance consultant (i.e., an individual designated by a public agency to he as well as help the vendors reform to	DS, neither the Disclosing, in connection with the independent private sector or entity with legal, auditing, lp the agency monitor the heir business practices so they

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2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 incligibility 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Ver.2018-1

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.
11. 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:
None
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.
12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
None
13. 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
 The Disclosing Party certifies that the Disclosing Party (check one) is [x] is not
a "financial institution" as defined in MCC Section 2-32-455(b).

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"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a

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

predatory lender may result in the loss of the privilege of doing business with the City."

		
If the letters "NA," conclusively presu	" the word "None," or no response a nmed that the Disclosing Party certi	ppears on the lines above, it will be fied to the above statements.
D. CERTIFICAT	ION REGARDING FINANCIAL I	NTEREST IN CITY BUSINESS
Any words or term	ns defined in MCC Chapter 2-156 h	ave the same meanings if used in this Part D.
after reasonable in		ne best of the Disclosing Party's knowledge to of the City have a financial interest in his or natity in the Matter?
[] Yes	[x] No	
	ecked "Yes" to Item D(1), proceed Items D(2) and D(3) and proceed to	to Items D(2) and D(3). If you checked "No" Part E.
official or employ other person or en taxes or assessmer "City Property Sal	ee shall have a financial interest in he tity in the purchase of any property nts, or (iii) is sold by virtue of legal	idding, or otherwise permitted, no City elected also or her own name or in the name of any that (i) belongs to the City, or (ii) is sold for process at the suit of the City (collectively, en pursuant to the City's eminent domain the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
		mes and business addresses of the City officials fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest

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 (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.

	•	as a result of conduc stments or profits fro	•	
-	_ ,	the following consti slaves or slaveholde		
	 .,.	, , , , , , , , , , , , , , , , , , , ,		
	 <u> </u>	 		 <u> </u>

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

 List be 	elow the	names of all	persons or entit	ies registered	l under the fec	leral Lobbyin	g
Disclosure A	ct of 199	5, as amende	d, who have madd sheets if ne	ade lobbying		-	_
·	· · · · · · · ·						
-: : ·							

(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, as amended, 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 Ver.2018-1

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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 bel	low:
1. Have you developed ar federal regulations? (See		ve on file affirmative action programs pursuant to applicable 60-2.)
Compliance Programs, or applicable filing requirement	the Equal Ements?	ting Committee, the Director of the Office of Federal Contraction ployment Opportunity Commission all reports due under the
[] Yes	[] No	[] Reports not required
equal opportunity clause?	•	ous contracts or subcontracts subject to the
[] Yes	[] No	
If you checked "No" to que	estion (1) or ((2) above, please provide an explanation:

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SECTION VII – FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance 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 this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

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

Alloy Property Holdings 2, LLC	
(Print or type exact legal name of Disclosing Party)	
By: (Sign here)	
Laura P. Sims	
(Print or type name of person signing)	
President (Print or type title of person signing)	
Signed and sworn to before me on (date) August 26, 200,	
at <u>Dallas</u> County, Texas (state).	
Notary Public	JENNIFER SCROGGINS My Notary ID # 124657987 Expires April 11, 2023
Commission expires: April 11, 2023	

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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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, nicce 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% 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	[x] No					
which such per	se identify below (1) the rson is connected; (3) the rson has a familial related.	e name and titl	le of the electe	ed city official	or department head	d to
						
<u> </u>		<u> </u>	 	·		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

0	•	•
		10, is the Applicant or any Owner identified as a building code to MCC Section 2-92-416?
[] Yes	[X] No	
		ablicly traded on any exchange, is any officer or director of code scofflaw or problem landlord pursuant to MCC Section
[] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
	cofflaw or probler	lentify below the name of each person or legal entity identified in landlord and the address of each building or buildings to which
None		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

					
If you checked "no" t	o the above, please	e explain.			
This certification shall			MCC Section 2-	92-385(c)(1).	
[x] N/A - I am not an	Applicant that is a	a "contractor" as	defined in MCC	Section 2-92-385.	
[] No					
_					