



# City of Chicago



O2022-2921

Office of the City Clerk

## Document Tracking Sheet

<b>Meeting Date:</b>	9/21/2022
<b>Sponsor(s):</b>	Hopkins (2)
<b>Type:</b>	Ordinance
<b>Title:</b>	Vacation of public way(s) in area bounded by N Elston Ave, W Dickens Ave, N Southport Ave and W Willow St
<b>Committee(s) Assignment:</b>	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 4 AND LYING NORTH 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-be-vacated 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.

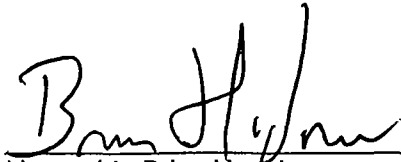
**SECTION 9.** This ordinance shall take effect and be in force from and after its passage and publication. The vacations shall take effect and be in force from and after recording of the published ordinance and approved plat.

Vacations Approved:



Gia Biagi  
Commissioner of Transportation

Introduced By:



Honorable Brian Hopkins  
Alderman, 2nd Ward

CDOT File:

32-02-20-3935

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Exhibit A to ordinance

Plat of Vacation

(Attached)

## LEGEND

HEREBY VACATED	
BUILDING FOOT PRINT	
EXISTING LOT LINES	
LINE BETWEEN SUBDIVISIONS	
PENDING DEDICATION	
AREA OF PERPETUAL PUBLIC WAY EASEMENT	
(R) = RECORD	
(M) = MEASURED	
RA = RADIUS	
CH = CHORD	
CH B = CHORD BEARING	
R.O.W. = RIGHT OF WAY	
SET 5/8" REBAR	
TRAFFIC FLOW	

## PLAT OF VACATION

OF VARIOUS PARCELS IN THE WEST HALF OF SECTION 32, TOWNSHIP 40 NORTH,  
RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

GRAPHIC SCALE



"A"  
SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 28, 31,  
32, 33, 34, TOWNSHIP 40 NORTH, RANGE 14, EAST,  
RECORDED OCTOBER 13, 1853 ANTE-FIRE

"B"  
W. DOMINICK'S SUBDIVISION OF LOTS 1, 2, 3, 4 OF BLOCK K  
IN CHIEF ELD'S ADDITION TO CHICAGO (SEE "A")  
ANTE-FIRE

"C"  
J.F. LAWRENCE'S SUBDIVISION OF LOT 4 OF BLOCK K IN  
SHEFFIELD'S ADDITION TO CHICAGO (SEE "A")  
ANTE-FIRE

"D"  
SUBDIVISION OF BLOCK 13 IN SHEFFIELD'S ADDITION TO  
CHICAGO (SEE "A"), RECORDED NOVEMBER 22, 1852  
AS DOCUMENT NO. 433915 ANTE-FIRE

"E"  
SUBDIVISION OF LOT 1 IN BLOCK 17 IN SHEFFIELD'S  
ADDITION TO CHICAGO RECORDED NOVEMBER 22, 1852  
AS DOCUMENT NO. 433915

"F"  
SUBDIVISION OF BLOCKS 17, 18, 20, 21 (EAST PT. 20) IN  
A. L. IN R. D. R. ADDITION TO CHICAGO (SEE "A")  
RECORDED OCTOBER 27, 1856 ANTE-FIRE

"G"  
VACATED BY ORDINANCE PASSED MARCH 1, 1856  
RECORDED AUGUST 10, 1856 AS DOCUMENT NO. 433915

"H"  
VACATED BY ORDINANCE PASSED JANUARY 10, 1856  
RECORDED FEBRUARY 2, 1856 AS DOCUMENT NO.  
433915

"I"  
VACATED BY ORDINANCE PASSED OCTOBER 1, 1853  
RECORDED JANUARY 6, 1854 AS DOCUMENT NO.  
433915

"J"  
VACATED BY ORDINANCE PASSED JUNE 1, 1856  
RECORDED SEPTEMBER 11, 1856 AS DOCUMENT NO.  
433915

"K"  
VACATED BY ORDINANCE PASSED DECEMBER 4, 1855  
RECORDED MARCH 2, 1856 AS DOCUMENT NO. 433915

"L"  
VACATED BY ORDINANCE PASSED MARCH 25, 1856  
RECORDED APRIL 30, 1856 AS DOCUMENT NO. 433915  
AND RECORDED MAY 7, 1856 AS DOCUMENT NO.  
433915

"M"  
VACATED BY ORDINANCE PASSED JUNE 14, 1851  
RECORDED JULY 30, 1851 AS DOCUMENT NO. 433915

"N"  
VACATED BY ORDINANCE PASSED JUNE 10, 1851  
RECORDED AUGUST 27, 1851 AS DOCUMENT NO.  
433915

"O"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"P"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"Q"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"R"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"S"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"T"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"U"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"V"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"W"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

"X"  
VACATED BY ORDINANCE PASSED MAY 20, 1854  
RECORDED AUGUST 13, 1854 AS DOCUMENT NO.  
433915

CDOT #32-02-20-3935

Ref  
Sept. 13, 2022

PROJECT NO.	2019-26965-001
DATE	1-4
BY	GREY & BERGMAN
CHECKED	1-4
APPROVED	1-4

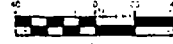
# PLAT OF VACATION

## LEGAL DESCRIPTION

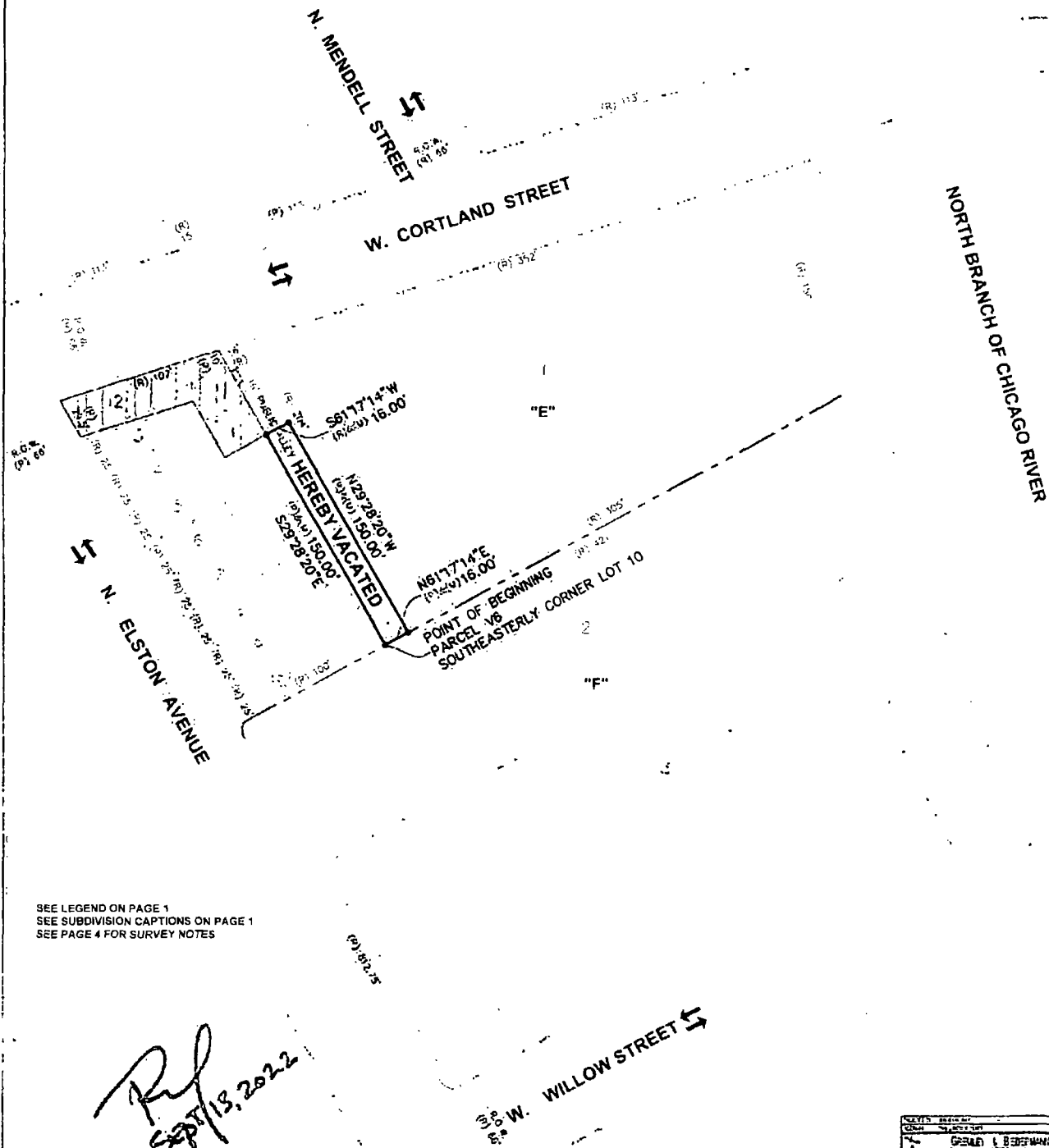
ALL THAT (PARCEL V6) PART OF THE NORTH-SOUTHERLY 18 FOOT WIDE PUBLIC ALLEY LYING EASTERLY OF AND ADJOINING LOTS 3 TO 10, AND LYING WEST OF AND ADJOINING THAT PART OF LOT 1, ALL INCLUSIVE, IN THE SUBDIVISION OF LOT 1 OF BLOCK 17 IN SHEPHERD'S ADDITION TO CHICAGO IN SECTION 32, TOWNSHIP 40 NORTH RANGE 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 27 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 28 DEGREES 28 MINUTES 20 SECONDS EAST ALONG THE EASTERLY LINE OF LOTS 3 TO 10, INCLUSIVE, 160.00 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.

GRAPHIC SCALE



1" = 40'



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

*Ref*  
*SEP 13, 2022*

CDOT #32-02-20-3935

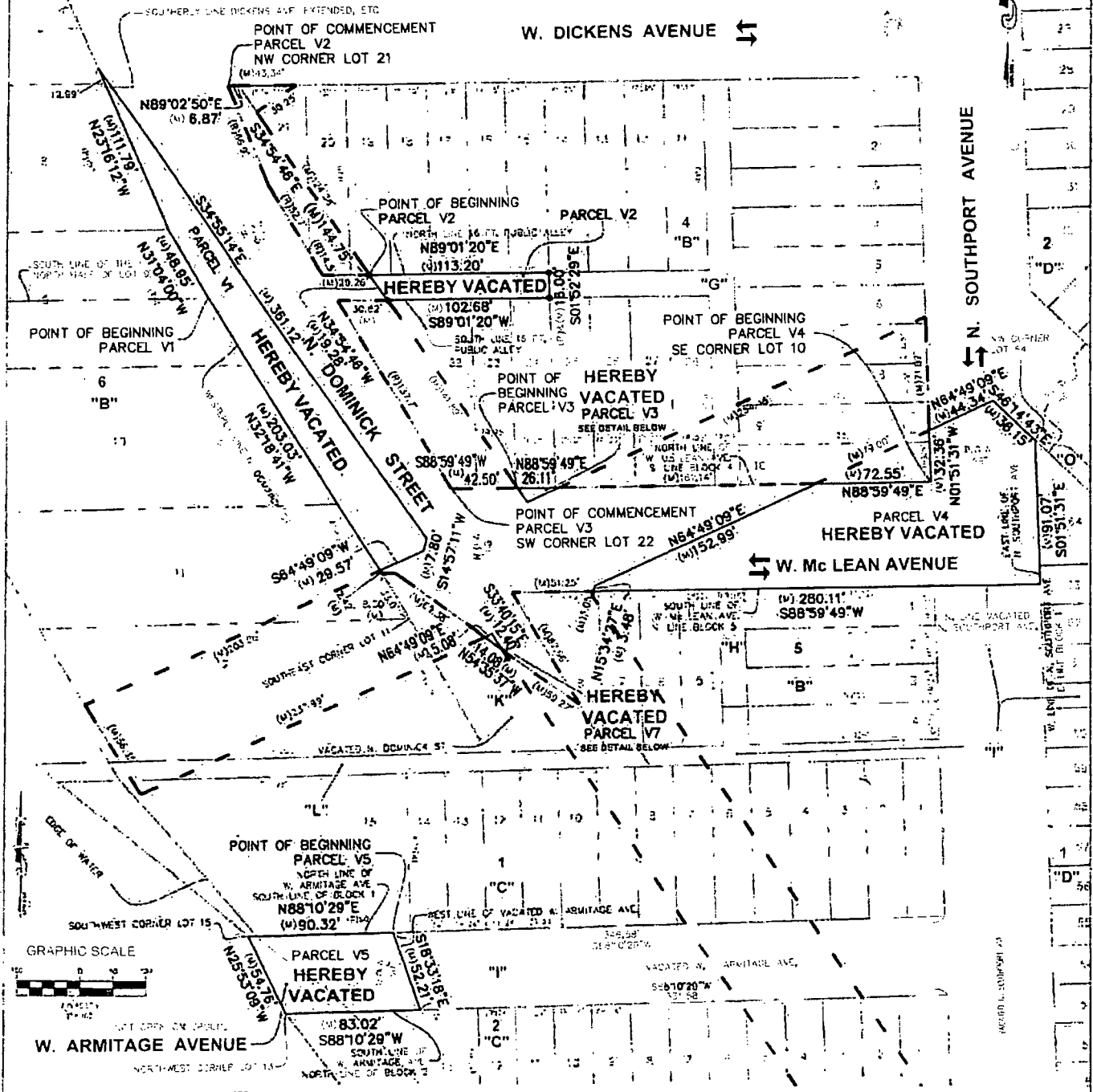
DATE	2022-09-13	BY	CDOT
PROJECT	CHICAGO RIVER		
DESCRIPTION	VACATION OF PUBLIC ALLEY		
REVISION	1		
2019-26965-001	2	4	

EXHIBIT "A"

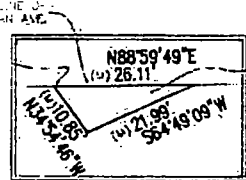
# PLAT OF VACATION

OF VARIOUS PARCELS IN THE WEST HALF OF SECTION 32, TOWNSHIP 40 NORTH  
RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

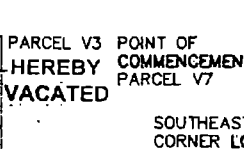
GRAPHIC SCALE



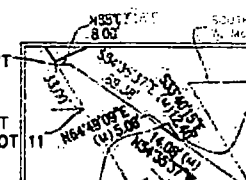
SEE LEGEND ON PAGE 1  
SEE SUBDIVISION CAPTIONS ON PAGE 1  
SEE PAGE 4 FOR LEGAL DESCRIPTIONS OF PARCELS  
ON THIS PAGE  
SEE PAGE 4 FOR SURVEY NOTES



DETAIL  
NO SCALE



DETAIL  
NO SCALE



CDOT #32-02-20-3935	2019-26965-001	3.4
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# PLAT OF VACATION

**LEGAL DESCRIPTION CONTINUED:**

TOGETHER WITH (PARCEL V3) THAT PART OF W. McLEAN AVENUE, 66 FOOT  
RIGHT OF WAY, LING SOUTH AND ADJOINING THAT PART OF LOTS 2,  
AND 25 IN BLOCK 4 IN W.F. DOMINICK'S SUBDIVISION, ANTE-FIRE OF LOTS 1, 2  
4 7 OF 91 COR. 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 28, 29,  
22 & 33 TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE 1840-1841 PRINCIPAL  
MERIDIAN. ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 15,  
1933, ANTE-FIRE DESCRIBED AS FOLLOWS

TOGETHER WITH (H)CLL VY THENCE PART OF W, ARMITAGE AVENUE, S0  
SOUTH RIGHT OF WAY, LYING WEST OF AND ADJOINING THAT PART OF W  
ARMITAGE AVENUE HERETOFORE VACATED BY ORDINANCE RECORDED  
JANUARY 5, 1984 AS DOCUMENT NUMBER 94014614, LYING SOUTH OF AND  
ADJOINING BLOCK 1 AND LOTS 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, ALL IN  
TOWNSHIP 4 NORTH, RANGE 14 EAST, OF THE 11TH PRINCIPAL MERIDIAN, ACCORDING  
TO THE PLAT THEREOF RECORDED OCTOBER 13, 1951, ANTE FIRE,  
DEIGNED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF W, ARMITAGE  
AVENUE, (ALSO BEING THE SOUTH LINE OF SAID BLOCK 3) WITH THE WEST

AND TOGETHER WITH PARCEL (W) THAT PART OF N. DOMINICK STREET, 06  
FOOT RIGHT OF WAY, LYING EASTLY OF AND ADJOINING THAT PART N.  
DOMINICK STREET HERETOFORE VACATED BY ORDINANCE RECORDED AS  
1ST QUARTER OF SECTION 32, TOWNSHIP 46 NORTH, RANGE 14 EAST OF  
THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS:  
COMMENCING ON THE WEST LINE OF N. DOMINICK STREET AT A POINT 32  
FEET SOUTHWEST OF THE CORNER OF LOT 1 IN BLOCK 1 IN W.  
DOMINICK'S SUBDIVISION, AN E. 1/4 OF LOTS 1, 2 & 3 OF BLOCK 14  
OF SHEFFIELD MINES 5 ADDITION TO CHICAGO IN SECTIONS 29, 31, 32 & 33  
TOWNSHIP 46 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN  
AND THENCE S. 89 DEGREES 00 MINUTES 00 SECONDS 00 TENTHS  
AN E. 1/4 BEING ALSO A POINT ON A NORTHEASTLY LINE OF HENETOPPE  
VACATED DOMINICK STREET AFORESAID THENCE NORTH 89 DEGREES 00  
MINUTES 00 SECONDS EAST ALONG SAID NORTHEASTLY LINE 80 FEET TO THE  
POINT OF BEGINNING, THENCE NORTH 89 DEGREES 00 MINUTES 00  
SECONDS EAST ALONG SAID NORTHEASTLY LINE 43.63 FEET TO THE  
POINT OF BEGINNING, THENCE NORTH 14 DEGREES 44 MINUTES 00 SECONDS  
EAST 50 FEET, THENCE SOUTH 33 DEGREES 10 MINUTES 15 SECONDS EAST  
ALONG SAID NORTHEASTLY LINE 100 FEET TO THE POINT OF BEGINNING,  
DOMINICK STREET AFORESAID, THENCE NORTH 54 DEGREES 35 MINUTES 37  
SECONDS WEST ALONG SAID NORTHEASTLY LINE 14.08 FEET TO THE  
POINT OF BEGINNING, IN CLOSURE, 1.14 ACRES, MORE OR LESS,  
BEING THE FAIRN HAY PASTURE, 1.14 ACRES, MORE OR LESS,  
TOTAL AREA OF THE ABOVE DESCRIBED PARCELS IS 3.1555 SQUARE FEET,  
OR 0.78 ACRES, MORE OR LESS.

PARCEL DATA TABLE			
PARCEL	Sq. Ft.	Acres	Area
V1	8,486	0.194	
V2	17,729	0.404	
V3	116	0.003	
V4	10,681	0.242	
V5 TOTAL	43,432	0.999	
PART TALLING WITHIN TRACT	1176	0.027	
REMAINING	31,237	0.712	
V6	2,400	0.055	
V7	41	0.001	

Total Area = 33,059 square feet  
or 0.76 acres, more or less.

CHICAGO DEPARTMENT  
OF TRANSPORTATION

**CDOT #32-02-20-3935**

2019-26965-001

4 of 4

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, **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 **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\_\_

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

**WHEREAS**, 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 within 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. Use and access. 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. Restoration. 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 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 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 **Exhibit I** ("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: 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. Illinois Law. 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. Partial Invalidity. 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. No Third-Party Beneficiaries. 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

By: \_\_\_\_\_

Name:

Title:

**ALLOY PROPERTY COMPANY 2, LLC,**

a Delaware limited liability company

By: \_\_\_\_\_

Name:

Title:

**1511 W. WEBSTER, LLC,**

a Delaware limited liability company

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

Approved As To Form And Legality:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Senior Counsel

STATE OF ILLINOIS       )  
  ) SS  
COUNTY OF COOK       )

I, \_\_\_\_\_, a Notary Public in and for said County, in the State aforesaid, DO  
HEREBY CERTIFY, that \_\_\_\_\_, \_\_\_\_\_ of **ALLOY PROPERTY  
COMPANY, 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.

GIVEN under my hand and notarial seal, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

	_____ Notary Public
My Commission Expires: _____	

STATE OF ILLINOIS       )  
  ) SS  
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.

GIVEN under my hand and notarial seal, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

	_____ Notary Public
My Commission Expires: _____	

STATE OF ILLINOIS       )  
  ) SS  
COUNTY OF COOK       )

I, \_\_\_\_\_, a Notary Public in and for said County, in the State aforesaid, DO  
HEREBY CERTIFY, that \_\_\_\_\_, \_\_\_\_\_ of **1511 W. WEBSTER, 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.

GIVEN under my hand and notarial seal, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

	_____ Notary Public
My Commission Expires: _____	

STATE OF ILLINOIS       )  
  ) SS  
COUNTY OF COOK       )

I, \_\_\_\_\_, a Notary Public in and for said County, in the State aforesaid, DO  
HEREBY CERTIFY, that Andrea R.H. Cheng, Ph.D., P.E., Commissioner of the Department of  
Water Management of THE CITY OF CHICAGO, an Illinois home rule municipality, 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 she signed and  
delivered the said instrument as her own free and voluntary act and as the free and voluntary 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: _____	

**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: \_\_\_\_\_

Name:

Title:

STATE OF ILLINOIS        )  
  ) SS  
COUNTY OF COOK        )

I, \_\_\_\_\_, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that \_\_\_\_\_ of **1511 W. WEBSTER, 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.

GIVEN under my hand and notarial seal, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

	_____ 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]



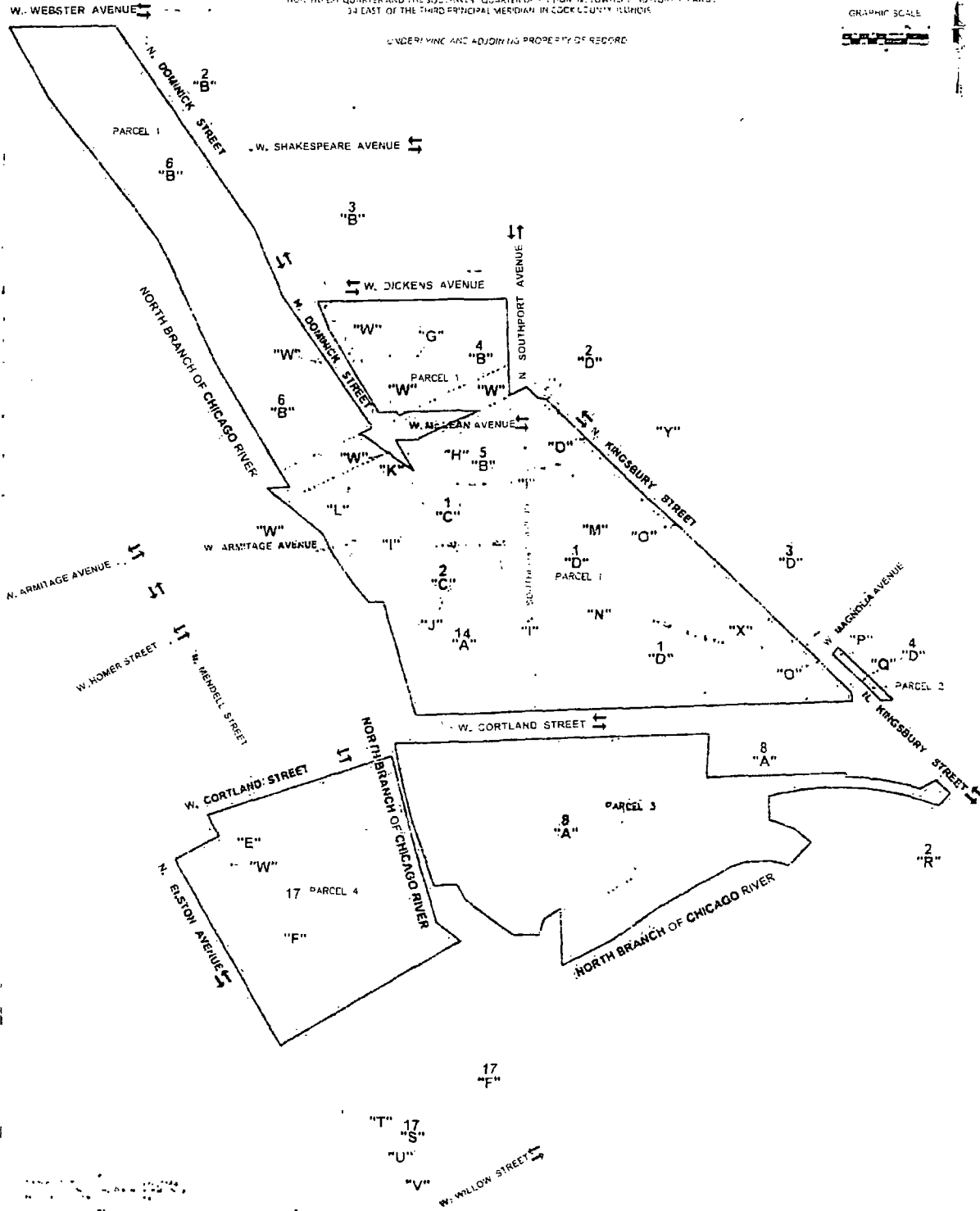
EXHIBIT "A"

# LINCOLN YARDS NORTH RESUBDIVISION

BEING A RESUBDIVISION OF VARIOUS LOTS, BLOCKS AND VACATED PUBLIC RIGHTS OF WAY IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 12, TOWNSHIP 14 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS

UNDERLYING AND ADJOINING PROPERTY OF RECORD

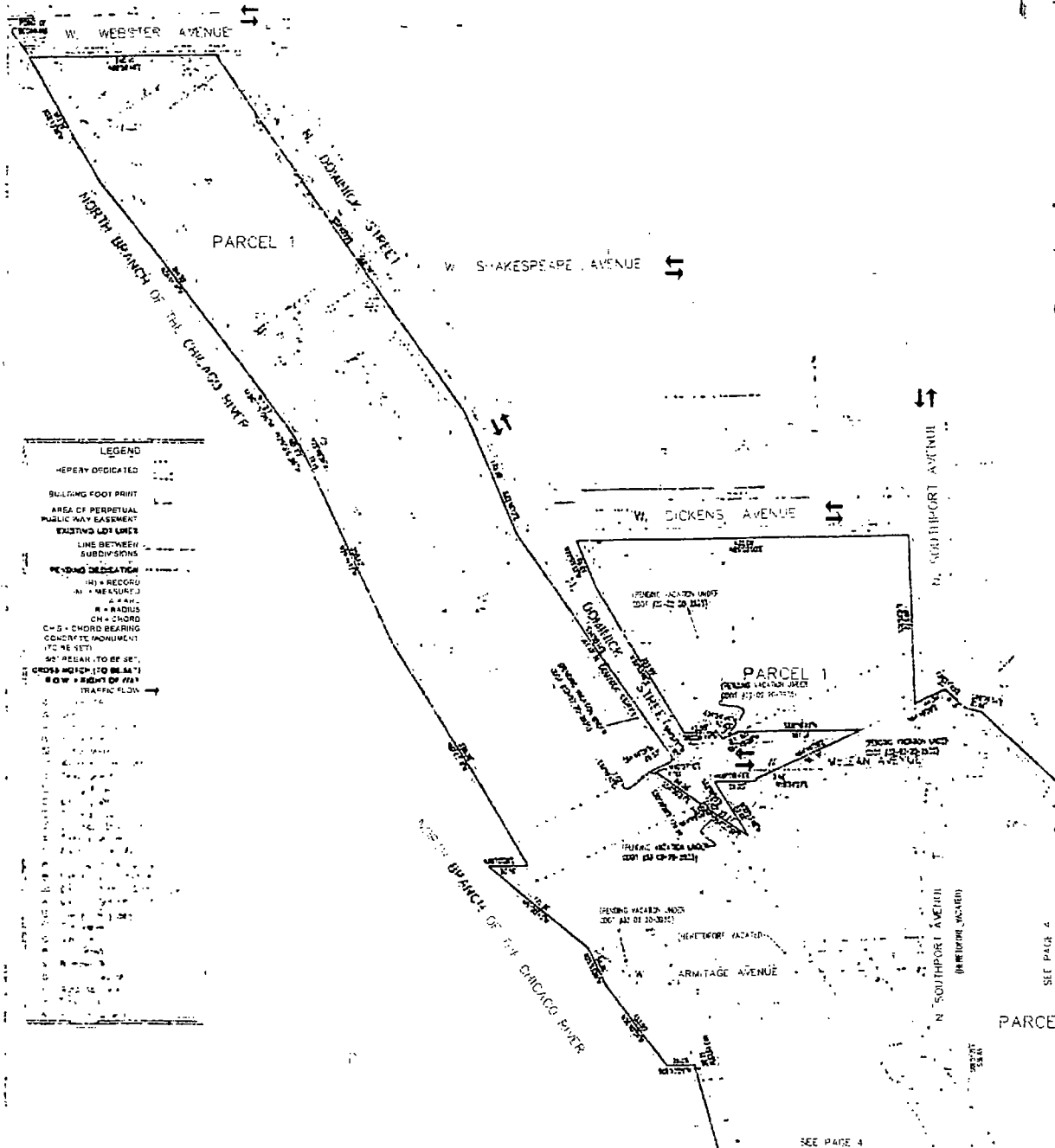
GRAPHIC SCALE



# LINCOLN YARDS NORTH RESUBDIVISION

GRAPHIC SCALE

SURVEY PARCELS EXISTING EASEMENTS AND PHYSICAL IMPROVEMENTS



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PARCE

SEE PAGE

**CDOT #32-02-20-3936**

2020-27544-001

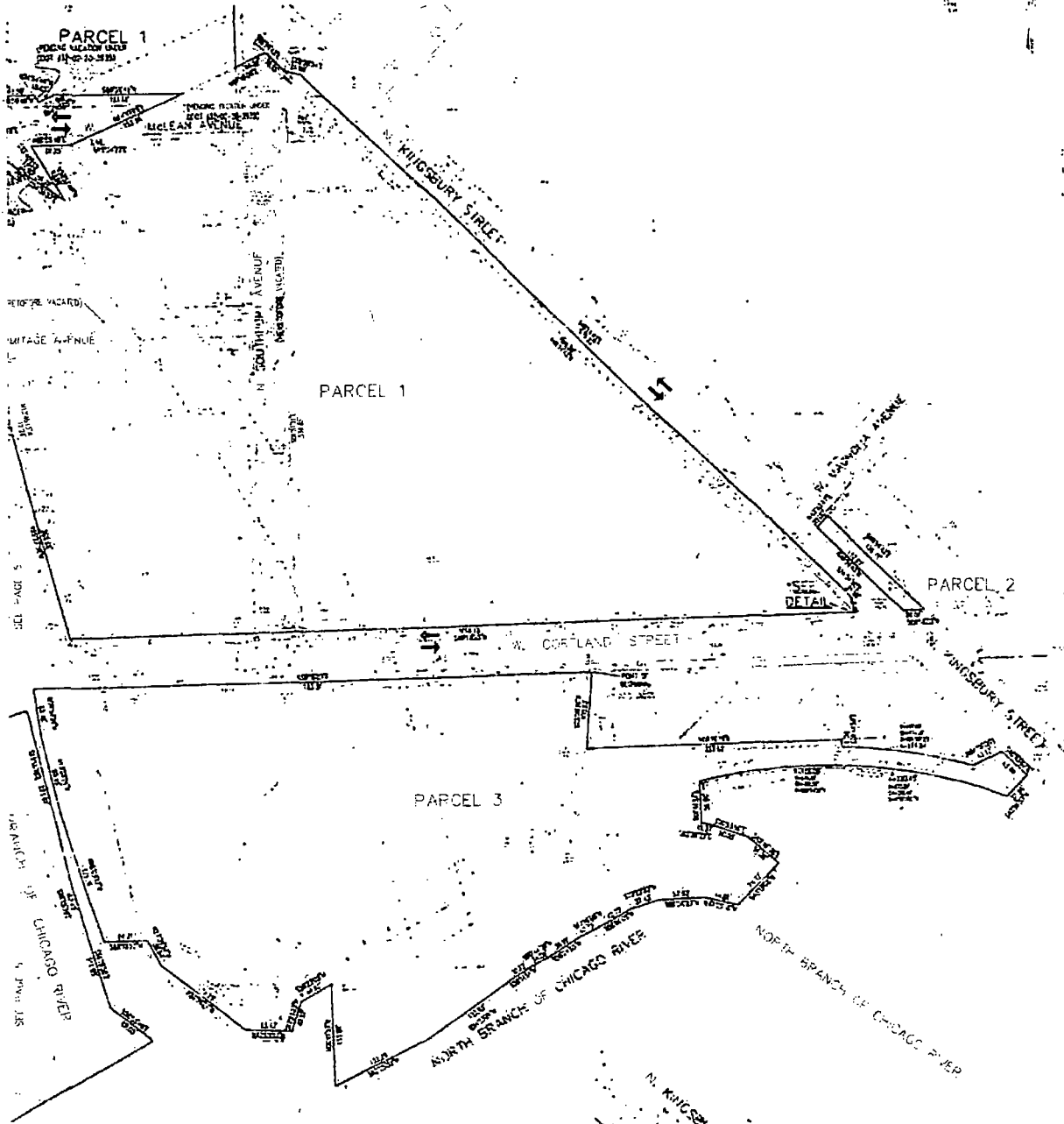
EXHIBIT "A"

# LINCOLN YARDS NORTH RESUBDIVISION

BEING A RESUBDIVISION OF VARIOUS LOTS, BLOCKS AND VACATED PUBLIC RIGHTS OF WAY IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 31, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

GRAPHIC SCALE

SURVEY PARCELS, EXISTING EASEMENTS AND PHYSICAL IMPROVEMENTS



**LEGEND**

HEREBY DEDICATED	10' REAR YARD SETBACK
MAINTAINED RIGHT-OF-WAY	CROSS NOTCH TO BE SET
AREA OF PERPETUAL PUBLIC WAY EASEMENT	R.O.W. - RIGHT-OF-WAY
EXISTING LOT LINES	TRAFFIC FLOW
LINE BETWEEN SUBDIVISIONS	
PENDING DEDICATION	
RECORDED	
UNRECORDED	
ALIAS	
ALIEN	
CHANGING	
CHANGING BEARING	
CONCRETE MONUMENT TO BE SET	
MONUMENT	

HEREBY DEDICATED  
W. PORTLAND STREET



EXHIBIT "A"

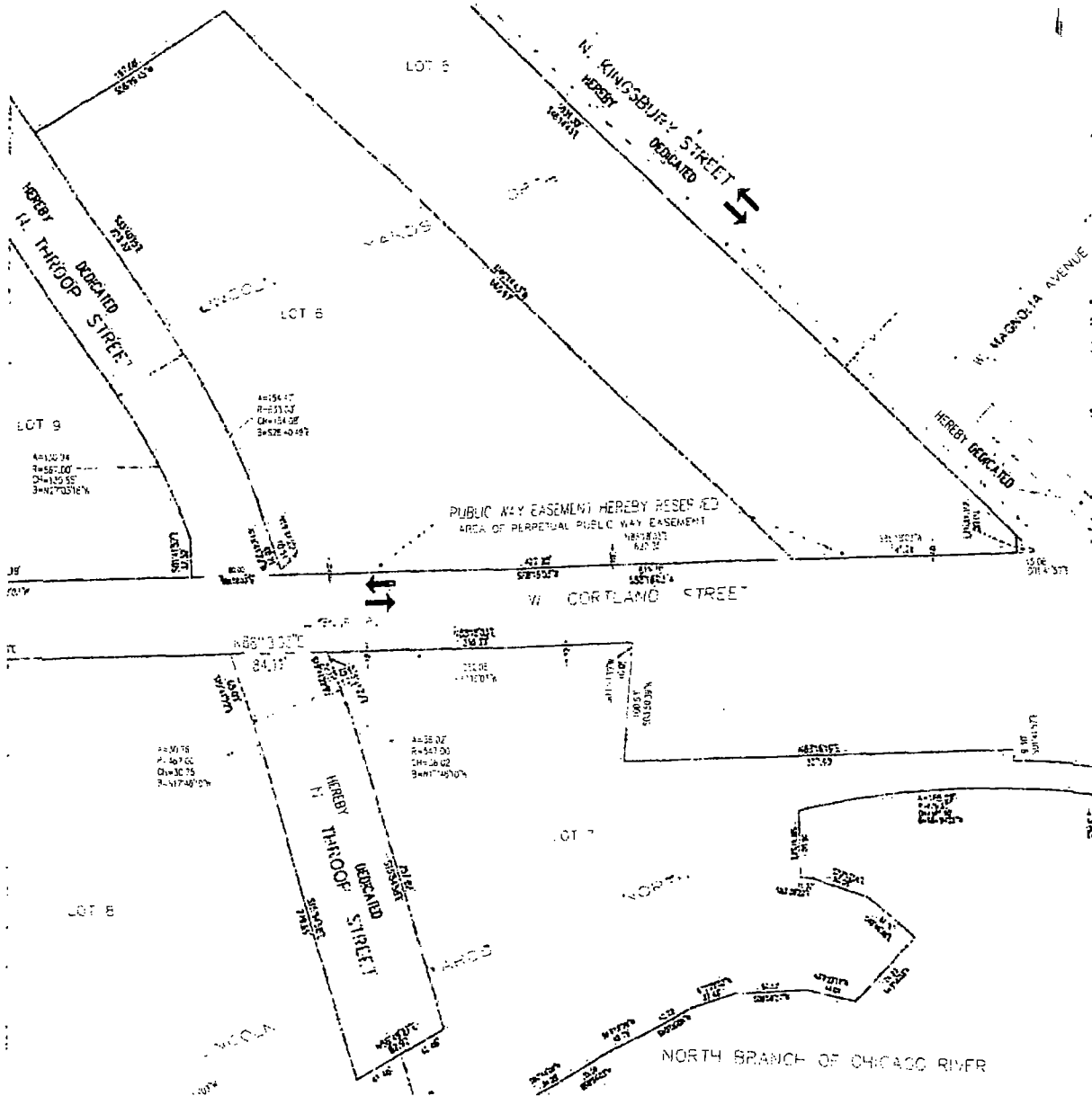
# **LINCOLN YARDS NORTH RESUBDIVISION**

BEING A RESUBDIVISION OF VARIOUS LOTS, BLOCKS AND VACATED PUBLIC RIGHTS OF WAY IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 32, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS

## **AREA OF PERPETUAL PUBLIC WAY EASEMENT**

Total Area of Easement is 146.8 contained in 201 acres more or less

GRAPHIC SCALE



### **LEGEND**

HEREBY DEDICATED

BUILDING FOOT PRINT

AREA OF PERPETUAL PUBLIC WAY EASEMENT

EXISTING LOT LINES

LINE BETWEEN SUBDIVISIONS

READING ORIENTATION

RI = RECORD

ME = MEASURED

AS = AS SHOWN

CH = CHORD

CHORD BEARING

CONCRETE MONUMENT

TO BE SET

SEE MONUMENT TO BE SET

RIGHT OF WAY

TRAFFIC FLOW

*Ref 13, 2022*

CDOT #32-02-20-3936

2020-27544-001

### LEGAL DESCRIPTION

1. The first step in the process is to identify the problem. This involves gathering information about the situation and understanding the needs of the stakeholders involved.

2. Once the problem is identified, the next step is to develop a plan. This involves setting goals and determining the steps that need to be taken to achieve those goals.

3. The third step is to implement the plan. This involves putting the plan into action and monitoring progress.

4. The final step is to evaluate the results. This involves assessing the effectiveness of the plan and making adjustments as needed.

1. The first part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

2. The second part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

3. The third part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

4. The fourth part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

5. The fifth part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

6. The sixth part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

7. The seventh part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

8. The eighth part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

9. The ninth part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

10. The tenth part of the document is a list of names and addresses, which appears to be a directory or a list of contacts. The names are written in a cursive script, and the addresses are listed below them.

[illegible][illegible][illegible]

**EXHIBIT C**  
**VACATED PROPERTY**

[Attached]

Sub Exhibit C to Exhibit B Ordinance

EXHIBIT "A"

# PLAT OF VACATION

OF VARIOUS PARCELS IN THE WEST HALF OF SECTION 32, TOWNSHIP 40 NORTH,  
RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

GRAPHIC SCALE



## LEGEND

- HEREBY VACATED
- BUILDING FOOT PRINT
- EXISTING LOT LINES
- LINE BETWEEN SUBDIVISIONS
- PENDING DEDICATION
- AREA OF PERPETUAL PUBLIC WAY EASEMENT
- (R) = RECORD
- (M) = MEASURED
- RAD = RADIUS
- CH = CHORD
- CH B = CHORD BEARING
- R.O.W. = RIGHT OF WAY
- SET 5/8" REBAR
- TRAFFIC FLOW

SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 29, 31, 33 & 35 TOWNSHIP 40 NORTH, RANGE 14 EAST, RECORDED OCTOBER 11, 1883 AS DOCUMENT NO. 118424.

W.F. DOMINICK'S SUBDIVISION OF LOTS 1 & 2 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO (SEE "A" ANTE-FIRE).

J.F. LAWRENCE'S SUBDIVISION OF LOT 1 OF BLOCK 14 IN SHEFFIELD'S ADDITION TO CHICAGO (SEE "A" ANTE-FIRE).

SUBDIVISION OF BLOCK 14 IN SHEFFIELD'S ADDITION TO CHICAGO (SEE "A" ANTE-FIRE) RECORDED NOVEMBER 10, 1881 AS DOCUMENT NO. 118424.

SUBDIVISION OF LOT 1 IN BLOCK 14 IN SHEFFIELD'S ADDITION TO CHICAGO (SEE "A" ANTE-FIRE) RECORDED MARCH 11, 1881 AS DOCUMENT NO. 118424.

SUBDIVISION OF BLOCK 14 IN SHEFFIELD'S ADDITION TO CHICAGO (SEE "A" ANTE-FIRE) RECORDED MARCH 11, 1881 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED MARCH 15, 1888 RECORDED AUGUST 30, 1890 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED JANUARY 10, 1890 RECORDED FEBRUARY 1, 1890 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED OCTOBER 1, 1892 RECORDED JANUARY 5, 1894 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED MARCH 1, 1894 RECORDED SEPTEMBER 15, 1895 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED DECEMBER 8, 1895 RECORDED MARCH 2, 1896 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED MARCH 20, 1896 RECORDED APRIL 20, 1896 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED JUNE 14, 1897 RECORDED JULY 27, 1897 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED JUNE 10, 1898 RECORDED AUGUST 22, 1898 AS DOCUMENT NO. 118424.

VACATED BY ORDINANCE PASSED MAY 30, 1899 RECORDED AUGUST 15, 1899 AS DOCUMENT NO. 118424.

Ref  
8/13/2022

CDOT #32-02-20-3935

SHELDON L. BERNARD	
2019-26965-001	
DATE	1-14

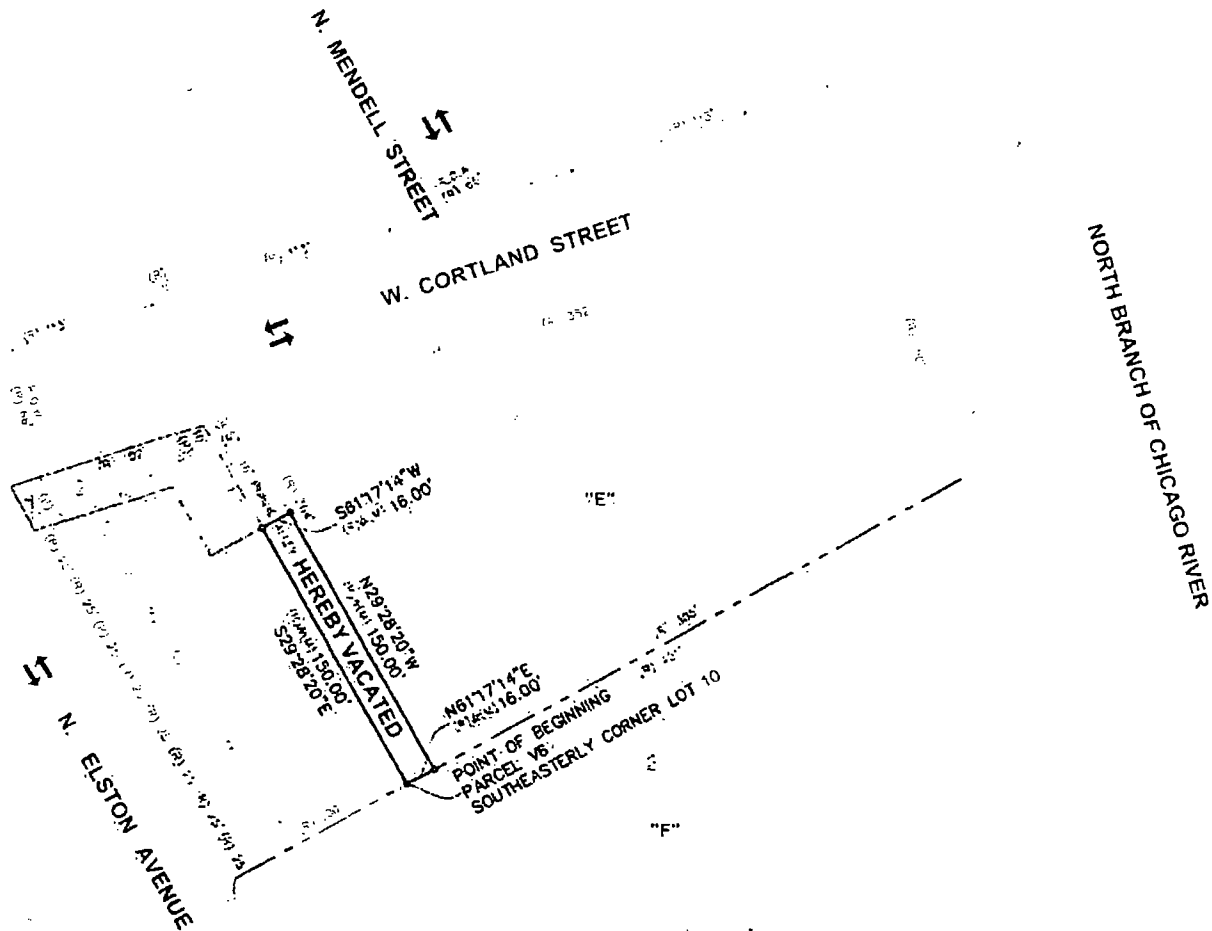
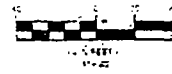
# PLAT OF VACATION

## LEGAL DESCRIPTION.

ALL THAT (PARCEL V6) PART OF THE NORTH-SOUTHERLY 14 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 291894A, 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 28 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.

GRAPHIC SCALE



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

*Ref*  
SEP 11, 2021

CDOT #32-02-20-3935

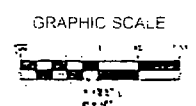
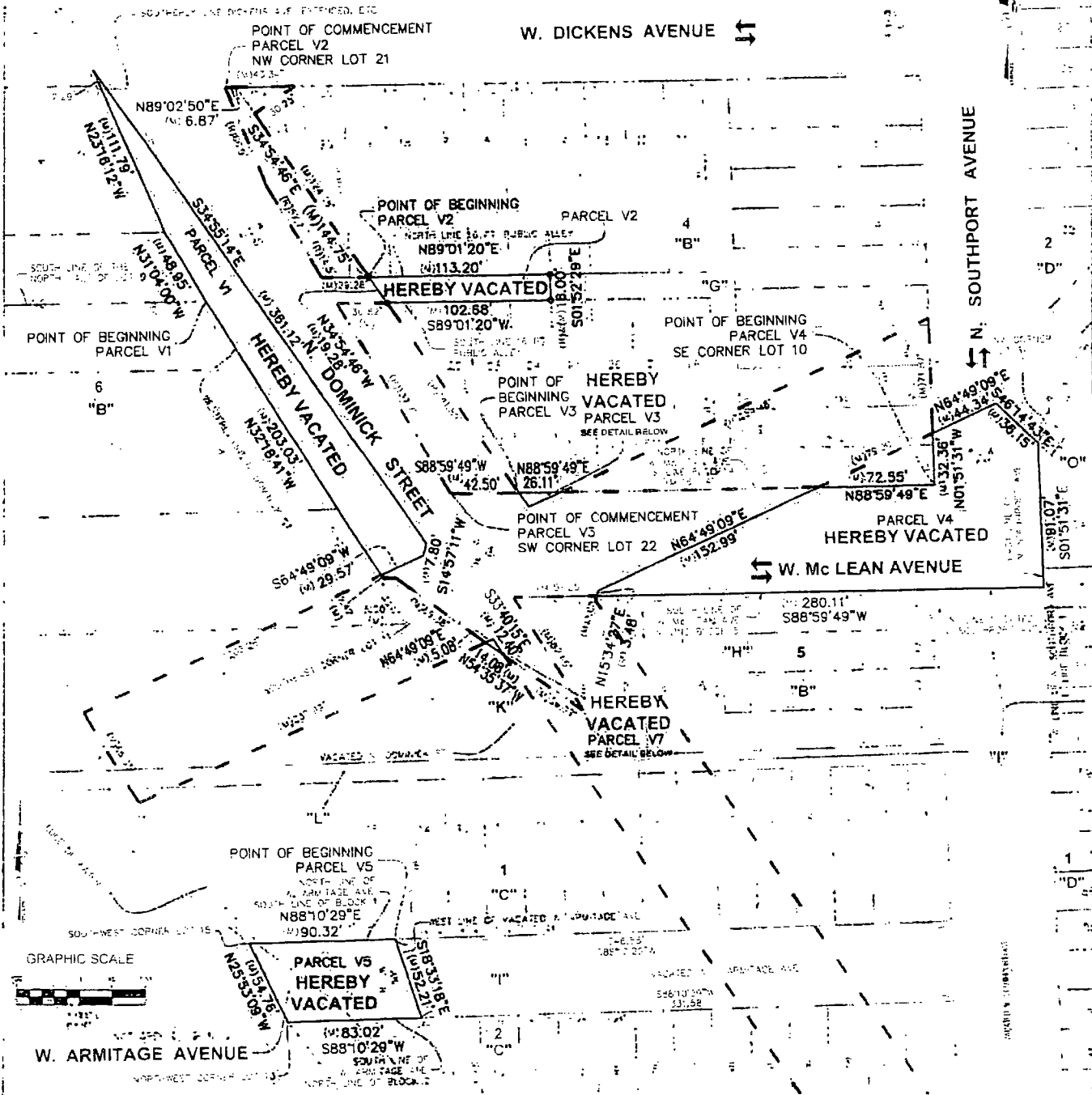
W. WILLOW STREET

PROJECT	2019-26965-001
DATE	09/11/2021
BY	J. J. J. J.
CHECKED BY	J. J. J. J.
DATE	09/11/2021
SCALE	AS SHOWN
PLAT	2019-26965-001
BOOK	2019-26965-001
PAGE	2 of 4

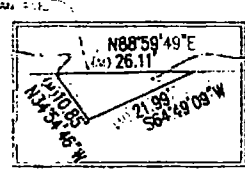
# PLAT OF VACATION

OF VARIOUS PARCELS IN THE WEST HALF OF SECTION 32, TOWNSHIP 40 NORTH,  
RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

GRAPHIC SCALE

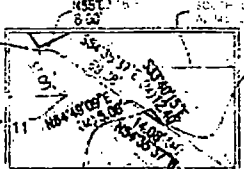


POINT OF BEGINNING  
PARCEL V3



DETAIL  
NO SCALE

PARCEL V3  
HEREBY  
VACATED



POINT OF BEGINNING  
PARCEL V7

DETAIL  
NO SCALE

PARCEL V7  
HEREBY  
VACATED

PREPARED BY CHECKED BY DATE 2019-26965-001	SCALE 1" = 100'
---	--------------------

SEE LEGEND ON PAGE 1  
SEE SUBDIVISION CAPTIONS ON PAGE 1  
SEE PAGE 4 FOR LEGAL DESCRIPTIONS OF PARCELS  
ON THIS PAGE  
SEE PAGE 4 FOR SURVEY NOTES

**CDOT #32-02-20-3935**

## PLAT OF VACATION

OF VARIOUS PARCELS IN THE WEST HALF OF SECTION 32, TOWNSHIP 40 NORTH,  
RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

## LEGAL DESCRIPTION CONTINUED:

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 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 28, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1893, ANTE-FIRE DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE SOUTH LINE OF THE NORTH HALF OF LOT 9 AFORSAID WITH THE WESTERLY LINE OF N. DOMINICK STREET, THENCE NORTH 11 DEGREES 44 MINUTES 00 SECONDS WEST ALONG SAID WESTERLY LINE 89 FEET, THENCE CONTINUING ALONG SAID WESTERLY LINE NORTH 13 DEGREES 16 MINUTES 12 SECONDS WEST 111.74 FEET TO A POINT 12.96 FEET NORTHERLY OF THE SOUTH LINE OF W. LICKENS AVENUE, EXTENDED; THENCE SOUTH 34 DEGREES 35 MINUTES 14 SECONDS EAST 26.12 FEET, THENCE SOUTH 14 DEGREES 47 MINUTES 41 SECONDS WEST 7.80 FEET, THENCE SOUTH 84 DEGREES 49 MINUTES 59 SECONDS WEST 33.57 FEET TO THE WESTERLY LINE OF N. DOMINICK STREET AFORSAID, ALSO BEING ON THE EAST LINE OF LOT 11, THENCE NORTH 32 DEGREES 15 MINUTES 41 SECONDS WEST ALONG SAID WESTERLY LINE 20.25 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 0.039 SQUARE FEET OR 0.99 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 16 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 20 AND 24, AND LYING WEST OF AND ADJOINING THAT PART OF SAID 16 FOOT WIDE PUBLIC ALLEY, HEREIN VACATED BY ORDINANCE, PASSED MARCH 9, 1995 AND RECORDED AUGUST 30, 1995 AS DOCUMENT NO. 9557351, 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, 1893, ANTE-FIRE DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF LOT 4 IN BLOCK 4 AFORSAID, THENCE NORTH 19 DEGREES 02 MINUTES 50 SECONDS EAST ALONG THE NORTH LINE OF BLOCK 4 AFORSAID 4.87 FEET, THENCE SOUTH 31 DEGREES 44 MINUTES 40 SECONDS EAST 142.75 FEET TO THE NORTH LINE OF SAID 16 FOOT WIDE PUBLIC ALLEY, ALSO BEING ON THE SOUTH LINE OF SAID LOT 15, AND THE POINT OF BEGINNING, THENCE NORTH 39 DEGREES 31 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 AFORSAID, AND BEING THE SOUTHEAST CORNER OF SAID LOT 15, THENCE SOUTH 01 DEGREE 53 MINUTES 29 SECONDS EAST 15.00 FEET TO THE SOUTH LINE OF SAID 16 FOOT WIDE PUBLIC ALLEY, ALSO BEING THE NORTHEAST CORNER OF SAID LOT 24, THENCE SOUTH 10 DEGREES 01 MINUTE 58 SECONDS WEST 1.00 FEET TO THE SOUTH LINE 102.87 FEET, THENCE NORTH 14 DEGREES 54 MINUTES 46 SECONDS WEST 19.28 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 100 SQUARE FEET OR 0.04 ACRES, MORE OR LESS.

TOGETHER WITH (PARCEL V3) THAT PART OF W. McLEAN AVENUE, 36 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 28, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1893, ANTE-FIRE DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF LOT 22 IN BLOCK 4 AFORSAID, BEING ALSO ON THE NORTH LINE OF W. McLEAN AVENUE, THENCE NORTH 86 DEGREES 56 MINUTES 49 SECONDS EAST ALONG SAID NORTH LINE 42.60 FEET TO A POINT ON THE SOUTH LINE OF SAID LOT 24, AND THE POINT OF BEGINNING, THENCE CONTINUING NORTH 38 DEGREES 25 MINUTES 49 SECONDS EAST ALONG SAID NORTH LINE 28.11 FEET TO A POINT ON THE SOUTH LINE OF SAID LOT 25, THENCE SOUTH 64 DEGREES 49 MINUTES 59 SECONDS WEST 33.57 FEET, THENCE NORTH 34 DEGREES 35 MINUTES 49 SECONDS WEST 10.95 FEET TO THE NORTH LINE OF W. McLEAN AVENUE, AND THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 116 SQUARE FEET OR 2.603 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 9401424, LYING WEST OF AND ADJOINING BLOCK 1 IN THE SUBDIVISION OF BLOCK 1 IN SHEFFIELD'S ADDITION TO CHICAGO ACCORDING TO THE PLAT THEREOF, RECORDED NOVEMBER 22, 1892, AS DOCUMENT NO. 433935, ANTE-FIRE, OF LOTS 1, 2 & 3 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 28, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1893, ANTE-FIRE, TOGETHER WITH THAT PART OF W. McLEAN AVENUE, 66 FOOT RIGHT OF WAY, LYING NORTH OF AND ADJOINING WEST SOUTHWEST AVENUE AFORSAID, LYING SOUTH OF AND ADJOINING BLOCK 4 AND LYING NORTH OF AND ADJOINING BLOCK 5 ALL IN W.F. DOMINICK'S SUBDIVISION AFORSAID, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF LOT 18 IN BLOCK 4 AFORSAID, BEING ON THE NORTH LINE OF W. McLEAN AVENUE AND THE WEST LINE OF 4 SOUTHWEST AVENUE, THENCE NORTH 01 DEGREE 53 MINUTES 29 SECONDS WEST ALONG THE WEST LINE OF N. SOUTHPORT AVENUE 32.36 FEET, THENCE NORTH 34 DEGREES 35 MINUTES 00 SECONDS EAST 14.74 FEET, THENCE NORTH 64 DEGREES 49 MINUTES 49 SECONDS EAST 38.15 FEET TO THE NORTHWEST CORNER OF LOT 4 IN BLOCK 1 IN THE SUBDIVISION OF BLOCK 1 IN SHEFFIELD'S ADDITION TO CHICAGO AFORSAID, BEING ALSO ON THE EAST LINE OF N. SOUTHPORT AVENUE, THENCE SOUTH 81 DEGREES 31 MINUTES 31 SECONDS EAST ALONG SAID EAST LINE 13.67 FEET TO THE NORTH LINE OF HERETOFORE VACATED N. SOUTHPORT AVENUE AFORSAID, THENCE SOUTH 38 DEGREES 59 MINUTES 40 SECONDS EAST ALONG SAID NORTH LINE, BEING ALSO THE EASTERLY EXTENSION OF THE SOUTH LINE OF W. McLEAN AVENUE AND THE NORTH LINE OF BLOCK 5 AFORSAID, 280.11 FEET, THENCE NORTH 15 DEGREES 34 MINUTES 37 SECONDS EAST 3.44 FEET, THENCE NORTH 84 DEGREES 49 MINUTES 59 SECONDS EAST 152.19 FEET TO THE NORTH LINE OF W. McLEAN AVENUE, ALSO BEING THE SOUTH LINE OF SAID BLOCK 4, THENCE NORTH 38 DEGREES 55 MINUTES 49 SECONDS EAST ALONG SAID NORTH LINE 72.56 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 15,561 SQUARE FEET OR 0.355 ACRES, MORE OR LESS.

TOGETHER WITH (PARCEL V5) THAT PART OF N. ARMITAGE AVENUE, 50 FOOT RIGHT OF WAY, LYING WEST OF AND ADJOINING THAT PART OF N. ARMITAGE AVENUE HERETOFORE VACATED BY ORDINANCE RECORDED JANUARY 5, 1994 AS DOCUMENT NUMBER 9401424, LYING SOUTH OF AND ADJOINING BLOCK 4 AND LYING NORTH OF AND ADJOINING BLOCK 2 ALL IN J.P. LAWRENCE'S SUBDIVISION, ANTE-FIRE, OF LOT 1 OF BLOCK 14 OF SHEFFIELD'S ADDITION TO CHICAGO IN SECTIONS 28, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1893, ANTE-FIRE, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF N. ARMITAGE AVENUE ALSO BEING THE SOUTH LINE OF SAID BLOCK 1, WITH THE WEST

LINE OF HERETOFORE VACATED N. ARMITAGE AVENUE AFORSAID, BEING A POINT 348.54 FEET WEST OF THE WEST LINE OF HERETOFORE VACATED N. SOUTHPORT AVENUE, VACATED BY ORDINANCE RECORDED JANUARY 5, 1994 AS DOCUMENT NUMBER 9401424, THENCE SOUTH 11 DEGREES 31 MINUTES 12 SECONDS EAST 52.21 FEET ALONG SAID WEST LINE OF HERETOFORE VACATED N. ARMITAGE AVENUE TO THE SOUTH LINE OF W. McLEAN AVENUE, ALSO BEING THE NORTH LINE OF SAID BLOCK 21 BEING A POINT 331.93 FEET WEST OF THE WEST LINE OF HERETOFORE VACATED N. SOUTHPORT AVENUE AFORSAID, THENCE SOUTH 84 DEGREES 10 MINUTES 28 SECONDS WEST ALONG SAID SOUTH LINE 83.02 FEET TO THE NORTHWEST CORNER OF LOT 13 IN BLOCK 3 AFORSAID, THENCE NORTH 25 DEGREES 52 MINUTES 08 SECONDS WEST 54.76 FEET TO THE SOUTH LINE OF LOT 15 IN BLOCK 1 AFORSAID, BEING ALSO ON THE NORTH LINE OF N. ARMITAGE AVENUE, THENCE NORTH 36 DEGREES 10 MINUTES 20 SECONDS EAST ALONG SAID NORTH LINE 94.32 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 4,313 SQUARE FEET OR 0.099 ACRES, MORE OR LESS.

AND TOGETHER WITH (PARCEL V6) THAT PART OF N. DOMINICK STREET, 66 FOOT RIGHT OF WAY, LYING EASTERLY OF AND ADJOINING THAT PART OF N. DOMINICK STREET HERETOFORE VACATED BY ORDINANCE RECORDED AS DOCUMENT NUMBER 184076 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 12 FEET NORTHERLY OF THE SOUTHWEST CORNER OF LOT 11 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 28, 31, 32 & 33, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 13, 1893, ANTE-FIRE, BEING ALSO A POINT ON A NORTHEASTLY LINE OF HERETOFORE VACATED DOMINICK STREET AFORSAID, THENCE NORTH 82 DEGREES 07 MINUTES 18 SECONDS EAST ALONG SAID NORTHERLY LINE 8.20 FEET TO THE NORTHEASTLY LINE THEREOF, THENCE SOUTH 74 DEGREES 35 MINUTES 37 SECONDS EAST ALONG SAID NORTHEASTLY LINE 69.33 FEET TO THE POINT OF BEGINNING, THENCE NORTH 44 DEGREES 41 MINUTES 49 SECONDS EAST 5.08 FEET, THENCE SOUTH 11 DEGREES 45 MINUTES 11 SECONDS EAST 12.46 FEET TO THE NORTHEASTLY LINE OF HERETOFORE VACATED DOMINICK STREET AFORSAID, THENCE NORTH 16 DEGREES 31 MINUTES 37 SECONDS WEST ALONG SAID NORTHEASTLY LINE 14.06 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, SAID ABOVE DESCRIBED PARCEL CONTAINING 11 SQUARE FEET OR 0.001 ACRES, MORE OR LESS.

TOTAL AREA OF THE ABOVE DESCRIBED PARCELS: 23,565 SQUARE FEET, OR 0.542 ACRES, MORE OR LESS.

AFFECTED PINS	
14-02-020-20-3935-001	14-02-020-20-3935-001
14-02-020-20-3935-002	14-02-020-20-3935-002
14-02-020-20-3935-003	14-02-020-20-3935-003
14-02-020-20-3935-004	14-02-020-20-3935-004
14-02-020-20-3935-005	14-02-020-20-3935-005
14-02-020-20-3935-006	14-02-020-20-3935-006
14-02-020-20-3935-007	14-02-020-20-3935-007
14-02-020-20-3935-008	14-02-020-20-3935-008
14-02-020-20-3935-009	14-02-020-20-3935-009
14-02-020-20-3935-010	14-02-020-20-3935-010
14-02-020-20-3935-011	14-02-020-20-3935-011
14-02-020-20-3935-012	14-02-020-20-3935-012
14-02-020-20-3935-013	14-02-020-20-3935-013
14-02-020-20-3935-014	14-02-020-20-3935-014
14-02-020-20-3935-015	14-02-020-20-3935-015
14-02-020-20-3935-016	14-02-020-20-3935-016
14-02-020-20-3935-017	14-02-020-20-3935-017
14-02-020-20-3935-018	14-02-020-20-3935-018
14-02-020-20-3935-019	14-02-020-20-3935-019
14-02-020-20-3935-020	14-02-020-20-3935-020

PARCELS AFFECTED	
14-02-020-20-3935-001	14-02-020-20-3935-001
14-02-020-20-3935-002	14-02-020-20-3935-002
14-02-020-20-3935-003	14-02-020-20-3935-003
14-02-020-20-3935-004	14-02-020-20-3935-004
14-02-020-20-3935-005	14-02-020-20-3935-005
14-02-020-20-3935-006	14-02-020-20-3935-006
14-02-020-20-3935-007	14-02-020-20-3935-007
14-02-020-20-3935-008	14-02-020-20-3935-008
14-02-020-20-3935-009	14-02-020-20-3935-009
14-02-020-20-3935-010	14-02-020-20-3935-010
14-02-020-20-3935-011	14-02-020-20-3935-011
14-02-020-20-3935-012	14-02-020-20-3935-012
14-02-020-20-3935-013	14-02-020-20-3935-013
14-02-020-20-3935-014	14-02-020-20-3935-014
14-02-020-20-3935-015	14-02-020-20-3935-015
14-02-020-20-3935-016	14-02-020-20-3935-016
14-02-020-20-3935-017	14-02-020-20-3935-017
14-02-020-20-3935-018	14-02-020-20-3935-018
14-02-020-20-3935-019	14-02-020-20-3935-019
14-02-020-20-3935-020	14-02-020-20-3935-020

Total Area = 23,565 square feet  
or 0.542 acres, more or less.

CHICAGO DEPARTMENT OF FINANCE

COOK COUNTY

CHICAGO DEPARTMENT OF TRANSPORTATION

## PREPARED FOR MAIL TO

STILLING DAY  
215 N. GREEN ST., SUITE 1200  
CHICAGO, ILLINOIS

State of Illinois  
County of Cook

We, GEORGE B. BEDERMAN, INC. hereby certify that we have caused the plat of vacation of the above described parcels to be prepared and recorded in accordance with the provisions of the Illinois Land Survey Act, Chapter 120, Illinois Compiled Statutes (1993).

This plat of vacation of the above described parcels is hereby certified to be a true and correct copy of the original plat of vacation.

For information only, this plat was filed on AUGUST 1, 2022.

Signed on SEPTEMBER 13, 2022.

By

George B. Bederman, Inc.

100 N. Wacker Drive, Suite 1200

Chicago, Illinois 60601

EXPIRATION DATE: APRIL 13, 2023

## SURVEYOR'S NOTES:

1. This is a plat of vacation of the above described parcels.

2. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

3. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

4. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

5. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

6. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

7. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

8. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

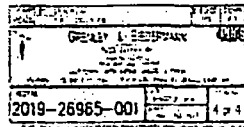
9. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

10. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

11. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

12. The above described parcels are located in the West Half of the Northwest Quarter of Section 32, Township 40 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois.

CDOT #32-02-20-3935



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



EXHIBIT D-1

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.***

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

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.

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 SSE 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 [FACM@ctrwater.net](mailto: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](mailto:FACM@ctrwater.net) for review.
- It is required that the Force Account Construction Manager be contacted at [FACM@ctrwater.net](mailto:FACM@ctrwater.net) 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](mailto: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](mailto: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](mailto: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.

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 facility. Additionally, all sewer facilities that cross perpendicularly below 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.

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](mailto:Angela.Krueger@cityofchicago.org).

Sincerely,



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

AZ

Email cc: DOB Plan Desk  
Denis E. Riordan, Chief Plumbing Inspector



CITY OF CHICAGO

★

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.

**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.***

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 HKB 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.

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.

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](mailto: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](mailto:FACM@ctrwater.net) for review.
- It is required that the Force Account Construction Manager be contacted at [FACM@ctrwater.net](mailto:FACM@ctrwater.net) 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](mailto: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](mailto: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](mailto: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.

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 facility. Additionally, all sewer facilities that cross perpendicularly below 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.

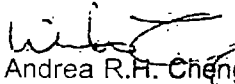
If any sewer facility crosses perpendicularly above a water facility, then the sewer facility shall be at least 18 inches above the water facility and the sewer facility must be made out of ductile iron/water main quality pipe for 10 feet on either side of the outside edge of the water facility. Sewer 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](mailto:Angela.Krueger@cityofchicago.org).

Sincerely,



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

AZ

Email cc: DOB Plan Desk



CITY OF CHICAGO

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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, 3<sup>rd</sup> Floor  
Chicago, Illinois 60602

**Attn: Mr. Jai Kalayil**  
**Deputy Commissioner**

**Re: Proposed Dedication and Subdivision Ordinance**  
**2<sup>nd</sup> 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);
- 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. 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](mailto: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
- 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 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:

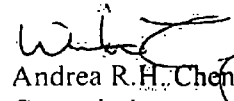
- A. All existing easements for sewer mains listed above in Lot 3, Lot 5, Lot 6 and Lot 9 must remain the same with no change. For the sewers without an easement in Lot 3, Lot 5, Lot 6 and Lot 9, the beneficiary must agree with the conditions below:
  1. There must be a reservation of forty (40) feet 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](mailto:Anupam.Verma@CityofChicago.org).

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, 3<sup>rd</sup> Floor  
Chicago, Illinois 60602

**Attn: Mr. Jai Kalayil**  
**Coordinator of Street Permits**

**Re: Proposed Dedication and Subdivision Ordinance**  
**2<sup>nd</sup> 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:

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);
- 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](mailto: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.

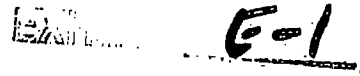
- b. Existing private sewers in the areas to be dedicated will be sealed and removed at the expense of the beneficiary, in accordance with the standard procedures of the Department of Water Management, Sewer Section.
- c. If and when the existing private main sewers and appurtenances are abandoned, the 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](mailto: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)**



✱

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.

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 [FACM@ctrwater.net](mailto: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](mailto:FACM@ctrwater.net) for review.
- It is required that the Force Account Construction Manager be contacted at [FACM@ctrwater.net](mailto:FACM@ctrwater.net) 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](mailto: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](mailto: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.

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

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](mailto:Angela.Krueger@cityofchicago.org).

Sincerely,



Randy Conner  
Commissioner

AK/HG/AZ

cc: DOB Plan Desk



CITY OF CHICAGO



DEPARTMENT OF WATER MANAGEMENT

E-2

May 6, 2022

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

**Attn: Mr. Jai Kalayil**  
**Deputy Commissioner**

**Re: Proposed Vacation Ordinance**  
**2<sup>nd</sup> 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.
- e. 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](mailto: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 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. 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](mailto: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, 3<sup>rd</sup> Floor  
Chicago, Illinois 60602

**Attn: Mr. Jai Kalayil**  
**Coordinator of Street Permits**

**Re: Proposed Vacation Ordinance**  
**2<sup>nd</sup> 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;
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 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](mailto: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.

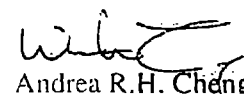
**Parcel V4:** Based on sewer records, there is a 12-inch public sewer in W McLean Ave flowing east and an 18-inch public sewer on N Southport Ave flowing south. These sewer mains are serving areas along W McLean Ave and N Southport Ave including upstream of the area to be vacated. These sewer mains 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](mailto: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:

(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

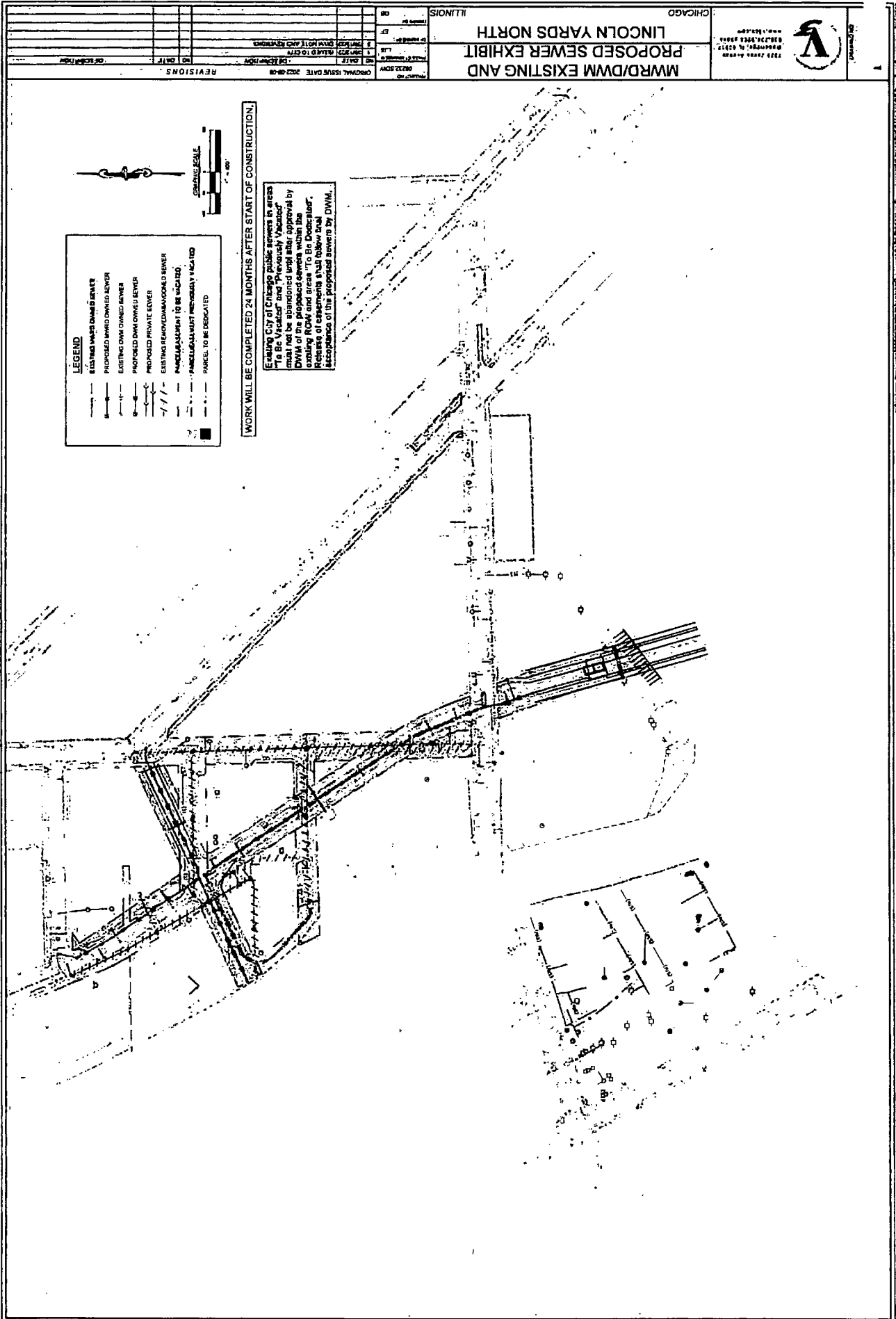
Permanent Real Estate Index Number: \_\_\_\_\_

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:

WE HEREBY ISSUE UNCONDITIONAL, IRREVOCABLE STAND-BY LETTER OF CREDIT NO. \_\_\_\_\_ IN YOUR FAVOR UP TO AN AGGREGATE AMOUNT OF ONE MILLION FOUR HUNDRED NINETY-TWO THOUSAND SIX HUNDRED THIRTY-FIVE AND NO/100 DOLLARS (\$1,492,635.00). THIS LETTER OF CREDIT IS ISSUED, PRESENTABLE AND PAYABLE AT 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).

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 \_\_\_\_\_, 20\_\_.

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 **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\_\_

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

**WHEREAS**, 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 Developer's 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. Use and access. 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. Restoration. 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 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 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 **Exhibit I** ("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: 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. Illinois Law. 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. Partial Invalidity. 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. No Third-Party Beneficiaries. 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

By: \_\_\_\_\_  
Name:  
Title:

**ALLOY PROPERTY COMPANY 2, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Name:  
Title:

**1511 W. WEBSTER, LLC,**  
a Delaware limited liability company

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

Approved As To Form And Legality:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Senior Counsel

STATE OF ILLINOIS       )  
  ) SS  
COUNTY OF COOK       )

I, \_\_\_\_\_, a Notary Public in and for said County, in the State aforesaid, DO  
HEREBY CERTIFY, that \_\_\_\_\_, \_\_\_\_\_ of **ALLOY PROPERTY  
COMPANY, 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.

GIVEN under my hand and notarial seal, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

	_____ Notary Public
My Commission Expires: _____	

STATE OF ILLINOIS       )  
  ) SS  
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.

GIVEN under my hand and notarial seal, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

	_____ Notary Public
My Commission Expires: _____	

STATE OF ILLINOIS       )  
  ) SS  
COUNTY OF COOK       )

I, \_\_\_\_\_, a Notary Public in and for said County, in the State aforesaid, DO  
HEREBY CERTIFY, that \_\_\_\_\_, \_\_\_\_\_ of **1511 W. WEBSTER, 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.

GIVEN under my hand and notarial seal, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

	_____ Notary Public
My Commission Expires: _____	

STATE OF ILLINOIS       )  
  ) SS  
COUNTY OF COOK       )

I, \_\_\_\_\_, a Notary Public in and for said County, in the State aforesaid, DO  
HEREBY CERTIFY, that Andrea R.H. Cheng, Ph.D., P.E., Commissioner of the Department of  
Water Management of THE CITY OF CHICAGO, an Illinois home rule municipality, 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 she signed and  
delivered the said instrument as her own free and voluntary act and as the free and voluntary 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: _____	

**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: \_\_\_\_\_  
Name:  
Title:

STATE OF ILLINOIS        )  
                                      ) SS  
COUNTY OF COOK        )

I, \_\_\_\_\_, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that \_\_\_\_\_, \_\_\_\_\_ of **1511 W. WEBSTER, 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.

GIVEN under my hand and notarial seal, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

	_____ 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 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

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:

WE HEREBY ISSUE UNCONDITIONAL, IRREVOCABLE STAND-BY LETTER OF CREDIT NO. \_\_\_\_\_ IN YOUR FAVOR UP TO AN AGGREGATE AMOUNT OF ONE MILLION FOUR HUNDRED NINETY-TWO THOUSAND SIX HUNDRED THIRTY-FIVE AND NO/100 DOLLARS (\$1,492,635.00). THIS LETTER OF CREDIT IS ISSUED, PRESENTABLE AND PAYABLE AT 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).

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 \_\_\_\_\_, 20\_\_.

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**  
**(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) **Commercial General Liability** (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) Professional Liability

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.

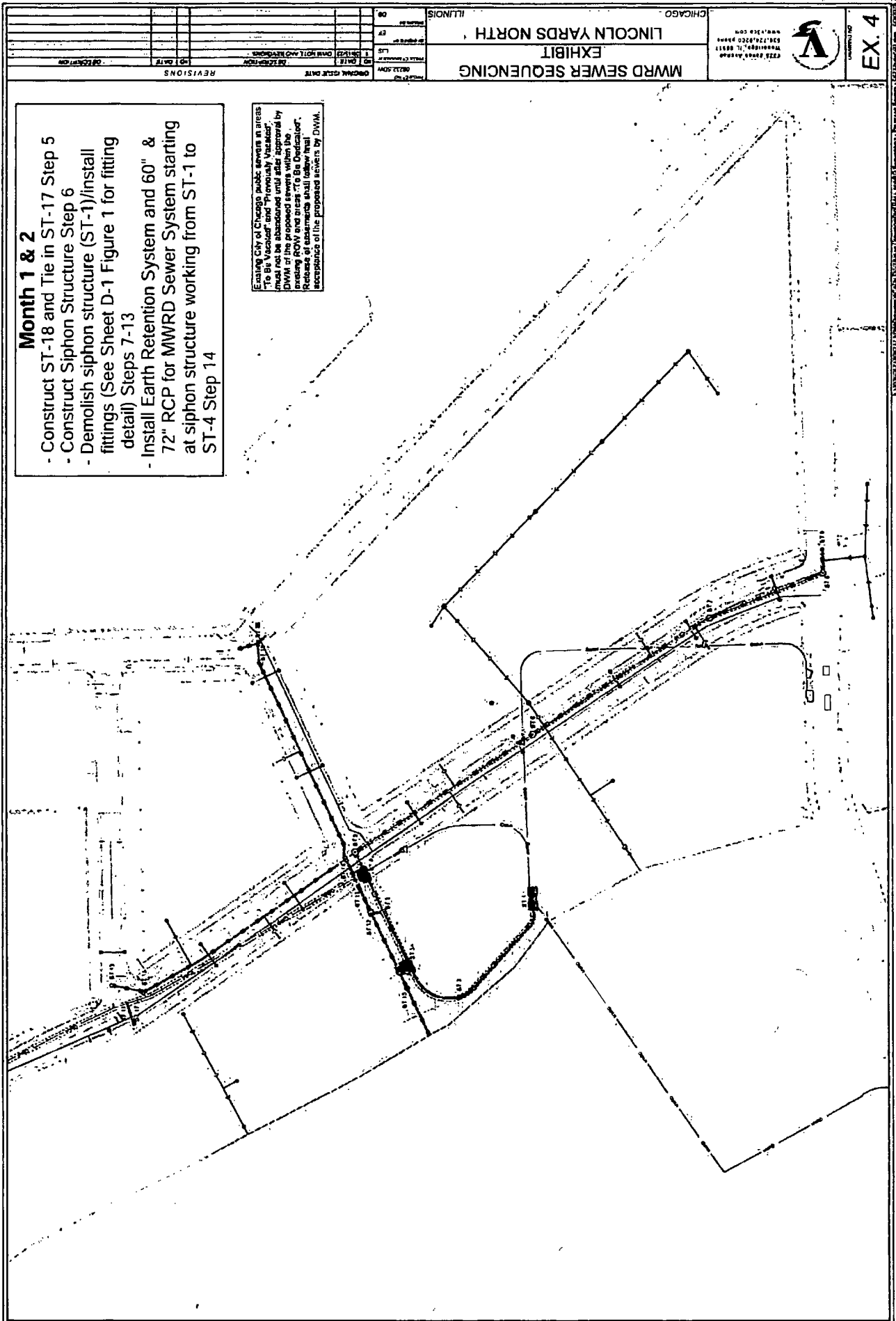
The required insurance to be carried is not limited by any limitations expressed in the indemnification language in this Agreement or any limitation placed on the indemnity in this Agreement given as a matter of law.

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.



### Month 1 & 2

- Construct ST-18 and Tie in ST-17 Step 5
- Construct Siphon Structure Step 6
- Demolish siphon structure (ST-1)/install fittings (See Sheet D-1 Figure 1 for fitting detail) Steps 7-13
- Install Earth Retention System and 60" & 72" RCP for MWRD Sewer System starting at siphon structure working from ST-1 to ST-4 Step 14

Existing City of Chicago public sewers in areas "To Be Vitrified" and "Previously Vitrified" must not be abandoned until after approval by DWM of the proposed sewers within the existing ROW and area "To Be Detached". Release of manholes shall occur and acceptance of the proposed sewers by DWM.

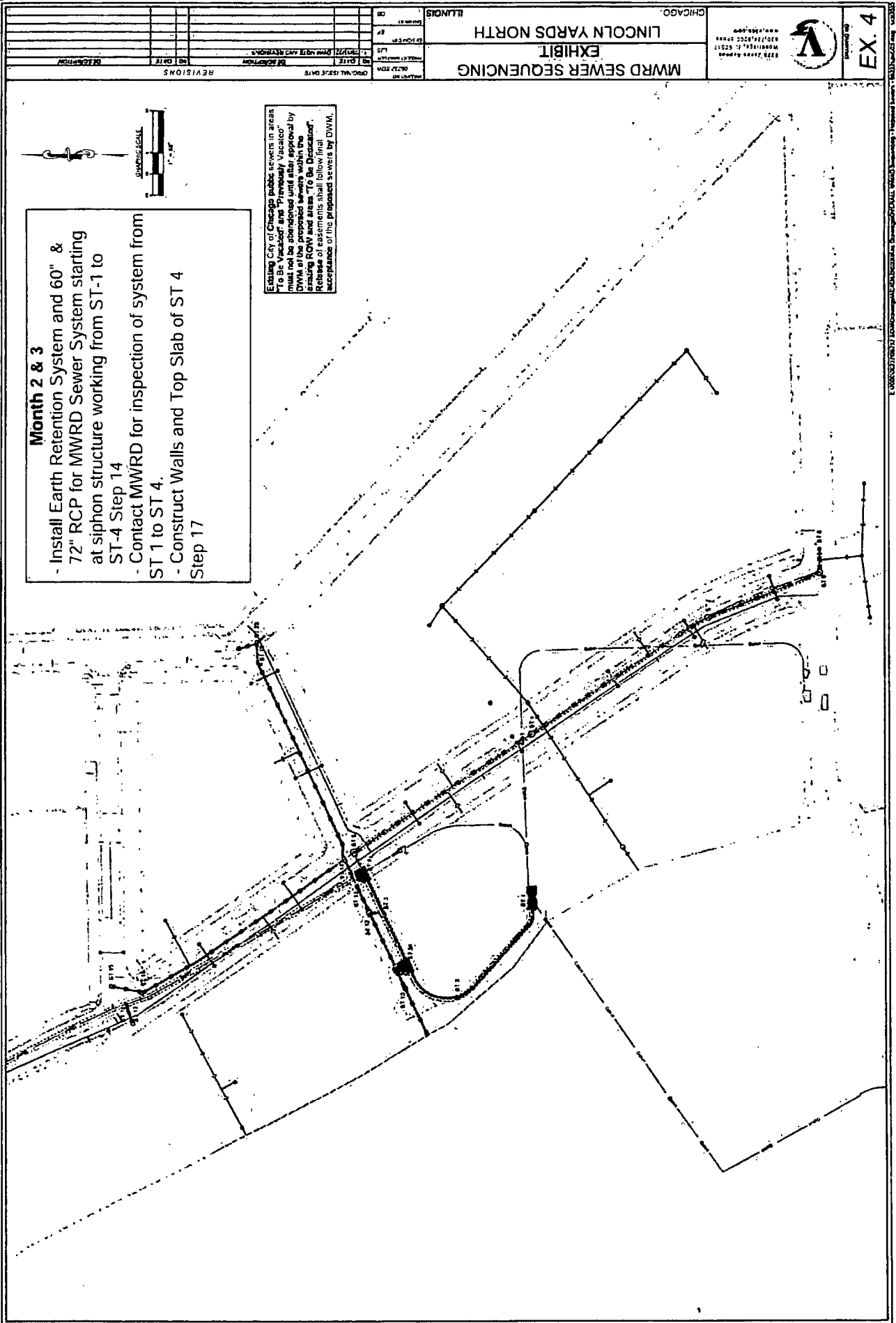
REVISIONS

NO.	DATE	DESCRIPTION
1	01/10/10	ISSUED FOR PERMIT
2	01/10/10	ISSUED FOR PERMIT
3	01/10/10	ISSUED FOR PERMIT
4	01/10/10	ISSUED FOR PERMIT
5	01/10/10	ISSUED FOR PERMIT
6	01/10/10	ISSUED FOR PERMIT
7	01/10/10	ISSUED FOR PERMIT
8	01/10/10	ISSUED FOR PERMIT
9	01/10/10	ISSUED FOR PERMIT
10	01/10/10	ISSUED FOR PERMIT

CHICAGO  
ILLINOIS  
LINCOLN YARDS NORTH  
EXHIBIT  
MWRD SEWER SEQUENCING

CH2M HILL  
11550 N. LAUREL AVE  
CHICAGO, IL 60631  
TEL: 773.299.1000  
WWW.CH2MHILL.COM

EX. 4



### Month 2 & 3

- Install Earth Retention System and 60" & 72" RCP for MWRD Sewer System starting at siphon structure working from ST-1 to ST-4 Step 14
- Contact MWRD for inspection of system from ST-1 to ST-4.
- Construct Walls and Top Slab of ST 4 Step 17

Existing City of Chicago public sewers in areas "To Be Vacated" and "Previously Vacated" must not be abandoned until after approval by DWM of the proposed sewers within the existing ROW and areas "To Be Discontinued". Release of easements shall follow final acceptance of the proposed sewers by DWM.

## MWRD SEWER SEQUENCING EXHIBIT

LINCOLN YARDS NORTH

CHICAGO, ILLINOIS



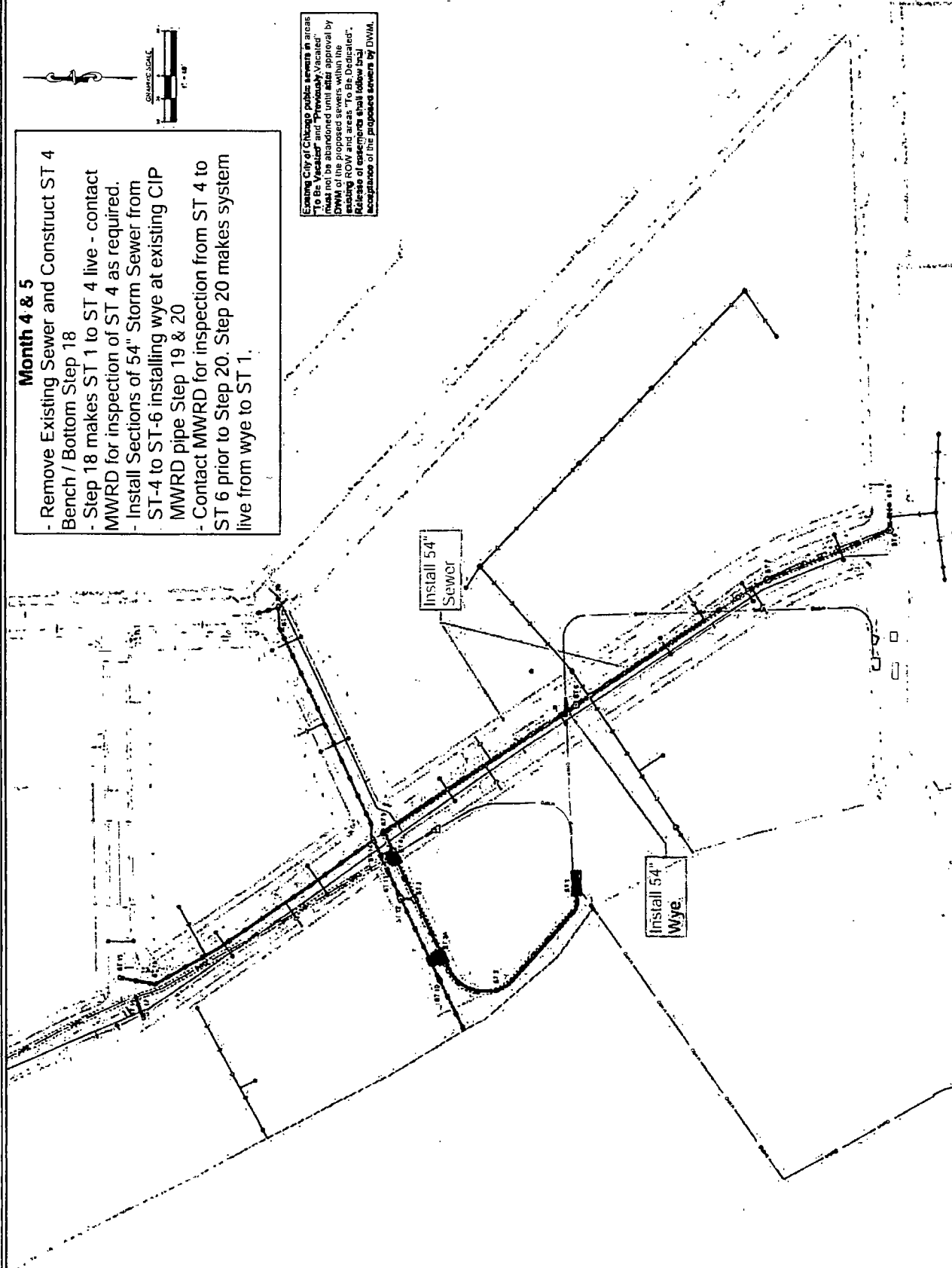
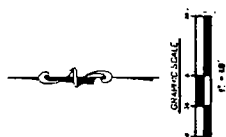
EX. 4

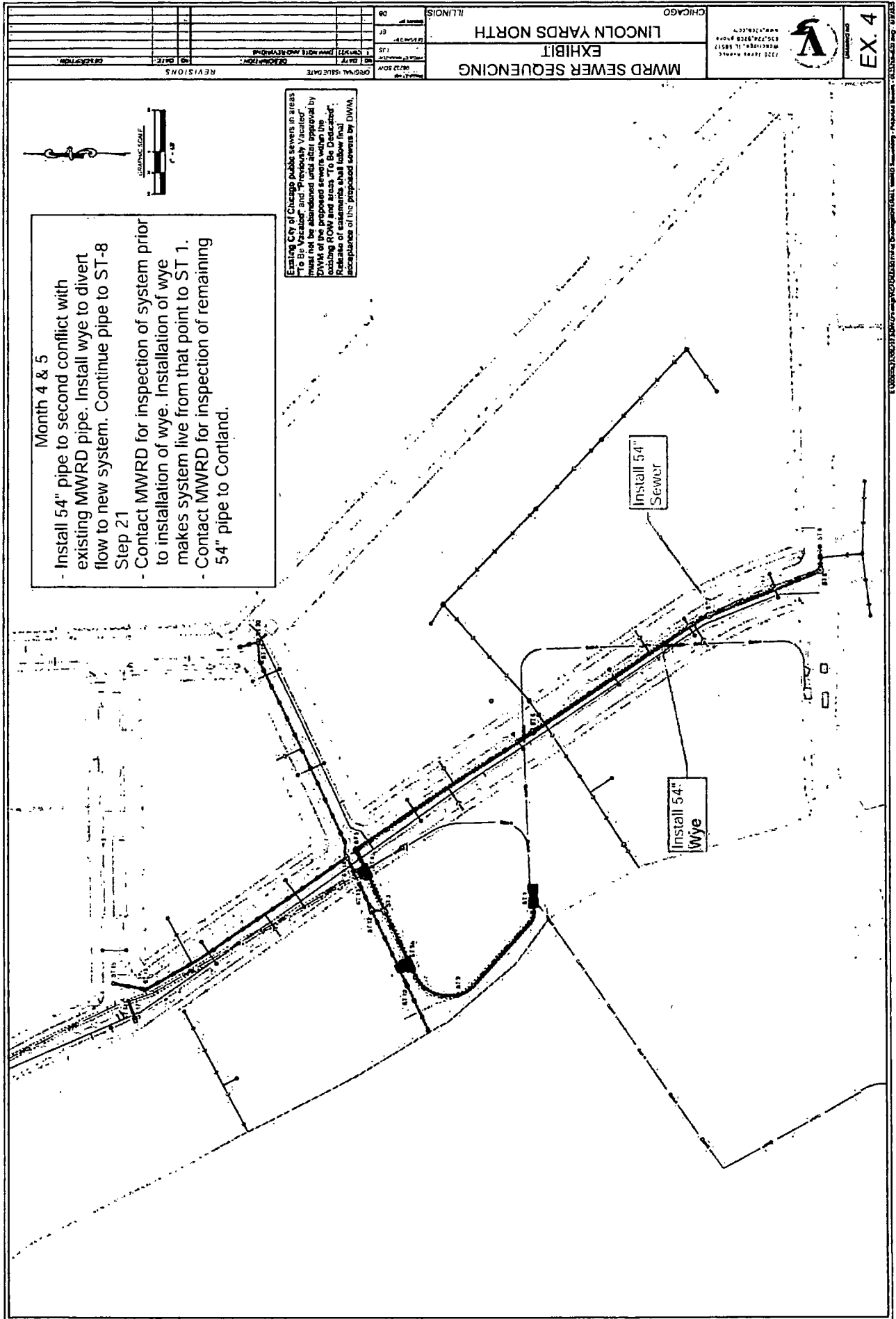
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**Existing City of Chicago public sewers in areas "To Be Vacated" and "Previously Vacated" must not be abandoned until after approval by DWMM of the proposed sewers within the remaining ROW and areas "To Be Dedicated". Release of easements shall follow final acceptance of the proposed sewers by DWMM.**

**Month 4 & 5**

- Remove Existing Sewer and Construct ST 4 Bench / Bottom Step 18
- Step 18 makes ST 1 to ST 4 live - contact MWRD for inspection of ST 4 as required.
- Install Sections of 54" Storm Sewer from ST-4 to ST-6 installing wye at existing CIP MWRD pipe Step 19 & 20
- Contact MWRD for inspection from ST 4 to ST 6 prior to Step 20. Step 20 makes system live from wye to ST 1.



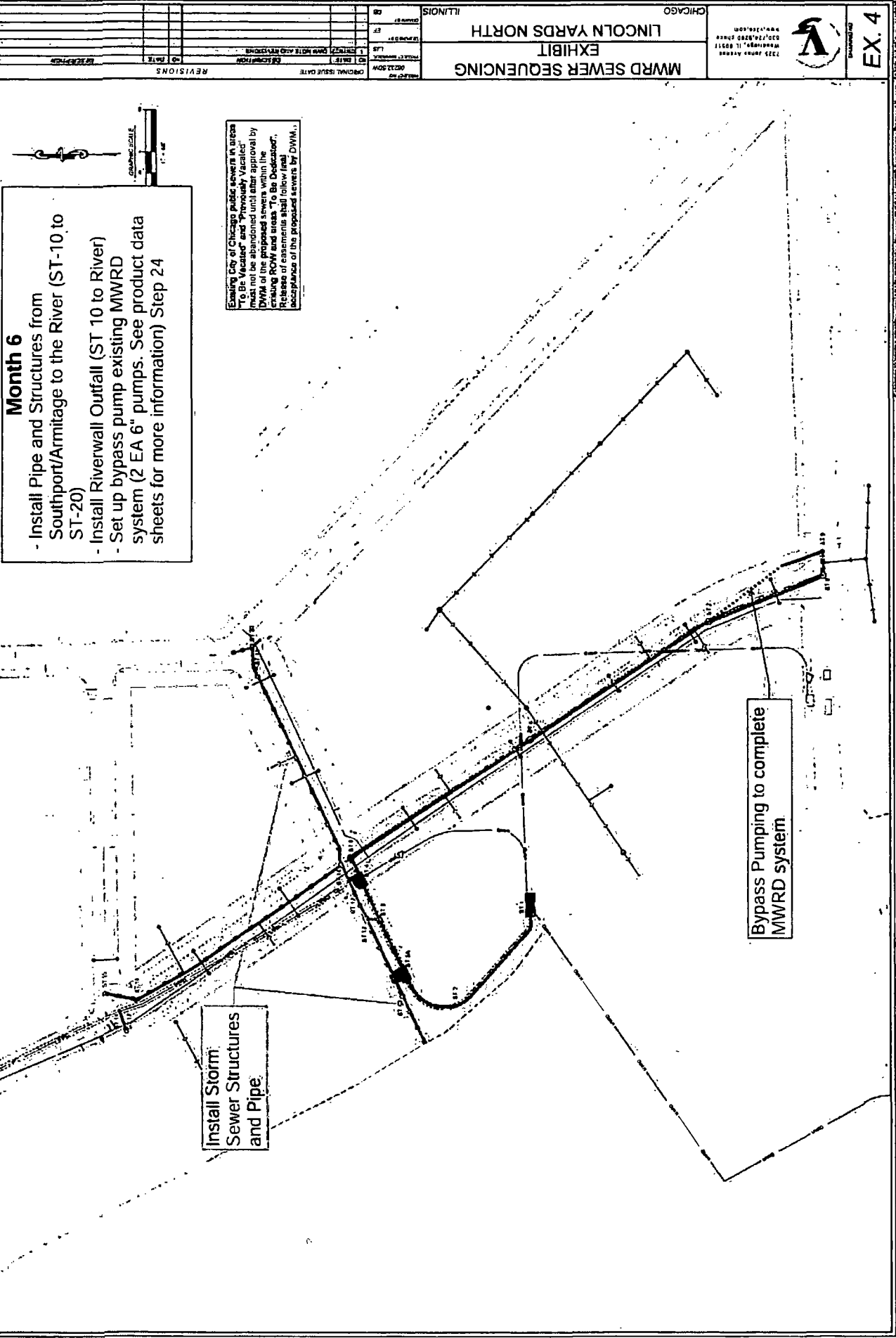


- Month 6**
- Install Pipe and Structures from Southport/Armitage to the River (ST-10 to ST-20)
  - Install Riverwall Outfall (ST 10 to River)
  - Set up bypass pump existing MWRD system (2 EA 6" pumps. See product data sheets for more information) Step 24

Install Storm Sewer Structures and Pipe

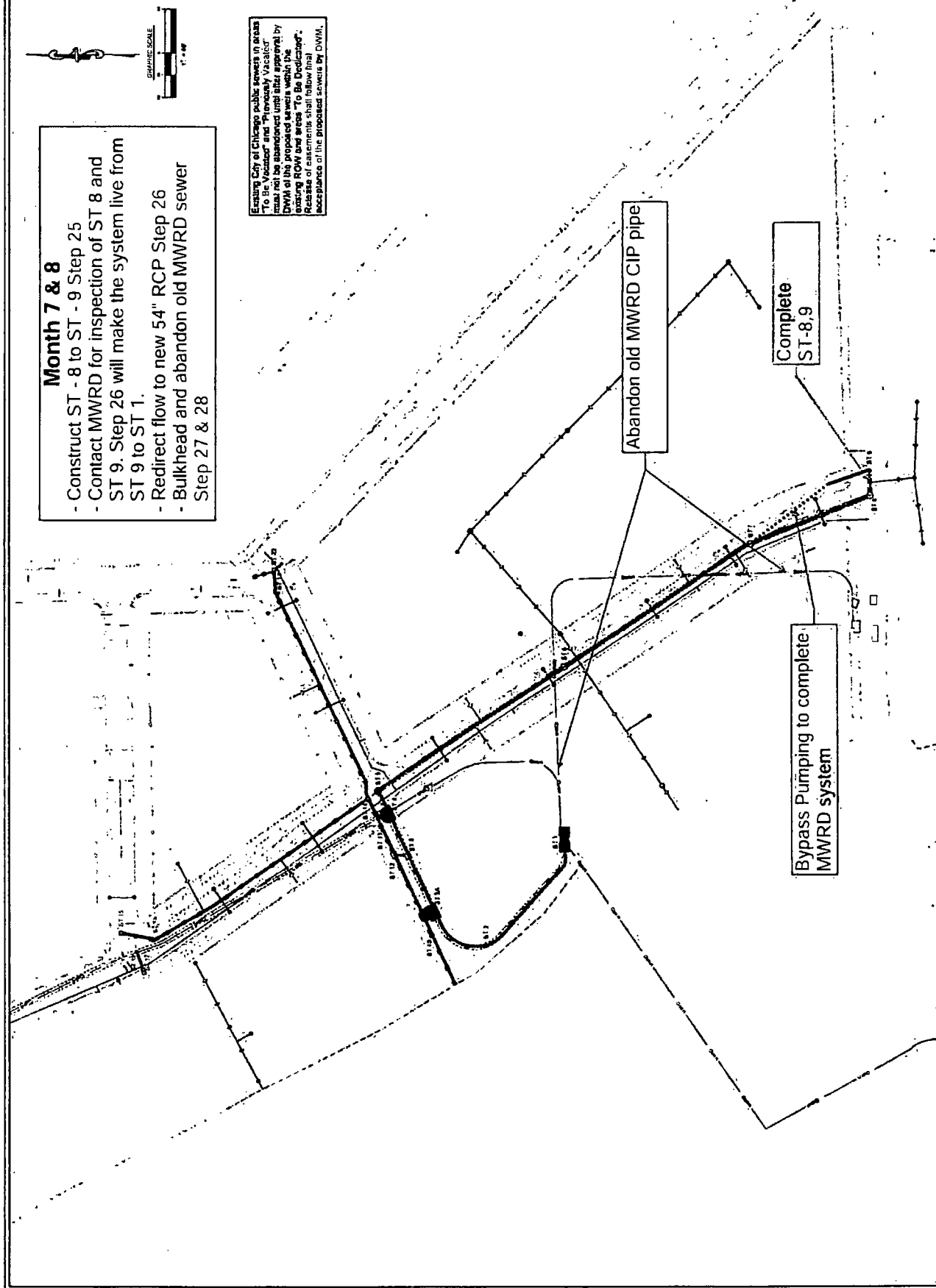
Bypass Pumping to complete MWRD system

Existing City of Chicago public sewers in areas "To be Vacated" and "Previously Vacated" shall not be abandoned until after approval by the City of Chicago. The City of Chicago shall be responsible for the removal of the existing sewers. Release of easements shall follow final acceptance of the proposed sewers by DWM.



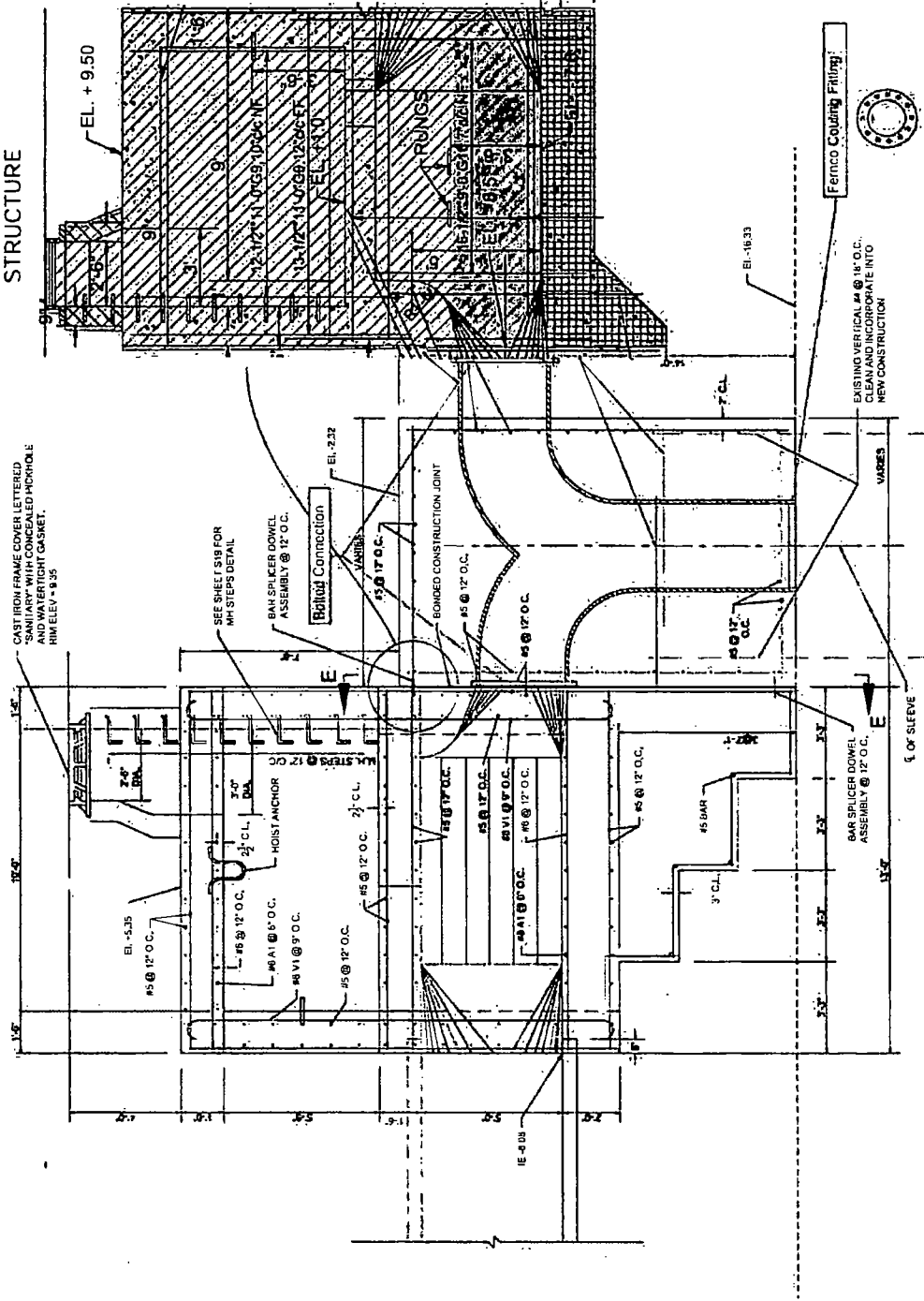
MMWRD SEWER SEQUENCING  
EXHIBIT  
LINCOLN YARDS NORTH

CHICAGO ILLINOIS

[illegible]

# PROPOSED STRUCTURE

CAST IRON FRAME COVER LETTERED  
"SANITARY" WITH CONCEALED HOORHOLE  
AND WATER TIGHT GASKET.  
RIM ELEV. = 9.35



# EXISTING STRUCTURE

- Structure Demolition Limits
- Structure to Remain In Place
- Concrete Fill to Abandon Structure
- Concrete Encasement limits of New Filling

Ferro-Coupling Filling

EXISTING VERTICAL #5 @ 12\"/>



1\"/>

# 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:

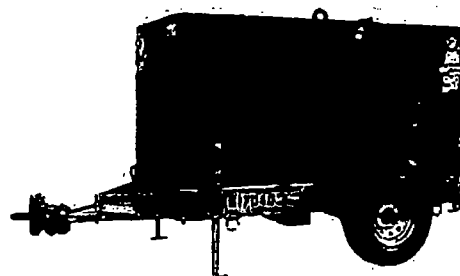
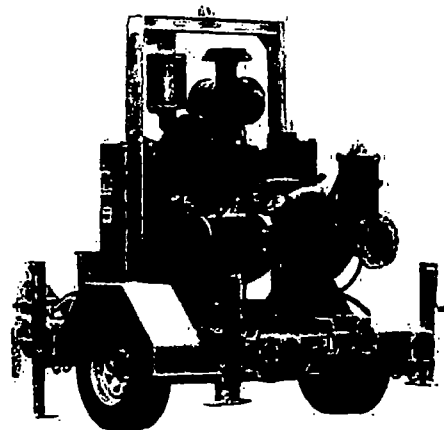
- Suction lift to 28 feet
- Continuous self-priming
- Runs dry unattended
- Compressor/Venturi or CleanPrime automatic priming system
- Auto-start capable control panel
- Electric Drive option
- Sound Attenuated option

## Trailer Features:

- GR Trailer - Steel integrated Diesel Fuel Tank
- NT Trailer - Replaceable HDPE Diesel Fuel Tank

## Specs:

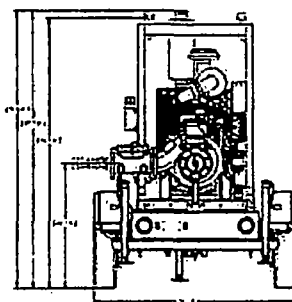
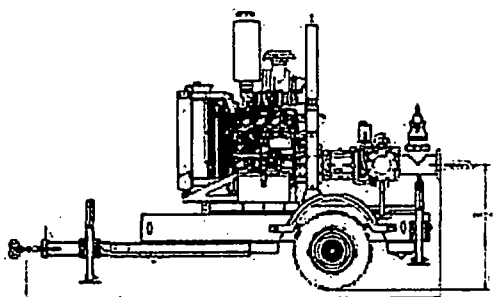
Maximum Flow	2,775 GPM
Maximum Head	150 feet
Pump Size	6" x 6"
Maximum Solids Handling	3 inches
Footprint: Open / SA	135" x 66" / 152" x 77"
Sound Attenuation	70dB(A) @ 30'



SA Option: 70dB(A) @ 30'

## Accessories:

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



PUMPS • TANKS • FILTRATION • PIPE • SPILLGUARDS

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

**Liquid Ingenuity.**

800-742-7246  
rainforrent.com



# Rain For Rent

CURVE: 01-0133-02-33

PUMP: DV-150c

SUCTION  
6"

DISCHARGE  
6"

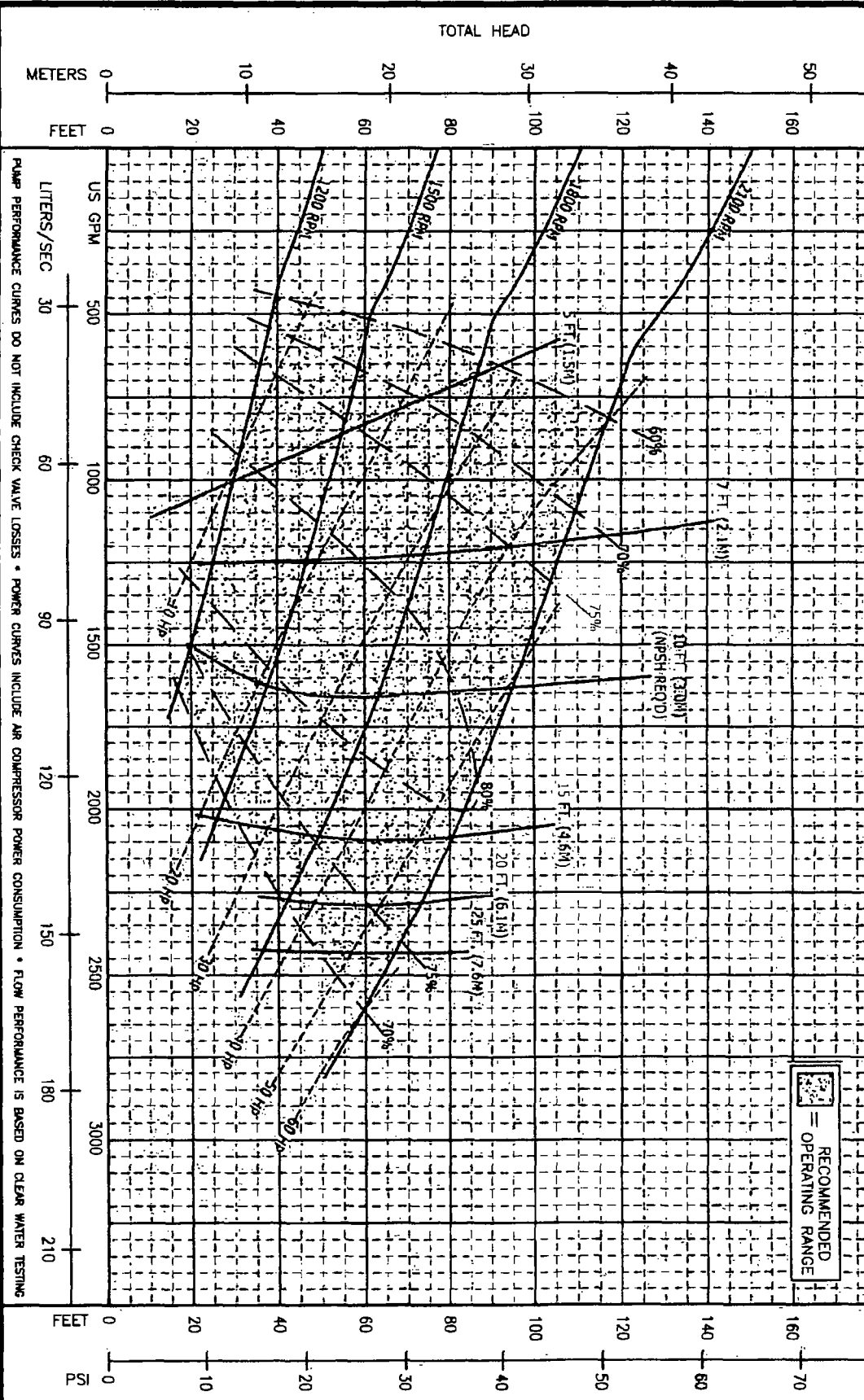
MAX. SPHERE  
3"

IMPELLER  
2 VANE

IMPELLER  
10.09"

IMPELLER &  
WEAR RINGS  
CAST IRON

ALL INFORMATION CONTAINED IN OR DISCLOSED BY THIS DOCUMENT IS CONSIDERED CONFIDENTIAL, AND PROPRIETARY BY RAIN FOR RENT. ALL DISCLOSURES OF DESIGN INFORMATION AND REPRODUCTION OF THIS DOCUMENT AND ALL SALES RIGHTS ARE EXCLUSIVELY RESERVED BY AND TO RAIN FOR RENT AND COMMUNICATION OF THIS INFORMATION TO OTHERS IS PROHIBITED WITHOUT THE PRIOR WRITTEN CONSENT OF RAIN FOR RENT



**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) **Commercial General Liability** (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) Professional Liability

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.

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 Milestones.** 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: \_\_\_\_\_ Date: \_\_\_\_\_  
Commissioner, Department of Transportation

**METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO**

By: \_\_\_\_\_ Date: \_\_\_\_\_  
Chairman of the Committee on Finance

By: \_\_\_\_\_ Date: \_\_\_\_\_  
Executive Director

ATTEST:

By: \_\_\_\_\_ Date: \_\_\_\_\_  
Clerk

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.

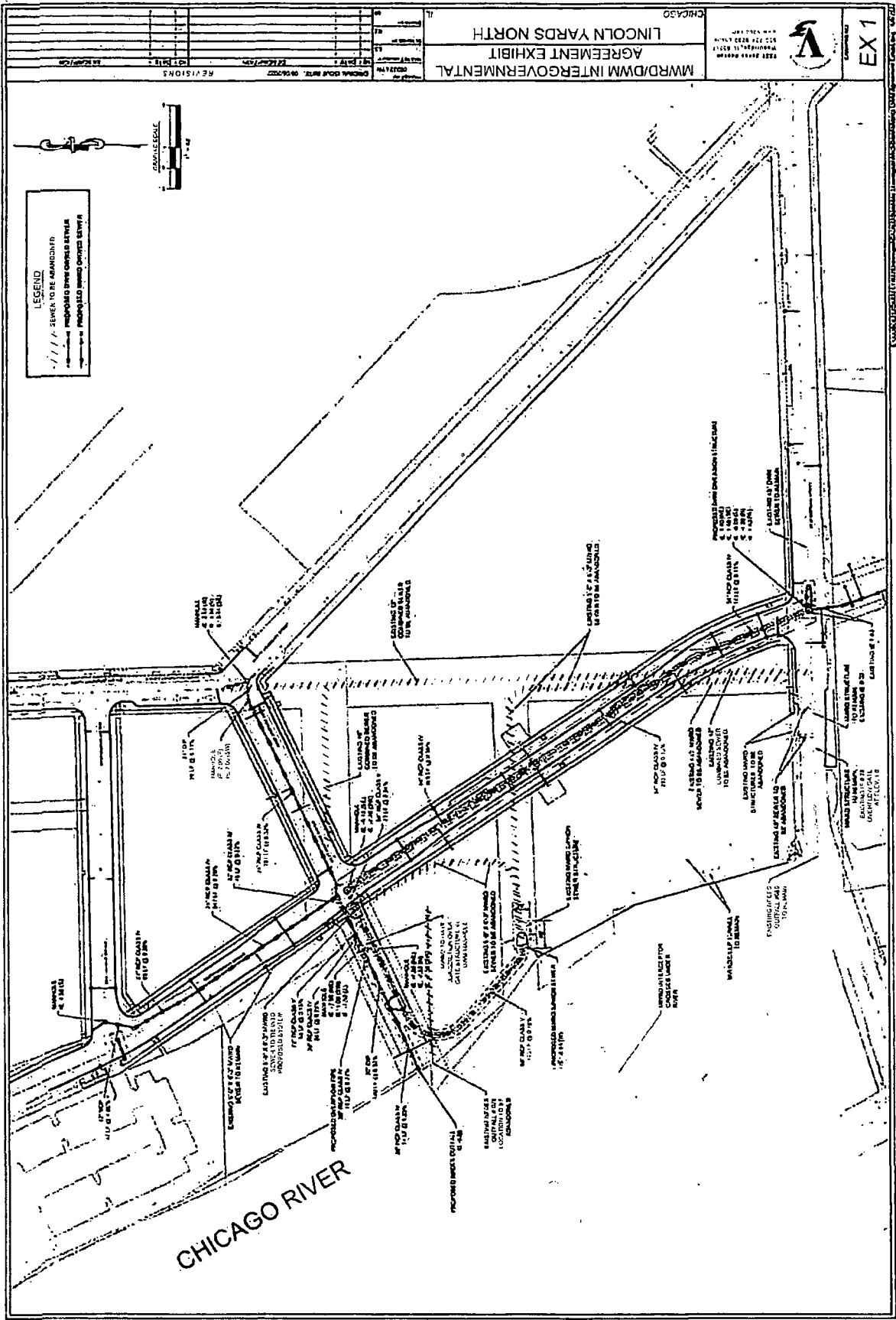
**DEVELOPER:**

Alloy Property Company, LLC,  
a Delaware limited liability company

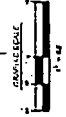
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

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

Agreement Exhibit 1, Sewer Reroute Depiction  
(see attached)



LEGEND  
--- SEWER TO BE ABANDONED  
--- PROPOSED SEWER CAPSULES  
--- PROPOSED SEWER CAPSULES WITH 18\"/>



MWRD/DWM INTERGOVERNMENTAL  
AGREEMENT EXHIBIT  
LINCOLN YARDS NORTH  
CHICAGO

EX 1

SEAL: [Signature]  
DATE: 02/27/2020  
PROJECT: LINCOLN YARDS NORTH  
SHEET: EX 1

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

(The above space for Recorder's office use)

### E A S E M E N T   G R A N T

THIS GRANT OF EASEMENT, made this \_\_\_\_ day of \_\_\_\_\_  
A.D. 20\_\_\_\_ from the \_\_\_\_\_ (hereinafter  
called the "Grantor") to the METROPOLITAN WATER RECLAMATION DISTRICT  
OF GREATER CHICAGO, a municipal corporation organized and existing under  
the laws of the State of Illinois (hereinafter termed the "District"), 100 East Erie  
Street, Chicago, Illinois 60611.

### W I T N E S S E T H.,   T H A T

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 TEN AND NO/100 DOLLARS (\$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 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 TECHNICAL MATTERS:

\_\_\_\_\_  
Director of Engineering

APPROVED AS TO FORM AND LEGALITY:

\_\_\_\_\_  
Head Assistant Attorney

\_\_\_\_\_  
General Counsel

STATE OF ILLINOIS    )  
                                  ) SS  
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\_\_\_\_.

\_\_\_\_\_  
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 this \_\_\_\_\_ day 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 this \_\_\_\_ day 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 SUBDIVISION 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.

GRANTOR: \_\_\_\_\_

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, RECORDED 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, RECORDED 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.

(The above space for Recorder's office use)

E A S E M E N T   G R A N T

THIS GRANT OF EASEMENT, made this \_\_\_\_ day of \_\_\_\_\_  
A.D. 20\_\_ from the \_\_\_\_\_ (hereinafter  
called the "Grantor") to the METROPOLITAN WATER RECLAMATION DISTRICT  
OF GREATER CHICAGO, a municipal corporation organized and existing under  
the laws of the State of Illinois (hereinafter termed the "District"), 100 East Erie  
Street, Chicago, Illinois 60611.

W I T N E S S E T H ,   T H A T

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;

NOW, THEREFORE, in consideration of the sum of TEN AND NO/100 (\$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.

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

By: \_\_\_\_\_ Date: \_\_\_\_\_

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

\_\_\_\_\_  
General Counsel

STATE OF ILLINOIS    )  
                                  ) SS  
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\_\_\_\_.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_, A. D., 20\_\_\_\_.



GRANTOR: \_\_\_\_\_

PARCEL XXA-PERMANENT EASEMENT

INSERT PERMANENT EASEMENT LEGAL DESCRIPTION HERE

PIN No. XX-XX-XXX-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

-XXA-

EAST\175509271.5

Exhibit D to the ordinance:

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

[Attached]



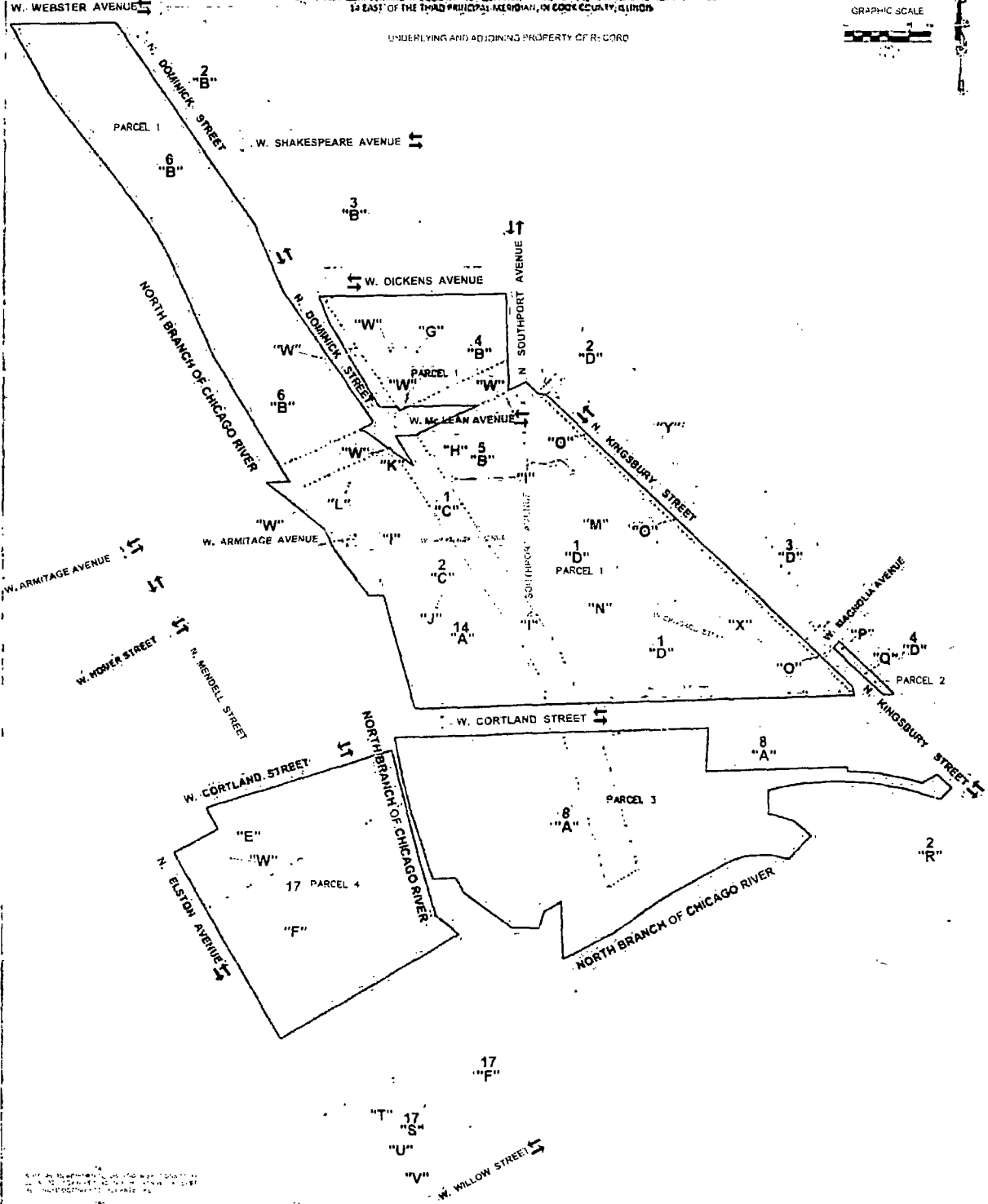
EXHIBIT "A"

# LINCOLN YARDS NORTH RESUBDIVISION

BEING A RESUBDIVISION OF VARIOUS LOTS, BLOCKS AND VACATED PUBLIC RIGHTS OF WAY IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 12, TOWNSHIP 4 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

UNDERLYING AND ADJOINING PROPERTY OF RECORD

GRAPHIC SCALE



CDOT #32-02-20-3936

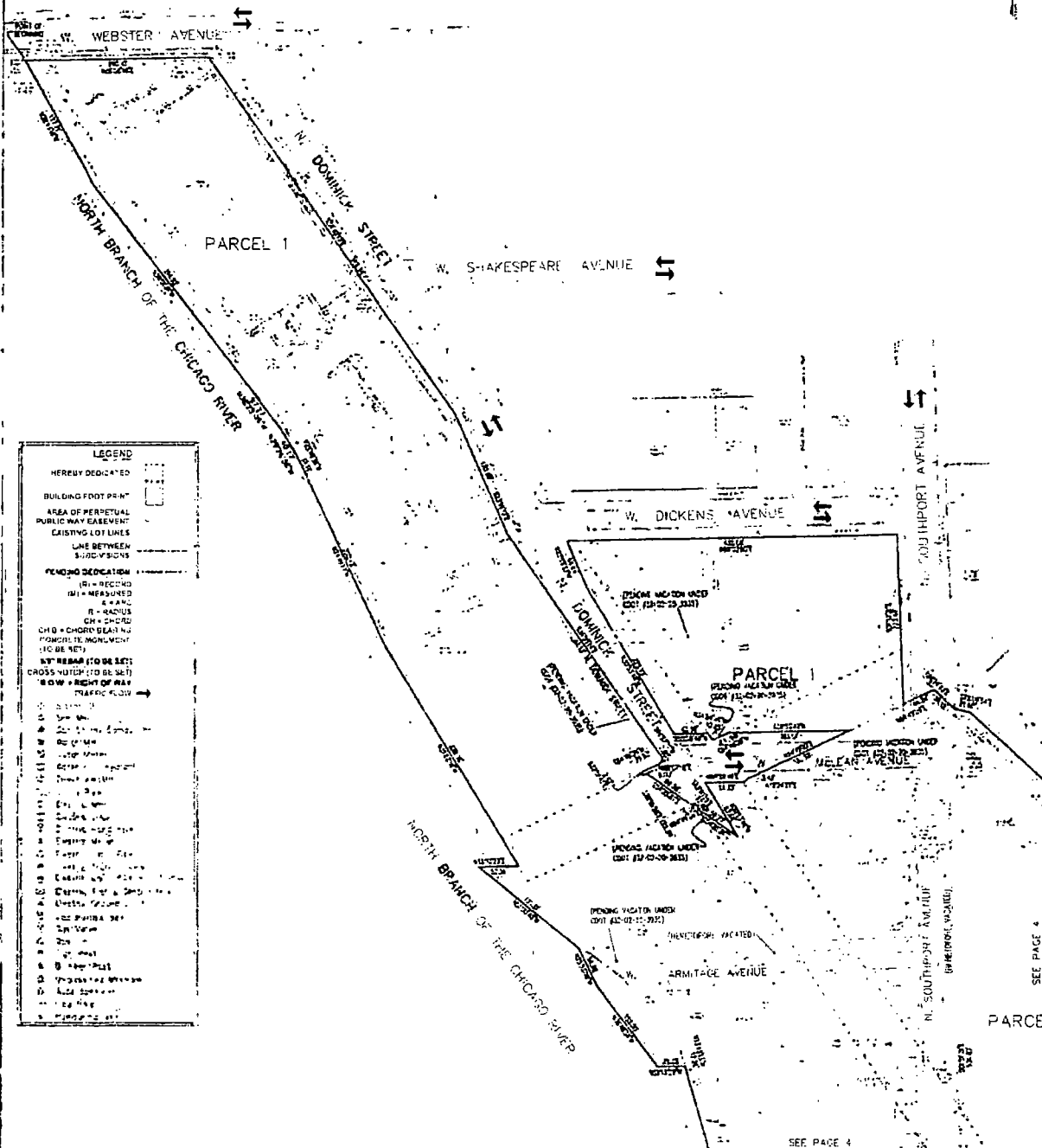
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2020-27544-001	2 of 7
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# LINCOLN YARDS NORTH RESUBDIVISION

SURVEY PARCELS EXISTING EASEMENTS AND PHYSICAL IMPROVEMENTS

42



**LEGEND**

HERETIMY DEDICATED

BUILDING FOOT PRINT  
AREA OF PERPETUAL PUBLIC WAY EASEMENT  
EXISTING LOT LINES  
LINE BETWEEN SUBDIVISIONS

PENDING DEDICATION  
(R) = RECEIVED  
(M) = MEASURED  
G = GRANT  
B = BARNES  
CH = CHURCH  
CND = COMMON DEAN  
FOM = FORTUNE MONUMENT  
TO BE SET

CROSS WALK TO BE SET  
CROSS WALK TO BE SET  
ROW = RIGHT OF WAY TRAFFIC FLOW →

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1. The first step in the process is to identify the problem or issue that needs to be addressed. This involves gathering information and understanding the context of the situation.

~~THE EXISTENCE OF THE UNITED STATES IS A FACT~~

**CDOT #32-02-20-3936**

2020-27544-001 3-7

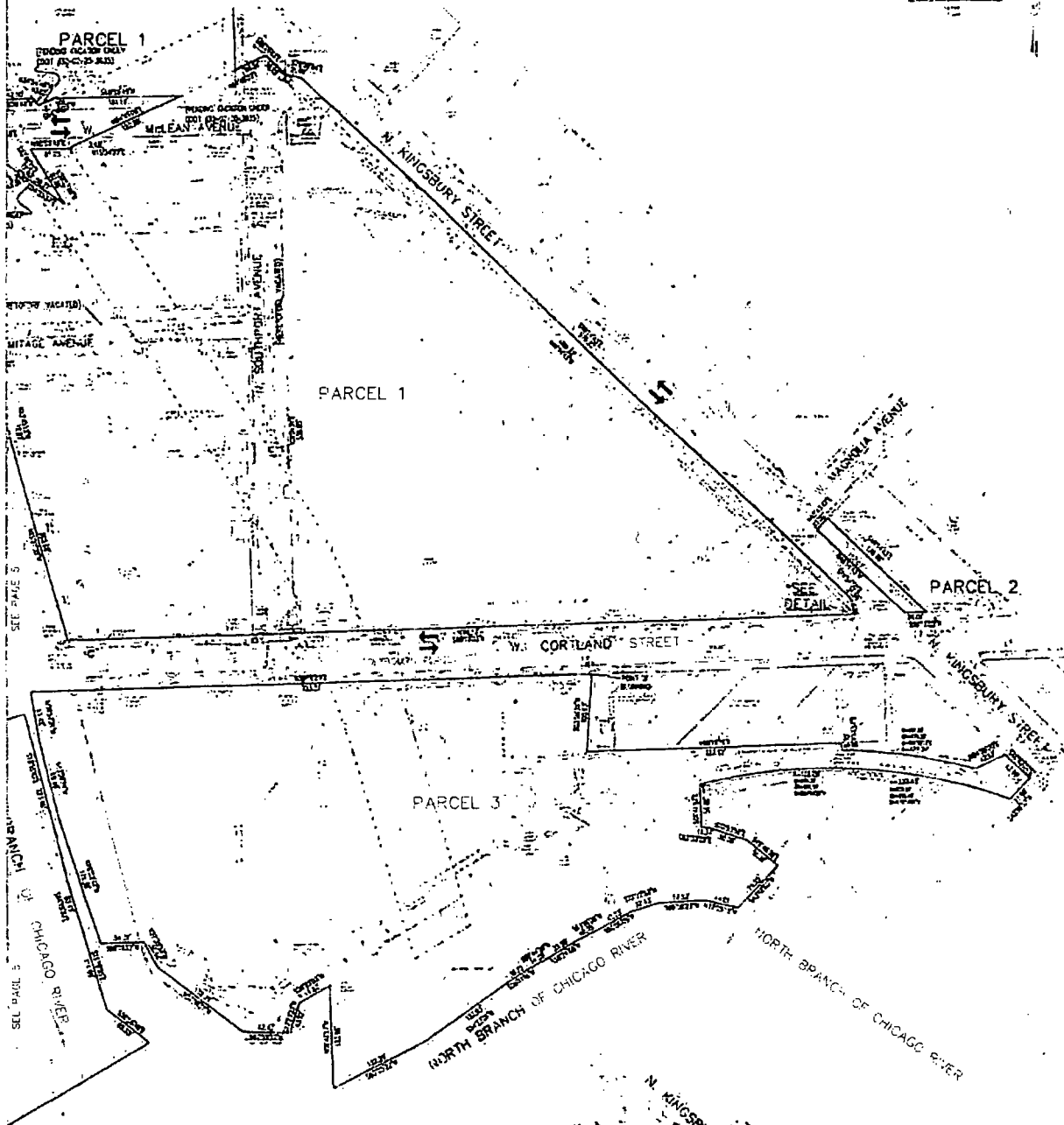
EXHIBIT "A"

# LINCOLN YARDS NORTH RESUBDIVISION

BEING A RESUBDIVISION OF VARIOUS LOTS, BLOCKS AND VACATED PUBLIC RIGHTS OF WAY IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 31, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

SURVEY PARCELS, EXISTING EASEMENTS AND PHYSICAL IMPROVEMENTS

GRAPHIC SCALE



LEGEND	
NEAREST DEDICATED	SEE PLAN TO BE SET
BUILDING FOOT PRINT	CROSS NOTCH (TO BE SET) -
AREA OF PERPETUAL PUBLIC WAY EASEMENT	R.O.W. - RIGHT OF WAY
EXISTING LOT LINES	TRAFFIC FLOW
LINE BETWEEN SUBDIVISIONS	
PENDING DEDICATION	
IN RECORD	
IN MEASURED	
R - RADIUS	
CH - CHORD	
CONCRETE MONUMENT	
(TO BE SET)	

HEREBY DEDICATED  
W. CORTLAND STREET

DETAIL SCALE 1"=10'

CDOT #32-02-20-3936

*Handwritten signature and date:*  
SEPT. 13, 2020

DATE	2020-09-13
PROJECT	LINCOLN YARDS NORTH RESUBDIVISION
FILE #	2020-27544-001
SCALE	1"=10'

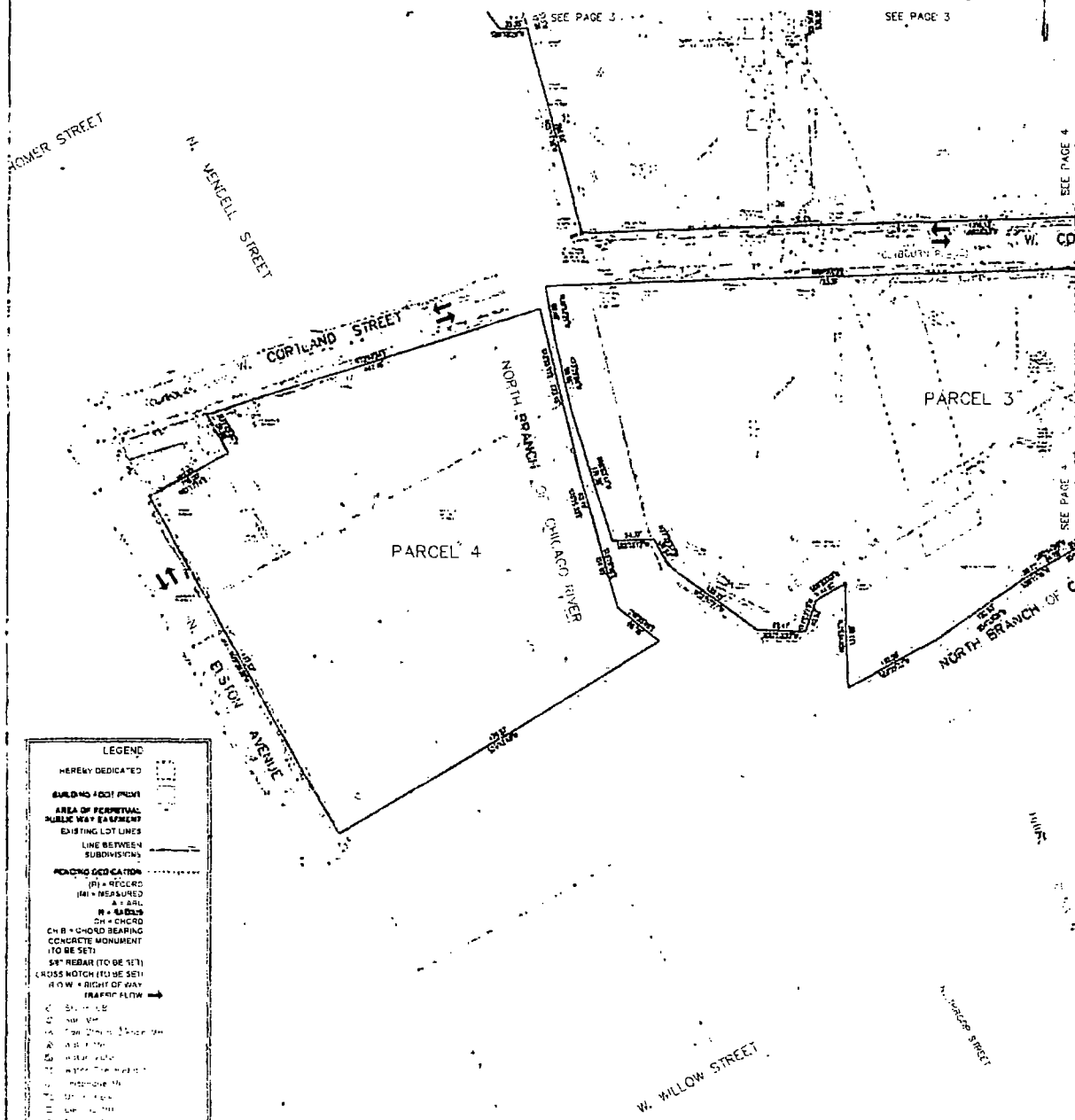
EXHIBIT "A"

# LINCOLN YARDS NORTH RESUBDIVISION

BEING A RESUBDIVISION OF VARIOUS LOTS, BLOCKS AND VACATED PUBLIC RIGHTS OF WAY IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 32, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS

SURVEY PARCELS, EXISTING EASEMENTS AND PHYSICAL IMPROVEMENTS

GRAPHIC SCALE



LEGEND	
HEREBY DEDICATED	
BUILDING FOOT PRINT	
AREA OF PERPETUAL PUBLIC WAY EASEMENT	
EXISTING LOT LINES	
LINE BETWEEN SUBDIVISIONS	
POURING GOVERNANCE	
(R) = RECORD	
(M) = MEASURED	
R = RECORD	
CH = CHORD	
CHB = CHORD BEARING	
CONCRETE MONUMENT (TO BE SET)	
54" REBAR (TO BE SET)	
CROSS NOTCH (TO BE SET)	
RIGHT OF WAY	
TRAFFIC FLOW	
1. Street	
2. Alley	
3. Road	
4. Highway	
5. Interstate	
6. Expressway	
7. Freeway	
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*Ref*  
*SEP 13, 2022*

CDOT #32-02-20-3936

NOTICE: THE STATE OF ILLINOIS HAS ADOPTED THE FOLLOWING RESOLUTIONS TO AMEND THE ILLINOIS EASEMENT ACT, AS AMENDED, TO PROVIDE FOR THE EASEMENT OF A PUBLIC RIGHT OF WAY IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 32, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

RESOLUTION NO. 32-02-20-3936

ADOPTED BY THE BOARD OF SUPERVISORS OF COOK COUNTY, ILLINOIS, ON SEPTEMBER 13, 2022.

CLERK OF COOK COUNTY

PROJECT NO.	32-02-20-3936
DATE	SEP 13, 2022
BY	GRADY & BERGMAN
FOR	CDOT
PROJECT NAME	LINCOLN YARDS NORTH RESUBDIVISION
PROJECT LOCATION	NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 32, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS
PROJECT DESCRIPTION	RESUBDIVISION OF VARIOUS LOTS, BLOCKS AND VACATED PUBLIC RIGHTS OF WAY
PROJECT STATUS	IN PROGRESS
PROJECT CONTACT	2020-27544-001

EXHIBIT "A"

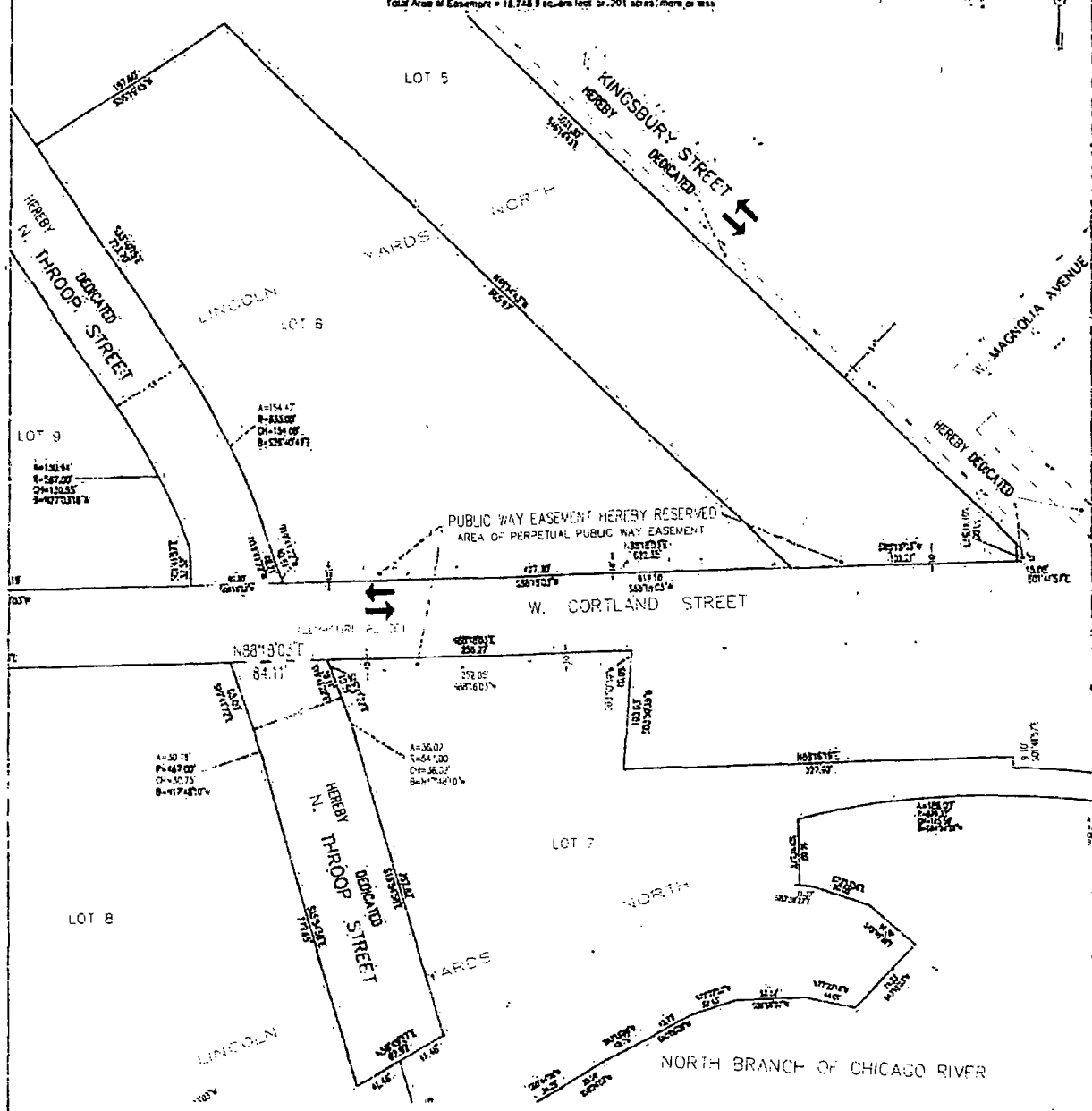
# LINCOLN YARDS NORTH RESUBDIVISION

BEING A RESUBDIVISION OF VARIOUS LOTS, BLOCKS AND VACATED PUBLIC RIGHTS OF WAY IN THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 32, TOWNSHIP 20 NORTH, RANGE 18 EAST, OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

GRAPHIC SCALE

## AREA OF PERPETUAL PUBLIC WAY EASEMENT

Total Area of Easement = 18,748.9 square feet or .201 acres (more or less)



LEGEND	
HEREBY DEDICATED	[Symbol]
BUILDING FOOT PRINT	[Symbol]
AREA OF PERPETUAL PUBLIC WAY EASEMENT	[Symbol]
EXISTING LOT LINES	[Symbol]
LINE BETWEEN SUBDIVISIONS	[Symbol]
PENDING DEDICATION:	
AS - RECORD	
M - MEASURED	
A - ARC	
R - RADIUS	
CH - CHORD	
CH - CHORD BEARING	
CONCRETE MONUMENT - (TO BE SET)	
REBAR - (TO BE SET)	
CROSS NOTCH - (TO BE SET)	
R.O.W. - RIGHT OF WAY	
TRAFFIC FLOW	[Symbol]

*Ref*  
*Sept. 13, 2022*

CDOT #32-02-20-3936

GENERAL INFORMATION	
PROJECT NO.	2020-27544-001
DATE	6-7



the 1990s, the number of people in the UK who are aged 65 and over has increased by 1.5 million (19.5%) and the number of people aged 75 and over has increased by 1.1 million (22.5%) (Office for National Statistics 1999). The number of people aged 85 and over has increased by 0.5 million (30.5%) and the number of people aged 90 and over has increased by 0.2 million (33.3%) (Office for National Statistics 1999).

There is a growing awareness of the need to develop services to meet the needs of the ageing population. The Department of Health (1999) has identified the need to develop services to meet the needs of the ageing population. The Department of Health (1999) has identified the need to develop services to meet the needs of the ageing population. The Department of Health (1999) has identified the need to develop services to meet the needs of the ageing population.

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**1. 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:

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. ☐ 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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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 ☐ 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	Title
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Please see the attached Exhibit A

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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

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

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
Please see attached Exhibit B		

### 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 ☒ 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 ☒ 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 ☒ No

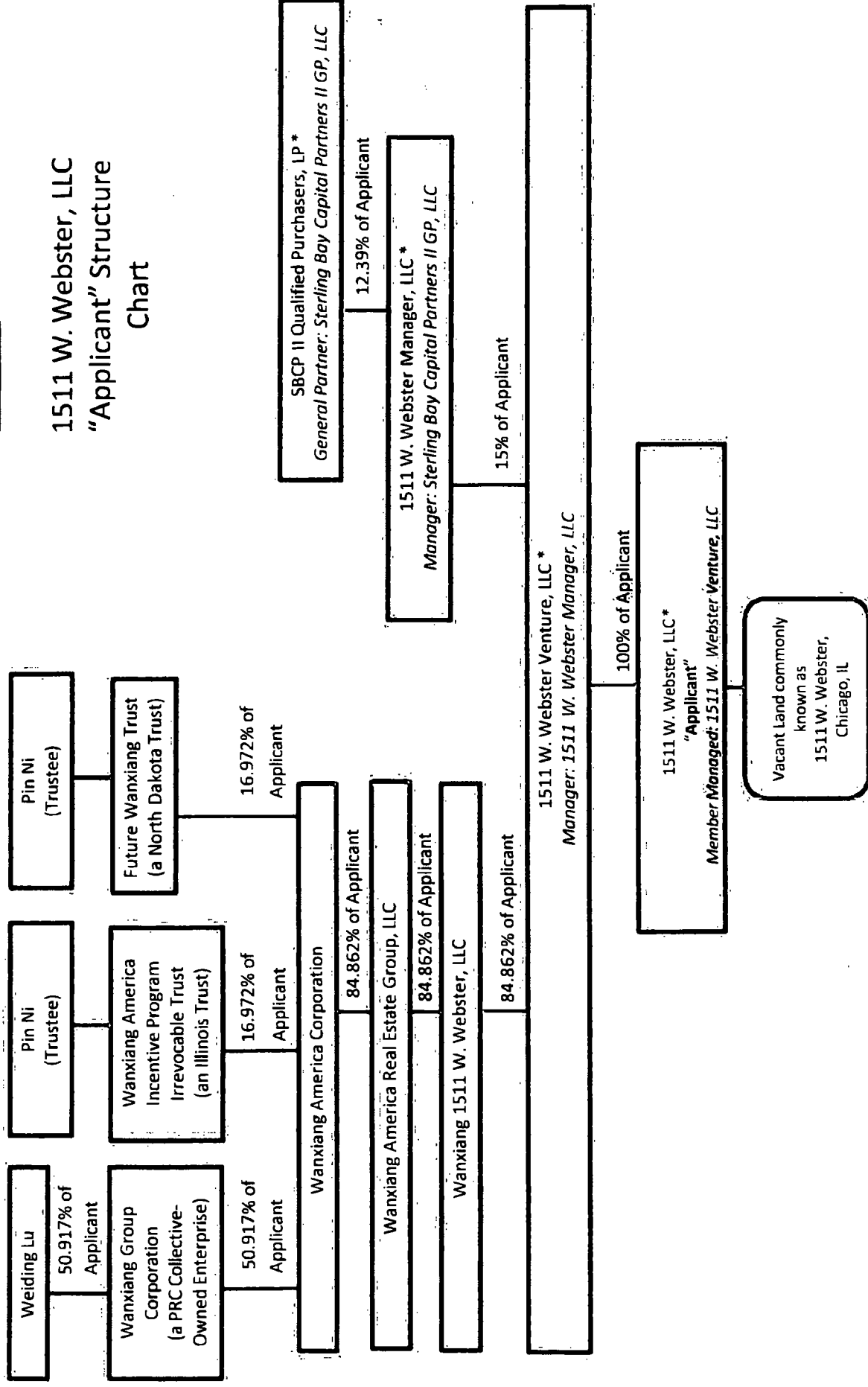
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

### 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.

## Exhibit B

### 1511 W. Webster, LLC "Applicant" Structure Chart



\* Entities with an asterisk 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 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 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

N/A

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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

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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

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## C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

☐ is ☒ is not

a "financial institution" as defined in 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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.

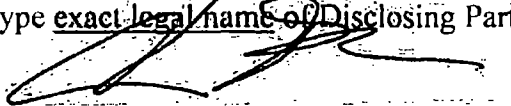
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By 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)

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, sole member of 1511 W. Webster, LLC

(Print or type title of person signing)

Signed and sworn to before me on (date) August 17, 2022 :

at Cook County, Illinois (state):

Jennifer Marie Kupietz  
Notary Public

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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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## 2. 1511 W. WEBSTER 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:

1511 W. WEBSTER VENTURE, 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

DELAWARE

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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 ☐ 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	Title
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SEE APPLICANT EDS

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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
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 ☒ 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 ☒ 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 ☒ No

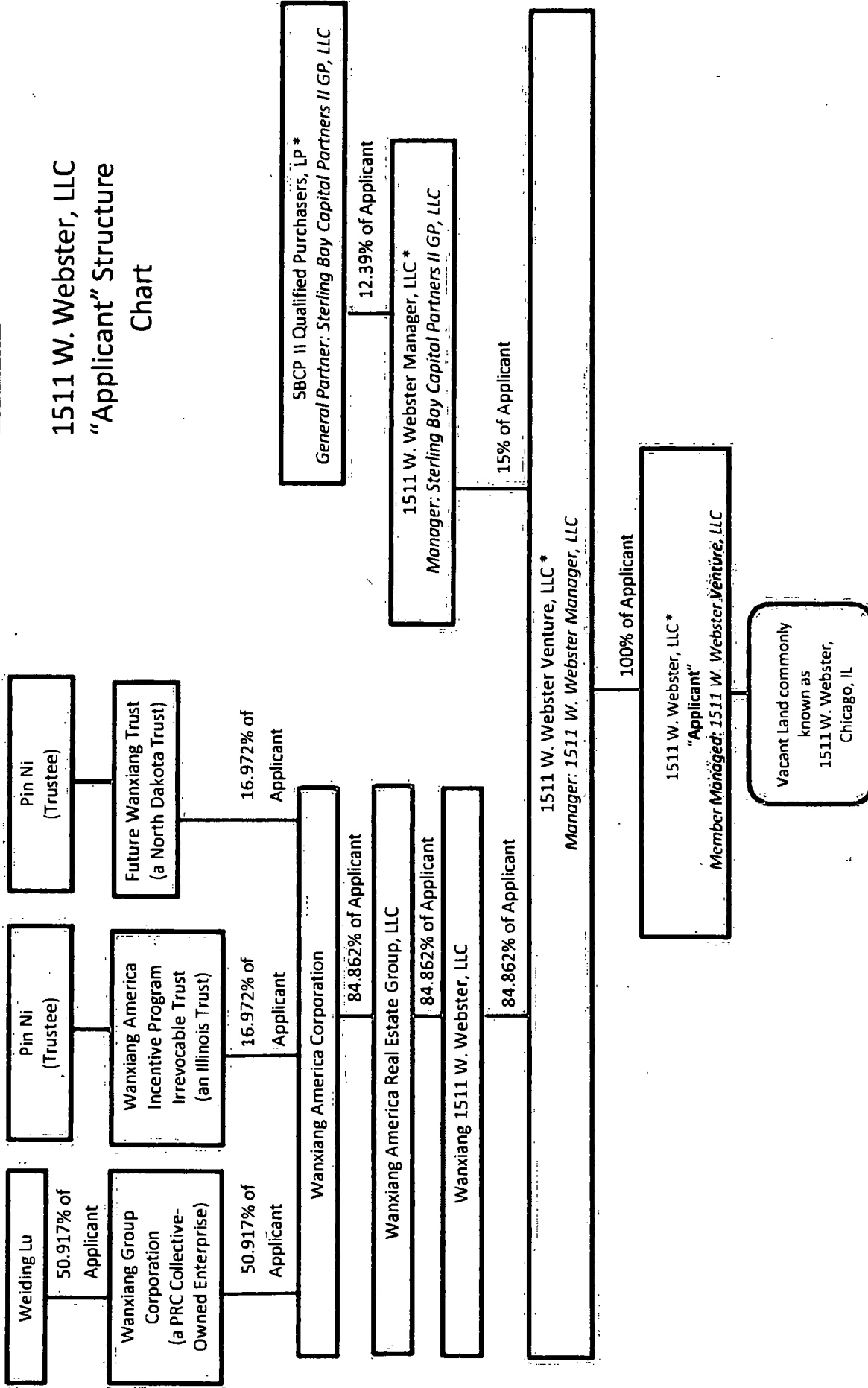
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

### 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.

Exhibit A

1511 W. Webster, LLC  
"Applicant" Structure  
Chart



\* Entities with an asterisk 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 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 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 ( <del>indicate whether paid or estimated.</del> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

N/A

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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

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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

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## C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

☐ is ☒ is not

a "financial institution" as defined in 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."

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

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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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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.

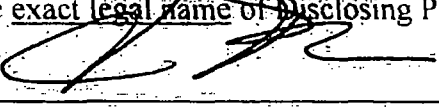
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By 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).

Jennifer Marie Kupietz  
Notary Public

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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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### 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. ☒ 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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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 ☐ 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	Title
SEE APPLICANT EDS	
<hr/>	
<hr/>	
<hr/>	

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
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SEE ATTACHED EXHIBIT A

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### **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 ☒ 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 ☒ 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:

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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 ☒ 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).

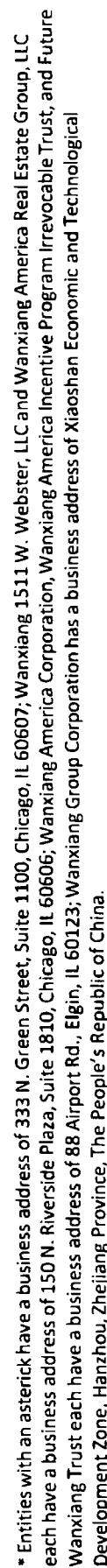
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### **SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES**

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.

# 1511 W. Webster, LLC “Applicant” Structure Chart



\* Entities with an asterisk have a business address of 333 N. Green Street, Suite 1100, Chicago, IL 60607; Wanxiang America Real Estate Group, LLC 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 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 ( <u>indicate whether paid or estimated</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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.

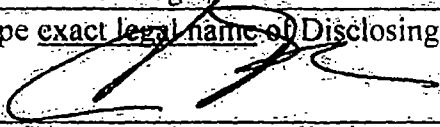
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By 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 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, 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  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 17, 2022

at Cook County, Illinois (state).

Jennifer Marie Kupietz  
Notary Public



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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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#### 4. SBCP II QUALIFIED PURCHASERS, LP



## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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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 ☐ 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	Title
None.	

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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
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None.

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### **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 ☒ 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 ☒ 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:

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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 ☒ 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).

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### **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 ( <del>indicate whether paid or estimated.</del> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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)

By: [Signature]  
(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, managing 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) AUGUST 17, 2022

at Cook County, Illinois (state).

Jennifer Marie Kupietz  
Notary Public

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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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## 5. STERLING BAY CAPPITAL PARTNERS 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 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. ☒ 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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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 ☐ 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	Title
<u>Please refer to Applicant EDS</u>	
<hr/>	
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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
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None.		
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### 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 ☒ 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 ☒ 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

☒ 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 ( <u>indicate whether paid or estimated.</u> ) <b>NOTE:</b> "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

N/A

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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

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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

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## C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

☐ is ☒ is not

a "financial institution" as defined in 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."

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

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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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials or employees having such financial interest and identify the nature of the financial interest:

Name

Business Address

Nature of Financial Interest

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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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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, managing member of Sterling Bay Capital Partners II GP, LLC  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 17, 2022,

at Cook County, Illinois (state).

Jennifer Marie Kupietz  
Notary Public

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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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## 6. STERLING BAY CAPITAL MANAGEMENT II, 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:

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 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:

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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☒ Yes ☐ No ☐ 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	Title
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Please refer to 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

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
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None.		
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### 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 ☒ 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 ☒ 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

☒ 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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)

By: [Signature]  
(Sign here)

Andrew Gloor  
(Print or type name of person signing)

Sole member of Sterling Bay Capital Management II GP, LLC, managing member of Sterling Bay Capital Management II, LP  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 17, 2022

at Cook County, Illinois (state).

Jennifer Marie Kupietz  
Notary Public

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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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## 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 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:

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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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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      ☐ 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

Title

Please refer to Applicant EDS

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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
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None.		
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### **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 ☒ 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 ☒ 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 ☒ 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 ( <del>indicate whether paid or estimated.</del> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

N/A

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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

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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.

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## C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

☐ is ☒ is not

a "financial institution" as defined in 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
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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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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)

By: \_\_\_\_\_

(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 17, 2022

at Cook County, Illinois (state):

Jennifer Marie Kupietz  
Notary Public



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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☐ No ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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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. ☒ 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Illinois

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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

☒ 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

Title

NONE

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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
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See attached Exhibit A		
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### **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 ☒ 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 ☒ 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 ☒ No

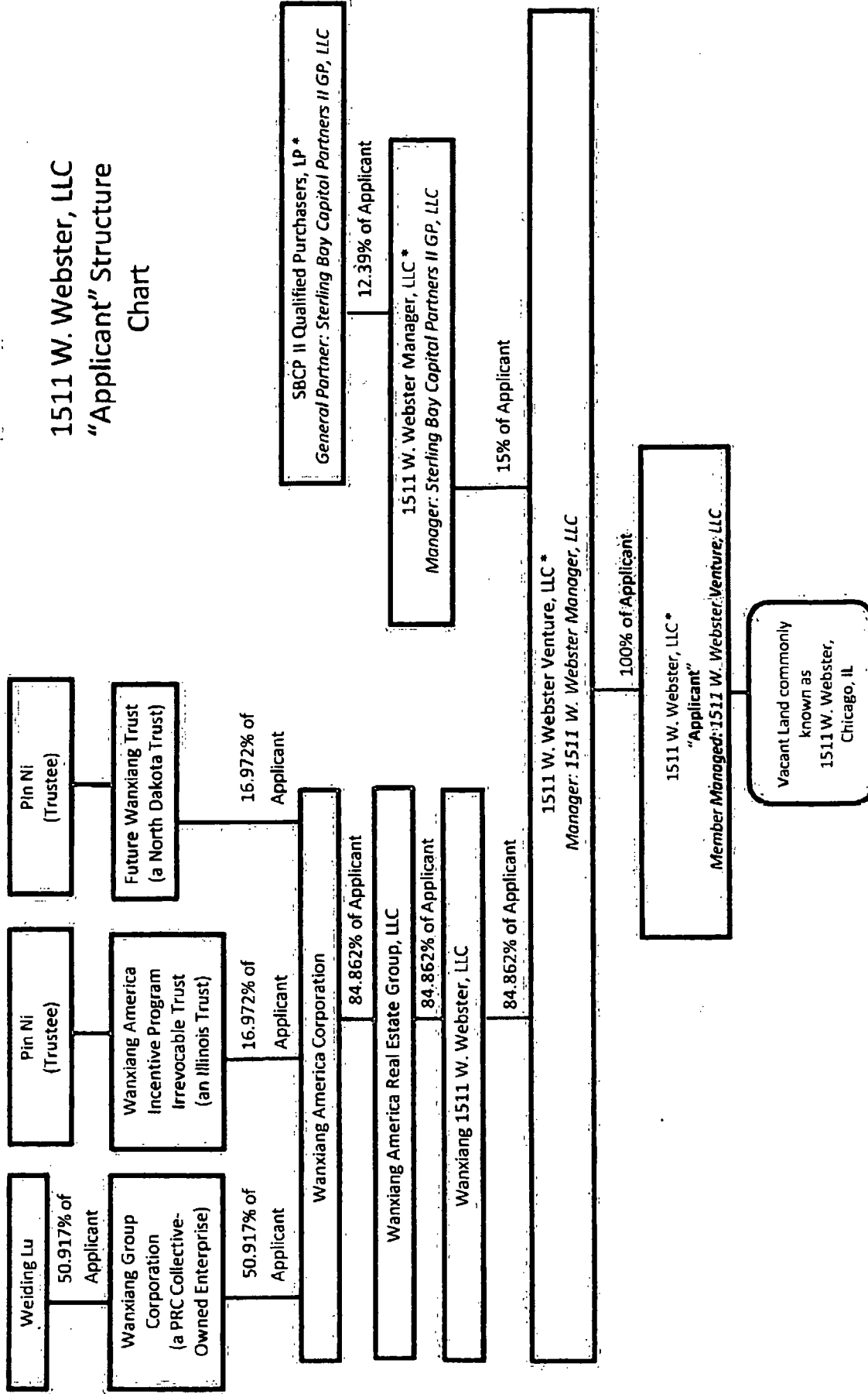
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

### **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.

# Exhibit A

## 1511 W. Webster, LLC "Applicant" Structure Chart



\* 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 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 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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

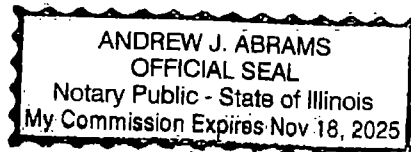
(Print or type title of person signing)

Signed and sworn to before me on (date) 8/22/22.

at Cook County, Illinois (state).

\_\_\_\_\_  
Notary Public

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 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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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## 9. WANXIANG AMERICA REAL ESTATE GROUP, 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 America Real Estate Group, 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: 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

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 ☒ 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

Title

Lawrence J. Krueger

Managing 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

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
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See attached Exhibit A		
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### **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 ☒ 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 ☒ 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 ☒ No

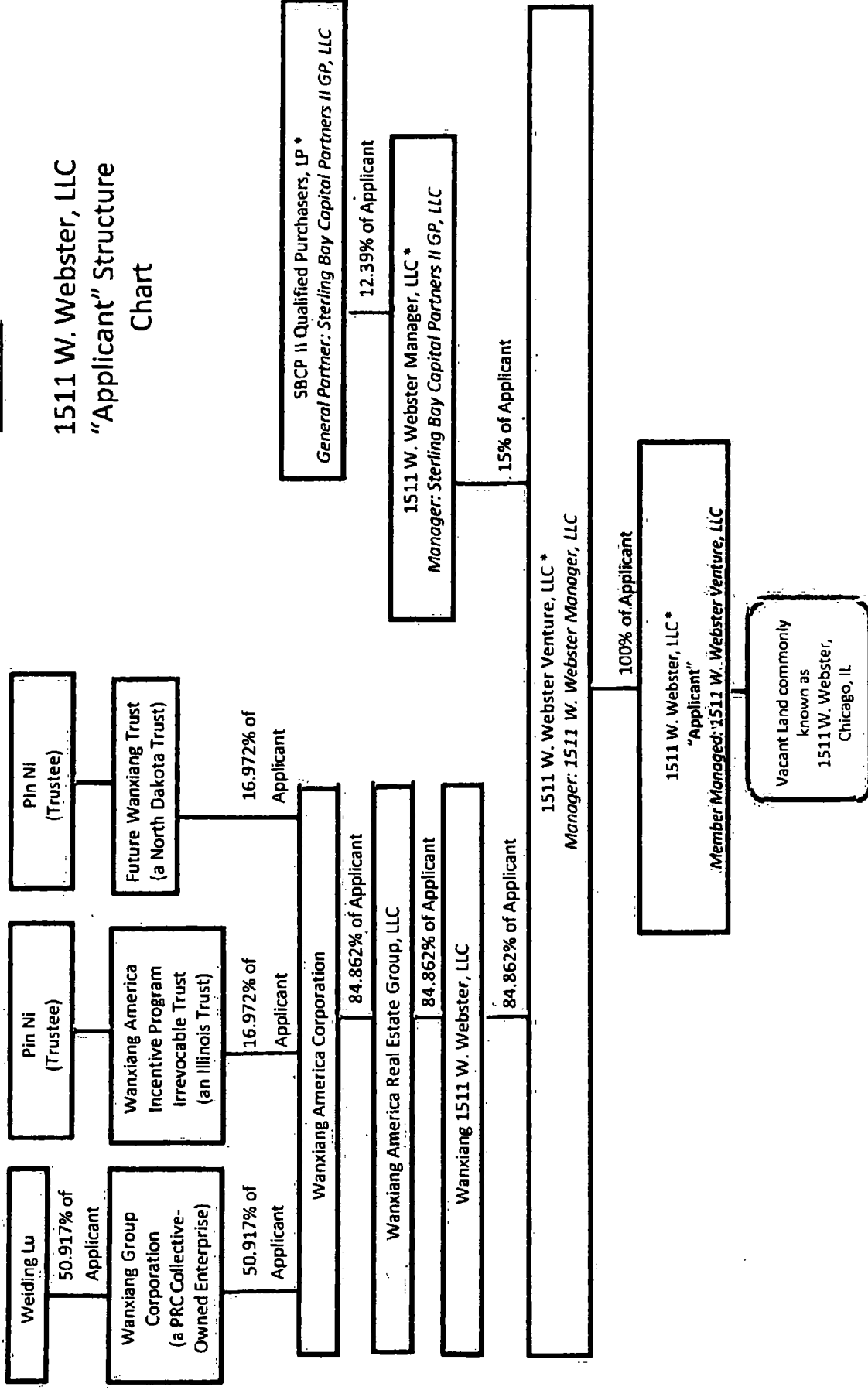
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

### **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.

# Exhibit A

## 1511 W. Webster, LLC "Applicant" Structure Chart



\* Entities with an asterisk 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 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 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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

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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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials or employees having such financial interest and identify the nature of the financial interest:

Name

Business Address

Nature of Financial Interest

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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:

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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 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):

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---

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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:   
(Sign here)

Lawrence J. Krueger  
(Print or type name of person signing)

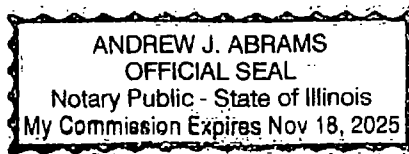
Managing Director  
(Print or type title of person signing)

Signed and sworn to before me on (date) 8/22/22,

at Cook County, Illinois (state).

  
Notary Public

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 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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☐ No                      ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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## 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. ☒ 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, IL 60123

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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Kentucky

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 ☐ 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	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

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
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See attached Exhibit A		
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### 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 ☒ 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 ☒ 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 ☒ No

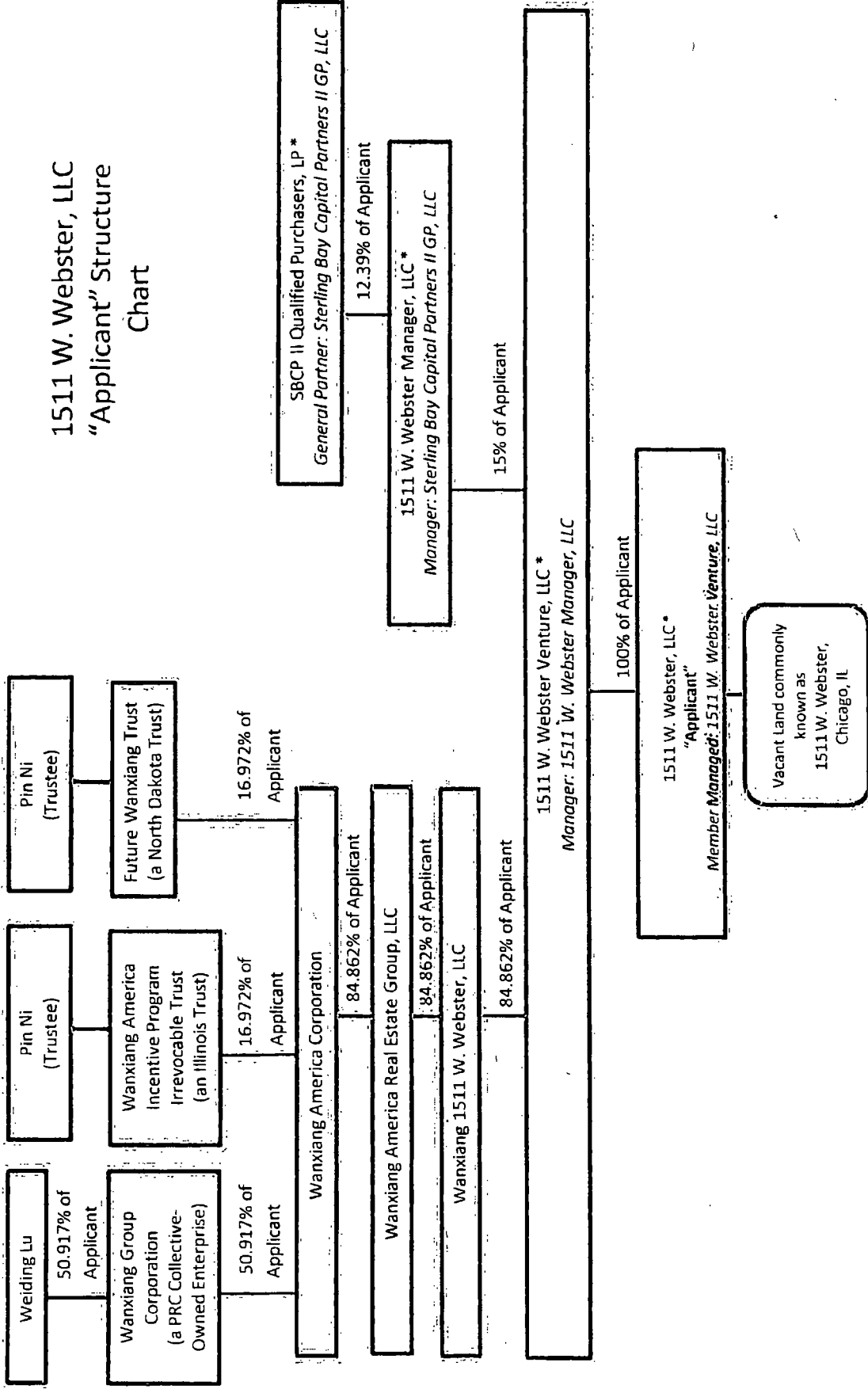
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

### 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.

Exhibit A

1511 W. Webster, LLC  
"Applicant" Structure  
Chart



\* Entities with an asterisk 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 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 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.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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

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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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

---

---

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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 Corporation

(Print or type exact legal name of Disclosing Party)

By: 

(Sign here)

Pin Ni

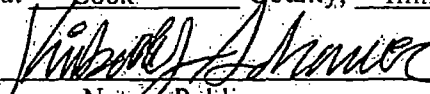
(Print or type name of person signing)

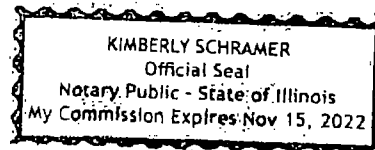
Authorized Signatory

(Print or type title of person signing)

Signed and sworn to before me on (date) 8/13/22

at Cook County, Illinois (state).

  
Notary Public



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 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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☐ No ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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.aunlegal.com](http://www.aunlegal.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.

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.

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**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. ☒ 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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 ☒ 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	Title
<u>Weidong Lu</u>	<u>Chairman</u>
<u>Pin Ni</u>	<u>Director</u>

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
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 ☒ 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 ☒ 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 ☒ No

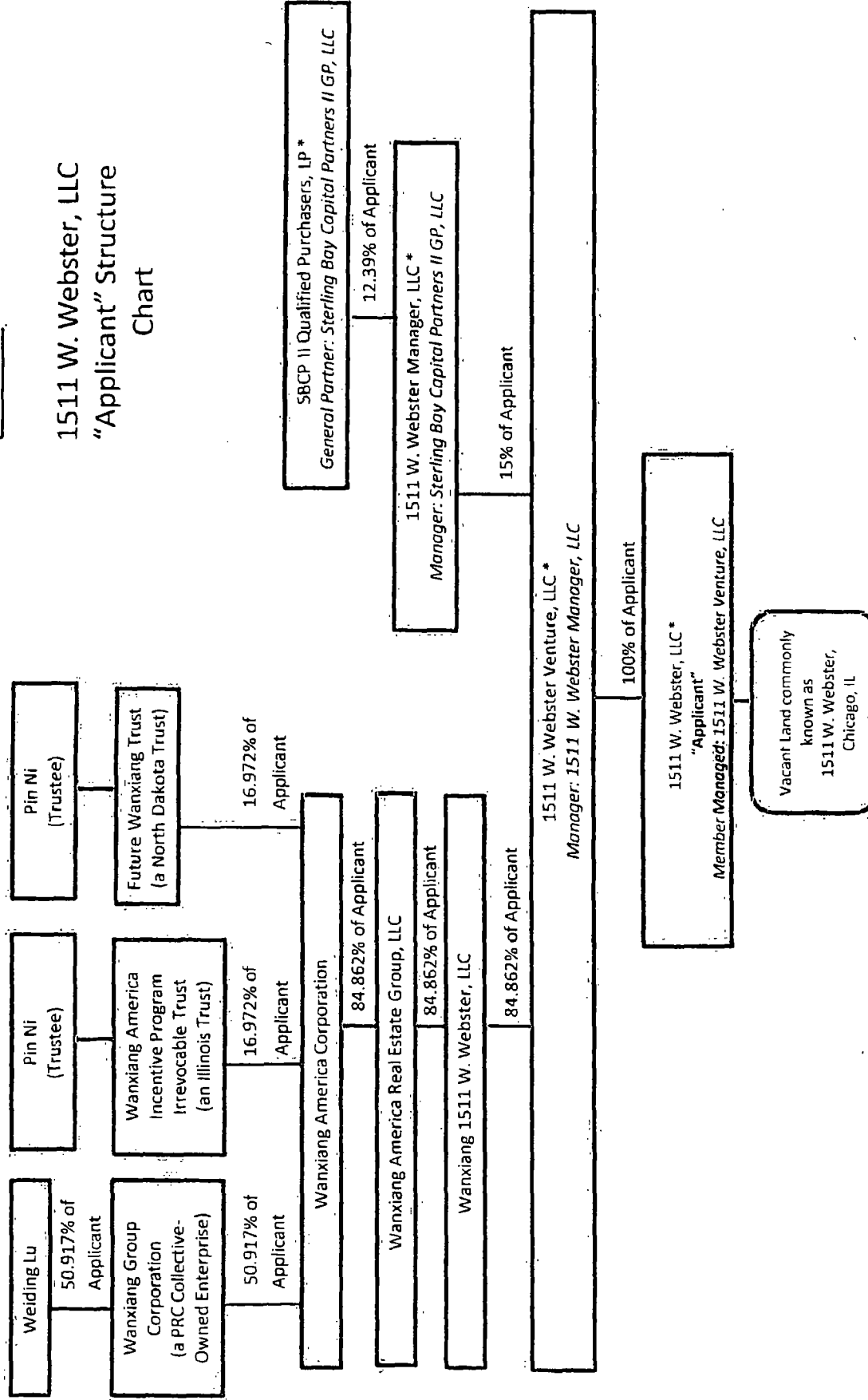
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

### 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.

# Exhibit A

## 1511 W. Webster, LLC "Applicant" Structure Chart



\* 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 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 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 ( <u>indicate whether paid or estimated</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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.

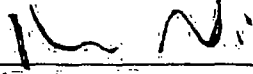
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By 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 Enterprise)  
(Print or type exact legal name of Disclosing Party)

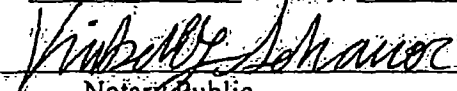
By:   
(Sign here)

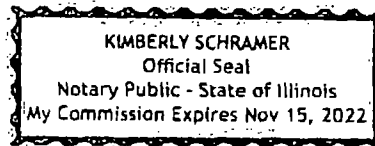
Pin Ni  
(Print or type name of person signing)

Authorized Signatory  
(Print or type title of person signing)

Signed and sworn to before me on (date) 8/18/22

at Cook County, Illinois (state).

  
Notary Public



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 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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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.amllegal.com](http://www.amllegal.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.

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.

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**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. ☒ 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, IL 60123

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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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 ☒ 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	Title
Pin Ni	Trustee

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
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See attached Exhibit A		
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### **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 ☒ 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 ☒ 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 ☒ No

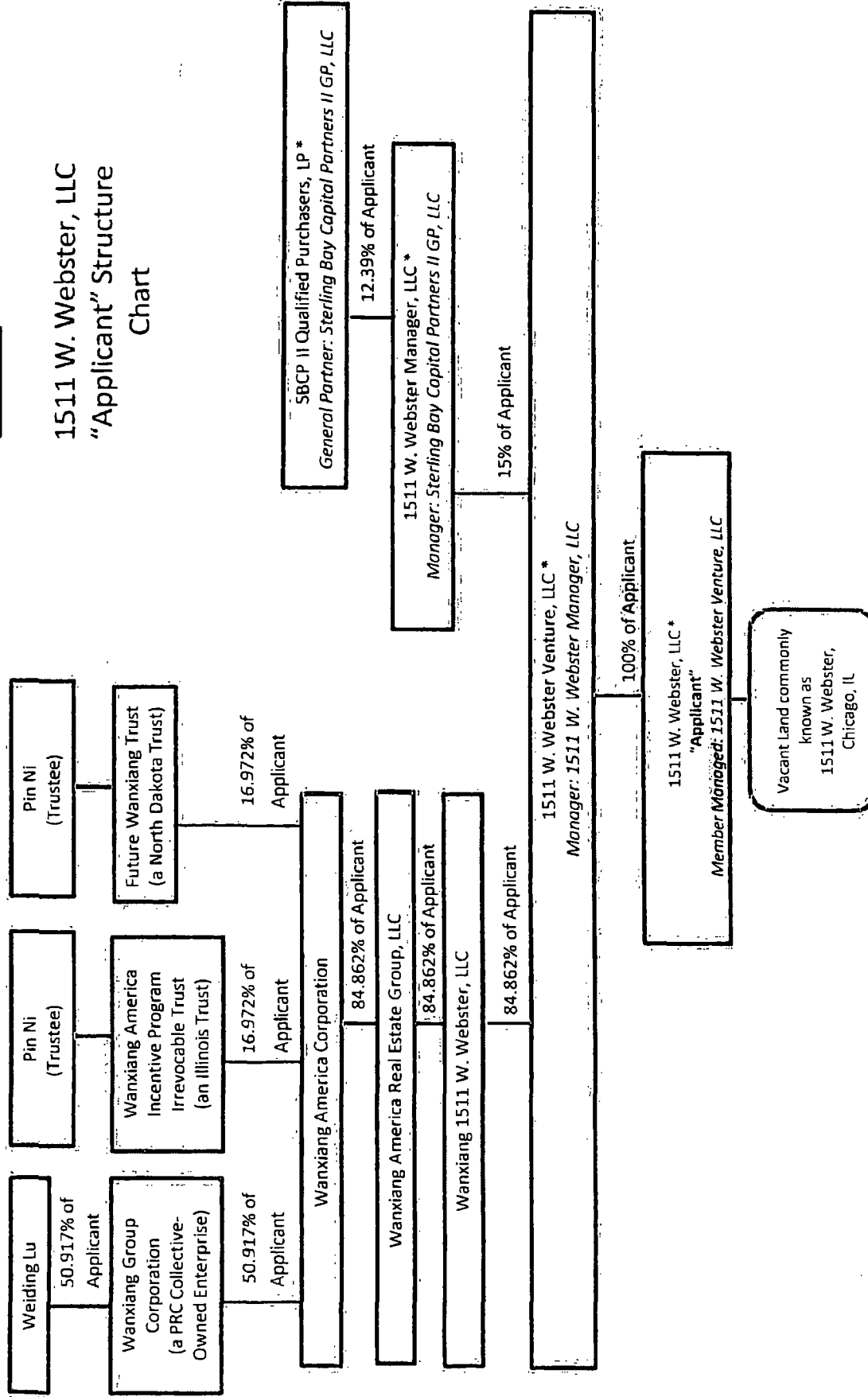
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

### **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.

# Exhibit A

## 1511 W. Webster, LLC "Applicant" Structure Chart



\* 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 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 Development Zone, Hanzhjou, 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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

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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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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 Trust (an Illinois Trust)

(Print or type exact legal name of Disclosing Party)

By: \_\_\_\_\_

(Sign here)

Pin Ni

(Print or type name of person signing)

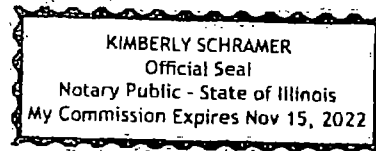
Trustee

(Print or type title of person signing)

Signed and sworn to before me on (date) 8/18/22

at Cook County, Illinois (state).

Kimberly Schramer  
Notary Public



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 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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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### 13. FUTURE WANXIANG TRUST (A NORTH DAKOTA 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:

Future Wanxiang Trust (a North Dakota Trust)

**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: 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, IL 60123

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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

North Dakota

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 ☐ 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	Title
Pin Ni	Trustee

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
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 ☒ 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 ☒ 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 ☒ No

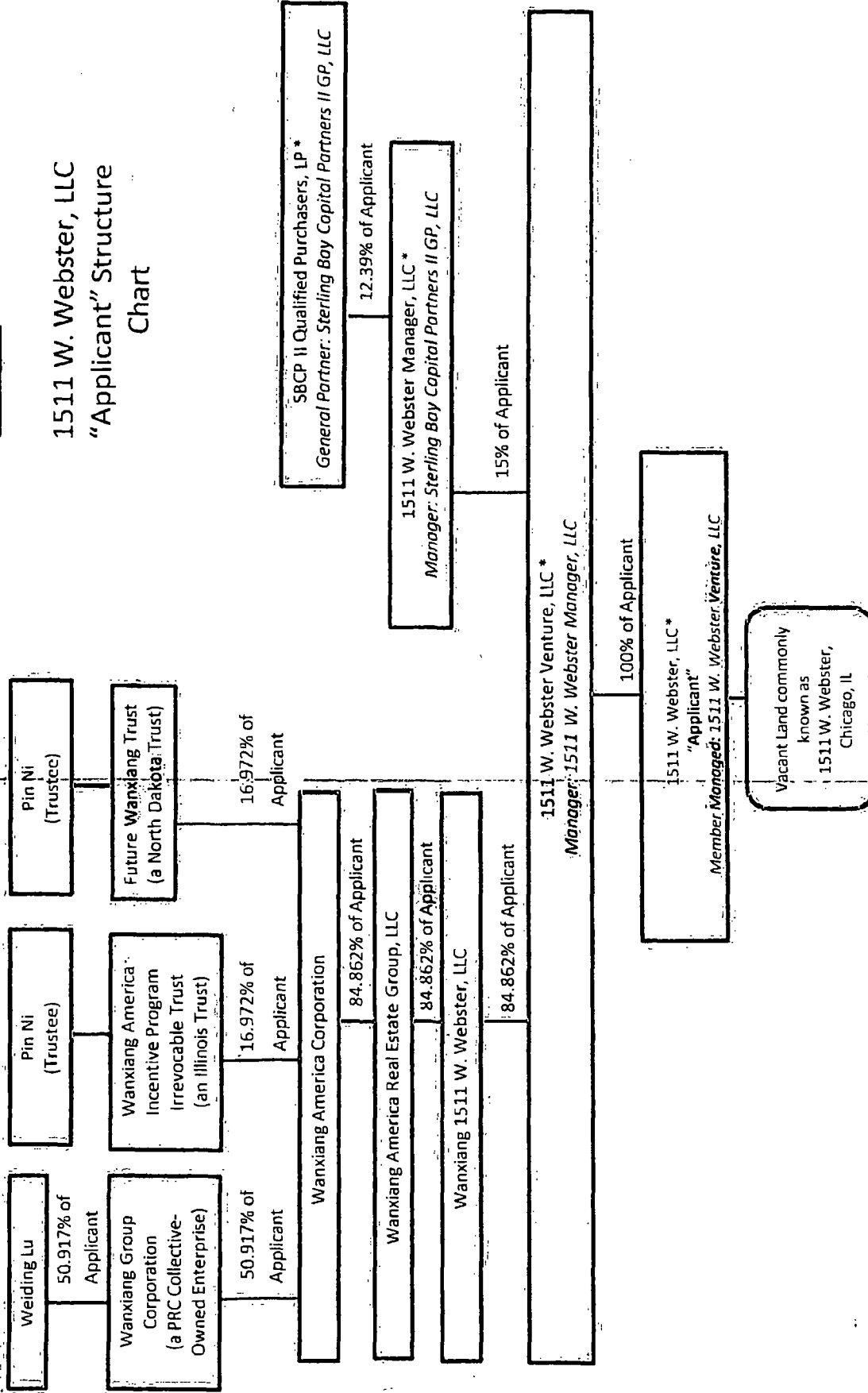
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

### 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.

Exhibit A

1511 W. Webster, LLC  
"Applicant" Structure  
Chart



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

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials or employees having such financial interest and identify the nature of the financial interest:

Name

Business Address

Nature of 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:

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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 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):

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(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 Applicant?

☐ Yes ☐ No

-----If "Yes," answer the three questions below:-----

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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.

Future Wanxiang Trust (a North Dakota Trust)  
(Print or type exact legal name of Disclosing Party)

By: Pin Ni  
(Sign Here)

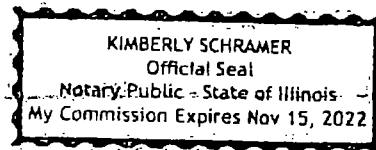
Pin Ni  
(Print or type name of person signing)

Trustee  
(Print or type title of person signing)

Signed and sworn to before me on (date) 8/18/22

at Cook County, Illinois (state).

Kimberly Schramer  
Notary Public



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 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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☐ No ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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. ☒ 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, TX 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, 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

## SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☒ Yes ☐ No ☐ 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	Title
See Attachment 2-1	

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

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

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
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See Attachment 3-1
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### 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 ☒ 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 ☒ 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

☒ 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.

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>	<u>Percentage Interest in the 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, 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.
--	------------------	--	---

See Attachment 4-1

(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No

### B. FURTHER CERTIFICATIONS

1. [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.

**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 & Biedermann (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;

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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
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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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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)

By:   
(Sign here)

Laura P. Sims  
(Print or type name of person signing)

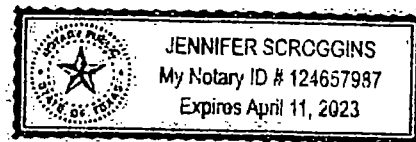
President  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2022

at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

None

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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](http://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.

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.

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## 15. 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:

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. ☒ 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: 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

## SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☐ Yes ☒ No ☐ 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	Title
<u>See Attachment 2-1</u>	

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

**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**

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
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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Percentage Interest in the 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, 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.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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 BDS, 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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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, LLC

(Print or type exact legal name of Disclosing Party)

By: 

(Sign here)

Laura P. Sims

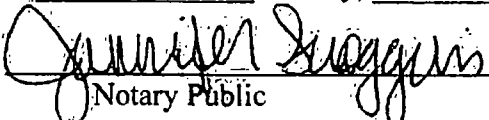
(Print or type name of person signing)

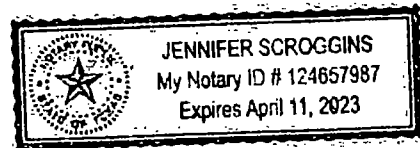
President

(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2022

at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

None

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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](http://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.

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.

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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. ☒ 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☐ Yes ☒ No ☐ 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	Title
------	-------

See Attachment 2-1

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

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

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
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See Attachment 3-1		
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### 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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Percentage Interest in the 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 ( <u>indicate whether paid or estimated</u> ) NOTE: "hourly rate" or "i.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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.

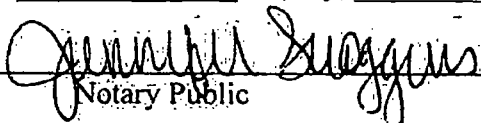
Alloy Lower Joint Venture, LLC  
(Print or type exact legal name of Disclosing Party)

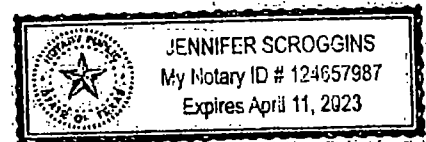
By:   
(Sign here)

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, 2022,  
at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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](http://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.

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.

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**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. ☒ 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, 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

## SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☐ Yes ☒ No ☐ 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	Title
------	-------

See Attachment 2-1

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

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

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
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See Attachment 3-J		
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### **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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Percentage Interest in the 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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)

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, 2012

at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

None

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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](http://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.

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.

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**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. ☒ 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, 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

- ☐ Yes ☒ No ☐ 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

Title

See Attachment 2-1

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

**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**

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
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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 ☒ 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 ☒ 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

☒ 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.

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.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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)

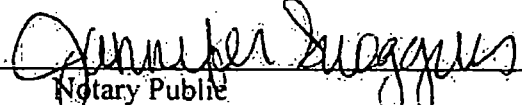
By:   
(Sign here)

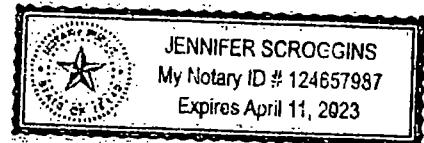
Laura P. Sims  
(Print or type name of person signing)

President  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2012

at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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](http://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.

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.

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**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. ☒ 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, 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

- ☐ Yes ☒ No ☐ 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	Title
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See Attachment 2-1

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

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

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
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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Percentage Interest in the 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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)

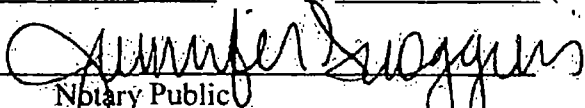
By:   
(Sign here)

Laura P. Sims  
(Print or type name of person signing)

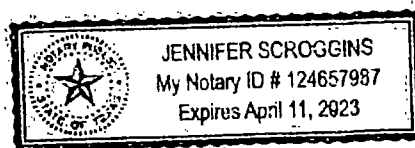
President  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2012

at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

None

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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](http://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.

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.

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## 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. ☒ 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, 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

- ☐ Yes ☒ No ☐ 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	Title
------	-------

See Attachment 2-1

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

**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**

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
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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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Percentage Interest in the 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 ( <del>indicate whether paid or estimated.</del> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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)

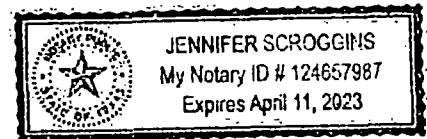
Laura P. Sims  
(Print or type name of person signing)

President  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2022

at Dallas County, Texas (state).

  
Notary Public



Commission expires: April 11, 2023

\*\*By: LSREF4 GenPar, LLC, 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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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](http://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.

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.

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21. LSREF4 GENPAR, 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 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. ☒ 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: 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

## SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

- ☐ Yes ☒ No ☐ 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	Title
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See Attachment 2-1

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

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

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
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See Attachment 3-1		
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### 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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Percentage Interest in the 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.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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)

By: 

(Sign here)

Laura P. Sims

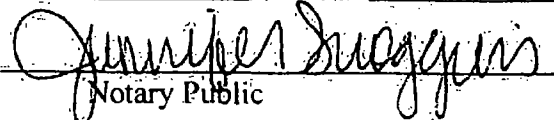
(Print or type name of person signing)

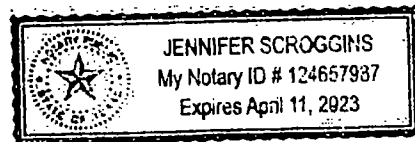
President

(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2022

at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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](http://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.

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.

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## 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 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:**

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: 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, 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

## SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☐ Yes ☒ No ☐ 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	Title
------	-------

See Attachment 2-1

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

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

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
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See Attachment 3-1		
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### 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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Percentage Interest in the 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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.

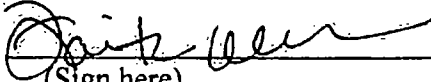
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By 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)

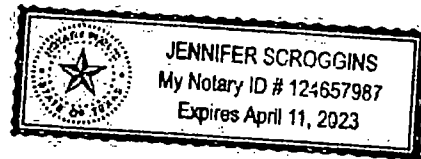
Faith McManus  
(Print or type name of person signing)

Vice President  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2022

at Dallas County, Texas (state).

  
Notary Public



Commission expires: April 11, 2023

**\*\*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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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](http://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.

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.

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**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 Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Lone Star Real Estate Partners IV, L.P.

**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. ☒ 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

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 ☒ 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	Title
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See Attachment 2-1

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

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

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
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See Attachment 3-1		
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### **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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Percentage Interest in the 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.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

None

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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](http://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.

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.

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## 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 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:

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@sterlingbav.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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- |   |  |
|---|--|
| <input type="checkbox"/> Person                                   | <input type="checkbox"/> Limited liability company         |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership     |
| <input type="checkbox"/> Privately held business corporation      | <input type="checkbox"/> Joint venture                     |
| <input type="checkbox"/> Sole proprietorship                      | <input type="checkbox"/> Not-for-profit corporation        |
| <input type="checkbox"/> General partnership                      | (Is the not-for-profit corporation also a 501(c)(3))?      |
| <input type="checkbox"/> Limited partnership                      | <input type="checkbox"/> Yes <input type="checkbox"/> No   |
| <input type="checkbox"/> Trust                                    | <input checked="" type="checkbox"/> Other (please specify) |
|   | <u>Bermuda limited company; U.S. tax entity</u>            |
|   | <u>classification is Bermuda Corporation</u>               |

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 ☒ 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	Title
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See Attachment 2-1

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

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

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
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See Attachment 3-1		
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### **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 ☒ 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 ☒ 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 ☒ 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.

Attachment 3-1

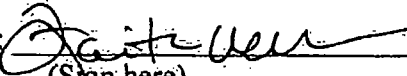
Section II. 8.2. Please provide the following information concerning each person or entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant.

<u>Name</u>	<u>Business Address</u>	<u>Percentage Interest in the 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

## 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)

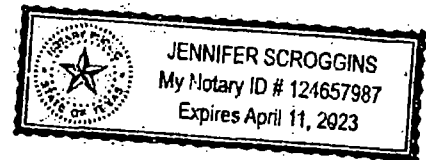
Faith McManus  
(Print or type name of person signing)

Vice President  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2012.

at Dallas County, Texas (state).

  
Notary Public



Commission expires: April 11, 2013

\*\*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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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.

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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)

Faith McManus

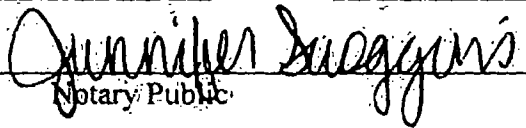
(Print or type name of person signing)

Vice President

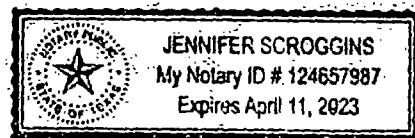
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2022

at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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](http://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.

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.

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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. ☒ 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, 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

## SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

- ☐ Yes ☒ No ☐ 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

Title

None. see attachment 2-1

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

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.

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
------	------------------	--------------------------------------

<del>None.</del> See attachment 3-1		
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### 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 ☒ 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 ☒ 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 ☒ 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.

**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>	<u>Business Address</u>	<u>Percentage Interest in the Applicant</u>
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 ( <u>indicate whether paid or estimated</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

---

---

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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.

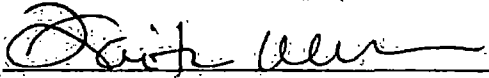
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By 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:   
(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, 2002

at Dallas County, Texas (state).

  
Notary Public

Commission expires: April 11, 2003

\*\* 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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☐ No                      ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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.amlcgal.com](http://www.amlcgal.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.

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.

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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. ☒ 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☐ Yes ☒ No ☐ 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	Title
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

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
See Attachment 3-1 (attached)		
<hr/>		
<hr/>		
<hr/>		

**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 ☒ 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 ☒ 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:

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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 ☒ 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).

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**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>	<u>Business Address</u>	<u>Percentage Interest in the 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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

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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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest
<hr/>		
<hr/>		
<hr/>		

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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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:

## 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)

Sole member of Sterling Bay Capital Management II GP, L.L.C., general partner of Sterling Bay Capital Management II, L.P., managing member of Sterling Bay Capital Partners II GP, L.L.C., managing member of Sterling Bay LY Manager, LLC, managing member of Sterling Bay LY Investors, LLC, managing member of Sterling Bay LY, LLC

(Print or type title of person signing)

Signed and sworn to before me on (date) August 29, 2022,

at Cook County, Illinois (state).

Jennifer Marie Kupietz  
Notary Public

Commission expires: 01/21/2025



## 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](http://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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☐ No                      ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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.amlcgal.com](http://www.amlcgal.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.

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.

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## 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. ☒ 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

DELAWARE

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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 ☐ 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	Title
None.	

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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
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PLEASE SEE ATTACHMENT 3-1 (ATTACHED)

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### **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 ☒ 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 ☒ 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:

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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 ☒ 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).

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### **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>	<u>Business Address</u>	<u>Percentage Interest in the 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 ( <u>indicate whether paid or estimated.</u> ) <b>NOTE:</b> "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

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 ☒ 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."

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

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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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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 LY Investors, LLC  
(Print or type ~~exact legal name of~~ Disclosing Party)

By: [Signature]  
(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, L.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 Cook County, Illinois (state).

Jennifer Marie Kupietz  
Notary Public



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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☐ No                      ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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.amlcgal.com](http://www.amlcgal.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.

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.

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**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 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: 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: 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

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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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 ☐ 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	Title
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

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 ☒ 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 ☒ 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 ☒ 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 ( <u>indicate whether paid or estimated.</u> ) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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:

N/A

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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

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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

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## C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

☐ is ☒ is not

a "financial institution" as defined in 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."

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. 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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.

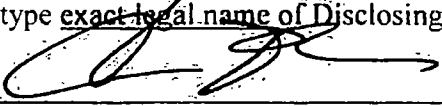
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By 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)

By:   
(Sign here)

Andrew Gloor  
(Print or type name of person signing)

Sole member of Sterling Bay Capital Management II GP, L.L.C, general partner of Sterling Bay Capital Management II, LP, managing 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) August 29, 2022.

at Cook County, Illinois (state).

Jennifer Marie Kupietz  
Notary Public



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 11.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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes ☐ No ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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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](http://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.

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.

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**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. ☒ 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: 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

## SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☒ Yes ☐ No ☐ 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	Title
See Attachment 2-1	

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

**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**

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
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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 ☒ 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 ☒ 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 ☒ 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.

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>	<u>Business Address</u>	<u>Percentage Interest in the Applicant</u>
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 "l.b.d." is not an acceptable response.
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KLOA (retainer)	9575 W. Higgins Road, Suite 400, Rosemont, IL 60018	Traffic Study	\$9,000 (est.)
DLA Piper (retained)	444 W. Lake Street, Suite 900, Chicago, IL 60606	Attorney	\$50,000 (est.)
Pappageorge Haymes (retained)	640 N. La Salle Street, #400, Chicago, IL 60654	Architect	\$75,000 (est.)

(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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 ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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.

☒ 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:

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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 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):

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(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

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:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ 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](http://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

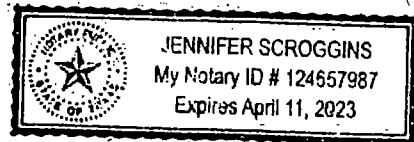
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2022

at Dallas County, Texas (state).

Jennifer Scroggins  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes

☐ No

☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

None

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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](http://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.

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.

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### 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. ☒ 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: 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

## SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

#### 1. Indicate the nature of the Disclosing Party:

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

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

Delaware

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

☐ Yes ☒ No ☐ 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	Title
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See Attachment 2-1

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

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

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
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See Attachment 3-1		
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### **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 ☒ 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 ☒ 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 ☒ 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.

**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>	<u>Business Address</u>	<u>Percentage Interest in the Applicant</u>
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 ( <u>indicate whether paid or estimated</u> .) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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(Add sheets if necessary)

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

## SECTION V – CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes    ☐ No

### B. FURTHER CERTIFICATIONS

1. [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

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

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

☐ is ☒ 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."

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):

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.

#### 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 or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), 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 officials 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:

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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 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):

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(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

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:

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

☐ Yes ☐ No

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

☐ Yes ☐ No ☐ 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](http://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.

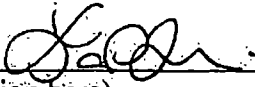
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By 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)

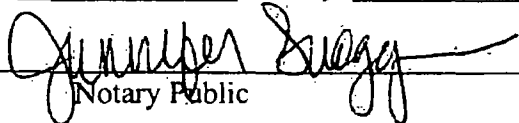
By:   
(Sign here)

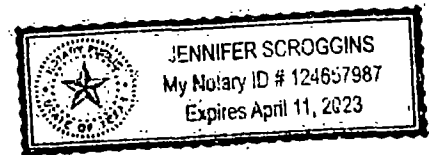
Laura P. Sims  
(Print or type name of person signing)

President  
(Print or type title of person signing)

Signed and sworn to before me on (date) August 26, 2012.

at Dallas County, Texas (state).

  
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

☒ No

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

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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.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☒ No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

☐ Yes                      ☐ No                      ☒ The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

None

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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](http://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.

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.

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