



Office of the City Clerk

City Hall
121 N. LaSalle St.
Room 107
Chicago, IL 60602
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Legislation Details (With Text)

File #: O2013-3427
Type: Ordinance
File created: 5/8/2013
Status: Passed
In control: City Council
Final action: 6/5/2013
Title: Loan and associated sale of City-owned property at 1200-1210 E. 78th St to Montclare Senior Residences of Avalon Park Phase II LLC for development of multi-family residential housing
Sponsors: Emanuel, Rahm
Indexes: Loan & Security, Redevelopment
Attachments: 1. O2013-3427.pdf

Date	Ver.	Action By	Action	Result
6/5/2013	1	City Council	Passed	Pass
6/3/2013	1	Committee on Finance	Recommended to Pass	Pass
5/8/2013	1	City Council	Referred	

OFFICE OF THE MAYOR

CITY OF CHICAGO

RAHM EMANUEL MAYOR

May 8, 2013

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

Ladies and Gentlemen:

At the request of the Commissioner of Housing and Economic Development, I transmit herewith an ordinance authorizing the execution of a loan and associated conveyance for Montclare Senior Residences of Avalon Park Phase II.

Your favorable consideration of this ordinance will be appreciated.

Mayor

Very truly yours,

ORDINANCE

WHEREAS, the City of Chicago (the "City"), a home rule unit of government under Section 6(a), Article VII of the 1970 Constitution of the State of Illinois, has heretofore found and does hereby find that there exists within the City a serious shortage of decent, safe and sanitary rental housing available to persons of low and moderate income; and

WHEREAS, the City has determined that the continuance of a shortage of affordable rental housing is harmful to the health, prosperity, economic stability and general welfare of the City; and

WHEREAS, the City has certain funds available from a variety of funding sources ("Multi-Family Program Funds") to make loans and grants for the development of multi-family residential housing to increase the number of families served with decent, safe, sanitary and affordable housing and to expand the long-term supply of affordable housing, and such Multi-Family Program Funds are administered by the City's Department of Housing and Economic Development ("HED"); and

WHEREAS, HED has preliminarily reviewed and approved the making of a loan to Montclare Senior Residences of Avalon Park Phase II, LLC, an Illinois limited liability company (the "Borrower") whose manager is Avalon Park Phase II, LLC, an Illinois limited liability company (the "Avalon Manager"), in an amount not to exceed \$7,150,000 (the "Loan"), to be funded from Multi-Family Program Funds pursuant to the terms and conditions set forth in Exhibit A attached hereto and made a part hereof; and

WHEREAS, to induce redevelopment pursuant to the Tax Increment Allocation Redevelopment Act, 65 ILCS 5/11-74.4-1 et seq., as amended from time to time (the "Act") the City Council of the City of Chicago adopted ordinances on October 7, 1998 approving a redevelopment plan (the "Plan") and designating the 71st /Stony Island Redevelopment Project Area (the "Area") as a redevelopment project are pursuant to the Act and

WHEREAS, the City is the owner of one (1) parcel of vacant land (the "Property") located at 1200-1210 East 78th Street, in Chicago, Illinois, as legally described on Exhibit B attached hereto and made a part hereof; and

WHEREAS, Lifelink Charities, an Illinois not-for-profit corporation licensed to transact business in Illinois (the "Sponsor"), located at 1900 Spring Road, #300, Oak Brook, Illinois, has proposed to purchase the Project Property, as hereinafter defined, from the City for One and no/100 Dollars (\$1.00), which is a One Million One Hundred Thirty-Six Thousand Seven Hundred Ninety-Nine and no/100 Dollars (\$1,136,799) land write down from the Project Property's fair market value of One Million One Hundred Thirty-Six Thousand Eight Hundred and no/100 Dollars (\$1,136,800); and

WHEREAS, on January 16, 2002, the City Council enacted an ordinance published in the Journal of Proceedings for such date at pages 77362 through 77366, inclusive, as amended by an ordinance adopted by City Council on September 4, 2003 and published in the Journal of Proceedings for such date at pages 6475 through 6626, inclusive, which authorized the establishment of a program (as supplemented, amended and restated from time to time, the "Donation Tax Credit Program") to be implemented by HED in connection with the use of certain tax credits authorized by the Illinois General Assembly pursuant to Public Act 92-0491 (as

supplemented, amended and restated from time to time) for donations made in connection with affordable housing projects; and

WHEREAS, the City may convey the Property to the Sponsor, or another affiliate of the Borrower in connection with the Project, as defined hereinafter on Exhibit A; and

WHEREAS, the City's conveyance of the Project Property to the Sponsor may qualify under the Donation Tax Credit Program as an eligible donation, and may generate certain additional proceeds for the Project; and

WHEREAS, it is anticipated that the Sponsor will cause the Property to be conveyed to the Borrower immediately following the City's conveyance of the Property to the Sponsor and that the Borrower will immediately thereafter convey approximately 8,371 square feet of the Property to Montclare Senior Residences of Avalon Park Phase I, LLC, an Illinois limited liability company (the "Phase One Owner") in exchange for approximately 8,371 square feet of the Phase One Owner's property (the "Phase One Owner's Property") adjacent to the Property, as legally described on Exhibit C attached hereto and made a part hereof

WHEREAS, the Property (less the portion conveyed to the Phase One Owner) and the Phase One Owner's Property (together, the "Project Property") shall be utilized for the development and construction of a new seven-story brick building providing 122 senior housing residential units, including affordable housing units (the "Senior Housing Affordable Project"), as more fully described herein; and

WHEREAS, Lifelink Charities and Montclare Senior Residences of Avalon Park Phase II, LLC, whose manager is Avalon Manager, shall enter into a real estate redevelopment agreement ("Redevelopment Agreement"), in the form attached hereto as Exhibit D, with the City for the negotiated sale of the Property to Lifelink Charities from the City, which such Redevelopment Agreement shall include terms reflecting: (1) Lifelink Charity's subsequent transfer of the Property to the Borrower; (2) Borrower's conveyance of approximately 8,371 square feet of the Property to the Phase One Owner in exchange for approximately 8,371 square feet of the Phase One Owner's Property adjacent to the Property; and (3) the development of the Project by the Borrower in accordance with the Plan for the Area now therefore,

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

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

SECTION 2. Upon the approval and availability of the Additional Financing as shown in Exhibit A hereto, the Commissioner of HED (the "Commissioner") and a designee of the Commissioner (collectively, the "Authorized Officer") are each hereby authorized, subject to approval by the Corporation Counsel, to enter into and execute such agreements and instruments, and perform any and all acts as shall be necessary or advisable in connection with the implementation of the Loan. The Authorized Officer is hereby authorized, subject to the approval of the Corporation Counsel, to negotiate any and all terms and provisions in connection with the Loan which do not substantially modify the terms described in Exhibit A hereto. Upon the execution and receipt of proper documentation, the Authorized Officer is hereby authorized to disburse the proceeds of the Loan to the Borrower.

SECTION 3. The Authorized Officer is hereby authorized, subject to the approval of the Corporation Counsel as to form and legality, to negotiate, execute and deliver a Redevelopment Agreement between Lifelink Charities, Montclare Senior Residences of Avalon Park Phase II, LLC and the City substantially in the form attached hereto as Exhibit D and made a part hereof, and such other supporting documents as may be necessary or appropriate to carry out and comply with the provisions of the Redevelopment Agreement, with such changes, deletions and insertions as shall be approved by the persons executing the Redevelopment Agreement.

SECTION 4. The City is hereby authorized to sell and convey to Lifelink Charities the Property for the land write down sum of One and no/100 Dollars (\$1.00) in accordance with and subject to the terms of the Redevelopment Agreement.

SECTION 5. The Mayor or his proxy is authorized to execute, and the City Clerk to attest, a quitclaim deed conveying to Lifelink Charities, or to a land trust of which Lifelink Charities is the sole beneficiary, or to a business entity of which Lifelink Charities is the sole controlling party, the Property for the consideration described therein and otherwise in accordance with and subject to the terms of such Redevelopment Agreement.

SECTION 6. The City hereby approves the conveyance of the Property to the Sponsor. The City hereby approves the conveyance of the Project Property as a donation to the Sponsor from the City under the Donation Tax Credit Program in connection with the Project. The Authorized Officer is hereby authorized to transfer the tax credits allocated to the City by the Illinois Housing Development Authority, if any, under the Donation Tax Credit Program in connection with the conveyance of the Project Property to an entity satisfactory to the Authorized Officer on such terms and conditions as are satisfactory to the Authorized Officer (the "Transfer"). The proceeds, if any, received by the City in connection with the Transfer are hereby appropriated, and the Authorized Officer is hereby authorized to use such proceeds, to make a grant to the Sponsor, in his or her sole discretion, for use in connection with the Project (the "Grant"). Upon the execution and receipt of proper documentation, the Authorized Officer is hereby authorized to disburse the proceeds of the Grant to the Sponsor.

SECTION 7. To the extent that any ordinance, resolution, rule, order or provision of the Municipal Code of Chicago, or part thereof, is in conflict with the provisions of this ordinance, the provisions of this ordinance shall control. If any section, paragraph, clause or provision of this ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this ordinance. Section 2-45-110 of the Municipal Code of Chicago shall not apply to the Project or the Property (as defined on Exhibit A hereto).

SECTION 8. This ordinance shall be effective as of the date of its passage and approval.

EXHIBIT A

Montclare Senior Residences of Avalon Park Phase II, LLC, an Illinois limited liability company whose manager is Avalon Park Phase II, LLC, an Illinois limited liability company, and others to be hereafter selected as additional members

Acquisition of land and construction of a building to be located at the Project Property and of approximately 109 dwelling units contained therein as one-, and two-bedroom units for low- and moderate-income senior citizens, approximately 13 market rate residential units for senior citizens, and certain common areas and parking spaces

LOAN:

ADDITIONAL FINANCING:

Source:

Amount:

Term:

Interest:

Security:

Amount: Term:

Source:

Interest: Security:

Amount:

Term:

Source:

Interest:

Security:

Multi-Family Program Funds Not to exceed \$7,150,000 Not to exceed 43 years

Zero percent per annum

Non-recourse loan; mortgage on the Property (the "City Mortgage")

Approximately \$2,650,000 (the "Permanent Senior Loan") Not to exceed 40 years from closing of the Permanent Senior Loan

Developers Mortgage Corporation, or another source acceptable to the Authorized Officer

A fixed rate of interest not to exceed 4.5 percent per annum

Mortgage on the Property senior to the lien of the City

Mortgage

Approximately \$15,000,000 (the "Bridge Loan") Not to exceed 24 months

Bank of America, N.A., or another source acceptable to the Authorized Officer

A fixed or floating rate of interest not to exceed LIBOR + 4% per annum, or another interest rate acceptable to the Authorized Officer

Mortgage on the Property senior to the lien of the City Mortgage

Low-Income Housing Tax Credit ("LIHTC") Proceeds:

Source:

Amount: Term:

Approximately \$14,850,000, all or a portion of which may be paid in on a delayed basis, and all or a portion of which may be used to repay the Bridge Loan

To be derived from the syndication of approximately \$1,500,000 LIHTC allocation by the City

Approximately \$750,000 Not to exceed 43 years

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Source: Illinois Housing Development Authority, or another source
acceptable to the Authorized Officer Interest: One percent per
annum
Security: Mortgage on the Property junior to the lien of the City Mortgage

Amount:

Term:

Source:

Interest: Security:

Approximately \$650,000 Not to exceed 43 years

Proceeds of a grant of LTOS funds to Montclare Avalon Park II Corp., an Illinois corporation, from the Chicago Low-Income Housing Trust Fund, or another source acceptable to the Authorized Officer Zero percent per annum

Mortgage on the Property junior to the lien of the City Mortgage

Amount:

Term:

Source:

Interest: Security:

Approximately \$200,000 Not to exceed 43 years

Proceeds of a grant of funds to the Sponsor from the Illinois Department of Commerce and Economic Opportunity, or another source acceptable to the Authorized Officer Zero percent per annum

Mortgage on the Property junior to the lien of the City Mortgage

7. Amount: Not to exceed \$965,250

7. Term: Not to exceed 43 years
Source: Proceeds of the Grant to the Sponsor from the City derived from the transfer of Donation Tax Credits, or another source acceptable to the Authorized Officer
Interest: Zero percent per annum
Security: Mortgage on the Property junior to the lien of the City Mortgage
8. Amount: Approximately \$1,136,800
8. Term: Not to exceed 43 years
Source: Sponsor, as seller financing in connection with the sale of the Property to the Borrower
Interest: Not to Exceed the Applicable Federal Rate
Security: Mortgage on the Property junior to the lien of the City Mortgage
9. Amount: Approximately \$400,000
9. Term: Not to exceed 43 years
Source: Federal Home Loan Bank, or another source acceptable to the Authorized Officer
Interest: Zero percent per annum
Security: Mortgage on the Property junior to the lien of the City Mortgage

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Exhibit B

Property Legal Description (SUBJECT TO FINAL TITLE AND SURVEY)

North Legal Description

A tract of land in Cornell, a subdivision in the Southwest Quarter of Section 26, Township 38 North, Range 14, East of the Third Principal Meridian, described as follows: (Note: The East and West lines of Woodlawn Avenue are considered as due North for the following courses) commencing at the intersection of the North line of 79th Street and the East line of the vacated West 14 feet of Woodlawn Avenue; thence North 89 degrees 47 minutes West along said North line of 79th Street, a distance of 216.58 feet to a point that is 60 feet East (as measured along said North line of 79th Street) of the Easterly line of the 200 foot wide Illinois Central Railroad right-of-way; thence North 8 degrees 45 minutes East along the Easterly line of the property described in Warranty Deed recorded May 1, 1883 as Document A464433 a distance of 410.55 feet to the Southerly corner of the property described in Quit Claim Deed recorded March 24, 1949, as Document Number B14519210; thence due North a distance of 78.01 feet to the Northwesterly corner of the property described in Document Number C14519210; thence North 8 degrees 45 minutes East a distance of 109.39 feet to a point in the South line of vacated 78th Street, said point being 28 feet East, as measured on the said South line, of said Easterly line of the 200 foot right-of-way of the Illinois Central Railroad; thence North 5 degrees 19 minutes 30 seconds East 66.26 feet to a point in the North line of said vacated 78th Street; said point being 12 feet West of the Southeast corner of the property described in Warranty Deed recorded May 1, 1883, as Document Number 464431, thence North 10 degrees 26 minutes East a distance of 38.68 feet to the Northwesterly corner of the property described in deed recorded October 16, 1941, as Document Number 12776309; thence South 79 degrees 19 minutes East a distance of 5.96 feet to the Southwesterly corner of the property described in Quit Claim Deed recorded October 13, 1936, as Document Number 11893309,

thence North 10 degrees 41 minutes East along the Westerly line of the property described in said Document Number 11893309 a distance of 138.89 feet to the point of beginning; thence continuing North 10 degrees 41 minutes East along said last described line, 75.64 feet to the most Southerly line of the property described in deed recorded September 25, 1942, as Document Number 12963009; thence North 79 degrees 19 minutes West along the most Southerly line of the property described in said Document Number 12963009 and along the Southerly line of the property described in Warranty Deed recorded October 16, 1947, as Document Number 14169223, a distance of 5.25 feet to the Southwest corner of the property described in said Document Number 14169223, thence North 0 degrees 21 minutes East a distance of 53.0 feet to a point that is 10.50 feet perpendicularly distant Easterly from the center line of the Pennsylvania Railroad Company's interchange track; thence North 22 degrees 44 minutes 30 seconds East a distance of 110.06 feet to a point that is 1.02 due West of the Easterly line of the property described in Warranty Deed recorded May 1, 1883, as Document Number 464431; thence due North 41.73 feet to a point that is 18 feet perpendicularly distant Easterly from said center line of interchange track; thence East at right angles a distance of 13.53 feet to a point in the curved Easterly line of the said Illinois Central Railroad; thence Northeasterly along said curved railroad line, convex to the West and having a radius of 933.70 feet a distance of 93.48 feet to a point 20.21 feet West at right angle measurement of the original center line of said Woodlawn Avenue; thence North 18 degrees 21 minutes 15 seconds East a distance of 69.71 feet to a point in the South line of 77th Street, 1.74 feet East of the center line of said vacated Woodlawn Avenue; thence South 89 degrees 39 minutes East along said South line of 77th Street, a distance of 160.66 feet to the West line of an alley; thence South 00 degrees 00 minutes 20 seconds West along said West alley line, a distance of 260.60 feet to a point 338.00 feet North of the North line of said 78th Street; thence North 89 degrees 48 minutes 00

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seconds West, 140.00 feet; thence South 00 degrees 11 minutes 40 seconds West, 161.63 feet; thence South 45 degrees 21 minutes 32 seconds West, 12.94 feet; thence North 89 degrees 28 minutes 38 seconds West, 101.06 feet; thence North 78 degrees 50 minutes 38 seconds West, 31.18 feet to the point of beginning, all in Cook County, Illinois. Containing 76668.04 sq. ft. or 1.76 Acres

Commonly known and numbered as: 1210 East 78th Street, Chicago, Illinois Permanent Index Numbers: 20-26-417-043-0000 and 20-26-323-106-0000

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Exhibit C

Phase One Owner's Property Legal
Description

(SUBJECT TO FINAL TITLE AND SURVEY)

A tract of land in Cornell, a subdivision in the Southwest Quarter of Section 26, Township 38 North, Range 14, East of the Third Principal Meridian, described as follows: (Note: The East and West lines of Woodlawn Avenue are considered as due North for the following courses) commencing at the intersection of the North line of 79th Street and the East line of the vacated West 14 feet of Woodlawn Avenue; thence North 89 degrees 47 minutes West along said North line of 79th Street, a distance of 216.58 feet to a point that is 60 feet East (as measured along said North line of 79th Street) of the Easterly line of the 200 foot wide Illinois Central Railroad right-of-way; thence North 8 degrees 45 minutes East along the Easterly line of the property described in Warranty Deed recorded May 1, 1883 as Document A464433 a distance of 410.55 feet to the Southerly corner of the property described in Quit Claim Deed recorded March 24, 1949, as Document Number B14519210; thence due North a distance of 78.01 feet to the Northwestern corner of the property described in Document Number C14519210; thence North 8 degrees 45 minutes East a distance of 109.39 feet to a point in the South line of vacated 78th Street, said point being 28 feet East, as measured on the said South line, of said Easterly line of the 200 foot right-of-way of the Illinois Central Railroad; thence North 04 degrees 23 minutes 46 seconds East 66.26 feet to a point in the North line of said vacated 78th Street; said point being 12 feet West of the Southeast corner of the property described in Warranty Deed recorded May 1, 1883, as Document Number 464431, thence North 10 degrees 26 minutes East a distance of 38.68 feet to the Northwestern corner of the property described in deed recorded October 16, 1941, as Document Number 12776309; thence South 79 degrees 19 minutes East a distance of 5.96 feet to the Southwesterly corner of the property described in Quit Claim Deed recorded October 13, 1936, as Document Number 11893309, thence North 10 degrees 41 minutes East along the Westerly line of the property described in said Document Number 11893309 a distance of 138.89 feet; thence South 78 degrees 50 minutes 38 seconds East, 31.18 feet; thence South 89 degrees 28 minutes 38 seconds East, 101.06 feet; thence North 45 degrees 21 minutes

32 seconds East, 12.94 feet; thence North 00 degrees 11 minutes 40 seconds East, 109.10 feet to the point of beginning; thence continuing North 00 degrees 11 minutes 40 seconds East, 52.53 feet; thence South 89 degrees 48 minutes 00 seconds East, 140.00 feet to a point on the West line of the 14.00 foot public alley in Block 78 of said Cornell Subdivision, being 338.00 feet North of the North line of said 78th Street; thence South 00 degrees 00 minutes 34 seconds West along said last described line a distance of 67.29 feet; thence South 90 degrees 00 minutes 00 seconds West, 68.11 feet; thence North 00 degrees 00 minutes 00 seconds West, 15.00 feet; thence North 89 degrees 48 minutes 00 seconds West, 72.06 feet to the point of beginning, all in Cook County, Illinois. Containing 8371.89 sq. ft. or 0.19 Acres.

Permanent Index Numbers: 20-26-417-044-0000 (Part)

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Exhibit D

Redevelopment Agreement [SEE ATTACHED]

(The Above Space For Recorder's Use Only)

This AGREEMENT FOR THE SALE AND REDEVELOPMENT OF LAND ("Agreement") is made on or as of the _____ day of _____, 2013, by and between the CITY OF CHICAGO, an Illinois municipal corporation ("City"), acting by and through its Department of Housing and Economic Development ("DHED"), having its principal offices at City Hall, 121 North LaSalle Street, Chicago, Illinois 60602, LIFELINK CHARITIES, a Illinois 501(c)(3) corporation ("Lifelink Charities"), licensed to transact business in Illinois, with its principal place of business located at 1900 Spring Road, #300, Oak Brook, Illinois, and MONTCLARE SENIOR RESIDENCES OF AVALON PARK PHASE II, LLC, an Illinois limited liability company ("Montclare"), with its local offices located 701 Lee Street, Suite 802, Des Plaines, Illinois. Lifelink Charities and Montclare together shall be referred to herein as the "Developers".

RECITALS

WHEREAS, Lifelink Charities desires to purchase from the City certain real property having the common addresses of 1210 East 78th Street, Chicago, Illinois, as legally described on Exhibit A attached hereto (the "City Parcel"); and

WHEREAS, the City Parcel is comprised of approximately 76,608 square feet or 1.76 acres of land situated within the boundaries of the 71st/Stony Island Tax Increment Financing Redevelopment Project Area (the "Redevelopment Area"), as created by ordinances ("Ordinances") of the Chicago City Council dated

October 7, 1998 and published at pages 78137 through 78242 of the Journal of the Proceedings of the City Council of the City of Chicago; and

WHEREAS, the appraised market value of the City Parcel, taking into consideration the environmental condition of the City Parcel, is One Million One Hundred Thirty-Six Thousand Eight Hundred and no/100 Dollars (\$1,136,800); and

WHEREAS, Montclare Senior Residences of Avalon Park Phase I, LLC an Illinois limited liability company (the "Phase One Owner") owns a parcel of land measuring approximately 8,371 square feet and located adjacent to the City Parcel, as legally described on Exhibit B attached hereto (the "Phase One Owner Parcel");

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WHEREAS, Lifelink Charities has submitted a proposal to DHED to purchase the City Parcel and the City is willing to sell the City Parcel to Lifelink Charities for One and no/100 Dollars (\$1.00), which is a One Million One Hundred Thirty-Six Thousand Seven Hundred Ninety Nine and no/100 Dollars (\$1,136,799) land write down in consideration of the fulfillment of obligations under this Agreement including the obligations for the development on the City Parcel (less the Phase II Swap Parcel, as defined below) and the Phase One Owner Parcel of a seven (7) story brick masonry building that will consist of one hundred twenty-two (122) senior housing rental dwelling units of which 109 units, or 90 percent will be affordable for senior households aged 62 years and older earning up to 15, 30, 50, and 60 percent of the area median income ("Rental Project"). The Rental Project shall also include a parking lot containing seventy-three (73) parking spaces, two patio areas and landscaped grounds, all as more fully described on Exhibit C attached hereto. The total development costs for the acquisition of the City Parcel and construction of the Rental Project shall be approximately Twenty Nine Million Nineteen Thousand One Hundred Twenty-Six and No/100 Dollars (\$29,019,126), or such other amount approved by the City; and

WHEREAS, the City will transfer the City Parcel to Lifelink Charities in an effort to generate affordable housing tax credits under Section 3805/7.28 of the Illinois Housing Development Act, 20 ILCS 3095/1 et seq., and under the implementing regulations set forth in title 47, Part 355 of the Illinois Administrative Code, 47 Ill. Adm. Code 355.101 et seq. (the "Donation Tax Credit Program"); and

WHEREAS, Lifelink Charities shall simultaneously transfer to Montclare, of which Avalon Park Phase II, LLC, an Illinois limited liability company, is the Manager ("Manager"), the City Parcel to be used for the Rental Project (with the exception of the Phase II Swap Parcel); and

WHEREAS, Montclare will immediately thereafter convey approximately 8,371 square feet of the City Parcel, as legally described on Exhibit D attached hereto and made a part hereof (the "Phase II Swap Parcel"), to the Phase One Owner in exchange for the Phase One Owner Parcel.

WHEREAS, the Phase One Owner Parcel shall become part of the Rental Project and thereby subject to the terms and conditions of this Agreement; and

WHEREAS, the City Parcel together with the Phase One Owner Parcel shall be referred to herein as the "Property"; and

WHEREAS, Montclare is obtaining financing for the Rental Project, directly or indirectly, as follows: (1) Not to exceed \$7,150,000 Multi-Family Program "HOME" Funds as a nonrecourse City loan secured by a City mortgage ("City Mortgage"); (2) approximately \$2,650,000 from Developers Mortgage Corporation, or another source acceptable to the City ("Permanent Senior Lender"); (3) approximately \$15,000,000 from Bank of

America, N.A., or another source acceptable to the City, as a construction loan ("Bridge Lender"); (4) approximately \$14,850,000 of Low-Income Housing Tax Credit ("LIHTC") proceeds from the syndication of \$1,500,000 of annual LIHTC allocated by the City; (5) \$750,000 Illinois Housing Development Authority loan ("IHDA Loan") junior to the City Mortgage; (6) \$650,000 grant of Chicago Low Income Housing Trust Funds to Montclare Avalon Park II Corp., which will be contributed or loaned to Montclare; (7) \$200,000 received by Lifelink Charities from the State of Illinois, Department of Commerce and Economic Opportunity ("DCEO"), which will be contributed or loaned to Montclare; (8) an amount not to exceed \$965,250 as proceeds of the grant to Lifelink Charities from the City derived from the transfer of Donation Tax Credits, which will be contributed or loaned to

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Montclare; (9) \$1,950,000 of Lifelink Charities' proceeds for the sale of the City Parcel to Montclare, which will be contributed or loaned to Montclare, all to finance the Rental Project; (10) approximately \$400,000 from Federal Home Loan Bank, or another source acceptable to the City; and

WHEREAS, the Developers and the City acknowledge that the implementation of the policies and provisions described in this Agreement will be of mutual benefit to the Developers and the City.

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

SECTION 1. INCORPORATION OF RECITALS.

The recitals set forth above constitute an integral part of this Agreement and are incorporated herein by this reference with the same force and effect as if set forth herein as agreements of the parties.

SECTION 2. PURCHASE PRICE.

Subject to the terms, covenants and conditions of this Agreement, the City agrees to sell the Property to Lifelink Charities, and Lifelink Charities agrees to purchase the City Parcel from the City for the land write down amount of One and No/100 Dollars (\$1.00) ("Purchase Price").

SECTION 3. EARNEST MONEY AND PERFORMANCE DEPOSIT.

No earnest money or performance deposit shall be required.

SECTION 4. SIMULTANEOUS CLOSINGS.

The closing of the transfer of the City Parcel from the City to Lifelink Charities, the simultaneous Lifelink Charities transfers to Montclare, the Montclare transfer of a portion of the City Parcel to the Phase One Owner, and the transfer of the Phase One Owner Parcel to Montclare (together the "Simultaneous Closings") shall take place at the downtown offices of such reputable title company as may be selected by the Developers and as approved by the City (the "Title Company"), after the Developers have applied for all necessary building permits and zoning approvals for the Rental Project, as required pursuant to Section 7 hereof, or on such date as the parties mutually agree upon in writing (the "Simultaneous Closings Date"); provided, however, in no event shall the Simultaneous Closings occur (1) until and unless the conditions precedent set forth in Sections 5.A. and 9 are all satisfied, unless DHED, in its sole discretion waives such conditions, and (2) any later than September 1, 2013 (the "Outside Simultaneous Closings Date"), unless DHED, in its sole discretion, extends the Outside Simultaneous Closings Date.

At the Simultaneous Closings there shall occur various simultaneous transfers ("Simultaneous Transfers") as follows: The City shall deliver to Lifelink Charities (i) the Deed and (ii) possession of the City Parcel, subject to the Permitted Exceptions. Lifelink shall transfer the City Parcel to Montclare, subject to the Permitted Exceptions. Montclare shall transfer the Phase II Swap Parcel to the Phase One Owner in exchange for the Phase One Owner Parcel

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for use in the Rental Project. The Phase One Owner Parcel shall also be subject to the Permitted Encumbrances.

SECTION 5. CONVEYANCE OF TITLE.

A. Form of Deed. Subject to the City's review and sole discretionary approval of any Reciprocal Easement Agreement involving the Rental Project, the City shall convey the City Parcel to Lifelink Charities by quitclaim deed ("Deed"), subject to the terms of this Agreement and the following ("Permitted Exceptions"):

1. the Redevelopment Plan for the Redevelopment Area;
2. standard exceptions in an ALTA title insurance policy;
3. general real estate taxes and any special assessments or other taxes;
4. all easements, encroachments, covenants and restrictions of record and not shown of record;
5. such other title defects that may exist; and
6. any and all exceptions caused by the acts of any of the Developers or their respective agents.

The Phase One Owner shall convey the Phase One Owner Parcel to Montclare by warranty deed ("Warranty Deed") subject to the terms of this Agreement and the Permitted Encumbrances. The Phase II Swap Parcel shall not be subject to the terms of this Agreement once conveyed to the Phase One Owner. Accordingly, upon the occurrence of the Simultaneous Closings, the land subject to the terms of this Agreement shall be the Property, as more fully described on Exhibit E attached hereto.

B. Recording Costs. Developers shall pay to record the Deed, this Agreement, the Warranty Deed of the Phase One Owner Parcel to Montclare, and any other documents incident to all of the conveyances of the City Parcel, Phase One Owner Parcel, the Phase II Swap Parcel, and the Property.

C. Escrow. If Developers require conveyance through escrow, the Developers shall pay all escrow fees.

SECTION 6. TITLE, SURVEY AND REAL ESTATE TAXES.

6.1 Title commitment and Insurance. Not less than 30 days before the anticipated Simultaneous Closings Date, the Developers shall order a current title commitment issued by the Title Company for the Rental Project. The Developers shall pay the cost of, and shall be responsible for, obtaining on the Simultaneous Closings Date, any title insurance, extended coverage, endorsements required by this Agreement, and any other endorsements it deems necessary. The City agrees to provide the Title Company with a completed ALTA owner's statement, and other transfer documents typically required by the Title

Company and typically provided by the City (but expressly excluding, however, any "gap" undertakings, title indemnities and similar liabilities) at or prior to the Simultaneous Closings. At the Simultaneous Closings,

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the Developers shall deliver to the City a copy of the owner's policy of title insurance that they obtain with respect to the Property that they acquired pursuant to the Simultaneous Transfers.

2. Survey. The Developers shall be responsible for obtaining, at the Developers' expense, all surveys for the Property and all other surveys necessary to complete the Rental Project.

3. Real Estate Taxes. The City shall use reasonable efforts to obtain the waiver of any delinquent real estate tax liens on the City Parcel prior to the Simultaneous Closings Date. If the City is unable to obtain the waiver of any such tax liens, either party may terminate this Agreement. If the City is unable to obtain the waiver of such taxes and Developers elect to close, the Developers shall assume the responsibility for any such delinquent real estate taxes. Developers shall also be responsible for all taxes accruing after the Simultaneous Closings. Until a Certificate of Completion (as defined in Section 13) is issued by the City, the Developers shall notify the City that either the Property is certified as exempt from taxation or that the real estate taxes have been paid in full within ten (10) days of such payments.

SECTION 7. BUILDING PERMITS AND OTHER GOVERNMENTAL APPROVALS.

The Developers shall apply for all necessary building permits and other required permits and government approvals for the Rental Project after the City Council authorizes the sale of the City Parcel to Lifelink Charities, shall pursue such permits and approvals in good faith and with all due diligence, and shall provide evidence that all such permits have been issued prior to the Simultaneous Closings or provide evidence or other information satisfactory to the City that such permits are ready to be issued but for the Simultaneous Closings.

SECTION 8. PROJECT BUDGETS AND PROOF OF FINANCING.

The total of the Rental Project Budget ("Rental Project Budget") is currently estimated to be Twenty Nine Million Nineteen Thousand One Hundred Twenty-Six and No/100 Dollars (\$29,019,126) (the "Preliminary Rental Project Budget"). The Developers shall provide the City with a Rental Project MBE/WBE Budget ("Preliminary Rental Project MBE/WBE Budget"), attached hereto as Exhibit F. The Rental Project MBE/WBE Budget may designate hard and soft costs that shall be subject to the City's sole discretionary review and approval of such costs.

Not less than fourteen (14) days prior to the Simultaneous Closings Date, the Developers shall submit to DHED for approval a final Rental Project Budget, and final Rental Project MBE/WBE Budget (together, the "Final Rental Project Budgets") materially consistent with the Preliminary Rental Project Budget and Preliminary Rental Project MBE/WBE Budget, and evidence of funds adequate to finance the purchase of the Property and construct the Rental Project ("Proof of Developers' Financing").

SECTION 9. CONDITIONS TO THE CITY'S OBLIGATION TO CLOSE.

This Agreement is not effective unless each of the following is satisfied at least seven (7) days prior to the Simultaneous Closings Date, or by such other date as may be specified, unless waived in writing by the Commissioner of DHED (the "Commissioner"):

9.1 Final Governmental Approvals. The Developers shall have delivered to the City evidence of all building permits for the Rental Project, and other final governmental approvals, including but not limited to

all requisite zoning approvals, necessary to construct the

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Rental Project or provide evidence or other information satisfactory to the City that such permits and governmental approvals are ready to be issued but for the Closing.

9.2 Budgets and Proof of Financing. City shall have approved the Final Rental Project Budgets, as set forth in Section 8 herein, and Proof of Developers' Financing.

9.3 Simultaneous Transfers and Loan Closing. On the Simultaneous Closings Date, the Simultaneous Transfers shall occur and the Developers shall simultaneously close on the Developers' Financing and be in a position to commence construction of the Rental Project, as described in Section 12 herein.

4 Insurance. The Developers shall provide evidence of insurance on the Rental Project as required by this Agreement and as reasonably acceptable to the City. Prior to the issuance of a Certificate, the City shall be named as an additional insured on any liability insurance policies and as a loss payee (subject to the prior rights of any first mortgagee) on any property insurance policies from the Simultaneous Closings Date through the date the City issues the Certificate of Completion (as defined in Section 13). With respect to property insurance, the City will accept an ACORD 28 form. With respect to liability insurance, the City will accept an ACORD 25 form, together with a copy of all endorsements that are added to the Developers' respective policies showing the City as an additional insured.

5 Legal Opinions. The Developers shall have delivered to the City legal opinions for the Rental Project in a form reasonably acceptable to the City.

6 Due Diligence. The Developers shall each have delivered to the City due diligence searches in their respective names (UCC, State and federal tax lien, pending litigation and judgments in Cook County and the U.S. District Court for the Northern District of Illinois, and bankruptcy) showing no unacceptable liens, litigation, judgments or filings, as reasonably determined by the City's Corporation Counsel.

7 - Organization and Authority Documents. The Developers shall each have delivered to the City, as applicable, the certified articles of incorporation, articles of organization, by-laws, resolutions, including all amendments thereto, of each of the respective Developers, as furnished and certified by the Secretary of State of the State of Illinois; and any other documents required to complete the transaction contemplated by this Agreement and to perform its obligations under this Agreement; a Certificate of Good Standing dated no more than thirty (30) days prior to the Simultaneous Closings Date, issued by the Office of the Secretary of State of the State of Illinois, as to the good standing of each of the Developers; and such other organizational documents as the City may reasonably request.

8 Subordination Agreement. Prior to recording any mortgage approved pursuant to Section 9.2, the Developers shall deliver to the City subordination agreements substantially in the City's standard form (the "Subordination Agreements").

9 MBE/WBE and Local Hiring Compliance Plan. At least fourteen (14) days prior to the Simultaneous Closings Date, the Developers and the Developers' general contractor, which shall be the general contractor for both the Rental Project, and all major subcontractors shall meet with DHED staff's monitoring section regarding compliance with the MBE/WBE and local hiring requirements set forth in this Agreement pursuant to Section 23, and at least seven (7) days prior to the Simultaneous Closings Date, the City shall have approved the Developers' compliance plan in accordance with Section 23.

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10 Representations and Warranties. On the Simultaneous Closings Date, each of the representations and warranties of each of the Developers in Section 24 and elsewhere in this Agreement shall be true and correct.

11 Other Obligations. On the Simultaneous Closings Date, the Developers shall each have performed all of the other obligations required to be performed by each of the Developers under this Agreement as and when required under this Agreement.

If any of the conditions in this Section 9 have not been satisfied to the City's reasonable satisfaction within the time period provided for herein, and are not waived by DHED, in the exercise of its sole discretion, the City may, at its option, terminate this Agreement by delivery of written notice to the Developers at any time after the expiration of the applicable time period, in which event this Agreement shall be null and void and, except as otherwise specifically provided, neither party shall have any further right, duty or obligation hereunder. Any forbearance by the City in exercising its right to terminate this Agreement upon a default hereunder shall not be construed as a waiver of such right.

SECTION 10. SITE PLANS AND ARCHITECTURAL DRAWINGS.

1. Site Plans. The Developers agree to construct the Rental Project on the Property in accordance with the site plans and architectural drawings prepared by Kachoris Associates Architects, Inc., dated April 25, 2013, as all are attached hereto as Exhibit G which have been approved by DHED as of the date hereof and which are incorporated herein by reference ("Drawings"). No material deviation from the Drawings may be made without the prior written approval of DHED.

2. Relocation of Utilities, Curb Cuts and Driveways. To the extent necessary to complete the Rental Project, the Developers shall be solely responsible for and shall pay all costs in regard to: (a) the relocation, installation or construction of public or private utilities, curb cuts and driveways; (b) the repair or reconstruction of any curbs, vaults, sidewalks or parkways required in connection with the Developers' redevelopment; (c) the removal of existing pipes, utility equipment or building foundations; and (d) the termination of existing water or other services. Any streetscaping, including any paving of sidewalks, landscaping and lighting provided by the Developers, as part of the Rental Project must be approved by the City.

3. Inspection by the City. For the period commencing on the Simultaneous Closings Date and continuing through the date the City issues a Certificate(s) of Completion of the Rental Project, any duly authorized representative of the City shall have access to the Property at all reasonable times for the purpose of determining whether the Developers are constructing the Rental Project in accordance with the terms of this Agreement and all applicable federal, state and local statutes, laws, ordinances, codes, rules, regulations, orders and judgments, including, without limitation, Sections 7-28 and 11-4 of the Municipal Code of Chicago relating to waste disposal (collectively, "Laws").

4. Barricades and Signs. The Developers agree to erect such signs as the City may reasonably require identifying the Property as a City redevelopment project. The Developers may erect signs of their own incorporating such approved identification information upon the execution of this Agreement, prior to Simultaneous Closings. Prior to the commencement of any construction activity requiring barricades, the Developers shall install a construction barricade of a type and appearance satisfactory to the City and constructed in

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compliance with all applicable federal, state or City laws, ordinances and regulations. The City shall have the

right to approve all barricades, the maintenance, appearance, color scheme, painting, nature, type, content and design of all barricades, and all signage, which approval shall not be unreasonably withheld or delayed.

SECTION 11. LIMITED APPLICABILITY.

DHED's approval of the Drawings are for the purposes of this Agreement only and do not constitute the approval required by the City's Department of Buildings, or any other City department; nor does the approval by DHED pursuant to this Agreement constitute an approval of the quality, structural soundness or the safety of any improvements located or to be located on the Property. The approval given by DHED shall be only for the benefit of the Developers and any lienholder authorized by this Agreement.

SECTION 12. COMMENCEMENT AND COMPLETION OF PROJECT.

The conveyance of the Property to the Developers shall not occur unless and until the Developers are prepared to commence construction of the Rental Project no later than thirty (30) days after the Simultaneous Closings Date. In no instance shall (a) the Simultaneous Closings Date occur later than the dates set forth in Section 4 herein, (b) construction commence of the Rental Project later than September 1, 2013 and (c) the Rental Project construction be completed later than December 31, 2014. DHED may, in its sole discretion, extend the dates in 12(b) and 12(c) above by up to six months each (i.e. 12 months, in aggregate) by issuing a written extension letter. The Rental Project shall be constructed substantially in accordance with the Drawings and in accordance with all applicable laws, regulations and codes.

SECTION 13. CERTIFICATE OF COMPLETION.

Upon the completion of the Rental Project in accordance with this Agreement, the Developers shall request from the City a Certificate of Completion ("Certificate of Completion") in recordable form. Recordation of such Certificate of Completion shall constitute a conclusive determination of satisfaction and termination of certain covenants in this Agreement, the Deed, and Subsequent Transfer Deeds solely with respect to the obligations of the Developers to construct the Rental Project. Within thirty (30) days after receipt of a written request by the Developers for a Certificate of Completion, the City shall provide the Developers with either a Certificate of Completion or a written statement indicating in adequate detail how the Developers failed to complete the Rental Project in conformity with this Agreement, or is otherwise in default, and what measures or acts will be necessary, in the sole opinion of the City, for the Developers to take or perform in order to obtain the requested Certificate of Completion. If the City requires additional measures or acts to assure compliance, the Developers requesting a Certificate of Completion shall resubmit a written request for the Certificate of Completion upon compliance with the City's response. Prior to issuance of a Certificate of Completion, the Developers shall not obtain any additional or replacement financing for the Rental Project, in whole or in part, without the City's prior written consent, which such consent shall be in the City's sole discretion.

SECTION 14. RESTRICTIONS ON USE.

The Developers agree that:

1 They shall devote the Property or any part thereof solely for constructing the Rental Project, including dedicating ninety (90%) percent of the Rental Project (109 units) to senior affordable housing for seniors 62 years of age and older, and for a use that complies with the Redevelopment Plan until the date the Redevelopment Plan expires.

2 Lifelink Charities shall provide a minimum of 400 hours of supportive services per year to the residents for a minimum of ten (10) years from the date of the issuance of the Certificate of Occupancy ("Certificate of Occupancy") on the Rental Project.

3 The Developers shall not discriminate on the basis of race, color, sex, gender identity, age, religion, disability, national origin, ancestry, sexual orientation, marital status, parental status, military discharge status, or source of income in the sale, lease, rental, use or occupancy of the Property or any part thereof.

SECTION 15. PROHIBITION AGAINST TRANSFER OF PROPERTY.

Prior to the issuance of the Certificates of Completion for the Rental Project, and except as provided herein, the Developers shall not, without the prior written consent of DHED, which consent shall be in DHED's sole discretion: (a) directly or indirectly sell or convey (i) the real estate that comprises its portion of the Rental Project or any part thereof or any interest therein, except for customary Rental Project unit leases for occupants of the Rental Project, or (ii) any of the Developers' controlling interests therein; or (b) directly or indirectly assign this Agreement. In the event of a proposed sale, the City shall be provided copies of any and all sales contracts, legal descriptions, descriptions of intended use, certifications from the proposed buyer regarding this Agreement and such other information as the City may reasonably request. The proposed buyer must be qualified to do business with the City (including but not limited to an Economic Disclosure Statement and anti-scofflaw requirement). Notwithstanding the foregoing, the Developers shall be permitted to encumber the Property in accordance with the terms of Section 16 hereof.

SECTION 16. LIMITATION UPON ENCUMBRANCE OF PROPERTY.

After the Simultaneous Transfers of the Property to Developers, and prior to the issuance of the Certificate of Completion for the Rental Project, the Developers shall not, without DHED's prior written consent, which shall be in DHED's sole discretion, engage in any financing or other transaction which creates an encumbrance or lien on the Property, except for the purposes of obtaining (i) funds necessary to acquire the Property; (ii) funds necessary to construct the Rental Project in accordance with the financing approved by DHED pursuant to Section 8; and (iii) after construction, funds necessary to own, maintain and operate the Rental Project in accordance with the requirements of this Agreement.

SECTION 17. MORTGAGEES NOT OBLIGATED TO CONSTRUCT.

Notwithstanding any other provision of this Agreement, the Deed, or any Subsequent Transfer Deed, the holder of any mortgage authorized by this Agreement (or any affiliate of such holder) shall not itself be obligated to construct or complete the Rental Project, or to guarantee such construction or completion, but shall be bound by the other covenants running with the land specified in Section 18, and at the Simultaneous

Closings, shall execute Subordination Agreements (as defined in Section 9.8). If any such mortgagee or its affiliate succeeds to any of the Developers' interest in the Property, or any portion thereof, prior to the issuance of the Certificate of Completion, whether by foreclosure, deed-in-lieu of foreclosure or otherwise, and thereafter transfers its interest in the Property, or any portion thereof, to another party, such transferee shall be obligated to complete the applicable portions of the Rental Project in which it holds an interest as transferee, and shall also be bound by the other covenants running with the land specified in Section 18.

SECTION 18. COVENANTS RUNNING WITH THE LAND.

The parties agree, and the Deed and the Subsequent Transfer Deeds shall all so expressly provide, that the covenants provided in Section 12 (Commencement and Completion of Project), Section 14 (Restrictions on Use), Section 15 (Prohibition Against Transfer of Property) and Section 16 (Limitation Upon Encumbrance of Property) will be covenants running with the land, binding on the Developers and their respective successors and assigns (subject to the limitations set forth in Section 17 above as to any permitted mortgagee) to the fullest extent permitted by law and equity for the benefit and in favor of the City, and shall be enforceable by the City. The covenants provided in Sections 12, 15 and 16 shall terminate with respect to the Rental Project upon the issuance of a final Certificate of Completion for the completed Rental Project. The covenants contained in Sections 14.1 shall terminate after the occurrence of both, the issuance of the Certificate of Completion for the Rental Project, and the date the Redevelopment Plan expires on October 7, 2021. The covenants contained in Section 14.2 shall terminate ten (10) years after the issuance of the Certificate of Occupancy on the Rental Project. The covenants contained in Section 14.3 shall have no expiration date.

SECTION 19. PERFORMANCE AND BREACH.

A. Time of the Essence. Time is of the essence in the Developers' performance of their obligations under this Agreement.

B. Permitted Delays. The Developers shall not be considered in breach of their obligations for the Rental Project under this Agreement in the event of a delay due to unforeseeable causes beyond the Developers' control and without Developers' fault or negligence, including but not limited to, acts of God, acts of public enemies, acts of the United States government, fires, floods, epidemics, quarantine restrictions, strikes, embargoes and unusually severe weather or delays of subcontractors due to such causes. The time for the performance of the obligations shall be extended only for the period of the delay and only if the Developers request it in writing of the City within twenty days after the beginning of any such delay.

C. Breach.

1. Generally. Subject to Section 19.B, if any of the Developers default in performing their obligations under this Agreement and the City shall deliver

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written notice of such default, the Developers shall have a 60 day cure period to remedy such default from the City's delivery of such notice. If the default is not capable of being cured within the sixty day period, then provided the Developers have commenced to cure the default and are diligently proceeding to cure the default within the sixty day period, and thereafter diligently prosecute such cure through to completion, then the sixty day period shall be extended for the length of time that is reasonably necessary to cure the default. If the default is not cured in the time period provided for herein, the City may institute such proceedings at law or in equity as may be necessary or desirable to cure and remedy the default, including but not limited to, proceedings to compel specific performance.

No notice or cure period shall apply to a failure to close by the respective dates as set forth in Section 4 herein. Unless the failure to close is due to circumstances described in Section 19.B. above or caused by a breach by the City under the terms of this Agreement, such failure shall constitute an immediate "Event of Default". Failure to close by such Outside Simultaneous Closings Date shall entitle the City to terminate this Agreement.

In the event that an Event of Default occurs under this Agreement, and if, as a result thereof, the City intends to exercise any right or remedy available to it that could result in the termination of this Agreement and re-vesting the Property in the City, the City shall send notice of such intended exercise to the holder of a mortgage authorized by this Agreement (the "Mortgagee") and the Mortgagee shall have the right (but not the obligation) to cure such an Event of Default within thirty (30) days after the expiration of the cure period, if any, granted to the Developer. If the Event of Default is not capable of being cured within the thirty (30) day period, then provided Mortgagee has commenced to cure the default and is diligently proceeding to cure the default within the thirty day period, and thereafter diligently prosecutes such cure through to completion, and funding for the Rental Project continues, then the thirty day period shall be extended for the length of time that is reasonably necessary to cure the default. If the Event of Default is not cured in the time period provided for herein, the City may institute such proceedings at law or in equity as may be necessary or desirable to cure and remedy the default, including but not limited to, proceedings to compel specific performance.

2. Event of Default. The occurrence of any one or more of the following shall constitute an "Event of Default" after written notice from the City (if required) and the applicable cure or grace period (if any):

a. Any of the Developers fails to perform any obligation of any of the Developers' under this Agreement; which default is not cured pursuant to Section 19.C.1; or

b. Any of the Developers makes or furnishes a warranty, representation, statement or certification to the City (whether in this Agreement, an Economic Disclosure Form, or another document) which is not true and correct, which default is not cured pursuant to Section 19.C.1; or

c. A petition is filed by or against any of the Developers under the Federal Bankruptcy Code or any similar state or federal law, whether

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now or hereinafter existing, which is not vacated, stayed or set aside within thirty days after filing; or

d. Except as excused by Section 19.B. above, any of the Developers abandons or substantially suspends the construction work (no notice or cure period shall apply);

e. Any of the Developers fails to timely pay real estate taxes or assessments affecting the Property or suffers or permits any levy or attachment, material suppliers' or mechanics' lien, or any other lien or encumbrance unauthorized by this Agreement to attach to the Property, which default is not cured pursuant to Section 19.C.1; or

f. Any of the Developers makes an assignment, pledge, unpermitted financing, encumbrance, transfer or other disposition in violation of this Agreement (no notice or cure period shall apply); or

g. Any of the Developers' financial condition, and/or operations adversely changes to such an extent that would materially affect the completion the Rental Project which default is not cured pursuant to Section 19.C.1; or

h. Any of the Developers fails to comply with the terms of any other written agreement entered into with the City with respect to the Rental Project, which default is not cured pursuant to Section 19.C.1; and

i. Failure to close any of the Simultaneous Transfers by the respective dates as set forth in Section 4 herein (no notice shall apply), except as excused by Section 19.B. above.

3. Prior to Conveyance. Prior to Simultaneous Closings, if an Event of Default occurs and is continuing, the City may terminate this Agreement.

4. After Conveyance. After Simultaneous Closings, if an Event of Default occurs and is continuing, beyond the applicable cure period under Section 19.C.1., if any, the City, may exercise any and all remedies available to the City at law or in equity, including but not limited to the immediate right to re-enter and take possession of the Property, terminate the estate conveyed to any of the Developers, revest title to the Property in the City, and shall require the respective Developers to execute a Deed of Reconveyance to the City; provided, however, that the revesting of title in the City shall be limited by, and shall not defeat, render invalid, or limit in any way, the lien of any mortgage authorized by this Agreement. Notwithstanding the foregoing, after the issuance of a Certificate of Completion for the completed Rental Project, the City's right of reverter for the completed Rental Project shall no longer be enforceable but the City shall be entitled to all other remedies, including, without limitation, specific enforcement of the covenants that run with the land that shall survive any termination and/or release of this Agreement.

5. Resale of the Property. Upon the revesting in the City of title to the Property as provided in Section 19.C.4. the City shall employ its best efforts to

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convey the Property (subject to any first mortgage lien permitted under this Section) to a qualified and financially responsible party (as solely determined by the City) who shall assume the obligation of completing the construction of the Rental Project or such other improvements as shall be satisfactory to the City and complying with the covenants that run with the land, as specified in Section 18.

6. Disposition of Resale Proceeds. If the City sells the Property, the net proceeds from the sale shall be utilized to reimburse the City for:

a. unreimbursed costs and expenses incurred by the City in connection with the Property, including but not limited to, salaries of personnel in connection with the recapture, management and resale of the Property; and

b. all unpaid taxes, assessments, and water and sewer charges assessed against the Property; and

c. any payments made (including reasonable attorneys' fees) to discharge or prevent from attaching or being made any subsequent encumbrances or liens due to obligations, defaults or acts of the any of the Developers; and

d. any expenditures made or obligations incurred with respect to construction or maintenance of the Rental Project; and

e. the fair market value of the land comprising the Property (without any Rental Project or partially constructed Rental Project thereon) as of such sale; and

f. any other amounts owed to the City by any of the Developers.

The Developers shall be entitled to receive any remaining proceeds up to the amount of any of the Developers' equity investment in the Property.

D. Waiver and Estoppel. Any delay by the City in instituting or prosecuting any actions or proceedings or otherwise asserting its rights shall not operate as a waiver of such rights or operate to deprive the City of or limit such rights in any way. No waiver made by the City with respect to any specific default by any of the Developers shall be construed, considered or treated as a waiver of the rights of the City with respect to any other defaults of any of the Developers.

SECTION 20. CONFLICT OF INTEREST; CITY'S AND DEVELOPER'S REPRESENTATIVES NOT INDIVIDUALLY LIABLE.

Each of the Developers, as applicable to their portion of the Rental Project, warrants that no agent, official, or employee of the City shall have any personal interest, direct or indirect, in this Agreement or the Property, nor shall any such agent, official or employee participate in any decision relating to this Agreement which affects his or her personal interests or the interests of any entity or association in which he or she is directly or indirectly interested. No agent, official,

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or employee of the City shall be personally liable to any of the Developers or any of their respective successors in interest in the event of any default or breach by the City or for any amount which may become due to any of the Developers or their respective successors or on any obligation under the terms of this Agreement. It is expressly understood and agreed to by and between the parties hereto, anything herein to the contrary notwithstanding, that no individual member of any of the Developers, their respective officers, members of their respective board of directors, officials, agents, representatives or employees shall be personally liable for any of the Developers' obligations or any undertaking or covenant of any of the Developers contained in this Agreement.

SECTION 21. INDEMNIFICATION.

Each of the Developers agrees to indemnify, defend and hold the City harmless from and against any losses, costs, damages, liabilities, claims, suits, actions, causes of action and expenses (including, without limitation, reasonable attorneys' fees and court costs) suffered or incurred by the City arising from or in connection-with the following: (i) an Event of Default that has occurred (irrespective of whether any cure period or extended cure period may be applicable); (ii) the failure of the Developers or any contractor to pay contractors, subcontractors or material suppliers in connection with the construction of the Rental Project; (iii) the failure of the Developers to redress any misrepresentations or omissions in this Agreement or any other agreement relating hereto; and (iv) any actions, including but not limited to, conducting environmental tests on the Property as set forth in Section 22 herein, resulting from any activity undertaken by the Developers on the Property prior to or after the conveyance of said Property to the Developers by the City. The Developers' indemnifications shall survive any termination and/or release of this Agreement.

SECTION 22. ENVIRONMENTAL MATTERS.

The City makes no covenant, representation or warranty as to the environmental condition of the Property or the suitability of the Property for any purpose whatsoever, and each of the Developers agrees to

accept the Property "AS IS".

Prior to the Simultaneous Closings, Developers shall have the right to request a single 30 day right of entry for the purpose of conducting environmental tests on the Property. If such a request is made, the City shall grant the Developers a right of entry for such purpose. The granting of the single right of entry, however, shall be contingent upon the Developers obtaining all necessary permits and the following types and amounts of insurance: a) commercial general liability insurance with a combined single limit of not less than \$2,000,000.00 per occurrence for bodily injury, personal injury and property damage liability with the City named as an additional insured on a primary, noncontributory basis for any liability arising directly or indirectly from the environmental testing on the Property; b) automobile liability insurance with limits of not less than \$2,000,000.00 per occurrence, combined single limit for bodily injury and property damage; and c) worker's compensation and occupational disease insurance in statutory amounts covering all employees and agents who are to do any work on the Property. All insurance policies shall be from insurance companies authorized to do business in the State of Illinois, and shall remain in effect until completion of all activity on the Property. The City shall be named as an additional insured on all policies. The Developers shall deliver duplicate policies or certificates of insurance to the City prior to commencing any activity on the Property. The Developers expressly understand and agree that any coverage and limits furnished by the Developers shall in no way limit the Developers' liabilities and responsibilities set forth in this Agreement.

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The Developers agree to carefully inspect the Property prior to the commencement of any activity on the Property to make sure that such activity shall not damage surrounding property, structures, utility lines or any subsurface lines or cables. The Developers shall be responsible for the safety and protection of the public. The City reserves the right to inspect any work being done on the Property. The Developers' activities on the Property shall be limited to those reasonably necessary to perform the environmental testing. Upon completion of the work, the Developers agree to restore the Property to its original condition. The Developers shall keep the Property free from any and all liens and encumbrances arising out of any work performed, materials supplied or obligations incurred by or for the Developers, and agrees to indemnify and hold the City harmless against any such liens.

The Developers agree to deliver to the City a copy of each report prepared by or for the Developers regarding the environmental condition of the Property. If prior to the Simultaneous Closings, the Developers' environmental consultant determines that contamination exists on the Property to such an extent that the City and the Developers agree that the estimated cost of remediation (such estimated cost being determined by the consultant) is too excessive for the Developers, the Developers may declare this Agreement null and void by giving written notice thereof to the City. The Developers agree that a request to terminate this Agreement shall not be made until the City has reviewed all reports concerning the condition of the Property.

Notwithstanding the foregoing, the Developers shall be responsible for enrolling the Property in the Illinois Environmental Protection Agency's ("IEPA") Site Remediation Program; acquire a final No Further Remediation Letter; remediation of the Property; and remove all underground storage tanks at the Developers' sole cost and expense.

If after the Simultaneous Closings, the environmental condition of the Property is not in all respects entirely suitable for the use to which the Property is to be utilized, it shall be the sole responsibility and obligation of the Developers to take such action as is necessary to put the Property in a condition which is suitable for the intended use of the Property. The Developers each agree to waive, release and indemnify the City from any claims and liabilities relating to or arising from the environmental condition of the Property (including, without limitation, claims arising under CERCLA) and to undertake and discharge all liabilities of the City arising from any environmental condition which existed on the Property prior to the Simultaneous Closings.

SECTION 23. DEVELOPERS' EMPLOYMENT OBLIGATIONS.

A. Employment Opportunity. The Developers agree, and shall contractually obligate any of their various contractors, subcontractors and any affiliate of the any of the Developers operating on the Property (collectively, the "Employers" and individually, an "Employer") to agree that With respect to the provision of services in connection with the construction of the Rental Project on the Property or occupation of the Property during the construction period:

- (i) Neither the Developers nor any Employer shall discriminate against any employee or applicant for employment based upon race, religion, color, sex, national origin or ancestry, age, handicap or disability, sexual orientation, military discharge status, marital status, parental status or source of income as defined in the City of Chicago Human Rights Ordinance, Section 2-160-010 et seq. of the Municipal Code of Chicago, as amended from time to time (the "Human Rights Ordinance"). The Developers and each Employer shall take affirmative action to ensure that applicants are hired and employed without discrimination based upon

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race, religion, color, sex, national origin or ancestry, age, handicap or disability, sexual orientation, military discharge status, marital status, parental status or source of income and are treated in a non-discriminatory manner with regard to all job-related matters, including, without limitation: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The Developers and each Employer agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the City setting forth the provisions of this nondiscrimination clause. In addition, the Developers and each Employer, in all solicitations or advertisements for employees, shall state that all qualified applicants shall receive consideration for employment without discrimination based upon race, religion, color, sex, national origin or ancestry, age, handicap or disability, sexual orientation, military discharge status, marital status, parental status or source of income.

- ii) To the greatest extent feasible, the Developers and each Employer shall present opportunities for training and employment of low and moderate income residents of the City, and provide that contracts for work in connection with the construction of the Rental Project be awarded to business concerns which are located in, or owned in substantial part by persons residing in, the City.
- iii) The Developers and each Employer shall comply with all federal, state and local equal employment and affirmative action statutes, rules and regulations, including, without limitation, the Human Rights Ordinance, and the Illinois Human Rights Act, 775 ILCS 5/1-101 et seq. (1993), and any subsequent amendments and regulations promulgated thereto.
- iv) The Developers and each Employer, in order to demonstrate compliance with the terms of this Section, shall cooperate with and promptly and accurately respond to inquiries by the City, which has the responsibility to observe and report compliance with equal employment opportunity regulations of federal, state and municipal agencies.
- v) The Developers and each Employer shall include the foregoing provisions of subparagraphs (i) through (iv) in every contract entered into in connection with the construction of the Rental Project, and shall require inclusion of these provisions in every subcontract entered into by any subcontractors, and every agreement with any affiliate operating on the Property, so that each such provision shall be binding upon each contractor, subcontractor or affiliate, as the case may be.

- vi) Failure to comply with the employment obligations described in this Section 23 shall be a basis for the City to pursue remedies under the provisions of Section 19.

B. City Resident Employment Requirement. The Developers agree, and shall contractually obligate each Employer to agree, that during the construction of the Rental Project, and they shall comply with the minimum percentage of total worker hours performed by actual residents of the City of Chicago as specified in Section 3-92-330 of the Municipal Code of Chicago (at least fifty percent of the total worker hours worked by persons on the construction of

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the Rental Project shall be performed by actual residents of the City of Chicago); provided, however, that in addition to complying with this percentage, the Developers and each Employer shall be required to make good faith efforts to utilize qualified residents of the City of Chicago in both unskilled and skilled labor positions.

The Developers and the Employers may request a reduction or waiver of this minimum percentage level of Chicagoans as provided for in Section 2-92-330 of the Municipal Code of Chicago in accordance with standards and procedures developed by the Purchasing Agent of the City of Chicago.

"Actual residents of the City of Chicago" shall mean persons domiciled within the City of Chicago. The domicile is an individual's one and only true, fixed and permanent home and principal establishment.

The Developers and the Employers shall provide for the maintenance of adequate employee residency records to ensure that actual Chicago residents are employed on the construction of the Rental Project. The Developers and the Employers shall maintain copies of personal documents supportive of every Chicago employee's actual record of residence.

Weekly certified payroll reports (U.S. Department of Labor Form WH-347 or equivalent) shall be submitted to the DHED Commissioner in triplicate, which shall identify clearly the actual residence of every employee on each submitted certified payroll. The first time that an employee's name appears on a payroll, the date that the company hired the employee should be written in after the employee's name.

The Developers and the Employers shall provide full access to their employment records to the Chief Procurement Officer, the DHED Commissioner, the Superintendent of the Chicago Police Department, and the Inspector General, or any duly authorized representative thereof. The Developers and the Employers shall maintain all relevant personnel data and records for a period of at least three (3) years from and after the issuance of the Certificate of Completion for the Rental Project.

At the direction of DHED, the Developers and the Employers shall provide affidavits and other supporting documentation to verify or clarify an employee's actual address when doubt or lack of clarity has arisen.

Good faith efforts on the part of the Developers and the Employers to provide work for actual Chicago residents (but not sufficient for the granting of a waiver request as provided for in the standards and procedures developed by the Chief Procurement Officer) shall not suffice to replace the actual, verified achievement of the requirements of this Section concerning the worker hours performed by actual Chicago residents.

If the City determines that the Developers or an Employer failed to ensure the fulfillment of the requirements of this Section concerning the worker hours performed by actual Chicago residents or failed to report in the manner as indicated above, the City will thereby be damaged in the failure to provide the benefit of demonstrable employment to Chicagoans to the degree stipulated in this Section. If such non-compliance is

not remedied in accordance with the breach and cure provisions of Section 19.C, the parties agree that 1/20 of 1 percent (0.0005%) of the aggregate hard construction costs set forth in the final Rental Project Budget shall be surrendered by the Developers to the City in payment for each percentage of shortfall toward the stipulated residency requirement. Failure to report the residency of employees entirely and

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correctly shall result in the surrender of the entire liquidated damages as if no Chicago residents were employed in either of the categories. The willful falsification of statements and the certification of payroll data may subject any of the Developers and/or the other Employers or employees to prosecution.

Nothing herein provided shall be construed to be a limitation upon the "Notice of Requirements for Affirmative Action to Ensure Equal Employment Opportunity, Executive Order 11246" and "Standard Federal Equal Employment Opportunity, Executive Order 11246," or other affirmative action required for equal opportunity under the provisions of this Agreement.

The Developers shall cause or require the provisions of this Section 23.B. to be included in all construction contracts and subcontracts related to the construction of the Rental Project.

C. Developers ' MBE/WBE Commitment. The Developers agree for themselves and their successors and assigns, and, if necessary to meet the requirements set forth herein, shall contractually obligate their general contractors to agree that during the construction of the Rental Project:

- i) Consistent with the findings which support, as applicable, (a) the Minority-Owned and Women-Owned Business Enterprise Procurement Program, Section 2-92-420 et seq., Municipal Code of Chicago (the "Procurement Program"), and (b) the Minority- and Women-Owned Business Enterprise Construction Program, Section 2-92-650 et seq., Municipal Code of Chicago (the "Construction Program," and collectively with the Procurement Program, the "MBE/WBE Program"), and in reliance upon the provisions of the MBE/WBE Program to the extent contained in, and as qualified by, the provisions of this Section 23.C, during the course of the Rental Project, the following percentages of the Rental Project's MBE/WBE Budget shall be expended for contract participation by minority-owned businesses ("MBEs") and by women-owned businesses ("WBEs"): (1) At least 24% by MBEs; and (2) At least 4% by WBEs.
- ii) For purposes of this Section 23.C. only:
 - a) The Developers (and any party to whom a contract is let by any of the Developers in connection with the Rental Project) shall be deemed a "contractor" and this Agreement (and any contract let by any of the Developers in connection with the Rental Project) shall be deemed a "contract" or a "construction contract" as such terms are defined in Sections 2-92-420 and 2-92-670, Municipal Code of Chicago, as applicable.
 - b) The term "minority-owned business" or "MBE" shall mean a business identified in the Directory of Certified Minority Business Enterprises published by the City's Department of Procurement Services, or otherwise certified by the City's Department of Procurement Services as a minority-owned business enterprise, related to the Procurement Program or the Construction Program, as applicable.
 - c) The term "women-owned business" or "WBE" shall mean a business identified in the Directory of Certified Women Business Enterprises published by the City's Department of Procurement Services, or otherwise

certified by the City's Department of Procurement Services as a women-owned business enterprise, related to the Procurement Program or the Construction Program, as applicable.

Consistent with Sections 2-92-440 and 2-92-720, Municipal Code of Chicago, the Developers' MBE/WBE commitment may be achieved in part by the Developers' status as an MBE or WBE (but only to the extent of any actual work performed on the Rental Project by any of the Developers) or by a joint venture with one or more MBEs or WBEs (but only to the extent of the lesser of (a) the MBE or WBE participation in such joint venture, or (b) the amount of any actual work performed on the Rental Project by the MBE or WBE); by any of the Developers utilizing a MBE or a WBE as the general contractors (but only to the extent of any actual work performed on the Rental Project by the general contractors); by subcontracting or causing the general contractors to subcontract a portion of the construction of the Rental Project to one or more MBEs or WBEs; by the purchase of materials or services used in the construction of the Rental Project from one or more MBEs or WBEs; or by any combination of the foregoing. Those entities which constitute both an MBE and a WBE shall not be credited more than once with regard to the Rental Project's MBE/WBE commitment as described in this Section 23.C. In accordance with Section 2-92-730, Municipal Code of Chicago, the Developers shall not substitute any MBE or WBE general contractors or subcontractors without the prior written approval of DHED.

The Developers shall deliver quarterly reports to the City's monitoring staff during the Rental Project describing their efforts to achieve compliance with this MBE/WBE commitment. Such reports shall include, inter alia, the name and business address of each MBE and WBE solicited by the Developers or the general contractors to work on the Rental Project, and the responses received from such solicitation, the name and business address of each MBE or WBE actually involved in the Rental Project, a description of the work performed or products or services supplied, the date and amount of such work, product or service, and such other information as may assist the City's monitoring staff in determining the Developers' compliance with this MBE/WBE commitment. The Developers shall maintain records of all relevant data with respect to the Developers' utilization of MBEs and WBEs in connection with the Rental Project for at least five years after completion of the Rental Project, and the City's monitoring staff shall have access to all such records maintained by the, on five business days' notice, to allow the City to review the Developers' compliance with its commitment to MBE/WBE participation and the status of any MBE or WBE performing any portion of the Rental Project.

Upon the disqualification of any MBE or WBE general contractors or subcontractors, if such status was misrepresented by the disqualified party, the Developers shall be obligated to discharge or cause to be discharged the disqualified general contractors or subcontractors, and, if possible, identify and engage a qualified MBE or WBE as a replacement. For purposes of this subsection (v), the disqualification procedures are further described in Sections 2-92-540 and 2-92-730, Municipal Code of Chicago, as applicable.

(vi) Any reduction or waiver of any of the Rental Project's MBE/WBE commitment as described in this Section 23.C. shall be undertaken in accordance with Sections 2-92-450 and 2-92-730, Municipal Code of Chicago, as applicable.

(vii) Prior to the commencement of the Rental Project, the Developers shall meet with the City's monitoring staff with regard to the Developers' compliance with their obligations under this Section 23.C. The general contractors and all major subcontractors shall be required to

attend this pre-construction meeting. During said meeting, the Developers shall demonstrate to the City's monitoring staff their plan to achieve their obligations under this Section 23.C, the sufficiency of which shall be approved by the City's monitoring staff. During the Rental Project, the Developers shall submit the documentation required by this Section 23.C. to the City's monitoring staff, including the following: (a) MBE/WBE utilization plan and record; (b) subcontractor's activity report; (c) contractor's certification concerning labor standards and Davis-Bacon Act requirements for the entire Rental Project; (d) contractor letter of understanding; (e) monthly utilization report; (f) authorization for payroll agent; (g) certified payroll; (h) evidence that MBE/WBE contractor associations have been informed of the Rental Project via written notice and hearings; and (i) evidence of compliance with job creation requirements. Failure to submit such documentation on a timely basis, or a determination by the City's monitoring staff, upon analysis of the documentation, that any of the Developers is not complying with its obligations under this Section 23.C, shall, upon the delivery of written notice to the Developers, be deemed an Event of Default. Upon the occurrence of any such Event of Default, in addition to any other remedies provided in this Agreement, the City may: (1) issue a written demand to the Developers to halt the Rental Project, (2) withhold any further payment of any City funds to the Developers or the general contractors, or (3) seek any other remedies against any of the Developers available at law or in equity.

SECTION 24. REPRESENTATIONS AND WARRANTIES.

24.1 Representations and Warranties of the Developer. To induce the City to execute this Agreement and perform their respective obligations hereunder, each of the Developers, for and with respect to itself only, hereby represents and warrants to the City that as of the date of this Agreement and as of the Simultaneous Closings Date the following shall be true and correct in all respects:

- a) The Developers are business entities duly organized, validly existing and in good standing under the laws of the State of Illinois with full power and authority to acquire, own and redevelop the Property, and the persons signing this Agreement on behalf of each of the respective Developers has the authority to do so.
- b) All certifications and statements contained in the Economic Disclosure Statements last submitted to the City by each of the Developers (and any legal entity holding an interest in any of the Developers) are true, accurate and complete.
- c) The Developers' respective execution, delivery and performance of this Agreement and all instruments and agreements contemplated hereby will not, upon the giving of notice or lapse of time, or both, result in a breach or violation of, or constitute a default under, any other agreement to which any of the Developers, or any party affiliated with any of the Developers, is a party or by which any of the Developers or the Property is bound.

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- d) To the best of each of the Developers' knowledge, no action, litigation, investigation or proceeding of any kind is pending or threatened against any of the Developers, or any party affiliated with any of the Developers, and any of the Developers knows of no facts which could give rise to any such action, litigation, investigation or proceeding, which could: (i) affect the ability of any of the Developers to perform its obligations hereunder; or (ii) materially affect the operation or financial condition of any of the Developers.
- e) To the best of the respective Developers' knowledge, the Rental Project will not violate: (i) any Laws, including, without limitation, any zoning and building codes and environmental

regulations; or (ii) any building permit, restriction of record or other agreement affecting the Property.

24.2 Representations and Warranties of the City. To induce the Developers to execute this Agreement and perform their respective obligations hereunder, the City hereby represents and warrants to the Developers that the City has authority under its home rule powers to execute and deliver this Agreement and perform the terms and obligations contained herein.

24.3 Survival of Representations and Warranties. Each of the parties agrees that all of its representations and warranties set forth in this Section 24 or elsewhere in this Agreement are true as of the date of this Agreement and will be true in all material respects at all times thereafter, except with respect to matters which have been disclosed in writing and approved by the other party.

SECTION 25. PROVISIONS NOT MERGED WITH DEED.

. The provisions of this Agreement shall not be merged with the Deed, and the delivery of the Deed shall not be deemed to affect or impair the provisions of this Agreement.

SECTION 26. HEADINGS.

The headings of the various sections of this Agreement have been inserted for convenient reference only and shall not in any manner be construed as modifying, amending, or affecting in any way the express terms and provisions thereof.

SECTION 27. ENTIRE AGREEMENT.

This Agreement constitutes the entire agreement between the parties and supersedes and replaces completely any prior agreements between the parties with respect to the subject matter hereof. This Agreement may not be modified or amended in any manner other than by supplemental written agreement executed by the parties.

SECTION 28. SEVERABILITY.

If any provision of this Agreement, or any paragraph, sentence, clause, phrase or word, or the application thereof is held invalid, the remainder of this Agreement shall be construed as if such invalid part were never included and this Agreement shall be and remain valid and enforceable to the fullest extent permitted by law.

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SECTION 29. NOTICES.

Any notice, demand or communication required or permitted to be given hereunder shall be given in writing at the addresses set forth below by any of the following means: (a) personal service; (b) electronic communications, whether by email or facsimile, provided that there is written confirmation of such communications; (c) overnight courier; or (d) registered or certified first class mail, postage prepaid, return receipt requested:

If to the City: City of Chicago
Department of Housing and Economic
Development 121 North LaSalle Street Room 1000
- City Hall Chicago, Illinois 60602

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: Lifelink Charities
1900 Spring Road, #300 Oak Brook,
Illinois 60523 Attention: Tim Rhodes

And: Montclare Senior Residences of
Avalon Park Phase II, LLC 701 Lee Street,
Suite 802 Des Plaines, Illinois 60016 Attn:
Philip I. Mappa

With a copy to: Applegate & Thorne-Thomsen, P.C.
626 West Jackson, Suite 400 Chicago, Illinois
60661 Attention: Debra A. Kleban

And a copy to: David L. Goldstein & Associates, L.L.C.
35 East Wacker Drive, Suite 650 Chicago, Illinois
60601 Attention: David L. Goldstein

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[Investor Information]

And a copy to: Sidely Austin LLP
1 South Dearborn Street Chicago, Illinois
60603 Attention: David R. Hill

Any notice, demand or communication given pursuant to either clause (a) or (b) hereof shall be deemed received upon such personal service or upon dispatch by electronic means, respectively, provided that such electronic dispatch is confirmed as having occurred prior to 5:00 p.m. on a business day. If such dispatch occurred after 5:00 p.m. on a business day or on a non-business day, it shall be deemed to have been given on the next business day. Any notice, demand or communication given pursuant to clause (c) shall be deemed received on the day immediately following deposit with the overnight courier. Any notice, demand or communication sent pursuant to clause (d) shall be deemed received three business days after mailing. The parties, by notice given hereunder, may designate any further or different addresses to which subsequent notices, demands or communications shall be given.

SECTION 30. ORGANIZATION AND AUTHORITY.

Each of the Developers represents and warrants that it is duly organized, validly existing under the laws of the State of Illinois, and as it pertains to each of Lifelink Charities and Montclare, licensed to transact business in Illinois, with full power and authority to acquire, own and redevelop the Property, and that the persons signing this Agreement on behalf of the respective Developers has the authority to do so.

SECTION 31. SUCCESSORS AND ASSIGNS.

Except as otherwise provided in this Agreement, the terms and conditions of this Agreement shall apply to and bind the successors and assigns of the parties.

SECTION 32. TERMINATION.

In the event that the Simultaneous Closings have not occurred by the Simultaneous Closings Dates, or any extensions thereof in DHED's sole discretion, defined herein, then the City may terminate this Agreement upon written notice to the Developers.

SECTION 33. RECORDATION OF AGREEMENT.

Any of the parties may record this Agreement at the Office of the Cook County Recorder of Deeds. The Developers shall pay the recording fees.

SECTION 34. CONSENT AND APPROVAL.

Except where otherwise specified, whenever the consent or approval of the City is required hereunder, such consent or approval shall not be unreasonably withheld or delayed.

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SECTION 35. OTHER ACTS

The parties agree to perform such other acts and to execute, acknowledge and deliver such other instruments, documents and materials as may be reasonably necessary to consummate the transactions contemplated by this Agreement.

SECTION 36. BUSINESS RELATIONSHIPS.

Each of the Developers acknowledges (A) receipt of a copy of Section 2-156-030 (b) of the Municipal Code of Chicago, (B) that it has read such provision and understands that pursuant to such Section 2-156-030 (b) it is illegal for any elected official of the City, or any person acting at the direction of such official, to contact, either orally or in writing, any other City official or employee with respect to any matter involving any person with whom the elected City official or employee has a "Business Relationship" (as defined in Section 2-156-080 of the Municipal Code of Chicago), or to participate in any discussion in any City Council committee hearing or in any City Council meeting or to vote on any matter involving the person with whom an elected official has a Business Relationship, and (c) notwithstanding anything to the contrary contained in this Agreement, that a violation of Section 2-156-030 (b) by an elected official, or any person acting at the direction

of such official, with respect to any transaction contemplated by this Agreement shall be grounds for termination of this Agreement and the transactions contemplated hereby. The Developers hereby represent and warrant that no violation of Section 2-156-030 (b) has occurred with respect to this Agreement or the transactions contemplated hereby.

SECTION 37. PATRIOT ACT CERTIFICATION. Each of the Developers represents and warrants that neither any of the Developers nor any Affiliate thereof (as defined in the next paragraph) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury, the Bureau of Industry and Security of the U.S. Department of Commerce or their successors, or on any other list of persons or entities with which the City may not do business under any applicable law, rule, regulation, order or judgment: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List

As used in the above paragraph, an "Affiliate" shall be deemed to be a person or entity related to any of the Developers that, directly or indirectly, through one or more intermediaries, controls, is controlled by or is under common control with any of the Developers, and a person or entity shall be deemed to be controlled by another person or entity, if controlled in any manner whatsoever that results in control in fact by that other person or entity (or that other person or entity and any persons or entities with whom that other person or entity is acting jointly or in concert), whether directly or indirectly and whether through share ownership, a trust, a contract or otherwise.

SECTION 38. PROHIBITION ON CERTAIN CONTRIBUTIONS-MAYORAL EXECUTIVE ORDER NO.2011-4.

Each of the Developers agrees that the respective Developers, any person or entity who directly or indirectly has an ownership or beneficial interest in Developers of more than 7.5 percent ("Owners"), spouses and domestic partners of such Owners, Developers' contractors (i.e., any person or entity in direct contractual privity with Developers regarding the subject matter of this Agreement) ("Contractors"), any person or entity who directly or indirectly has an ownership or beneficial interest in any Contractor of more than 7.5 percent ("Sub-owners") and

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spouses and domestic partners of such Sub-owners (the respective Developers and all the other preceding classes of persons and entities are together, the "Identified Parties"), shall not make a contribution of any amount to the Mayor of the City of Chicago (the "Mayor") or to his political fundraising committee (i) after execution of this Agreement by Developers, (ii) while this Agreement or any Other Contract is executory, (iii) during the term of this Agreement or any Other Contract between the respective Developers and the City, or (iv) during any period while an extension of this Agreement or any Other Contract is being sought or negotiated.

Each of the Developers represents and warrants that from the later to occur of (a) May 16, 2011, and (b) the date the City approached the respective Developers or the date the respective Developers approached the City, as applicable, regarding the formulation of this Agreement, no Identified Parties have made a contribution of any amount to the Mayor or to his political fundraising committee.

Each of the Developers agrees that it shall not: (a) coerce, compel or intimidate its employees to make a contribution of any amount to the Mayor or to the Mayor's political fundraising committee; (b) reimburse its employees for a contribution of any amount made to the Mayor or to the Mayor's political fundraising committee; or (c) Bundle or solicit others to bundle contributions to the Mayor or to his political fundraising committee.

Each of the Developers agrees that the Identified Parties must not engage in any conduct whatsoever designed to intentionally violate this provision or Mayoral Executive Order No. 2011-4 or to entice, direct or

solicit others to intentionally violate this provision or Mayoral Executive Order No. 2011-4.

Each of the Developers agrees that a violation of, non-compliance with, misrepresentation with respect to, or breach of any covenant or warranty under this provision or violation of Mayoral Executive Order No. 2011-4 constitutes a breach and default under this Agreement, and under any Other Contract for which no opportunity to cure will be granted, unless the City, in its sole discretion, elects to grant such an opportunity to cure. Such breach and default entitles the City to all remedies (including without limitation termination for default) under this Agreement, under any Other Contract, at law and in equity. This provision amends any Other Contract and supersedes any inconsistent provision contained therein.

If any of the Developers intentionally violates this provision or Mayoral Executive Order No. 2011-4 prior to the closing of this Agreement, the City may elect to decline to close the transaction contemplated by this Agreement.

For purposes of this provision:

"Bundle" means to collect contributions from more than one source, which is then delivered by one person to the Mayor or to his political fundraising committee.

"Other Contract" means any other agreement with the City of Chicago to which any of the Developers is a party that is (i) formed under the authority of chapter 2-92 of the Municipal Code of Chicago; (ii) entered into for the purchase or lease of real or personal property; or (iii) for materials, supplies, equipment or services which are approved or authorized by the City Council of the City of Chicago.

"Contribution" means a "political contribution" as defined in Chapter 2-156 of the Municipal Code of Chicago, as amended.

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Individuals are "Domestic Partners" if they satisfy the following criteria:

- A) they are each other's sole domestic partner, responsible for each other's
- A) common welfare; and
- B) neither party is married; and
- C) the partners are not related by blood closer than would bar marriage in the State of Illinois; and
- D) each partner is at least 18 years of age, and the partners are the same sex, and the partners reside at the same residence; and
- E) two of the following four conditions exist for the partners:
 - 1. The partners have been residing together for at least 12 months.
 - 2. The partners have common or joint ownership of a residence.
 - 3. The partners have at least two of the following arrangements:
 - a. joint ownership of a motor vehicle;
 - b. a joint credit account;
 - c. a joint checking account;
 - d. a lease for a residence identifying both domestic partners as tenants.
 - 4. Each partner identifies the other partner as a primary beneficiary in a will.

"Political fundraising committee" means a "political fundraising committee" as defined in Chapter 2-156 of the Municipal Code of Chicago, as amended.

SECTION 39. FAILURE TO MAINTAIN ELIGIBILITY TO DO BUSINESS WITH THE CITY.

Failure by Developers or any controlling person (as defined in Section 1-23-010 of the Municipal Code of Chicago) thereof to maintain eligibility to do business with the City of Chicago as required by Section 1-23-030 of the Municipal Code of Chicago shall be grounds for termination of this Agreement and the transactions contemplated thereby. Developers shall at all times comply with Section 2-154-020 of the Municipal Code of Chicago.

SECTION 40. INSPECTOR GENERAL AND LEGISLATIVE INSPECTOR GENERAL.

It is the duty of every officer, employee, department, agency, contractor, subcontractor, developer and licensee of the City, and every applicant for certification of eligibility for a City contract or program, to cooperate with the City's Legislative Inspector General and with the City's Inspector General in any investigation or hearing undertaken pursuant to Chapters 2-55 and 2-56, respectively, of the Municipal Code of Chicago. The Developers understand and will abide by all provisions of Chapters 2-55 and 2-56 of the Municipal Code of Chicago.

SECTION 41. WASTE ORDINANCE PROVISIONS

In accordance with Section 11-4-1600(e) of the Municipal Code of Chicago, Developers warrant and represent that they, and to the best of their knowledge, its contractors and subcontractors, have not violated and are not in violation of any provisions of Section 7-28 or Section 11-4 of the Municipal Code (the "Waste Sections"). During the period while this Amendment is executory, Developers', any general contractor's or any subcontractor's violation of the Waste Sections, whether or not relating to the performance of this Agreement, constitutes

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a breach of and an event of default under this Agreement, for which the opportunity to cure, if curable, will be granted only at the sole designation of the Chief Procurement Officer. Such breach and default entitles the City to all remedies under the Amendment, at law or in equity. This section does not limit Developer's, general contractor's and its subcontractors' duty to comply with all applicable federal, state, county and municipal laws, statutes, ordinances and executive orders, in effect now or later, and whether or not they appear in this Agreement. Noncompliance with these terms and conditions may be used by the City as grounds for the termination of this Agreement, and may further affect Developers' eligibility for future contract awards.

SECTION 42. SHAKMAN ACCORD

i) The City is subject to the May 31, 2007 Order entitled "Agreed Settlement Order and Accord" (the "Shakman Accord") and the August 16, 2007 "City of Chicago Hiring Plan" (the "City Hiring Plan") entered in *Shakman v. Democratic Organization of Cook County*, Case No 69 C 2145 (United States District Court for the Northern District of Illinois). Among other things, the Shakman Accord and the City Hiring Plan prohibit the City from hiring persons as governmental employees in non-exempt positions on the basis of political reasons or factors.

ii) Developers are aware that City policy prohibits City employees from directing any individual to apply for a position with Developers, either as an employee or as a subcontractor, and from directing Developers to hire an individual as an employee or as a subcontractor. Accordingly, Developers must follow its own hiring and contracting procedures, without being influenced by City employees. Any and all personnel provided by Developers under this Agreement are employees or subcontractors of Developers, not employees of the City of Chicago. This Agreement is not intended to and does not constitute, create, give rise to, or otherwise recognize an employer-employee relationship of any kind between the City and any personnel provided by Developers.

iii) Developers will not condition, base, or knowingly prejudice or affect any term or aspect to the employment of any personnel provided under this Agreement, or offer employment to any individual to provide services under this Agreement, based upon or because of any political reason or factor, including, without limitation, any individual's political affiliation, membership in a political organization or party, political support or activity, political financial contributions, promises of such political support, activity or financial contributions, or such individual's political sponsorship or recommendation. For purposes of this Agreement, a political organization or party is an identifiable group or entity that has as its primary purpose the support of or opposition to candidates for elected public office. Individual political activities are the activities of individual persons in support of or in opposition to political organizations or parties or candidates for elected public office.

iv) In the event of any communication to Developers by a City employee or City official in violation of Section 42(ii) above, or advocating a violation of Section 42(iii) above, Developer will, as soon as is reasonably practicable, report such communication to the Hiring Oversight Section of the City's Office of the Inspector General ("IGO Hiring Oversight"), and also to the head of the relevant City Department utilizing services provided under this Agreement. Developer will also cooperate with any inquiries by IGO Hiring Oversight or the Shakman Monitor's Office related to the contract.

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SECTION 43. COUNTERPARTS.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute a single, integrated instrument.

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IN WITNESS WHEREOF, the parties have caused this Agreement to be executed on or as of the date first above written.

CITY OF CHICAGO,
an Illinois municipal corporation

Andrew J. Mooney, Commissioner
Department of Housing and Economic Development

LIFELINK CHARITIES,
an Illinois not-for-profit corporation

By: _ Name: Its:

**MONTCLARE SENIOR RESIDENCES OF AVALON
PARK PHASE II, LLC,**
an Illinois limited liability company

By: Avalon Park Phase II, LLC,

an Illinois limited liability company, Manager

This instrument was prepared by:

Karen D. Bielarz Senior Counsel Real Estate Division City of Chicago
121 North LaSalle Street, Room 600 Chicago, Illinois 60602 (312)744-6910
Montclare Avalon Park II Corp.,
an Illinois corporation, Managing Member

By:
Name:
Its:

30

STATE OF ILLINOIS)

) SS.

COUNTY OF COOK)

I, _____, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Andrew J. Mooney, personally known to me to be the Acting Commissioner of the Department of Housing and Economic Development of the City of Chicago, an Illinois municipal corporation, and 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 being first duly sworn by me acknowledged that as the Acting Commissioner, she signed and delivered the instrument pursuant to authority given by the City of Chicago, as her free and voluntary act and as the free and voluntary act and deed of the corporation, for the uses and purposes therein set forth.

GIVEN under my notarial seal this _____ day of _____, 2013.

NOTARY PUBLIC

31

STATE OF ILLINOIS)

) SS.

COUNTY OF COOK)

I, _____, a Notary Public in and for said County, in the
State aforesaid, do hereby certify that _____, 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 being first duly sworn by me acknowledged that as
_____, he signed and delivered the instrument pursuant to authority given by
the directors of Lifelink Charities as his free and voluntary act and as the free and voluntary act and deed of
Lifelink Charities, for the uses and purposes therein set forth.

GIVEN under my notarial seal this _____ day of _____, 2013.

NOTARY PUBLIC

32

STATE OF ILLINOIS)

) SS.

COUNTY OF COOK)

I, _____, a Notary Public in and for said County, in the State aforesaid, do hereby certify that _____, 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 being first duly sworn by me acknowledged that as

_____ of Montclare Avalon Park II Corp., the managing member of Avalon Park Phase II, LLC, the manager of Montclare Senior Residences of Avalon Park Phase II, LLC, he signed and delivered the instrument pursuant to authority given by the directors of Montclare Avalon Park II Corp., the managing member of Avalon Park Phase II, LLC, the manager of Montclare Senior Residences of Avalon Park Phase II, LLC, as his free and voluntary act and as the free and voluntary act and deed of Montclare Senior Residences of Avalon Park Phase II, LLC, for the uses and purposes therein set forth.

GIVEN under my notarial seal this _____ day of _____; _____, 2013.

NOTARY PUBLIC

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EXHIBIT A

**LEGAL DESCRIPTION OF CITY PARCEL
(SUBJECT TO FINAL TITLE AND SURVEY)**

North Legal Description

A tract of land in Cornell, a subdivision in the Southwest Quarter of Section 26, Township 38 North, Range 14, East of the Third Principal Meridian, described as follows: (Note: The East and West lines of Woodlawn Avenue are considered as due North for the following courses) commencing at the intersection of the North line of 79th Street and the East line of the vacated West 14 feet of Woodlawn Avenue; thence North 89 degrees 47 minutes West along said North line of 79th Street, a distance of 216.58 feet to a point that is 60 feet East (as measured along said North line of 79th Street) of the Easterly line of the 200 foot wide Illinois Central Railroad right-of-way; thence North 8 degrees 45 minutes East along the Easterly line of the property described in Warranty Deed recorded May 1, 1883 as Document A464433 a distance of 410.55 feet to the Southerly corner of the property described in Quit Claim Deed recorded March 24, 1949, as Document Number B14519210; thence due North a distance of 78.01 feet to the Northwesterly corner of the property described in Document Number C14519210; thence North 8 degrees 45 minutes East a distance of 109.39 feet to a point in the South line of vacated 78th Street, said point being 28 feet East, as measured on the said South line, of said Easterly line of the 200 foot right-of-way of the Illinois Central Railroad; thence North 5 degrees 19 minutes 30 seconds East 66.26 feet to a point in the North line of said vacated 78th Street; said point being 12 feet West of the Southeast corner of the property described in Warranty Deed recorded May 1, 1883, as Document Number 464431, thence North 10 degrees 26 minutes East a distance of 38.68 feet to the Northwesterly corner of the property described in deed recorded October 16, 1941, as Document Number 12776309; thence South 79 degrees 19 minutes East a distance of 5.96 feet to the Southwesterly corner of the property described in Quit Claim Deed recorded October 13, 1936, as Document Number 11893309, thence North 10 degrees 41 minutes East along the Westerly line of the property described in said Document Number 11893309 a distance of 138.89 feet to the point of beginning; thence continuing North 10 degrees 41 minutes East along said last described line, 75.64 feet to the most Southerly line of the property described in deed recorded September 25, 1942, as Document

Number 12963009; thence North 79 degrees 19 minutes West along the most Southerly line of the property described in said Document Number 12963009 and along the Southerly line of the property described in Warranty Deed recorded October 16, 1947, as Document Number 14169223, a distance of 5.25 feet to the Southwest corner of the property described in said Document Number 14169223, thence North 0 degrees 21 minutes East a distance of 53.0 feet to a point that is 10.50 feet perpendicularly distant Easterly from the center line of the Pennsylvania Railroad Company's interchange track; thence North 22 degrees 44 minutes 30 seconds East a distance of 110.06 feet to a point that is 1.02 feet West of the Easterly line of the property described in Warranty Deed recorded May 1, 1883, as Document Number 464431; thence due North 41.73 feet to a point that is 18 feet perpendicularly distant Easterly from said center line of interchange track; thence East at right angles a distance of 13.53 feet to a point in the curved Easterly line of the said Illinois Central Railroad; thence Northeasterly along said curved railroad line, convex to the West and having a radius of 933.70 feet a distance of 93.48 feet to a point 20.21 feet West at right angle

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measurement of the original center line of said Woodlawn Avenue; thence North 18 degrees 21 minutes 15 seconds East a distance of 69.71 feet to a point in the South line of 77th Street, 1.74 feet East of the center line of said vacated Woodlawn Avenue; thence South 89 degrees 39 minutes East along said South line of 77th Street, a distance of 160.66 feet to the West line of an alley; thence South 00 degrees 00 minutes 20 seconds West along said West alley line, a distance of 260.60 feet to a point 338.00 feet North of the North line of said 78th Street; thence North 89 degrees 48 minutes 00 seconds West, 140.00 feet; thence South 00 degrees 11 minutes 40 seconds West, 161.63 feet; thence South 45 degrees 21 minutes 32 seconds West, 12.94 feet; thence North 89 degrees 28 minutes 38 seconds West, 101.06 feet; thence North 78 degrees 50 minutes 38 seconds West, 31.18 feet to the point of beginning, all in Cook County, Illinois. Containing 76668.04 sq. ft. or 1.76 Acres

Commonly known and numbered as: 1210 East 78 Street, Chicago, Illinois Permanent Index Numbers: 20-26-417-043-0000 and 20-26-323-106-0000

EXHIBIT B

**LEGAL DESCRIPTION OF PHASE ONE OWNER PROPERTY
(SUBJECT TO FINAL TITLE AND SURVEY)**

A tract of land in Cornell, a subdivision in the Southwest Quarter of Section 26, Township 38 North, Range 14, East of the Third Principal Meridian, described as follows: (Note: The East and West lines of Woodlawn Avenue are considered as due North for the following courses) commencing at the intersection of the North line of 79th Street and the East line of the vacated West 14 feet of Woodlawn Avenue; thence North 89 degrees 47 minutes West along said North line of 79th Street, a distance of 216.58 feet to a point that is 60 feet East (as measured along said North line of 79th Street) of the Easterly line of the 200 foot wide Illinois Central Railroad right-of-way; thence North 8 degrees 45 minutes East along the Easterly line of the property described in Warranty Deed recorded May 1, 1883 as Document A464433 a distance of 410.55 feet to the Southerly corner of the property described in Quit Claim Deed recorded March 24, 1949, as Document Number B14519210; thence due North a distance of 78.01 feet to the Northwesterly corner of the property described in Document Number C14519210; thence North 8 degrees 45 minutes East a distance of 109.39 feet to a point in the South line of vacated 78th Street, said point being 28 feet East, as measured on the said South line, of said Easterly line of the 200 foot right-of-way of the Illinois Central Railroad; thence North 04 degrees 23 minutes 46 seconds East 66.26 feet to a point in the North line of said vacated 78th Street; said point being 12 feet West of the Southeast corner of the property described in Warranty Deed recorded May 1, 1883, as Document Number 464431, thence North 10 degrees 26 minutes East a distance of 38.68 feet to the Northwesterly corner of the property described in deed recorded October 16, 1941, as Document Number 12776309; thence South 79 degrees 19 minutes East a distance of 5.96 feet to the Southwesterly corner of the property described in Quit Claim Deed recorded October 13, 1936, as Document Number 11893309, thence North 10 degrees 41 minutes East along the Westerly line of the property described in said Document Number 11893309 a distance of 138.89 feet; thence South 78 degrees 50 minutes 38 seconds East, 31.18 feet; thence South 89 degrees 28 minutes 38 seconds East, 101.06 feet; thence North 45 degrees 21 minutes 32 seconds East, 12.94 feet; thence North 00 degrees 11 minutes 40 seconds East, 109.10 feet to the point of beginning; thence continuing North 00 degrees 11 minutes 40 seconds East, 52.53 feet; thence South 89 degrees 48 minutes 00 seconds East, 140.00 feet to a point on the West line of the 14.00 foot public alley in Block 78 of said Cornell Subdivision, being 338.00 feet North of the North line of said 78th Street; thence South 00 degrees 00 minutes 34 seconds West along said last described line a distance of 67.29 feet; thence South 90 degrees 00 minutes 00 seconds West, 68.11 feet; thence

North 00 degrees 00 minutes 00 seconds West, 15.00 feet; thence North 89 degrees 48 minutes 00 seconds West, 72.06 feet to the point of beginning, all in Cook County, Illinois. Containing 8371.89 sq. ft. or 0.19 Acres.

Permanent Index Numbers: 20-26-417-044-0000 (Part)

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EXHIBIT C

NARRATIVE DESCRIPTION OF THE RENTAL PROJECT

The Developers shall construct a senior housing Rental Project, as defined herein, that shall consist of one hundred twenty-two (122) residential senior rental dwelling units of which 109 units or 90% will be affordable housing units, all for households earning no more than 15, 30, 50 and 60 percent of the area median income.

The Rental Project shall also include a parking lot with landscaping accommodating seventy-three (73) spaces, two landscaped patio areas, and environmental features that shall include a 50% green roof and a green vegetated roof to absorb storm water, Energy Star lighting with the units and common areas, Energy Star rated appliances, water conserving fixture in bathrooms and kitchens, high-efficiency equipment controls, low VOC paints, primers, adhesives and sealants, and carpet products meeting the carpet & Rug Institute's Green Label Certification.

The Rental Project shall create approximately 350 temporary jobs during construction and approximately 2- 3 permanent full-time jobs.

EXHIBIT D

**PORTION OF CITY PARCEL TO BE TRANSFERRED TO THE
PHASE ONE PROPERTY OWNER
(SUBJECT TO FINAL TITLE AND SURVEY)**

A tract of land in Cornell, a subdivision in the Southwest Quarter of Section 26, Township 38 North, Range 14, East of the Third Principal Meridian, described as follows: (Note: The East and West lines of Woodlawn Avenue are considered as due North for the following courses) commencing at the intersection of the North line of 79th Street and the East line of the vacated West 14 feet of Woodlawn Avenue; thence North 89 degrees 47 minutes West along said North line of 79th Street, a distance of 216.58 feet to a point that is 60 feet East (as measured along said North line of 79th Street) of the Easterly line of the 200 foot wide Illinois Central Railroad right-of-way; thence North 8 degrees 45 minutes East along the Easterly line of the property described in Warranty Deed recorded May 1, 1883 as Document A464433 a distance of 410.55 feet to the Southerly corner of the property described in Quit Claim Deed recorded March 24, 1949, as Document Number B14519210; thence due North a distance of 78.01 feet to the Northwesterly corner of the property described in Document Number C14519210; thence North 8 degrees 45 minutes East a distance of 109.39 feet to a point in the South line of vacated 78th Street, said point being 28 feet East, as measured on the said South line, of said Easterly line of the 200 foot right-of-way of the Illinois Central Railroad; thence North 04 degrees 23 minutes 46 seconds East 66.26 feet to a point in the North line of said vacated 78th Street; said point being 12 feet West of the Southeast corner of the property described in Warranty Deed recorded May 1, 1883, as Document Number 464431, thence North 10 degrees 26 minutes East a distance of 38.68 feet to the Northwesterly corner of the property described in deed recorded October 16, 1941, as Document Number 12776309; thence South 79 degrees 19 minutes East a distance of 5.96 feet to the Southwesterly corner of the property described in Quit Claim Deed recorded October 13, 1936, as Document Number 11893309, thence North 10 degrees 41 minutes East along the Westerly line of the property described in said Document Number 11893309 a distance of 138.89 feet; thence South 78 degrees 50 minutes 38 seconds East, 31.18 feet; thence South 89 degrees 28 minutes 38 seconds East, 39.10 feet to the point of beginning; thence continuing South 89 degrees 28 minutes 38 seconds East, 61.96 feet; thence North 45 degrees 21 minutes 32 seconds East, 12.94 feet; thence North 00 degrees 11 minutes 40 seconds East, 109.10 feet; thence North 89 degrees 28 minutes 38 seconds West, 71.14 feet; thence South 00 degrees 11 minutes 40 seconds West, 118.28 feet to the point of beginning, all in Cook County, Illinois. Containing 8371.89 sq. ft. or 0.19 Acres.

EXHIBIT E

RENTAL PROJECT PROPERTY
(SUBJECT TO FINAL TITLE AND SURVEY)

A tract of land in Cornell, a subdivision in the Southwest Quarter of Section 26, Township 38 North, Range 14, East of the Third Principal Meridian, described as follows: (Note: The East and West lines of Woodlawn Avenue are considered as due North for the following courses) commencing at the intersection of the North line of 79th Street and the East line of the vacated West 14 feet of Woodlawn Avenue; thence North 89 degrees 47 minutes 00 seconds West along said North line of 79th Street, a distance of 216.58 feet to a point that is 60 feet East (as measured along said North line of 79th Street) of the Easterly line of the 200 foot wide Illinois Central Railroad right-of-way; thence North 8 degrees 45 minutes East along the Easterly line of the property described in Warranty Deed recorded May 1, 1883 as Document A464433 a distance of 410.55 feet to the Southerly corner of the property described in Quit Claim Deed recorded March 24, 1949, as Document Number B14519210; thence due North a distance of 78.01 feet to the Northwesterly corner of the property described in Document Number C14519210; thence North 8 degrees 45 minutes 00 seconds East a distance of 109.39 feet to a point in the South line of vacated 78th Street, said point being 28 feet East, as measured on the said South line, of said Easterly line of the 200 foot right-of-way of the Illinois Central Railroad; thence North 04 degrees 23 minutes 46 seconds East, 66.26 feet to the North line of said vacated 78th Street; thence North 10 degrees 26 minutes 00 seconds East a distance of 38.68 feet to the Northwesterly corner of the property described in deed recorded October 16, 1941, as Document Number 12776309; thence South 79 degrees 19 minutes 00 seconds East a distance of 5.96 feet to the Southwest corner of the property described in Quit Claim Deed recorded October 13, 1936, as Document Number 11893309, thence North 10 degrees 41 minutes 00 seconds East along the Westerly line of the property described in said Document Number 11893309 a distance of 138.89 feet to the point of beginning; thence continuing North 10 degrees 41 minutes 00 seconds East along said last described line, 75.64 feet to the most Southerly line of property described in deed recorded September 25, 1942, as Document Number 12963009; thence North 79 degrees 19 minutes 00 seconds West along the most Southerly line of the property described in said Document Number 12963009 and along the Southerly line of the property described in Warranty Deed recorded October 16, 1947, as Document Number 14169223, a distance of 5.25 feet to the Southwest corner of the property described in said Document Number 14169223; thence North 00 degrees 21 minutes 00 seconds East a distance of 53.00 feet to a point that is 10.50 feet perpendicularly distant Easterly from the center line of the Pennsylvania Railroad Company's interchange track; thence North 22 degrees 44 minutes 30 seconds East a distance of 110.06 feet to a point that is 1.02 due West of the Easterly line of the property described in Warranty Deed recorded May 1, 1883, as Document Number 464431; thence due North 41.73 feet to a point that is 18 feet perpendicularly distant Easterly from said center line of interchange track; thence East at right angles a distance of 13.53 feet to a point in the curved Easterly line of the said Illinois Central Railroad; thence Northeasterly along said curved railroad line, convex to the West and having a radius of 933.70 feet a distance of 93.48 feet to a point 20.21 feet West at right angle measurement of the original center line of said Woodlawn Avenue; thence North 18

degrees 21 minutes 15 seconds East a distance of 69.71 feet to a point in the South line of 77 Street, 1.74 feet East of the center line of said vacated Woodlawn Avenue; thence South 89 degrees 39 minutes 00 seconds East along said South line of 77th Street, a distance of 160.66 feet to the West line of an alley; thence South 00 degrees 00 minutes 00 seconds West along said West alley line, a distance of 327.89 feet to a point 270.71 feet North of the North line of said 78th Street; thence South 90 degrees 00 minutes 00 seconds West, 68.11 feet; thence North 00 degrees 00 minutes 00 seconds West, 15.00 feet; thence North 89 degrees 48 minutes 00 seconds West, 72.06 feet; thence North 89 degrees 28 minutes 38 seconds West, 71.14 feet; thence South 00 degrees 11 minutes 40 seconds West, 118.28 feet; thence North 89 degrees 28 minutes 38 seconds West, 39.10 feet; thence North 78 degrees 50 minutes 38 seconds West, 31.18 feet to the point of beginning, all in Cook County, Illinois. Containing 76665.04 sq. ft. or 1.760 Acres

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EXHIBIT F RENTAL PROJECT MBE/WBE BUDGET

[To come prior to Finance Committee]

EXHIBIT G DRAWINGS (To be Attached at Closing)

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

SECTION I - GENERAL INFORMATION

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

Montclare Senior Residences of Avalon Park Phase II, 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 holding a direct or indirect interest in the Applicant. State the legal name of the

Applicant in which the Disclosing Party holds an interest:
OR

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

B. Business address of the Disclosing Party: c/o mr properties, llc
701 Lee Street, Suite 802
Pea Plaines, IL 60016

C. Telephone: 847-699-6600

Fax: 847-699-6613

Email: pmappaemrpropertieBllc.com

D. Name of contact person: Philip I. Mappa

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

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

City Financing and Land Conveyance in Connection with the Development of Independent Senior Living Facility to be Located at 1200-1210 E. 78th Street, Chicago, Illinois

G. Which City agency or department is requesting this EDS? hep

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

Specification #

and Contract #

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party:

- ☐ Person ☒ fx]
☐ Publicly registered business corporation ☐
☐ Privately held business corporation ☐
☐ Sole proprietorship ☐
☐ General partnership (Is
☐ Limited partnership
☐ Trust ☐

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

the not-for-profit corporation also a 501(c)(3)?

☐ Yes ☐ No Other (please specify)

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

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 ☒ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titlcholder(s).

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

Name Title

Avalon Park PhaBe II, LLC

Manager/Member

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

Page 2 of 13

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

Name	Business Address	Percentage Interest in the Disclosing Party
Avalon Park Phase II, LLC*	701 Lee Street, Suite 802, Des Plaines, IL	60016 100%

*It is anticipated that at closing 99.99% of Avalon Park Phase II, LLC's interest will be transferred to Bank of America, N.A., a tax credit syndicator.

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes ☒ No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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 Attached	

(Add sheets if necessary)

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

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

OWNERS SWORN STATEMENT

PERIOD

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Office of the City Clerk

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	ORIGINAL CONTRACT	ADJUSTED TOTAL PREVIOUSLY PAID	NET AMOUNT DUE	BALANCE TO BECOME DUE		
13-PROFESSIONAL FEES.						
A-BORROWER COUNSEL-TAX CREDITS 8. LOAN DOCUMENTATION						
APPLEGATE » THORNE -THOMSEN. P.C.	3 100.000.00	8 100.000.00	8	3 100.000.00		
B-BORROWER COUNSEL-PUD «. DONINO						
DALEY S GEORGE. LTD.	3 75.000.00	5 75.000.00	1	1 76.000.00		
C-INVESTOR TAX OPINION						
APPLEGATE « THORNE-THOMSEN. PC	3 10.000.00	3 10.000.00		3 10.000.00		
D-ADVISORS COUNSEL						
BANK OF AMERICA	3 70.000.00	3 70.000.00	t			
E-OWNERS ACCOUNTING						
FLS GROUP	8 25.000.00	3 25.000.00		3 26.000.00		
F-PARTNERSHIP LEGAL 1 ORG.						
TO BE LET	3 40.000.00	3 40.000.00		3 40.000.00		
FINANCIAL SERVICES - BLOCK * ASSOC.	3 85.000.00	8 85.000.00	8	3 85.000.00		
MARKETING- DAVIS & EAKE CONSULTANTS	3 50.000.00	3 50.000.00	1	5 50.000.00		
SOCIAL SERVICE PROVIDER FEE-UFUEHK CH*	8 85.000.00	3 55.000.00	8	3 85.000.00		
G-LENDERS COUNSEL						
BANK OF AMERICA	8 36.000.00	8 35.000.00		3 35.000.00		
H-APPRAISAL.						
GEWALT HAMILTON	3 15.000.00	» 15.000.00	8	3 15.000.00		
1-MARKET STUDY						
VALERIE 3 KRETCHMER ASSOCIATES. INC.	3 16.000.00	8 13.000.00	j	8 15.000.00		
18-MISCELLANEOUS						
UNALLOCATED	1 28.513.00	3 28.815.00		8 28.013.00		
17-OWNERS OPERATING DEFICIT RESERVES	8 421.760.00	3 421.700.00	1	5 421.700.00		
18- OWNERS REAL ESTATE TAX RESERVE	3 120.000.00	3 120.000.00	1	3 120.000.00		
18- OWNERS SURPLUS RESERVE	3 70.003.00	3 70.000.00	j	3 70.000.00		
26-REAL ESTATE TAXES DURING CONSTRUCTION	8 40.000.00	3 40.000.00		3 40.000.00		
21-HOA REPLACEMENT RESERVE	3 81.000.00	1 81.000.00		3 61.000.00		
21-TITLE, ESCROW ft. TRUSTEE FEES						
CHICAGO TITLE TRUST	3 30.000.00	3 30.000.00		8 30.000.00		

APPLICATION TOTALS	3 28.618.128.00	3	3 2ajOTf.I2S.60 <http://2ajOTf.I2S.60>	3	8 28.016,128.00
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LESS NON-CASH ITEMS:

LAND DONATION	3 11.050.000.001	3	(1.060,000.00)	3	(1.630,000.00)
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APPLICATION CASH TOTALS	3 17.088.126.08	3	8 27.088,128.00	3	3 (1.539100.00)	3 2B.6W.126.00
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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section Ji.B.I. of this EDS:

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

(federal, state or local) terminated for cause or default; and

- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

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

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

Page 5 of 13

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

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

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or

partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

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

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

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

Page 6 of 13

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

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

NONE

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

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☐ P] is not

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

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

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

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

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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 INTEREST IN CITY BUSINESS

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

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

☐ Yes ☒ No

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

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

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

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

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☒ Yes ☐ No If "Yes," answer the three questions below:

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

☒ Yes ☐ No

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

☒ Yes ☐ No

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

☒ Yes

☐ No

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

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

The Disclosing Party understands and agrees that:

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

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

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

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

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the

City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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

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

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

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

CERTIFICATION

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

(SigiWhere) /

Philip I. Majjpa

(Print or type name of person signing)

President .

(Print or type title of person signing)

Montclare Senior Residences of Avalon Park Phase II, LLC

Signed and sworn to before me on (date) April 29, 2013

at cook County, il (state).

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

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[] Yes [x] 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.

**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:

Avalon Park Phase II. 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 holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Montclare senior Residences of

Qj£

Avalon Park Phase II, LLC

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

B. Business address of the Disclosing Party: c/o mr Properties, llc

701 Lee Street, Suite 802
Pes Plaines, IL 60016

C. Telephone: 847-699-6600

Fax: 847-699-6613

Email: pmappaemrpropertieBiic.com

D. Name of contact person: Philip l. wappa

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

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

City Financing and Land Conveyance in Connection with the Development of Independent Senior Living Facility to be Located at 1200-1210 E. 78th Street, Chicago, Illinois

G. Which City agency or department is requesting this EDS? hep

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

Specification #

and Contract #

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Person ☒ [x]
Publicly registered business corporation ☐ []
Privately held business corporation ☐ []
Sole proprietorship ☐ []
General partnership ☐ (Is
Limited partnership
Trust ☐ []

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

the not-for-profit corporation also a 501(c)(3)?

☐ [] Yes ☐ [] No

Other (please specify)

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

Illinois

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

☐ [] Yes ☐ [] No ☒ [x] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titlcholder(s).

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

Name Title

Montclare Avalon Park II Corp.

Managing Member

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

Page 2 of 13

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

Name	Business Address	Percentage Interest in the Disclosing Party
SDAJW, LLC	501 Silverside Rd., Ste 87APV, Wilmington, DE 19809	44.5%
Colin A. Regan	701 Lee Street, Suite 802, Des Plaines, IL 60016	44.5%
Lifelink Charities	1900 Spring Road, Suite 300, Oak Brook, IL 60523	10*
	c/o MR Properties, LLC	1 %
Montclare Avalon Park II Corp.	701 Lee Street, Suite 902, Pea Plaines, IL 60016	—

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes

☒ No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must

either ask the City whether disclosure is required or make the disclosure.

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

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is

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

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

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

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

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

Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

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

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

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

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

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

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

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

NONE

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

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☐ P] is not

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

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

☐ Yes ☒ No

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

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

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

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

☐ Yes

☐ No

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

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

The Disclosing Party understands and agrees that:

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

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

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

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

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

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of

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

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

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

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

CERTIFICATION

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

Avalon Park Phase II, LLC

(Print or type name of Disclosing Party)

By: Montelaz Y. Avalon Park II Corp., its Managing Member

Philip I. Mappa

(Print or type name of person signing)

President

(Print or type title of person signing)

Signed and sworn to before me on (date) April 29, 2013
at Cook County, Illinois (state).

OFFICIAL SEAL BARBARA A. SELEFSKY, Notary Public - State of Illinois, Commission Expires 07/19/15

APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

☐ Yes ☒ No

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

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

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

Montclare Avalon Park II Corp.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Montclare senior Residences of
qj£ Avalon Park Phase II, LLC

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

B. Business address of the Disclosing Party: c/o mr properties, llc

701 Lee Street, Suite 802
Pes Plaines, IL 60016

C. Telephone: 847-699-6600
<<http://pTnappaernrpropertiesllc.com>>

Fax: 947-699-6613

Email: pTnappaernrpropertiesllc.com

D. Name of contact person: Philip 1. Mappa

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

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

City Financing and Land Conveyance in Connection with the Development of Independent Senior
Living Facility to be Located at 1200-1210 E. 78th Street, Chicago, Illinois

G. Which City agency or department is requesting this EDS? hep

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

Specification # and Contract #

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input 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:

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 ☒ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

Philip I. Mappa President/Director

Colin A. Regan

Vice President/Director

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

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

intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
SDAJW Tenancy by the Entirety Trust	501 Silverside Rd, Ste 87AQB, Wilmington, DE 19809	45%
Colin A. Regan	701 Lee Street, Suite 802, Des Plaines, IL 60016	45%
Lifelink Charities	1900 Spring Road, Suite 300, Oak Brook, IL 60523	1°*

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes ☒ No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

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Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is
--	------------------	--	---

not an acceptable response.

(Add sheets if necessary)

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

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from

any transactions by any federal, state or local unit of government;

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

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

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

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or

local government in the United States of America, in that officer's or employee's official capacity;

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

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

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

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

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

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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.

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

NONE

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

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☐ P] is not

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

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

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

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

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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 INTEREST IN CITY BUSINESS

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

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

☐ Yes ☒ No

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

Part E.

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

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

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

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

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

☐ Yes

☐ No

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

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

The Disclosing Party understands and agrees that:

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

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

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

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating

the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

The Disclosing Party represents and warrants that:

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

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

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

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

CERTIFICATION

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

^(Sign here)

Philip I. Mappa
(Print or type name of person signing)

President
(Print or type title of person signing)

Montclare Avalon Parjs^II Corp.

at cook
(state).

Signed and sworn to before me on (date) April 29, 2013

County, il

Commission expires: July 19, 2015

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

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a

"familial relationship" with an elected city official or department head?

☐ Yes

☐ No

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

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

SECTION I - GENERAL INFORMATION

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

SDAJW, 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 holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Montclare senior Residences of
qj^ Avalon Park Phase II, LLC

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

B. Business address of the Disclosing Party: 501 siivereide Rd., ste 87apv

Wilmington, DE 19809

C. Telephone: 847-699-6600

Fax: 847-699-6613

Email: pmappaemrpropertiesiic.com

D. Name of contact person: Philip I. Mappa

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

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

City Financing and Land Conveyance in Connection with the Development of Independent Senior Living Facility to be Located at 1200-1210 E. 78th Street, Chicago, Illinois

G. Which City agency or department is requesting this EDS? hep

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

Specification # and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- ☐ Person ☒ [x]
☐ Publicly registered business corporation ☐ []
☐ Privately held business corporation ☐ []
☐ Sole proprietorship ☐ []
☐ General partnership (Is ☐ []
☐ Limited partnership
☐ Trust ☐ []

Limited liability company Limited liability partnership Joint venture Not-for-profit corporation
the not-for-profit corporation also a 501(c)(3))?

☐ Yes ☐ No

Other (please specify)

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

Delaware

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

☐ Yes ☒ [x] No ☐ [] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-

profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

SDAJW Manager, Inc. Manager

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

Page 2 of 13

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

Name	Business Address	Percentage Interest in the Disclosing Party
Philip I. Mappa (Member)	701 Lee Street, Suite 802, Des Plaines, IL	60016 100%

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes

☒ No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

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

(Add sheets if necessary)

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

CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

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

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

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

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of

Subcontractors and Other Retained Parties");

- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

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

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

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

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

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

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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.

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

NONE

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

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☐ is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b)

of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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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 INTEREST IN CITY BUSINESS

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

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

☐ Yes

☒ No

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

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

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

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

Name

Business Address

Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

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 V I, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

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

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

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

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

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

☐ Yes

☐ No

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

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

The Disclosing Party understands and agrees that:

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

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

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

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

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

The Disclosing Party represents and warrants that:

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

F.2. If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their

subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

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

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

CERTIFICATION

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

Philip I. Mappa

(Print or type name of person signing)

President of Manager (Print or type title of person signing)

Signed and sworn to before me on (date) April 29, 2013

at cook County, il (state).

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SDAJW, LLC

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

☐ Yes

☐ No

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

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

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

SDAJW Tenancy by the Entirety 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 holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: Montclare senior Residences of

Qr

Avalon Park. Phase II, LLC

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

—

B. Business address of the Disclosing Party: 501 silverside Rd., ste 87aqb

Wilmington, DE 19809

C. Telephone: 847-699-6600

Fax: 847-699-6613

Email: pmappaFmrproptieollc.com

D. Name of contact person: Philip i. Mappa

.

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

. ■

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

City Financing and Land Conveyance in Connection with the Development of Independent Senior Living Facility to be Located at 1200-1210 E. 78th Street, Chicago, Illinois

G. Which City agency or department is requesting this EDS? hep

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

Specification #

aid Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

I. Indicate the nature of the Disclosing Party:

☐ Person

☐ Limited liability company

☐ Publicly registered business corporation

☐ Limited liability partnership

☐ Privately held business corporation

☐ Joint venture

☐ Sole proprietorship
☐ General partnership
☐ Limited partnership
☒ Trust

☐ Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
☐ Yes ☐ No
☐ Other (please specify)

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

Delaware

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

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

Philip I. Mappa and Susan Mappa Grantors

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

Page 2 of 13

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

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

Philip I. Mappa	701 Lee Street, Suite 802, Dee Plaines, IL 60016	50%
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Susan Mappa 701 Lee Street, Suite 802, Des Plaines, IL 60016 ^{50*}

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes

☒ No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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)

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

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

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

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal

or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

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

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

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

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

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

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

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

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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.

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

NONE

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

indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☐ P] is not

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

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

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

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

Page 7 of 13

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

☐ Yes ☒ No

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

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the

City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐Yes ☐No

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

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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■ 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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

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

☐ Yes ☐ No

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

☐ Yes ☐ No

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

☐ Yes

☐ No

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

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

The Disclosing Party understands and agrees that:

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

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

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

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

to the City of treble damages.

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

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

The Disclosing Party represents and warrants that:

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

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

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

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

CERTIFICATION

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

Philip I - Mappa

(Print or type name of person signing)

Grantor

(Print or type title of person signing)

Signed and sworn to before me on (date) April 29, 2013
at cook County, il (state).

OFFICIAL SEAL BARBARA A SELEFSKI NOTARY PUBLIC - STATE OF ILLINOIS
my commission etpmssarm

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

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

☐ Yes

☐ No

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

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CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

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

A. Lifelink Charities

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

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

OR

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

B. Business address of the Disclosing Party: Lifelink Charities - 1900 Spring Rd. #300
Oak Brook IL 60523 -

C. Telephone: 630-521-8006 Fax: 630-521-8856 Email: dopitz@consecra.org

<mailto:dopitz@consecra.org>

D. Name of contact person: David Opitz

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

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

City financing and land conveyance in connection with the development of independent senior living facility located at 1200-1210 E 78th St. Chicago, IL.

G. Which City agency or department is requesting this EDS? HED

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

complete the following:

Specification #

and Contract #

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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party:

Person ☐
Publicly registered business corporation ☐
Privately held business corporation ☐
Sole proprietorship
General partnership (Is
Limited partnership
Trust ☐

Limited liability company
Limited liability partnership
Joint venture
Not-for-profit corporation
the not-for-profit corporation also a 501(c)(3))?
☐ Yes ☐ No Other (please specify)

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

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

See attached list of Officers and Board Members

No Members

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

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LIFEUNK CHARITIES

BOARD OF DIRECTORS:

Irv Woods 8025 Via Fiore Sarasota, FL 34238

VICE CHAIR

PRESIDENT & REGISTERED AGENT

Rev. Timothy C Rhodes President & CEO Consecra Housing Network 1900 Spring Road, Suite 300 Oak Brook, IL 60523

Susan A. Sinderson

Vice President & COO Consecra Housing Network 1900 Spring Road, Suite 300 Oak Brook, IL 60523

DIRECTORS

Thomas I. Kiser

Vice President & General Counsel University Healthsystem Consortium (UHC) 155 N Wacker Dr Chicago, IL 60606

John Driscoll President Alter+Care 5500 W Howard Skokie, IL 60077

Kay Tracy

Business Development Specialist 1644 Casey Key Punta Gorda, FL 33950

Karen Latimer

Regional Director, Value Analysis Program University Healthsystem Consortium (UHC) 155 N Wacker Dr Chicago, IL 60606

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

Name	Business Address	Percentage Interest in the Disclosing Party
None		

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐Yes ☐No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
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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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

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

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

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

None

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

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☐ [2 is not

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

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

☐ Yes ☒ No

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

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

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

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

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐Yes ☐No If "Yes," answer the three questions

below:

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

☐ Yes ☐No

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

bJYes ☐No

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

[i Yes ☐No

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

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

The Disclosing Party understands and agrees that:

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

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

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

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

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

The Disclosing Party represents and warrants that:

F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department

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

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

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

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

CERTIFICATION

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

Lifelink Charities

Timothy Rhodes

(Print or type name of person signing)

President/CEO

(Print or type title of person signing)

Signed and sworn to before me on (date) fVp\^-^ | '^S\^^d{'i> ,

at _ County, (state).

Commission expires: /lo

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

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

☐ Yes

☒ No

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

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

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

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: See attached comments.

OR

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

B. Business address of the Disclosing Party: 100 N. Tryon Street, Charlotte, NC 28255
c/o 135 S. LaSalle Street, Chicago, IL 60603

C. Telephone: (312) 992-6155 fax: (312) 453-6593 Email: kristine.l.jurmu@baml.com
<mailto:kristine.l.jurmu@baml.com>

D. Name of contact person: Kristine L. Jurmu

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

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

City financing and land conveyance in connection with the development of independent senior living
facility to be located at 1200-1210 E. 78th Street, Chicago, IL

Department of Housing and Economic

G. Which City agency or department is requesting this EDS? rtvftlop mRnt

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

Specification # and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- ☐ Person ☐ Limited liability company
☐ Publicly registered business corporation ☐ Limited liability partnership
☐ Privately held business corporation ☐ Joint venture
☐ Sole proprietorship ☐ Not-for-profit corporation
☐ General partnership (Is the not-for-profit corporation also a 501(c)(3))?
☐ Limited partnership ☐ Yes ☐ No
☐ Trust Other (please specify)
National Bank Association

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: United States of America (federally chartered)

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

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title Please see attached list.

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

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

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

Disclosing Party

BANA Holding Corporation

100%

100 N. Tryon Street, Charlotte, NC 28255

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes

☐ No Please see attached statement.

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

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

(Add sheets if necessary)

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

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

☐ Yes ☐ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party. *To best of knowledge after reasonable inquiry.

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

☐ Yes : ☐ No

B. FURTHER CERTIFICATIONS

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

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

(Add sheets if necessary)

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

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No <

B. FURTHER CERTIFICATIONS

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

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

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

- b. have not, within a five-year period preceding the date of this EDS^ been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction, of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - c. have not, within a ,five-year period preceding the date of this EDS, been convicted, adjudged guilty^ or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2r92-610 (Living Wage Ordinance).

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

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

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

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

Please see relevant attachment.

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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.

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

None.

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement,

a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none,, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

A branded hat valued at \$12.95 was given to Mayor Rahm Emanuel on October 7, 2012.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☒ is ☐ is not

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

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

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

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

N.A.

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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 INTEREST IN CITY BUSINESS

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

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

☐ Yes ☒ No Please see attachment.

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

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the

purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D,

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

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

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes ☐ No If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (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

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 - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

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

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

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

D. . It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the

Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted-in this EDS.

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

The Disclosing Party represents and warrants that:

Page 11 of 13

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

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

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

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

CERTIFICATION

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

Bank of America, N.A.

(Sign here)

(Print or type name of Disclosing Party)

By:

^ f

(Print or type name of person signing)

(Print or type title of person signing

Signed and sworn to before me on (date) ^l3i^C/-z\\.. •at f^/7£)J£> County, \\${f^t{xcd (state).

&r^d-J~e-0-- UJljZ-JLe^jM-y^ Notary Public.

Commission expires: _

Page 12 of 13

"OFFICIAL 3EAI" ANDREA WAREHAM

NOTARY PU8UC, STATE OF ITUNOia MY COMMISSION EXPIRES SEPT. 13, 2014

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

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

☐ Yes

☒ No

Please see attached statement;

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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Bank of America, National Association 4/30/2013

Board of Directors

Allen, Sharon L. Bies, Susan S. Bovender, Jr., Jack O. Bramble,
Frank P. Colbert, VlrgrsW. Donald, Arnold W. Gifford, Charles K.
Holliday, Jr., Charles O. Hudson, Linda P. Lozano, Monica C.
May, Thomas J. Moynihan, Brian T. Nowell III, Lionel L. Powell,
Donald E. Rossotti, Charles O. Scully, Robert W. Yost, R. David

Senior Officers

Moynihan, Brian T. Darnell, David C. Montag, Thomas K. Cotty, Neil A. Laughlin, Terrence P. Lynch, Gary G. Thompson, Bruce R.
Mogensen, Lauren Costamagna, Christine M. Gilliam, Allison L. Tai, Nina
President, Chief Executive Officer President, Global Commercial Banking President, Global Banking and Markets Chief
Accounting Officer Chief Risk Officer
Global Chief of Legal, Compliance and Regulatory Relations
Chief Financial Officer
Secretary
Assistant Secretary Assistant Secretary Assistant Secretary

Section 1

2) Conditional Language to be inserted: Upon the final credit approval of the disclosing party, it is anticipated that the disclosing party will hold an interest in Montclare Senior Residences of Avalon Park Phase II, LLC

Attachment for Section III

Please note that the Disclosing Parry is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between; City elected officials and the Disclosing Party within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities.

Attachment for Section V.B:

Disclosing party certifies, as set forth below, to the best of its knowledge and belief that with respect to V.2.a:

Neither Bank of America Corporation nor its Executive Officers and Director identified in Section II.B.1 of this EDS is subject to any order, judgment or decree by any court or government authority in which it is barred, suspended or otherwise limited from engaging in any type of business practice.

V.2.b, c and e:

Bank of America Corporation makes all required disclosures in its Form 10-k as filed with the Securities and Exchange Commission and its Annual Report as posted on its website at <http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-reportsannual>. In addition, Bank of America's Corporation's registered broker-dealer and investment adviser subsidiaries make all required disclosures on their Form BDs and filed with FINRA and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are publicly available. Bank of America Corporation cannot confirm or deny the existence of any other non-public investigation conducted by any governmental agency unless required to do so by law.

Please let us know if any additional information is needed. V.2.d

The Disclosing party performed due diligence within the Public Sector Banking and Markets Group of Bank of America to determine whether any Public Sector Banking and Markets Group of Bank of America employees were aware of any public finance transactions (federal, state or local) having been terminated for cause or default within the last five years, and none of such employees were aware of any such transactions.

V.3.a, b, c and d

Please note that our responses are on behalf of the Disclosing Party only and not on behalf of any contractors or retained parties disclosed in Section IV.

a, b and c - Please see response to V.2.b, c and e above.

Additionally, b and c - Please see response V.4 below.

Section V.4: Please see response to V.2.b, c and e above.

In addition, in 2010 Douglas Campbell, a former Bank of America, N.A. employee, pled guilty to violating, among other statutes, 15 U.S.C. 1. 15 U.S.C.'s elements are similar to 720 ILCS 5/33E-3. Although Mr. Campbell was not an employee of Bank of America at the time of his guilty pleas, some of the conduct to which he pled guilty occurred while he was employed by the Bank. Despite Mr. Campbell's conviction, Bank of America believes that it should not be barred from contracting because it satisfies the exceptions set forth in 720 ILCS 5/33E-3.

Bank of America satisfies the first requirement for the exception because Mr. Campbell is no longer employed by Bank of America. Indeed, Bank of America terminated Mr. Campbell in August 2002, so he has not been associated with Bank of America for over 10 years.

To qualify for the exception, we must also demonstrate that either the Bank has "been finally adjudicated not guilty" or that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or high managerial agent. We believe that we satisfy both exceptions.

First, it is important to note that the Bank has not been charged with any crime and thus has not "been finally adjudicated not guilty." Indeed Bank of America was the first and only entity to self-report evidence of the bid-rigging for which Mr. Campbell ultimately pled guilty to the United States Department of Justice ("DOJ"). The Bank's self-report has enabled the various government agencies (including the numerous states' Attorneys General) to identify and pursue industry-wide misconduct that may have affected municipalities and others on a nationwide scale, as well as pursue numerous potential violators. In January 2007, as a result of the Bank's self-reporting and cooperation, DOJ conditionally accepted the Bank to Part A of the Leniency Program - the highest level of

leniency DOJ can provide. Pursuant to Part A of the Leniency Program, subject to the Bank's continuing cooperation, DOJ will not bring any criminal antitrust prosecution against the Bank in connection with the matters that the Bank reported to DOJ.

The Bank also promptly agreed to cooperate with the Illinois Attorney General and numerous other state Attorneys General in their industry-wide investigation. Ultimately, the Bank reached a settlement agreement with them. In recognition of the Bank's self-reporting, substantial cooperation, and agreement to make restitution, the Attorneys General, including the Illinois Attorney General, added an exhibit to the settlement agreement that included the following: "no provision contained in the settlement agreement is intended to be construed as a mandate or recommendation to any independent suspension and/or debarment authority regarding a decision to disqualify, suspend or debar Bank of America.... from engaging in the provision of any financial services including, but not limited to, the marketing sale or placement of municipal bond derivatives or any other state business..."

Second, 720 ILCS 5/33E-3 imputes liability to a corporation if the commission of the offense was "authorized, requested, commanded or performed by a director, officer or a high managerial agent." The structure in the hierarchy of the statute demonstrates an officer, while not explicitly defined, has functional responsibilities less than that of a director, but greater than that of a high managerial agent. The definition of high managerial agent refers to 720 ILCS 5/5-4, where the term means "an officer of the corporation, or any other agent who has a position of comparable authority for the formulation of corporate policy or the supervision of subordinate employees in a managerial capacity." (Emphasis added.) In other words, an officer under 720 ILCS 5/33E-3 is someone who has authority to set corporate policy or supervises employees who are themselves officially responsible for managing others. Illinois case law, the applicable legislative history, and common law generally, as articulated in Black's Law Dictionary, all strongly indicate that the question as to whether one qualifies as an officer of a corporation is not determined by merely identifying the employee's, corporate title, but rather requires a significantly more in-depth factual inquiry as to the employee's actual job responsibilities.

Between 1998 and 2002, Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Mr. Campbell was not a director of the Bank. Mr. Campbell was a member of a small marketing desk. Between 1998 and 2002, that marketing desk was a tiny portion of the overall Bank - the desk had no more than 11 members during that period and Mr. Campbell's supervisor was at least 5 to 6 levels below the Bank's CEO at all times. There were between approximately one to four employees on that desk who were junior to Mr. Campbell. Mr. Campbell did not, nor did he have the authority to, set corporate policy. Additionally, Mr. Campbell did not supervise anyone, let alone employees who were themselves officially responsible for managing others. Hence, Mr. Campbell is neither an officer nor a high managerial agent under 720 ILCS 5/33E-3. Finally, the fact that, as described above, the Bank self-reported the conduct for which Mr. Campbell pled guilty to government regulators demonstrates that the Bank, as an institution, did not authorize or condone the underlying conduct.

The Bank is not ineligible under Section 1-23-020 of the Municipal Code of Chicago because neither the Bank (or any controlling person of the Bank) nor any entity into which the Bank has merged has, within the past 5 years,

been convicted of, admitted guilt to in any civil or criminal proceeding, or been charged with or indicted for any felony or criminal offense for conduct outlined in Section 1-23-020(a).

As a threshold matter, the information charging Mr. Campbell does not identify any specific transactions involving the City of Chicago or of any sister agency. Thus, the Bank believes the crimes to which Mr. Campbell pled guilty were not "against the City of Chicago or of any sister agency" as required by Section 1-23-020(a)(2). But even if Section 1-23-020(a)(2) applied, no "controlling person" has been convicted of an applicable crime. While Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal, he was not an officer, manager, managing member, partner, general partner or limited partner for the purposes of defining "controlling person" under Section 1-23-020. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Hence, for the reasons cited above, Mr. Campbell was not an officer within the meaning of Section 1-23-020 of the Municipal Code of Chicago.

Finally, the Bank believes that under Section 2-92-320 of the Municipal Code of Chicago, the rules promulgated pursuant to that section, and the facts described above, Mr. Campbell's conduct should not be imputed to the Bank.

Please note that our responses are on behalf of the disclosing party only and not on behalf of any contractors or retained parties disclosed in Section IV.

Section V.6 In response to question 6, Bank of America Corporation and its affiliates maintain strict policies and procedures to ensure compliance with applicable, local, state and federal law and regulations, including Chapter 2-156 of the Municipal Code. To the best of our knowledge, and, upon • reasonable inquiry, Bank of America Corporation and its affiliates are currently in compliance, and has policies and procedures in place to ensure continued compliance.

Attachment for Section V.D:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31,2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities

Attachment for Section VTI.F.I.

To the best of our knowledge after reasonable inquiry, Bank of America Corporation has processes and procedures to timely report and pay sales and use tax. In a recent review of our sales tax compliance process, we confirmed that Bank of America, N.A. has filed sales tax returns. However, we have discovered that certain City of Chicago use tax returns for Bank of America, N.A. are delinquent and need to be filed. We are in the process of preparing these delinquent use tax returns and anticipate filing and remitting any use tax due within the next 45 days. Additionally, the Disclosing Party's certification of delinquencies is limited to affiliates in which Bank of America Corporation has a 50% or greater ownership.

Attachment for Appendix A

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAG"). BAC and its subsidiaries had 248,156 full-time employees as of December 31,2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months.

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: BANA

Holding 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 holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: See attached comments

OR

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

B. Business address of the Disclosing Party: 100 N. Tryon, Charlotte, NC 28255

c/o 135 S. LaSalle Street, Chicago, IL 60603

C. Telephone: (312)992-6155 Fax: (312) 453-6593 Email: kristine.j.jurmu@baml.com <mailto:jurmu@baml.com>

D. Name of contact person: Kristine L. Jurmu

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable) ■■■ City financing and conveyance in connection with the development of independent senior living facility to be located at 1200-1210 E. 78th Street, Chicago, IL

Department of Housing and Economic

G. Which City agency or department is requesting this EDS? Development

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

Specification # and Contract #

Page 1 of 13

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"/> |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> |
| <input type="checkbox"/> General partnership | <input type="checkbox"/> |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> |
| <input type="checkbox"/> Trust | <input type="checkbox"/> |

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

the not-for-profit corporation also a 501(c)(3)?

☐ Yes ☐ No Other (please specify)

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

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

☐ Yes

☐? No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities: If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

See attached statement

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

Page 2 of 13

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

Name

Business Address

Percentage Interest in the
Disclosing Party

BAC North America Holding Company

100%

100 North Trvon Street. Charlotte. NC 28255

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes

☐ No

Please see attachment

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

(Add sheets if necessary)

^^heck here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION

V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

☐ Yes ☐ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party. *To best of knowledge after reasonable inquiry.

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

Page 4 of 13

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

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

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

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

Page 5 of 13

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

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

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

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

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

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

Please see relevant attachment.

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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.

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

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

A branded hat valued at \$12.95 was given to Mayor Rahm Emanuel on October 7, 2012. :__

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. is ☐ is not

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

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

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

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

Page 7 of 13

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

☒ Yes ☒ No Please see attachment.

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

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

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

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

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes

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

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

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 - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

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

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

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

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

The Disclosing Party represents and warrants that:

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

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

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

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

CERTIFICATION

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

BANA Holding Corporation

(Sign here)

(Print or type name of Disclosing Party)

(Print or type name of person signing)

at (^MD^j County,

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

j- -j Yes

[X] No Please see attached statement.

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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BANA Holding Corporation 5/2/2013

Board of Directors

Laughlin, Terrence P. Moynihan, Brian T. Thompson, Bruce R.

Officers

Moynihan, Brian T. Cotty, Neil A. Thompson, Bruce R. Laughlin, Terrence P. Linsz. Mark D. Greener, Geoffrey Bowman, Charles F. Dominick, Paula Ann Mogensen, Lauren A. Wertz, Phillip A. Brantley, Thomas M. Gilliam, Allison L. Costamagna, Christine Taj, Nina

Chief Executive Officer, President, Chairman of the Board
Chief Accounting Officer
Chief Financial Officer
Chief Risk Officer
Treasurer
Enterprise Capital Management Executive
Senior Vice President
Senior Vice President
Secretary, Senior Vice President
Associate General Counsel
Senior Vice President - Tax
Assistant Secretary
Assistant Secretary
Assistant Secretary

Section 1

2) Conditional Language to be inserted: Upon the final credit approval of the disclosing party, it is anticipated that the disclosing party will hold an interest in Montclare Senior Residences of Avalon Park Phase II, LLC

Attachment for Section III

Please note that the Disclosing Party¹ is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities.

Attachment for Section V.B:

Disclosing party certifies, as set forth below, to the best of its knowledge and belief that with respect to V.2.a:

Neither Bank of America Corporation nor its Executive Officers and Director identified in Section II.B. 1 of this EDS is subject to any order, judgment or decree by any court or government authority in which it is barred, suspended or otherwise limited from engaging in any type of business practice.

V.2.b, c and e:

Bank of America Corporation makes all required disclosures in its Form 10-k as filed with the Securities and Exchange Commission and its Annual Report as posted on its website at <http://investor.bankofamerica.com>

In addition, Bank of America's Corporation's registered broker-dealer and investment adviser subsidiaries make all required disclosures on their Form BDs and filed with FINRA and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are publicly available. Bank of America Corporation cannot confirm or deny the existence of any other non-public investigation conducted by any governmental agency unless required to do so by law.

Please let us know if any additional information is needed. V.2.d

The Disclosing party performed due diligence within the Public Sector Banking and Markets Group of Bank of America to determine whether any Public Sector Banking and Markets Group of Bank of America employees were aware of any public finance transactions (federal, state or local) having been terminated for cause or default within the last five years, and none of such employees were aware of any such transactions.

V.3.a, b, c and d

Please note that our responses are on behalf of the Disclosing Party only and not on behalf of any contractors or retained parties disclosed in Section TV.

a, b and c - Please see response to V.2.b, c and e above.

Additionally, b and c - Please see response V.4 below.

Section V.4: Please see response to V.2.b, c and e above.

In addition, in 2010 Douglas Campbell, a former Bank of America, R.A. employee, pled guilty to violating, among other statutes, 15 U.S.C. 1.15 U.S.C. 1's elements are similar to 720 ILCS 5/33E-3. Although Mr. Campbell was not an employee of Bank of America at the time of his guilty plea, some of the conduct to which he pled guilty occurred while he was employed by the Bank. Despite Mr. Campbell's conviction, Bank of America believes that it should not be barred from contracting because it satisfies the exceptions set forth in 720 ILCS 5/33E-3.

Bank of America satisfies the first requirement for the exception because Mr. Campbell is no longer employed by Bank of America. Indeed, Bank of America terminated Mr. Campbell in August 2002, so he has not been associated with Bank of America for over 10 years.

To qualify for the exception, we must also demonstrate that either the Bank has "been finally adjudicated not guilty" or that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or high managerial agent. We believe that we satisfy both exceptions.

First, it is important to note that the Bank has not been charged with any crime and thus has not "been finally adjudicated not guilty." Indeed Bank of America was the first and only entity to self-report evidence of the bid-rigging for which Mr. Campbell ultimately pled guilty to the United States Department of Justice ("DOJ"). The Bank's self-report has enabled the various government agencies (including the numerous states' Attorneys General) to identify and pursue industry-wide misconduct that may have affected municipalities and others on a nationwide scale, as well as pursue numerous potential violators. In January 2007, as a result of the Bank's self-reporting and cooperation, DOJ conditionally accepted the Bank to Part A of the Leniency Program - the highest level of leniency DOJ can provide. Pursuant to Part A of the Leniency Program subject to the Bank's continuing cooperation, DOJ will not bring any criminal antitrust prosecution against the Bank in connection with the matters that the Bank reported to DOJ.

The Bank also promptly agreed to cooperate with the Illinois Attorney General and numerous other state Attorneys General in their industry-wide investigation. Ultimately, the Bank reached a settlement agreement with them. In recognition of the Bank's self-reporting, substantial cooperation, and agreement to make restitution, the Attorneys General, including the Illinois Attorney General, added an exhibit to the settlement agreement that included the following: "no provision contained in the settlement agreement is intended to be construed as a mandate or recommendation to any independent suspension and/or debarment authority regarding a decision to disqualify, suspend or debar Bank of America ... from engaging in the provision of any financial services including, but not limited to, the marketing sale or placement of municipal bond derivatives or any other state business..."

Second, 720 ILCS 5/33 E-3 imputes liability to a corporation if the commission of the offense was "authorized, requested, commanded or performed by a director, officer or a high managerial agent." The structure in the hierarchy of the statute demonstrates an officer, while not explicitly defined, has functional responsibilities less than that of a director, but greater than that of a high managerial agent. The definition of high managerial agent refers to 720 ILCS 5/5-4, where the term means "an officer of the corporation, or any other agent who has a position of comparable authority for the formulation of corporate policy or the supervision of subordinate employees in a managerial capacity." (Emphasis added.) In other words, an officer under 720 ILCS 5/33E-3 is someone who has authority to set corporate policy or supervises employees who are themselves officially responsible for managing others. Illinois case law, the applicable legislative history, and common law generally, as articulated in Black's Law Dictionary, all strongly indicate that the question as to whether one qualifies as an officer of a corporation, is not determined by merely identifying the employee's corporate title, but rather requires a significantly more in-depth factual inquiry as to the employee's actual job responsibilities.

Between 1998 and 2002, Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having

had that title.) Mr. Campbell was not a director of the Bank. Mr. Campbell was a member of a small marketing desk. Between 1998 and 2002, that marketing desk was a tiny portion of the overall Bank - the desk had no more than 11 members during that period and Mr. Campbell's supervisor was at least 5 to 6 levels below the Bank's CEO at all times¹. There were between approximately one to four employees on that desk who were junior to Mr. Campbell. Mr. Campbell did not, nor did he have the authority to, set corporate policy. Additionally, Mr. Campbell did not supervise anyone, let alone employees who were themselves officially responsible for managing others. Hence, Mr. Campbell is neither an officer nor a high managerial agent under 720 ILCS 5/33E-3. Finally, the fact that, as described above, the Bank self-reported the conduct for which Mr. Campbell pled guilty to government regulators demonstrates that the Bank, as an institution, did not authorize or condone the underlying conduct.

The Bank is not ineligible under Section 1-23-020 of the Municipal Code of Chicago because neither the Bank (or any controlling person of the Bank) nor any entity into which the Bank has merged has, within the past 5 years,

been convicted of, admitted guilt to in any civil or criminal proceeding, or been charged with or indicted for any felony or criminal offense for conduct outlined in Section 1-23-020(a).

As a threshold matter, the information charging Mr. Campbell does not identify any specific transactions involving the City of Chicago or of any sister agency. Thus, the Bank believes the crimes to which Mr. Campbell pled guilty were not "against the City of Chicago or of any sister agency" as required by Section 1-23-020(a)(2). But even if Section 1-23-020(a)(2) applied, no "controlling person" has been convicted of an applicable crime. While Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal, he was not an officer, manager, managing member, partner, general partner or limited partner for the purposes of defining "controlling person" under Section 1-23-020. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Hence, for the reasons cited above, Mr. Campbell was not an officer within the meaning of Section 1-23-020 of the Municipal Code of Chicago.

Finally, the Bank believes that under Section 2-92-320 of the Municipal Code of Chicago, the rules promulgated pursuant to that section, and the facts described above, Mr. Campbell's conduct should not be imputed to the Bank.

Please note that our responses are on behalf of the disclosing party only and not on behalf of any contractors or retained parties disclosed in Section IV.

Section V.6 In response to question 6, Bank of America Corporation and its affiliates maintain strict policies and procedures to ensure compliance with applicable, local, state and federal law and regulations, including Chapter 2-156 of the Municipal Code. To the best of our knowledge, and upon reasonable inquiry, Bank of America Corporation and its affiliates are currently in compliance, and has policies and procedures in place to ensure continued compliance.

Attachment for Section V.D:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months. Additionally, employees of Bank of America Corporation, and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities

Attachment for Section VII.F.I.

To the best of our knowledge after reasonable inquiry, Bank of America Corporation has processes and procedures to timely report and pay sales and use tax. In a recent review of our sales tax compliance process, we confirmed that Bank of America, N.A. has filed sales tax returns. However, we have discovered that certain City of Chicago use tax returns for Bank of America, N.A. are delinquent and need to be filed. We are in the process of preparing these delinquent use tax returns and anticipate filing and remitting any use tax due within the next 45 days. Additionally, the Disclosing Party's certification of delinquencies is limited to affiliates in which Bank of America Corporation has a 50% or greater ownership.

Attachment for Appendix A

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months.

**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: BAC North
America Holding Company**

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

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

OR

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

B. Business address of the Disclosing Party: 100 N. Tryon, Charlotte, NC 28255
c/o 135 S. LaSalle St., Chicago, IL 60603

C. Telephone: (312)992-6155 **Fax:** (312) 453-6593 **Email:** kristine.l.jurmu@baml.com
<<mailto:kristine.l.jurmu@baml.com>>

D. Name of contact person: Kristine L. Jurmu

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
City financing and land conveyance in connection with the development of independent senior living facility to be located at 1200-1210 E. 78th Street, Chicago, IL
Department of Housing and Economic

G. Which City agency or department is requesting this EDS? Development

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

Specification # and Contract #

Page 1 of 13

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"/> |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> |
| <input type="checkbox"/> General partnership | (Is |
| <input type="checkbox"/> Limited partnership | |
| <input checked="" type="checkbox"/> Trust | <input type="checkbox"/> |

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

the not-for-profit corporation also a 501(c)(3)?

☐ Yes ☐ No

Other (please specify)

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

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

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

See attached statement

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

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

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

NB Holdings Corporation 100%	100 N Tryon Street, Charlotte NC 28255	
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SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes ☐ No Please see attachment.

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must

cither ask the City whether disclosure is required or make the disclosure.

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

(Add sheets if necessary)

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

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

☐ Yes ☐ No [☐] > No person directly or indirectly owns 10% or more of the Disclosing Party. *To the best of knowledge after reasonable inquiry

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

☐ Yes ☐ No.

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e:g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud* forgery, perjury, dishonesty or deceit against an officer or employee of the City or any

sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

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

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

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

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

"Agents").

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

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

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

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

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

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

Please see attachment.

Page 6 of 13

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

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

None.

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

A branded hat valued at \$12.95 was given to Mayor Rahm Emanuel on October 7, 2012.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. p§ is ☐ [] is not

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

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

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

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

N.A.

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

☐ Yes ☒ No Please see attachment.

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

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

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes

If "Yes," answer the three questions below:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

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

☐ Yes ☐ No

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

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

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics <<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) 744-96.60. The Disclosing Party must comply fully with the applicable ordinances.

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

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

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

The Disclosing Party represents and warrants that:

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

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

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

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

CERTIFICATION

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

BAC North America Holding Company (Print or
type name of Disclosing Party)
(Sign here)
By:

(Print or type name of person signing)

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section U.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all

principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[1 Yes ☐ No ☒ Please see attached statement.

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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BAC North America Holding Company 5/2/2013

Board of Directors

Laughlin, Terrence P. Moynihan, Brian T. Thompson,
Bruce R.

Officers

Moynihan, Brian T. Cotty, Neil A. Thompson, Bruce R. Laughlin, Terrence P. Linsz, Mark D. Greener, Geoffrey Bowman, Charles F. Dominick, Paula Ann Mogensen, Lauren A. Wertz, Phillip A. Brantley, Thomas M. Gilliam, Allison L. Tai, Nina
Chief Executive Officer, President, Chairman of the Board
Chief Accounting Officer
Chief Financial Officer
Chief Risk Officer
Treasurer
Enterprise Capital Management Executive Senior Vice President Senior Vice President Secretary, Senior Vice
President Associate General Counsel Senior Vice President - Tax Assistant Secretary Assistant Secretary

Section 1

2) Conditional Language to be inserted: Upon the final credit approval of the disclosing party, it is anticipated that the disclosing party will hold an interest in Montclare Senior Residences of Avalon Park Phase II, LLC

Attachment for Section III

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 243.156

full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities.

Attachment for Section V.B:

Disclosing party certifies, as set forth below, to the best of its knowledge and belief that with respect to V.2.a:

Neither Bank of America Corporation nor its Executive Officers and Director identified in Section II.B. 1 of this EDS is subject to any order, judgment or decree by any court or government authority in which it is barred, suspended or otherwise limited from engaging in any type of business practice.

V.2.b, c and e:

Bank of America Corporation makes all required disclosures in its Form 10-k as filed with the Securities and Exchange Commission and its Annual Report as posted on its website at

<http://investor.bankofamerica.com/phoenix:7html?c=71595&p=irol-reportsannual>. In addition, Bank of America's Corporation's registered broker-dealer and investment adviser subsidiaries make all required disclosures on their Form BDs and filed with FINRA and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are publicly available. Bank of America Corporation cannot confirm or deny the existence of any other non-public investigation conducted by any governmental agency unless required to do so by law.

Please let us know if any additional information is needed. V.2.d

The Disclosing party performed due diligence within the Public Sector Banking and Markets Group of Bank of America to determine whether any Public Sector Banking and Markets Group of Bank of America employees were aware of any public finance transactions (federal, state or local) having been terminated for cause or default within the last five years, and none of such employees were aware of any such transactions.

V.3.a, b, c and d

Please note that our responses are on behalf of the Disclosing Party only and not on behalf of any contractors or retained parties disclosed in Section IV.

a, b and c - Please see response to V.2.b, c and e above.

Additionally, b and c - Please see response V.4 below.

Section V.4: Please see response to V.2.b, c and e above.

In addition, in 2010 Douglas Campbell, a former Bank of America, N.A. employee, pled guilty to violating, among other statutes, 15 U.S.C. 15. U.S.C. 1's elements are similar to 720 ILCS 5/33E-3. Although Mr. Campbell was not an employee of Bank of America at the time of his guilty pleas, some of the conduct to which he pled guilty occurred while he was employed by the Bank. Despite Mr. Campbell's conviction, Bank of America believes that it should not be barred from contracting because it satisfies the exceptions set forth in 720 ILCS 5/33E-3.

Bank of America satisfies the first requirement for the exception because Mr. Campbell is no longer employed by Bank of America. Indeed, Bank of America terminated Mr. Campbell in August 2002, so he has not been associated with Bank of America for over 10 years.

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To qualify for the exception, we must also demonstrate that either the Bank has "been finally adjudicated not guilty" or that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or high managerial agent. We believe that we satisfy both exceptions.

First, it is important to note that the Bank has not been charged with any crime and thus has not "been Finally adjudicated not guilty." Indeed Bank of America was the first and only entity to self-report evidence of the bid-rigging for which Mr. Campbell ultimately pled guilty to the United States Department of Justice ("DOJ"). The Bank's self-report has enabled the various government agencies (including the numerous states' Attorneys General) to identify and pursue industry-wide misconduct that may have affected municipalities and others on a nationwide scale, as well as pursue numerous potential violators. In January 2007, as a result of the Bank's self-reporting and cooperation, DOJ conditionally accepted the Bank to Part A of the Leniency Program - the highest level of leniency DOJ can provide. Pursuant to Part A of the Leniency Program, subject to the Bank's continuing cooperation, DOJ will not bring any criminal antitrust prosecution against the Bank in connection with the matters that the Bank reported to DOJ.

The Bank also promptly agreed to cooperate with the Illinois Attorney General and numerous other state Attorneys General in their industry-wide investigation. Ultimately, the Bank reached a settlement agreement with them. In recognition of the Bank's self-reporting, substantial cooperation, and agreement to make restitution, the Attorneys General, including the Illinois Attorney General, added an exhibit to the settlement agreement that included the following: "no provision contained in the settlement agreement is intended to be construed as a mandate or recommendation to any independent suspension and/or debarment authority regarding a decision to disqualify, suspend or debar Bank of America ... from engaging in the provision of any financial securities including, but not limited to, the marketing sale or placement of municipal bond derivatives or any other state business..."

Second, 720 ILCS 5/33E-3. imputes liability to a corporation if the commission of the offense was "authorized, requested, commanded or performed by a director, officer or a high managerial agent." The structure in the hierarchy of the statute demonstrates an officer, while not explicitly defined, has functional responsibilities less than that of a director, but greater than that of a high managerial agent. The definition of high managerial agent refers to 720 ILCS 5/5-4, where the term means "an officer of the corporation, or any other agent who has a position of comparable authority for the formulation of corporate policy or the supervision of subordinate employees in a managerial capacity." (Emphasis added.) In other words, an officer under 720 ILCS 5/33E-3 is someone who has authority to set corporate policy or supervises employees who are themselves officially responsible for managing others. Illinois case law, the applicable legislative history, and common law generally, as articulated in Black's Law Dictionary, all strongly indicate that the question as to whether one qualifies as an officer of a corporation is not determined by merely identifying the employee's corporate title, but rather requires a significantly more in-depth factual inquiry as to the employee's actual job responsibilities.

Between 1998 and 2002, Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Mr. Campbell was not a director of the Bank. Mr. Campbell was a member of a small marketing desk. Between 1998 and 2002, that marketing desk was a tiny portion of the overall Bank - the desk had no more than 11 members during that period and Mr. Campbell's supervisor was at least 5 to 6 levels below the Bank's CEO at all times. There were between approximately one to four employees on that desk who were junior to Mr. Campbell. Mr. Campbell did not, nor did he have the authority to, set corporate policy. Additionally, Mr. Campbell did not supervise anyone, let alone employees who were themselves officially responsible for managing others. Hence, Mr. Campbell is neither an officer nor a high managerial agent under 720 ILCS 5/33E-3. Finally, the fact that, as described above, the Bank self-reported the conduct for which Mr. Campbell pled guilty to government regulators demonstrates that the Bank, as an institution, did not authorize or condone the underlying conduct.

The Bank is not ineligible under Section 1-23-020 of the Municipal Code of Chicago because neither the Bank (or any controlling person of the Bank) nor any entity into which the Bank has merged has, within the past 5 years,

been convicted of, admitted guilt to in any civil or criminal proceeding, or been charged with or indicted for any felony or criminal offense for conduct outlined in Section 1-23-020(a).

As a threshold matter, the information charging Mr. Campbell does not identify any specific transactions involving the City of Chicago or of any sister agency. Thus, the Bank believes the crimes to which Mr. Campbell pled guilty were not "against the City of Chicago or of any sister agency" as required by Section 1-23-020(a)(2). But even if Section 1-23-020(a)(2) applied, no "controlling person" has been convicted of an applicable crime. While Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal, he was not an officer, manager, managing member, partner, general partner or limited partner for the purposes of defining "controlling person" under Section 1-23-020. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Hence, for the reasons cited above, Mr. Campbell was not an officer within the meaning of Section 1-23-020 of the Municipal Code of Chicago.

Finally, the Bank believes that under Section 2-92-320 of the Municipal Code of Chicago, the rules promulgated pursuant to that section, and the facts described above, Mr. Campbell's conduct should not be imputed to the Bank.

Please note that our responses are on behalf of the disclosing party only and not on behalf of any contractors or retained parties disclosed in Section IV.

Section V.6 In response to question 6, Bank of America Corporation and its affiliates maintain strict policies and procedures to ensure compliance with applicable, local, state and federal law and regulations, including Chapter 2-156 of the Municipal Code. To the best of our knowledge, and upon reasonable inquiry, Bank of America Corporation and its affiliates are currently in compliance, and has policies and procedures in place to ensure continued compliance.

Attachment for Section V.D:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships

between City elected officials and the Disclosing Party)' within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities

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Attachment for Section VII.F. 1.

To the best of our knowledge after reasonable inquiry. Bank of America Corporation has processes and procedures to timely report and pay sales and use tax. In a recent review of our sales tax compliance process, we confirmed that Bank of America, N.A. has filed sales tax returns. However, we have discovered that certain City of Chicago use tax returns for Bank of America, N.A. are delinquent and need to be filed. We are in the process of preparing these delinquent use tax returns and anticipate filing and remitting any use tax due within the next 45 days. Additionally, the Disclosing Party's certification of delinquencies is limited to affiliates in which Bank of America Corporation has a 50% or greater ownership.

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Attachment for Appendix A

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248, i 56 full-time employees as of December 31,2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials, In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months.

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: NB Holdings

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 holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: See attached comments.

OR

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

B. Business address of the Disclosing Party: 100 N. Tryon Street, Charlotte, NC 28255
c/o 135 S. LaSalle Street, Chicago, IL 60603

C. Telephone: (312) 992-6155 Fax: (312) 453-6593 Email: kristine.l.jurmu@baml.com
<mailto:kristine.l.jurmu@baml.com>

D. Name of contact person: Kntine L Jurmu

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
City financing and land conveyance in connection with the development of independent senior living facility to be located at 1200-1210 E. 78th Street, Chicago, IL
Department of Housing and Economic

G. Which City agency or department is requesting this EDS? Development

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

Specification # and Contract #

Page 1 of 13

SECTION II ~ DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party:

☐ Person ☐

☐ Publicly registered business corporation ☐

☐ Privately held business corporation ☐
☐ Sole proprietorship ☐
☐ General partnership (Is
☐ Limited partnership
☐ Trust ☐

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

the not-for-profit corporation also a 501(c)(3)?

☐ Yes ☐ No

Other (please specify)

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

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

☐ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

See attached statement.

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

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other

similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
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Bank of America Corporation		100%
100 N. Tryon Street, Charlotte, NC 28255		

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ Yes ☒ No (Please see attached statement)

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

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Name (indicate whether	Business	Relationship to Disclosing Party	Fees (indicate whether
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retained or anticipated to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

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

☐ Yes ☐ No No person directly or indirectly owns 10% or more of the
Disclosing Party. *To the best of knowledge after reaonable inquiry.

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in

Section II.B.I. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B,'2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - c. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family'members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

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

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

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

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

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

Please see relevant attachment.

Page 6 of 13

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

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

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

A branded hat valued at \$12.95 was given to Mayor Rahm Emanuel on October 7, 2012.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☐ is not

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

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

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

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

N.A.

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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 INTEREST IN CITY BUSINESS

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

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

☐ Yes ☒ No Please see attachment.

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

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

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes

If "Yes," answer the three questions below:

☐ No

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

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

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 - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

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

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating

the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

The Disclosing Party represents and warrants that:

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

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

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

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

CERTIFICATION

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

NB Holdings Corporation

(Print or type name of Disclosing Party)

By: /Vcg

(Sign here)

(Print or type name of person signing)

Ass rs-Z/u f Seer? ?4

(Print or type title of person signing)

at .^/1 County, J^A^tJU^0

Signed and sworn to before me on (date) ^7<3/«^-Q/3

(ate/

"OFFICIAL SEAL-ANDREA WAREHAM

NOTARY PUBLIC, STATE OF ILLINOIS MY COMMISSION EXPIRES SEPT. 13,2014

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfadier 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) ail principal officers of the Di sclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer* executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[-j yes

[^ No Please see attached statement.

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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NB Holdings Corporation 4/30/2013

Board of Directors

Laughlin, Terence P. Moynihan, Brian T. Thompson, Bruce R.

Officers

Moynihan, Brian T. Cotty, Neil A. Laughlin, Terence P. Greener, Geoffrey Bowman, Charles F. Dominick, Paula Ann Fox, William J. Mogensen, Lauren Brantley, Thomas M. Thompson, Bruce R. Linsz, Mark D. Wertz, Phillip A. Gilliam, Allison L. Tai, Nina
Chairman of the Board, President, Chief Executive Officer Chief Accounting Officer Chief Risk Officer
Enterprise Capital Management Executive
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President, Secretary
Senior Vice President-Tax
Chief Financial Officer
Treasurer
Associate General Counsel Assistant Secretary Assistant Secretary

Section 1

2) Conditional Language to be inserted: Upon the final credit approval of the disclosing party, it is anticipated that the disclosing party will hold an interest in Montclare Senior Residences of Avalon Park Phase II, LLC

Attachment for Section III

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities.

Attachment for Section V.B:

Disclosing party certifies, as set forth below, to the best of its knowledge and belief that with respect to V.2.a:

Neither Bank of America Corporation nor its Executive Officers and Director identified in Section II.B. I of this EDS is subject to any order, judgment or decree by any court or government authority in which it is barred, suspended or otherwise limited from engaging in any type of business practice.

V.2.b, c and e:

Bank of America Corporation makes all required disclosures in its Form 10-k as filed with the Securities and Exchange Commission and its Annual Report as posted on its website at <http://investor.bankofamerica.com/phoenix.xci?c=71595&n=irol-reportsannual> <<http://investor.bankofamerica.com/phoenix.xci?c=71595&n=irol-reportsannual>>. In addition, Bank of America's Corporation's registered broker-dealer and investment adviser subsidiaries make all required disclosures on their Form BDs and filed with FINRA and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are publicly available. Bank of America Corporation cannot confirm or deny the existence of any other non-public investigation conducted by any governmental agency unless required to do so by law.

Please let us know if any additional information is needed. V.2.d

The Disclosing party performed due diligence within the Public Sector Banking and Markets Group of Bank of America to determine whether any Public Sector Banking and Markets Group of Bank of America employees were aware of any public finance transactions (federal, state or local) having been terminated for cause or default within the last five years, and none of such employees were aware of any such transactions.

V.3.a, b, c and d

Please note that our responses are on behalf of the Disclosing Party only and not on behalf of any contractors or retained parties disclosed in Section IV.

a, b and c - Please see response to V.2.h, c and e above:

Additionally, b and c - Please see response V.4 below.

Section V.4: Please see response to V.2;b, c and e above.

In addition, in 2010 Douglas Campbell, a former Bank of America, N.A. employee, pled guilty to violating, among other statutes, 15 U.S.C. 1. 15 U.S.C. 1's elements are similar to 720 ILCS 5/33E-3. Although Mr. Campbell was not an employee of Bank of America at the time of his guilty pleas, some of the conduct to which he pled guilty occurred while he was employed by the Bank. Despite Mr. Campbell's conviction, Bank of America believes that it should not be barred from contracting because it satisfies the exceptions set forth in 720 ILCS 5/33F.-3.

Bank of America satisfies the first requirement for the exception because Mr. Campbell is no longer employed by Bank of America. Indeed, Bank of America terminated Mr. Campbell in August 2002, so he has not been associated with Bank of America for over 10 years.

To qualify for the exception, we must also demonstrate that either the Bank has "been finally adjudicated not guilty" or that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or high managerial agent. We believe that we satisfy both exceptions.

First, it is important to note that the Bank has not been charged with any crime and thus has not "been finally adjudicated not guilty." Indeed Bank of America was the first and only entity to self-report evidence of the bid-rigging for which Mr. Campbell ultimately pled guilty to the United States Department of Justice ("DOJ"). The Bank's self-report has enabled the various government agencies (including the numerous states' Attorneys General) to identify and pursue industry-wide misconduct that may have affected municipalities and others on a nationwide scale, as well as pursue numerous potential violators. In January 2007, as a result of the Bank's self-reporting and cooperation, DOJ conditionally accepted the Bank to Part A of the Leniency Program - the highest level of leniency DOJ can provide. Pursuant to Part A of the Leniency Program, subject to the Bank's continuing cooperation, DOJ will not

bring any criminal antitrust prosecution against the Bank in connection with the matters that the Bank reported to DOJ.

The Bank also promptly agreed to cooperate with the Illinois Attorney General and numerous other state Attorneys General in their industry-wide investigation. Ultimately, the Bank reached a settlement agreement with them. In recognition of the Bank's self-reporting, substantial cooperation, and agreement to make restitution, the Attorneys General, including the Illinois Attorney General, added an exhibit to the settlement agreement that included the following: "no provision contained in the settlement agreement is intended to be construed as a mandate or recommendation to any independent suspension and/or debarment authority regarding a decision to disqualify, suspend or debar Bank of America ... from engaging in the provision of any financial services including, but not limited to, the marketing sale or placement of municipal bond derivatives or any other state business.. ."

Second, 720 ILCS 5/3-3 E-3 imputes liability to a corporation if the commission of the offense was "authorized, requested, commanded or performed by a director, officer or a high managerial agent." The structure in the hierarchy of the statute demonstrates an officer, while not explicitly defined, has functional responsibilities less than that of a director, but greater than that of a high managerial agent. The definition of high managerial agent refers to 720 ILCS 5/5-4, where the term means "an officer of the corporation, or any other agent who has a position of comparable authority for the formulation of corporate policy or the supervision of subordinate employees in a managerial capacity." (Emphasis added.) In other words, an officer under 720 ILCS 5/3-3 E-3 is someone who has authority to set corporate policy or supervises employees who are themselves officially responsible for managing others. Illinois case-law, the applicable legislative history, and common law generally, as articulated in Black's Law Dictionary, all strongly indicate that the question as to whether one qualifies as an officer of a corporation is not determined by merely identifying the employee's corporate title, but rather requires a significantly more in-depth factual inquiry as to the employee's actual job responsibilities.

Between 1998 and 2002, Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Mr. Campbell was not a director of the Bank. Mr. Campbell was a member of a small marketing desk. Between 1998 and 2002, that marketing desk was a tiny portion of the overall Bank - the desk had no more than 11 members during that period and Mr. Campbell's supervisor was at least 5 to 6 levels below the Bank's CEO at all times. There were between approximately one to four employees on that desk who were junior to Mr. Campbell. Mr. Campbell did not, nor did he have the authority to, set corporate policy. Additionally, Mr. Campbell did not supervise anyone, let alone employees who were themselves officially responsible for managing others. Hence, Mr. Campbell is neither an officer nor a high-managerial agent under 720 ILCS 5/3-3 E-3. Finally, the fact that, as described above, the Bank self-reported the conduct for which Mr. Campbell pled guilty to government regulators demonstrates that the Bank, as an institution, did not authorize or condone the underlying conduct.

The Bank is not ineligible under Section 1-23-020 of the Municipal Code of Chicago because neither the Bank (or any controlling person of the Bank) nor any entity into which the Bank has merged has, within the past 5 years,

been convicted of, admitted guilt to in any civil or criminal proceeding, or been charged with or indicted for any felony or criminal offense for conduct outlined in Section 1-23-020(a).

As a threshold matter, the information charging Mr. Campbell does not identify any specific transactions involving the City of Chicago or of any sister agency. Thus, the Bank believes the crimes to which Mr. Campbell pled guilty were not "against the City of Chicago or of any sister agency" as required by Section 1-23-020(i)(2). But even if Section 1-23-020(a)(2) applied, no "controlling person" has been convicted of an applicable crime. While Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal, he was not an officer, manager, managing member, partner, general partner or limited partner for the purposes of defining "controlling person" under Section 1-23-020. (While Mr. Campbell pled guilty to, an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Hence, for the reasons cited above, Mr. Campbell was not an officer within the meaning of Section 1-23-020 of the Municipal Code of Chicago.

Finally, the Bank believes that under Section 2-92-320 of the Municipal Code of Chicago, the rules promulgated pursuant to that section, and the facts described above, Mr. Campbell's conduct should not be imputed to the Bank.

Please note that our responses are on behalf of the disclosing party only and not on behalf of any contractors or retained parties disclosed in Section IV.

Section V.6 In response to question 6, Bank of America Corporation and its affiliates maintain strict policies and procedures to ensure compliance with applicable, local, state and federal law and regulations, including Chapter 2-156 of the Municipal Code. To the best of our knowledge, and upon reasonable inquiry, Bank of America Corporation and its affiliates are currently in compliance, and has policies and procedures in place to ensure continued compliance.

Attachment for Section V.D:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities.

Attachment for Section VII.F. 1.

To the best of our knowledge after reasonable inquiry, Bank of America Corporation has processes and procedures to timely report and pay sales, and use tax. In a recent review of our sales tax compliance process, we confirmed that Bank of America, N.A. has filed sales tax returns. However, we have discovered that certain City of Chicago use-tax returns for Bank of America, N.A. are delinquent and need to be filed. We are in the process of preparing these delinquent use tax returns and anticipate filing and remitting any use tax due within the next 45 days. Additionally, the Disclosing Party's certification of delinquencies is limited to affiliates in which Bank of America Corporation has a 50% or greater ownership.

Attachment for Appendix A

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months.

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: Bank of 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 holding a direct or indirect interest in the Applicant. State the legal name of the

2. Applicant in which the Disclosing Party holds an interest: See attached comments

OR

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

B. Business address of the Disclosing Party: 100 N. Tryon, Charlotte, NC 28255

c/o 135 S. LaSalle Street, Chicago, IL 60603

C. Telephone: (312)992-6155 Fax: (312)4532559
<mailto:kristine.l.jurmu@baml.com>

Email: kristine.l.jurmu@baml.com

D. Name of contact person: Kristine L. Jurmu

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): City financing and land conveyance in connection with the development of independent senior living facility to be located at 1200-1210 E. 78th Street, Chicago, IL

Department of Housing and Economic

G. Which City agency or department is requesting this EDS'Development

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

Specification # and Contract # " ;

Page 1 of 13

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

☐ Limited liability company ☐ Limited liability partnership ☐ Joint venture ☐ Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))?

☐ Limited partnership ☐ Trust

1. Indicate the nature of the Disclosing Party: ☐ Person ☐ % Publicly registered business corporation ☐ Privately held business corporation ☐ Sole proprietorship ☐ General partnership (☐

☐ Yes ☐ No

☐ Other (please specify)

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

Delaware

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

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

Please see attached list

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

Page 2 of 13

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

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

None.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

☐ yes

☒ No Please see attached.

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

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

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

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

Page 4 of 13

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

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

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

- the Disclosing Party;

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

Page 5 of 13

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

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

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

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

Please see relevant attachment.

Page 6 of 13

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

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

None.

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

A branded hat valued at \$12.95 was given to Mayor Rahm Emanuel on October 7, 2012.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☐ is not

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

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

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

Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

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

N.A.

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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 INTEREST IN CITY BUSINESS

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

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

☐ Yes ☐ No

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

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

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

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

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

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

City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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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 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 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.

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes ☐ No If "Yes," answer the three questions below:

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

☐ Yes ☐ No

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

☐ Yes ☐ No

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

☐ Yes ☐ No

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

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

The Disclosing Party understands and agrees that:

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

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

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

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

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

The Disclosing Party represents and warrants that:

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

property taxes or sales taxes.

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

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

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

CERTIFICATION

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

Bank of America Corporation

(Sign here)

(Print or type name of person signing) (Print or type title of person signing)

Signed and sworn to before me on (date) 3//3
at Cook County, Illinois (state).

Notary Public.

Commission expires: _

OFFICIAL SEAL" ANDREA WARENAM

NOTARY PUBLIC, STATE OF ILLINOIS COMMISSION EXPIRES SEPT. 13.2014

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NOT Applicable (Bank of America Corporation has an indirect ownership interest in the Applicant)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

☐ Yes ☐ No

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

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Bank of America Corporation 4/30/2013

Board of Directors

Allen, Sharon L. Ambani, Mukesh D. Bies, Susan S. Bovender, Jr., Jack O. Bramble, Frank P. Colbert, Virgfs W. Donald, Arnold W. Gifford. Charles K. Holliday, Jr., Charles O. Hudson, Linda P. Lozano, Monica C. May, Thomas J. Moynihan, Brian T. Nowell III, Lionel L. Powell, Donald E. Rossotti, Charles O. Scully, Robert W. Yost, R. David

Executive ORcers

Moynihan, Brian T. Darnell, David C. Montag, Thomas K. Cotty, Neil A. Laughlin. Terrence P. Lynch, Gary G. "Thompson, Bruce R. Mogensen, Lauren Gilliam, Allison Tai, Nina
President, Chief Executive Officer Co-Chief Operating Officer Co-Chief Operating Officer Chief Accounting
Officer Chief Risk Officer
Global General Counsel and Head of Compliance and Regulatory
Chief Financial Officer
Secretary
Senior Vice President / Assistant Secretary Vice President / Assistant Secretary

Section 1

2) Conditional Language to be inserted: Upon the final credit approval of the disclosing party, it is anticipated that the disclosing party will hold an interest in Montclare Senior Residences of Avalon Park Phase II, LLC

Attachment for Section III

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC") BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party, within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities.

Attachment for Section V.B:

Disclosing party certifies, as set forth below, to the best of its knowledge and belief that with respect to V.2.a:

Neither Bank of America Corporation nor its Executive Officers and Director identified in Section II.B. 1 of this EDS is subject to any order, judgment or decree by any court or government authority in which it is barred, suspended or otherwise limited from engaging in any type of business practice.

V.2.b, c and e:

Bank of America Corporation makes all required disclosures in its Form 10-k as filed with the Securities and Exchange Commission and its Annual Report as posted on its website at

<<http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-report>>

In addition, Bank of America's Corporation's registered broker-dealer and investment adviser subsidiaries make all required disclosures on their Form BDs and filed with FINRA and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are publicly available. Bank of America Corporation cannot confirm or deny the existence of any other non-public investigation conducted by any governmental agency unless required to do so by law.

Please let us know if any additional information is needed. V.2.d

The Disclosing party performed due diligence within the Public Sector Banking and Markets Group of Bank of America to determine whether any Public Sector Banking and Markets Group of Bank of America employees were aware of any public finance transactions (federal, state or local) having been terminated for cause or default within the last five years, and none of such employees were aware of any such transactions.

V.3.a, b, c and d

Please note that our responses are on behalf of the Disclosing Party only and not on behalf of any contractors or retained parties disclosed in Section IV,

a, b and c - Please see response to V.2.b, c and e above.

Additionally, b and c - Please see response V.4 below.

Section V.4: Please see response to V.2.b, c and e above.

In addition, in 2010 Douglas Campbell, a former Bank of America, N.A. employee, pled guilty to violating, among other statutes, 18 U.S.C. § 15. 18 U.S.C. § 15's elements are similar to 720 ILCS 5/33E-3. Although Mr. Campbell was not an employee of Bank of America at the time of his guilty pleas, some of the conduct to which he pled guilty occurred while he was employed by the Bank. Despite Mr. Campbell's conviction, Bank of America believes that it should not be barred from contracting because it satisfies the exceptions set forth in 720 ILCS 5/33E-3.

Bank of America satisfies the first requirement for the exception because Mr. Campbell is no longer employed by Bank of America. Indeed, Bank of America terminated Mr. Campbell in August 2002, so he has not been associated with Bank of America for over 10 years.

To qualify for the exception, we must also demonstrate that either the Bank has "been finally adjudicated not guilty" or that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or high managerial agent. We believe that we satisfy both exceptions.

First, it is important to note that the Bank has not been charged with any crime and thus has not "been finally adjudicated not guilty." Indeed Bank of America was the first and only entity to self-report evidence of the bid-rigging for which Mr. Campbell ultimately pled guilty to the United States Department of Justice ("DOJ"). The Bank's self-report has enabled the various government agencies (including the numerous states' Attorneys General) to identify and pursue industry-wide misconduct that may have affected municipalities and others on a nationwide scale, as well as pursue numerous potential violators. In January 2007, as a result of the Bank's self-reporting and cooperation, DOJ conditionally accepted the Bank to Part A of the Leniency Program - the highest level of leniency DOJ can provide. Pursuant to Part A of the Leniency Program, subject to the Bank's continuing cooperation, DOJ will not bring any criminal antitrust prosecution against the Bank in connection with the matters that the Bank reported to DOJ.

The Bank also promptly agreed to cooperate with the Illinois Attorney General and numerous other state Attorneys General in their industry-wide investigation. Ultimately, the Bank reached a settlement agreement with them. In recognition of the Bank's self-reporting, substantial cooperation, and agreement to make restitution, the Attorneys General, including the Illinois Attorney General, added an exhibit to the settlement agreement that included the following: "no provision contained in the settlement agreement is intended to be construed as a mandate or recommendation to any independent suspension and/or debarment authority regarding a decision to disqualify, suspend or debar Bank of America ... from engaging in the provision of any financial services including, but not limited to, the marketing sale or placement of municipal bond derivatives or any other state business ..."

Second, 720 ILCS 5/33E-3 imputes liability to a corporation if the commission of the offense was "authorized, requested, commanded or performed by a director, officer or a high managerial agent." The structure in the hierarchy of the statute demonstrates an officer, while not explicitly defined, has functional responsibilities less than that of a director, but greater than that of a high managerial agent. The definition of high managerial agent refers to 720 ILCS 5/5-4, where the term means "an officer of the corporation, or any other agent who has a position of comparable authority for the formulation of corporate policy or the supervision of subordinate employees in a managerial capacity." (Emphasis added.) In other words, an officer under 720 ILCS 5/33E-3 is someone who has authority to set corporate policy or supervises employees who are themselves officially responsible for managing others. Illinois case law, the applicable legislative history, and common law generally, as articulated in Black's Law Dictionary, all strongly indicate that the question as to whether one qualifies as an officer of a corporation is not determined by merely identifying the employee's corporate title, but rather requires a significantly more in-depth factual inquiry as to the employee's actual job responsibilities.

Between 1998 and 2002, Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Mr. Campbell was not a director of the Bank. Mr. Campbell was a member of a small marketing desk. Between 1998 and 2002, that marketing desk was a tiny portion of the overall Bank - the desk had no more than 11 members during that period and Mr. Campbell's supervisor was at least 5 to 6 levels below the Bank's CEO at all times. There were between approximately one to four employees on that desk who were junior to Mr. Campbell. Mr. Campbell did not, nor did he have the authority to, set corporate policy. Additionally, Mr. Campbell did not supervise anyone, let alone employees who were themselves officially responsible for managing

others. Hence, Mr. Campbell is neither an officer nor a high managerial agent under 720 ILCS 5/33E-3. Finally, the fact that, as described above, the Bank self-reported the conduct for which Mr. Campbell pled guilty to government regulators demonstrates that the Bank, as an institution, did not authorize or condone the underlying conduct.

The Bank is not ineligible under Section 1-23-020 of the Municipal Code of Chicago because neither the Bank (or any controlling person of the Bank) nor any entity into which the Bank has merged has, within the past 5 years,

been convicted of, admitted guilt to in any civil or criminal proceeding, or been charged with or indicted for any felony or criminal offense for conduct outlined in Section 1-23-020(a).

As a threshold matter, the information charging Mr. Campbell does not identify any specific transactions involving the City of Chicago or of any sister agency. Thus, the Bank believes the crimes to which Mr. Campbell pled guilty were not "against the City of Chicago or of any sister agency" as required by Section 1-23-020(a)(2). But even if Section 1-23-020(a)(2) applied, no "controlling person" has been convicted of an applicable crime. While Mr. Campbell held various positions and titles at Bank of America, N.A. and its associated broker dealer, including Capital Markets Sales officer, Senior Securities/Product Salesperson, and Principal, he was not an officer, manager, managing member, partner, general partner or limited partner for the purposes of defining "controlling person" under Section 1-23-020. (While Mr. Campbell pled guilty to an information that identified him as a Senior Vice President, the Bank's Human Resources records do not reflect Mr. Campbell having had that title.) Hence, for the reasons cited above, Mr. Campbell was not an officer within the meaning of Section 1-23-020 of the Municipal Code of Chicago.

Finally, the Bank believes that under Section 2-92-320 of the Municipal Code of Chicago, the rules promulgated pursuant to that section, and the facts described above, Mr. Campbell's conduct should not be imputed to the Bank.

Please note that our responses are on behalf of the disclosing party only and not on behalf of any contractors or retained parties disclosed in Section IV.

Section V.6 In response to question 6, Bank of America Corporation and its affiliates maintain strict policies and procedures to ensure compliance with applicable, local, state and federal law and regulations, including Chapter 2-156 of the Municipal Code. To the best of our knowledge, and upon reasonable inquiry, Bank of America Corporation and its affiliates are currently in compliance, and has policies and procedures in place to ensure continued compliance.

Attachment for Section V.D:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months. Additionally, employees of Bank of America Corporation and its subsidiaries, including employees who work in the City of Chicago, are subject to a written Code of Ethics (which each employee, on an annual basis, is required to read and acknowledge in writing) that requires all employees to disclose any outside activities and relationships that may pose a conflict of interest with Bank of America Corporation and its subsidiaries, and its activities

Attachment for Section VII.F.I.

To the best of our knowledge after reasonable inquiry, Bank of America Corporation has processes and procedures to timely report and pay sales and use tax. In a recent review of our sales tax compliance process, we confirmed that Bank of America, N.A. has filed sales tax returns. However, we have discovered that certain City of Chicago use tax returns for Bank of America, N.A. are delinquent and need to be filed. We are in the process of preparing these delinquent use tax returns and anticipate filing and remitting any use tax due within the next 45 days. Additionally, the Disclosing Party's certification of delinquencies is limited to affiliates in which Bank of America Corporation has a 50% or greater ownership.

Attachment for Appendix A

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had 248,156 full-time employees as of December 31, 2012. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response regarding business relationships with City of Chicago elected

officials. In responding to this question, the Disclosing Party did perform due diligence within the coverage team in Public Sector Banking and Markets Group of Bank of America to determine whether any such employees were aware of business relationships between City elected officials and the Disclosing Party within the past 12 months.