



Office of the City Clerk

City Hall
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Chicago, IL 60602
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Legislation Details (With Text)

File #: O2016-2535
Type: Ordinance
Status: Passed
File created: 3/16/2016
In control: City Council
Final action: 4/13/2016
Title: Amendment of redevelopment agreement with ASAT, Inc. for completion of construction of building at 6401-6415 N Rockwell Ave
Sponsors: Emanuel, Rahm
Indexes: Redevelopment
Attachments: 1. O2016-2535.pdf

Date	Ver.	Action By	Action	Result
4/13/2016	1	City Council	Passed	Pass
4/11/2016	1	Committee on Finance	Recommended to Pass	Pass
3/16/2016	1	City Council	Referred	

OFFICE OF THE MAYOR

CITY OF CHICAGO

RAHM EMANUEL MAYOR

March 16, 2016

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

Ladies and Gentlemen:

At the request of the Commissioner of Planning and Development, I transmit herewith ordinance authorizing an amendment to a previously passed redevelopment agreement with ASAT, Inc.

Your favorable consideration of this ordinance will be appreciated.

Mayor

Very truly yours,

AMENDMENT TO ORDINANCE

WHEREAS, pursuant to an ordinance adopted by the City Council (the "City Council") of the City of Chicago (the "City") on March 1, 2006, and published at pages 71048 through 71170 in the Journal of the Proceedings of the City Council of the City of Chicago ("Journal") of such date, the City and ASAT, Inc., an Illinois corporation (the "Original Developer") entered into that certain Redevelopment Agreement dated as of May 31, 2007, and recorded in the Office of the Recorder of Deeds of Cook County, Illinois (the "Recorder's Office"), on June 5, 2007, as Document No. 0715641118 (the "Original Agreement"); and

WHEREAS, pursuant to the Original Agreement, the City conveyed the real property legally described on Exhibit A attached hereto (the "Disposition Parcels") to the Original Developer by quitclaim deed recorded in the Recorder's Office as Document No. 0716241034 on June 11, 2007; and

WHEREAS, the purchase price for the Disposition Parcels was \$1.00, a write-down of \$915,000 from the land's then-appraised fair market value; and

WHEREAS, the Original Agreement required the Original Developer to construct a 6-story mixed-use building with retail space, 30 condominium units (including 6 affordable units), a public parking garage, and a public plaza (collectively, the "Project") on the Disposition Parcels and certain adjacent land, including vacated right-of-way and property acquired by the Original Developer, as legally described on Exhibit A attached hereto (together with the Disposition Parcels, the "Property"); and

WHEREAS, the Property is located in the Devon and Western Redevelopment Project Area (the "Redevelopment Area"); and

WHEREAS, in addition to contributing the Disposition Parcels for \$1.00, the City agreed to provide up to \$3,455,579 in tax increment financing for the Project, including \$300,000 to reimburse the Original Developer for a portion of the costs attributable to the construction of the public plaza; and

WHEREAS, the Original Agreement required the Original Developer to commence the Project no later than June 1, 2007, and to complete the Project no later than May 31, 2009 (extended to August 29, 2009); and

WHEREAS, the Original Developer started construction of the Project, but abandoned the Project after completing the building shell and parking garage; and

WHEREAS, on September 29, 2011, the City filed a building court case against the Original Developer in the Circuit Court of Cook County; and

WHEREAS, the Original Developer subsequently filed for bankruptcy and, in October 2011, Morgah LLC, an Illinois limited liability company ("Morgah"), acquired the Property through a short sale; and

WHEREAS, on August 8, 2013, Morgah secured a loan from Rosdev Capital Funding LP, a Delaware limited partnership (the "Lender"), in order to complete the Project; and

WHEREAS, after acquiring the Property, Morgah continued work on the Project, but defaulted on the loan prior to completing the Project; and

WHEREAS, on July 28, 2014, Morgah transferred the Property to Devon NJ, LLC, an Illinois limited liability company (the "New Developer"), an affiliate of Lender; and

WHEREAS, after taking ownership of the Property, the New Developer completed the building, known as Taj Plaza, with certain modifications (the "Revised Project"); and

WHEREAS, due to its history of defaults, the Project did not receive any TIF assistance, and the City wishes to revise the Original Agreement to eliminate all TIF assistance; and

WHEREAS, due to the elimination of TIF assistance, the Revised Project will include three affordable units (10% of 30 units), instead of six (20% of 30), in accordance with the requirements for City land sales under Section 2-45-110 of the Municipal Code (the "Affordable Requirements Ordinance" or the "ARO"); and

WHEREAS, pursuant to the ARO, the New Developer has executed an Affordable Housing Covenant and Agreement dated September 25, 2015, and recorded on October 2, 2015, as Document No. 1527516028 (the "ARO Covenant"); and

WHEREAS, the Revised Project is subject to the affordability requirements set forth in the ARO Covenant (the "Revised Affordability Covenants"); and

WHEREAS, Section 10 of the Original Agreement imposes certain minority business enterprise ("MBE"), women business enterprise ("WBE") and City of Chicago resident ("Local Resident") hiring requirements; and

WHEREAS, neither the Original Developer nor Morgah provided documentation showing compliance with the Original Agreement's MBE, WBE, and Local Resident hiring requirements; and

WHEREAS, the Department of Planning and Development (the "Department") has determined that the New Developer, since taking over the Project, satisfied the 24% MBE requirement, but failed to meet the 4% WBE requirement; and

WHEREAS, the Department has also determined that one of the New Developer's subcontractors failed to provide documentation showing compliance with the 50% Local Resident hiring requirement; and

WHEREAS, in settlement of the New Developer's default under the Original Agreement for failing to comply with the City's hiring requirements (the "City Hiring Default"), the City has agreed to accept a payment in the amount of \$12,062.50 for the Local Resident hiring default, and a payment in the amount of \$22,875 for the WBE default; and

WHEREAS, the City and the New Developer desire to modify the terms of the Original Agreement to approve the Revised Project and the Revised Affordability Covenants, to eliminate all TIF assistance, to approve the settlement of the Hiring Default, and for other purposes as more fully set forth in the First Amendment (as hereinafter defined) (collectively, the "Updated Redevelopment Terms"); and

WHEREAS, the City is a home rule unit of government by virtue of the provisions of the Constitution of the State of Illinois of 1970, and as such, may exercise any power and perform any function pertaining to its government and affairs; now, therefore,

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

SECTION 1. The foregoing recitals are hereby adopted as the findings of the City Council.

SECTION 2. The Updated Redevelopment Terms are hereby approved. This approval is expressly conditioned upon the City and the New Developer entering into a First Amendment to Redevelopment Agreement in substantially the form attached hereto as Exhibit B (the "First Amendment"). The Commissioner of the Department (the "Commissioner") or a designee of the Commissioner is each hereby authorized, with the approval of the City's Corporation Counsel as to form and legality, to negotiate, execute and deliver the First Amendment and such other supporting documents as may be necessary or appropriate to carry out and comply with the provisions of the First Amendment, with such changes, deletions, insertions, terms and provisions as the Commissioner deems appropriate.

SECTION 3. If any provision of this ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such provision shall not affect any of the other provisions of this ordinance.

SECTION 4. All ordinances, resolutions, motions or orders in conflict with this ordinance are hereby repealed to the extent of such conflict.

SECTION 5. This ordinance shall take effect immediately upon its passage and approval.

Attachments: Exhibit A - Legal Description of Property

Exhibit B - First Amendment to Redevelopment Agreement

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

DISPOSITION PARCELS:

LOTS 10 AND 11 IN BLOCK 5 IN WILLIAM L. WALLEN EDGEWATER'S GOLF CLUB ADDITION TO ROGER'S PARK, A SUBDIVISION IN THE SOUTHEAST 1/4 OF SECTION 36, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

COMMONLY KNOWN AS: 6401-15 NORTH ROCKWELL AVENUE
CHICAGO, ILLINOIS 60645

PERMANENT INDEX NO. 10-36-428-033-8001
10-36-428-033-8002

VACATED PROPERTY:

THAT PART OF THE EAST-WEST 16 FOOT PUBLIC ALLEY IN BLOCK 5 OF WILLIAM L. WALLEN'S EDGEWATER GOLF CLUB ADDITION TO ROGERS PARK, BEING A SUBDIVISION OF PART OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 36, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING BETWEEN THE SOUTH LINE OF LOT 11 AND THE NORTH LINE OF LOTS 9 AND 10, ALL IN SAID BLOCK 5, AND BOUNDED TO THE EAST BY THE WEST LINE OF THE NORTH-SOUTH 16 FOOT ALLEY EXTENDED SOUTH IN SAID BLOCK 5 AND BOUNDED TO THE WEST BY THE EAST RIGHT OF WAY LINE OF N. ROCKWELL ST., ALL IN COOK COUNTY, ILLINOIS.

DEVELOPER OWNED PARCEL:

THE SOUTH 1/2 OF LOT 12 IN BLOCK 5 IN WILLIAM L. WALLEN'S EDGEWATER GOLF CLUB ADDITION TO ROGERS PARK, BEING A SUBDIVISION OF THE SOUTH EAST 1/4 OF THE SOUTH EAST 1/4 OF SECTION 36, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, (EXCEPT THEREFROM ANY PORTION OF SAID SOUTH 1/2 OF LOT 13 FALLING WITHIN THE NORTH 37 1/2 FEET OF SAID LOT 13) IN COOK COUNTY, ILLINOIS.

COMMONLY KNOWN AS: 6425 NORTH ROCKWELL AVENUE
CHICAGO, ILLINOIS 60645

PERMANENT INDEX NO.

EXHIBIT B

FIRST AMENDMENT TO REDEVELOPMENT AGREEMENT

(ATTACHED)

**FIRST AMENDMENT TO
REDEVELOPMENT AGREEMENT**

(Above Space For Recorder's Use Only)

This FIRST AMENDMENT TO REDEVELOPMENT AGREEMENT ("First Amendment") is entered into on or as of the day of , 2016, by and between the CITY OF CHICAGO, an Illinois municipal corporation ("City"), acting by and through its Department of Planning and Development ("DPD"), having its principal offices at City Hall, 121 North LaSalle Street, Chicago, Illinois 60602, and DEVON NJ, LLC, an Illinois limited liability company ("Developer"), whose offices are located at 418 Clifton Avenue, Suite 200, Lakewood, NJ 08701.

RECITALS

WHEREAS, pursuant to an ordinance adopted by the City Council of the City ("City Council") on March 1, 2006, and published at pages 71048 through 71170 in the Journal of the Proceedings of the City Council of the City of Chicago ("Journal") of such date, the City and ASAT, Inc., an Illinois corporation (the "Original Developer") entered into that certain Redevelopment Agreement dated as of May 31, 2007, and recorded in the Office of the Recorder of Deeds of Cook County, Illinois (the "Recorder's Office"), on June 5, 2007, as Document No. 0715641118 (the "Original Agreement" and, as amended by this First Amendment, the "Agreement"); and

WHEREAS, pursuant to the Original Agreement, the City conveyed the real property located at the northeast corner of Devon Avenue and Rockwell Street and legally described on Exhibit A attached hereto (the "Disposition Parcels") to the Original Developer by quitclaim deed recorded in the Recorder's Office as Document No. 0716241034 on June 11, 2007; and

WHEREAS, the purchase price for the Disposition Parcels was \$1.00, a write-down of \$915,000 from the land's then-appraised fair market value; and

WHEREAS, the City also vacated a portion of a public alley for the Project (as hereinafter defined), pursuant to an ordinance adopted by the City Council on December 13, 2006, and published in the Journal of Proceedings for such date at pages 95340 and 95342 through 95344, and recorded in the Recorder's Office as Document No. 0715044062 on May 30, 2007 (the "Vacated Property"); and

1

WHEREAS, the Original Developer paid \$166,000 for the Vacated Property, plus the City's costs to remove paving and curb returns from the vacated alley and construct a sidewalk and curb across the entrance to the vacated alley; and

WHEREAS, the Original Developer acquired certain additional land for the Project, as legally described on Exhibit A attached hereto (the "Developer Land" and, together with the Disposition Parcels and the Vacated Property, the "Property"); and

WHEREAS, the Property is located in the Devon and Western Redevelopment Project Area (the "Redevelopment Area"); and

WHEREAS, in addition to contributing the Disposition Parcels for \$1.00, the City agreed to provide up to \$3,455,579 in tax increment financing for the Project, including \$300,000 to reimburse the Original Developer for a portion of the costs attributable to the construction of a public plaza; and

WHEREAS, the Original Agreement required the Developer to construct a 6-story mixed-use building (the "Facility") on the Property, consisting of (a) 6 retail spaces in the basement and on the first floor, (b) 30 condominium units with two and three bedrooms on the fifth and sixth floors (including 6 affordable units), (c) a parking garage with 215 spaces occupying the basement through fourth floors (178 spaces for public use and 37 spaces for private use); and (d) a green roof covering 50% of available roof space; and

WHEREAS, the Original Agreement also required the Developer to construct a public plaza on a closed portion of Rockwell Avenue south of the Facility (the "Plaza"), with benches, natural flowing shrubbery, trees, and ground cover, and to landscape street frontage on Devon and Rockwell in accordance with the requirements of the City's landscape ordinance; and

WHEREAS, the Facility, the Plaza and related improvements are collectively referred to in the Original Agreement and in this First Amendment as the "Project"; and

WHEREAS, the estimated budget for the Project in the Original Agreement was \$15,950,260; and

WHEREAS, the Original Agreement required the Developer to commence the Project no later than June 1, 2007, and to complete the Project no later than May 31, 2009 (extended to August 29, 2009); and

WHEREAS, the Original Developer started construction of the Project, but abandoned the Project after completing the building shell and parking garage; and

WHEREAS, on March 31, 2011, the City sent the Original Developer a notice of default;
and

WHEREAS, on May 5, 2011, the public garage opened, but the elevator in the garage didn't work and there were other major structural problems with the half-built building; and

WHEREAS, on September 29, 2011, the City filed a building court case against the Original Developer in the Circuit Court of Cook County, attached hereto as Exhibit B; and

2

WHEREAS, the Original Developer subsequently filed for bankruptcy and, in October 2011, Morgah LLC, an Illinois limited liability company ("Morgah"), acquired the Property through a short sale; and

WHEREAS, on August 8, 2013, Morgah secured a loan in the original maximum principal amount of \$2,858,405.65 (the "Loan") from Rosdev Capital Funding LP, a Delaware limited partnership (the "Lender"), in order to complete the Project; and

WHEREAS, after acquiring the Property, Morgah continued work on the Project, but defaulted on the Loan prior to completing the Project; and

WHEREAS, on July 28, 2014, Morgah transferred the Property to the New Developer, an affiliate of Lender, pursuant to a Deed In Lieu, Transfer and Forbearance Agreement with the Lender; and

WHEREAS, in September 2014, the New Developer obtained a new permit for repairs to and completion of the existing facade and building envelope in addition to repairs to structural components throughout the Facility; and

WHEREAS, after taking ownership of the Property, the New Developer completed the Project, known as Taj Plaza, in accordance with the Original Agreement, with the following modifications (the "Revised Project");

- a) The Project includes 30 rental units instead of 30 condominium units;
- b) Of the 30 residential units in the Project, 6 are one-bedroom units, 18 are two-bedroom units and 6 are three-bedroom units, instead of all being two- and three-bedroom units;
- c) Of the 30 residential units in the Project, three are Affordable Units (10% of total) instead of six (20% of total);

d) Five of the Project's six retail spaces are located on the first floor and one retail space is located on the second floor, instead of all six being located in the basement and on the first floor.

e) The parking garage includes 232 parking spaces (195 for public use and 37 for the residents of the Project), instead of 215 (178 for public use and 37 for the residents of the Project);

f) Instead of constructing the Plaza, the Developer has agreed to make a payment to CDOT in the amount of \$230,000 for the construction of a cul de sac and other streetscape improvements along Rockwell ("Streetscape Improvements"), in accordance with the letter agreement attached hereto as Exhibit C; and

WHEREAS, the New Developer has obtained a Partial Certificate of Occupancy from the Department of Buildings for the Facility, attached hereto as Exhibit D, and the architect hired by the New Developer to complete the Project has delivered a certificate of completion, attached hereto as Exhibit E; and

3

WHEREAS, the Original Agreement requires the Developer to sell a total of 20% of the condominium units in the Project, or six (6) units based on a total of thirty (30) units (the "Affordable Units"), at affordable prices to households earning no more than 100% of the Chicago-area median income ("AMI") in compliance with the affordability guidelines established by the Chicago Department of Housing (the "Affordability Covenants"); and

WHEREAS, Section 2-45-110 of the Municipal Code (the "Affordable Requirements Ordinance" or the "ARO") obligates the City to impose certain affordability requirements upon developers who undertake residential development projects that receive City assistance in the form of the sale of City land, financial assistance, or approval of certain zoning changes; and

WHEREAS, for residential projects that receive financial assistance (such as TIF financing), the ARO requires the developer to establish 20% of the housing units in the development as affordable housing, while in the case of City land sales the requirement is only 10%; and

WHEREAS, in accordance with the ARO requirement for City land sales, the New Developer has agreed to lease 10% of the rental units in the Project, or three units (the "Revised Number of Affordable Units"), to households earning no more than 60% of AMI in accordance with that certain Affordable Housing Covenant and Agreement executed by the New Developer and the City dated as of September 25, 2015, and recorded on October 2, 2015, as Document No. 1527516028 (the "ARO Covenant"); and

WHEREAS, the Revised Project is subject to the affordability requirements set forth in the ARO Covenant (the "Revised Affordability Covenants"); and

WHEREAS, the New Developer spent a total of \$5,235,916.90 to complete the Project, including \$4,438,161.71 in hard construction costs, as detailed in the budget attached hereto as Exhibit F; and

WHEREAS, Section 10 of the Agreement imposes certain minority business enterprise ("MBE"), women business enterprise ("WBE") and City of Chicago resident ("Local Resident") hiring requirements; and

WHEREAS, such hiring requirements are applicable to the hard construction costs expended by the Developer on the Project (24% of hard construction budget for MBEs and 4% for WBEs, while City residents are required to perform at least 50% of the applicable work); and

WHEREAS, Section. 8.07 of the Agreement requires the Developer to deliver to the City monthly written progress reports detailing compliance with the Section 10 employment requirements; and

WHEREAS, both the Original Developer and Morgah failed to provide any documentation showing compliance with the Agreement's MBE, WBE, and Local Resident hiring requirements; and

WHEREAS, DPD has determined that the New Developer, since taking over the Project, satisfied the 24% MBE requirement, but failed to meet the 4% WBE requirement; and

4

WHEREAS, DPD has also determined that one of the New Developer's subcontractors failed to provide any documentation showing compliance with the 50% Local Resident hiring requirement; and

WHEREAS, in settlement of the New Developer's default under the Agreement for failing to comply with the City's hiring requirements (the "City Hiring Default"), the City has agreed to accept the following payments: (a) a payment in the amount of \$12,062.50 for the Local Resident hiring default, calculated as follows: $\$482,509.57$ (defaulting subcontractor's hard construction budget) $\times .0005 = \$241.25 \times 50 = \$12,062.50$; and (b) a payment in the amount of \$22,875 for the WBE default, calculated as follows: $\$915,000$ (fair market value of Disposition Parcels at time Original Agreement was executed) $\times 5\%$ (typical percentage of fair market value held by City as performance deposit) $\times 50\% = \$22,875$; and

WHEREAS, the City and the Developer desire to modify the terms of the Original Agreement to approve the Revised Project and the Revised Affordability Covenants, to eliminate all TIF assistance, to approve the settlement of the Hiring Default, and for other purposes as more fully set forth below; and

WHEREAS, the City Council, pursuant to an ordinance adopted on _____, 2016 (the "Ordinance Date"), and published at pages _____ through _____ in the Journal of such date, authorized the execution of this First Amendment.

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:

1. INCORPORATION OF RECITALS: DEFINED TERMS. The foregoing recitals 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. All capitalized terms used but not otherwise defined herein shall have the same meanings given to said terms in the Original Agreement.

2. APPROVAL OF REVISED PROJECT. The City hereby approves the Revised Project. Any reference in the Original Agreement or this First Amendment to the "Project" shall be deemed to mean the Revised Project.

3. APPROVAL OF REVISED AFFORDABILITY COVENANTS. The City hereby approves the Revised Number of Affordable Units and the Revised Affordability Covenants. Any reference in the Original Agreement or this First Amendment to the "Affordable Units" or the "Affordability Covenants" shall be deemed to mean the Revised Number of Affordable Units and the Revised Affordability Covenants, respectively.

4. ELIMINATION OF TIF ASSISTANCE. The City has not provided, and will not provide, any TIF

assistance for the Project. As a result, the Original Agreement is hereby modified as follows:

- (a) Paragraph F of the Recitals is hereby deleted in its entirety.
- (b) The following TIF-related exhibits are deleted in their entirety: Exhibit A (Redevelopment Area), Exhibit C (TIF-Funded Improvements), Exhibit D (Redevelopment Plan), Exhibit E (Construction Contract), Exhibit F (Escrow Agreement),

5

Exhibit I (Approved Prior Expenditures), Exhibit L (Requisition Form), Exhibit M (Form of City Note), and Exhibit P (Form of Payment Bond).

c) The following TIF-related terms in Section 2 of the Original Agreement are hereby deleted in their entirety, together with all references thereto in the Original Agreement: Available Incremental Taxes, Bonds, Certificate of Expenditure, City Fee, City Funds, City Note, Completion Date, Devon and Western TIF Fund, Equity, Incremental Taxes, Prior Expenditures, Redevelopment Project Costs, Requisition Form, TIF-Funded Improvements, TIF-Funded Interest Costs, and Requisition Form.

d) Sections 4.01 (Total Project Cost and Sources of Funds), 4.02 (Developer Funds), 4.03 (City Funds), 4.04 (Construction Escrow; Requisition Form), 4.05 (Treatment of Prior Expenditures and Subsequent Disbursements), 4.06 (Cost Overruns), 4.07 (Preconditions of Disbursement /Execution of Certificate of Expenditure), and 4.08 (Conditional Grant of the Original Agreement) are hereby deleted in their entirety.

e) Section 6.01 (Bid Requirement for General Contractor and Subcontractors), Section 6.02 (Construction Contract), and the last sentence of Section 6.05 (Other Provisions), are hereby deleted in their entirety.

f) Sections 8.04 (Use of City Funds), 8.05 (Other Bonds), 8.09 (Prevailing Wage), 8.10 (Arms-Length Transactions), and 8.13 (Financial Statements) are hereby deleted in their entirety.

5. DELETED AND REPLACEMENT EXHIBITS. The following exhibits to the Original Agreement are hereby deleted or replaced, as specified below:

a) Exhibit G (Permitted Liens) is hereby amended by deleting the exhibit in its entirety and replacing it with Exhibit G attached hereto.

b) Exhibit Q (Plaza Construction and Maintenance Agreement) is hereby deleted in its entirety.

c) Exhibit R-2 (Architect's Completion Certificate) is hereby amended by deleting the exhibit in its entirety and replacing it with Exhibit E attached hereto.

d) Exhibit S (Mortgage, Security and Recapture Agreement) is hereby deleted in its entirety.

6. THE PROJECT. Section 3.01 of the Original Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof:

The Developer represents and warrants that it has (a) resolved all building code violations; (b) completed construction of the Project in accordance with the approved Plans and Specifications,

excluding the Streetscape Improvements and construction of second elevator; (c) leased two of the six commercial spaces in the Facility; (d) leased none of the residential units in the Facility; (e) opened the garage to the public; (f) deposited \$100,000 with CDOT and will deposit the remaining \$130,000 in accordance with the letter agreement attached hereto as Exhibit C, to complete the Streetscape Improvements; (g) will complete the street frontage landscaping on Devon and Rockwell

6

in accordance with the requirements of the City's landscape ordinance; and (h) will complete construction of the second elevator.

7. **PROJECT BUDGET.** The New Developer represents and warrants that the budget attached hereto as Exhibit F represents all funds expended on the Project since the date of the Loan, and is true, correct and complete in all material respects.

8. **CERTIFICATE OF COMPLETION.** Section 7.01 of the Original Agreement is hereby amended by deleting subsections (a), (b) and (c), which set forth the requirements for issuance of a Certificate, and substituting the following requirements in lieu thereof:

(a) that 75% of the market rate units and 100% of the Affordable Units have been leased in accordance with the ARO Covenant; (b) that all building code violations have been remedied and the City has dismissed its case in circuit court; and (c) that the Department of Buildings has completed its inspection of all elements of the Project and has issued all necessary certificates of occupancy.

9. **CITY HIRING DEFAULT.** The City shall accept a payment in the amount of \$34,937.50 (the "Default Fee") for the settlement of the City's claims against the New Developer for its failure to meet the WBE and Local Resident hiring requirements.

10. **AFFORDABLE HOUSING COVENANT.** Section 8.20 of the Original Agreement is hereby amended by deleting the same and inserting the following in lieu thereof:

The Developer covenants and agrees to provide three (3) Affordable Units in the Project in accordance with the ARO and the ARO Covenant; provided, however, notwithstanding anything to the contrary in the ARO or the ARO Covenant, Developer shall have no option to pay a fee in lieu of providing the Affordable Units. The covenants set forth in this Section 8.20 shall run with the land and be binding upon any transferee.

11. **CONDOMINIUM FORM OF OWNERSHIP.** Section 8.21 (Condominium Form of Ownership) of the Original Agreement is hereby deleted in its entirety.

12. **COVENANTS/ REPRESENTATIONS/ WARRANTIES OF THE DEVELOPER.**

Section 8.01 (a), (b) and (c) of the Original Agreement are hereby deleted in their entirety and the following is substituted in lieu thereof:

8.01 General. The Developer represents, warrants and covenants that:

a) the Developer is an Illinois limited liability company duly organized, validly existing, qualified to do business in its state of incorporation, and licensed to do business in any other state where, due to the nature of its activities or properties, such qualification or license is required;

b) the Developer has the right, power and authority to enter into, execute, deliver and perform this Agreement;

c) the execution, delivery and performance by the Developer of this Agreement has been duly authorized by all necessary corporate action, and does not and will not violate its Articles of Organization or operating agreement as amended and supplemented, any applicable provision of law, or constitute a breach of, default under or

7

require any consent under any agreement, instrument or document to which the Developer is now a party or by which the Developer is now or may become bound;

13. REMEDIES. Section 15.02 (Remedies) of the Original Agreement is hereby deleted and the following is substituted in lieu thereof:

Upon the occurrence of an Event of Default, the City may, in any court of competent jurisdiction by any action or proceeding at law or in equity, pursue and secure any available remedy, including but not limited to injunctive relief or the specific performance of the agreements contained herein.

14. CONDITIONS TO CITY'S EXECUTION OF FIRST AMENDMENT. The Original Agreement is hereby amended to provide that the New Developer shall satisfy the following conditions prior to or simultaneously with the execution of this First Amendment:

a) pay the Default Fee;

b) submit to the Corporation Counsel copies of its articles of organization and operating agreement, including all amendments thereto; a certificate of good standing from the Illinois Secretary of State dated no more than thirty (30) days prior to the execution of this First Amendment; and such other corporate authority and organizational documents as the Corporation Counsel may request;

c) submit to the Corporation Counsel a legal opinion in a form reasonably acceptable to the Corporation Counsel, of due authorization, execution and enforceability (subject to bankruptcy and creditor's rights) of the Agreement, as amended by this First Amendment, and all other documentation signed by the New Developer provided for herein;

d) submit to the Corporation Counsel an executed and recorded subordination agreement from the Lender in a form reasonably acceptable to the Corporation Counsel, subordinating any financing liens against the Property to the Agreement, as amended by this First Amendment; and

e) submit to the Corporation Counsel all required Economic Disclosure Statements, in the City's then current form, dated no more than ten (10) days prior to the execution of this First Amendment.

15. NOTICES. The notice address table in Section 17 of the Original Agreement is hereby deleted in its entirety and the following substituted in lieu thereof:

If to the City:	City of Chicago Department of Planning and Development 121 North LaSalle Street, Room 1000 Chicago, Illinois 60602 Attn: Commissioner
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With a copy to:	City of Chicago Department of Law 121 North LaSalle Street, Suite 600
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Chicago, Illinois 60602

8

Attn: Lisa Misher

If to the Developer:

Devon NJ, LLC 418 Clifton Avenue, Suite
200 Lakewood, NJ 08701 Attn.: Alex
Hartstein

With a copy to:

Thomas R. Raines Attorney at Law, LLC 20
N. Wacker Drive, Suite 550 Chicago, IL
60606

16. NEW CITY BOILERPLATE PROVISIONS. The Original Agreement is hereby amended by deleting Section 18.24. (Prohibition on Certain Contributions - Mayoral Executive Order No. 05-1) in its entirety and replacing it with a new Section 19, and by adding a new Section 20 and a new Section 21, as follows:

SECTION 19. PROHIBITION ON CERTAIN CONTRIBUTIONS PURSUANT TO MAYORAL EXECUTIVE ORDER NO. 2011-4.

1 The Developer agrees that the Developer, any person or entity who directly or indirectly has an ownership or beneficial interest in the Developer of more than 7.5 percent ("Owners"), spouses and domestic partners of such Owners, the Developer's contractors (i.e., any person or entity in direct contractual privity with the Developer 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 spouses and domestic partners of such Sub-owners (such Owners and all other preceding classes of persons and entities, collectively the "Identified Parties"), shall not make a contribution of any amount to the Mayor of the City of Chicago or to his political fundraising committee (a) after execution of this Agreement by the Developer, (b) while this Agreement or any Other Contract (as hereinafter defined) is executory, (c) during the term of this Agreement or any Other Contract, or (d) during any period while an extension of this Agreement or any Other Contract is being sought or negotiated. This provision shall not apply to contributions made prior to May 16, 2011, the effective date of Executive Order 2011-4.

2 The Developer represents and warrants that from the later of (a) May 16, 2011, or (b) the date the City approached the Developer, or the date the Developer 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.

3 The Developer 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.

4 The Developer agrees that the Identified Parties must not engage in any conduct whatsoever designed to intentionally violate this provision or Mayoral Executive

9

Order No. 2011-4 or to entice, direct or solicit others to intentionally violate this provision or Mayoral Executive Order No. 05-1.

5 Notwithstanding anything to the contrary contained herein, the Developer agrees that a violation of, non-compliance with, misrepresentation with respect to, or breach of any covenant or warranty under this Section 28 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, and under any Other Contract, at law and in equity. This provision amends any Other Contract and supersedes any inconsistent provision contained therein.

6 If the Developer intentionally violates this provision or Mayoral Executive Order No. 2011-4 prior to the Closing, the City may elect to decline to close the transaction contemplated by this Agreement.

7 For purposes of this provision:

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

b) "Other Contract" means any other agreement with the City to which the Developer is a party that is (i) formed under the authority of Chapter 2-92 of the Municipal Code; (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.

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

d) Individuals are "domestic partners" if they satisfy the following criteria:

i) they are each other's sole domestic partner, responsible for each other's common welfare; and

ii) neither party is married; and

iii) the partners are not related by blood closer than would bar marriage in the State of Illinois; and

iv) 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

v) two of the following four conditions exist for the partners:

(1) The partners have been residing together for at least 12 months.

10

The partners have common or joint ownership of a residence.

The partners have at least two of the following arrangements:

A) joint ownership of a motor vehicle;

- B) joint credit account;
- C) a joint checking account;
- D) a lease for a residence identifying both domestic partners as tenants.

Each partner identifies the other partner as a primary beneficiary in a will.

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

SECTION 20. SHAKMAN ACCORD.

1 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.

2 The Developer is aware that City policy prohibits City employees from directing any individual to apply for a position with the Developer, either as an employee or as a subcontractor, and from directing the Developer to hire an individual as an employee or as a subcontractor. Accordingly, the Developer must follow its own hiring and contracting procedures, without being influenced by City employees. Any and all personnel provided by the Developer under this Agreement are employees or subcontractors of the Developer, 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 the Developer.

3 The Developer will not condition, base, or knowingly prejudice or affect any term or aspect of 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.

11

20.4 In the event of any communication to the Developer by a City employee or City official in violation of Section 32.2 above, or advocating a violation of Section 32.3 above, the 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. The Developer will also cooperate with any inquiries by IGO Hiring Oversight or the Shakman Monitor's Office related to the contract.

SECTION 21. FAILURE TO MAINTAIN ELIGIBILITY TO DO BUSINESS WITH CITY.

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

the Municipal Code.

17. RATIFICATION. Except as provided in this First Amendment, the terms of the Original Agreement are hereby ratified and confirmed and the parties agree that the provisions contained therein are in full force and effect, as amended hereby, as of the date hereof. Any reference to the "Agreement" shall mean the Original Agreement, as modified by this First Amendment.

18. CONFLICT. In case of a conflict between the terms and conditions of the Original Agreement and this First Amendment, the terms and conditions of this First Amendment shall govern and control.

19. COUNTERPARTS. This First Amendment may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

12

IN WITNESS WHEREOF, the parties have executed this First Amendment effective as of the day and year first set forth above.

CITY OF CHICAGO, an Illinois municipal corporation

By:

David Reifman
Commissioner of Planning and Development

DEVON NJ, LLC, an Illinois limited liability company

By: Rosdev Capital Funding LP, its Sole Member

By:

Alex Hartstein, its Manager

THIS INSTRUMENT WAS PREPARED BY, AND AFTER
RECORDING, PLEASE RETURN TO:

Lisa Misher
City of Chicago Department of Law 121 North
LaSalle Street, Suite 600 Chicago, Illinois 60602
(312) 742-3932

13

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, do hereby certify that David Reifman, the Commissioner of the Department of Planning and Development of the City of Chicago, an Illinois municipal corporation ("City"), 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 said Commissioner, he signed and delivered the foregoing instrument pursuant to authority given by the City as his free and voluntary act and as the free and voluntary act and deed of the City, for the uses and purposes therein set forth.

GIVEN under my notarial seal this day of , 2016.

NOTARY PUBLIC

STATE OF NEW JERSEY)
) SS.
COUNTY OF)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Alex Hartstein, the Manager of Rosdev Capital Funding LP, the Sole Member of Devon NJ, LLC, an Illinois limited liability company (the "LLC"), 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 he signed and delivered the foregoing instrument pursuant to authority given by the LLC, as his free and voluntary act and as the free and voluntary act and deed of the LLC, for the uses and purposes therein set forth.

GIVEN under my notarial seal this day of , 2016.

NOTARY PUBLIC

14

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

DISPOSITION PARCELS:

LOTS 10 AND 11 IN BLOCK 5 IN WILLIAM L. WALLEN EDGEWATER'S GOLF CLUB ADDITION TO ROGER'S PARK, A SUBDIVISION IN THE SOUHEAST 1/4 OF SECTION 36, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

COMMONLY KNOWN AS: 6401 -15 NORTH ROCKWELL AVENUE
 CHICAGO, ILLINOIS 60645

PERMANENT INDEX NO. 10-36-428-033-8001
 10-36-428-033-8002

VACATED PROPERTY:

THAT PART OF THE EAST-WEST 16 FOOT PUBLIC ALLEY IN BLOCK 5 OF WILLIAM L. WALLEN'S

EDGEWATER GOLF CLUB ADDITION TO ROGERS PARK, BEING A SUBDIVISION OF PART OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 36, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING BETWEEN THE SOUTH LINE OF LOT 11 AND THE NORTH LINE OF LOTS 9 AND 10, ALL IN SAID BLOCK 5, AND BOUNDED TO THE EAST BY THE WEST LINE OF THE NORTH-SOUTH 16 FOOT ALLEY EXTENDED SOUTH IN SAID BLOCK 5 AND BOUNDED TO THE WEST BY THE EAST RIGHT OF WAY LINE OF N. ROCKWELL ST., ALL IN COOK COUNTY, ILLINOIS.

DEVELOPER OWNED PARCEL:

THE SOUTH 1/2 OF LOT 12 IN BLOCK 5 IN WILLIAM L. WALLENS EDGEWATER GOLF CLUB ADDITION TO ROGERS PARK, BEING A SUBDIVISION OF THE SOUTH EAST 1/4 OF THE SOUTH EAST 1/4 OF SECTION 36, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, (EXCEPT THEREFROM ANY PORTION OF SAID SOUTH 1/2 OF LOT 13 FALLING WITHIN THE NORTH 37 1/2 FEET OF SAID LOT 13) IN COOK COUNTY, ILLINOIS.

COMMONLY KNOWN AS: 6425 NORTH ROCKWELL AVENUE
CHICAGO, ILLINOIS 60645

PERMANENT INDEX NO. 10-36-428-009-000

15

EXHIBIT B CITY BUILDING CODE COMPLAINT

(ATTACHED)

16

IN THE CIRCUIT COURT OF COOK COUNTY
MUNICIPAL DEPARTMENT - FIRST DISTRICT

THE CITY OF CHICAGO, a municipal corporation,
Plaintiff,

ASAT, INC., MOHAMED SIDDIQUI, AWAJS MALIK,
MB FINANCIAL BANK, NA, AS SUCCESSOR IN INTEREST TO BROADWAY BANK,
HERMES CAPITAL, LLC,
FORMING AMERICA, LTD,
APPLIED GEOSCIENCE, INC.,
SAFWAY SERVICES, LLC,
FOCUS FIRE PROTECTION, INC.,
AMBASSADOR STEEL FABRICATION, LLC,
SCHMIDT STEEL, INC.,
D & M WELDING, INC.,

AMPERAGE ELECTRICAL SUPPLY, INC.,
BERNARD A BONO,
EZ PROPERTY MANAGEMENT, INC.,
2556 ROCKWELL LLC,
S&S PARKING MANAGEMENT INC.,
UNKNOWN OWNERS, and NONRECORD CLAIMANTS,

Defendants.

1 1 M 1 402585

Case Number:

Amount claimed per day (CountT): \$4,500.00 Amount claimed per day (Count V) \$1,000.00 Amount claimed per day (Count VI) \$1,000.00

Re: 6401-6425 N ROCKWELL ST / 2552 W DEVON AVE CHICAGO IL 60645

Courtroom 1103

**CITY OF CHICAGO'S COMPLAINT FOR EQUITABLE AND
OTHER RELIEF**

Plaintiff, THE CITY OF CHICAGO ("the City"), by and through its attorney, Stephen R. Patton, Coiporation Counsel, and the undersigned attorney, complains ofthe defendants as follows:

GENERAL ALLEGATIONS

Nature of the Case

1. The City brings this action pursuant to its police power as a home rule unit under Article VII of the Illinois Constitution, which includes "the power to regulate for the protection of the public health, safety, morals and welfare." 111. Const, art. VII, § 6(a). As a further grant of authority, the City brings this action pursuant to the Unsafe Property Statute, 65 ILCS 5/1 1-31-l(a) ct seq. (West 2010), and the Injunction Statute for Building and Zoning Violations, 65 ILCS 5/11-13-15 (West 2010). In addition, the City brings this action under its Improperly Maintained Buildings and Structures Subject to Nuisance Abatement Proceedings ("Building Nuisance Abatement") Ordinance, Municipal Code of Chicago § 13-12-145 (2011) and other provisions of the Municipal Code of Chicago. In bringing this action the City seeks equitable relief, civil penalties, attorney's fees, and costs.

The Parties and the Property at Issue

2. The City is a municipal corporation organized and existing under the laws ofthe State ofIllinois.
3. Within the corporate limits of Chicago, there is a parcel of real estate legally described as:

PARCEL 1: LOTS 10 AND 11 IN BLOCK 5 IN WILLAM L. WALLEN EDGEWATER'S GOLF CLUB ADDmON TO ROGERS PARK, A SUBDIVISION IN THE SOUTHEAST 1/4 OF

SECTION 36, TOWNSHIP 41 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2: THE SOUTH 1/2 OF LOT 12 IN BLOCK 5 IN WILLIAM L. WALLEN EDGEWATER'S GOLF CLUB ADDITION TO ROGERS PARK, A SUBDIVISION IN THE SOUTHEAST 1/4 OF SECTION 36, TOWNSHIP 41 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, (EXCEPT THEREFROM ANY PORTION OF SAID SOUTH 1/2 OF LOT 12 FALLING WITHIN THE NORTH 37.5 FEET OF SAID LOT 12) IN COOK COUNTY, ILLINOIS.

PARCEL 3: THE VACATED 16 FOOT EAST-WEST ALLEY LYING NORTH OF THE NORTHERLY LINE OF LOTS 9 AND 10 AND SOUTH OF THE SOUTHERLY LINE OF LOT 11, EAST OF THE WESTERLY LINE OF LOT 11 EXTENDED TO THE SOUTH, AND WEST OF THE SOUTHERLY EXTENSION OF THE EAST LINE OF LOT 11 IN BLOCK 5 IN WILLIAM L. WALLEN EDGEWATER'S GOLF CLUB ADDITION TO ROGERS PARK, A SUBDIVISION IN THE SOUTHEAST 1/4 OF SECTION 36, TOWNSHIP 41 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

This parcel is commonly known as 6401-6425 N ROCKWELL ST / 2552 W DEVON AVE, Chicago, Cook County, Illinois ("subject property"), and has a permanent index number of 10-36-428-009-0000 AND 10-36-428-035-0000 .

4. Located on the subject property is a INCOMPLETE 7-STORY building. The last known use of the building was MIXED-USE (INCLUDING PARKING GARAGE).

-2-

At all times relevant to this complaint, the defendants owned, managed, controlled, collected rents from, contributed to the ongoing violations of, or had a legal or equitable interest in the subject property. More specifically:

- a. Defendant ASAT, INC. has the following interest in the subject property: RECORD OWNER.
- b. Defendant MOHAMED SIDDIQUI has the following interest in the subject property: LAST KNOWN TAXPAYER (10-36-428-035-0000).
- c. Defendant AWA.1S MALIK has the following interest in the subject property: LAST KNOWN TAXPAYER (10-36-428-009-0000).
- d. Defendant MB FINANCIAL BANK, NA, AS SUCCESSOR IN INTEREST TO BROADWAY BANK has the following interest in the subject property: MORTGAGEE.
- e. Defendant HHRMF.S CAPI TAL, LLC has the following interest in the subject property: JUNIOR MORTGAGEE.
- f. Defendant FORMING AMERICA, LTD has the following interest in the subject property: LIEN CLAIMANT OF RECORD AND FORECLOSURE PLAINTIFF (10CH38853).
- g. Defendant APPLIED GEOSCIENCE, INC. has the following interest in the subject property: LIEN CLAIMANT OF RECORD.
- h. Defendant SAFWAY SERVICES, LLC has the following interest in the subject property: LIEN CLAIMANT OF RECORD.
- i. Defendant FOCUS FIRE PROTECTION, INC. has the following interest in the subject property:
LIEN CLAIMANT OF RECORD.
- j. Defendant AMBASSADOR STEEL FABRICATION, LLC has the following interest in the subject property: LIEN CLAIMANT

OF RECORD AND FORECLOSURE PLAINTIFF (10CH39256).

- k. Defendant SCHMIDT STEEL, INC. has the following interest in the subject property: LIEN CLAIMANT OF RECORD.
- l. Defendant D & M WELDING, INC. has the following interest in the subject property: LIEN CLAIMANT OF RECORD.
- m. Defendant AMPERAGE ELECTRICAL SUPPLY, INC. has the following interest in the subject property: LIEN CLAIMANT OF RECORD.
- n. Defendant BERNARD A BONO has the following interest in the subject property: LIEN CLAIMANT OF RECORD.
- o. Defendant EZ PROPERTY MANAGEMENT, INC. has the following interest in the subject property: LESSOR OF RECORD.
- p. Defendant 2556 ROCKWELL LLC has the following interest in the subject property: LESSEE OF RECORD.
- q. Defendant S&S PARKING MANAGEMENT INC. has the following interest in the subject property: PARKING GARAGE LESSEE OF RECORD (THROUGH APRIL 30, 2031).
- r. Defendants also include UNKNOWN OWNERS and NONRECORD CLAIMANTS.

Dangerous and Unsafe Conditions On August 9, 2011, and on each succeeding day thereafter, continuing to the present, defendants failed to comply with the Municipal Code of Chicago as follows:

- a. Departed from the drawings or plans approved by the building commissioner so as to violate provisions of the building code under which the permit issued. (13-32-120) FINISH ALL CONCRETE WORK IN BASEMENT AND AT LOADING DOCK.
- b. Failed to provide single electrical service to building or structure, or obtain special permission for more than one electrical service. (18-27-230.2) TIE IN ELECTRICAL SERVICE,
- c. Failed to effectively close all unused openings in boxes, raceways, auxiliary gutters, cabinets, equipment cases, or housings so as to afford protection substantially equivalent to the wall of the equipment. (18-27-110.12(a)) COMMUNICATION CABLE IN ELECTRICAL VAULT - SEAL ALL PENETRATIONS.
- d. Failed to avoid all unnecessary and complicated wiring. (18-27-110.12(b)) REMOVE COMMUNICATION CABLE FROM ELECTRICAL VAULT.
- e. Kept maintained or operated a building, structure, yard, lot or premises, or part thereof, so as to occasion a nuisance dangerous to life or detrimental to health. (7-28-060) REMOVE STANDING WATER AT ROOF AND INSTALL PROPER DRAINAGE AND PITCH.
- f. Failed to provide drainage or downspouts so that all roofs exceeding 750 square feet shall drain to a sewer. (18-29-1101.2.1) INSTALL PROPER DRAINAGE AND PITCH AT ROOF.
- g. Failed to maintain every exterior wall free of holes, breaks, loose or rotting board or timbers, and any other conditions which might admit rain or dampness to the interior portions of the walls. (13-196-530(b), 13-196-641) CAP AND/OR FILL AT CINDER BLOCK AT TOP LEVEL. ALLEVIATE WATER SOAKING. SEAL OR REMOVE ALL WATER SOAKED

DURAROCK AT UPPER LEVELS.

h. Failed to maintain basement in a safe and sanitary condition so that water does not accumulate or stand on the floor. (13-196-580) INSTALL PROPER DRAINAGE AT BASEMENT AND TIE IN STORM DRAIN SYSTEM.

i. Failed to install lighting outlets at required locations. (18-27-210.70) ILLUMINATE BASEMENT AND LOADING DOCK.

COUNTY

Code Violations - Civil Penalties

7. The City realleges and incorporates paragraphs 1 through 6 as paragraph 7 of Count 1.
8. The Municipal Code of Clucago provides that an owner or any person in management or control of any building or premises with violations oi" the "building provisions, electrical and lire regulations and minimum standards of living and working conditions" set forth in the Code "shall be punished by a fine of not less than \$200.00 and not more than \$500.00, and each day such violations shall continue shall constitute a separate and distinct offense for which a fine as herein provided shall be imposed." Municipal Code of Chicago §§ 13-12-010, 13-12-040 (2011).
9. The Municipal Code of Chicago further provides: "'Owner' means any person who alone, jointly or severally with others: [s]hall have legal title to any premises, or dwelling units, with or without accompanying actual possession thereof; or [s]hall have charge, care of, control, of any premises, dwelling or dwelling unit as owner or agent of the owner, or an executor, administrator, tmstee, or guardian of the estate of the owner. 'Owner' [also] includes the owner, his agent for the purpose of managing, controlling or collecting rents, any other person managing or controlling a building or premises or any part thereof and any person entitled to the control or direction of the management or disposition of a building or premises or of any part thereof." Municipal Code of Chicago § 13-4-010 (2011) (internal numbering omitted). The Code also provides that: "'Person' means any natural individual, firm, trust, partnership, association, joint venture, corporation or other legal entity, in his or its own capacity or as administrator, conservator, guardian, executor, trustee, receiver or other representative appointed by the court. Whenever the word 'person' is used in any section of this code prescribing a penalty, fine, or cost recovery action as applied to partnerships, associations or joint ventures, the word shall include the members thereof, and as applied to corporations shall include the officers, agents or employees thereof who intentionally, recklessly or negligently cause or allow any violation of the section." Municipal Code of Chicago § 1-4-090(e) (2011).
10. The City seeks the maximum fine of \$4,500.00 against each defendant who is an owner for each day said defendant(s) maintained the building on the subject property with such violations or allowed the subject property to remain with such violations.

WHEREFORE, the City requests that this Court enter an order:

- A. Assessing civil penalties against each defendant who is an owner for each day from the date such violation was initially found to the date such violation was brought into compliance, said penalty calculated in accordance with Section 13-12-040 of the Municipal Code of Chicago; and
- B. Granting any other relief that this Court deems appropriate.

COUNT II

Failure to Meet Minimum Code Requirements - Injunctive Relief

- 11. The City realleges and incorporates paragraphs 1 through 6 as paragraph 11 of Count II.
- 12. All buildings in the City of Chicago must meet the minimum requirements for electrical, plumbing, heating and ventilation, and general building systems. Municipal Code of Chicago § 13-196-010 (2011).
- 13. The subject property fails to meet the minimum requirements of the Municipal Code as described in the preceding paragraphs.
- 14. The Injunction Statute for Building and Zoning Violations provides, in pertinent part, that:

In case any building or structure, including fixtures, is constructed ... or maintained, or any building or structure, including fixtures," or land, is used in violation of an ordinance or ordinances . . . the proper local authorities of the municipality ... in addition to other remedies, may institute any appropriate action or proceeding ... (4) to restrain, correct or abate the violation.

65 ILCS 5/11-13-15 (West 2010); see also Municipal Code of Chicago § 13-12-070 (2011) (City may obtain an injunction requiring compliance with the provisions of the Building Code).
- 15. Preliminary and permanent injunctive relief is necessary to abate the conduct of those defendants who own, control, or otherwise manage the subject property in violation of the requirements of the Municipal Code of Chicago.
- 16. Moreover, the failure of the defendants who own, control, or otherwise manage the subject property to maintain the subject properly according to the minimum requirements of the Municipal Code of Chicago constitutes an ongoing injury to the public health, safety and welfare, for which there is no adequate remedy at law. See Municipal Code of Chicago § 13-12-010 (2011) ("in interpreting and applying said provisions of this code, such provisions shall in every instance be held to be the minimum requirements adopted for the protection and promotion of the public health, safety and welfare"). The entry of civil penalties alone against these defendants cannot adequately abate this public nuisance.
- 17. Where a statute or ordinance authorizes injunctive relief, a municipality need only show that the statute or ordinance was violated to obtain injunctive relief. See *Allied Waste Tramp.*, 334 Ill. App. 3d at 228-29; *Krisjon*, 246 Ill. App. 3d at 959; *Piotrowski*, 215 Ill. App. 3d at 834-35.

WHEREFORE, the City requests that this Court enter an order:

- A. Granting preliminary and permanent injunctive relief requiring the defendants who own, control, or otherwise manage the subject property to abate all violations of the Municipal Code of Chicago; and
- B. Granting any other relief that this Court deems appropriate.

COUNT III

Unsafe Property Provisions - Equitable Relief

18. The City realleges and incorporates paragraphs 1 through 6 as paragraph 18 of Count HI.

19. The Unsafe Property Statute provides, in pertinent part, that:

The corporate authorities of each municipality may demolish, repair, or enclose or cause the demolition, repair or enclosure of dangerous and unsafe buildings or uncompleted and abandoned buildings within the territory of the municipality.. ..

65 ILCS 5/11-31-1 (a) (West 2010).

- 20. The Unsafe Buildings Ordinance also authorizes the City of Chicago to seek a court order authorizing the demolition, repair or enclosure of "any building . . . found in a dangerous and unsafe condition or uncompleted and abandoned" within the city limits of Chicago. Municipal Code of Chicago.. . § 13-12-130(2011).
- 21. The defendants have violated, and continue to violate, the Unsafe Property Statute and Unsafe Buildings Ordinance by allowing the subject property to remain in a dangerous and unsafe condition posing a danger to the public health, safety, and welfare.
- 22. The levying of a fine is not an adequate remedy for the unsafe conditions at the subject property.
- 23. Where a statute or ordinance authorizes injunctive relief, a municipality need only show that the statute or ordinance was violated to obtain such relief. See *Village of Riverdale v. Allied Waste Transp., Inc.*, 334 Ill. App. 3d 224, 228-29 (1st Dist. 2002); *City of Chicago v. Krisjon Constr. Co.*, 246 Ill. App. 3d 950, 959 (1st Dist. 1993); *City of Chicago v. Piotrowski*, 215 Ill. App. 3d 829, 834-35 (1st Dist. 1991).

WHEREFORE, the City requests that this Court enter an order:

- A. Requiring the defendants to repair, enclose, clean-up, or demolish the building(s) on the subject property with proper permits issued by the City of Chicago;
- B. Alternatively, appointing a receiver to correct the conditions alleged in the Complaint with full powers of receivership, including the right to issue and sell receivers certificates in accordance with Section 5/11 -31 -2 of Chapter 65 of the Illinois Compiled Statutes, as amended;

C. Alternatively, authorizing the City of Chicago to repair, enclose, clean-up, or demolish the building(s) on the subject property

- pursuant to 65 ILCS 5/11-31 -1 (a) and Municipal Code of Chicago § 13-12-130, and assessing the costs of such activity as a judgment against the defendants, and as a lien against the subject property;
- D. Permitting foreclosure of any City of Chicago liens entered against the subject property in this proceeding, pursuant to Section 5/11-31-1 (c) of Chapter 65 of the Illinois Compiled Statutes, as amended;
- E. Awarding to the City court costs, attorney's fees, and other costs related to the enforcement of Section 5/11-31 -1(a) of Chapter 65 of the Illinois Compiled Statutes, as amended, against the defendants; and
- F. Granting any other relief that this Court deems appropriate.

COUNT IV

Improperly Maintained Building or Structure - Injunctive Relief

24. The City realleges and incorporates paragraphs 1 through 6 as paragraph 24 of Count IV.
25. *Section 13-12-145(a) of the Building Nuisance Abatement Ordinance declares a building a nuisance subject to abatement if it is:*

.....

a building or structure found to be vacant and open after the effective date of an order to secure and enclose issued by a court of competent jurisdiction or the department of administrative hearings within the previous 12 months, unless stayed by a court of competent jurisdiction; (2) a building or structure that contains any violation of a health, fire, electrical, plumbing, building or zoning provision of this code which is imminently dangerous and hazardous; (3) a building or structure for which the costs of the repairs necessary to bring the building or structure into compliance with applicable laws would exceed the market value of the building or structure after the repairs would have been made, or when the owner cannot show that it has readily available and sufficient assets to make such repairs or where such repairs otherwise are economically infeasible; or (4) a building or structure where an owner has failed to correct the code violation(s) that form the basis of an adverse order or judgment involving that building or structure, issued by a court of competent jurisdiction or a hearing officer of the department of administrative hearings, within 60 days of entry, unless such adverse order or judgment has been stayed by a court of competent jurisdiction.

See Municipal Code of Chicago § 13-12-145(a) (2011).

26. The building or structure on the subject property is a nuisance as defined by the Building Nuisance Abatement Ordinance in that the building or structure contains violations of health, fire, electrical, plumbing, building and/or zoning provisions of the Municipal Code which are imminently dangerous and hazardous, and, further, that the owner(s) cannot show that he/she/they/it has readily available and sufficient assets to make all necessary repairs.

-8-

27. Section 13-12-145(c) authorizes the Corporation Counsel to bring an action in a court of competent jurisdiction to abate a public nuisance as defined in that section. See Municipal Code of Chicago § 13-12-145(c) (2011).

28. Civil penalties alone are an inadequate remedy for the conditions that exist at the subject property. WHEREFORE, the City requests that this Court enter an order:

- A. Finding the building to be a nuisance under Sections 13-12-145(a) of the Municipal Code of Chicago;
- B. Assigning or forfeiting the defendants' rights, title and interest in the subject property to the City of Chicago or a third party designated by the City;
- C. Permitting the foreclosure in this proceeding of any liens of the City of Chicago levied against the subject property in this case;
- D. Awarding the City of Chicago the court costs, attorney's fees and other costs related to enforcement of Section 13-12-145 (c) against the Defendants; and
- E. Granting any other relief that this Court deems appropriate.

COUNT V

Improperly Maintained Building or Structure - Civil Penalties

- 29. The City realleges and incorporates paragraphs 24 through 28 as paragraph 29 of Count V.
- 30. Section 13-12-145(e) of the Municipal Code of Chicago provides that an owner; the owner's agent who manages, controls, or collects rents on the building or structure; the holder of a mortgage lien with a right to possession; or any person in management or control of any building or structure that is found to be a public nuisance violates that section and shall be fined not less than \$200.00 per day, nor more than \$1,000.00 per day for each day the nuisance has existed until the nuisance is abated. Municipal Code of Chicago §13-12-145(e) (2011).
- 31. The City seeks the maximum fine for each day the Defendants who own, manage, control, collect rent, or who hold a mortgage lien with right to possession on the subject property fail to abate the public nuisance at the property.

WHEREFORE, the City requests that this Court enter an order:

- A. Assessing civil penalties against any Defendant who owns, manages, controls, collects rents, or holds a mortgage lien with right to possession on the subject property in the maximum amount per day from the date that the nuisance existed until the date the public nuisance is abated; and
- B. Granting any other relief that this Court deems appropriate.

-9-

Respectfully Submitted,

STEPHEN R. PATTON,
CorporatipH-"Gs8unsel

GRANT ULLRICH Assistant Corporation Counsel
City of Chicago Department of Law #90909
Building and License Enforcement Division

30 N. LaSalle Street, Room 700
Chicago, Illinois 60602
phone: (312) 742-0336
fax: (312) 744-1054

- 10 -

SERVICE LIST

*City of Chicago v. ASAT, INC., et al. re: 6401-6425 N Rockwell St / 2552
WDevon Ave Chicago IL 60645*

ASAT, INC.
C/O CHARLES LEVY
1 N LASALLE ST SUITE 1525
CHICAGO IL 60602

MOHAMED SIDDIQUI 1516 WFARWELL AVE CHICAGO IL
60626

AWAIS MALIK

1009 GRACELAND AVE
DES PLAINES IL 60016

MB FINANCIAL BANK, NA, AS SUCCESSOR IN INTEREST TO BROADWAY BANK
800 W MADISON ST CHICAGO IL 60607

HERMES CAPITAL, LLC C/O DEMETRIS GIANNOULIAS 5960 N
BROADWAY CHICAGO IL 60660

FORMING AMERICA, LTD C/O ROGER C NELSON JR 129 W
WILLOW AVE WHEATON IL 60187

APPLIED GEOSC1ENCE, INC. C/O BURKELAW AGENT INC. 330 N
WABASH AVE 22ND FLR CHICAGO IL 60611

SAFWAY SERVICES, LLC
C/O ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DR SPRINGFIELD IL 62703

FOCUS FIRE PRO ! ECTION, INC. C/O JOHN PUITR1CII 2925 S
WABASH AVE CHICAGO IL 60616

AMBASSADOR STEEL FABRICATION, LLC C/O CT CORPORATION SYSTEM 208
S LASALLE ST STE 814 CHICAGO IL 60604
RECORD OWNER

LAST' KNOWN TAXPAYER (10-36-428-035-0000)

LAST KNOWN TAXPAYER (10-36-428-009-0000)

MORTGAGEE

JUNIOR MORTGAGEE

LIEN CLAIMANT OF RECORD AND FORECLOSURE PLAINTIFF (10CH38853)

LIEN CLAIMANT OF RECORD

LIEN CLAIMANT OF RECORD

LIEN CLAIMANT OF RECORD

LIEN CLAIMANT OF RECORD AND FORECLOSURE PLAINTIFF (10CH39256)

Chicago IL 60645

SCHMIDT STEEL, INC. C/O KAREN A BERRES 69 S BARRINGTON RD SOUTH BARRINGTON IL 60010

D & M WELDING, INC. C/O DAVID P BAKKER 8314 S77TH AVE BRIDGEVIEW IL 60455

AMPERAGE ELECTRICAL SUPPLY, INC. C/O SANTO TERENZIO 19 DON CARLOS AVE HANOVER PARK IL 60133

BERNARD A BONO 1018 BUSSEHWY PARK RIDGE IL 60068

EZ PROPERTY MANAGEMENT, INC. C/O CHARLES LEVY 1 N LASALLE ST SUITE 1525 CHICAGO IL 60602

2556 ROCKWELL LLC C/O TOM V MATHA1 4001 W DEVON AVE STE 208 CHICAGO IL 60646

S&S PARKING MANAGEMENT INC. C/O SHANUR KHAN 2150 W DEVON AVE APT 5E CHICAGO IL 60659

LIEN CLAIMANT OF RECORD

LIEN CLAIMANT OF RECORD

LIEN CLAIMANT OF RECORD

LIEN CLAIMANT OF RECORD

LESSOR OF RECORD

LESSEE OF RECORD

PARKING GARAGE LESSEE OF RECORD (THROUGH APRIL 30, 2031)

EXHIBIT C CDOT LETTER

(ATTACHED)

Thomas R. Raines
Attorney at Law, IjLjC

20 N, WVUKHR OKI VI-: • SuITi 550 CHICAGO, ILLINOIS GOGOO (.HI a) 750-
J10G • i-wx: (312) 750-1104

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December 21, 2015

VIA ELECTRONIC & US MAIL

Rcbckah Scheinfeld, Commissioner
City of Chicago Department of Transportation
30 N. LaSalle Street, Suite100
Chicago, IL 60602

RE: CDOT Streetscape - Project Taj Plaza - 6411 N. Rockwell Avenue, Chicago, Illinois - Accounts
S7345 - INVOICE #299577

Dear Commissioner Schcinfeld,

I represent Devon NJ, LLC on matters related to the redevelopment agreement by and between the City of Chicago and ASAT, Inc. as recorded June 5, 2007 (the "RDA") governing the development and use of the property now owned by my client located at 6411 R Rockwell Avenue in the City of Chicago (the "Property"), specifically, the amending of the RDA.

As part of the amendment of the RDA, the city of Chicago, specifically. Alderman Silverstien has asked that your department complete the streetscape services along Rockwell at my client's expense. While this arrangement is acceptable to my client, the estimated cost of the project is \$230,000.00 (See attached invoice) and is typically due in advance of any work beginning. I have been in contact with Greg Janes from the city's law department and Michael Volini from CDOT on this matter and my client would like to proceed with the project as follows: a \$100,000.00, non-refundable payment to be paid to the Department of Finance on behalf of the Chicago Department of Transportation within seven (7) days of your department's acceptance of this proposal and the remaining balance of \$130,000.00 to be paid to the Department of Finance on behalf of the Chicago Department of Transportation upon refinance or sale of the Property, provided however, in the event my client fails to refinance or sell the Property within three (3) months of this writing, payment of the remaining \$130,000.00 shall be due and payable immediately. In the event my client fails to pay the \$130,000.00 balance within three (3) months of this writing the initial \$100,000.00 payment shall be forfeited to CDOT,

Additionally, my client will fully cooperate with CDOT in securing lien rights against the Property to secure payment of the \$130,000.00 balance. My client hereby acknowledges that CDOT will not begin work on the streetscape project until the entire \$230,000.00 has been paid to CDOT.

It is also understood that the \$230,000.00 price for the project is only an estimate and that my client will be refunded the difference between the \$230,000.00 and the final actual cost of the project.

I hope this arrangement is acceptable to the Department of Transportation and look forward to your response. Thank you in advance for your consideration on this matter. Please contact me with any questions at 312-750-1166.

Attachment (CDOT Rockwell Invoice)

ACCEPTED AND ACKNOWLEDGED

City of Chicago Department of Transportation

- 1) **MAKE CHECK OR MONEY ORDER PAYABLE TO THE CITY OF CHICAGO**
- 2) **INCLUDE ACCOUNT NUMBER & INVOICE NUMBER ON YOUR PAYMENT DOCUMENT**
- 3) **RETURN THIS PORTION WITH YOUR PAYMENT CITY**

OF CHICAGO

ROSDEV CAPITAL FUNDING LP ATTN: ALEX HARSTEIN , VICE PRESIDENT 418 CLIFTON AVE SUITE 200 LAKEWOOD, NJ 08701

Please use the Billing Address above to correct name & address.

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KEEP THIS PORTION FOR YOUR RECORDS

ROSDEV CAPITAL FUNDIKG LP ATTN: ALEX HARSTEIN , VICE PRCS 11 416 CLIFTON AVE SUITE 200 LAKEWOOD, NJ 0870)

Please remit the amount due within 30 days to:

City of Chicago

Department of Finance

121 N. LaSalle Street, Room 700

Chicago, IL 60602

Please respond in a timely manner to avoid further collection efforts. If you have questions, please contact
3127445424

EXHIBIT D

PARTIAL CERTIFICATE OF OCCUPANCY

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(ATTACHED)

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EXHIBIT E

ARCHITECT'S COMPLETION CERTIFICATE

(ATTACHED)

Date:- J>W^B , 2016

ARCHITECT'S CERTIFICATE (FINAL!

Pursuant to Section 3.09(c) of that certain Redevelopment Agreement dated as of May 31, 2007, and recorded in the Office of the Recorder of Deeds of Cook County, Illinois, on June 5, 2007, as Document No. 0715641118 (the "Redevelopment Agreement"), the undersigned architect ("Architect") hereby certifies to the City of Chicago, Illinois ("City"), as follows:

- a) Architect is an architect licensed and in good standing in the State of Illinois.
- b) The Project was constructed in accordance with the plans and specifications
b) dated ^ ^° 20j[, last revised Jj^ ia 20^, as submitted to the City
b) as the basis for obtaining building permits for the Project.
- c) The Project is complete,, except for minor punch list items specifically described in Exhibit A attached to this Certificate, with estimated costs.
- d) All thirty (30) dwelling units in the development are in a rentable condition, and certificates of occupancy have been issued for all dwelling units.
- e) All six (6) commercial units in the development are in a rentable condition.
- f) The Project, as constructed, complies with all applicable zoning and building codes, ordinances, statutes, laws, and regulations.
- (d) All necessary permits and other governmental approvals necessary for the construction of the Project and the intended, occupancy, use and operation thereof have been obtained as of the date of this Certificate. Such permits and other necessary governmental approvals are described in Exhibit B attached to this Certificate.

[INSERT NAME OF ARCHITECT OR FIRM]:

By: JfiveMfA& c X^^^

Its:

EXHIBIT F BUDGET

(ATTACHED)

20

DETAILED CONSTRUCTION BUDGET

Project Name:

Developer:

Date:

Note: Enter data only in Column C. totals will be calculated automatically.

Land Acquisition

City Land
Other Property
Total Land Acquisition

Demolition

Site Preparation

Utilities
Environmental
Foundation Removal
Grading
Other

Total Site Preparation Landscaping & Paving

Hard Costs

Construction General Contractor Fee General Conditions Hard Cost Contingency Total Hard Costs

Equipment

Furniture and Fixtures

Soft Costs

Architect Fee Project Management Developer Fee Legal/Accounting Leasing Commissions Market Studies Financing
Fees Financing Interest Real Estate Taxes Insurance Appraisal Testing Permits

Other Soft Costs Soft Cost Contingency Total Soft Costs

Total Project Costs

* Building area =

\$ per SF of Building Area*

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\$5,235,916 #DIV/0!

0 square feet

% of Total Project Costs

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0.0% 0.0% 0.0% 0.0% 1.9% 1.9%

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82.3% 7.2% 0.0% 0.0% 89.5%

0.0%

0.0%

0.6% 0.0% 0.0% 2.5% 0.0% 0.0% 0.0% 0.0% 4.7% 0.8% 0.0% 0.0% 0.0% 0.0% 8.6%

100.0%

City of Chicago Department of Community Development 6/09

EXHIBIT G

PERMITTED LIENS

(TO BE ATTACHED)

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:

Devon NJ, 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:

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: 418 Clifton Avenue, Suite"200, Lakewood, NJ 08701

C. Telephone: 732-941-0303 Fax: Email:

D. Name of contact person: Alex Hartstein

/

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):

Amendment to RDA - Devon and Roctovell

G. Which City agency or department is requesting this EDS? Law Department, Department of Planning & Development and City Council

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

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

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

☐ Yes ☐ No ☐ N/A

E. 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

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

Alex Hartstein

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
Rosdev Capital Funding LP	418 Clifton Ave #200. Lakewood. NJ 08701	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):

N/A

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.
Katriina 3. McGuirer	Thompson Coburn. LP 55 E, Monroe St. 37th Fl, Chicago, IL 60603	Attorney	\$10,000 est
Thomas R Raines	Attorney at Law.. LLC. 20 N. Wacker Dr. Chicago, IL 60606	Attorney	\$25,000 paid

(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:

N/A

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").

N/A

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

1. ☐ is ☒ [X] 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

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.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
N/A		

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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:

m/a

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or

entity listed in Paragraph A. 1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

Page 9 of 13

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:

N/A

**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:

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 Lickets, 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.

uevon NJ, LLC

(Print or type name of Disclo.

(Sign here)

Alex Hartstein

(Print or type name of person signing)

Manager

(Print or type title of person signing)

Signed and sworn to before me on (date) 02,/ol flh\£>

at Q^A^ County, klt,^ S^,^z)j (state).

Notary Public.

Commission expires:

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 IT.B.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.

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

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

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

☐ Yes ☒ No

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

☐ Yes ☐ No ☒ Not Applicable

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

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

**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:

Rosdev Capital Funding LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR
2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Devon NJ. LLC
OR
3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 418 Clifton Avenue, Suite 200, Lakewood, NJ 06701

C. Telephone: 732-941-0303 Fax: Email:

D. Name of contact person: Alex Hartstein

E. Federal Employer Identification No. (if you have one):¹

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):

Amendment to RDA - Devon and Rockwell

G. Which City agency or department is requesting this EDS? Law Department, Department of Planning and 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"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

1. 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

Alex Hartstein	Manager
Rosdev Hospitality VS, LLC	General Partner
Rosdev South LP	Limited Partner
Thomas Rosenberg	Limited Partner

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
Rosdev South LP	418 Clifton Ave, #200, Lakewood, NJ 08701	69%
Thomas Rosenberg	418 Clifton Ave, #200, Lakewood, NJ 08701	30%

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):
N/A

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.
N/A			

(Add sheets if necessary)

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

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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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:

n/a

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").

jtJZA

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this

statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

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

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") or 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.L, provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
N/A		

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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:

N/A

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

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

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

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

Page 9 of 13

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

neontiaf inncc

-<_a

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: N/A

Page 10 of 13

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 II 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.F.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. i. 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)

Alex Hartstein (Print or type name of person signing)

Manager
(Print or type title of person signing)

Signed and sworn to before me on (date) Q2/of /Qj3l(?
at Qciars County, flAi/ L%,-/;<^ (stated

Notary Public.

DOVID LOKETCH
NOTARY PUBLIC State of New Jersey I U*jHfti/ Commission # 50030046 ,

Commission expires:

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

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 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.

Page 13 of 13

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

BUILDING CODE SCOFFLA W/PROBLEM LANDLORD CERTIFICATION

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

LUC-77011V-0111"

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

☐ Yes ☒ No

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

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

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

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: Rosdev South

LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity 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: Devon Nj. LLC

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: 418 Clifton Avenue. Suite 200, Lakewood, NJ 08701

C. Telephone: 732-941-0303

Fax:

Email:

D. Name of contact person: Alex Hartstein

"

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):

Amendment to RDA - Devon and Rockwell

•

G. Which City agency or department is requesting this EDS? Law Department, Department of Planning and 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 ☐ Limited liability company
☐ Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))?
☐ Publicly registered business corporation ☐ Limited liability partnership
☐ Privately held business corporation ☐ Joint venture
☐ Sole proprietorship
☐ Yes
☐ Other (please specify)

☒ Limited partnership ☐ Trust

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

Rnsrtev Hospitality US. LLC

Title

General Partner

Rosdev Hotel Management Services, INC

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
Rnsrfev Hotel Management Sfirvines INC(Canariian) 7077 Park Avenue, Suite RQ0, Montreal, Qtieher: H3N 1X7 Q9%		

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):
N/A

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.
--	------------------	--	---

J/A

[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 [x] 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 [x] 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 1 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:

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;

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;

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;

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

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.

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:

n/a

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").

_NZA ;

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

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

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.2., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

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

N/A

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

E. CERTIFICATION REGARDING SLAVERY ERA. BUSINESS

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

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.

_.v 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:

N/A

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A, CERTIFICATION REGARDING LOBBYING

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

N/A

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

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

renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

Page 9 of 13

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: N/A

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 eiiS-F^es licsiiss

r'.z ii txic j^isciosmg Parly is tue Applicant, Lae Disclosing Parly and its Affiliated Entities will uot 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. fonii and substance to those m F.I.

F.3 Ifthe 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
■ .2. above and will not. without the prior written consent of the
City, use any such contractor/subcontractor that does uot provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide tmthful certifications.

NOTE: Ifthe Disclosing Party cannot certify as to any of the iter 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 ofthe date furnished to the City.

(Print or type name of person signing)

(Print or type title of person signing)

Signed and swom to before me on (date) OT/Oi
at Qceciris ,,, County, f^eu Jt^-iy (state).

Notary Public.

Commission expires: _

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 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.

**AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

1. Pursuant to Municipal Code Section 2- i 54-010, is the Applicant or any Owner identified as a building code scofflaw or problem , landlord pursuant to Section 2-92-416 of the Municipal Code? ~

[] Yes [x] No

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

[] Yes

[] NO

jx j inui .rt.ppuca.Oie <<http://rt.ppuca.Oie>>

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

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

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:

Rosedev Hospitality US, 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: Devon NJ, LLC

OR

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

B. Business address of the Disclosing Party: 1345 Avenue of the Americas, 31st Floor
New York, NY 10105

C. Telephone: 732-941-0303

Fax:

Email:

D. Name of contact person: Alex Hartstein

■■ --

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):

Amendment to RDA for Devon and Rockwell Project

G. Which City agency or department is requesting this EDS? Law and Planning and Development

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

Specification #

and Contract #

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

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

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:

I. 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

LLJLJLW IVgUI IIIWJUIUUVVJ.

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

Name Title

Michael Rosenberg	President of sole member/Manager Rosedev Hotel
__	Management Services, Inc...(GanadiarL)

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
Rosedev Hotel Management Services, Inc. (Canadian)	7077 Park Avenue, Suite 600, Montreal, Quebec H3N 1X7	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.

Name (individual or business 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.

N/A

(Add sheets if necessary)

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

CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in

default?

☐ 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; of (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

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

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

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

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

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

__N/A

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

-N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

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

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 for the purpose of financing the City's debt (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.

Page 9 of 13

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:

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

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:

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.

Rosedev Hospitality US, LLC

(Name of Disclosing Party)

ZZ

Michael Rosenberg

(Print or type name of person signing)

Position of sole member/Manager (Print or type title of person signing)

Signed and sworn to before me on (date) 01/10/2016

at Qegci r\ County, f.jg.^ T&r^zy (state).

1' \ j

Commission expires. ■
Notary Public.

J
NOTARY PUBLIC
DOVID LOKETCH
State of New Jersey Commission # 50030046 LJSSESJ^EC^mT Expires Jan. 13, 2021

**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.

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

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☒ Not Applicable

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

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

**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:

Rosdev Hotel Management Services INC (Canadian^

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

B. Business address of the Disclosing Party: 7077 Park Avenue. Suite 600. Montreal. Quebec, H3N 1X7

C. Telephone: 514-270-7000 Fax: 514-270-6423 Email:

D. Name of contact person: Alex Hartstein

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

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):

Amendment to RDA - Devon and Rockwell

G. Which City agency or department is requesting this EDS? Law Department, Department of Planning and 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

I. 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 |

☐ Trust

☐ Other (please specify)

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

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

☐ Yes

☐ No

☒ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

* U L I V G G i i w C i o c i i L i c i i i l L C w L U i o v J i L L i U C i i L I L 7 .

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

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

Name Title

Michael Rosenberg

President

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
Michael Rosenberg	7077 Park Avenue, Suite 600, Montreal, Quebec H3N 1X7	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):

N/A

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 Business retained or anticipated Address to be retained)

N/A

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.

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:

n/a

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. N/A

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

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.L, provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

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

N/A

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

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:

N/A

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

N/A

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

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

Page 9 of 13

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: N/A

Page 10 of 13

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:

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.

(Print or type name of Disclosing Party)

A i7/Ucl Piw&isercj

(Print or type name of person signing)

fte\$ r/ Jr*

(Print or type title of person signing)

Signed and sworn to before me on (date)

at Qr/TA fx i County, /t \S Zfesl

01 jm /loiC

(state).

Notary Public.

Page 12 of 13

**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.

Page 13 of 13

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

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

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

☒ Yes

☒ No

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

☒ Yes

☐ No

☒ Not Applicable

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

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.