REAL ESTATE FUNEL, MANY

FOR CITY USE	
AFFIDAVIT NO	

# CITY OF CHICAGO \_\_ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

#### WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entities holding an interest in the Applicant:</u> Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

#### GENERAL INFORMATION Date this EDS completed: March 11, 2003 Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS. A. Check here if you are filing as "Applicant." Exact legal name: \_ [ ] [ X] Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Bridge Street Real Estate (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Fund 1998: L.P. Limited Partnership Business address: C/O Goldman Sachs. 85 Broad Street. New York, NY 10004. Business address: C/O Goldman Sachs. 85 Broad Street. New York, NY 10004. Email: \*\* roy.lapidus@qs.com B. C. D. Name of contact person: Roy Lapidus If a procurement, Specification # \_\_N\_A\_ E. \_\_\_\_ and Contract # \_\_\_\_N\_A F. If not a procurement: 1. City Agency requesting EDS Department of Planning and Development 2. City action requested (e.g. loan, grant, sale of property): TIF assistance 3. If property involved, list property location: 6465 W. Diversey G. Brief description of project, (include project number and location if applicable): Redevelopment of Brickward Mall

# SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY				
1.	Indicate whether the Undersigned is	an individual or	legal entity	:	•
	[ ] Individual	[	Limited L	iability Company	
	[ ] Business corporation	[	Joint ven	ture	
	[ ] Sole proprietorship	]		rofit corporation ot-for-profit corporation also	a 501(c)(3)? [ ] Yes [ ] No.
	[ ] General partnership	[	Other en	tity (please specify)	
	[KX] Limited partnership				<del>_</del>
2.	State of incorporation or organization	n, if applicable:	Dela	ware	
3.	For legal entities not organized in the foreign entity? [X] Ye	e State of Illinois s [ ] No [		anization authorized to do b	usiness in the State of Illinois as a
8.	ORGANIZATION INFORMATION				
1. a. below a membe	IF THE UNDERSIGNED IS A CORP List below the names and titles of all any executive director of the corporation ers."	executive office			
Name	N.A.			Title	
the cor	For corporations whose shares are provide the following information concerporation's outstanding shares. Note: tin the Applicant."	ming sharehold	ers who ow	m shares equal to or in exce	ess of 10 % (or 7.5 %, as applicable)
Name	N.A.	Business Addre	3.5		Percentage Interest
	For corporations that are not regist the name, business address and percolders to complete an EDS as an *Entity	centage of own	ership inter	rest of each shareholder.	Securities Exchange Act of 1934, Note: it may be necessary for sor
Name	N.A	Business Addre	15		Percentage Interest
					-
					·

ame	Business Address	Damestone to
tone Street 1998	c/o Goldman Sachs 85 Broad Street	Percentage Interest 0.02%
ealty, L.L.C.	85 Broad Street	U.02k
General Partner)	New York, NY 10004	
oldman Sachs Employees	c/o Goldman Sachs	
Limited Partners)	85 Broad Street	99.98%
	New York, NY 10004 IS A LIMITED LIABILITY COMPANY:	
List below the name, bus anagers, write "no managers," a Entity holding an interest in the Ap	iness address and percentage of ownership interes nd indicate how managed. Note: it may be nece plicant.*	t of each (i) member and (ii) manager. If there are ssary for some members to complete an EDS as
ame .A.	Business Address	Percentage interest
List below the names and	titles of all officers, if any. If there are no officers, w	vrite "no officers."
eme .A.	Tide	
••••		
	S A LAND TRUST, BUSINESS TRUST OR ESTAT	
List below the name of ea	ich individual or legal entity holding legal title to the p	property that is the subject of the trust.
ame	Business Address	
I.A	<u> </u>	
_		
<u> </u>	·	<del>_</del>
	siness address and percentage of beneficial intere beneficiaries to complete an EDS as an "Entity hole	
	Business Address	Percentage Interest
me		
.A.		

IF THE UNDERSIGNED IS A PARTNERSHIP:

# SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

#### DEFINITIONS AND DISCLOSURE REQUIREMENT A.

- Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City

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uic reigu	onship between the	at entity and the Oity.	
8.	CERTIFICATION		
1.	Has the Undersig	ned had a "business relationship" with any City elected officials in the 12 months before the date this E	DS is
signed?	[ ]Yes	kx1 No	<del>.</del>
	If yes, please iden	ntify below the name(s) of such City elected official(s) and describe such relationship(s):	
			_
			_
		<del></del>	_
		THE TIME OF MENT OF THE	
sto			
Ackno	wledgment Reg	thatf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice garding City Governmental Ethics and Campaign Finance Ordinances), page 12. Iree through Six are to be completed only by the Applicant in the Applicant's EDS:	

### SECTION THREE: DISCLOSURE OF RETAINED PARTIES

# A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

#### B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyrst, etc., retained or anticipated to be retained)	Fees (indicate whether paid or estimated)
	NO SUCH PERSONS H	AVE BEEN RETAINED DIRECTLY BY THE	APPLICANT OR ARE ANTICIPATED TO B

# I. CERTIFICATION OF COMPLIANCE

SECTION FOUR: CERTIFICATIONS BY APPLICANT

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A.		not delinquent in							
	affiliates delinquent							ges, sewe	r charges,
licens	e fees, parking ticke	ts, property taxes	or sales taxes.	If there are any	such delinquer	icies, note them	below:		

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

B. law or re	The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental gulation. If there have been any such violations, note them below:
_	
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
C. Facilities	The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating in connection with the project or transaction for the duration of time that such facility remains on the list.
will not,	The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work , or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applican on to believe has not provided or cannot provide truthful certifications.
If the App	plicant is unable to so certify, provide an explanation:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
<u>II.</u>	CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE
Applican	oses of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the t. Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS in "Entity holding an interest in the Applicant."
support of	plicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.
Check o	ne:
1.	No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners IR-arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
4.	There are no Substantial Owners.

#### III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

- 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 hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
- 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
- 5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affiliated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the
    direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 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;
- 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
- 3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct or
- violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant is barred from contracting with any unit of state of 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 is 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.
E.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
	tters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ve statements.
IV.	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
associa broker, underwinder the institution plans to	poses of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loar tion, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities a municipal securities dealer, a securities underwriter, a municipal securities of a municipal securities dealer, a securities underwriter, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, a municipal company, or any licensee the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial on" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in 2-32-455(b) of the Municipal Code.]
A. The App	CERTIFICATION  Discant certifies that the Applicant [check one]
	is is not
a "finan	cial institution" as defined in Section 2-32-455 (b) of the Municipal Code.
8.	If the Applicant IS a financial institution, then the Applicant pledges:
	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	oplicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
	ters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ve statements.
<u>V.</u>	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any wor	rds or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?  Yes.  No.

2.	Unless sold pursuant to a process of competitive bidding, 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 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 V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes No.
If you a	answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
3.	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>VI.</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
slaven provide 2-92-5	in 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that atty has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from y, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that ed coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, is requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to y with § 2-92-585 makes the contract voidable on behalf of the City.
	e check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS juisite information as set forth in that paragraph (2).
for record	. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities cords of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found not soft investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves of policies.
investr	The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to ments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders pplicant verifies that the following constitutes full disclosure of all such records:
SEC	TION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CHE	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE TRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED

IS NOT FEDERALLY FUNDED.

<del>"</del>	OLIVIN IGA II GA III GA II GA
A.	List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying
contacts	on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. (Begin
	, add sheets as 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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.
- C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <a href="http://www.whitehouse.gov/omb/grants/grants/sfillin.pdf">http://www.whitehouse.gov/omb/grants/sfillin.pdf</a>, linked on the page <a href="http://www.whitehouse.gov/omb/grants/grants/grants/sfillin.pdf">http://www.whitehouse.gov/omb/grants/grants/sfillin.pdf</a>, linked on the page

- D. The Applicant 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".
- E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

## II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

CERTIFICATION REGARDING LORRYING

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit-its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

# NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

#### III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

<b>A</b> .	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
3.	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?  [ ] Yes [ ] No
<b>C</b> .	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

### SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security quards, or any number of other full-time Covered Employees, then
  - The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

### **RESUME:**

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

# SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- [X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - a. cannot give them any cash gift or any anonymous gift; and
  - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

# SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

### The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Bridge Street Real Estate Fund 1998, L.P.	Date: March 11, 2003
(Print or type name of individual or legal entity submitting this EDS)  By:  (sign name)  Title of signatory:  (uthorized Signatory	
Print or type name of signatory:Roy_Lapidus	·
(If sugrang in a Representative capacity, e.g. as an officer or aspect of an Applicant or an entity hotding an intervest in the Applicant.)  County of	(If signing in an individual capacity.)  Coursy of

Notary Public, State of New York
No. 01HS6079009
Qualified In Queens County
Certificate Filed in New York County
Commission Expires August 12, 2006

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

#### RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

transaction]. The Undersigned warrants under penalty of perjury	[identify the contract, work, business of that all certifications and statements contained in this EDS are true nue to be true, accurate and complete as of the date of this recertification
	Date:
(Print or type name of individual or legal enety submitting this EDS)	
Ву:	
(sign here)	<del></del>
Print or type name of signatory:	
Title of signatory:	
Subscribed to before me on [date], at Cour	nty [state].
Notary Public. Commission expires:	

Stone Tree	
1078 PENT 6,2, C.	,

FOR CITY USE	
AFFIDAVIT NO	ļ

# CITY OF CHICAGO \_\_ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

#### WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entities holding an interest in the Applicant</u>. Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

**ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS:** By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

# **GENERAL INFORMATION**

Date th	is EDS completed: <u>March 11, 2003</u>
A.	Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS.
	Check here if you are filing as "Applicant." Exact legal name:
[X]	Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Stone Street 1998
	Realty, L.L.C (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real
	Estate Limited Partnership
8.	Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004
C.	Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@gs.com
D.	Name of contact person: Roy Lapidus
E.	If a procurement, Specification # N.A. and Contract # N.A. and Contract # N.A.
F.	If not a procurement
	City Agency requesting EDS Department of Planning and Development
	2. City action requested (e.g. loan, grant, sale of property): TIF assistance
	3. If property involved, list property location: 6465 W. Diversey
G.	Brief description of project, (include project number and location if applicable):
	Redevelopment of Brickward Mall

# SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY		
1.	Indicate whether the Undersigned is	an individual or le	legal entity:
	[ ] Individual	[X]	Limited Liability Company
	[ ] Business corporation	[ ]	] Joint venture
	[ ] Sole proprietorship	[ ]	Not-for-profit corporation [Is the not-for-profit corporation also a 501(c)(3)? [ ] Yes [ ] No.
	[ ] General partnership	[ ]	Other entity (please specify)
	[ ] Limited partnership		
2.	State of incorporation or organization	n, if applicable: _	Delaware .
3.		e State of Illinois: s [ ] No [ ]	Is the organization authorized to do business in the State of Illinois as a N/A
В.	ORGANIZATION INFORMATION		
1. a. below a membe	any executive director of the corporation	executive officer	ers and all directors of the corporation. For not-for-profit corporations, also list all members, if any, who are legal entities. If there are no members, write "no
Name			Title
the cor	provide the following information conce	rming shareholde	national securities exchange pursuant to the Securities Exchange Act of 1934, ers who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of essary for some shareholders to complete an EDS as an "Entity holding an
Name N	I.A.	Business Address	SS Percentage Interest
		N	
			<u> </u>
		centage of owner	nal securities exchange pursuant to the Securities Exchange Act of 1934, list ership interest of each shareholder. Note: it may be necessary for some rest in the Applicant."
Name N_A	١.	Business Address	•
_	-		

ame		Business Address	Percentage Interest
Ŋ.	.A		
_			
	IE THE HINDERSIGNED IS A	LIMITED LIABILITY COMPANY:	
			of each (i) member and (ii) manager. If there are
	pers, write "no managers," and in holding an interest in the Applica	idicate how managed. Note: it may be neces	ssary for some members to complete an EDS as
me	75.0.110.1	Business Address	Percentage Interest
	The Goldman Sachs		100%
_	Group, Inc.	New York, NY 10004	
			<u> </u>
	*		
	List below the names and title	s of all officers, if any. If there are no officers, w	rite "no officers."
ame		s of all officers, if any. If there are no officers, w Title	rite "no officers."
	NΔ	·	
	NΔ	Title	
	NΔ	Title	
	NΔ	Title	
sme	N.A.	Title	
ime	N.A.  IF THE UNDERSIGNED IS A	LAND TRUST, BUSINESS TRUST OR ESTATE	:
ime	N.A.  IF THE UNDERSIGNED IS A	LAND TRUST, BUSINESS TRUST OR ESTATE adividual or legal entity holding legal title to the p	:
me	N.A.  IF THE UNDERSIGNED IS A	LAND TRUST, BUSINESS TRUST OR ESTATE	:
me	IF THE UNDERSIGNED IS A List below the name of each in	LAND TRUST, BUSINESS TRUST OR ESTATE adividual or legal entity holding legal title to the p	:
me	IF THE UNDERSIGNED IS A List below the name of each in N.A.	LAND TRUST, BUSINESS TRUST OR ESTATE adividual or legal entity holding legal title to the p	:
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me	IF THE UNDERSIGNED IS A List below the name of each in N.A.	LAND TRUST, BUSINESS TRUST OR ESTATE adividual or legal entity holding legal title to the p	:
ime	IF THE UNDERSIGNED IS A List below the name of each in N.A.	LAND TRUST, BUSINESS TRUST OR ESTATE adividual or legal entity holding legal title to the publicass Address	E: property that is the subject of the trust.
ame	IF THE UNDERSIGNED IS A List below the name of each in N.A.	LAND TRUST, BUSINESS TRUST OR ESTATE adividual or legal entity holding legal title to the publication between the publication of the publication o	E: property that is the subject of the trust.  st of each beneficiary on whose behalf title is he
ame	IF THE UNDERSIGNED IS A List below the name of each in N.A.	LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the parameters.  Business Address  as address and percentage of beneficial interest ineficiaries to complete an EDS as an "Entity hold	E: property that is the subject of the trust.  st of each beneficiary on whose behalf title is he ding an interest in the Applicant."
ine	IF THE UNDERSIGNED IS A List below the name of each in N.A.	LAND TRUST, BUSINESS TRUST OR ESTATE adividual or legal entity holding legal title to the publication between the publication of the publication o	E: property that is the subject of the trust.  st of each beneficiary on whose behalf title is he

# SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A.	DEFINITIONS AND DISCLOSURE REQUIREMENT
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- Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof. regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

В.	CERTIFICATION	4						
1. signed?	Has the Undersigned had a "business relationship" with any City elected officials in the 12 months before the date this EDS is							
	[ ]Yes	[ x] No						
	If yes, please ide	entify below the name(s) of such City elected official(s) and describe such relationship(s):						
Acknov	re filing on bo vledgment Re	ehalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and egarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The hree through Six are to be completed only by the Applicant in the Applicant's EDS:						

### SECTION THREE: DISCLOSURE OF RETAINED PARTIES

# A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

#### B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyst, etc.; retained or anticipated to be retained)	Fees . (indicate whether paid or estimated)	-
				<u>_</u>
	NO SUCH PERSONS H Y BY THE APPLICANT.	AVE BEEN RETAINED DIRECTLY BY THE	APPLICANT OR ARE ANTICIPATED T	— О ВЕ

# SECTION FOUR: CERTIFICATIONS BY APPLICANT

#### . CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A.	ine	Applicant is	s not cellingt	Jentin Une j	payment o	r any tax	administe	red by the III	ilnois De	pariment c	N Kevel	nue, nor a	ire ine i	4ppiicani
or its	affiliates	delinquent	in paying	any fine, fe	e, tax or	other ch	arge owed	to the City	. This i	ncludes al	water	charges,	sewer	charges,
licen	se fees, p	arking ticke	ts, property	taxes or sa	ales taxes.	. If there	are any su	ich delinque	encies, n	ote them b	elow:			-
		-					-							

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

B. law or re	The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental gulation. If there have been any such violations, note them below:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
C. Facilities	The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating in connection with the project or transaction for the duration of time that such facility remains on the list.
will not, v	The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant on to believe has not provided or cannot provide truthful certifications.
If the App	plicant is unable to so certify, provide an explanation:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
<u>II.</u>	CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE
Applicant	oses of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the L. Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS in "Entity holding an interest in the Applicant."
support of	olicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.
Check o	ne:
1.	No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners. In arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
4.	There are no Substantial Owners.

#### III. FURTHER CERTIFICATIONS

- A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):
  - 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;
  - 2. have not within a five-year period preceding the date hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
  - 4. 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
  - 5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affiliated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 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;
- 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
- 3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
- violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-ngging 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.
Ε.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
	etters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ove statements.
IV.	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
associa broker, underw under t instituti plans to	rposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan ation, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities a municipal securities broker, a securities dealer, a municipal securities underwriter, a municipal securities viter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial on" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension o public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in a 2-32-455(b) of the Municipal Code.]
A. The Ap	CERTIFICATION  plicant certifies that the Applicant [check one]
	is is not
a "finar	ncial institution" as defined in Section 2-32-455 (b) of the Municipal Code.
В.	If the Applicant IS a financial institution, then the Applicant pledges:
	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory swithin the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
	etters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ove statements.
<u>V.</u>	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any wo	ords or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS? YesNo.

2.	Unless sold pursuant to a process of competitive bidding, 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 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 V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes No.
If you a	answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
3.	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>V1.</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
slavery provide 2-92-56	n 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that tity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that ed coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 85 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to with § 2-92-585 makes the contract voidable on behalf of the City.
	check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS uisite information as set forth in that paragraph (2).
for rec	The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities ords of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no sof investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or olders.
investr	The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to ments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders opticant verifies that the following constitutes full disclosure of all such records:
SEC1	TION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CON	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE TRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED OF FEDERALLY FUNDED.

#### 1. CERTIFICATION REGARDING LOBBYING

A.	List below the	names of all pe	ersons registere	d under the fe	ederal Lobbying	Disclosure Act	of 1995 who have	made lobbying
	add sheets as n		espect to the co	mulaci, work, pr	usiness, or train	saction that is or	are the subject of t	his EDS (Begin
		CCC33 <b>G</b> 17].						

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.
- C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <a href="http://www.whitehouse.gov/omb/grants/grants/fillin.pdf">http://www.whitehouse.gov/omb/grants/grants/fillin.pdf</a>, linked on the page <a href="http://www.whitehouse.gov/omb/grants/grants">http://www.whitehouse.gov/omb/grants/grants</a> forms.html.

- D. The Applicant 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".
- E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promotly available to the City upon request.

#### II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permittits employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

# NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

#### III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Α.	Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See Part 60-2.)  [ ] Yes [ ] No	41 CF	F
В.	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?  [ ] Yes [ ] No		
C.	Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs Equal Employment Opportunity Commission all reports due under the applicable filing requirements? [ ] Yes [ ] No	, or t	he

# SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92/610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
  - The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

#### RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

# SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- [X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES. AMONG OTHER THINGS:
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - a. cannot give them any cash gift or any anonymous gift; and
  - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

# SECTION EIGHT: CONTRACT\_INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

#### The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Stone Street 1998 Realty, LiL.C.	Date: March 11, 2003
(Print or type name of individual or legal entity submitting this EDS)	
By: (sign here)	<u>·</u>
Title of signatory: Authorized Signatory	
Print or type name of signatory:Roy Lapidus	·
(if signing in a Representative capacity, e.g. as an difficer or agent of an Applicant or an entity holding an interest in the Applicant.)	Course of NCW YOLK
County of	some Men York
State of	Actinomizações unasy pain on lasel _ May de 11 2003
Actinoviradged under cists on (date)	DOSTUPE THE BY LAPINUS
before me by	(
as (viet)	
	Noticity Public Confirmation expires

JENNIFER HSU
Notary Public, State of New York
No. 01HS6079009
Qualified in Oueens County
Certificate Filed in New York County
Commission Expires August 12, 2006

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

# RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with transaction]. The Undersigned warrants under penalty of perjury that all certifica accurate and complete as of the date furnished to the City and continue to be true, as and reaffirms its acknowledgments.	ations and statements contained in this EDS are true.
Date:	
(Print or type name of individual or legal entity submitting this EDS)	<del></del>
By:	
Print or type name of signatory:	
Title of signatory:	
Subscribed to before me on (date), atCounty,	(s <del>am</del> ).
Notary Public. Commission expires:	<u>_</u>

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		of Calebrate and also a se	* · · · · · ·

FOR CITY USE
AFFIDAVIT NO

# CITY OF CHICAGO -- ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

#### WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entities holding an interest in the Applicant</u>: Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

#### GENERAL INFORMATION Date this EDS completed: March 11, 2003 Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS. A. [ ] Check here if you are filing as "Applicant." Exact legal name: [ X] Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Stone Street Real Estate Fund 1998 - L.P. -\_ (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Limited Partnership В. Business address: c/o Goldman Sachs. 85 Broad Street. New York, NY 10004 Telephone: (212) 902-5603 C. Fax: (212) 357-5505 Email: roy.lapidus@gs.com Roy Lapidus D. Name of contact person: E. If a procurement, Specification # N.A. and Contract # \_\_\_ N. A F. If not a procurement: 1. City Agency requesting EDS Department of Planning and Development 2. City action requested (e.g. loan, grant, sale of property): TIF assistance If property involved, list property location: 6465 W. Diversey G. Brief description of project, (include project number and location if applicable):\_ Redevelopment of Rrickward Mall

# SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY_		
1.	Indicate whether the Undersigned is	s an individual or lega	l entity:
	[ ] Individual	[ ] Lii	mited Liability Company
	[ ] Business corporation	[ ] Jo	int venture
	[ ] Sole proprietorship		ot-for-profit corporation street is the not-for-profit corporation also a 501(c)(3)? [ ] Yes [ ] No.
	[ ] General partnership	[ ] Ot	ther entity (please specify)
	[X] Limited partnership		
2.	State of incorporation or organization	on, if applicable:n	elaware
3.		ne State of Illinois: Is les [ ] No [ ] N/A	the organization authorized to do business in the State of Illinois as a
В.	ORGANIZATION INFORMATION		
1. a. below a membe	any executive director of the corporation	all executive officers a	and all directors of the corporation. For not-for-profit corporations, also in embers, if any, who are legal entities. If there are no members, write "in the corporation in the corpora
Name N.	.A.		Title
the con	provide the following information cond	eming shareholders v	nal securities exchange pursuant to the Securities Exchange Act of 193 who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) ry for some shareholders to complete an EDS as an "Entity holding a
Name I	N.A.	Business Address	Percentage Interest
		rcentage of ownershi	ecurities exchange pursuant to the Securities Exchange Act of 1934, lip interest of each shareholder. Note: it may be necessary for some in the Applicant.*
Name	N.A.	Business Address	Percentage Interest
_			

	partner is a general partner or a limited partner.  g an interest in the Applicant.*	e of ownership interest of each partner. For limited Note: it may be necessary for some partners to
Name	Business Address	Percentage Interest
Stone Street 1998	c/o Goldman Sachs	.9%
Realty, L.L.C.	85 Rimad Street	
(General Partner)	New York, NY 10004	
Goldman Sachs Employees	c/o Goldman Sachs	99.1%
(LImited Partner)	85 Broad Street	
3. IF THE UNDERSIGNED IS a. List below the name, busine	New York, NY 10004 A LIMITED LIABILITY COMPANY: ess address and percentage of ownership interest of indicate how managed. Note: it may be necessa cant.*	each (i) member and (ii) manager. If there are no ry for some members to complete an EDS as a
Name N.A.	Business Address	Percentage interest
D. List below the names and till Name N.A.	des of all officers, if any. If there are no officers, write	e "no officers."
	A LAND TRUST, BUSINESS TRUST OR ESTATE: individual or legal entity holding legal title to the prop	perty that is the subject of the trust.
Name N.A.	Business Address	
b. List below the name, busin	less address and percentage of beneficial interest neneficiaries to complete an EDS as an "Entity holding	

# SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

# A. DEFINITIONS AND DISCLOSURE REQUIREMENT

- 1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- 2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

_			
8	CERT	IFICA	ATION

J.	CERTIFICATION					
1. signed?	Has the Undersigned had a "business relationship" with any City elected officials in the 12 months before the date this EDS is					
	[ ] Yes	[ <sup>X</sup> ] No				
	If yes, please identify	y below the name(s) of such City elected official(s) and describe such relationship(s):				
		<del></del>				
Acknow	re filing on beha vledgment Rega	olf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and rding City Governmental Ethics and Campaign Finance Ordinances), page 12. The ethrough Six are to be completed only by the Applicant in the Applicant's EDS:				

### SECTION THREE: DISCLOSURE OF RETAINED PARTIES

### A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

#### B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbysst, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)	
			<u>.</u>	<u> </u>
	RE IF NO SUCH PERSONS HA	AVE BEEN RETAINED DIRECTLY BY THE	APPLICANT OR ARE ANTICIPATED 1	 IO BE
SECTION FO	UR: CERTIFICATIONS BY	APPLICANT		

#### I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A.	The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applican			
or its	s affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges			
license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:				

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:		
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.	
C. Facilities	The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating in connection with the project or transaction for the duration of time that such facility remains on the list.	
will not,	The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I,A-C above and without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant on to believe has not provided or cannot provide truthful certifications.	
If the App	olicant is unable to so certify, provide an explanation:	
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.	
<u>II.</u>	CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE	
Applicant	oses of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the t. Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS in "Entity holding an interest in the Applicant."	
support of	plicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.	
Check o	ne:	
1.	No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.	
2.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners. In arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.	
3.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).	
4.	There are no Substantial Owners.	

### III. FURTHER CERTIFICATIONS

- A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):
  - 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 hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
  - 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 hereof, been convicted, adjudged guilty, or found liable in a civil
    proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit
    of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affillated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 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;
- 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
- made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
- violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant is barred from contracting with any unit of state of 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 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.
€.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
If the lett the abov	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
IV.	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
associati broker, a underwri under the institution plans to	oses of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loar on, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities a municipal securities dealer, a securities underwriter, a municipal securities ter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licenser of consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial services holding company, or any licenser of consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial services holding company, a financial services holding company, or any licenser of consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial services holding company, a financial services holding company, or any licenser of consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial services holding company, a financial services holding company, or any licenser of consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial services holding company, a financial services holding
A. The Appl	CERTIFICATION icant certifies that the Applicant [check one]
	is is not
a financ	ial institution* as defined in Section 2-32-455 (b) of the Municipal Code.
8.	If the Applicant IS a financial institution, then the Applicant piedges:
	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	plicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
If the lett	
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
<u>V.</u>	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any word	is or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS? YesNo.

2.	Unless sold pursuant to a process of competitive bidding, 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 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 V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes.  No.
If you a	answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
3.	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>VI.</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
the ent slavery provide 2-92-58	2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that tity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that ed coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 85 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to with § 2-92-585 makes the contract voidable on behalf of the City.
	e check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS uisite information as set forth in that paragraph (2).
for rec	The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities ords of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no sof investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or olders.
investr	The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to nents or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders, oplicant verifies that the following constitutes full disclosure of all such records:
SEC1	TION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CON	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE TRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED OF FEDERALLY FUNDED.

<u>!</u> _	CERTIFICATION REGARDING LOBBYING	• •	
	List below the names of all persons registered under the on behalf of the Applicant with respect to the contract, wor add sheets as necessary]:	the federal Lobbying Disclosure Act of 1995 who have made ork, business, or transaction that is or are the subject of this EDS	lobbyir S. (Beg

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.
- C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <a href="http://www.whitehouse.gov/omb/grants/grants/sfillin.pdf">http://www.whitehouse.gov/omb/grants/grants/forms.html</a>.

- D. The Applicant 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".
- E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

#### 11. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permittite employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

# NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

#### III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

<b>A</b> .	Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See Part 60-2.)  [ ] Yes [ ] No	1 CF	FR
3.	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [ ] Yes [ ] No		
<b>C</b> .	Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs Equal Employment Opportunity Commission all reports due under the applicable filing requirements? [ ] Yes [ ] No	or t	he

# SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- [ ] BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
  - The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

#### RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

# SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - a. cannot give them any cash gift or any anonymous gift; and
  - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

# SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

#### The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Stone Street Real Estate Fund 1998, L.P.	Date: March 11, 2003
(Print or type name of individual or legal entity sybmitting this EDS)	
Ву:	
(sugn here)	<del></del>
Title of signatory. Authorized Signatory	
Print or type name of signatory:Roy Lapidus	
Trait of type hance of signatury.	
(If signing in a Representative capacity, e.g. as an efficier or agent of an Applicant or an entity	(If signing in an individual capacity.)
holding an interest in the Applicant.)	canno New York
County of	seed New York
State of	Actinomissopis under cash on leasel MAYLA 11, 2003
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	Notice of the Control
	Commission stories:
	IENNIEER HSII

Notary Public, State of New York
No. 01HS6079009
Qualified in Queens County
Certificate Filed in New York County
Commission Expires August 12, 2006

(Do not write below this line except to excertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

### RECERTIFICATION

Generally, for use with City Council matters, not for	or City procurements unless requested.
This Recertification is being submitted in connection with transaction]. The Undersigned warrants under penalty of perjury that all accurate and complete as of the date furnished to the City and continue to be and reaffirms its acknowledgments.	I certifications and statements contained in this EDS are true,
D.	ate:
(Print or type name of individual or legal entity submitting this EDS)	
By: (sign nere)	
Print or type name of signatory:	
Title of signatory:	<del></del>
Subscribed to before me on [date], at County,	(state).
Notary Public. Commission expires:	

WH SILVERN	L,L,C,
WH distributed	,

CITY OF CHICAGO	
_ECONOMIC DISCLOSURE STATEMENT AND AFF	FIDAVIT

FOR CITY USE	_
AFFIDAVIT NO	!

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 iLCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

#### WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requining City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entitles holding an interest in the Applicant</u>: Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENER	RAL INFORMATION
Date this	EDS completed: March 11, 2003
A.	Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS.
[]	Check here if you are filing as "Applicant." Exact legal name:
įχj	Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: WH. Advisors. L.L.C.
• •	IX/X . (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate
	Limited Partnership )
В.	Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004
C.	Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@gs.com
D.	Name of contact person: Roy Lapidus
E.	If a procurement, Specification # N.A. and Contract # N.A.
F.	If not a procurement:
	City Agency requesting EDS Department of Planning and Development
	City action requested (e.g. loan, grant, sale of property): TIF assistance
	3. If property involved, list property location: 6465 W. Diversey
G.	Brief description of project, (include project number and location if applicable):
	Redevelopment of Brickward Mall

# SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY			
1.	Indicate whether the Undersigned	is an individual or le	egal entity:	
	[ ] Individual	[x]	Limited Liability Company	
	[ ] Business corporation	[ ]	Joint venture	
	[ ] Sole proprietorship	[ ]	Not-for-profit corporation (is the not-for-profit corpor	ation also a 501(c)(3)? [ ] Yes [ ] No.
	[ ] General partnership	[ ]	Other entity (please specif	y)
	[ ] Limited partnership			<del></del>
2.	State of incorporation or organization	on, if applicable: _	<u>Delaware</u>	
3.	For legal entities not organized in to foreign entity?	he State of Illinois: (es [] No []	Is the organization authoriz N/A	red to do business in the State of Illinois as a
8.	ORGANIZATION INFORMATION			
1.	IF THE UNDERSIGNED IS A COR	RPORATION:		
a. below a member	ny executive director of the corporati	all executive officer ion, and indicate all	s and all directors of the co members, if any, who are	rporation. For not-for-profit corporations, also legal entities. If there are no members, write
Name N.A.	<u>.                                    </u>		Title	
the corp	provide the following information con-	cerning shareholder	rs who own shares equal to	pursuant to the Securities Exchange Act of 19 or in excess of 10 % (or 7.5 %, as applicable) to complete an EDS as an *Entity holding
Name N_A		Business Address		Percantaga Interest
		rcentage of owner	ship interest of each share	uant to the Securities Exchange Act of 1934, eholder. Note: it may be necessary for son
Name N.A.		Business Address		Percentage Interest

lame	Business Address	Deresette as la la const
N.A		Percentage Interest
<del>_</del>		
. IF THE UNDERSIGNED IS	A LIMITED LIABILITY COMPANY:	
. List below the name, busin	ess address and percentage of ownership interest	of each (i) member and (ii) manager. If there are
anagers, write "no managers," and Entity holding an interest in the Appli	I indicate how managed. Note: it may be necessicant.*	sary for some members to complete an EDS as
ата	Business Address	Percentage Interest
The Goldman Sachs	85 Broad Street New York NY 10004	100%
Group, trc,	New York, NY 10004	
	<del></del>	
		<del></del>
. List below the names and ti	tles of all officers, if any. If there are no officers, wr	ite "no officers."
. List below the names and ti	tles of all officers, if any. If there are no officers, wr	ite "no officers."
	•	ite "no officers."
атте	•	ite "no officers."
атте	•	ite "no officers."
ame	•	ite "no officers."
атте	•	ite "no officers."
N.A.	Title	
N.A.  IF THE UNDERSIGNED IS	•	:
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the pr	:
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE	:
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the pr	:
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the pr	:
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the pr	:
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the pr	:
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the pr	coperty that is the subject of the trust.
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the programmer of beneficial interests.	coperty that is the subject of the trust.
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the pr	coperty that is the subject of the trust.
IF THE UNDERSIGNED IS List below the name of each	A LAND TRUST, BUSINESS TRUST OR ESTATE individual or legal entity holding legal title to the programmer of beneficial interests.	coperty that is the subject of the trust.

# SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

## A. DEFINITIONS AND DISCLOSURE REQUIREMENT

- 1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- 2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

	iny employment relati onship between that (	inship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to ntity and the City.
В.	CERTIFICATION	
1.	Has the Undersigne	thad a "business relationship" with any City elected officials in the 12 months before the date this EDS is
signed?	[ ]Yes	[ X] No
	If yes, please identif	below the name(s) of such City elected official(s) and describe such relationship(s):
ers - Se	<del> </del>	
	are filing on beha	If of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and
	•	ding City Governmental Ethics and Campaign Finance Ordinances), page 12. The athrough Six are to be completed only by the Applicant in the Applicant's EDS:

## SECTION THREE: DISCLOSURE OF RETAINED PARTIES

#### A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

#### B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

mated)

### SECTION FOUR: CERTIFICATIONS BY APPLICANT

#### I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

	tes deli	nquent	in pay	ring any	fine, fo	ée, ta	x or	othér	charge	e owed	to the	City.	This i	ndude	s all v	water	charges	, ,	
								_				_			_				

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

B. law or rec	The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental gulation. If there have been any such violations, note them below:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
C. Facilities	The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating in connection with the project or transaction for the duration of time that such facility remains on the list.
will not, v	The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant on to believe has not provided or cannot provide truthful certifications.
If the App	plicant is unable to so certify, provide an explanation:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
<u>II</u>	CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE
Applicant	oses of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the L. Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS in "Entity holding an interest in the Applicant."
support of	plicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.
Check o	ne:
1.	No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
4.	There are no Substantial Owners.

#### III. FURTHER CERTIFICATIONS

- A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):
  - 1. 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 hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
  - 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 hereof, been convicted, adjudged guilty, or found liable in a civil
    proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit
    of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affiliated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 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;
- 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
- made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
- violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.
E.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
	ters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ve statements.
<u>IV</u>	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
associal broker, underwinder the institution plans to	poses of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan tion, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities a municipal securities dealer, a securities underwriter, a municipal securities dealer, a securities underwriter, a municipal securities iter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial in" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in 2-32-455(b) of the Municipal Code.]
A. The App	CERTIFICATION  Vicant certifies that the Applicant [check one]
	is is not
a "financ	cial institution" as defined in Section 2-32-455 (b) of the Municipal Code.
В.	If the Applicant IS a financial institution, then the Applicant pledges:
	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	oplicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
	<del></del>
	ters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to re statements.
<u>v</u>	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any wor	ds or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

2.	Unless sold pursuant to a process of competitive bidding, 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 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 Saie") Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this PART V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes No.
if you	answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
3.	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>V1.</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
slaven provide 2-92-5 comply	in 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the city has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from y, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that ed coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 185 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to y with § 2-92-585 makes the contract voidable on behalf of the City.  The check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS quisite information as set forth in that paragraph (2).
for record	. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities cords of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found not is of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves on olders.
invest	The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to ments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders pplicant verifies that the following constitutes full disclosure of all such records:
SECT	TION FIVE:CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CHE	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE TRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED

IS NOT FEDERALLY FUNDED.

A.	List below the	names of	all persons	registered	under the	federal	Lobbying	Disclosure	Act of	1995	who have	made	lobbying
contacts	on behalf of the	Applicant	with respect	to the cont	ract, work,	busines	s, or trans	action that	is or are	e the si	ubject of th	IS EDS	. iBegin

list here, add sheets as 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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.
- C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <a href="http://www.whitehouse.gov/omb/grants/grants/frims.html">http://www.whitehouse.gov/omb/grants/grants/frims.html</a>.

- D. The Applicant 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".
- E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promotly available to the City upon request.

#### II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

CERTIFICATION REGARDING LORBYING

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permittaits employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

# NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually).

#### III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

A.	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
В.	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?  [ ] Yes [ ] No
C.	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

## SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92'610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- [ ] BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security quards, or any number of other full-time Covered Employees, then
  - The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

#### RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

# SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- [X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - a. cannot give them any cash gift or any anonymous gift; and
  - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

# SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

#### The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

WH Advisors, L.L.C., IX/X	Date: March 11, 2003
(Print or type name of individual or legal entity submitting this EDS)  By:	
(suppl frants)	
Title of signatory:Authorized Signatory	
Print or type name of signatory: Roy Lapidus	
(if signing in a Representative capacity, e.g. as an officer or agant of an Applicant or an ontity holding an interest in the Applicant.)  County of	Country of Nan Voy K State of New York Acunostatigns under cash of island before me by Roy Lapid M.S.
of filered	Nesser/ Pusses Commission express.

JENNIFER HSU
Notary Public, State of New York
No. 01HS6079009
Qualified in Queens County
Certificate Filed in New York County
Commission Expires August 12, 2006

(Do not write below this ilina except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

#### RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

or

•	_		• •	, , , , , , , , , , , , , , , , , , , ,	
This Recertification is being sub transaction]. The Undersigned waccurate and complete as of the da and reaffirms its acknowledgments	varrants under penalt ate furnished to the Ci	y of perjury that al	I certifications and	statements contained in	this EDS are true.
			ate:		
(Print or type name of individual or legal entity submit	ting this EDS)				
By: (sign here)					
Print or type name of signatory: _					
Title of signatory:					
Subscribed to before me on (date)	, at	County,	(state).		
	Notary Public. Commis	sion expires:	·		

Lines member les

FOR CITY USE	_
AFFIDAVIT NO	-

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

#### WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entitles holding an interest in the Applicant</u>: Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

**ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS:** By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

#### GENERAL INFORMATION Date this EDS completed: March 11, 2003 Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS. A. Check here if you are filing as "Applicant." Exact legal name: įΧį Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: W9/MLM Gen-Pär, L (Also, please identify Applicant in which this entity holds an interest: W9/MI M. Real Fstate Limited Partnership Business address: c/o Goldman Sachs. В. 85 Broad Street. New York. Telephone: (212) 902-5603 Email: roy.lapidus@gs.com Fax: (212) 357-5505 C. Roy Lapidus D. Name of contact person: E. If a procurement, Specification # \_ N\_A and Contract # N.A. If not a procurement F. 1. City Agency requesting EDS Department of Planning and Development TIF assistance City action requested (e.g. loan, grant, sale of property): If property involved, list property location: 6465 W. Diversey G. Brief description of project, (include project number and location if applicable):\_ Redevelopment of Brickward Mall

# SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY_		
1.	Indicate whether the Undersigned is	an individual or legal entity:	
	[ ] Individual	[x] Limited Liability Com	pany
	[ ] Business corporation	[ ] Joint venture	
	[ ] Sole proprietorship	[ ] Not-for-profit corpora [Is the not-for-profit or	tion orporation also a 501(c)(3)? [ ] Yes [ ] No.
	[ ] General partnership	[ ] Other entity (please s	pecify)
	[ ] Limited partnership		<del></del>
2.	State of incorporation or organization	n, if applicable: <u>Delaware</u>	
3.		e State of Illinois: Is the organization au es [ ] No [ ] N/A	thorized to do business in the State of Illinois as a
В.	ORGANIZATION INFORMATION		
1. a. below a member	ny executive director of the corporation	Il executive officers and all directors of	the corporation. For not-for-profit corporations, also list are legal entities. If there are no members, write "n
Name N.A	Α	Title	
the con	provide the following information conc poration's outstanding shares. Note: in the Applicant."	erning shareholders who own shares eq	ange pursuant to the Securities Exchange Act of 1934 ual to or in excess of 10 % (or 7.5 %, as applicable) of holders to complete an EDS as an *Entity holding a
Namo N.A	٠.	Business Address	Percentage interest
_			
	the name, business address and pe	tered on a national securities exchange reentage of ownership interest of each ty holding an interest in the Applicant.*	pursuant to the Securities Exchange Act of 1934, lis shareholder. Note: it may be necessary for some
Name N.A	١.	Business Address	Percentage Interest
		_ <del>_</del>	

omple	te an EDS as an "Entity holding an int	order in and Approduit.	
N.A.		Business Address	Percentage Interest
	· .		
	IF THE UNDERSIGNED IS A LIMIT List below the name, business add	TED LIABILITY COMPANY: ress and percentage of ownership interest of each	(i) member and (ii) manager. If there are r
nanago E <i>ntity</i>	ers, write "no managers," and indicate holding an interest in the Applicant."	e how managed. Note: it may be necessary for	some members to complete an EDS as a
	cehall Street Real	Business Address c/o Goldman Sachs	Percentage interest 100%
	te Limited Partnership	85 Broad Street	
74		New York, NY 10004	<del></del>
		<u></u>	
	List below the names and titles of a	Il officers, if any. If there are no officers, write "no o	officers.*
ame	List below the names and titles of a	Il officers, if any. If there are no officers, write "no o	officers.*
ате		•	
lame	N.A.  IF THE UNDERSIGNED IS A LAND	Title	
ame	N.A.  IF THE UNDERSIGNED IS A LAND	) TRUST, BUSINESS TRUST OR ESTATE:	
ame	IF THE UNDERSIGNED IS A LAND List below the name of each individ	Title  O TRUST, BUSINESS TRUST OR ESTATE: ual or legal entity holding legal title to the property	
ame	IF THE UNDERSIGNED IS A LAND List below the name of each individ	Title  O TRUST, BUSINESS TRUST OR ESTATE: ual or legal entity holding legal title to the property	
lame	IF THE UNDERSIGNED IS A LAND List below the name of each individ  N.A.  List below the name, business add	Title  O TRUST, BUSINESS TRUST OR ESTATE: ual or legal entity holding legal title to the property	that is the subject of the trust.
ame	IF THE UNDERSIGNED IS A LAND List below the name of each individ  N.A.  List below the name, business add	Title  O TRUST, BUSINESS TRUST OR ESTATE: ual or legal entity holding legal title to the property legal entity holding legal title entity holding legal entity holding legal title entity holding legal entity holding legal title entity holding legal entity hol	that is the subject of the trust.
ame	IF THE UNDERSIGNED IS A LAND List below the name of each individ  N.A.  List below the name, business additional to the many be necessary for some beneficial	Title  O TRUST, BUSINESS TRUST OR ESTATE: ual or legal entity holding legal title to the property to Business Address  dress and percentage of beneficial interest of eachers to complete an EDS as an "Entity holding an in	that is the subject of the trust.  ch beneficiary on whose behalf title is helenterest in the Applicant.*

# SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A.	<b>DEFINITIONS AND</b>	<b>DISCLOSURE</b>	REQUIREMENT

- 1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- 2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entities an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Secunties Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

ERTIFICATION  las the Undersigned ha	ad a "business relationship" with any City elected officials in the 12 months before the date this EDS is
•	•
] Yes	**************************************
	[KX] No
yes, please identify bel	low the name(s) of such City elected official(s) and describe such relationship(s):
<u> </u>	and the second of the second s
edgment Regardir	of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and ng City Governmental Ethics and Campaign Finance Ordinances), page 12. The brough Six are to be completed only by the Applicant in the Applicant's EDS:
(	e filing on behalf o edgment Regardir

# SECTION THREE: DISCLOSURE OF RETAINED PARTIES

#### A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

#### B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

SHEELS AS HECESSE	, y j.		•
Name	Business Address	Relationship to Applicant (attorney, lobbyrst, etc.; retained or anticipated to be retained)	Fees : (indicate whether paid or estimated)
• •	E IF NO SUCH PERSONS H CTLY BY THE APPLICANT.	AVE BEEN RETAINED DIRECTLY BY THE	APPLICANT OR ARE ANTICIPATED TO BE
SECTION FOU	R: CERTIFICATIONS B	APPLICANT	
I. CERTIFI	CATION OF COMPLIANCE		
is controlled by the without limitation: common use of en	e Applicant, or is, with the interlocking management or interlocking management or inployees; or organization of a	Applicant, under common control of another in ownership; identity of interests among familibusiness entity following the ineligibility of a t	at, directly or indirectly: controls the Applicant, ndividual or entity. Indicia of control include ity members, shared facilities and equipment business entity to do business with the federa management, ownership, or principals as the
or its affiliates del	inquent in paying any fine, fe		Department of Revenue, nor are the Applicant is includes all water charges, sewer charges, note them below:
If the letters "NA."	the word "None," or no respon	se appears on the lines above, it will be concl	usively presumed that the Applicant certified to

the above statements.

B. law or re	The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental gulation. If there have been any such violations, note them below:
_	
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
C. Facilities	The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating in connection with the project or transaction for the duration of time that such facility remains on the list.
will not, v	The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applican on to believe has not provided or cannot provide truthful certifications.
if the App	plicant is unable to so certify, provide an explanation:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
<u>II.</u>	CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE
Applicant	oses of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the L. Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS in "Entity holding an interest in the Applicant."
support of	plicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.
Check o	ne:
1.	No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners. In arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
<b>4</b> .	There are no Substantial Owners.

#### III. FURTHER CERTIFICATIONS

- A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):
  - 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 hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
  - 4. 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
  - 5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affiliated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 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;
- 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
- made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
- 4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant is barred from contracting with any unit of state of 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.
E.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
	etters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ove statements.
iV.	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
broker, underw under i instituti plans to	rposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loar ation, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities writer, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensees the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial ion" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension or public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in 2-32-455(b) of the Municipal Code.]
A. The Ap	CERTIFICATION  oplicant certifies that the Applicant [check one]
	is is not
a Yinar	ncial institution" as defined in Section 2-32-455 (b) of the Municipal Code.
8.	If the Applicant IS a financial institution, then the Applicant pledges:
	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory swithin the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
	etters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ove statements.
<u>V.</u>	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any wo	ords or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?  Yes.  No.

2.	Unless sold pursuant to a process of competitive bidding, 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 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 V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes No.
If you a	answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
3.	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>V1</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
the end slavery provide 2-92-56	2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that tity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that ed coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 85 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to with § 2-92-585 makes the contract voidable on behalf of the City.
	check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS uisite information as set forth in that paragraph (2).
for rec	The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities ords of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no s of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or olders.
investr	The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to nents or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders, oplicant verifies that the following constitutes full disclosure of all such records:
_	
_	
SEC1	TION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CON	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE TRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED OF FEDERALLY FUNDED.

	CERTIFICATION NECESSATION	
A.	List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobby	vina
contacts	on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS: [Be	ain
	add sheets as necessary]:	· <del></del>

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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- R The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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, entening into any cooperative agreement, or to extend, continue, renew, amend, or modify federally-funded contract, grant, loan, or cooperative agreement.
- The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sfillin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/grants forms.html.

- The Applicant 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".
- The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

#### CERTIFICATION REGARDING NONSEGREGATED FACILITIES

CERTIFICATION REGARDING LORRYING

The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permittits employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

# NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

#### III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

<b>A</b> .	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
<b>B</b> .	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?  [ ] Yes [ ] No
C.	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

#### SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92:610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- 8Y CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security quards, or any number of other full-time Covered Employees, then
  - The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour, beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

#### RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

# SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- [X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - a. cannot give them any cash gift or any anonymous gift; and
  - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

# SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

#### The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

W9/MLM Gen-Par, L.L.C.	Date: March 11, 2003
(Print or type name of individual or legal entity submitting this EDS)	
By:	
Title of signatory: Authorized &ignatory	<del>_</del>
Print or type name of signatory: Roy Lapidus	
(If signing in a Aspectoristive capacity, e.g. as an effect or agent of an Applicant or an entity hashing an interest in the Applicant.)	(If supposing in an individual capacity.) Country of
County of	and Mew York
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before mo by as (see) of (firm)	111
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JENNIFER HSU
Notary Public, State of New York
No. 01HS6079009
Qualified in Queens County
Certificate Filed in New York County
Commission Expires August 12, 2008

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

### RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with transaction]. The Undersigned warrants under penalty of perjury that accurate and complete as of the date furnished to the City and continue to and reaffirms its acknowledgments.	all certifications and statements contained in this EDS are true,
	Date:
(Print or type name of individual or legal entity submitting this EDS)	
By: (sign here)	<del></del>
Print or type name of signatory:	
Title of signatory:	
Subscribed to before me on (date), atCounty,	[SUSSO].
Notary Public. Commission expires:	

W9/MLM COM

CITY OF CHICAGO	
_ECONOMIC DISCLOSURE STATEMENT AND AFFIDA	VIT

FOR CITY USE	_
AFFIDAVIT NO	

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

#### WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entitles holding an interest in the Applicant</u>: Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

**ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS:** By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

#### GENERAL INFORMATION Date this EDS completed: March 11, 2003 A. Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS. Check here if you are filing as "Applicant." Exact legal name: \_ įΧį Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Stone Street W9/MLM Corp. (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Business address: c/o Goldman Sachs. B. 85 Broad Street, New York, NY Telephone: (212) 902-5603 Email: roy.lapidus@gs.com Fax: (212) 357-5505 C. Roy Lapidus D. Name of contact person: \_\_\_\_ and Contract # N.A E. If a procurement, Specification # N.A. F. If not a procurement: 1. City Agency requesting EDS Department of Planning and Development 2. City action requested (e.g. loan, grant, sale of property): TIF assistance 3. If property involved, list property location: 6465 W. Diversey G. Brief description of project, (include project number and location if applicable):\_ Redevelopment of Brickward Mall

# SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY		
1.	Indicate whether the Undersigned is an individual or legal entity:		
	[ ] Individual	[ ] Limited Liability Company	
	[ X] Business corporation	[ ] Joint venture	
	[ ] Sole proprietorship	[ ] Not-for-profit corporation (Is the not-for-profit corporation a	also a 501(c)(3)? [ ] Yes [ ] No.
	[ ] General partnership	[ ] Other entity (please specify)	
	[ ] Limited partnership		
2.	State of incorporation or organizat	ion, if applicable: <u>Delaware</u>	
3.		the State of Illinois: Is the organization authorized to Yes [ ] No	do business in the State of Illinois as a
В.	ORGANIZATION INFORMATION		
1. a. below an members	ny executive director of the corpora	RPORATION: all executive officers and all directors of the corporation, and indicate all members, if any, who are legal	tion. For not-for-profit corporations, also list entities. If there are no members, write "no
Name No.	officers	Tide:	
the corp	rovide the following information cor	registered on a national securities exchange pursuscerning shareholders who own shares equal to or in a: it may be necessary for some shareholders to	excess of 10 % (or 7.5 %, as applicable) of
Name N.,	Α.	Business Address	Percantage Interest
	,		
	ne name, business address and p	istered on a national securities exchange pursuant tercentage of ownership interest of each sharehold tity holding an interest in the Applicant."	
Name		Business Address	Percentage Interest
	ne Street Real Estate	c/o Goldman Sachs	100%
Fun	d 1998, L.P.		
		New York, NY 10004	·

ame		Business Address	Competence Interest
ine —	N.A		Percentage interest
_			
		ED IS A LIMITED LIABILITY COMPANY:	And and the state of the state
		business address and percentage of ownership interest ; and indicate how managed. Note: it may be necest Applicant."	
sme		Business Address	Percentage Interest
_	N.A		
_			
_		-	
	List below the names	and titles of all officers, if any. If there are no officers, w	vrite "no officers."
	Cot bolow the Harrison	Titta	
ame	N.A.	1000	·
_			
•		ED IS A LAND TRUST, BUSINESS TRUST OR ESTAT of each individual or legal entity holding legal title to the p	
ame	N.A.	Business Address	
_			
		· · · · · · · · · · · · · · · · · · ·	
_			
ote:		, business address and percentage of beneficial intere some beneficiaries to complete an EDS as an "Entity hol	
ame	••	Business Address	Percentage Interest
	N.A.		

# SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

# A. DEFINITIONS AND DISCLOSURE REQUIREMENT

- 1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- 2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Secunties Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B.	CERT	TIEIC !	MOITA
D.	LERI		

1. signed?	Has the Undersigned had a "business relationship" with any City elected officials in the 12 months before the date this EDS is					
	[ ] Yes	[ X] No				
	If yes, please ide	ntify below the name(s) of such City elected official(s) and describe such relationship(s):				
• STO	P					
_		ehalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and				
Ackno	vledgment Re	garding City Governmental Ethics and Campaign Finance Ordinances), page 12. The nree through Six are to be completed only by the Applicant in the Applicant's EDS:				

# SECTION THREE: DISCLOSURE OF RETAINED PARTIES

# A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

### B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyst, etc., retained or anticipated to be retained)	Fees (indicate whether paid or estimated)
CHECK HERE IF N		BEEN RETAINED DIRECTLY BY THE	APPLICANT OR ARE ANTICIPATED TO BE

# SECTION FOUR: CERTIFICATIONS BY APPLICANT

# . CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A.					: Illinois Department of F		
					ity. This includes all w		charges,
licens	se fees, parking ticket	s, property taxes or s	eles taxes. If there	are any such deling	uencies, note them belo	JW:	

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

B. law or reg	The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental judation. If there have been any such violations, note them below:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to estatements.
C. Facilities	The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating in connection with the project or transaction for the duration of time that such facility remains on the list.
will not, w	The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I,A-C above and rithout the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant in to believe has not provided or cannot provide truthful certifications.
If the App	licant is unable to so certify, provide an explanation:
	rs "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to statements.
н	CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE
<b>Applicant</b>	ises of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS in "Entity holding an interest in the Applicant."
support of support of	licant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child bligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child bligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply rovisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.
Check or	<b>16:</b>
	No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
4.	There are no Substantial Owners.

# III. \_\_ FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

- 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 hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
- 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
- 5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affiliated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 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;
- 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
- made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
- violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant is barred from contracting with any unit of state o 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.
E.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
	tters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to we statements.
iV.	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
associa broker, underw under t institution	poses of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loar tion, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities a municipal securities broker, a securities dealer, a municipal securities underwriter, a municipal securities inter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial on" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in 2-32-455(b) of the Municipal Code.]
A. The Ap	CERTIFICATION plicant certifies that the Applicant [check one]
	is is not
a "finan	cial institution* as defined in Section 2-32-455 (b) of the Municipal Code.
8.	If the Applicant IS a financial institution, then the Applicant piedges:
	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	pplicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
	<del></del>
	tters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ve statements.
٧.	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any wo	rds or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?  Yes.  No.

2.	Unless sold pursuant to a process of competitive bidding, 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 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 V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes.  No.
If you a	answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
3.	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>VI</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
slavery provide 2-92-58	2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that tity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that ed coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 85 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to with § 2-92-585 makes the contract voidable on behalf of the City.
	check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS uisite information as set forth in that paragraph (2).
for reco	The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities ords of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no sof investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or olders.
investn	The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to nents or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders, oplicant verifies that the following constitutes full disclosure of all such records:
SECT	ION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CONT	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE TRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED OF FEDERALLY FUNDED.

<del></del>	CENTIFICATION REGARDING EGGS INC
A.	List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying
contacts	on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS (Begin
list here,	add sheets as 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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.
- C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <a href="http://www.whitehouse.gov/omb/qrants/sfillin.pdf">http://www.whitehouse.gov/omb/qrants/sfillin.pdf</a>, linked on the page <a href="http://www.whitehouse.gov/omb/qrants/grants">http://www.whitehouse.gov/omb/qrants/grants</a> forms.html.

- D. The Applicant 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".
- E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

## II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

APRILIPIANTIAN BECARRING LARRYING

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permittits employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

# NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

## III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

۹.	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
3.	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
	[ ]Yes [ ]No
<b>)</b> .	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

# SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92/610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
  - The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

## RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

# SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - a. cannot give them any cash gift or any anonymous gift; and
  - cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

# SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

### The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Stone Street W9/MLM Corp.	Date:March 11, 2003
(Print or type name of individual or legal entity sylomitting this EDS)	
Ву:	
(sign here)	
Title of signatory: Authorized Signatory	<del></del>
Print or type name of signatory:Roy_Lapidus	· · ·
(if signing in a Representative capacity, e.g. as an difficer or agent of an Applicant or an entity holding an interest in the Applicant.)	(If algrang in an individual capacity.)  County of New York
County of	sand New York
S.ase of	Actinomisaged unger cash on lossel
Actinowitaged under cath on (date)	DESCRIPTION OF FOX LADIALS
before me by	, ' 'j
as (see)	
	Notary Public Commission appress

JENNIFER HSU
Notary Public, State of New York
No. 01HS6079009
Qualified in Queens County
Certificate Filed in New York County
Commission Expires August 12, 2006

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

# RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

transaction). The Undersigned warrant	s under penalty of perjury	that all certifications and	[identify the contract, work, business of statements contained in this EDS are true d complete as of the date of this recertification
		Date:	<del></del>
(Print or type name of individual or logist entity submitting this E	DS)		
By: (sopn none)			
Print or type name of signatory:			
Title of signatory:			
Subscribed to before me on [date]	, at Coun	y, (state).	
Notar	y Public. Commission expires:		· · ·

		Golfman
5,1	chs 	GROUP, INC.

FOR CITY USE	
AFFIDAVIT NO	

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

# WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entities holding an interest in the Applicant</u>. Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

### GENERAL INFORMATION

Date this	s EDS completed: <u>March 11, 2003</u>
A.	Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS.
	Check here if you are filing as "Applicant." Exact legal name:
įΧj	Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: The Goldman Sachs
	Group, Inc. (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate
	Limited Partnership
В.	Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004
C.	Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@gs.com
D.	Name of contact person: RRY Lapidus
E.	If a procurement, Specification # N.A. and Contract # N.A.
F.	If not a procurement:
	City Agency requesting EDS Department of Planning and Development
	2. City action requested (e.g. loan, grant, sale of property): TIF assistance
	3. If property involved, list property location: 6465 W. Diversey
G.	Brief description of project, (include project number and location if applicable):
·	Redevelopment Of Brickward Mall

# SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY			
1.	Indicate whether the Undersigned	is an individual or l	egal entity:	
	[ ] Individual	[ ]	Limited Liability Company	
	[χ ] Business corporation	( )	Joint venture	
	[ ] Sole proprietorship	[ ]	Not-for-profit corporation [Is the not-for-profit corpor	ration also a 501(c)(3)? [ ] Yes [ ] No.
	[ ] General partnership	[ ]	Other entity (please specif	ý)
	[ ] Limited partnership			<del></del>
2.	State of incorporation or organizati	on, if applicable: _	Delaware	<del></del>
3.		he State of Illinois: (es [ ] No [ ]		zed to do business in the State of Illinois as a
8.	ORGANIZATION INFORMATION			
1.	IF THE UNDERSIGNED IS A COR	RPORATION:		
a.	List below the names and titles of	all executive office		orporation. For not-for-profit corporations, also li
below a membe		ion, and indicate a	Il members, if any, who are	legal entities. If there are no members, write "n
Name			Titte	
	See attachment			
			· ·	
b.				pursuant to the Securities Exchange Act of 1934
				o or in excess of 10 % (or 7.5 %, as applicable) one to complete an EDS as an "Entity holding a
	t in the Applicant."		control come charantees	to the complete and about any analog a
Name		Business Addres	s	Percentage Interest
	<u>ere are no shareholders who</u>			
	tstanding sharesFormer p mmon stockSee attached e			, Inc. collectively own 49.13% of
		<del></del>		
		ercentage of owner	ership interest of each sha	suant to the Securities Exchange Act of 1934, list reholder. Note: it may be necessary for some
Name	·	Business Addres	s	Percentage Interest
N.	.A			
_		-		

lame	Business Add	dress	Parnonimas interest
	Dustress Aud	ui ess	Percentage Interest
			<del>-</del>
-	IF THE UNDERSIGNED IS A LIMITED LIABILITY		and (i) market and (ii)
เลกลดด	List below the name, business address and perceiers, write "no managers," and indicate how manager	entage of ownership interest of e	each (i) member and (ii) manager. If there are
	nolding an interest in the Applicant.	sa. Hoto: Killay bo liboossary	To some members to complete an EDS as
ame	Business Add	dese	Damana av tv
	DUSHRSS AUU		Percentage Interest
			<del></del>
١.	List below the names and titles of all officers, if any	y. If there are no officers, write "	"no officers."
	List below the names and titles of all officers, if any	•	"no officers."
ame	·	Title	
ame		Title	
ame	·	Title	
ame	•	Title	
ame	•	Title	
ame	•	Title	
lame N.A.		Title	
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI	Title  SINESS TRUST OR ESTATE:	
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal enti	Title  SINESS TRUST OR ESTATE:  tity holding legal title to the prope	
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal enti	Title  SINESS TRUST OR ESTATE:  tity holding legal title to the prope	
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal enti	Title  SINESS TRUST OR ESTATE:  tity holding legal title to the prope	
N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal enti	Title  SINESS TRUST OR ESTATE:  tity holding legal title to the prope	
N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal enti	Title  SINESS TRUST OR ESTATE:  tity holding legal title to the prope	
N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal enti	Title  SINESS TRUST OR ESTATE:  tity holding legal title to the prope	
Ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal enti	Title  SINESS TRUST OR ESTATE:  tity holding legal title to the prope	
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal entities.  Business Add	SINESS TRUST OR ESTATE: tity holding legal title to the prope	erty that is the subject of the trust.
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal entities.  Business Add.	SINESS TRUST OR ESTATE: tity holding legal title to the proper diress	erty that is the subject of the trust.  If each beneficiary on whose behalf title is he
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal entities.  Business Add	SINESS TRUST OR ESTATE: tity holding legal title to the proper diress	erty that is the subject of the trust.  If each beneficiary on whose behalf title is he
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal entities.  Business Add.	SINESS TRUST OR ESTATE: tity holding legal title to the proper dress  centage of beneficial interest of	erty that is the subject of the trust.  If each beneficiary on whose behalf title is he
ame N.A.	IF THE UNDERSIGNED IS A LAND TRUST, BUSI List below the name of each individual or legal entities.  Business Add  List below the name, business address and percent may be necessary for some beneficiaries to complete.  Business Add	SINESS TRUST OR ESTATE: tity holding legal title to the proper dress  centage of beneficial interest of	erty that is the subject of the trust.  If each beneficiary on whose behalf title is he an interest in the Applicant."

# SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

# A. DEFINITIONS AND DISCLOSURE REQUIREMENT

- 1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- 2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entities an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

### B. CERTIFICATION

signed?	[ ] Yes	[x ] No	<del>.</del>
	If yes, please identify	below the name(s) of such City elected official(s) and describe such relationship(s):	
			_
			-
			- - -

## STOP

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

# SECTION THREE: DISCLOSURE OF RETAINED PARTIES

# A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

#### B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)	:
	F IF NO SUCH PERSONS H	AVE BEEN RETAINED DIRECTLY BY THE	APPLICANT OR ARE ANTICIPATE	 

RETAINED DIRECTLY BY THE APPLICANT.

# SECTION FOUR: CERTIFICATIONS BY APPLICANT

# . CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A.	The	Applicant is	s not deling	vent in the	payment	of any	tax adm	ninistered	by the II	llinois D	epartmer	nt of Reve	nue, nor a	are the	Applicant
or its a	affiliates	delinquent	in paying	any fine,	fee, tax o	other	charge	owed to	the City	. This	includes	all water	charges,	sewer	charges,
license	e fees, p	parking ticke	ts, property	taxes or	sales taxe	s. If the	ere are	any such	delinque	encies,	note then	n below:			
		_													
		_									_	_			

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

	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
C. Facilities	The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violatini in connection with the project or transaction for the duration of time that such facility remains on the list.
will not,	The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work is, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above an without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant to believe has not provided or cannot provide truthful certifications.
if the Ap	plicant is unable to so certify, provide an explanation:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
11	CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE
Applican	oses of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the t. Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS on "Entity holding an interest in the Applicant."
support	plicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.
Check o	ne:
1.	No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations. All such Substantial Owners, however, have entered into court approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
	There are no Substantial Owners.
<del> 4</del> .	

# III. FURTHER CERTIFICATIONS

- A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):
  - 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;
  - 2. have not within a five-year period preceding the date hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
  - 4. 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 hereof, been convicted, adjudged guilty, or found liable in a civil
    proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit
    of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affiliated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 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;
- 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
- made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
- 4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-ngging 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.
E.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
	itters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to eve statements.
IV.	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
associa broker, underw under t instituti plans to	rposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan ation, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities a municipal securities underwriter, a municipal securities dealer, a securities underwriter, a municipal securities dealer, a securities underwriter, a municipal securities dealer, a securities underwriter, a municipal company, or any licensee the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial on" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension of public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in 2-32-455(b) of the Municipal Code.]
A. The Ap	CERTIFICATION  plicant certifies that the Applicant [check one]
	is is not
a finar	icial institution* as defined in Section 2-32-455 (b) of the Municipal Code.
8.	If the Applicant IS a financial institution, then the Applicant pledges:
	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
	tters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ve statements.
<u>V.</u>	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any wo	ords or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?  Yes No.

2	Unless sold pursuant to a process of competitive bidding, 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 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 V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes. No.
If you a	nswered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
<b>3</b> .	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>V1.</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
the ent slavery provide 2-92-58	2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that ity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that discoverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, is required that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to with § 2-92-585 makes the contract voidable on behalf of the City.
	check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS pisite information as set forth in that paragraph (2).
for reco	The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found not of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves on slavery.
investr	The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to the name of any slaves or slaveholders plicant verifies that the following constitutes full disclosure of all such records:
SECT	ION FIVE:CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CHEC	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE TRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED

IS NOT FEDERALLY FUNDED.

<u>l</u>	CERTIFICATION REGARDING LOBBYING	,
A. contacts list here	List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made to son behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS: add sheets as necessary]:	bbying (Begin
		<u> </u>

[If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.
- C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <a href="http://www.whitehouse.gov/omb/grants/grants/sfillin.pdf">http://www.whitehouse.gov/omb/grants/sfillin.pdf</a>, linked on the page <a href="http://www.whitehouse.gov/omb/grants/grants">http://www.whitehouse.gov/omb/grants/grants</a> forms.html.

- D. The Applicant 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".
- E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

# II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permittize employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

# NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually).

## III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

A.	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
В.	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?  [ ] Yes [ ] No
C.	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

# SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92:610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- [ ] BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
  - The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

## RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

# SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- [X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - a. cannot give them any cash gift or any anonymous gift; and
  - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

# SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

## The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not-void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Date: March 11, 2003						
<del></del>						
<del></del>						
Print or type name of signatory:Ralph_Rosenberg						
(If signing is an individual capacity.) County of New York						
seed Min York						
Actinomeagod under orth on ideast						
before ma by Ralph Rosenberg						
Hodary Public Convincion expires						

JENNIFER HSU
Notary Public, State of New York
No. 01HS6079009
Qualified in Queens County
Certificate Filed in New York County
Commission Expires August 12, 2006

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

# RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with transaction]. The Undersigned warrants under penalty of perjury the accurate and complete as of the date furnished to the City and continue and reaffirms its acknowledgments.	at all certifications and statements contained in this EDS are true.
	Date:
(Print or type name of individual or logisl energy submitting this EDS)	
Ву:	
(sign hare)	
Print or type name of signatory:	
Title of signatory:	_ <del>_</del>
Subscribed to before me on [date], at County,	(State).
Notary Public. Commission expires:	

# THE GOLDMAN SACHS GROUP, INC. BOARD OF DIRECTORS

Henry M. Paulson, Jr., Chairman and Chief Executive Officer
John A. Thain, President and Co-Chief Operating Officer
John L. Thornton, President and Co-Chief Operating Officer
Robert J. Hurst, Vice Chairman
Lord Browne of Madingley
John H. Bryan
Morris Chang
Stephen Friedman
James A. Johnson
Ruth J. Simmons
Meg Whitman

# EXECUTIVE OFFICERS OF THE GOLDMAN SACHS GROUP, INC.

Henry M. Paulson, Jr., Chairman and Chief Executive Officer

Robert J. Hurst, Vice Chairman

John A. Thain, President and Co-Chief Operating Officer

John L. Thornton, President and Co-Chief Operating Officer

Kevin W. Kennedy, Executive Vice-President

Steven T. Mnuchin, Chief Information Officer

Gregory K. Palm, Executive Vice-President

Esta E. Stecher, Executive Vice-President

David A. Viniar, Chief Financial Officer, Executive Vice-President

Barry L. Zubrow, Chief Administrative Officer, Executive Vice-President

- (d) Dr. Chang became a director on December 1, 2001, and therefore did not serve as a director during fiscal 2001.
- (e) Includes 11,850 shares of Common Stock held through a trust of which Ms. Whitman and her spouse are co-trustees.
- (f) Each executive officer is a party to the Shareholders' Agreement and each disclaims beneficial ownership of the shares of Common Stock subject to the Shareholders' Agreement that are owned by other parties to the Shareholders' Agreement. See "Introduction -- Voting Arrangements" for a discussion of the Shareholders' Agreement.

Includes an aggregate of 2,772,407 shares of Common Stock beneficially owned by the estate planning vehicles of certain of our executive officers.

Includes an aggregate of 347,901 shares of Common Stock beneficially owned by the private charitable foundations of certain of our current executive officers. Each such executive officer disclaims beneficial ownership of these shares.

Includes an aggregate of 38,800 shares of Common Stock beneficially owned by certain executive officers through the DCP Trust.

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## Beneficial Owners of More Than Five Percent

Based on filings made under Section 13(d) and Section 13(g) of the Securities Exchange Act of 1934, as of January 31, 2002, the only persons known by us to be beneficial owners of more than 5% of our Common Stock were as follows:

Number of Shares of Common Stock Percent
Name and Address of Beneficial Owner Beneficially Owned of Class

Parties to Shareholders' Agreement
c/o The Goldman Sachs Group, Inc.
85 Broad Street
New York, New York 10004 233,495,835(a) 49.13%

Disclosure Page 40

(a) Each person party to the Shareholders' Agreement disclaims beneficial ownership of the shares subject to the Shareholders' Agreement held by any other party to the agreement. As of January 31, 2002, 231,315,901 of the shares of Common Stock that are held by parties to the Shareholders' Agreement are subject to the Shareholders' Agreement. See "Introduction -- Voting Arrangements". See "Certain Relationships and Related Transactions" for information about shares of Common Stock previously owned by SMBC Capital Markets, Inc. and Kamehameha Activities Association.

votes "against" that matter.

Under the rules of the National Association of Securities Dealers, Inc., member brokers generally may not vote shares held by them in street name for customers unless they are permitted to do so under the rules of any national securities exchange of which they are a member. Under the rules of the New York Stock Exchange, Inc. ("NYSE"), a member broker who holds shares in street name for customers has the authority to vote on certain items if it has transmitted proxy soliciting materials to the beneficial owner but has not received instructions from that owner. NYSE rules permit member brokers (other than Goldman, Sachs & Co. ("GS&Co.")) who do not receive instructions to vote on the proposals presented in this Proxy Statement, other than the shareholder proposal. Under NYSE rules, a shareholder proposal is a "non-discretionary" item, which means that NYSE member brokers, including GS&Co., who have not received instructions from the beneficial owners of Common Stock do not have discretion to vote the shares of Common Stock held by those beneficial owners on it. Because the affirmative vote of a majority of the outstanding shares of Common Stock is necessary to approve any shareholder proposal, any such broker non-vote will have the effect of a vote against that proposal. With respect to the election of directors and ratification of the appointment of the independent auditors, it is NYSE policy that, due to GS&Co.'s relationship with Goldman Sachs, if GS&Co. does not receive voting instructions regarding shares held by it in street name for its customers, it is entitled to vote these shares only in the same proportion as the shares represented by votes cast by all shareholders of record with respect to each such matter.

## Expenses of Solicitation

We will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Annual Meeting. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers or employees of Goldman Sachs or its affiliates telephonically, electronically or by other means of communication and by Georgeson Shareholder Communications Inc. ("Georgeson"), whom we have hired to assist in the solicitation and distribution of proxies. Directors, officers and employees will receive no additional compensation for such solicitation, and Georgeson will receive a fee of \$6,500 for its services. We will reimburse brokers, including GS&Co., and other nominees for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

## Annual Report

A copy of our 2001 Annual Report is enclosed. You may also obtain a copy without charge by writing to: The Goldman Sachs Group, Inc., 10 Hanover Square, New York, New York 10005, Attn: Investor Relations. Our 2001 Annual Report and 2001 Form 10-K are also available through our website at http://www.gs.com. Our Annual Report and Form 10-K are not proxy soliciting materials.

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## Voting Arrangements

Shareholders' Agreement. The following are parties to our Shareholders' Agreement: the profit participating limited partners (each, a "PLP") in our predecessor, The Goldman Sachs Group, L.P. ("Group LP"), other than SMBC Capital Markets, Inc. (formerly Sumitomo Bank Capital

Markets, Inc.) and Kamehameha Activities Association; our current managing directors; certain estate planning entities formed by the foregoing persons; and the former spouses of certain of the foregoing persons. The Shareholders' Agreement, among other things, restricts voting of the shares covered by the Shareholders' Agreement and the disposition of those shares. Generally, all shares of Common Stock that are owned by a party to the Shareholders' Agreement and that were acquired from Goldman Sachs and not purchased in the open market are covered by the Shareholders' Agreement, except that shares acquired in any underwritten public offering or pursuant to The Goldman Sachs Employees' Profit Sharing Retirement Income Plan are excluded. The shareholders' committee under the Shareholders' Agreement (the "Shareholders' Committee") administers the Shareholders' Agreement. The Shareholders' Committee may, under certain circumstances, waive the voting provisions and transfer restrictions of the Shareholders' Agreement.

Prior to any vote of the shareholders of Goldman Sachs, the Shareholders' Agreement requires a separate, preliminary vote of the "Voting Interests" (as defined below) on each matter upon which a vote of the shareholders is proposed to be taken. Each share subject to the Shareholders' Agreement will be voted at the Annual Meeting in accordance with the majority of the votes cast by the Voting Interests in the preliminary vote. In elections of directors, each share subject to the Shareholders' Agreement will be voted in favor of the election of those persons, equal in number to the number of such positions to be filled, receiving the highest numbers of votes cast by the Voting Interests in the preliminary vote. "Voting Interests" means all shares subject to the Shareholders' Agreement held by all of our current managing directors and certain former managing directors, including shares held through certain estate planning entities formed by our current managing directors and through our Defined Contribution Plan Trust (the "DCP Trust").

If you are a party to the Shareholders' Agreement, you previously gave an irrevocable proxy to the Shareholders' Committee to vote at the Annual Meeting your Common Stock that is subject to the Shareholders' Agreement and you directed that the proxy be voted in accordance with the preliminary vote. You also authorized the holder of the proxy to vote on other matters that come before the Annual Meeting as the holder sees fit in his or her discretion in a manner that is not inconsistent with the preliminary vote or that does not frustrate the intent of the preliminary vote.

As of February 4, 2002, there were 232,703,225 shares of Common Stock subject to the Shareholders' Agreement. This amount, which includes shares held in the DCP Trust for the account of parties to the Shareholders' Agreement, represents 49.0% of the shares of Common Stock entitled to vote at the Annual Meeting. The preliminary vote with respect to these shares will be concluded on or about March 27, 2002.

The Shareholders' Agreement will continue in effect until the earlier of January 1, 2050 and the time it is terminated by the vote of 66 2/3% of the outstanding Voting Interests.

Defined Contribution Plan Trust. At the closing of our initial public offering, we made a contribution of Common Stock to the DCP Trust, and we have subsequently made additional contributions of Common Stock to the DCP Trust. As of February 4, 2002, the DCP Trust held 12,266,299 shares of Common Stock entitled to vote at the Annual Meeting. Substantially all shares of Common Stock held by the DCP Trust on that date are held in participant accounts that are beneficially owned by persons who are parties to the Shareholders' Agreement. As a result, those shares of Common Stock are subject to the voting requirements of the Shareholders' Agreement, and the trustee of the DCP Trust will vote those shares in accordance

with the outcome of the preliminary vote described above. Unallocated shares held in the DCP Trust (approximately 274,000 as of February 4, 2002) are voted in the same proportion as the allocated shares held in the DCP Trust are voted.

## Certain Relationships and Related Transactions

We have established private investment funds in order to permit our employees to participate in our merchant banking, venture capital and other similar funds and investments. Many of our employees, their spouses or entities owned or controlled by the employees have invested in these funds. With respect to some of the funds that had been offered in fiscal 2000, Goldman Sachs continued to provide "leverage" in fiscal 2001 as a result of having invested in securities with a fixed return issued by these funds; for executive officers, their spouses and entities owned or controlled by them, the leverage was limited to up to a one times basis, with an aggregate limit of \$500,000 for their investments in each such fund or related group of funds. Distributions (which reflect investments made over several years) of greater than \$60,000 in fiscal 2001 from certain of these funds to our directors, fiscal 2001 executive officers or those persons or entities affiliated with them were as follows: Mr. Paulson -- \$5,169,641; Mr. Hurst -- \$1,574,529; Gregory K. Palm (Executive Vice President and General Counsel) -- \$247,812; and Barry L. Zubrow (Executive Vice President and Chief Administrative Officer) -- \$139,872. Affiliates of Goldman Sachs generally bear overhead and administrative expenses for, and may provide certain other services free of charge to, certain of the funds. In addition, certain of our directors and executive officers from time to time invest their personal funds directly in other funds managed by Goldman Sachs on the same terms and with the same conditions as the other outside investors in these funds, who are not our directors, executive officers or employees.

Goldman Sachs, in the ordinary course of business, maintains margin accounts for certain of its directors and executive officers. Any credit extended to any director or executive officer pursuant to his or her margin account was made on substantially the same terms, including interest and collateral, as those generally prevailing at the time for comparable third-party extensions of credit, and did not involve more than the usual risk of collectibility or present unfavorable terms.

Pursuant to the tax indemnification agreement that was entered into among Goldman Sachs and certain former limited partners of Group LP at the time of Goldman Sachs' initial public offering in 1999, Goldman Sachs provided interest-free advances of greater than \$60,000 during fiscal 2001 to certain directors and fiscal 2001 executive officers with respect to the payment of taxes that will be offset by future tax benefits, as follows:

Mr. Paulson -- \$163,859;

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Mr. Thain -- \$124,019; Mr. Thornton -- \$82,889; Mr. Hurst -- \$138,412;

Mr. Viniar -- \$61,748; Mr. Palm -- \$75,298; Mr. Zubrow -- \$82,889; and Leslie Tortora (Executive Vice President and Co-Chief Information Officer during fiscal 2001) -- \$61,748.

On January 7, 2002, each of SMBC Capital Markets, Inc. and Kamehameha Activities Association sold their remaining shares of Common Stock of Goldman Sachs (8,670,527 shares and 5,455,197 shares, respectively) in an underwritten public offering managed by GS&Co., at an initial price to the public of \$93.00 per share and with an underwriting discount of \$1.395 per share. Prior to January 7, 2002, each of SMBC Capital Markets, Inc. and Kamehameha Activities Association was a party to a voting agreement with Goldman Sachs and may have been deemed to beneficially own the shares of Common Stock held by each other and the parties to the Shareholders' Agreement. On May 1, 2001, Kamehameha Activities Association sold 4,032,513 shares of Common Stock in an underwritten public offering managed by GS&Co., at an initial price to the public of \$91.00 per share and with an underwriting discount of \$1.365 per share. On September 26, 2001, SMBC Capital Markets, Inc. sold 6,073,083 shares of Common Stock in an underwritten public offering managed by GS&Co., at an initial price to the public of \$68.25 per share and with an underwriting discount of \$1.02 per share.

Kamehameha Activities Association and SMBC Capital Markets, Inc. in the ordinary course of business enter into derivative contracts and other transactions with Goldman Sachs. These contracts and other transactions are negotiated on an arm's-length basis and contain customary terms and conditions. In addition, Kamehameha Activities Association in the ordinary course of business is an investor in a number of Goldman Sachs' merchant banking funds, which are also negotiated on an arm's-length basis and contain customary terms and conditions.

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PERO FETTE LIMITED
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FOR CITY USE

AFFIDAVIT NO

# CITY OF CHICAGO \_\_ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

### WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entities holding an interest in the Applicant</u>: Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

#### **GENERAL INFORMATION** Date this EDS completed: March 11, 2003 Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS. Check here if you are filing as "Applicant." Exact legal name: \_ Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Whitehall Street Real [X] Estate I imited Partner (Also, please identify Applicant in which this entity holds an interest W9/MI M Real Estate Limited Partnershin В. Business address: c/o Goldman Sachs. 85 Broad Street. New York. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@gs.com C. D. Name of contact person: \_ Roy\_Lapidus E. If a procurement, Specification # \_\_\_N\_A\_ and Contract # \_\_\_N\_A If not a procurement: F. 1. City Agency requesting EDS Department of Planning and Development TIF assistance City action requested (e.g. loan, grant, sale of property): If property involved, list property location: 6465 W. Diversey G. Brief description of project, (include project number and location if applicable): Redevelopment of Brickward Mall

# SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY_					
1.	Indicate whether the Undersigned is an individual or legal entity:					
	[ ] Individual	[ ] Limited Liability Company				
	[ ] Business corporation	[ ] Joint venture				
	[ ] Sole proprietorship	[ ] Not-for-profit corporation [Is the not-for-profit corporation	on also a 501(c)(3)? [ ] Yes [ ] No.			
	[ ] General partnership	[ ] Other entity (please specify)				
	xx ] Limited partnership					
2.	State of incorporation or organization	on, if applicable: <u>Delaware</u>				
3.	For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity?  [X] Yes [] No [] N/A					
В.	ORGANIZATION INFORMATION					
1. a. below a member	ny executive director of the corporati	PORATION: all executive officers and all directors of the corpo on, and indicate all members, if any, who are leg	pration. For not-for-profit corporations, also list pal entities. If there are no members, write "no			
Name Title						
the corp	provide the following information con-	registered on a national securities exchange pu cerning shareholders who own shares equal to or it may be necessary for some shareholders	in excess of 10 % (or 7.5 %, as applicable) of			
Nama	N.A.	Business Address	Percantage interest			
	he name, business address and pe	stered on a national securities exchange pursual ercentage of ownership interest of each shareholding an interest in the Applicant.*				
	N.A.					

	ete an CDS as an Enuty n	rolding an interest in the Applicant.*	may be necessary for some partners to
Name	A duda a ma	Business Address	Percentage Interest
	Advisors.	c/o Goldman Sachs 85 Broad Street	2%
	eral Partner)	New York, NY 10004	
•			
	man Sachs (limited		
Outs:	<u>ide Investors (limi</u>	ted partner) Comprised of pension funds and h	
3.	IE THE LINDERSIGNE	net worth individuals DISALIMITED LIABILITY COMPANY:	84.62%
a.		business address and percentage of ownership interest of each (i)	member and (ii) manager. If there are n
	ers, write "no managers," holding an interest in the	and indicate how managed. Note: it may be necessary for so	me members to complete an EDS as a
Nama	N.A.	Business Address	Percentage Interest
Ď.	List below the names a	and titles of all officers, if any. If there are no officers, write "no officers	cers."
	<u>N.</u> A.	Tide	<u>.</u>
Name	N.A.	Title	
Name	N.A.	Title	
4.	IF THE UNDERSIGNE	D IS A LAND TRUST, BUSINESS TRUST OR ESTATE: each individual or legal entity holding legal title to the property that	t is the subject of the trust.
4. a.	IF THE UNDERSIGNE	ED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:	t is the subject of the trust.
4. a.	IF THE UNDERSIGNE List below the name of	D IS A LAND TRUST, BUSINESS TRUST OR ESTATE: each individual or legal entity holding legal title to the property that	t is the subject of the trust.
4.	IF THE UNDERSIGNE List below the name of	D IS A LAND TRUST, BUSINESS TRUST OR ESTATE: each individual or legal entity holding legal title to the property that	t is the subject of the trust.
4.	IF THE UNDERSIGNE List below the name of	D IS A LAND TRUST, BUSINESS TRUST OR ESTATE: each individual or legal entity holding legal title to the property that	t is the subject of the trust.
4. a. Name	IF THE UNDERSIGNE List below the name of N.A.  List below the name,	D IS A LAND TRUST, BUSINESS TRUST OR ESTATE: each individual or legal entity holding legal title to the property that	beneficiary on whose behalf title is held
4. a. Name	IF THE UNDERSIGNE List below the name of N.A.  List below the name,	D IS A LAND TRUST, BUSINESS TRUST OR ESTATE:  each individual or legal entity holding legal title to the property that  Business Address  business address and percentage of beneficial interest of each 1	beneficiary on whose behalf title is held

### SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A.	DEFINITIONS AND D	ISCLOSURE	REQUIREMENT
----	-------------------	-----------	-------------

- Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year, but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

R CERTIFICATION									
		_			-14	•	71	•	٠,
		- 1	-	1111	-11	΄ Δ		n	

В.	CERTIFICATION					
1.	Has the Undersigned had a "business relationship" with any City elected officials in the 12 months before the date this EDS is					
signed?	[ ]Yes	[XX] No				
	If yes, please ider	ntify below the name(s) of such City elected official(s) and describe such relationship(s):	•			
Ackno	are filing on be wledgment Re	chalf of an "Entity holding an interest in the Applicant," go to Section Seven (Noti- garding City Governmental Ethics and Campaign Finance Ordinances), page 12 hree through Six are to be completed only by the Applicant in the Applicant's EDS:	. The			

#### SECTION THREE: DISCLOSURE OF RETAINED PARTIES

#### A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

В.	CERTIFICATION		
Applicar			ned or anticipated to be retained directly by the f this EDS is listed below [begin list here, add -
Name	Business Address	Relationship to Applicant (attorney, lobbyst, etc.; retained or anticipated to be retained)	Fees : (indicate whether paid or estimated)
RETAIN	ECK HERE IF NO SUCH PERSONS HA LED DIRECTLY BY THE APPLICANT. ON FOUR: CERTIFICATIONS BY		APPLICANT OR ARE ANTICIPATED TO BE
l	CERTIFICATION OF COMPLIANCE		
is contro without commor	olled by the Applicant or is, with the Applicant or is, with the Applicant or interlocking management or in use of employees; or organization of a ment or a state or local government, inclination of a state or local government.	applicant, under common control of another in ownership; identity of interests among famil business entity following the ineligibility of a b	at, directly or indirectly: controls the Applicant, ndividual or entity. Indicia of control include, by members, shared facilities and equipment; susiness entity to do business with the federal management, ownership, or principals as the
	filiates delinquent in paying any fine, fe		Department of Revenue, nor are the Applicant is includes all water charges, sewer charges, note them below:

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

B. law or re	The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental gulation. If there have been any such violations, note them below:
	ers "NA." the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
C. Facilities	The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating in connection with the project or transaction for the duration of time that such facility remains on the list.
will not, v	The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I,A-C above and without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant on to believe has not provided or cannot provide truthful certifications.
if the App	plicant is unable to so certify, provide an explanation:
	ers "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to e statements.
<u>II.</u>	CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE
Applicant	oses of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the L. Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS in "Entity holding an interest in the Applicant."
support of	plicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.
Check o	ne:
1.	No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners. A arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3.	The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
4.	There are no Substantial Owners.

#### III. FURTHER CERTIFICATIONS

- A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):
  - 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 hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
  - 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 hereof, been convicted, adjudged guilty, or found liable in a civil
    proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit
    of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affillated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the
    direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 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;
- 2. 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
- 3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
- 4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.
E.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
	tters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ve statements.
<u>IV.</u>	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
associa broker, underwinder the institution plans to	poses of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan tion, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities a municipal securities broker, a securities dealer, a municipal securities underwriter, a municipal securities inter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial on" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in 2-32-455(b) of the Municipal Code.]
A. The App	CERTIFICATION  plicant certifies that the Applicant [check one]
	is is not
a finan	cial institution" as defined in Section 2-32-455 (b) of the Municipal Code.
В.	If the Applicant IS a financial institution, then the Applicant piedges:
	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	pplicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
	tters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ve statements.
<u>V.</u>	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any wo	rds or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?  Yes No.

2.	Unless sold pursuant to a process of competitive bidding, 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 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 V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes No.
if you	answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
3.	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>VI.</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
the en slaver provid 2-92-5	in 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that notity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from y, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that ed coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, is requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to y with § 2-92-585 makes the contract voidable on behalf of the City.
	e check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS quisite information as set forth in that paragraph (2).
for record	. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities cords of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found not is of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves on holders.
invest	2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to ments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders pplicant verifies that the following constitutes full disclosure of all such records:
SEC.	TION FIVE:CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CON	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE ITRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED OT FEDERALLY FUNDED.

<u>l</u>	CERTIFICATION REGARDING LOBBYING
A. contacts list here,	List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. [Begin add sheets as 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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.
- C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <a href="http://www.whitehouse.gov/omb/grants/grants/fillin.pdf">http://www.whitehouse.gov/omb/grants/grants forms.html</a>.

- D. The Applicant 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".
- E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

#### II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

## NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

#### III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

A.	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
В.	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [ ] Yes [ ] No
C.	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

#### SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- [ ] BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security quards, or any number of other full-time Covered Employees, then
  - 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

#### RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

## SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- [X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - cannot give them any cash gift or any anonymous gift; and
  - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

### SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

#### The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Whitehall Street Real Estate Limited Partner	Ship Date: March 11, 2003
(Print or type name of individual or legal entity submitting this EDS)	
Ву:	
(sign here)	
Title of signatory: Authorized &ignatory	
Print or type name of signatory: Roy Lapidus	
(if signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interpret in the Applicant.)	(If supposed in an individual copacity.)  County of Mey York
County of	Sam of MULLY NOTE
Same of	Actinowadged unggr cash on leastly May(h 1, 2003
Actinomistigad under saith on (date)	orion mooy Roy Lapidus
before me by	, ,
85 (PGS)	$\sim$ 1 $\sim$
of ( <del>firm)</del>	VI de
	Noter
	Conference —

JENNIFER HSU
Notary Public, State of New York
No. 01HS6079009
Qualified in Queens County
Certificate Filed in New York County
Commission Expires August 12, 2006

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

#### RECERTIFICATION

	RECERTIFI	CATION		
Generally, for use with	City Council matters, n	ot for City procureme	ents unless requested.	
This Recertification is being submitted in transaction]. The Undersigned warrants und accurate and complete as of the date furnished and reaffirms its acknowledgments.	ler penalty of perjury tha	t all certifications and	statements contained in this EDS are to	rue
(Print or type name of individual or legal entity submitting this EDS)		Date:		
By: (sign here)				
Print or type name of signatory:				
Title of signatory:				
Subscribed to before me on [date],	it County, _	(state).		
Notary Publ	c. Commission expires:	<del></del>		-

#### EXHIBIT B

Applicant's certification and its check mark on Paragraph (1) hereof are expressly conditioned upon Applicant's understanding that: (i) the search required by Section 2-902-585 of the Chicago Municipal Code is limited to entities which were in existence during the slavery era; (ii) the slavery era ended on December 31, 1865; (iii) the search for records required by subsection (a) of said Paragraph (1) means an investigation by Applicant or its agents, unless Applicant otherwise has knowledge which does not require investigation, reasonably sufficient to support Applicant's good faith belief regarding the existence or non-existence of Applicant and its predecessors prior to December 31, 1865; and (iv) if Applicant states that it believes in good faith that it and its predecessors were not in existence prior to December 31, 1865, the statement contained in subsection (b) of Paragraph (1) above shall be deemed inapplicable to Applicant. Subject to Applicant's understanding as aforesaid, Applicant hereby states that it has knowledge or has made investigation reasonably sufficient to support Applicant' good faith belief that Applicant and any predecessors to Applicant did not exist prior to December 31, 1865. In the event of any inconsistency between the foregoing two sentences and any other provision or statement contained in this certification, the foregoing two sentences shall govern.

W9/MLA	17 ,	• 7	
Limitou	Pro	· 1.35%	Z <sup>C</sup>

FOR CITY USE	
AFFIDAVIT NO	_

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

#### WHO MUST SUBMIT AN EDS:

- 1. <u>Applicants</u>: Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. <u>Entities holding an interest in the Applicant</u>: Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

**ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS:** By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

#### **GENERAL INFORMATION** Date this EDS completed: March 11, 2003 Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS. [X] Check here if you are filing as "Applicant." Exact legal name: W9/MLM Real Estate Limited Partnership [ ] Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: \_ (Also, please identify Applicant in which this entity holds an interest: Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004 Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: r B. C. Email: roy.lapidus@qs.com D. Name of contact person: \_ Ray Lapidus E. If a procurement, Specification # \_ N.A. and Contract # N.A. F. If not a procurement: 1. City Agency requesting EDS Department of Planning and Development 2. City action requested (e.g. loan, grant, sale of property): TIF assistance 3. If property involved, list property location: 6465 W. Diversey G. Brief description of project, (include project number and location if applicable):\_\_\_ Redevelopment of Brickward Mall

### SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A.	NATURE OF ENTITY		
1.	Indicate whether the Undersigned	is an individual or legal entity:	•
	[ ] Individual	[ ] Limited Liability Compani	y
	[ ] Business corporation	[ ] Joint venture	
	[ ] Sole proprietorship	[ ] Not-for-profit corporation [Is the not-for-profit corpo	oration also a 501(c)(3)? [ ] Yes [ ] No.
	[ ] General partnership	[ ] Other entity (please spec	ify)
	[ X] Limited partnership		
2.	State of incorporation or organizat	ion, if applicable: Delaware	
3.		the State of Illinois: Is the organization author Yes [ ] No [ ] N/A	rized to do business in the State of Illinois as a
В.	ORGANIZATION INFORMATION		
1.	IF THE UNDERSIGNED IS A CO	PPOPATION:	₹ -
a.	List below the names and titles of any executive director of the corpora	all executive officers and all directors of the	corporation. For not-for-profit corporations, also lise legal entities. If there are no members, write "no
Name	N. A	Title	
the cor	provide the following information cor	cerning shareholders who own shares equal	e pursuant to the Securities Exchange Act of 1934 to or in excess of 10 % (or 7.5 %, as applicable) of the securities to complete an EDS as an "Entity holding and the securities are securities."
Name	N.A.	Business Address	Percentage Interest
	the name, business address and p		rsuant to the Securities Exchange Act of 1934, lis areholder. Note: it may be necessary for some
Name 	N.A.	Business Address	Percentage Interest

partner	rships, indicate whether ea	: list below the name, business address and percer	ntage of ownership interest of each partner. For limited er. Note: it may be necessary for some partners to
Name So.	e Exhibit A attache	Business Address	Percentage Interest
	e Exilibit A attached		
	List below the name, bu	and indicate how managed. Note: it may be nece	st of each (i) member and (ii) manager. If there are no essary for some members to complete an EDS as an
Name	N.A.	Business Address	Percentage Interest
			<u> </u>
b.	List below the names an	d titles of all officers, if any. If there are no officers,	write "no officers."
Name	N.A.	Title	
4. a.		IS A LAND TRUST, BUSINESS TRUST OR ESTA ach individual or legal entity holding legal title to the	
Name	N.A.	Business Address	
_			
b. Note:		usiness address and percentage of beneficial interne beneficiaries to complete an EDS as an "Entity ho	rest of each beneficiary on whose behalf title is held.
Name	N.A.	Business Address	Percentage Interest
	_		
_		<u> </u>	
	_		

#### SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

### A. DEFINITIONS AND DISCLOSURE REQUIREMENT

- 1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
- 2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Secunties Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

me relation	onship between tha	t entity and the City.	
В.	CERTIFICATION		
1.	Has the Undersigned had a "business relationship" with any City elected officials in the 12 months before the date this EDS is		
signed?	[ ]Yes	[X] No	<del>.</del> -
	If yes, please iden	tify below the name(s) of such City elected official(s) and describe such relation	nship(s):
Acknov	ire filing on bel vledgment Reg	nalf of an "Entity holding an interest in the Applicant," go to parding City Governmental Ethics and Campaign Finance O ree through Six are to be completed only by the Applicant in	ordinances), page 12. The

#### SECTION THREE: DISCLOSURE OF RETAINED PARTIES

#### A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

#### B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyrst, etc.; retained or anticipated to be retained)	Fees - (indicate whether paid or estimated)
Louik/Schneider	54 W. Hubbard Chicago, IL 60610	TIF Consultant	E \$100,000
Piper Rudnick	203 North LaSalle Chicago, IJ 60601	Attorney	F \$75,000

[ ] CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

#### SECTION FOUR: CERTIFICATIONS BY APPLICANT

#### . CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A.	The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are	the Applicant		
or its	s affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, see	wer charges.		
license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:				

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified the above statements.
C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violal Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.
D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, we business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I,A-C above a will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applic has reason to believe has not provided or cannot provide truthful certifications.
If the Applicant is unable to so certify, provide an explanation:
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified the above statements.
II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE
For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in Applicant. Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an E filed by an "Entity holding an interest in the Applicant."
If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such of support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their of support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comwith the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.
Check one:
1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or another Illinois court of competent jurisdiction.
2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or me Substantial Owners in arrearage on child support obligations. All such Substantial Owners, however, have entered into cour approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with su agreements.
3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
X 4. There are no Substantial Owners.

#### III. FURTHER CERTIFICATIONS

- A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):
  - 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 hereof 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 otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
  - 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
  - 5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.
- B. The certifications in this subpart B concern:
  - the Applicant;
  - any party participating in the performance of the project or transaction that is the subject of this EDS ("an Applicable Party");
  - any "Affillated Entity" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
  - any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
  - any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

- 1. 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;
- 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
- made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
- violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).
- C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D.	Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.
E.	If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant must explain below:
	tters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to expect the statements.
IV.	CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION
associa broker, underw under t institution	roses of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution' means a bank, savings and loan tion, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities a municipal securities broker, a securities dealer, a municipal securities underwriter, a municipal securities riter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial on" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in 2-32-455(b) of the Municipal Code.]
A. The Ap	CERTIFICATION plicant certifies that the Applicant [check one]
	X is is not
a "finan	cial institution" as defined in Section 2-32-455 (b) of the Municipal Code.
В.	If the Applicant IS a financial institution, then the Applicant pledges:
<b>J</b> .	"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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."
	pplicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):
	tters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Applicant certified to ve statements.
<u>V.</u>	CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any wo	rds or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this PART V.
1.	In accordance with § 2-156-110 of the Municipal Code:
	Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?  Yes.  X No.

2.	Unless sold pursuant to a process of competitive bidding, 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 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 V.
	Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?  Yes No.
If you a	answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:
Name	Business Address
3.	The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.
<u>VI.</u>	CERTIFICATION REGARDING SLAVERY ERA BUSINESS
the en slaven provide 2-92-5	n 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the searched any and all records of the entity and any and all predecessor entities for records of investments or profits from the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that ed coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 185 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to be a second or such as the contract voidable on behalf of the City.
	e check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS juisite information as set forth in that paragraph (2).
for record	. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities cords of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found not like of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves of notices.  This certification is subject to Exhibit B attached.
investr	The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to ments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders pplicant verifies that the following constitutes full disclosure of all such records:
SEC	TION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS
CON	CK HERE [ ] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE TRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED OT FEDERALLY FUNDED.

<u>l.</u>	CERTIFICATION REGARDING LOBBYING
	List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS: [Begin add sheets as 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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

- B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.
- C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <a href="http://www.whitehouse.gov/omb/grants/grants/grants/grants/fillin.pdf">http://www.whitehouse.gov/omb/grants/

- D. The Applicant 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".
- E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

#### II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permittits employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

C. The Applicant will forward the notice set forth below to proposed subcontractors:

## NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually).

#### III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

<b>4</b> .	Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 4 Part 60-2.) [ ] Yes [ ] No	1 CFR
В.	Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [ ] Yes [ ] No	
C.	Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, Equal Employment Opportunity Commission all reports due under the applicable filing requirements?  [ ] Yes [ ] No	or the

#### SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92'610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- [ ] BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.
- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:
  - 1) If the contractor has 25 or more full-time employees, and
  - 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
  - The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

- B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.
- C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.
- D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.
- E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

#### **RESUME:**

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

# SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the training program is available on line at <a href="https://www.cityofchicago.org/Ethics/">www.cityofchicago.org/Ethics/</a>, 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- [X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
  - a. cannot give them any cash gift or any anonymous gift; and
  - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

### SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

#### The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

W9/MLM Real Estate Limited Partnership	Date: <u>March 11, 2003</u>
(Print or type name of individual or legal entity submitting this EDS)	
By: (sign here)	<u>.                                    </u>
Title of signatory: Authorized Signatory	
Print or type name of signatory: Roy Lapidus	
(if signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holiding an interest in the Applicant.)	(If signing in an individual capacity.)  County of
County of	som a New York
State of	Acknowledged under garfon (care)Mávch_11, 2003
Acknowledged under cath on (date)	before me by Koy Lapidus
before me by	' , '
as (stee)	1/2
	Notary Policic Commission expens

JENNIFER HSU
Notary Public, State of New York
No. 01HS6079009
Qualified in Queens County
Certificate Filed in New York County
Commission Expires August 12, 2006

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

# RECERTIFICATION Generally, for use with City Council matters, not for City procurements unless requested.

transaction). The Undersigned warrants under	er penalty of perjury that all certificati	[identify the contract, work, business or ons and statements contained in this EDS are true curate and complete as of the date of this recertification
	Date:	_ <del>_</del>
(Print or type name of individual or legal enerty submitting this EDS)		
By: (sign here)		<del></del>
Print or type name of signatory:	<u> </u>	_
Title of signatory:		_
Subscribed to before me on (date), at	County,	_ (state).
Notary Public.	Commission expires:	-

### EXHIBIT A

W9/MLM Gen-Par, L.L.C. (General Partner)	.20%
Whitehall Street Real Estate Limited Partnership IX (Limited Partner)	89.791.1%
Bridge Street Real Estate Fund 1998, L.P. (Limited Partner)	4.415.1%
Stone Steel Real Estate Fund 1998, L.P. (Limited Partner)	5,180.1%
Stone Street W91 MLM Corp.	.404.1%
Proteus Zamias L.P. (Limited Partner)	.010.1%

c/o Goldman Sachs, 85 Broad Street, New York, NY 10004