

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO  
THE CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:

4601-4617 North Broadway, 1056-1064 West Wilson, and 4616-4626 North Winthrop

2. Ward Number that property is located in: 46

3. APPLICANT Uptown 4601 Owner, LLC

ADDRESS 151 N. Franklin, Suite 300 CITY Chicago

STATE IL ZIP CODE 60606 PHONE 312-627-7662

EMAIL kknutson@tjbc.com CONTACT PERSON Kate Knutson

4. Is the applicant the owner of the property? YES  NO   
If the applicant is not the owner of the property, please provide the following information regarding the owner and attach written authorization from the owner allowing the application to proceed.

OWNER \_\_\_\_\_

ADDRESS \_\_\_\_\_ CITY \_\_\_\_\_

STATE \_\_\_\_\_ ZIP CODE \_\_\_\_\_ PHONE \_\_\_\_\_

EMAIL \_\_\_\_\_ CONTACT PERSON \_\_\_\_\_

5. If the Applicant/Owner of the property has obtained a lawyer as their representative for the rezoning, please provide the following information:

ATTORNEY Tyler Manic, Schain Banks

ADDRESS 70 W. Madison Street, Suite 2300

CITY Chicago STATE IL ZIP CODE 60602

PHONE (312) 345-5700 FAX (312) 345-5701 EMAIL tmanic@schainbanks.com

6. If the applicant is a legal entity (Corporation, LLC, Partnership, etc.) please provide the names of all owners as disclosed on the Economic Disclosure Statements.  
Uptown 4601 JV LLC; Uptown 4601 LLC; REEF IL Uptown LLC; JBC Funds Uptown LLC;  
~~JBC Fund VI LP; JBC Investors VI, LLC;~~  
~~Washington Capital Joint Master Trust Real Estate Equity Fund;~~  
John A. Buck II; Jeanne Lazar; Mike Moraveck

7. On what date did the owner acquire legal title to the subject property? February 28, 2020

8. Has the present owner previously rezoned this property? If yes, when?  
No

9. Present Zoning District PD 1366 Proposed Zoning District PD 1366 as Amended

10. Lot size in square feet (or dimensions) 30,245

11. Current Use of the property ten story mixed use building with 200 dwelling units

12. Reason for rezoning the property to add new permitted uses to PD 1366

13. Describe the proposed use of the property after the rezoning. Indicate the number of dwelling units; number of parking spaces; approximate square footage of any commercial space; and height of the proposed building. (BE SPECIFIC)

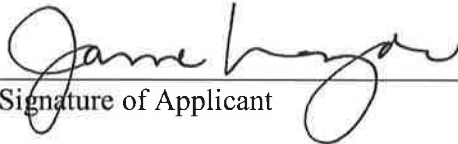
The building will have the same 200 dwelling units, 10,042 SF of ground floor commercial space, and 14 parking spaces, and 103' height as previously approved. The purpose of the rezoning is to allow postal service, animal services (except kennel or boarding), medical services, personal services, consumer repair or laundry services, financial services (except payday/title secured loan store or pawn shop), and indoor participant sports and recreation as permitted uses in PD 1366.

14. The Affordable Requirements Ordinance (ARO) requires on-site affordable housing units and/or a financial contribution for residential housing projects with ten or more units that receive a zoning change which, among other triggers, increases the allowable floor area, or, for existing Planned Developments, increases the number of units (see attached fact sheet or visit [www.cityofchicago.org/ARO](http://www.cityofchicago.org/ARO) for more information). Is this project subject to the ARO?  
YES \_\_\_\_\_ NO

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COUNTY OF COOK  
STATE OF ILLINOIS

Jeanne Lazar, being first duly sworn on oath, states that all of the above statements and the statements contained in the documents submitted herewith are true and correct.

  
\_\_\_\_\_  
Signature of Applicant

Subscribed and Sworn to before me this  
07 day of December, 2022.

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



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**For Office Use Only**

Date of Introduction: \_\_\_\_\_

File Number: \_\_\_\_\_

Ward: \_\_\_\_\_



## ORDINANCE

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

SECTION 1. Title 17 of the Municipal Code of Chicago, the Chicago Zoning Ordinance, is hereby amended by changing the Planned Development 1366 symbols and indications as shown on Map No. 11-G in the area bounded by

North Broadway; West Wilson Avenue; a perpendicular line 85.92 feet long 105.51 feet east of North Broadway as measured along the north line of West Wilson Avenue; a perpendicular line to North Broadway 62.78 feet as measured along south line of the public alley vacated on January 27, 2021 and recorded as Document Number 2108822031 next northwest of West Wilson Avenue; North Winthrop Avenue; the public alley next northwest of and parallel to the public alley vacated on January 27, 2021 and recorded as Document Number 2108822031 next northwest of West Wilson Avenue; the public alley next northeast of and parallel to North Broadway; and a perpendicular line to North Broadway 175.16 feet northwest of and parallel to West Wilson Avenue (as measured along the northeast line of North Broadway)

to those of Planned Development 1366, as Amended

SECTION 2. This ordinance shall be in force and effect from and after its passage and due publication.

Common Address of Property: 4601-4617 N. Broadway; 1056-1064 W Wilson Avenue; and

4616-1626 N. Winthrop Avenue

January 18, 2023

Dear Sir/Madam:

In accordance with the Amendment to the Zoning Code enacted by the City Council, Section 17-13-0107-A of the Chicago Zoning Ordinance, please be advised that on or about January 18, 2023, the undersigned, will file an application on behalf of the applicant Uptown 4601 Owner, LLC for a change in zoning for the property located at 4601-4617 North Broadway, 1056-1064 West Wilson and 4616-4626 North Winthrop from PD 1366 to PD 1366, as Amended.

The owner of the subject property and the applicant of the is Uptown 4601 Owner, LLC located at 151 N. Franklin, Suite 300, Chicago, IL 60606.

The sole purpose of the rezoning is to allow postal service, animal services (except kennel or boarding), medical services, personal services, consumer repair or laundry services, financial services (except payday/title secured loan store or pawn shop), and indoor participant sports and recreation as permitted uses in PD 1366.

I am the duly authorized attorney for the applicant. My address is 70 West Madison, Suite 2300, Chicago, Illinois 60602. My telephone number is (312) 345-5700.

PLEASE NOTE THAT THE APPLICANT IS NOT SEEKING TO PURCHASE OR REZONE YOUR PROPERTY. THE APPLICANT IS REQUIRED BY LAW TO SEND YOU THIS NOTICE BECAUSE YOU OWN PROPERTY LOCATED WITHIN 250 FEET OF THE SUBJECT PROPERTY.

Very truly yours,



Tyler Manic  
Attorney for Applicant

14-17-209-012-0000 thru 14-17-209-016-0000  
14-17-206-039-0000  
14-17-209-033-0000 14-17-209-040-0000  
UPTOWN 4601 OWNER LLC  
151 N FRANKLIN STREET  
CHICAGO, IL 60606

14-17-209-035-0000  
CEDAR FIDELITY WILSON  
1020 W LAWRENCE AVE300  
CHICAGO, IL 60640

14-17-500-002-8004  
REAL ESTATE TAXPAYER  
4620 N BROADWAY  
CHICAGO, IL 60640

14-17-210-024-1002  
14-17-210-024-1039  
CHARLES RAMSDELL  
4616 N KENMORE AVE#202  
CHICAGO, IL 60640

14-17-210-024-1005  
14-17-210-024-1022  
CAMERON FRAZIER  
1530 S STATE ST 816  
CHICAGO, IL 60605

14-17-210-024-1008  
14-17-210-024-1038  
VERA REMENNIK  
4616 N KENMORE #301  
CHICAGO, IL 60640

14-17-210-024-1011  
14-17-210-024-1027  
MICHAEL A CROCKETT  
4616 N KENMORE AV 304  
CHICAGO, IL 60640

14-17-210-024-1014  
14-17-210-024-1030  
MICHELLE EWA MADEJ  
4616 N KENMORE AVE#307  
CHICAGO, IL 60640

14-17-210-024-1017  
14-17-210-024-1032  
JASON L WILSON  
4616 N KENMORE AVE#403  
CHICAGO, IL 60640

14-17-210-024-1020  
CHEUNG AND TAING TRUST  
74049 KINGSTON CT W  
PALM DESERT, CA 92211

14-17-209-034-0000  
DOUBLE DOWN DEVELOPMEN  
128 N CAMPBELL AVE  
CHICAGO, IL 60612

14-17-500-006-0000  
14-17-500-005-8001 14-17-500-005-8005  
CHICAGO TRANSIT AUTHORITY  
567 W LAKE STREET  
CHICAGO IL 60661

14-17-500-002-8005  
UPTOWN CURRENCY EXCH  
4620 N BROADWAY  
CHICAGO, IL 60640

14-17-210-024-1003  
14-17-210-024-1040  
4616 N. KENMORE, LLC  
2159 W. MADISON ST.  
CHICAGO, IL 60612

14-17-210-024-1006  
BRITNEY PERRY  
4616 N KENMORE AVE#206  
CHICAGO, IL 60640

14-17-210-024-1009  
14-17-210-024-1025  
JARED KANG & SUNGHYE K  
4616 N KENMORE AVE#302  
CHICAGO, IL 60640

14-17-210-024-1012  
PATRICK ONEIL  
4616 N KENMORE AVE  
CHICAGO, IL 60640

14-17-210-024-1015  
14-17-210-024-1033  
VICTORIA DAN VIVIAN  
4616 N KENMORE APT 401  
CHICAGO, IL 60640

14-17-210-024-1018  
14-17-210-024-1036  
ANTHONY BASSO  
4616 N KENMORE AV #404  
CHICAGO, IL 60640

14-17-210-024-1021  
14-17-210-024-1034  
PRESTON BEJABENG  
922 W LELAND AVE#2E  
CHICAGO, IL 60640

14-17-218-001-0000 14-17-218-010-0000  
14-17-218-016-0000 14-17-218-011-0000  
14-17-218-014-0000 14-17-218-017-0000  
BROADWAY MP 4545 LLC  
6348 N CICERO AVE  
CHICAGO, IL 60646

14-17-217-024-0000  
14-17-217-035-0000  
VINCENT DAGOSTINO  
4170 N MARINE DR  
CHICAGO, IL 60613

14-17-210-024-1001  
14-17-210-024-1042  
ALAN ARRIETA  
4616 N KENMORE AVE 201  
CHICAGO, IL 60640

14-17-210-024-1004  
14-17-210-024-1035  
SARAH BUNGER  
4616 N KENMORE AVE 204  
CHICAGO, IL 60640

14-17-210-024-1007  
14-17-210-024-1024  
ZACHARY Z REINSTEIN  
4616 N KENMORE AVE#207  
CHICAGO, IL 60640

14-17-210-024-1010  
14-17-210-024-1026  
NICHOLAS J CURATOLO  
4616 N KENMORE AVE#303  
CHICAGO, IL 60640

14-17-210-024-1013  
14-17-210-024-1029  
RACHAEL M HILL & AND J  
4616 N KENMORE AVE#306  
CHICAGO, IL 60640

14-17-210-024-1016  
14-17-210-024-1037  
LEONARDO D BUNUAN  
4616 N KENMORE #402  
CHICAGO, IL 60640

14-17-210-024-1019  
14-17-210-024-1031  
SELVI DAYABARAN  
6010 FREDERICKSBURG LN  
MADISON, WI 53718

14-17-210-020-1004  
14-17-210-024-1023  
14-17-210-020-0000  
ENES GVOZDEN  
4626 N KENMORE AVE#2N  
CHICAGO, IL 60640

14-17-210-024-1028  
MIHIR SEJPAL  
4616 N KENMORE AVE 305  
CHICAGO, IL 60640

14-17-210-020-1005  
14-17-210-024-1044  
ANDREW SCHROEDER & ILE  
4626 N KENMORE AVE#3S  
CHICAGO, IL 60640

14-17-500-005-8007  
A & F VEGA  
4628 N BROADWAY  
CHICAGO, IL 60640

14-17-210-023-1002  
H D NGUYEN  
4627 N WINTHROP AVE  
CHICAGO, IL 60640

14-17-210-023-1005  
TONIA LORENZ  
4633 N WINTHROP AV  
CHICAGO, IL 60640

14-17-209-028-0000 thru  
14-17-209-030-0000  
NEIGHBORSPACE INC  
445 N SACRAMENTO BLVD  
CHICAGO, IL 60612

14-17-210-019-0000  
M & K CABRERA  
4616 N KENMORE 202  
CHICAGO, IL 60640

14-17-209-024-0000 thru 14-17-209-027-0000  
14-17-209-007-0000  
KWANG SU KIM  
4631 N BROADWAY  
CHICAGO, IL 60640

14-17-500-002-8020  
14-17-500-002-8021  
TANA TRANDAI  
8109 N TRIPP AV  
SKOKIE, IL 60076

14-17-209-003-0000  
14-17-209-008-0000  
TAG CAPITAL SERIES 462  
4649 N BROADWAY  
CHICAGO, IL 60640

14-17-210-024-1041  
TODD J HEXT  
2803 E BELLEVIEW PL #4  
MILWAUKEE, WI 53211

14-17-210-020-1006  
14-17-210-024-1045  
SANDRA REED  
4626 N KENMORE #3N  
CHICAGO, IL 60640

14-17-209-011-0000  
4619 BROADWAY LLC  
4619 N BROADWAY  
CHICAGO, IL 60640

14-17-210-023-1003  
NICOLE REED  
4629 N WINTHROP AVE  
CHICAGO, IL 60640

14-17-217-030-8001  
14-17-217-030-8002  
COM ED TAX DEPT  
THREE LINCOLN CTR 4TH  
OAKBROOK TER, IL 60181

14-17-209-010-0000  
THE SOMSAK KAGSWAST RE  
1933 S WELLS ST  
CHICAGO, IL 60616

14-17-210-020-1002  
M WHITE T GREENWOOD  
4626 N KENMORE 1N  
CHICAGO, IL 60640

14-17-500-002-8016  
14-17-217-027-0000 thru 14-17-217-029-0000  
BD JR COLLEGE DIST 508  
30 E LAKE ST 11TH FL  
CHICAGO, IL 60601

14-17-500-005-8003  
REAL ESTATE TAXPAYER  
1119 W LAWRENCE AV  
CHICAGO, IL 60640

14-17-210-017-0000  
C TRICE  
4630-32 N KENMORE  
CHICAGO, IL 60640

14-17-210-020-1001  
14-17-210-024-1043  
ORTELIO FOYO CARBONELL  
4626 N KENMORE AV #1S  
CHICAGO, IL 60640

14-17-500-005-8006  
TAXPAYER OF  
4626 N BROADWAY #8006  
CHICAGO, IL 60640

14-17-210-023-1001  
KYLE PENG  
4625 N WINTHROP AVE  
CHICAGO, IL 60640

14-17-210-023-1004  
T J SCODARI  
4634 N WINTHROP AVE  
CHICAGO, IL 60640

14-17-217-030-8003  
WILSON YARD DEVPL I  
1020 W MONTROSE  
CHICAGO, IL 60613

14-17-209-009-0000  
4623 N BROADWAY LLC  
4631 W PRATT AVE  
LINCOLNWOOD, IL 60712

14-17-210-020-1003  
ETHAN PHILION  
4626 N KENMORE AVE#2S  
CHICAGO, IL 60640

14-17-500-002-8019  
DIMETRIOS KOSKOTAS  
1112 W WILSON AVE  
CHICAGO, IL 60640

14-17-210-008-0000  
TAN SU  
4635 N WINTHROP AVE 3S  
CHICAGO, IL 60640

14-17-210-025-1001  
JEFFREY FELDMAN  
4630 N KENMORE AVE #1  
CHICAGO, IL 60640



14-17-210-025-1002  
MARC DEMEO  
4630 N KENMORE AVE #2  
CHICAGO, IL 60640

14-17-210-025-1003  
JENNIFER M LANE  
4630 N KENMORE UNIT 3  
CHICAGO, IL 60640

14-17-210-025-1004  
MICHELLE BECKER  
4632 N KENMORE AVE #1  
CHICAGO, IL 60640

14-17-210-025-1005  
GISELA MARX  
4632 N KENMORE AVE #2  
CHICAGO, IL 60640

14-17-210-025-1006  
CHRISTOPHE MIHALCEA  
585 9TH ST UNIT 635  
OAKLAND, CA 94607

14-17-210-006-0000  
14-17-210-007-0000  
CHICAGO HOUSING AUTHORITY  
60 E VAN BUREN ST  
CHICAGO, IL 60605

14-17-500-005-8004  
REAL ESTATE TAXPAYER  
4620 N BROADWAY  
CHICAGO, IL 60640

14-17-208-005-0000  
JIM NGUYEN  
4474 W CHASE  
CHICAGO, IL 60712

14-17-218-018-0000  
BMO HARRIS BANK NA  
111 W MONROE ST  
CHICAGO, IL 60603

14-17-211-010-0000 thru  
14-17-211-013-0000  
BOOM ENTERPRISES LLC  
1540 E DUNDEE RD #320  
PALATINE, IL 60074

14-17-219-014-0000  
VASILIOS REVELIS  
7772 W SUNNYSIDE  
NORRIDGE, IL 60706

14-17-210-016-0000  
WM T OKUMURA  
4636 KENMORE AV  
CHICAGO, IL 60640

14-17-500-002-8015  
WILSON PAWNERS EXCH  
1117 WILSON AV  
CHICAGO, IL 60640

14-17-211-023-1001  
M & D DUES  
4621 N KENMORE 1  
CHICAGO, IL 60640

14-17-211-023-1002  
WESLEY NIEMISTO  
4621 N KENMORE AVE #2  
CHICAGO, IL 60640

14-17-211-023-1003  
THE P & C KONICKI LIVI  
4621 N KENMORE AVE#3  
CHICAGO, IL 60640

14-17-208-003-0000  
SYLVIA CENTER CORNERSTONE  
COMMUNITY OUTREACH  
4615 N CLIFTONAVE  
CHICAGO, IL 60640

14-17-210-015-0000  
GEO UCHIMA  
4638 N KENMORE AV  
CHICAGO, IL 60640

14-17-211-008-0000  
TAXPAYER OF  
4625 N KENMORE  
CHICAGO, IL 60640

14-17-219-015-0000 14-17-219-002-0000  
14-17-219-017-0000 14-17-219-018-0000  
MORNINGSIDE STEWART LL  
223 W ERIE ST  
CHICAGO, IL 60654

14-17-209-006-0000  
4635 BROADWAY LLC  
1137 W LELAND 1ST FLR  
CHICAGO, IL 60640

14-17-209-043-1001  
BRIAN WELBURN  
4648 N WINTHROP #1A  
CHICAGO, IL 60640

14-17-209-043-1003  
CHRISTINA MOORE  
4650 N WINTHROP AV #1  
CHICAGO, IL 60640

14-17-209-043-1004  
RYAN CALLOZZO  
4648 N WINTHROP AVE#2A  
CHICAGO, IL 60640

14-17-209-043-1005  
14-17-209-043-1008  
VASIL N LALOV  
4648 N WINTHROP #2B  
CHICAGO, IL 60640

14-17-209-043-1006  
LAURA HARTIN  
4650 N WINTHROP AVE  
CHICAGO, IL 60640

14-17-209-043-1007  
ISAIAH ALLEN  
4648 N WINTHROP 3A  
CHICAGO, IL 60640

14-17-209-043-1009  
BRIAN HART  
4650 N WINTHROP AVE  
CHICAGO, IL 60640

14-17-209-043-1010  
STELLA EDOKPAYI  
4646 N WINTHROP#1B  
CHICAGO, IL 60640

14-17-210-003-0000 thru  
14-17-210-005-0000  
CATHERINE ESCOBAR  
1221 W LUNT #2B  
CHICAGO, IL 60626

14-17-211-022-1003  
ABBY FUHRMAN  
4627 N KENMORE AVE 3W  
CHICAGO, IL 60640

14-17-208-004-0000  
1124 W WILSON INVESTOR  
161 N CLARK ST#4200  
CHICAGO, IL 60601

14-17-210-022-1003  
CHIALUNG YANG  
757 W MELROSE ST  
CHICAGO, IL 60657

14-17-210-022-1006  
AVERY P BELLIS  
4640 N KENMORE AVE#3N  
CHICAGO, IL 60640

14-17-211-005-0000  
FALASZ INC  
4633 N KENMORE AVE 2S  
CHICAGO, IL 60640

14-17-208-001-0000  
14-17-208-002-0000  
ACE HARDWARE  
4654 N BROADWAY  
CHICAGO, IL 60640

14-17-209-018-0000  
14-17-209-019-0000  
CHRISTIAN SCHALLER  
4502 N MAGNOLIA #1  
CHICAGO, IL 60640

14-17-207-013-0000  
14-17-207-014-0000  
ACCOUNT NUMBER 0251  
405 N WABASH AVE P2W  
CHICAGO, IL 60611

14-17-211-021-1001  
OSVALDO R SEDA  
4643 N KENMORE  
CHICAGO, IL 60640

14-17-211-021-1004  
YVONNE AVANT WARD  
4645 N KENMORE #B  
CHICAGO, IL 60640

14-17-211-022-1004  
DEREK J WOOTEN  
4627 N KENMORE AVE#1E  
CHICAGO, IL 60640

14-17-211-022-1001  
JINSON LIEW  
4627 N KENMORE AVE#1W  
CHICAGO, IL 60640

14-17-210-022-1004  
TIMOTHY COLLINS  
4640 N KENMORE AV  
CHICAGO, IL 60640

14-17-211-022-1002  
YOUNG PARK  
4627 N KENMORE AV #2W  
CHICAGO, IL 60640

14-17-210-013-0000  
JIMY SHANNON  
4646 N KENMORE AVE  
CHICAGO, IL 60640

14-17-211-004-0000  
CHICAGO PARK DISTRICT  
4800 S WESTERN  
CHICAGO, IL 60609

14-17-207-017-0000  
14-17-207-015-0000  
1140 W WILSON FLATS LL  
1020 W LAWRENCE AVE #3  
CHICAGO, IL 60640

14-17-211-019-0000  
KARAVITES REST 5895  
PO BOX 187  
WINNETKA, IL 60093

14-17-211-021-1002  
ANNETTE WINFREY  
776 STONEWALL  
MEMPHIS, TN 38107

14-17-211-021-1005  
LAURA E JARRETT  
4647 N KENMORE AVE  
CHICAGO, IL 60640

14-17-211-022-1005  
MIGUEL TORRES  
4627 N KENMORE AVE  
CHICAGO, IL 60640

14-17-210-022-1001 14-17-210-012-0000  
14-17-210-022-1002  
THOMAS PUSATERI  
4648 N KENMORE AVE  
CHICAGO, IL 60640

14-17-210-022-1005  
MICHAEL HILARIO  
4640 N KENMORE AVE#3S  
CHICAGO, IL 60640

14-17-211-006-0000  
JIM K GEE  
37 MEADOWOOD DR  
OAK BROOK, IL 60523

14-17-209-005-0000  
GIOVANNI BUTTITTA  
6037 N CLAREMONT  
CHICAGO, IL 60659

14-17-210-002-0000  
14-17-209-004-0000  
STEFAN J MADJAR  
814 W OAKDALE AVE  
CHICAGO, IL 60657

14-17-210-011-0000  
NORTHSIDE SANCTUARY HOUSE INC  
4652 N KENMORE  
CHICAGO, IL 60640

14-17-219-004-0000  
UPTOWN BAPTIST CHURCH  
1011 W WILSON AVENUE  
CHICAGO, IL 60640

14-17-211-021-1003  
NOY CHALEUNESOUK  
4645 N KENMORE AV #A  
CHICAGO, IL 60640

14-17-211-021-1006  
JESUS TORRES  
4647 N KENMORE AVE #B  
CHICAGO, IL 60640

14-17-211-021-1007  
MATTHEW SCHULTZ  
4649 N KENMORE AVE#A  
CHICAGO, IL 60640

14-17-211-021-1008  
KENNETH R CALVERT  
4649 N KENMORE AVE B  
CHICAGO, IL 60640

14-17-211-021-1009  
VIRGINIA PENA  
4651 N KENMORE  
CHICAGO, IL 60640

14-17-211-021-1010  
KHAM SING SINGVONGSA  
4651 N KENMORE AVE #B  
CHICAGO, IL 60640

14-17-211-021-1011  
TAMARA BARNETT  
4653 N KENMORE AV #A  
CHICAGO, IL 60640

14-17-211-021-1012  
FRANK OLAJIDE KOKU  
4653B N KENMORE  
CHICAGO, IL 60640

14-17-211-020-0000  
4640 SHERIDAN LLC  
2850 S MICHIGAN AVE  
CHICAGO, IL 60616

14-17-210-001-0000  
CHRISTOPHER HOUSE  
2507 N GREENVIEW  
CHICAGO, IL 60614

14-17-217-040-0000  
ALDI INC RYAN TAX  
PO BOX 460049 DEPT 501  
HOUSTON, TX 77056

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

**SECTION I -- GENERAL INFORMATION**

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

Uptown 4601 Owner LLC

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**Check ONE of the following three boxes:**

Indicate whether the Disclosing Party submitting this EDS is:

1.  the Applicant

OR

2.  a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: \_\_\_\_\_

OR

3.  a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control: \_\_\_\_\_

B. Business address of the Disclosing Party:

151 N Franklin Street, Suite 300

Chicago, IL 60606

C. Telephone: 312-627-7662 Fax: 312-993-0857 Email: kknutson@tjbc.com

D. Name of contact person: Kate Knutson

E. Federal Employer Identification No. (if you have one): 37-1961971

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application to amend planned development #1366 for property located at 4601-4617 N Broadway, 1056-1064 W Wilson Ave. and 4616 - 4626 North Winthrop Ave. to allow additional permitted uses..

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

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

Specification # \_\_\_\_\_ and Contract # \_\_\_\_\_

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

- Person
  - Publicly registered business corporation
  - Privately held business corporation
  - Sole proprietorship
  - General partnership
  - Limited partnership
  - Trust
  - Limited liability company
  - Limited liability partnership
  - Joint venture
  - Not-for-profit corporation
- (Is the not-for-profit corporation also a 501(c)(3))?  
 Yes       No  
 Other (please specify)

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

Delaware

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

- Yes
- No
- Organized in Illinois

**B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:**

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

**NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Uptown 4601 JV LLC	Managing Member

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

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

**NOTE:** Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Uptown 4601 JV LLC		100%

**SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS**

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?  Yes  No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?  Yes  No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

N/A

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

Yes  No

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

N/A

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees ( <u>indicate whether paid or estimated.</u> ) <b>NOTE:</b> "hourly rate" or "t.b.d." is not an acceptable response.
Schain Banks	70 W. Madison St., Suite 5300, Chicago, IL		\$10,000 (estimated)

(Add sheets if necessary)

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

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

Yes     No

### B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

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

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

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

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



Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

N/A

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

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

N/A

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13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

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### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

is             is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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

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

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

N/A

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

**D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS**

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes                       No

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

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

Does the Matter involve a City Property Sale?

Yes                       No

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

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**SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS**

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

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

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

Yes

No

If "Yes," answer the three questions below:

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

Yes

No

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

Yes

No

Reports not required

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

Yes

No

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

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## SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at [www.cityofchicago.org/Ethics](http://www.cityofchicago.org/Ethics), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

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

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

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

**CERTIFICATION**

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

Uptown 4601 Owner LLC

(Print or type exact legal name of Disclosing Party)

By: Jeanne Lazar  
(Sign here)  
Jeanne Lazar

\_\_\_\_\_  
(Print or type name of person signing)  
Authorized Signatory

\_\_\_\_\_  
(Print or type title of person signing)

Signed and sworn to before me on (date) 12/12/2022,

at Cook County, IL (state).

Lisa Sizemore  
Notary Public

Commission expires: Jun 23, 2026



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

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS  
AND DEPARTMENT HEADS**

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

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

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

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

Yes

No

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

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

**BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION**

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

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

Yes                       No

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

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

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

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

**PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION**

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

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

Yes

No

N/A – I am not an Applicant that is a “contractor” as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked “no” to the above, please explain.

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

**SECTION I -- GENERAL INFORMATION**

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

Uptown 4601 JV LLC

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**Check ONE of the following three boxes:**

Indicate whether the Disclosing Party submitting this EDS is:

1.  the Applicant

OR

2.  a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Uptown 4601 Owner LLC

OR

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

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B. Business address of the Disclosing Party:

151 N Franklin Street, Suite 300

Chicago, IL 60606

C. Telephone: 312-627-7662

Fax: 312-993-0857

Email: kknutson@tjbc.com

D. Name of contact person: Kate Knutson

E. Federal Employer Identification No. (if you have one): 87-3058099

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application to amend planned development #1366 for property located at 4601-4617 N Broadway, 1056-1064 W Wilson Ave. and 4616 - 4626 North Winthrop Ave. to allow additional permitted uses..

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

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

Specification # \_\_\_\_\_ and Contract # \_\_\_\_\_

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

- Person
  - Publicly registered business corporation
  - Privately held business corporation
  - Sole proprietorship
  - General partnership
  - Limited partnership
  - Trust
  - Limited liability company
  - Limited liability partnership
  - Joint venture
  - Not-for-profit corporation
- (Is the not-for-profit corporation also a 501(c)(3))?  
 Yes       No  
 Other (please specify)
- 

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

Delaware

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

- Yes
- No
- Organized in Illinois

**B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:**

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

**NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Uptown 4601 LLC	Manager

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

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

**NOTE:** Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Uptown 4601 LLC		37.25%
REEF IL Uptown LLC		62.75%

**SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS**

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?  Yes  No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?  Yes  No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

N/A

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

Yes  No

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

N/A

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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

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

**SECTION V -- CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

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

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

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

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

Yes     No

**B. FURTHER CERTIFICATIONS**

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

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

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

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

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

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such



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

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

N/A

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

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

N/A

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13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

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### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

is             is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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

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

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

N/A

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

**D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS**

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes                       No

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

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

Does the Matter involve a City Property Sale?

Yes                       No

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

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**SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS**

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

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

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

Yes  No

If "Yes," answer the three questions below:

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

Yes  No

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

Yes  No  Reports not required

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

Yes  No

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

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## SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at [www.cityofchicago.org/Ethics](http://www.cityofchicago.org/Ethics), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

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

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

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

**CERTIFICATION**

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

Uptown 4601 JV LLC

(Print or type exact legal name of Disclosing Party)

By: Jeanne Lazar  
(Sign here)  
Jeanne Lazar

(Print or type name of person signing)

Authorized Signatory

(Print or type title of person signing)

Signed and sworn to before me on (date) 12/12/2022,

at Cook County, IL (state).

Lisa Sizemore  
Notary Public

Commission expires: Jun 23, 2026



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

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS  
AND DEPARTMENT HEADS**

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

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

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

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

Yes

No

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

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

**BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION**

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

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

Yes                       No

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

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

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

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

**PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION**

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

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

Yes

No

N/A – I am not an Applicant that is a “contractor” as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked “no” to the above, please explain.

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

**SECTION I -- GENERAL INFORMATION**

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

Uptown 4601 LLC

**Check ONE of the following three boxes:**

Indicate whether the Disclosing Party submitting this EDS is:

1.  the Applicant

OR

2.  a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Uptown 4601 Owner LLC

OR

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

B. Business address of the Disclosing Party:

151 N Franklin Street, Suite 300

Chicago, IL 60606

C. Telephone: 312-627-7662

Fax: 312-993-0857

Email: kknutson@tjbc.com

D. Name of contact person: Kate Knutson

E. Federal Employer Identification No. (if you have one): 32 - 0614434

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application to amend planned development #1366 for property located at 4601-4617 N Broadway, 1056-1064 W Wilson Ave. and 4616 - 4626 North Winthrop Ave. to allow additional permitted uses.

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

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

Specification # \_\_\_\_\_ and Contract # \_\_\_\_\_

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

- Person
  - Publicly registered business corporation
  - Privately held business corporation
  - Sole proprietorship
  - General partnership
  - Limited partnership
  - Trust
  - Limited liability company
  - Limited liability partnership
  - Joint venture
  - Not-for-profit corporation
- (Is the not-for-profit corporation also a 501(c)(3))?  
 Yes       No  
 Other (please specify)

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

Delaware

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

- Yes
- No
- Organized in Illinois

**B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:**

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

**NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
JBC Investors VI LLC	Managing Member

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

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

**NOTE:** Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
JBC Funds Uptown LLC		29.8%

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All other individuals and entities do not own more than 7.5% of the Applicant.

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**SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS**

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?  Yes  No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?  Yes  No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

N/A

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Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

Yes  No

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

N/A

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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

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

**SECTION V -- CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

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

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

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

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

Yes     No

**B. FURTHER CERTIFICATIONS**

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

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

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
  - d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
  - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
  - c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
  - d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

N/A

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

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

N/A

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13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

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### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

is  is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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

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



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

N/A

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

**D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS**

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes                       No

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

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

Does the Matter involve a City Property Sale?

Yes                       No

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

Name	Business Address	Nature of Financial Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

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SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

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

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

Yes  No

If "Yes," answer the three questions below:

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

Yes  No

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

Yes  No  Reports not required

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

Yes  No

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

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## SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at [www.cityofchicago.org/Ethics](http://www.cityofchicago.org/Ethics), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

**CERTIFICATION**

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

Uptown 4601 LLC

(Print or type exact legal name of Disclosing Party)

By: *Jeanne Lazar*  
(Sign here)

Jeanne Lazar

(Print or type name of person signing)

Authorized Signatory

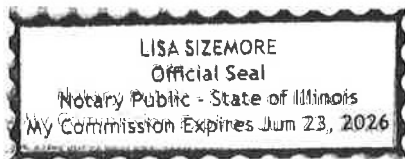
(Print or type title of person signing)

Signed and sworn to before me on (date) 12/12/2022,

at Cook County, IL (state).

*Lisa Sizemore*  
Notary Public

Commission expires: Jun 23, 2026



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

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS  
AND DEPARTMENT HEADS**

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

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

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

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

Yes                       No

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

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

**BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION**

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

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

Yes                       No

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

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

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

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

**PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION**

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

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

Yes

No

N/A – I am not an Applicant that is a “contractor” as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked “no” to the above, please explain.

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

**SECTION I -- GENERAL INFORMATION**

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

JBC Funds Uptown LLC

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**Check ONE of the following three boxes:**

Indicate whether the Disclosing Party submitting this EDS is:

1.  the Applicant

OR

2.  a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:

Uptown 4601 Owner LLC

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OR

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

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B. Business address of the Disclosing Party:

151 N Franklin Street, Suite 300

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Chicago, IL 60606

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C. Telephone: 312-627-7662 Fax: 312-993-0857 Email: kknutson@tjbc.com

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D. Name of contact person: Kate Knutson

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E. Federal Employer Identification No. (if you have one): 38 - 4133031

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F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application to amend planned development #1366 for property located at 4601-4617 N Broadway, 1056-1064 W Wilson Ave. and 4616 - 4626 North Winthrop Ave. to allow additional permitted uses.

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

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

Specification # \_\_\_\_\_ and Contract # \_\_\_\_\_

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

- Person
- Limited liability company
- Publicly registered business corporation
- Limited liability partnership
- Privately held business corporation
- Joint venture
- Sole proprietorship
- Not-for-profit corporation
- General partnership
- (Is the not-for-profit corporation also a 501(c)(3))?
- Limited partnership
- Yes       No
- Trust
- Other (please specify)

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

Delaware

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

- Yes
- No
- Organized in Illinois

**B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:**

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

**NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
JBC Investors VI LLC	Managing Member

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

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

**NOTE:** Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
JBC Fund VI LP		20.15%

Percentage interests in the Applicant of all other entities are less than 7.5% each.

**SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS**

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?  Yes  No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?  Yes  No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

N/A

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

Yes  No

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

N/A

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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

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

**SECTION V -- CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

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

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

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

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

Yes     No

**B. FURTHER CERTIFICATIONS**

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

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

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

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

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

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

N/A

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

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

N/A

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13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

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### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

is                     is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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

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

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

N/A

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

**D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS**

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes                       No

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

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

Does the Matter involve a City Property Sale?

Yes                       No

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

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



E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

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**SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS**

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

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

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

Yes  No

If "Yes," answer the three questions below:

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

Yes  No

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

Yes  No  Reports not required

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

Yes  No

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

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## SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at [www.cityofchicago.org/Ethics](http://www.cityofchicago.org/Ethics), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

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

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

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

**CERTIFICATION**

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

JBC Funds Uptown LLC

(Print or type exact legal name of Disclosing Party)

By: Jeanne Lazar  
(Sign here)

Jeanne Lazar

(Print or type name of person signing)

Authorized Signatory

(Print or type title of person signing)

Signed and sworn to before me on (date) 12/12/2022,

at Cook County, IL (state).

Lisa Sizemore  
Notary Public

Commission expires: Jun 23, 2026



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

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS  
AND DEPARTMENT HEADS**

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

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

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

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

Yes

No

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

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

**BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION**

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

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

Yes                       No

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

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

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

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

**PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION**

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

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

Yes

No

N/A – I am not an Applicant that is a “contractor” as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked “no” to the above, please explain.

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

**SECTION I -- GENERAL INFORMATION**

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

JBC Fund VI LP

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**Check ONE of the following three boxes:**

Indicate whether the Disclosing Party submitting this EDS is:

1.  the Applicant

OR

2.  a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Uptown 4601 Owner LLC

OR

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

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B. Business address of the Disclosing Party:

151 N Franklin Street, Suite 300

Chicago, IL 60606

C. Telephone: 312-627-7662 Fax: 312-993-0857 Email: kknutson@tjbc.com

D. Name of contact person: Kate Knutson

E. Federal Employer Identification No. (if you have one): 38-4053818

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application to amend planned development #13666 for property located at 4601-4617 N Broadway, 1056-1064 W Wilson Ave. and 4616-4626 North Winthrop Ave to allow additional permitted uses.

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

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

Specification # \_\_\_\_\_ and Contract # \_\_\_\_\_



**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

- Person
  - Publicly registered business corporation
  - Privately held business corporation
  - Sole proprietorship
  - General partnership
  - Limited partnership
  - Trust
  - Limited liability company
  - Limited liability partnership
  - Joint venture
  - Not-for-profit corporation
- (Is the not-for-profit corporation also a 501(c)(3))?  
 Yes       No  
 Other (please specify)

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

Delaware

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

- Yes
- No
- Organized in Illinois

**B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:**

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

**NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
JBC Investors VI LLC	General Partner

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

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

**NOTE:** Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
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Percentage interests in the Applicant of all other entities are less than 7.5% each.

**SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS**

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?  Yes  No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?  Yes  No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

N/A

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

Yes  No

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

N/A

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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

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

**SECTION V -- CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

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

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

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

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

Yes     No

**B. FURTHER CERTIFICATIONS**

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

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

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

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

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

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

N/A

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

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

N/A

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13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

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### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

is                     is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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

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

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

N/A

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

**D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS**

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes                       No

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

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

Does the Matter involve a City Property Sale?

Yes                       No

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

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**SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS**

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee



of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

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

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

Yes  No

If "Yes," answer the three questions below:

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

Yes  No

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

Yes  No  Reports not required

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

Yes  No

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

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## SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at [www.cityofchicago.org/Ethics](http://www.cityofchicago.org/Ethics), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

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

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

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

**CERTIFICATION**

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

JBC Fund VI LP

(Print or type exact legal name of Disclosing Party)

By: Jeanne Lazar  
(Sign here)

Jeanne Lazar

(Print or type name of person signing)

Authorized Signatory

(Print or type title of person signing)

Signed and sworn to before me on (date) 12/12/2022,

at Cook County, IL (state).

Lisa Sizemore  
Notary Public

Commission expires: Jun 23, 2026



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

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS  
AND DEPARTMENT HEADS**

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

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

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

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

Yes

No

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

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

**BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION**

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

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

Yes                       No

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

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

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

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

**PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION**

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

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

Yes

No

N/A – I am not an Applicant that is a “contractor” as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked “no” to the above, please explain.

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

**SECTION I -- GENERAL INFORMATION**

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

Washington Capital Joint Master Trust Real Estate Equity Fund. d/b/a REEF IL Uptown LLC

**Check ONE of the following three boxes:**

Indicate whether the Disclosing Party submitting this EDS is:

1.  the Applicant

OR

2.  a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:

Uptown 4601 Owner LLC

OR

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

B. Business address of the Disclosing Party:

1200 Sixth Avenue, Suite 700

Seattle, WA 98101

C. Telephone: 425-220-2600

Fax: 206-382-0825

Email: pbury@wa-cap.com

D. Name of contact person: Peter Bury

E. Federal Employer Identification No. (if you have one): 91-1163419

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application to amend planned development #1366 for property located at 4601-4617 N Broadway, 1056-1064 W Wilson Ave. and 4616 - 4626 North Winthrop Ave. to allow additional permitted uses..

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

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

Specification # \_\_\_\_\_ and Contract # \_\_\_\_\_

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

- Person
  - Publicly registered business corporation
  - Privately held business corporation
  - Sole proprietorship
  - General partnership
  - Limited partnership
  - Trust
  - Limited liability company
  - Limited liability partnership
  - Joint venture
  - Not-for-profit corporation
- (Is the not-for-profit corporation also a 501(c)(3))?  
 Yes       No  
 Other (please specify)
- 

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

Washington state

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

- Yes
- No
- Organized in Illinois

**B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:**

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

**NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

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Washington Capital Management, Inc.

Investment Advisor

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



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

**NOTE:** Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
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Percentage interests in the applicant of all other entities are less than 7.5%

**SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS**

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?  Yes  No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?  Yes  No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

N/A

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

Yes  No

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

N/A

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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

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

**SECTION V -- CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

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

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

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

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

Yes     No

**B. FURTHER CERTIFICATIONS**

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

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

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

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

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

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

N/A

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

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

N/A

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13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

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### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

is             is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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

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

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

N/A

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

**D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS**

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes                       No

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

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

Does the Matter involve a City Property Sale?

Yes                       No

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

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**SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS**

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

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

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

Yes  No

If "Yes," answer the three questions below:

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

Yes  No

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

Yes  No  Reports not required

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

Yes  No

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

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## SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at [www.cityofchicago.org/Ethics](http://www.cityofchicago.org/Ethics), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

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

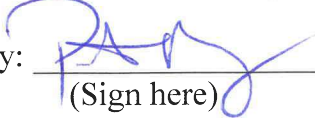
D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By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

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

**CERTIFICATION**

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

Washington Capital Joint Master Trust Real Estate Equity Fund. d/b/a REEF IL Uptown LLC  
(Print or type exact legal name of Disclosing Party)

By:   
(Sign here)

Peter Bury  
(Print or type name of person signing)

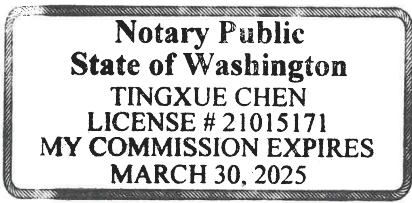
SVP, Portfolio Manager, Real Estate Equity  
(Print or type title of person signing)

Signed and sworn to before me on (date) 12/12/2022,

at King County, WA (state).

  
Notary Public

Commission expires: 3/30/2025



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

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS  
AND DEPARTMENT HEADS**

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

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

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

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

Yes

No

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

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

**BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION**

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

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

Yes                       No

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

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

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

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

**PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION**

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

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

Yes

No

N/A – I am not an Applicant that is a “contractor” as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked “no” to the above, please explain.

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**Part 2A of Form ADV: Firm Brochure**



1200 Sixth Avenue, Suite 700  
Seattle, WA 98101

Telephone: 206-382-0825  
Web Address: [www.wa-cap.com](http://www.wa-cap.com)

March 23, 2022

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*This Brochure provides information about the qualifications and business practices of Washington Capital Management, Inc. If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer at 206-382-0825 or via email at [tvoll@wa-cap.com](mailto:tvoll@wa-cap.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.*

*We are a registered investment adviser. Registration with the SEC does not imply a certain level of skill or training. Additional information about Washington Capital Management, Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about any persons affiliated with the Firm who are registered, or are required to be registered, as investment adviser representatives of the Firm. You can search this site by a unique identifying number, known as a CRD number. Our CRD number is 105253.*

In accordance with Securities and Exchange Commission (SEC) requirements and rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

The following is a summary of new and/or updated information since our last annual Brochure, dated March 24, 2021.

- Washington Capital added additional commingled investment vehicles established as “feeder funds” for the benefit of qualified investors and institutional investors subject to ERISA.
- Washington Capital employees began returning to the office on a hybrid schedule; there continues to be no disruptions to business activities.
- Our Portland office moved to a new location in June 2021.
- Michael G. Russell, Executive Vice President, Chairman & Economic Strategist, and Jennifer Ourada, Senior Vice President, were removed as voting members of the Real Estate Investment Committee in Item 13 effective September 13, 2021.
- Effective September 13, 2021, there are two rotating voting members of the Real Estate Investment Committee. The eight permanent voting members and the current rotating voting members are shown in Item 13.
- Joseph Versaggi and Thomas Fisher were removed as voting members of the Advisory Services Committee in Item 13 effective December 20, 2021.
- Effective December 31, 2021, Jennifer Ourada, Senior Vice President, Real Estate, Transaction Manager, retired from the company.
- Charles Maki, Vice President, Marketing & Client Relations, retired from the company December 31, 2021, and was removed from the Client Service Committee in Item 13.
- Steve Hanks, Vice President, Marketing & Client Service and Steve Hamilton, Vice President, Marketing & Client Service were both added to the Client Service Committee in Item 13.
- Joseph Versaggi, Executive Vice President, Real Estate, announced that he will be retiring December 31, 2022. His duties and committee positions will be distributed to other Washington Capital Management employees prior to and/or at the time of his retirement.
- Paul Ravetta was named Executive Vice President, Chief Operating Officer on March 11, 2022.

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Washington Capital Management, Inc. (“WaCap” or “we”) is an SEC-registered investment adviser with its principal place of business located in Washington State. WaCap began conducting business in 1978.

Listed below are the shareholders owning 5% or more of the company.

- Cory Carlson ..... Chief Executive Officer & President
- Mark Clifford ..... Senior Vice President, Real Estate
- Thomas Fisher ..... Executive Vice President, Senior Portfolio Manager, Real Estate Debt
- Patrick Malley ..... Executive Vice President, Chief Investment Officer – Real Estate
- Paul Ravetta ..... Executive Vice President, Chief Operating Officer
- Joseph Versaggi ..... Executive Vice President, Real Estate

WaCap offers the following advisory services to our clients:

### **Portfolio Management**

WaCap is a multi-strategy investment manager that offers strategies/portfolios in stocks, bonds, commercial real estate (debt and equity) and feeder funds that invest in private equity funds managed by unaffiliated advisors. WaCap provides both privately offered commingled pooled investment funds (including feeder funds) and separately managed accounts. We serve as an investment manager primarily for institutional investors and accounts, such as pension and profit-sharing plans, corporations, charitable organizations, and governmental entities. Institutional investor clients generally engage us as an investment adviser for one or more of our investment strategies as determined by the client, working with us, to be an appropriate strategy for that client. WaCap manages specific investments, such as the pooled investment funds, based on the fund’s investment objective and strategy. For institutional clients with separately managed accounts, investment portfolios are managed based on the investment guidelines as agreed upon between the client and us.

We also manage separate account real estate equity and mortgage portfolios, both of which invest in secured mortgage loans and income-producing commercial real estate. These portfolios are managed in accordance with the client’s objectives and investment guidelines for the separate account.

WaCap offers commingled pooled funds managed through the Washington Capital Joint Master Trust, a trust organized under the laws of the state of Washington and qualified and tax-exempt as a group trust under the provisions of IRS Revenue Ruling 81-100 (the “JMT” or the “Trust”). We are the Trust’s sponsor and discretionary investment manager. The Trust has established separate investment funds or portfolios that include a mid-cap growth fund, a fixed income fund, a mortgage income fund, a real estate equity fund, and a transportation infrastructure fund that invests its assets in a private equity fund managed by an unaffiliated investment manager (each, a “Fund”). Under the Trust’s governing documents, each Fund is separately held, managed, administered, valued, invested, distributed, audited, accounted for, and otherwise dealt with as a separate entity. Only qualified pension plans are permitted to invest in the Trust. Each Fund is exempt from registration as an investment company under the Investment Company Act of 1940, and its interests are exempt from registration under the Securities Act of 1933 in reliance upon an exemption available to an issuer whose securities are not publicly offered. Washington Capital Management, Inc. manages each Fund on a discretionary basis in accordance with the terms and conditions of the Master Trust Document and each Fund’s investment guidelines.

WaCap also offers commingled real asset investments established as “feeder funds” (each, a “Feeder Fund”), both closed and open-ended funds, that invest in private equity funds managed by an unaffiliated independent investment manager. Investors can include certain pension plans, profit sharing plans, retirement plans, or Government plans that are qualified purchasers or qualified clients and accredited investors (such investors are referred to as “Eligible Investors”). These funds are also offered for the benefit of qualified institutional investors subject to ERISA, who require the services of an ERISA fiduciary in connection with their investment through our Feeder Funds.

WaCap also offers a comingled mortgage real estate fund outside of the JMT, with the same fee structure, risks, and strategies as the mortgage real estate account offered through the JMT. Only qualified investors are permitted to invest in this fund.

In addition, we provide investment management services to individual clients based on the needs of the client. Through personal discussions in which goals and objectives based on an individual client's particular circumstances are established, we assist the client in developing investment guidelines and manage a portfolio based on the client's guidelines. During our information and data gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family or business composition and background.

We generally manage client accounts on a discretionary basis. Clients have the opportunity to place reasonable restrictions on the types of investments to be held in their separately managed accounts. Account supervision is guided by the client's stated investment guidelines, investment policy statements, and tax considerations, if applicable. In some limited cases (primarily in a few separately managed real estate debt and equity accounts), we manage client accounts on a non-discretionary basis, where the account requires client pre-approval of investment acquisitions or dispositions.

Once the client's portfolio has been established, we monitor and review the portfolio on an ongoing basis.

Our advisory services include (but are not necessarily limited to) investments in the following:

- Exchange-listed securities, including Exchange Traded Funds and iShares
- Securities traded over the counter
- Foreign issuers
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- United States governmental securities
- Interests in partnerships investing in real estate
- Other private investments: commercial mortgages, real estate equity, bonds, privately offered pooled investment funds (including Feeder Funds)

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity, and suitability. To ensure that our initial determination of an appropriate portfolio remains suitable and that the account continues to be managed in a manner consistent with the client's financial circumstances, we:

- Send quarterly account reports to the client and any other party as the client directs us;
- Maintain contact with clients to determine whether there have been any changes in the client's financial situation or investment objectives, and whether the client wishes to modify existing investment guidelines;
- Be reasonably available to consult with the client; and
- Maintain client suitability information in each client's file, if applicable.

### **Consulting Services**

WaCap also offers consulting services, primarily related to real estate and economic consulting. Services include, but are not limited to, advice concerning investment strategy, policy statements, and asset allocation as well as advice on specific real estate transactions, investments, or market analysis.

We also provide Qualified Professional Asset Manager (QPAM) services for clients that are employee benefit plans regulated by the Employee Retirement Income Security Act of 1974 ("ERISA"). WaCap is a QPAM within the definition set forth by the Department of Labor. Our net worth exceeds \$1,000,000 and institutional assets under management exceed the \$85 million minimum requirement. QPAM services include, but are not limited to, the following:

- Assessing and resolving “party in interest” conflicts
- Evaluating and engaging external real estate service providers
- Asset management
- Property acquisition
- Property disposition
- Development/redevelopment
- Property appraisal
- Valuation
- Client reporting

### **Amount of Managed Assets**

As of 12/31/2021, we were actively managing \$8,268,951,879 of clients' net assets on a discretionary basis and were actively managing or loan servicing \$207,284,031 of clients' net assets on a non-discretionary basis. Total firm assets under management include both discretionary and non-discretionary accounts managed and serviced including equity, fixed income, net real estate equity, real estate debt assets, and Feeder Funds. The amount of these net assets will differ from “regulatory assets under management” as reported in our Form ADV Part 1.

## **ITEM 5**

## **FEES & COMPENSATION**

### **Portfolio Management Fees**

WaCap has a different fee relationship with clients depending on the nature of the investment management services, the date the advisory relationship commenced, and the assets committed to both the investment program and in total to us. Fees are generally based on the market value of assets under management (whether managed as a separate account or in one or more of our Funds).

Our advisory fees for separate accounts are negotiable and are subject to minimums. We may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee rate. Client fees can differ from proposed fee schedules. Our current proposed fee schedules (shown as an annual percentage rate based on assets under management tiers) are as listed below.

#### *Institutional Accounts*

Mid Cap Growth Equity	First \$10 million .....	0.80%
	Next \$15 million .....	0.70%
	Thereafter .....	0.60%
Core Fixed Income	First \$20 million .....	0.30%
	Next \$30 million .....	0.25%
	Next \$50 million .....	0.15%
	Thereafter .....	0.05%
Core-Plus Fixed Income	First \$20 million .....	0.35%
	Next \$30 million .....	0.30%
	Next \$50 million .....	0.20%
	Thereafter .....	0.10%
High-Yield Fixed Income	First \$20 million .....	0.45%
	Next \$30 million .....	0.40%
	Next \$50 million .....	0.30%
	Thereafter .....	0.20%
Intermediate Maturity 1 to 10 Year Fixed Income	First \$20 million .....	0.30%
	Next \$30 million .....	0.25%
	Next \$50 million .....	0.15%
	Thereafter .....	0.05%

Short Maturity 1 to 5 Year	First \$25 million .....	0.25%
Fixed Income	Next \$75 million .....	0.20%
	Thereafter .....	0.05%
Mortgage Real Estate Accounts* and ** .....		0.50%
Equity Real Estate Accounts.....		1.00%

*Privately Offered Pooled Investment Vehicles*

Real Asset Opportunities (Redeemable Funds) ..... 0.20% to 0.25% (depending on the fund)

Real Asset Opportunities (Closed End Funds) ..... 0.20% to 0.25% (depending on the fund)

*Non-Institutional, Individual Accounts* ..... 1.00%

The management fees for separately managed real asset opportunities accounts are generally based on the account's net asset value payable on a quarterly basis in advance. The management fee payable to WaCap for each real asset fund is set forth in each fund's governing agreement and is generally based on the client's (i) capital commitment to the fund or the (ii) total invested capital. Some fund expenses are accrued and billed quarterly.

\*Members admitted to the Real Asset Income Fund on or within three months after the date of the Initial Closing, April 30, 2021, shall be charged a management fee in an amount equal to 0.40% for each of the first three years following the Member's admission to the Fund, and 0.50% for each year thereafter. Members admitted to the Fund on or after August 1, 2021, will be charged 0.50%. WaCap has voluntarily reduced the fee for current investors in the Real Asset Income Fund, starting with the fourth quarter of 2021; this reduced fee will remain in effect until further notice to investors.

Fees for other accounts are generally payable quarterly in arrears, billed at the end of each calendar quarter, and computed upon the value of the assets as of the last day of the calendar quarter. If, during the calendar quarter, assets are added or withdrawn, the fee can be prorated based on the number of days managed during the quarter.

We generally bill the client directly at the end of each quarter. For most account types, the client can, by proper written authorization, request that the fees be paid out of the investment account. In this situation, we will bill the custodian of the investment account directly and the custodian will deduct the fees from the account and send the fees to us; a copy of the fee billing also sent to the client.

**Other Fees (Real Estate and Real Assets)**

*\*\*Mortgage Loan Fees*

WaCap also receives, as an additional fee, up to forty percent (40%) of each loan origination and modification fee collected from mortgagors whose mortgages become assets of the one of our commingled mortgage accounts, while the portfolio receives sixty percent (60%) of each fee. Such additional fee is intended to compensate WaCap for our services in connection with the origination, underwriting, closing, and servicing of mortgage loans. All loan fees paid by mortgagors of the commingled account shall be deposited in the commingled account. Upon closing of a mortgage, or such earlier time as a loan fee is earned and collected from a mortgagor, an amount up to forty percent (40%) of the loan fee earned and collected shall be paid by the custodian/trustee of the commingled account to WaCap and the remaining sixty percent (60%) shall be retained as income to the commingled accounts.

*Separately Managed Real Estate Equity and Mortgage Accounts*

Clients participating in separately managed accounts may be charged various fees, such as loan or servicing fees, in place of or in addition to the advisory fee charged by our firm. These fees, as well as advisory fees, are individually negotiated for each client and can vary substantially from the fees charged under pooled fund arrangements. Portfolio management fees can be based upon the cost, current market value, or some combination

of the two or can be based on the assets in the client's separate account portfolio under management. Additionally, a portion of the portfolio management fee can be based upon the amount of third-party financing. These fees will be billed either monthly or quarterly in arrears. Negotiated fees may also include performance-based fees (please see Item 6).

The fee payable to WaCap for originating, managing, processing, and documenting loans for separately managed mortgages on behalf of separate account clients (excluding servicing fees) are negotiated and most often range from 0.5% to 3.0% of the total amount of each loan's outstanding balance or market value. Alternatively, the fee will be 40% of the amount of any loan fee paid by borrower to client. Our fee is payable within 30 days after receipt of a written billing from us but in no event prior to the close of any transaction.

Investment management and/or loan servicing fees related to separately managed real estate mortgages typically range from 0.25% to 1.0% per annum and are calculated on either i) the outstanding principal balance of the mortgage or ii) the total fair value of the mortgage account as negotiated with the client. Fees are billed directly to the clients monthly.

#### *Joint Master Trust Funds*

Clients that are invested in one or more Funds within the Washington Capital Joint Master Trust will indirectly pay certain fees and expenses of the particular JMT Fund, such as (i) fees and expenses of the custodian and trustee; (ii) real estate expenses and fees incurred by the JMT Fund related to the acquisition, disposition, and operation of the real estate properties; (iii) fees and expenses incurred in connection with any credit facility, loan or similar obligations entered into by the JMT Fund; (iv) any costs associated with litigation, alternative dispute resolutions expenses incurred in any claim or action in connection with recovery, protection or preservation of property received or held by a JMT Fund; (v) insurance deductibles; (vi) fees incurred in connection with the valuation of portfolio real property and debt; and (vii) any brokerage costs and expenses incurred in connection with the acquisition or disposition of real property and securities. Please refer to the governing documents of the JMT for specific details of the relevant JMT Fund.

#### *Real Asset Opportunities (through WaCap Feeder Funds)*

Clients participating in a WaCap Feeder Fund will bear (a) indirectly all management fees, costs, and expenses of the underlying fund ("Underlying Fund") in which Feeder Fund is invested; and (b) directly (i) any fees and expenses chargeable or passed through to the Feeder Fund by the Underlying Fund that are not paid out of the Feeder Fund's capital contributions to the Underlying Fund, as may be provided for in the Underlying Fund's governing agreement; (ii) the fees and expenses of the Feeder Fund's custodian; (iii) the fees and expenses of the Feeder Fund's administrator; (iv) the fees and reasonable expenses incurred by the Feeder Fund's partnership representative; (v) any taxes, corporate maintenance or licensing fees, or federal or state "blue sky" securities filing fees charged to the Feeder Fund or its income or investments; (vi) all costs, litigation and alternative dispute resolution expenses, and attorneys' fees incurred in any claim or action in connection with the recovery, protection or preservation of property received or held by the Feeder Fund; (vii) any costs associated with any Advisory Committee meetings; and (viii) indemnification obligations with respect to the Feeder Fund's manager, officers, members of the Feeder Fund's advisory committee, the Feeder Fund's partnership representative, custodian, administrator, and others as set forth in each Feeder Fund's limited liability company agreement. Please refer to the governing documents of the relevant Feeder Fund for specific details.

### **Consulting Services**

Fees charged for consulting services are negotiated and may be hourly or fixed fees. Hourly fees are generally billed monthly and are payable within 30 days. Fixed fees are generally due upon the completion of the work. WaCap does not have a standard fee schedule for consulting services.

Fees for QPAM services are based on the type of service being provided and are negotiated with each client. WaCap does not have a standard fee schedule for QPAM services. Fees vary depending on the nature and scope of services to be provided and may be hourly, fixed, or based on the value of the assets or square footage of leases under management. Fees are billed based on the terms of the QPAM agreement and are payable within 30 days.

## General Information

### *Limited Negotiability of Advisory Fees*

Although WaCap has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances, and needs will be considered in establishing the fee schedule. Such considerations include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reporting requirements, among other factors. The specific annual fee schedule will be identified in the contract between WaCap as the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, might be offered to family members and friends of associated persons of our firm.

### *Termination of the Advisory Relationship*

Unless otherwise stated in the agreement, a client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice or per the terms of the investment advisory agreement. The JMT real asset Feeder Fund may be terminated by the Client only as provided in the Fund documentation, as the Investment Manager can only withdraw capital from the Underlying Fund as expressly provided in the Underlying Fund Documents and does not have the right to withdraw capital from the Underlying Fund at its option. Limited liability company agreements for the non JMT Feeder Funds, once accepted, may not be cancelled, terminated, or revoked, except as permitted by applicable law or as otherwise explicitly provided in the Partnership Agreement of the Underlying Fund.

Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of unearned fees, the reimbursement will be determined by pro rating the fee according to the number of days remaining in the billing period.

Terminations of investments in our commingled strategies are subject to the terms and redemption requirements of the JMT Fund trust documents or the Feeder Fund limited liability company agreements. Investments in real estate debt and real estate equity strategies are further subject to liquidity limitations. An investment in a Feeder Fund requires a long-term commitment and investors will not be able to liquidate their interests when they might wish to do so. Investors cannot terminate or seek redemption in the closed end Feeder Funds as WaCap's Feeder Fund cannot terminate or seek redemption in the Underlying Fund. Open ended Feeder Funds offer quarterly redemptions subject to fund restriction and/or lockup periods.

### *Mutual Fund and Exchange Traded Fund Fees*

All fees paid to WaCap for investment advisory services are separate and distinct from the fees and expenses charged by third-party mutual funds and/or exchange traded funds (ETFs) to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, 12b-1 fees, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

### *Additional Fees and Expenses*

In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

### *Grandfathering of Minimum Account Requirements*

Advisory clients are subject to our minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our minimum account requirements will differ among clients.

### *ERISA Accounts*

Washington Capital serves as a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to ERISA. As such, we are subject to specific duties and obligations under ERISA and the Internal Revenue Code that include, among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, we may only charge fees for investment advice about products for which we and/or our related persons do not receive any commissions or 12b-1 fees or, conversely, investment advice about products for which we and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset our advisory fees.

### *Advisory Fees in General*

Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

### *Real Asset Funds*

A client invested in a Feeder Fund, whether through the JMT Fund or any of the other Feeder Funds, will bear the management fee of the Underlying Fund's investment manager; however, combined with WaCap's management fee this is equal to the total management fee the client would pay if it directly invested in the Underlying Fund.

We believe all material conflicts of interest which could cause WaCap or any of its employees to not render unbiased and objective advice have been disclosed to our clients in writing.

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## **ITEM 6 PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT**

Performance-based fees may also be negotiated with the Adviser's institutional clients. Such fees are only paid after negotiated performance hurdles have been met. Performance-related fees are structured to comply with the applicable requirements of the Investment Advisers Act of 1940 (e.g., Section 205 and rules and regulations thereunder). When this type of fee is paid, disposition fees are generally not paid.

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## **ITEM 7 TYPES OF CLIENTS**

WaCap provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Banking or thrift institutions
- Pooled investment vehicles
- Pension and profit-sharing plans (other than plan participants)
- Charitable organizations
- Corporations or other businesses not listed above
- State or municipal government entities
- Taft-Hartley Health & Welfare, Training Trust, and Cash Management Accounts

A minimum of \$1,000,000 of assets under management or \$10,000 in annual fees is generally requested for our services. Minimum account size or account fees can be negotiable under certain circumstances.

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## **ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES & RISK OF LOSS**

### **Methods of Analysis**

WaCap manages portfolios with various investment strategies. The following methods of analysis may be used in formulating our investment advice and/or managing client assets:

### *Fundamental Analysis*

We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced, indicating it may be a good time to buy, or overpriced, indicating it may be time to sell.

We attempt to measure the intrinsic value of a real property investment by looking at economic and financial factors (including the overall economy, industry conditions, fundamental supply and demand, inherent risk, the credit of the tenants, and the physical and financial condition of the property, or in the case of a development investment, the projected financial performance) to determine if the property has a good likelihood to produce an acceptable return.

For mortgage investments, we assess geographic and property markets, submarkets, regional and local economies, all of which drive demand for any given property. Deeper analysis includes demand drivers for the specific property, historical occupancy and income/expense history, future supply and demand, as well as the physical condition of the property, including a seismic assessment in the appropriate areas. We assess the competition to confirm whether or not the return justifies the risk.

For real asset investments we attempt to measure the value of an investment by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition, track record, and management of the investment management company itself) to determine if the company or fund offers the opportunity to achieve an appropriate return for the perceived level of risk for the anticipated return.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security or real estate investment, as well as the value of an investment, can rise or fall along with the overall market regardless of the economic and financial factors considered in evaluating the security or investment.

### *Technical Analysis*

We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and to potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

### *Macro Trends Analysis*

When analyzing real estate, we look at historical changes in markets – by geography and property sector – and general supply and demand trends, including demographics, and apply that analysis to the present in an attempt to recognize opportunities for investing in markets and sectors that will produce acceptable returns.

Macro trend analysis does not consider the underlying physical and financial condition of a property. This presents a risk in that a poorly managed or financially unsound property may underperform regardless of positive market trends.

### *Quantitative Analysis*

For a security we use methods of data analysis and statistical modeling in an attempt to quantify and/or forecast characteristics such as expected returns, volatility, price trends, and risk exposures of securities and to verify/identify statistical relationships between securities, asset classes, and macroeconomic variables.

For real estate we use methods of data analysis and financial modeling in an attempt to quantify and/or forecast expected returns, cash flows, needed capital expenditures, volatility, price trends, and risk exposures of properties and to evaluate projected returns in light of specific macro trends applicable to specific property sectors, and macroeconomic variables.

In permanent mortgage investments, we primarily rely on underwritten cash flows rather than a loan to market value test. The cash flow will be estimated using the lesser of the existing rent roll or current market rents along



with projected expenses (if available), which will produce a projected cashflow to underwrite. We would then assess market vacancy, including adjustments for future supply or lack thereof, and the appropriate amortization based on the age and condition of the property, and apply the interest rate to derive a debt service coverage ratio (DSCR.) A minimum DSCR would take into account projected leasing activities at a property, and how our mortgage would be refinanced out in the market.

Construction loans are generally evaluated on a loan to cost basis, overlain with a projected future cashflow as derived immediately above with the permanent loan analysis. With the future cashflow, typically derived from an MAI appraisal, we would then perform a sensitivity analysis using different interest rates to assess the borrowers' ability to refinance out of the construction loan upon maturity.

For real assets we use methods of data analysis and statistical modeling in an attempt to quantify and/or forecast characteristics such as expected returns, and risk exposures of funds and to verify/identify statistical relationships between specific investments, asset classes, and macroeconomic variables.

Statistical conclusions can never be completely certain; results can only be estimated to a reasonable level of confidence. Modeling relies on assumptions about the structure of the underlying data and a myriad of factors that impact cash flow, including inflation rates applied to revenue and expenses. This presents a risk that model results could be impaired or invalidated as the characteristics of markets change.

#### *Risks for All Forms of Analysis*

Our securities analysis methods rely on the assumption that we receive accurate and unbiased data from the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities.

Our real estate analysis methods rely on the assumption that the property specific data provided by the seller for properties we purchase and financial data for borrowers we lend to, general economic data, and other publicly available sources of information about these properties, are accurate and unbiased.

While we are alert to indications that data may be incorrect, there is always a risk that our analysis could be compromised by inaccurate or misleading information.

### **Investment Strategies**

WaCap uses the following strategy(ies) in managing client accounts, provided that such strategy(ies) is (are) appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- *Real Estate Debt & Equity Portfolios*

We manage a pooled real estate debt portfolio through the JMT that invests primarily in a diversified portfolio of quality private, commercial mortgage loans, and marketable securities. The strategy objective is to provide stable current income growth by investing in a diversified portfolio of commercial mortgages secured by different property types across the United States including Alaska and Hawaii. The portfolio is invested in construction loans, permanent loans, mezzanine loans, or construction and permanent combination loans to finance both development opportunities and existing properties. We seek to diversify the mortgage investments by location, real estate product type, loan type, amount, and loan term. Loans are generally secured by first lien mortgages/deed of trusts, with some exceptions as allowed for in the applicable investment guidelines.

We also offer a commingled real estate equity fund through the investment of pension fund assets in private equity real estate opportunities. Our objective is to provide current income and long-term capital growth by investing in a diversified portfolio of properties across the United States including Alaska and Hawaii. The strategy invests in equity and equity-like positions in real estate. We seek development and value-added opportunities, some of which may be retained after reaching stabilization. We also acquire operating properties that offer current income and the opportunity for value appreciation. The portfolio seeks to

diversify across property type, location, investment size, as well as development and redevelopment status. The fund invests in both single and multitenant properties, and in both seasoned and development projects. Under special circumstances, the fund will invest in specialized real estate projects. The fund may utilize a limited amount of debt to enhance returns.

The pooled portfolios in the JMT are available only to qualified pension and retirement accounts, are highly illiquid, and are subject to redemption provisions.

WaCap also offers a comingled mortgage real estate fund outside of the Trust that is available to qualified investors. This fund is highly illiquid, is subject to redemption provisions, and faces risks similar to the pooled real estate debt fund described above.

- *Real Asset Opportunities (through WaCap Feeder Funds)*

WaCap offers the ability for Eligible Investors to invest in commingled equity investment vehicles through a Feeder Fund (both closed-end and open-end funds), that invests in privately offered equity funds managed by unaffiliated independent investment managers. The investment managers of the underlying real asset investment fund are responsible for all investment decisions of the underlying real asset investment fund. WaCap believes we have identified Underlying Fund investment managers with extensive investment experience in the real asset investment management industry.

One of the Feeder Funds is offered as a separate fund of the JMT and other Feeder Funds have been established as separate limited liability companies formed in each case to invest in the underlying real asset investment fund managed by an unaffiliated independent investment manager.

WaCap will manage and administer the client's or investor's indirect investment in the underlying real asset investment fund (through the Feeder Fund) and perform certain other duties with respect to, and on behalf of, the client or investor as further set forth in (i) the JMT documents and the client's separate account advisory agreement or (ii) each other Feeder Fund's limited liability company agreement.

WaCap serves as an ERISA fiduciary for all of these Feeder Funds. The Feeder Funds are only available to Eligible Investors. An investment in a closed-end Feeder Fund is highly illiquid. An investment in the open-end Feeder Fund offers quarterly liquidity subject to an initial lock up period and prior notice to WaCap. In addition, the ability of the Feeder Fund to redeem a client's investment is subject to the underlying real asset investment fund having available assets to return to the Feeder Fund the amount necessary for the Feeder Fund to distribute the redemption proceeds to the redeeming investor.

- *Stocks (Equity Portfolios)*

We manage growth and value portfolios on a separate account or pooled account basis.

Our growth equity investment portfolio includes top-down analysis of global macroeconomic trends and bottom-up analysis of stock-specific fundamentals. Our goal in recognizing investment opportunities is to identify companies that we believe have strong fundamentals and which are involved in the global growth trends we identify during our top-down research.

In our top-down review of global growth trends, we seek to identify multi-year growth trends that result from new regulations, new technologies, long-term supply and demand imbalances, or other drivers that may change the way companies do business. We review demographic trends, new and potential technologies, available resource trends, economic reports from various regions and countries, as well as a multitude of research products and opinions regarding the future of sectors, industries, countries, and international regions. We then attempt to identify opportunities for long-term growth within investible sectors of the U.S. economy.

Our bottom-up stock analysis consists of seeking out companies that have strong fundamentals: strong revenue growth opportunities, company specific factors that will allow the target company to improve their margins and increase earnings growth, ample resources to fund growth, ample cash balances, limited debt, and management teams with a track record of successfully growing businesses.

We look for investments that we believe have long growth trajectories, and purchase stocks with the expectation that the growth drivers will remain in place for a company for at least three years. Our philosophy is to buy stocks that we expect to own in excess of 12 months, though that goal may not be met, depending on market conditions or changes in the outlook for a specific stock.

Our large cap value portfolios are accounts which can include stocks, bonds, ETFs, and cash reserves; however, the strategy emphasizes stock market investing. Generally speaking, risks and rewards will be broadly similar to those for U.S. stock and investment grade bond markets. Our large cap stock selection strategy is a “classic” value strategy. Classic strategies emphasize absolute present and future valuation, which differs from relative valuation strategies that seek to find cheaper assets relative to other asset prices. The idea is to invest in assets which are cheap to absolute or intrinsic valuation factors and to sell at much higher prices.

- *Bonds (Fixed Income Portfolios)*

We have developed portfolios which focus on fixed income investments and manage portfolios across the full range of maturity spectrums: short cash management, limited maturity, intermediate maturity, core, core-plus, and high yield. We believe that non-treasury products offer investors the opportunity to add incremental returns versus government securities over various interest rate cycles. As such, our fixed income investment process seeks to add value by overweighting non-treasury securities. We manage these fixed income portfolios on a separate account or pooled account basis. Ultimately, these portfolios are managed relative to a client's specific investment guidelines, objectives, and benchmark.

Our client portfolios are invested across the entire spectrum of investment grade securities with an emphasis on corporate credits. We also manage client portfolios which invest in below-investment grade securities. We generally limit high yield investments to Ba or B equivalent rated categories. Portfolio duration is generally limited to +/- 20% of a client's benchmark, and sector exposure limits are actively maintained to provide the opportunity to add value while controlling risk.

Our fixed income investment process combines top-down macro research with rigorous, bottom-up fundamental analysis in constructing client portfolios. At the macro-level, we evaluate interest rate volatility, identify sectors that we believe are likely to outperform and determine appropriate portfolio duration. Our bottom-up analysis includes performing independent, exhaustive fundamental research and identifying those corporate sectors and issuers which we believe have the potential to offer excellent relative value opportunities. For securitized issues, we seek to identify bonds offering predictable and stable cash flows to minimize duration shift in the portfolio.

Our fixed income portfolios are typically overweight corporate credits. We believe the yield advantage offered by these securities adds incremental returns over interest rate cycles. Our universe of eligible securities begins with securities that are rated as investment grade by at least one credit rating agency at the time of purchase. In some instances, our fixed strategies can allocate to corporate credits that are rated as below-investment grade at time of purchase. We use proprietary screening models to enhance the efficiency of our corporate security review process by filtering the corporate universe on a number of factors. At the security level, our process prioritizes fundamental research to try and identify superior performers across the maturity and quality spectrum.

Lastly, within the fixed income portfolios, we also typically maintain exposure to securitized products. We recognize the diversification advantage and income benefits that securitized bonds may offer relative to government securities. Our sector research begins with an analysis of interest rate volatility to identify which part of the curve we believe offers the best return potential. We employ a relative value analysis at the security level by comparing portfolio candidates with existing securitized bonds and credits on a risk/return basis.

- *Long-Term Purchases*

We typically employ the strategy of purchasing securities with the idea of holding them in the client's account for a year or longer when we believe the securities to be currently undervalued, and/or we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

- *Short-Term Purchases*

Purchasing securities with the idea of selling them within a relatively short time (typically a year or less) is a strategy used in an attempt to take advantage of conditions that we believe will soon result in a price swing in those securities.

- *Trading*

To take advantage of our predictions of brief price swings, we might purchase securities with the idea of selling them very quickly (typically within 30 days or less).

### **Risk of Loss**

Securities, real estate, and real asset investments are not guaranteed, and you could lose money on your investments. We ask clients in one or more of our strategies to work with us to help us understand their tolerance for risk.

In addition to the overall risk of loss, additional risks exist in various investment strategies. A discussion of these potential risks follows. For all strategies offered, please also review the General Risks shown near the end of this section.

- *Real Estate Mortgage Strategy Risks*

Interest Rate Risk. Interest rates can change on a day-to-day basis. Current interest rates also serve as the discount rate for any future cash flows generated from mortgage investments. In essence, the value of a mortgage will change as interest rates fluctuate. This value change can cause mortgage income investments to have unrealized losses, or unrealized gains, from changes in interest rates. Generally, an increase in interest rates is due to an increase in the expected future inflation rate in the economy.

Prepayment Risk. Investments in mortgages will entail prepayment or convexity risk. Generally speaking, as interest rates decline, mortgage values should increase as the projected future cash flows are now discounted by a lower interest rate. However, lower interest rates can entice borrowers to refinance their mortgages. Hence, mortgage holders (i.e., lenders) risk the possibility that borrowers may elect to repay loan principal before the loan maturity date and may receive the loan principal at par or with a prepayment premium, depending on the original loan documentation and the timing of the prepayment. This generally limits the price appreciation of mortgages under a declining rate environment to reflect the possibility of prepayment. As such, in a declining interest rate market, mortgages may not rise in value at the same proportion as other fixed income investments that have no prepayment risk.

Conversely, as interest rates increase, the value of a mortgage might decline faster than other fixed income investments. As interest rates increase, mortgagees (borrowers) have less of an incentive to prepay their mortgages and investors (lenders) will more likely receive principal and interest payments over the original loan term. With future cash flows now discounted over the full contractual time period and at a higher rate than mortgages' contractual rates, the value of the mortgages will decline.

Credit and Default Risk. Investments in mortgages secured by income producing properties entail credit risk. Credit risk is the risk that a borrower will fail to make interest and principal payments and it is measured not only by a borrower's ability to pay but also their intent to make these payments in a timely manner. In the event that a borrower defaults on the mortgage, we, on behalf of our clients, would have to foreclose on the borrower or take a deed in lieu of foreclosure thereby becoming an owner of the secured property instead of a lender. In that event, we would generally seek to position the property for sale when feasible and most advantageous to the fund (or client, for a separate account).

Cost Risks on Construction Loans. On development and redevelopment projects, there may be cost overruns due to unanticipated expenses, poor workmanship, or poor execution. To manage this risk, project costs are analyzed, budgeted, and reviewed by third party construction experts, and, in some instances, an affiliate of the borrower is required to provide a completion guarantee. In addition, on many construction loans, we will require that the majority of the costs be confirmed and contracted prior to closing the loan.

Illiquidity Risk. Although cash flow from mortgage payments may be available to provide some liquidity, investments in private commercial real estate loans should be considered highly illiquid and may not be appropriate investments for clients who have short term or liquid investment objectives.

- *Real Estate Equity Strategy Risks*

Cost and Execution Risks on Development or Redevelopment Properties. There may be cost overruns due to market pricing increases, labor and material shortages, unanticipated expenses, poor workmanship, unforeseen weather, subcontractor failure, or poor execution. Purchasing property prior to completion of development and construction, investing in proposed development or redevelopment projects, or making equity-like investments structured as loans relating to properties under development or redevelopment, is subject to greater risks than investing in completed properties with operating histories. To manage this risk, project development costs are analyzed and reviewed by third-party construction experts who monitor construction progress. In some instances, the developer or an affiliate may be asked to provide a cost guarantee.

Market Risks. Properties are subject to competition from existing or recently constructed buildings. To manage this risk, underwriting takes into consideration known and anticipated competition.

Economic Risks. Property performance and value will be impacted by changes in the economy. Real estate values may increase or decrease over time. Valuation metrics may change as perceived risk, investor confidence, return expectations, or relative performance of alternative asset classes change. To manage these risks, our investment underwriting focuses on cash flow, and investments are generally diversified by property type, location, and life cycle stage.

Leasing Risks. The strategy considers the degree of leasing or, in the case of development projects, preleasing in place at the time of the investment. However, given certain conditions, investments may be made without leasing. Investment projects may include build-to-suits, expansions of existing leased properties, and possibly speculative developments within permitted property types. If such properties do not get leased when completed, or if vacancies increase in previously leased operating properties, income from the properties will decrease resulting in lower income returns, which may also impact appraisal valuations.

Leverage Risks. The equity real estate portfolios may utilize third party debt to acquire, refinance or develop individual properties, or for portfolio needs as a whole. Third party debt secured by individual properties will generally not exceed 65% of the current MAI appraised value at the time the debt is obtained or 65% of the acquisition price if debt is assumed on a new acquisition, and an updated appraisal is not ordered by WaCap at the time the property is acquired. Leverage is utilized with the goal of enhancing returns on the portfolio, but leverage may also increase risk. Leverage may also amplify negative appreciation when property values fall, especially in periods of economic downturns, if property income is insufficient to service the debt. Use of leverage will subject an investment to risks normally associated with debt financing, including the risk that cash flow will be insufficient to meet required payments of principal and interest, the risk that indebtedness on investments will not be able to be refinanced at maturity, or the risk that the terms of such refinancing will not be as favorable as the terms of the existing indebtedness. As debt is typically valued monthly to reflect changes in market interest rates, the risk exists that the portfolio may incur unrealized valuation losses associated with loan valuations in a declining interest rate environment. Leverage may also result in increased volatility of values and returns.

Illiquidity Risk. Although cash flow from real estate equity property income may be available to provide some liquidity, investments in commercial real estate should be considered highly illiquid and may not be appropriate investments for clients who have short term or liquid investment objectives.

- *Real Asset Opportunities Strategy Risks*

Depending on the underlying real asset investment fund in which a Feeder Fund is invested, the risks will be different. Clients should carefully read the Feeder Fund's confidential private offering memorandum that details the terms of the Feeder Fund's governing agreement, risk factors, conflicts of interest, and includes the confidential offering documents of the specific underlying real asset investment fund in which the Feeder Fund is invested as well as the limited liability company agreement or JMT agreement, as applicable, for a detailed discussion of additional specific risk factors associated with a particular Feeder Fund or investment strategy.

Given that each of the Feeder Funds invests in a privately offered real asset investment fund, the real asset strategy risks described below generally apply to each Feeder Fund, and each Feeder Fund is also subject directly and indirectly to the risks of the underlying real asset investment fund in which the Feeder Fund is invested.

Illiquid and Long-Term Investment. Prospective investors should consider an investment in a Feeder Fund to be illiquid. Generally, an investor is not permitted to withdraw any amounts from a Feeder Fund, and the Feeder Fund's interest in the underlying real asset investment fund may not be sold or transferred without the consent of the underlying real asset investment fund's general partner. Accordingly, an investment in a Feeder Fund requires a long-term commitment with no certainty of return, and investors will not be able to liquidate their interests when they might wish to do so. There is no public market for the interests in a Feeder Fund Interest and none is intended to exist.

No Withdrawals from the Fund and No Assurance of Cash Distributions. An investor in a Feeder Fund is not permitted to withdraw any amount from the Fund. A Feeder Fund's sole source of revenue will be cash distributions from the underlying real asset investment fund in which the Feeder Fund is invested. Accordingly, the Feeder Fund's ability to make distributions to investors will be solely dependent on the Feeder Fund receiving cash distributions from the underlying real asset investment fund. The amount and timing of these cash distributions are uncertain and are determined solely by the underlying real asset investment fund's general partner.

Lack of Diversification. A Feeder Fund's performance will be limited solely to the success or failure of the Underlying Fund in which it is invested. This is because the Feeder Fund will invest substantially all of its investible assets in a single underlying real asset investment fund (the "Underlying Fund") and, accordingly, the Feeder Fund's sole investment asset will be its interest in the Underlying Fund. There is no assurance as to the degree of diversification that will be achieved by any Underlying Fund with respect to its portfolio investments, or that such diversification will protect the Feeder Fund's investment in the Underlying Fund from any potential adverse effect on the Underlying Fund's portfolio or target sector. Each Underlying Fund's investment portfolio will primarily consist of real asset related debt and equity investments generally depending on its specific real asset investment strategy. Due to a lack of diversity, poor performance within an Underlying Fund's portfolio or the real asset sector in general will significantly affect the total returns achieved by a Feeder Fund. From an asset allocation standpoint, an investment in a Feeder Fund should not be viewed as a standalone investment that will provide an investor with a diversified portfolio of investments.

Ongoing Requirement to Contribute Capital. Under each Feeder Fund's governing agreement, investors are required to make capital contributions to the Feeder Fund (up to the total amount of their capital commitments) upon request from WaCap. Each request must be fulfilled by the investors in as little as seven or eight business days. The failure of an investor to make timely capital contributions to the Fund may have a material and adverse effect on the value of the Feeder Fund's investment in the Underlying Fund and subject the Feeder Fund to liabilities under the Underlying Fund's governing agreement. Furthermore, if an investor fails to make a required capital contribution, the Feeder Fund may incur substantial expense in enforcing its rights to collect such capital contribution. The failure to receive such capital contribution or expenses incurred to collect such capital contribution may likewise have a material and adverse impact on the Feeder Fund's financial condition.

No Control Over the Fund or Underlying Fund. Investors in a Feeder Fund will have no part in the control and management of the Feeder Fund. In addition, the investors in a Feeder Fund will have no ability to make

decisions with respect to the acquisition, management, disposition, or realization of any investment by the Underlying Fund. While WaCap may form an advisory committee comprised of representatives of a Feeder Fund's investors, WaCap is not required to form or use the advisory committee. Any decisions of the advisory committee are- unless otherwise specified by WaCap, in its sole discretion- advisory and non-binding in nature.

Furthermore, neither the Feeder Fund nor WaCap has any control over the development and execution of any Underlying Fund or over the investment of the assets of any Underlying Fund. Each Feeder Fund is completely dependent upon the analytical skills and expertise of the personnel and management of the Underlying Fund to develop such strategy and to make such investments described in the Underlying Fund's private offering documents. There can be no assurance that such key personnel will continue to be available to the Underlying Fund throughout the life of the Feeder Fund. The death, incapacity, or retirement of any of the key professionals of any Underlying Fund may adversely affect investment results of a Feeder Fund.

WaCap is not likely to be aware of any activities of any Underlying Fund or of its management, including, without limitation, such management's engagement in transactions that involve conflicts of interest, investment "style drift," investments outside of or in violation of risk parameters or concentration limits described in the Underlying Fund's private offering documents, or even fraud. As a result, there can be no assurance that an Underlying Fund or its management will conform their conduct in a manner that is consistent with the expectations of the Feeder Fund, WaCap, or the terms of the Underlying Fund's private offering documents.

Management of Feeder Funds and Other Managed Accounts. WaCap has management responsibilities with respect to each of the Feeder Funds, JMT Funds and separately managed accounts. Situations may arise in the future in which such responsibilities to a particular Feeder Fund will compete for the time and attention of WaCap to the detriment of another Feeder Fund and its affairs.

Potential Reinvestment of Proceeds and Return of Distributions. As provided in each Underlying Fund's governing agreement and offering documents, proceeds from an Underlying Fund's investments may be reinvested by the Underlying Fund or used to pay the Underlying Fund's expenses instead of being distributed to a Feeder Fund. The Underlying Fund's governing agreement and offering documents also provide that distributions made by the Underlying Fund to its limited partners (including the Feeder Fund invested in such Underlying Fund) may be subject to recall by the Underlying Fund's general partner to discharge the debts or obligations of the Underlying Fund. In such event, the Feeder Fund will need to recall from its investors the amounts of the distributions being recalled by the Underlying Fund from the Feeder Fund that the Feeder Fund distributed to its investors. Accordingly, investors in a Feeder Fund may be required to return distributions to the Feeder Fund even if they have made capital contributions in the total amount of their capital commitments.

Feeder Fund Fees. A Feeder Fund's investment in an Underlying Fund, including whether or not the Feeder Fund's investment loses value in a particular year or over the term of the Feeder Fund, each of WaCap, the Feeder Fund's service providers, and each of the service providers to the Underlying Fund will be entitled to its fees and other compensation. All fees and expenses payable by a Feeder Fund to the Underlying Fund as a limited partner under the Underlying Fund's governing agreement, and by investors to the Feeder Fund under the Feeder Fund's governing agreement, will be due regardless of the performance of the Underlying Fund or the Feeder Fund's investment in the Underlying Fund.

The management fees payable by each investor in a Feeder Fund to WaCap are based on the management fee payable by the Feeder Fund to the Underlying Fund's general partner, which in turn is based on the applicable management fee percentage of either the Feeder Fund's invested capital in the Underlying Fund or the Feeder Fund's pro rata portion of the cost basis of the investments held by the Underlying Fund, as provided in the Underlying Fund's governing agreement and as supplemented by any side letter between the Feeder Fund and the Underlying Fund. Accordingly, in each case, the management fees are payable regardless of the investment performance of the Feeder Fund and the Underlying Fund.

Cayman Islands Law and Regulatory Oversight. Certain Underlying Funds are organized under the laws of the Cayman Islands, which differ in significant respects from laws of the United States. Cayman Islands law,

particularly with respect to limited liability companies and exempted limited partnerships, has developed significantly over recent years to address potential historical issues relating to enforceability, but many of these provisions remain untested in court. As an investor in a Cayman Islands domiciled limited partnership, each Feeder Fund will be indirectly subject to the Cayman Islands legal and regulatory regimes governing the Underlying Fund's operations. Any failure of enforceability of the Underlying Fund's governing agreement could be disruptive to the smooth operation of the Underlying Fund (and the Feeder Fund invested in such Underlying Fund) or otherwise frustrate the expectations of the limited partners of the Underlying Fund (including the Feeder Fund invested in such Underlying Fund). The investment funds industry in the Cayman Islands is governed by a broad range of statutes, regulations, directives, and inter-governmental agreements and continues to be an evolving area of law which is subject to modification by government and judicial actions. It is possible that anticipated changes to the regulation of an Underlying Fund in the Cayman Islands will adversely affect the Underlying Fund's performance or increase the Feeder Fund's reporting obligations.

- *Growth Equities Risks*

We invest only in equities traded on U.S. exchanges, so our products are not diversified over multiple asset classes. If the U.S. equity market declines significantly, we expect that our products will also decline in value.

Although we strive to invest in acceptably liquid shares, we may invest in small cap companies that can have limited liquidity and in which liquidity availability can change over time. In a market where shares become less available, it might not be possible to sell shares without lowering the price of the investment.

Our analysis of the global growth trends may not come to fruition, and growth may not continue in the trajectory that we originally expected. Slowing growth can cause the value of certain of our investments to decline.

Our analysis of the growth opportunity or of the financial strength of a particular company may be incorrect, causing the value of the investment to decline.

From time to time, management teams for the companies we invest in could be erroneous or dishonest about their predictions for the firm's future growth, in a way that we may not be able to independently identify. Any change in the company's expected outlook could be detrimental to the value of the investment.

- *Value Strategy Risks*

Generally speaking, risks and rewards will be broadly similar to those for the U.S. stock and investment grade bond markets. In the past, the U.S. stock market has experienced huge losses. Bonds can also experience prolonged periods of underperformance, especially in times of inflation.

An important additional risk relates to our investment team. Over time, there have been periods of underperformance. Since investment professionals are human and the future is unknowable, there is risk of future periods of underperformance.

Value strategies emphasize present and future valuation factors and issues. The goal is to invest in assets which are cheap to valuation factors and to sell at much higher prices. Cheap stocks are cheap for a reason and can get cheaper or stay cheap if problems persist or, worse yet, grow. Prices are set in the marketplace by a wide range of participants who might not agree with the conclusions of the portfolio manager, and, thus, the expected appreciation may not materialize.

Asset allocation and other asset weightings are set by the portfolio manager's estimate of the future with monies shifted from low return expectation areas to those with superior prospects. Once again, the manager could be wrong, or the marketplace may not follow the manager's conclusions.

Risk is managed by diversifying the portfolio. This is generally effective, but there are periods in which all assets fall, so it does not always work. Sometimes investments are more interrelated than they appear, and so diversification may be overestimated. The manager also tries to build a margin of error into their estimates, which may or may not be sufficient. Finally, the value portfolio manager is biased toward risk aversion, recognizing that losses may have a bigger impact than superior returns. This bias might not be adequate to protect asset values in a difficult market environment.



- *Fixed Income Risks*

Interest Rate Risk. Interest rates can change on a day-to-day basis. Interest rates also serve as the discount rate for any future cash flows generated from a bond investment. In essence, the price of a bond can change on a daily basis as interest rates fluctuate. This daily price movement can cause fixed income investments to have unrealized losses from changes in interest rates. If the security is sold before the final maturity date, then there is also the potential to incur realized losses if the interest rate on the sale date is higher than the original purchase date. Generally, an increase in interest rates is due to an increase in the expected future inflation rate in the economy.

Convexity Risk. Investments in mortgage-type securities will entail prepayment or convexity risk. Generally speaking, as interest rates decline, bond prices should increase as the cash flows are now discounted by a lower interest rate. However, lower interest rates can entice mortgage holders to refinance their mortgages. Hence, mortgage bond holders might receive their investments back ahead of the maturity date and will receive the principal at par. This pricing generally caps the price appreciation of mortgage securities under a declining rate environment.

Conversely, as interest rates increase, the price of a mortgage bond might decline faster than other fixed income investments. As interest rates increase, mortgage bond holders have less of an incentive to prepay their mortgages and investors will now have a longer time period to receive their principal payments. With more future cash flows now discounted by a longer and higher interest rate, the price of the mortgage bond will decline more than other fixed income investments that have no prepayment risk.

Credit Risk. Investments in credit bonds entail credit risk. Credit risk is the risk that a borrower will fail to make interest and principal payments and is measured not only by an issuer's ability- but also its intent to - make these payments in a timely manner. The higher the credit risk of a particular issuer, the more yield investors will demand to own the bond. The increase in this yield premium will lower the price of the bond, all else being equal. Conversely, investors who purchase bonds from borrowers in good standing and with solid credit histories will accept less yield to own the bond, resulting in a higher price.

- *General Risks*

Reliance on WaCap Personnel. Except for the separate accounts WaCap manages on a non-discretionary basis and the underlying investment funds in which each Feeder Fund is invested, WaCap has complete discretion in managing the business and investments of every JMT Fund, Feeder Fund (each, a "Fund"), and separate account. The success of each Fund and separate account depends in part on the skill and expertise of the key personnel of WaCap. There can be no assurance that any specific professionals will continue to be associated with these Funds and separate accounts. The operations of the Funds and separate accounts could be adversely affected if a key person or a significant number of other professionals leave their positions with WaCap, and their roles and responsibilities are not adequately covered.

Prohibited Transactions Under ERISA and the Code. Each JMT Fund, Feeder Fund and many separate account's assets are treated as plan assets of each investor that is subject to ERISA (an "ERISA Investor"), and WaCap serves as a fiduciary of the ERISA Investors.

As a fiduciary, WaCap would be a "party in interest" and a "disqualified person" with respect to the ERISA Investors and WaCap could enter into transactions that would be prohibited transactions under Code Section 4975 of the Code and Section 406 of ERISA. Also, certain arrangements, such as WaCap's compensation, could be prohibited transactions if they are not within the terms of applicable exemptions. WaCap at all times attempts to avoid prohibited transactions. Avoidance of prohibited transactions could preclude making certain investments or arrangements relating to investments. For ERISA Investors, penalties and excise taxes may be imposed on parties in interest involved in the transactions, and the transactions may have to be corrected. Corrections could directly and adversely affect a Fund or separate account. Liability imposed on WaCap could indirectly affect management of a Fund or separate account.

Management Fees Payable Regardless of Performance. Regardless of the performance of a Fund or a separate account's investments, WaCap will be entitled to the management fee specified in the Fund's governing

agreement, the Investment Management Agreement for the separate account, other advisory or management agreement between WaCap and a client or the LLC operating agreement.

Cybersecurity. The operations of WaCap are dependent on technology information and communication systems. A failure of any such system or a security breach or cyber-attack could significantly disrupt WaCap's operations, including those of any Fund. The service providers of WaCap and the Funds are subject to the same cybersecurity threats as WaCap and the Funds. If a service provider fails to adopt, implement, or adhere to adequate cybersecurity measures - or if the service provider suffers a breach of its networks - information relating to any separate account, Fund, or investment held by a Fund, or the operations and personal information relating to investors could be lost, damaged or corrupted or improperly accessed, used, or disclosed.

Any system failure, security breach or cyber-attack on WaCap, any of our service providers, or any service provider to a Fund or underlying investment owned by a Fund, could cause WaCap, any Fund or any investment held by any Fund to suffer, among other things, financial loss; disruption to their respective businesses, including their trading capabilities and the ability to transmit payments, including to its investors, increased operating costs, liability to third parties, regulatory intervention, and reputational damage. Such a failure could have a material adverse effect on a client, a Fund, or on investments held by a separate account or Fund.

Please note that while this Item 8 contains a discussion of some of the risks associated with investments in our various Funds and separately managed accounts, it is not possible to identify all of the risks associated with investing. The particular risks applicable to a client account will depend on the nature of the account, its investment strategy, or strategies and the types of securities held.

WaCap's various Funds and separately managed accounts are generally not intended to provide a complete investment program for a client or investor. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

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**ITEM 9****DISCIPLINARY INFORMATION**

WaCap is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. At this time, we do not believe there is any litigation which is material to our securities investment responsibilities. We have in the past, are currently, and may in the future be involved in legal proceedings particularly in the area of real estate investing, generally as a result of enforcing the terms of leases and/or commercial mortgage loans held as investments as well as property related incidents.

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**ITEM 10****OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS**

Certain management personnel of WaCap are also officers of the various limited liability companies or incorporated entities formed to hold real estate equity or debt investments within our client real estate portfolios as well as for the limited liability companies formed for the commingled investment vehicles established as Feeder Funds. These personnel do not earn any additional compensation for these duties, which are performed as part of their investment management responsibilities at WaCap.

Cory A. Carlson, management personnel of WaCap, is related through common ownership and control to Milestone Company, an asset management company formed to create and package limited partnerships (or similar pooled investment vehicles hereinafter referred to as "entities") for investment purposes. Cory A. Carlson acts as general partner or manager of these entities. Advisory clients of our firm are not solicited to invest in these entities. A potential conflict of interest could occur if an investment that Milestone Company were pursuing would also be a potential investment opportunity for the clients of WaCap. We have adopted a policy to address this conflict, whereby investments over \$5 million made by Milestone will be reviewed for conflict with our

portfolio investments and will be approved or disapproved by our Chief Compliance Officer or Chairman prior to investment by Milestone/Mr. Carlson.

## **ITEM 11**

### **CODE OF ETHICS, PARTICIPATION, OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING**

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WaCap has adopted a Code of Ethics (“Code”) which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. We owe a duty of loyalty, fairness, and good faith towards our clients and have an obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code. A copy of our Code is available to our advisory clients and prospective clients without charge upon request. To request a copy please email [tvoll@wa-cap.com](mailto:tvoll@wa-cap.com) or call us at 206-382-0825.

Our Code of Ethics includes policies and procedures for the review of securities transactions made by our access persons. Among other things, our Code of Ethics also requires all employees to obtain the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The Code also provides for oversight, enforcement, and recordkeeping provisions.

Our Code of Ethics further includes a policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded in the Code and in our training that such information cannot be used in a personal or professional capacity.

We and individuals associated with us are prohibited from engaging in principal transactions unless appropriate reviews, approvals, and disclosures are made.

We and individuals associated with us are prohibited from engaging in agency cross transactions. We are not a registered broker-dealer and do not have an affiliated broker-dealer.

Our Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients, and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Subject to the pre-approval requirements noted below, we and/or our access persons can buy or sell, for their personal account(s), securities identical to or different from those recommended to our clients. In addition, a related person(s) may have an interest or position in a certain security(ies) which might also be recommended to a client.

It is the expressed policy of our firm (as noted in the Code) that no access persons may knowingly purchase or sell any security prior to a transaction(s) being implemented for one or more client accounts, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory client accounts. Employees considered access persons are required to obtain pre-approval for transacting in reportable securities. Our access persons are generally not granted approval to transact in a security the same day the security is being transacted in any advisory client account.

WaCap manages the JMT Funds, Feeder Funds and other separately managed accounts, and could in the future create and manage other investment funds and separate accounts, including funds that make direct investments and funds that are Feeder Funds established to invest in Underlying Funds managed by other investment managers (such separate accounts and investment funds, collectively, “Other Funds”) or engage in other business activities even if other activities could be in competition and/or involve substantial time and resources of our firm.

Some of the Other Funds have and Other Funds established in the future may or may not have investment strategies and objectives similar to those of a Feeder Fund and any Underlying Fund. WaCap’s management of Other Funds, whether in existence now or in the future, requires and will require the time and attention of WaCap, possibly to the detriment of an existing Fund or separate account. Such Other Funds could also compete with an Underlying Fund for investments and opportunities to invest.

Investments in the JMT Funds are recommended to advisory clients for whom a pooled investment might be more suitable than would a separate advisory account managed by us. Clients who invest in the JMT Funds are

charged advisory fees based upon their assets under management within the JMT Funds per their negotiated fee agreement with us.

WaCap is engaged directly with separately managed accounts or indirectly with other investors to invest through a Feeder Fund in privately offered real asset investment funds managed by independent unaffiliated investment managers. WaCap employees, as part of their role in oversight and evaluation of these Underlying Funds attend annual meetings held by the Underlying Funds. Typically, the Underlying Funds hold these meetings in various locations, and offer to cover the local hotel, meals, and occasionally local transportation for all participants attending these meetings. WaCap attends these meetings and accepts when offered the basic accommodations, meals during meetings, and local transportation as long as such amenities are offered to all participants, and no special dispensation is otherwise offered to or accepted by WaCap or its employees.

WaCap employees can sit on outside committees in a professional role. While on these committees they can be provided with the offer to cover the travel, local hotel, meals, and occasionally transportation for all participants attending these meetings. In these situations, a WaCap employee will accept when offered the basic accommodations, meals during meetings, and local transportation as long as such amenities are offered to all participants, and no special dispensation is otherwise offered to or accepted by WaCap or its employees.

Additionally, one or more WaCap employees serve on advisory boards or investment committees of Underlying Funds and, pursuant to the Underlying Funds governing documents, are provided reimbursement for costs related to attending these periodic meetings and are entitled to indemnification for any losses in connection with their service on an advisory board or investment committee.

Investors in a Feeder Fund may have conflicting interests with respect to their investments in the Feeder Fund. These conflicting interests may relate to or arise from, among other things, the nature of the Feeder Fund's investment in an Underlying Fund and the timing of disposition of such investment. While WaCap is responsible for the investment of the Feeder Fund in an Underlying Fund, WaCap is not responsible for taking into account any particular investor's investment objectives or liquidity needs. Consequently, conflicts of interest could arise in connection with decisions to be made by WaCap that may be more beneficial for one investor in a Feeder Fund than for another investor in the same Feeder Fund.

There is the potential that the Underlying Funds offered by WaCap might co-invest or compete for real estate transactions that WaCap Funds (through the Trust) or a separate account client could be interested to invest in.

Although WaCap and its principals are obligated under each JMT Fund's and Feeder Fund's governing agreements to devote sufficient time to the business and affairs of these Funds, they will also continue to engage in other business activities such as management of separate accounts. Accordingly, conflicts of interest may arise in the allocation of management resources between WaCap's management of Funds and WaCap's other investment advisory business activities.

To address actual or potential conflicts of interest with our clients, we have established the following policies and procedures for implementing our Code of Ethics to ensure we comply with our regulatory obligations and to ensure we provide our advisory clients and potential advisory clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm can put their own interest above the interest of an advisory client.
2. No principal or employee of our firm can buy or sell securities for their personal portfolio(s) where their decision is a result of material non-public information.
3. It is the policy of our firm that no access persons employed by us can purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of client accounts.
4. Our firm requires pre-approval for any initial public offering or private placement investments by all employees of the firm. Access employees are required to obtain pre-approval for reportable securities.
5. We maintain records of reportable securities transactions for our firm and for anyone associated with this advisory practice who has access to advisory recommendations ("access persons"). These transactions are reviewed on a regular basis by our firm's Compliance Department.

6. We have established procedures for the maintenance of all required books and records.
7. Clients can decline to implement any advice rendered except in situations where our firm is granted discretionary authority.
8. All our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
9. We require our Code of Ethics to be delivered to and acknowledged by each supervised person of our firm upon hire. Annually thereafter, each of our supervised persons must acknowledge that they have read, comprehend, and will abide by the Code of Ethics that is available electronically on our Intranet.
10. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
11. Any individual who violates any of the above restrictions may be subject to disciplinary action or termination.

## **ITEM 12**

## **BROKERAGE PRACTICES**

WaCap, as a matter of policy and practice, seeks to obtain best execution for client transactions at all times (i.e., seeking to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances).

We utilize broker-dealers chosen on the basis of criteria such as their recent involvement in trading a specific security, as well as their ability to execute quickly and professionally by accessing the electronic marketplace using algorithmic tools. Research ideas communicated to the portfolio management team are part of the criteria used to select a broker-dealer. We also utilize crossing networks and dark pools to effect the best combination of trading venues.

The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services which will help us in providing investment management services to clients. We could, therefore, use a broker who provides useful research and securities transaction services, even though a lower commission might be charged by a broker who offers no research services and minimal securities transaction assistance. Research services can be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

As a matter of policy, we utilize research, research-related products, and other brokerage services on a soft dollar commission basis for those research products and services which assist us in our investment decision-making process. Consistent with seeking best execution for clients, we may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to us and, indirectly, to our clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our own internal research and investment strategy capabilities. This can be done without prior agreement or understanding by the client (and can be done at our discretion). Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third parties which are compensated by the broker. Brokers who provide eligible research may also be compensated through commission sharing arrangements, whereby trades are directed to executing brokers and part of the commissions are credited to a commission sharing pool from which payments are made to the research brokers. Our soft dollar policy is to make a good faith determination of the value of the research product or services in relation to the commissions paid, but we do not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients. We may not use each particular research service, however, to service each client. As a result, a client could pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Broker-dealers we select could be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if we determine in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to its ("brokerage") discretionary client accounts.

Certain items which could be obtainable with soft dollars may not be used exclusively for either execution or research services. It is currently our policy to not obtain such "mixed-use" products or services with soft dollars. Should we obtain such products or services with soft dollars in the future, the cost of such "mixed-use" products

or services will be fairly allocated, and we will make a good faith effort to determine the percentage of such products or services which may be considered as investment research. The portions of the costs attributable to non-research usage of such products or services will be paid by us to the broker-dealer or third-party provider in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934.

When we use client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that we do not have to produce such products internally or compensate third parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because we could have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

Written discretionary authority for us to determine the broker-dealers to use and the commission costs that will be charged to our clients for these transactions is included in the investment advisory agreement with the client.

Products and services we obtain on a soft-dollar basis can include data services including market data, price quotes for stocks and other investment vehicles, news services that provide information relevant to the financial markets, analytical data regarding our performance relative to our benchmarks, and quantitative analysis of our holdings, including valuation metrics, SEC filings, earnings data and information, and other information relevant in making an informed investment decision. Other information we receive through soft dollar payments include research from brokerage firms regarding financial markets, technical analysis, and fundamental research. Fundamental research includes information about specific stocks, industries, sectors, and the broader market which can include primary analysis that we may use as one factor in our investment decision making. Soft dollar payment amounts can take into account the value provided by brokers who set up meetings for us with market or stock analysts or management teams that could be relevant to our investment process. Additionally, these payments may take into account value gained from our ability to attend certain broker-sponsored conferences, which are forums where our analysts have meetings with, or listen to presentations by, management teams of companies we own or those in which we might, at some point, invest.

We will generally use block trades where possible and when advantageous to clients. Using block trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all client accounts included in any such block.

Block trading allows us to execute equity trades in a timelier, more equitable manner, at an average share price. We will typically aggregate trades among clients whose accounts can be traded at a given broker and may rotate or vary the order of brokers through which we place trades for clients on any particular day. Our block trading policy and procedures are as follows:

1. Transactions for a client's account will not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement.
2. The portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
3. The portfolio manager must reasonably believe that the order aggregation will benefit and will enable us to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution.
4. Prior to entry of an aggregated order, an electronically written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
5. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day will be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written

statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account or to avoid excessive ticket charges in smaller accounts.

6. Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
7. If the order will be allocated in a manner other than that stated in the initial statement of allocation, an explanation of the change must be provided to and approved by our Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
8. Our client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
9. Funds and securities for aggregated orders are clearly identified on our records and to the broker-dealers or other intermediaries handling the transactions by the appropriate account numbers for each participating client.
10. No client or account will be favored over another.

Our authority can be subject to client-imposed conditions, such as where the client restricts or prohibits transactions in certain types of securities. In addition, our authority can also be limited in cases where a client directs that securities transactions be effected through a specific broker-dealer which could result in us being unable to seek best price and execution by placing transactions with other brokers and dealers and could cause the client to forego benefits from savings on execution costs that might otherwise be obtained from aggregation of brokerage orders for clients.

## **ITEM 13**

## **REVIEW OF ACCOUNTS**

### **Portfolio Management Services**

#### *Reviews*

Members of our Securities Investment Committee review top down macroeconomic and market trends, as well as specific security holdings within the context of their role in client portfolios. There is an emphasis on sharing market and security information that would be relevant to the buy/sell decisions for specific securities and sectors. The Chief Investment Officer – Capital Markets and the Portfolio Managers review client accounts to determine if the holdings in the aggregate are suitable to client needs. More frequent reviews can be triggered by material changes in variables such as the client's individual circumstances, the market, or the political or economic environment. Accounts are monitored continuously by the portfolio managers.

Our Real Estate Investment Committee reviews specific real estate equity and mortgage loan holdings within the context of their role in client portfolios. The voting members of the Real Estate Investment Committee approve real estate investments, both debt and equity, for WaCap's commingled funds as well as separate client accounts in accordance with the Real Estate Investment Committee Operating Guidelines. The Chief Investment Officer - Real Estate and the Portfolio Managers review the comingled funds and client accounts to determine if the holdings in the aggregate are suitable to client needs. Portfolio managers continuously monitor the accounts, and the Real Estate Investment Committee reviews the comingled funds and client accounts on an annual basis. In addition to the eight permanent voting members, there are two additional rotating voting members that serve a four-month term. The current rotating voting members as of the date of this filing are shown below.

The Real Asset Committee reviews and approves real asset transactions involving managed assets in the WaCap Feeder Funds and separate accounts which are deemed different from transactions approved by the Real Estate Investment Committee. Examples of these types of transactions include, but are not limited to, transactions in funds managed by other Investment Managers. The committee reviews prospective third-party funds for investment and the appropriateness of transactions for suitability, risk, economics, and the history of the investment type of third-party funds.

The Advisory Services Committee reviews and approves consulting, fiduciary/investment management, and/or QPAM services for new and current clients. The primary focus is on Taft-Hartley union-related entities that require third party investment management services due to ERISA and/or DOL regulations.

Our Client Service Committee reviews client accounts and the overall client relationship, including the client's assets under management, fee rates, compliance with investment objectives and guidelines, and any other pertinent information.

The Client Approval Committee reviews and approves all new clients. Potential new clients are reviewed for any relationship and/or compliance concerns.

Reviewers for Securities Accounts. The Securities Investment Committee is comprised of:

- Michael S. Cheung.....Senior Vice President, Chief Investment Officer – Capital Markets
- Michael G. Russell.....Executive Vice President, Chairman & Economic Strategist
- Brian M. Canion ..... Vice President, Senior Portfolio Manager, Equities
- Joyce L. Chiang ..... Vice President, Credit Analyst
- Kirk A. Force ..... Vice President, Data Management and Analytics
- Robert F. Kern ..... Vice President, Portfolio Manager, High Yield
- Kevin H. Loucks ..... Vice President, Senior Portfolio Manager, Fixed Income

Reviewers for Real Estate Accounts. Voting members of the Real Estate Investment Committee (REIC) are as follows:

- Patrick S. Malley.....Executive Vice President, Chief Investment Officer – Real Estate
- Cory A. Carlson .....President and CEO
- Mark D. Clifford ..... Senior Vice President, Real Estate
- Thomas G. Fisher..... Executive Vice President, Senior Portfolio Manager, Real Estate Debt
- Jenny C. Gage .....Senior Vice President, Real Estate, Asset Management
- Richard P. Leeret ..... Senior Vice President, Real Estate
- Melvin C. Morgan..... Vice President, Real Estate, Asset Management
- Joseph A. Versaggi .....Executive Vice President, Real Estate
- Christopher B. Coutts (Rotating Member) ..... Vice President, Real Estate
- Matthew W. DeBellis (Rotating Member) ..... Vice President, Real Estate

Reviewers for Real Asset Accounts. Voting members for the Real Asset Committee (RAC) are as follows:

- Cory A. Carlson .....President and CEO
- Thomas G. Fisher..... Executive Vice President, Senior Portfolio Manager, Real Estate Debt
- Robert M. Kovecs ..... Senior Vice President, Chief Financial Officer
- David R. Littlefield.....Senior Vice President, Real Assets
- Patrick S. Malley.....Executive Vice President, Chief Investment Officer – Real Estate
- Melvin C. Morgan..... Vice President, Real Estate, Asset Management
- Joseph A. Versaggi .....Executive Vice President, Real Estate
- Tracey L. Voll.....Senior Vice President, Chief Compliance Officer

Reviewers for Advisory Services Committee. Voting members for the Advisory Services Committee are as follows:

- Cory A. Carlson .....President and CEO
- Patrick S. Malley.....Executive Vice President, Chief Investment Officer – Real Estate
- Paul G. Ravetta .....Executive Vice President, Chief Operating Officer
- Tracey L. Voll.....Senior Vice President, Chief Compliance Officer



Reviewers for All Accounts. The Client Service Committee is comprised of:

- Paul G. Ravetta .....Executive Vice President, Chief Operating Officer
- Cory A. Carlson .....President and CEO
- Thandi N. Clements ..... Vice President, Marketing & Client Relations
- Robyn W. Grad ..... Vice President, Marketing & Client Relations
- Stephen D. Hamilton.....Vice President, Marketing & Client Relations
- Steven H. Hanks..... Vice President, Marketing & Client Relations
- Brian B. Welch ..... Vice President, Client Relations

Reviewers for New Accounts. The Client Approval Committee is comprised of:

- Cory A. Carlson .....President and CEO
- Paul G. Ravetta .....Executive Vice President, Chief Operating Officer
- Tracey L. Voll.....Senior Vice President, Chief Compliance Officer

### *Reports*

In addition to the monthly or quarterly statements and confirmations of transactions that clients receive from their custodians, we provide quarterly reports summarizing account performance, balances, and holdings.

## **ITEM 14**

## **CLIENT REFERRALS & OTHER COMPENSATION**

WaCap does not currently pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. If we engage any Solicitor, we require the Solicitor to provide the prospective client with a copy of this Form ADV Part 2 (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- The Solicitor's name and relationship with our firm;
- The fact the Solicitor is being paid a referral fee and the amount of the fee; and
- Whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred to us by Solicitors are not increased as a result of any referral.

It is our policy not to accept or allow our related persons to accept any form of compensation - including cash, sales awards, or other prizes—from a non-client in conjunction with the advisory services we provide to our clients.

Any arrangement we enter into with a Solicitor will be in compliance with applicable federal regulations. Any solicitation fee will be paid pursuant to a written agreement retained by both us and the Solicitor, and disclosure of the agreement is provided to the client prior to or at the time of entering into any investment advisory contract.

## **ITEM 15**

## **CUSTODY**

WaCap previously disclosed in the "Fees & Compensation" section (Item 5) of this Firm Brochure that we directly debit advisory fees from some or certain client accounts. As part of this billing process, the client and their custodian are advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian for a client account is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there is an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account reports directly to our clients on quarterly basis. We encourage our clients to carefully compare the information provided on these reports to ensure that all account holdings and values are correct and current.

For certain separate managed real estate accounts, WaCap has custody of certain client accounts because it acts from time to time as agent with signatory authority on bank accounts through which various payments, client real estate purchases and sale transactions are processed. WaCap reports custody as the average month-end balances of bank accounts used to make payment and process real estate transactions for separately managed account clients. We believe the month-end bank account balances are an accurate measure of the dollar amount of client funds for which we have custody.

For Feeder Fund and certain private funds that we have custody of, custody includes the funded and uncalled commitments.

We engage an independent public accountant to conduct an annual surprise examination. The JMT Funds and our other private funds are also audited on an annual basis as of their fiscal year end by an independent public accountant.

## **ITEM 16**

## **INVESTMENT DISCRETION**

Clients generally hire WaCap to provide services on a discretionary basis. With this discretionary authority, we transact on behalf of a client without contacting the client prior to each transaction to obtain the client's permission. Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security or real estate investment to buy or sell;
- Determine the amount of the security or real estate investment to buy or sell; and/or
- Determine the broker with which to place the buy or sell.

In some cases, we are required to first recommend the real estate broker to the client and obtain the client's approval.

Clients give us discretionary authority when they sign the Fund's governing agreement, the Investment Management Agreement for the separate account, or other advisory or management agreement with our firm. Certain separate account clients can limit this authority by giving us written instructions. Clients can change/amend such limitations by once again providing us with written instructions. Changes require advance notice and generally an amendment to the Investment Management Agreement or the other advisory or management agreement.

## **ITEM 17**

## **VOTING CLIENT SECURITIES**

WaCap normally votes proxies on behalf of its client accounts. Our clients, however, can retain the right to vote proxies on their own by instructing us in writing to not vote proxies for securities held in their advisory account. We have retained Institutional Shareholder Services (ISS) to vote proxies on behalf of our clients subject to our review and approval. Approval is subject to reviewing the recommendations made by ISS and informing them if we would like a proxy voted in a different manner. ISS votes our proxies in accordance with Taft-Hartley (AFL-CIO compliant) or ISS Policy proxy voting guidelines. WaCap has a large base of Taft-Hartley clients that it votes with Taft-Hartley proxy voting guidelines. Taft-Hartley guidelines are the default policy. A client can request that we use the Taft-Hartley or ISS Policy in proxy voting. New separately managed accounts are provided with a form to select the proxy voting guidelines they would like us to follow.

We will approve proxies which we believe are in the best interests of our clients and in accordance with our established policies and procedures. We will retain or maintain access to all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If the VP, Senior Portfolio Manager, Equities, our employee responsible for proxy voting, has a conflict of interest in voting a particular action, the vote would be brought to our Executive Committee for a voting decision.

Clients can obtain a copy of our proxy voting policies and procedures by contacting our CCO by telephone, email, or in writing. Clients can request, in writing, information on how proxies for their account were voted. If any client requests a copy of our proxy policies and procedures or how we voted proxies for its account(s), we will promptly provide such information to the client.

With respect to any client account that is subject to ERISA, we will vote proxies unless the plan sponsor reserves the right to vote proxies and advises us in writing to not vote proxies on its behalf. To direct us to vote a proxy in

a particular manner, clients should contact our VP, Senior Portfolio Manager, Equities by telephone, email, or in writing.

We will neither advise nor act on behalf of a client to take lead action in legal proceedings involving companies whose securities are held in the client's account(s). We will make reasonable efforts to see that "Proofs of Claim" in class action settlements, for which we receive notice, are filed in a timely manner. "Proofs of Claim" are typically filed by the client's custodian.

**ITEM 18**

**FINANCIAL INFORMATION**

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WaCap has no additional financial circumstances to report. Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement. We have not been the subject of a bankruptcy petition at any time during the past ten years.

Part 2B of Form ADV: *Brochure Supplement*



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March 23, 2022

Peter R. Bury  
Brian M. Canion  
Cory A. Carlson  
Michael S. Cheung  
Betty J. Chilese  
Thandi N. Clements  
Mark D. Clifford  
Christopher B. Coutts  
Robin A. Dean

Matthew W. DeBellis  
Thomas G. Fisher  
Jenny C. Gage  
Robyn W. Grad  
Stephen D. Hamilton  
Steven H. Hanks  
Robert F. Kern  
Richard P. Leeret  
David K. Littlefield

Kevin H. Loucks  
Patrick S. Malley  
Melvin C. Morgan  
Paul G. Ravetta  
Michael G. Russell  
Joseph A. Versaggi  
Brian B. Welch

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*This Brochure supplement provides information about the individual(s) listed above that supplements the Washington Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact Tracey Voll at [tvoll@wa-cap.com](mailto:tvoll@wa-cap.com) if you did not receive Washington Capital Management's Brochure or if you have any questions about the contents of this supplement.*

*For any of the individuals listed above who are Registered Investment Advisor Representatives, additional information is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE****Full Legal Name:** Peter R. Bury**Born:** 1977**Education**

- University of Puget Sound; BA, Business Administration; 1998
- University of Washington; Software Testing Certification; 2000

**Business Experience**

- Washington Capital Management, Inc.; Senior VP, Portfolio Manager – Real Estate Equity; 03/2022 to current
- Washington Capital Management, Inc.; Vice Pres, Portfolio Manager – Real Estate Equity; 02/2020 to 03/2022
- Washington Capital Management, Inc.; Vice Pres, Asst Portfolio Manager, Real Estate Equity; 10/2016 to 02/2020
- Washington Capital Management, Inc.; Assistant Vice President, Real Estate Equity; 2012 to 10/2016
- Washington Capital Management, Inc.; Real Estate Analyst; 2004 to 2012
- Washington Capital Management, Inc.; Operations Accountant; 2002 to 2004
- R.A. Bench, Inc.; Investment Operations Manager; 2000 to 2002
- Russell/Mellon Analytical Services; Profile Account Specialist; 1999 to 2000

**Designations**

Peter R. Bury has earned the following designation(s):

- Chartered Financial Analyst; 2006  
The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charterholders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

**ITEM 3****DISCIPLINARY INFORMATION**

Peter R. Bury has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES****A. Investment-Related Activities**

1. Peter R. Bury is not engaged in any other investment-related business or occupation.
2. Peter R. Bury does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Peter R. Bury is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

Peter R. Bury does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

Peter R. Bury is a (non-voting) member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Brian M. Canion**Born:** 1977**Education**

- University of Washington; BA, Business Administration; 1999

**Business Experience**

- Washington Capital Management Inc.; VP, Senior Portfolio Manager, Equities; 02/2020 to current
- Washington Capital Management, Inc.; Portfolio Manager, Equities; 01/2017 to 02/2020
- Washington Capital Management, Inc.; Portfolio Manager, Value Equities; 01/2015 to 01/2017
- Washington Capital Management, Inc.; Equity Research Analyst and Value Portfolio Manager; 01/2014 to 12/2014
- Washington Capital Management, Inc.; Equity Research Analyst; 07/2006 to 12/31/2013
- Washington Capital Management, Inc.; Project Analyst; 01/2005 to 7/2006
- Russell Mellon Analytical Services; Russell Index Operations Team Lead/Attribution Analyst; 03/2000 to 12/2004

**Designations**

Brian M. Canion has earned the following designation(s):

- Chartered Financial Analyst; 09/2004  
The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charterholders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

**ITEM 3****DISCIPLINARY INFORMATION**

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Brian M. Canion has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Brian M. Canion is not engaged in any other investment-related business or occupation.
2. Brian M. Canion does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Brian M. Canion is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Brian M. Canion does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Brian M. Canion is a member of WaCap's Securities Investment Committee. Michael S. Cheung is responsible for the supervisory oversight of the Securities Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE****Full Legal Name:** Cory A. Carlson**Born:** 1952**Education**

- Michigan State University; BA, Social Science; 1974
- University of Washington; MBA, Business Admin; 1981

**Business Experience**

- Washington Capital Management, Inc.; President & CEO; 02/2020 to current
- Washington Capital Management, Inc.; CEO, President & Chief Investment Officer - Real Estate; 01/2012 to 02/2020
- Washington Capital Management, Inc.; President & Senior Portfolio Manager, Equity Real Estate; 09/2010 to 12/2011
- Washington Capital Management, Inc.; Director of Real Estate Equity & Portfolio Manager; 09/1999 to 09/2010
- Weyerhaeuser Realty Advisors; Investment Manager; 08/1981 to 09/1999
- University of California; Field Exp Director; 08/1975 to 06/1978

**ITEM 3****DISCIPLINARY INFORMATION**

Cory A. Carlson has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES****A. Investment-Related Activities**

1. Cory A. Carlson is also engaged in the following investment-related business or occupation:

*A General Partner of an Unaffiliated Real Estate Company*

Cory A. Carlson is a General Partner in various LLC's created and managed by Milestone Company, an asset management company, owned and managed by Cory A. Carlson's spouse, Rhoda L. Altom. These LLC's invest in income producing multifamily residential properties. A potential conflict of interest could occur if investments which Milestone Company is pursuing would also be potential investment opportunities for the clients of Washington Capital Management, Inc. WaCap has adopted a policy to address this conflict, whereby investments over \$5 million will be reviewed for conflict with WaCap portfolio investments and will be approved or disapproved by the Chief Compliance Officer or Chairman, prior to investment by Mr. Carlson.

2. Cory A. Carlson does not receive commissions, bonuses or other compensation on the sale of securities or other investment products in his capacity at Washington Capital Management, Inc.

**B. Non Investment-Related Activities**

Cory A. Carlson is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

Cory A. Carlson does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

Cory A. Carlson is the Chairman of the Real Asset Committee and the Advisory Services Committee. Cory A. Carlson is supervised by WaCap's Executive Committee and Board of Directors. They can be reached at 206-382-0825.

Cory A. Carlson is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825. Cory A. Carlson is a member of WaCap's Client Service Committee. Paul Ravetta is Chairman of the Client Service Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Michael S. Cheung**Born:** 1958**Education**

- University of Wisconsin-Green Bay; BS, Finance & Econ; 1982
- Texas Christian University; MBA, Finance; 1984

**Business Experience**

- Washington Capital Management, Inc.; Senior Vice President, CIO, Capital Markets; 02/2020 to current
- Washington Capital Management, Inc.; CIO – Capital Markets; 01/2015 to 02/2020
- Washington Capital Management, Inc.; Vice President, Fixed Income Senior Portfolio Manager; 10/2006 to 12/2014
- Washington Capital Management, Inc.; Vice President, Fixed Income Portfolio Manager; 03/2002 to 10/2006
- McCormick Capital Management, Inc.; Portfolio Manager; 09/2002 to 09/2012
- General Electric Financial Assurance; Vice President, Portfolio Manager; 04/2000 to 03/2002
- State of Alaska Treasury Division; Portfolio Manager; 06/1989 to 04/2000

**Designations**

Michael S. Cheung has earned the following designation(s):

- Chartered Financial Analyst; 09/1988  
The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charterholders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

**ITEM 3****DISCIPLINARY INFORMATION**

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Michael S. Cheung has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Michael S. Cheung is a member of the Seattle Colleges Foundation Investment Committee.
2. Michael S. Cheung does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Michael S. Cheung is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Michael S. Cheung does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Michael S. Cheung is Chairman of WaCap's Securities Investment Committee. Michael S. Cheung is supervised by WaCap's Executive Committee and Board of Directors. They can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.



**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Betty J. Chilese

**Born:** 1959

**Education**

- Phoenix College; AA; 1980
- Arizona State University; BS, Psychology; 1982

**Business Experience**

- Washington Capital Management, Inc.; Senior VP, Portfolio Manager - Real Estate Debt; 03/2022 to current
- Washington Capital Management, Inc.; Vice President, Portfolio Manager - Real Estate Debt; 02/2020 to 03/2022
- Washington Capital Management, Inc.; Vice Pres, Assistant Portfolio Manager, Real Estate Debt; 10/2016 to 02/2020
- Washington Capital Management, Inc.; Vice Pres, Real Estate; 2012 to 10/2016
- Column Financial; Senior Commercial Underwriter; 2005 to 2008
- Self-Employed; Contract Underwriter; 1999 to 2004
- Newmark Realty Services; Production Associate; 1998
- Citibank, F.S.B.; Senior Vice President; 1987 to 1998
- Weyerhaeuser Mortgage; Assistant Vice President; 1984 to 1987
- ARCS Mortgage; Loan Servicing Supervisor; 1982 to 1984

**ITEM 3****DISCIPLINARY INFORMATION**

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Betty J. Chilese has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Betty J. Chilese is not engaged in any other investment-related business or occupation.
2. Betty J. Chilese does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Betty J. Chilese is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Betty J. Chilese does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Betty J. Chilese is a (non-voting) member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Thandi N. Clements

**Born:** 1969

**Education**

- Golden Gate University; 01/1998-12/2001
- Pennsylvania State University; BA, Letters, Arts and Sciences; 08/2014

**Business Experience**

- Washington Capital Management, Inc.; Vice President, Marketing & Client Relations; 09/2012 to current
- Vision Service Plan; Senior Account Executive; 01/1996 to 09/2012
- Vision Service Plan; Customer Service Team Lead; 12/1993 to 01/1996

**Designations**

Thandi N. Clements has earned the following designation(s):

- Series 65; 05/2015  
Uniform Investment Adviser Law Examination - the Series 65 is designed to qualify candidates as investment adviser representatives.

**ITEM 3****DISCIPLINARY INFORMATION**

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Thandi N. Clements has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Thandi N. Clements is not engaged in any other investment-related business or occupation.
2. Thandi N. Clements does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Thandi N. Clements is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Thandi N. Clements does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Thandi N. Clements is a member of WaCap's Client Service Committee. Paul Ravetta is Chairman and is responsible for the supervisory oversight of the marketing and client relations members of the Client Service Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Mark D. Clifford**Born:** 1960**Education**

- University of Washington; BA, Business Administration; 1983
- University of California at Berkeley; MBA, Real Estate & Finance; 1988

**Business Experience**

- Washington Capital Management, Inc.; Senior Vice President, Real Estate; 02/2020 to current
- Washington Capital Management, Inc.; Director of Real Estate; 08/2003 to 02/2020
- The Union Labor Life Insurance Co.; Senior Regional Manager, Real Estate Investments; 07/1992 to 07/2003

**ITEM 3****DISCIPLINARY INFORMATION**

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Mark D. Clifford has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Mark D. Clifford is not engaged in any other investment-related business or occupation.
2. Mark D. Clifford does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Mark D. Clifford is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Mark D. Clifford does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Mark D. Clifford is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Christopher B. Coutts**Born:** 1982**Education**

- Babson College, B.S. Business Management, 2005

**Business Experience**

- Washington Capital Management, Inc.; Vice President – Real Estate; 1/2018 to Current
- CBRE; Vice President, Capital Markets – Debt & Structured Finance; 3/2014 to 12/2017
- Sun Capital Advisers, LLC; Associate Director – Real Estate Equity & Debt; 6/2010 to 12/2013
- Arbor Commercial Mortgage, LLC; Underwriter – Commercial Real Estate; 6/2009 to 5/2010
- CBRE; Associate, Capital Markets – Investment Properties Group; 8/2005 to 1/2009

**ITEM 3****DISCIPLINARY INFORMATION**

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Christopher B. Coutts has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Christopher B. Coutts is not engaged in any other investment-related business or occupation.
2. Christopher B. Coutts does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Christopher B. Coutts is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Christopher B. Coutts does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Christopher B. Coutts is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Robin A. Dean**Born:** 1968**Education**

- Santa Monica College – 1986
- Real Estate Management I & II – 2007

**Business Experience**

- Washington Capital Management; Vice President, Real Estate, Asset Manager; 04/2016 to current
- Atalanta Realty Advisors; Principal; 09/2013 to 12/2015
- Macerich; Assistant Vice President Asset Management; 07/2007 to 09/2013
- Decron Properties; Director of Commercial Properties; 09/2005 to 07/2007
- Arden Realty; Senior Portfolio Manager; 03/2001 to 09/2005
- Reich General Contractors; Senior Project Manager; 12/1998 to 03/2001
- Overton, Moore & Associates; Portfolio Operations Manager; 08/1995 to 12/1998

**Designations**

Robin Dean has earned the following designation:

- International Council of Shopping Centers; Certified Shopping Center Manager (CSM)

**ITEM 3****DISCIPLINARY INFORMATION**

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Robin Dean has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Robin Dean is not engaged in any other investment-related business or occupation.
2. Robin Dean does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Robin Dean is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

**ITEM 5****ADDITIONAL COMPENSATION**

---

Robin Dean does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Robin Dean is a (non-voting) member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Matthew W. DeBellis**Born:** 1982**Education**

- University of San Diego, BBA, Business Administration; 2005
- Finance & Real Estate concentration; Economics Minor

**Business Experience**

- Washington Capital Management, Inc.; Vice President, Real Estate, 06/2011 to current
- BioMed Realty Trust, Inc.; Associate, 03/2006 to 05/2010

**ITEM 3****DISCIPLINARY INFORMATION**

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Matthew W. DeBellis has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Matthew W. DeBellis is not engaged in any other investment-related business or occupation.
2. Matthew W. DeBellis does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Matthew W. DeBellis is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Matthew W. DeBellis does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Matthew W. DeBellis is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Thomas G. Fisher

**Born:** 1960

**Education**

- Stanford University; BA, Economics/Political Science; 1982

**Business Experience**

- Washington Capital Management, Inc.; Executive VP, Sr. Portfolio Manager, Real Estate Debt; 03/2022 to current
- Washington Capital Management, Inc.; Senior VP, Senior Portfolio Manager, Real Estate Debt; 02/2020 to 03/2022
- Washington Capital Management, Inc.; Portfolio Manager Debt; 05/2012 to 02/2020
- Washington Capital Management, Inc.; Director, Real Estate Investments; 10/2008 to 05/2012
- Column Financial, Inc.; Senior Vice President, Regional Manager; 05/1996 to 06/2008
- Citibank, Inc.; Director Production, Vice President/Portfolio Manager; 07/1992 to 05/1996
- Comerica Bank/Plaza Bank; Vice President; 04/1989 to 06/1992

**ITEM 3****DISCIPLINARY INFORMATION**

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Thomas G. Fisher has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Thomas G. Fisher is not engaged in any other investment-related business or occupation.
2. Thomas G. Fisher does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Thomas G. Fisher is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

---

Thomas G. Fisher does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

---

Thomas G. Fisher is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Jenny C. Gage**Born:** 1966**Business Experience**

- Washington Capital Management, Inc.; Senior Vice President, Real Estate, Asset Management; 02/2020 to current
- Washington Capital Management, Inc.; Vice President, Manager – Asset Management; 01/2006 to 2/2020
- Washington Mutual Bank; Vice President; 05/1998 to 12/2005
- Continental Mortgage Company; Loan Underwriter & Loan Production Specialist; 1996 to 1998
- Great Northern Insured Annuity Corp.; Loan Closing Specialist & Foreclosure/REO Assistant; 1991 to 1996

**ITEM 3****DISCIPLINARY INFORMATION**

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Jenny C. Gage has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Jenny C. Gage is not engaged in any other investment-related business or occupation.
2. Jenny C. Gage does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Jenny C. Gage is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Jenny C. Gage does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Jenny C. Gage is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.



**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE****Full Legal Name:** Robyn White Grad**Born:** 1956**Education**

- University of Washington; BA, Business Administration – Marketing; 1978

**Business Experience**

- Washington Capital Management, Inc.; Vice President, Marketing & Client Relations; 10/2013 to current
- Cantor Fitzgerald; Institutional/Fixed Income Sales; 07/2008 to 09/2013
- Merrill Lynch; Institutional Fixed Income Sales; 10/1978 to 04/2008

**Designations**

Robyn W. Grad has earned the following designation(s):

- Series 5; 11/1981  
Interest Rate Options Representative Examination – required of all general securities representatives, general securities sales supervisors, and registered options principals who trade options contracts on U.S. government securities.
- Series 7; 10/1981  
General Securities Representative Examination - this registration qualifies a candidate for the solicitation, purchase, and/or sale of all securities products, including corporate securities, municipal securities, municipal fund securities, options, direct participation programs, investment company products, and variable contracts.
- Series 9; 9/2002  
General Securities Sales Supervisor Examination - (combination of Series 9 and 10) is intended to test a candidate's knowledge of securities industry rules and certain statutory provisions applicable to the supervision of sales activities at a general securities-oriented branch office.
- Series 10; 9/2002  
General Securities Sales Supervisor Examination - (combination of Series 9 and 10) is intended to test a candidate's knowledge of securities industry rules and certain statutory provisions applicable to the supervision of sales activities at a general securities-oriented branch office.
- Series 63; 10/1988  
Uniform Securities Agent State Law Examination - the Series 63 is designed to qualify candidates as securities agents. The examination covers the principles of state securities regulation reflected in the Uniform Securities Act.
- Series 65; 2/2002 & 12/2013  
Uniform Investment Adviser Law Examination - the Series 65 is designed to qualify candidates as investment adviser representatives.

**ITEM 3****DISCIPLINARY INFORMATION**

Robyn W. Grad has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES****A. Investment-Related Activities**

1. Robyn Grad is not engaged in any other investment-related business or occupation.
2. Robyn Grad does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Robyn Grad is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

**ITEM 5****ADDITIONAL COMPENSATION**

Robyn Grad does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

Robyn Grad is a member of WaCap's Client Service Committee. Paul Ravetta is Chairman and is responsible for the supervisory oversight of the marketing and client relations members of the Client Service Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

**Full Legal Name:** Stephen D. Hamilton

**Born:** 1973

**Education**

- West Virginia University; B.S. Business Administration, 1995

**Business Experience**

- Washington Capital Management, Inc.; Vice President, Marketing & Client Relations; 04/2021 to current
- BentallGreenOak, Inc.; Vice President, Capital Raising & Investor Relations; 01/2018-11/2020
- Emerald Asset Management, Inc.; Vice President, Sales & Client Services; 05/2017-01/2020
- Franklin Templeton Investments; Vice President, Institutional Sales; 09/2014-12/2015
- Delaware Investments; Vice President, Institutional Sales & Client Services; 07/1998-07/2014

**Designations**

Stephen D. Hamilton has earned the following designation(s):

- Chartered Alternative Investment Analyst (CAIA)
- Series 3; 01/14/2015
- National Commodity Futures Examination - the Series 3 is designed to qualify candidates as a certified commodities and futures professional.
- Series 7; 03/12/2010  
General Securities Representative Examination - the Series 7 qualifies a candidate for the solicitation, purchase, and/or sale of all securities products, including corporate securities, municipal securities, municipal fund securities, options, direct participation programs, investment company products, and variable contracts.
- Series 6 (SIE Exam); 03/14/2005  
Investment Company Products/Variable Contracts Representative Examination - the Series 6 qualifies candidates as a limited representative and sell mutual funds, variable annuities and insurance premiums.
- Series 63; 06/05/2008  
Uniform Securities Agent State Law Examination - the Series 63 is designed to qualify candidates as securities agents. The examination covers the principles of state securities regulation reflected in the Uniform Securities Act.

**ITEM 3****DISCIPLINARY INFORMATION**

Stephen D. Hamilton has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES****A. Investment-Related Activities**

1. Stephen D. Hamilton is not engaged in any other investment-related business or occupation.
2. Stephen D. Hamilton does not receive commissions, bonuses, or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Stephen D. Hamilton is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

Stephen D. Hamilton does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

Stephen D. Hamilton is a member of WaCap's Client Service Committee. Paul Ravetta is Chairman and is responsible for the supervisory oversight of the marketing and client relations members of the Client Service Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Steven H. Hanks

**Born:** 1962

**Education**

- California State University-Sacramento
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**Business Experience**

- Washington Capital Management, Inc.; Vice President, Marketing & Client Relations; 01/2021 to current
- Manning-Napier; Vice President, Taft-Hartley Sales; 2017 to 2020
- Rainier Investment Management; Vice President, Client and Consultant Relations; 2006 to 2017

**Designations**

Steven H. Hanks has earned the following designation(s):

- Series 6 (SIE Exam); 05/26/2017  
Investment Company Products/Variable Contracts Representative Examination - the Series 6 qualifies candidates as a limited representative and sell mutual funds, variable annuities and insurance premiums.
- Series 63; 11/28/2017  
Uniform Securities Agent State Law Examination - the Series 63 is designed to qualify candidates as securities agents. The examination covers the principles of state securities regulation reflected in the Uniform Securities Act.

**ITEM 3 DISCIPLINARY INFORMATION**

Steven H. Hanks has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Steven H. Hanks is not engaged in any other investment-related business or occupation.
2. Steven H. Hanks does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Steven H. Hanks is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

**ITEM 5****ADDITIONAL COMPENSATION**

---

Steven H. Hanks does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Steven H. Hanks is a member of WaCap's Client Service Committee. Paul Ravetta is Chairman and is responsible for the supervisory oversight of the marketing and client relations members of the Client Service Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Robert F. Kern**Born:** 1957**Education**

- University of Washington; BA, Business; 1980
- University of Puget Sound; BAS; 1984

**Business Experience**

- Washington Capital Management, Inc.; Vice President, Portfolio Manager, High Yield; 02/2020 to current
- Washington Capital Management, Inc.; Portfolio Manager; 04/2018 to 02/2020
- Davidson Investment Advisors; Portfolio Manager; 04/2013 to 04/2018
- Russell Investments; Credit Analyst; 06/2010 to 04/2013
- Washington Mutual; Portfolio Manager; 10/2005 to 06/2008
- Sirach Capital Management; Portfolio Manager; 11/2000 to 12/2004
- Safeco Asset Management; Portfolio Manager; 10/1994 to 11/2000
- Safeco Corporation; Staff Accountant; 01/1988 to 10/1994
- Hagen, Kurth, Perman & Co.; Staff Accountant; 09/1985 to 12/1987

**Designations**

Robert F. Kern has earned the following designation(s):

- Chartered Financial Analyst; 1995

The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charterholders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

**ITEM 3****DISCIPLINARY INFORMATION**

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Robert F. Kern has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Robert F. Kern is not engaged in any other investment-related business or occupation.
2. Robert F. Kern does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Robert F. Kern is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

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Robert F. Kern does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Robert F. Kern is a member of WaCap's Securities Investment Committee. Michael S. Cheung is responsible for the supervisory oversight of the members of the Securities Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Richard P. Leeret

**Born:** 1970

**Education**

- State University of New York at Potsdam; BA, Economics; 1992

**Business Experience**

- Washington Capital Management, Inc.; Senior Vice President, Real Estate, Portfolio Manager; 03/2022 to current
- Washington Capital Management, Inc.; Vice President, Real Estate, Portfolio Manager; 02/2020 to 03/2022
- Washington Capital Management, Inc.; Director of Real Estate; 05/2017 to 02/2020
- Great Point Investors; Senior Vice President; 11/2004 to 05/2017
- Cabot Properties; Vice President; 05/1996 to 11/2004
- Leggat McCall Properties; Senior Property Management Accountant; 11/1994 to 05/1996
- Pratt Medical Group; Financial Accountant; 10/1992 to 11/1994

**ITEM 3****DISCIPLINARY INFORMATION**

---

Richard P. Leeret has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Richard P. Leeret is not engaged in any other investment-related business or occupation.
2. Richard P. Leeret does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Richard P. Leeret is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

---

Richard P. Leeret does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Richard P. Leeret is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

**Full Legal Name:** David K. Littlefield

**Born:** 1961

**Education**

- Western Washington University, BA, Accounting, 1984

**Business Experience**

- Washington Capital Management; Senior Vice President, Real Assets; 02/2020 to current
- Washington Capital Management; Vice President Special Projects; 02/2016 to 02/2020
- YMCA of Greater Seattle; Director of Finance, Planning and Analysis; 03/2012 to 01/2016
- Venture Home, LLC; Principal; 03/2011 to current
- Weyerhaeuser Realty Investors; Senior Vice President; 03/2001 to 12/2010
- Weyerhaeuser Realty Investors; Vice President, Director of Planning and Analysis; 07/1998 to 03/2001
- Weyerhaeuser Realty Investors; Assistant Vice President; 09/1997 to 07/1998
- Weyerhaeuser Realty Investors; Senior Project Analyst; 3/1994 to 09/1997
- Weyerhaeuser Realty Investors; Project Analyst; 09/1988 to 03/1994
- InnVentures; Controller; 12/1986 to 09/1988
- American Adventure; Staff Accountant; 01/1985 to 12/1986

**Designations**

David K. Littlefield has earned the following designation(s):

- Certified Public Accountant, State of Washington, 1986
- Real Estate Brokers License, State of Washington (inactive)

**ITEM 3****DISCIPLINARY INFORMATION**

David K. Littlefield has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES****A. Investment-Related Activities**

1. David K. Littlefield does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.
2. David K. Littlefield is also engaged in the following investment-related businesses  
A member of a series of LLC's created and managed by Venture Home LLC, a multifamily asset management company. These LLC's invest in income producing properties such as apartments. A potential conflict of interest could occur if investments which Venture Home is pursuing would also be potential investment opportunities for the clients of Washington Capital Management, Inc. WaCap has adopted a policy to address this conflict, whereby investments by Venture Home will be approved or disapproved by the Chief Compliance Officer or Chairman, prior to investment by David K. Littlefield.

**B. Non Investment-Related Activities**

David K. Littlefield is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

David K. Littlefield does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

David K. Littlefield is a member of the Real Asset Committee. Cory A. Carlson is responsible for the supervisory oversight of the Real Asset Committee. He can be reached at 206-382-0825

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

---

**Full Legal Name:** Kevin H. Loucks**Born:** 1971**Education**

- University of Portland; BA, Business Admin & Finance; 1994

**Business Experience**

- Washington Capital Management, Inc.; Vice President, Senior Portfolio Manager, Fixed Income; 02/2020 to current
- Washington Capital Management, Inc.; Senior Portfolio Manager, Fixed Income; 08/2016 to 02/2020
- Washington Capital Management, Inc.; Portfolio Manager/Senior Credit Analyst; 10/2006 to 08/2016
- Washington Capital Management, Inc.; Credit Analyst; 05/2002 to 09/2006
- McCormick Capital Management, Inc.; Credit Analyst; 09/2002 to 09/2012
- General Electric Financial Assurance; Credit Analyst; 08/1996 to 04/2002
- Oregon Mutual Insurance; Reporting Analyst; 04/1994 to 08/1996

**Designations**

Kevin H. Loucks has earned the following designation(s):

- Chartered Financial Analyst; 09/2001  
The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charterholders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

**ITEM 3****DISCIPLINARY INFORMATION**

---

Kevin H. Loucks has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Kevin H. Loucks is not engaged in any other investment-related business or occupation.
2. Kevin H. Loucks does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Kevin H. Loucks is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

---

Kevin H. Loucks does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

---

Kevin H. Loucks is a member of WaCap's Securities Investment Committee. Michael S. Cheung is responsible for the supervisory oversight of the Securities Investment Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

---

**Full Legal Name:** Patrick S. Malley**Born:** 1962**Education**

- University of Notre Dame; BBA, Finance; 1984
- University of Washington; MBA, Finance & Accounting; 1990

**Business Experience**

- Washington Capital Management, Inc.; Executive VP, Chief Investment Officer, Real Estate; 02/2020 to current
- Washington Capital Management, Inc.; Senior Vice President, Portfolio Manager, Real Estate; 11/2010 to 02/2020
- Washington Capital Management, Inc.; Vice President, Real Estate Portfolio Manager; 12/2001 to 11/2010
- Quadrant Corporation; VP Finance, Asst Vice President Project Manager/Finance Manager; 12/1999 to 12/2001
- Weyerhaeuser Real Estate Company; Director of Planning; 12/1997 to 12/1999
- Weyerhaeuser Realty Investors; Assistant Vice President; 04/1990 to 12/1997

**ITEM 3****DISCIPLINARY INFORMATION**

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Patrick S. Malley has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Patrick S. Malley is not engaged in any other investment-related business or occupation.
2. Patrick S. Malley does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Patrick S. Malley is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

---

Patrick S. Malley does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Patrick S. Malley is the Chairman of the Real Estate Investment Committee. Patrick S. Malley is supervised by WaCap's Executive Committee and Board of Directors. They can be reached at 206-382-0825.

Patrick S. Malley is a member of the Real Asset Committee and the Advisory Services Committee. Cory A. Carlson is responsible for the supervisory oversight of the Real Asset Committee and the Advisory Services Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.



**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

**Full Legal Name:** Melvin C. Morgan, Jr.

**Born:** 1958

**Education**

- University of Washington; BBA, Finance; 1981
- University of Washington; MBA, Finance; 1983

**Business Experience**

- Washington Capital Management, Inc.; Vice President – Real Estate; 10/2004 to current
- Washington Mutual Bank; National CRE Appraisal Manager; 10/1996 to 9/2004
- First Interstate Bank; Appraisal Team Leader; 7/1995 to 4/1996
- Genra Capital Corporation; Senior Appraiser; 4/1993 to 6/1995
- Pacific First Bank; Vice President; 3/1991 to 4/1993
- Cornerstone Columbia Development Company; Financial Analyst; 8/1989 to 2/1991
- Albertini & Morgan; Partner; 9/1987 to 7/1989
- Pannell Kerr Forster; Appraisal Supervisor; 7/1983 to 8/1987

**Designations**

Melvin C. Morgan, Jr. has earned the following designation(s):

- MAI – Designated member of the Appraisal Institute; 1/1987  
The MAI membership designation is held by professionals who provide a wide range of services on all types of real property related to providing opinions of value, evaluations, review, consulting and advice on investment decisions, among other things. Property types may include commercial, industrial, agricultural, residential, and vacant land.
- Certified General Real Estate Appraiser – State of Washington; 12/1991  
State-certified general real estate appraiser means a person certified by the director to develop and communicate real estate appraisals of all types of property. A state-certified general real estate appraiser may designate or identify an appraisal rendered by him or her as a certified appraisal.

**ITEM 3****DISCIPLINARY INFORMATION**

Melvin C. Morgan, Jr. has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES****A. Investment-Related Activities**

1. Melvin C. Morgan, Jr. is not engaged in any other investment-related business or occupation.
2. Melvin C. Morgan, Jr. does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Melvin C. Morgan, Jr. is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

Melvin C. Morgan, Jr. does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

Melvin C. Morgan, Jr. is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

Melvin C. Morgan, Jr. is a member of the Real Asset Committee. Cory A. Carlson is responsible for the supervisory oversight of the Real Asset Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE****Full Legal Name:** Paul G. Ravetta**Born:** 1968**Education**

- University of Cincinnati; BA, Communications Arts; 1991
- University of Cincinnati; MA, Communications Arts; 1992

**Business Experience**

- Washington Capital Management, Inc.; Executive Vice President, Chief Operating Officer; 03/2022 to current
- Washington Capital Management, Inc.; Senior Vice President, Chief Client Officer; 02/2020 to 03/2022
- Washington Capital Management, Inc.; Vice President, Director of Marketing; 11/2015 to 02/2020
- Washington Capital Management, Inc.; Vice President, Marketing & Client Relations; 09/2012 to 11/2015
- Washington Capital Management, Inc.; Vice President, Client Services; 04/2007 to 09/2012
- Pugh Capital Management; Director of Marketing; 10/2003 to 04/2007
- Safeco Asset Management; Assistant Director; 04/2002 to 10/2003
- NetCurrents; Senior Director; 05/1999 to 07/2001
- Montgomery Asset Management; Marketing Manager; 04/1998 to 05/1999
- Seneca Asset Management; Portfolio Strategist; 07/1997 to 04/1998
- Chancellor LGT Asset Management; Client Service Associate; 02/1993 to 07/1997

**Designations**

Paul G. Ravetta has earned the following designation(s):

- Series 7; 12/2002  
General Securities Representative Examination - this registration qualifies a candidate for the solicitation, purchase, and/or sale of all securities products, including corporate securities, municipal securities, municipal fund securities, options, direct participation programs, investment company products, and variable contracts.
- Series 65; 1/2011  
Uniform Investment Adviser Law Examination - the Series 65 is designed to qualify candidates as investment adviser representatives.

**ITEM 3****DISCIPLINARY INFORMATION**

Paul G. Ravetta has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES****A. Investment-Related Activities**

1. Paul G. Ravetta is not engaged in any other investment-related business or occupation.
2. Paul G. Ravetta does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Paul G. Ravetta is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

Paul G. Ravetta does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

Paul G. Ravetta is the Chairman and responsible for the supervisory oversight of the marketing and client relations members of WaCap's Client Service Committee. Paul G. Ravetta is supervised by WaCap's Executive Committee and Board of Directors. They can be reached at 206-382-0825.

Paul G. Ravetta is a member of the Advisory Service Committee. Cory A. Carlson is responsible for the supervisory oversight of the Real Advisory Services Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

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**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Michael G. Russell**Born:** 1949**Education**

- University of Washington; BA, Finance; 1971

**Business Experience**

- Washington Capital Management, Inc.; Executive VP, Chairman and Economic Strategist; 02/2020 to current
- Washington Capital Management, Inc.; Chairman, Senior VP & Economic Strategist; 01/2015 to 02/2020
- Washington Capital Management, Inc.; Chairman, Senior VP & CIO – Equity & Fixed Income; 01/2012 to 12/2014
- Washington Capital Management, Inc.; Chief Executive Officer & Chief Investment Officer; 12/1992 to 12/2011
- Washington Capital Management, Inc.; President & Chief Executive Officer; 08/1991 to 12/1992
- Washington Capital Management, Inc.; President; 12/1988 to 08/1991
- Krehbiel & Hubbard, Inc.; Vice President & Portfolio Manager; 04/1983 to 12/1988
- Rainier National Bank; Investment Officer Trust Division; 08/1971 to 04/1983

**Designations**

Michael G. Russell has earned the following designation(s):

- Chartered Financial Analyst; 09/1978  
The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charterholders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.
- Series 63; 06/1983  
Uniform Securities Agent State Law Examination - the Series 63 is designed to qualify candidates as securities agents. The examination covers the principles of state securities regulation reflected in the Uniform Securities Act.
- Series 3; 01/1986  
The Series 3 exam is administered by the Financial Industry Regulatory Authority (FINRA) and covers topics such as options, futures, hedging, margin requirements, and regulations

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**ITEM 3****DISCIPLINARY INFORMATION**

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Michael G. Russell has no reportable disciplinary history.

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**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Michael G. Russell is not engaged in any other investment-related business or occupation.
2. Michael G. Russell does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Michael G. Russell is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

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**ITEM 5****ADDITIONAL COMPENSATION**

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Michael G. Russell does not receive any economic benefit from a non-advisory client for the provision of advisory services.

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**ITEM 6****SUPERVISION**

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Michael G. Russell is supervised by WaCap's Executive Committee and Board of Directors.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

**Full Legal Name:** Joseph A. Versaggi

**Born:** 1961

**Education**

- Pennsylvania State University; BS, Accounting; 1983
- New York University; MS, Real Estate; 1990

**Business Experience**

- Washington Capital Management, Inc.; Executive VP, Real Estate, Senior Portfolio Manager; 02/2020 to current
- Washington Capital Management, Inc.; Senior Vice President; 05/2017 to 02/2020
- Great Point Investors, LLC; Principal; 04/1998 to 04/2017
- AMRESO Advisors, Inc.; Managing Director; 1995
- Acacia Realty Advisors; Vice President; 1994-1995
- Baring Advisors; Senior Vice President, Director of Asset Management; 1991-1994
- Landauer Associates; Vice President; 1987-1990
- Landauer Associates; Assistant Vice President; 1985-1987
- Price Waterhouse & Co.; Staff Auditor; 1983-1985

**ITEM 3****DISCIPLINARY INFORMATION**

Joseph A. Versaggi has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES****A. Investment-Related Activities**

1. Joseph A. Versaggi is not engaged in any other investment-related business or occupation.
2. Joseph A. Versaggi does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Joseph A. Versaggi is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

Joseph A. Versaggi does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

Joseph A. Versaggi is a member of the Real Estate Investment Committee. Patrick S. Malley is responsible for the supervisory oversight of the Real Estate Investment Committee. He can be reached at 206-382-0825.

Joseph A. Versaggi is supervised by WaCap's Executive Committee and Board of Directors. They can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

**ITEM 2****EDUCATIONAL, BACKGROUND & BUSINESS EXPERIENCE**

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**Full Legal Name:** Brian B. Welch**Born:** 1977**Education**

- Georgetown University; BS Foreign Service; 2000
- Yale University; MBA; 2005

**Business Experience**

- Washington Capital Management, Inc.; Vice President, Client Relations; 02/2020 to current
- Washington Capital Management, Inc.; Vice President, Marketing & Client Relations; 01/2017 to 02/2020
- Washington Capital Management, Inc.; Assistant Vice President, Real Estate; 01/2013 to 01/2017
- Odyssey Real Estate Capital; Managing Director; 2007-2012
- Centra Properties; Partner; 2005 to 2007
- Archon Group; Associate; 2000 to 2003

**ITEM 3****DISCIPLINARY INFORMATION**

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Brian B. Welch has no reportable disciplinary history.

**ITEM 4****OTHER BUSINESS ACTIVITIES**

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**A. Investment-Related Activities**

1. Brian B. Welch is not engaged in any other investment-related business or occupation.
2. Brian B. Welch does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non Investment-Related Activities**

Brian B. Welch is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**ITEM 5****ADDITIONAL COMPENSATION**

---

Brian B. Welch does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**ITEM 6****SUPERVISION**

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Brian B. Welch is a member of WaCap's Client Service Committee. Paul Ravetta is Chairman and is responsible for the supervisory oversight of the marketing and client relations members of the Client Service Committee. He can be reached at 206-382-0825.

The Compliance Department examines employee personal securities transactions, reviews material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

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

**SECTION I -- GENERAL INFORMATION**

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

JBC Investors VI LLC

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**Check ONE of the following three boxes:**

Indicate whether the Disclosing Party submitting this EDS is:

1.  the Applicant

OR

2.  a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: \_\_\_\_\_

OR

3.  a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control: \_\_\_\_\_

Uptown 4601 Owner LLC

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B. Business address of the Disclosing Party:

151 N Franklin Street, Suite 300

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Chicago, IL 60606

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C. Telephone: 312-627-7662 Fax: 312-993-0857 Email: kknutson@tjbc.com

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D. Name of contact person: Kate Knutson

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E. Federal Employer Identification No. (if you have one): 36 - 4856355

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F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application to amend planned development #1366 for property located at 4601-4617 N Broadway, 1056-1064 W Wilson Ave. and 4616 - 4626 North Winthrop Ave. to allow additional permitted uses.

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

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

Specification # \_\_\_\_\_ and Contract # \_\_\_\_\_

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

- Person
- Limited liability company
- Publicly registered business corporation
- Limited liability partnership
- Privately held business corporation
- Joint venture
- Sole proprietorship
- Not-for-profit corporation
- General partnership
- (Is the not-for-profit corporation also a 501(c)(3))?
- Limited partnership
- Yes       No
- Trust
- Other (please specify)

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

Delaware

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

- Yes
- No
- Organized in Illinois

**B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:**

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

**NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
JBC Investors VI LLC	Managing Member

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

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

**NOTE:** Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
None		

**SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS**

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?  Yes  No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?  Yes  No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

N/A

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

Yes  No

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

N/A

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.



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

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

**SECTION V -- CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

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

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

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

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

Yes     No

**B. FURTHER CERTIFICATIONS**

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

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

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

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

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

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

N/A

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

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

N/A

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13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

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### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

is  is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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

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

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

N/A

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

**D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS**

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes                       No

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

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

Does the Matter involve a City Property Sale?

Yes                       No

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

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

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**SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS**

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

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

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

Yes

No

If "Yes," answer the three questions below:

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

Yes

No

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

Yes

No

Reports not required

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

Yes

No

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

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## SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at [www.cityofchicago.org/Ethics](http://www.cityofchicago.org/Ethics), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

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

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

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



**CERTIFICATION**

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

JBC Investors VI LLC  
(Print or type exact legal name of Disclosing Party)

By: *Jeanne Lazar*  
(Sign here)

Jeanne Lazar

\_\_\_\_\_  
(Print or type name of person signing)

Authorized Signatory

\_\_\_\_\_  
(Print or type title of person signing)

Signed and sworn to before me on (date) 12/12/2022,

at Cook County, IL (state).

*Lisa Sizemore*  
Notary Public

Commission expires: Jun 23, 2026



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

**FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS  
AND DEPARTMENT HEADS**

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

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

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

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

Yes

No

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

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

**BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION**

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

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

Yes                       No

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

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

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

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

**PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION**

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

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

Yes

No

N/A – I am not an Applicant that is a “contractor” as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked “no” to the above, please explain.

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**AMENDMENT TO  
RESIDENTIAL-BUSINESS PLANNED DEVELOPMENT NO. 1366**

**PLANNED DEVELOPMENT STATEMENTS**

1. The area delineated herein as Residential-Business Planned Development Number 1366, (“Planned Development”) consists of approximately 30,245 square feet of property which is depicted on the attached Planned Development Boundary and Property Line Map (“Property”) and is owned by Uptown 4601 Owner, LLC.
2. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant’s successors and assigns and, if different than the Applicant, the legal title holder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance (the “Zoning Ordinance”), the Property, at the time of application for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or designated control. Single designated control is defined in Section 17-8-0400 of the Zoning Ordinance.
3. All applicable official reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees. Any dedication or vacation of streets or alleys or grants of easements or any adjustment of the right-of-way shall require a separate submittal to the Department of Transportation on behalf of the Applicant or its successors, assigns or grantees.

Any requests for grants of privilege, or any items encroaching on the public way, shall be in compliance with the Plans. Ingress or egress shall be pursuant to the Plans and may be subject to the review and approval of the Departments of Planning and Development, and Transportation. Closure of all or any public street or alley during demolition or construction shall be subject to the review and approval of the Department of Transportation.

All work proposed in the public way must be designed and constructed in accordance with the Department of Transportation Construction Standards

Applicant: Uptown 4601 Owner, LLC  
Address: 4601-4617 North Broadway/1056-1064 West Wilson  
4616-4626 North Winthrop

Introduced:  
Plan Commission:

for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago. Prior to the issuance of any Part II approval, the submitted plans must be approved by the Department of Transportation.

4. This Plan of Development consists of 17 Statements; a Bulk Regulations Table; a Site Plan; Floor Plans; an Existing Zoning Map; an Existing Land-Use Map; a Planned Development Boundary and Property Line Map; a Landscape Plan; a Green Roof Plan; and Building Elevations (North, South, East, and West) prepared by MX3 Architects, Inc. and dated March 16, 2017. Full-sized copies of the Site Plan and Building Elevations are on file with the Department of Planning and Development. In any instance where a provision of this Planned Development conflicts with the Chicago Building Code (the “Building Code”), the Building Code shall control. This Planned Development conforms to the intent and purpose of the Zoning Ordinance, and all requirements thereto, and satisfies the established criteria for approval as a Planned Development. In case of a conflict between the terms of this Planned Development Ordinance and the Zoning Ordinance, this Planned Development Ordinance shall control.
5. The following uses are permitted in the area delineated herein as a Residential-Business Planned Development: Residential Dwelling Units, Retail Sales, General, Restaurant, Limited and General, postal service, animal services (except boarding or kennel), medical services, personal services, repair or laundry services (consumer), financial services (except payday/title secured loan store or pawn shop), sports and recreation (indoor participant), and accessor parking.
6. On-Premise signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Planning and Development. Off-Premise signs are prohibited within the boundary of the Planned Development.
7. For purposes of height measurement, the definitions in the Zoning Ordinance shall apply. The height of any building shall also be subject to height limitations, if any, established by the Federal Aviation Administration.
8. The maximum permitted Floor Area Ratio (“FAR”) for the site shall be in accordance with the attached Bulk Regulations Table. For the purposes of FAR calculations and measurements, the definitions in the Zoning

Applicant: Uptown 4601 Owner, LLC  
Address: 4601-4617 North Broadway/1056-1064 West Wilson  
4616-4626 North Winthrop

Introduced:  
Plan Commission:

Ordinance shall apply. The permitted FAR identified in the Bulk Regulations Table has been determined using a Net Site Area of 30,245 square feet.

9. Upon review and determination, “Part II Review”, pursuant to Section 17-13-0610 of the Zoning Ordinance, a Part II Review Fee shall be assessed by the Department of Planning and Development. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II approval.
10. The Site and Landscape Plans shall be in substantial conformance with the City of Chicago Landscape Ordinance and any other corresponding regulations and guidelines, Sections 17-13-0800. Final landscape plan review and approval will be by the Department of Planning and Development. Any interim reviews associated with site plan review or Part II reviews, are conditional until final Part II approval.
11. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and Facility Management and Buildings, under Section 13-32-125 of the Municipal Code, or any other provision of that Code.
12. The terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to section 17-13-0611-A of the Zoning Ordinance by the Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors.
13. The Applicant acknowledges that it is in the public interest to design, construct and maintain the project in a manner which promotes, enables and maximizes universal access throughout the Property. Plans for all buildings and improvements on the Property shall be reviewed and approved by the Mayor’s Office for People with Disabilities to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.
14. The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain all buildings in a manner that provides

Applicant: Uptown 4601 Owner, LLC  
Address: 4601-4617 North Broadway/1056-1064 West Wilson  
4616-4626 North Winthrop

Introduced:  
Plan Commission:

healthier indoor environments, reduces operating costs and conserves energy and natural resources. The Applicant shall obtain the number of points necessary to meet the requirements of the Chicago Sustainable Development Policy, in effect at the time the Part II review process is initiated for each improvement that is subject to the aforementioned Policy and must provide documentation verifying compliance.

15. Pursuant to the Chicago Zoning Ordinance (Sec. 17-8-0911), Planned Developments are to give priority to the preservation and adaptive reuse of Chicago Landmark buildings. The Planned Development is within the parameters of Uptown Square Historic District, which is a district designated as a Chicago Landmark. Work to designated Chicago Landmarks is subject to the review and approval of the Commission on Chicago Landmarks pursuant to the Chicago Landmarks Ordinance, Section 2-120-740.
16. The Applicant acknowledges and agrees that the rezoning of the Property from a B3-2 Community Shopping District to a B3-5 Community Shopping District for construction of the Residential Project triggers the requirements of Section 2-45-115 of the Municipal Code (the “Affordable Requirements Ordinance” or “ARO”). Any developer of a “residential housing project” within the meaning of the ARO must: (i) set aside 10% of the housing units in the residential housing project (the “Required Units”) as affordable units, or with the Commissioner’s approval, provide the Required Units in an approved off-site location; (ii) pay a fee in lieu of the development of the Required Units; or (iii) any combination of (i) and (ii); provided, however, that residential housing projects with 20 or more units must provide at least 25% of the Required Units on-site or off-site. The Property is located in a higher income area within the meaning of the ARO, and the project has a total of 197 units. As a result, the Applicant’s affordable housing obligation is 20 affordable units (10% of 197 rounded up), 5 of which are Required Units (25% of 20). Applicant has agreed to satisfy its affordable housing obligation by making a cash payment to the Affordable Housing Opportunity Fund in the amount of \$1,875,000 and providing 5 affordable units in the rental building to be constructed in the Planned Development as set forth in the Affordable Housing Profile Form attached hereto as Exhibit A. The Applicant agrees that the affordable rental units must be affordable to households earning no more than 60% of the Chicago Primary Metropolitan Statistical Area Median Income (AMI), as updated annually by the City of Chicago. If the Applicant subsequently reduces (or increases) the number of housing units in the Planned

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Introduced:  
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Development, the Applicant shall update and resubmit the Affordable Housing Profile Form to the Department of Planning and Development (“DPD”) for review and approval, and DPD may adjust the number of required Affordable Units without amending the Planned Development. Prior to the issuance of any building permits for any residential building in the Planned Development, including, without limitation, excavation or foundation permits, the Applicant must make the required Cash Payment and execute and record an affordable housing agreement in accordance with Section 2-45-115(L). The terms of the affordable housing agreement and any amendments thereto are incorporated herein by this reference. The Applicant acknowledges and agrees that the affordable housing agreement will be recorded against the Planned Development, or the applicable portion thereof, and will constitute a lien against such property. The Commissioner of DPD may enforce remedies for any breach of this Statement, including any breach of any affordable housing agreement, and enter into settlement agreements with respect to any such breach, subject to the approval of the Corporation Counsel, without amending the Planned Development.

17. This Planned Development shall be governed by Section 17-13-0612 of the Zoning Ordinance. Should this Planned Development ordinance lapse, the Commissioner of the Department of Planning and Development shall initiate a Zoning Map Amendment to rezone the property to B3-2 Community Shopping District.

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