

CITICORP LLC

[ACCOMPANIES CITIBANK, N.A.]

02025-0014611

**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:

Citicorp 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: Citibank, N.A.

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: 388 Greenwich Street, New York, NY 10013

C. Telephone: (703) 234-7313 Fax: N/A Email: andy1.taylor@citi.com

D. Name of contact person: Andy Taylor

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

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

2024 RFP for Designation as a 2025 Municipal Depository for City of Chicago and Chicago Board of Education Funds

G. Which City agency or department is requesting this EDS? Department of Finance

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
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See Attachment A for a list of Citicorp LLC officers and directors

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
Citigroup Inc.	388 Greenwich St. New York, NY 10013	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:

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

☐ Yes ☒ No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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

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

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

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

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

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

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

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

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

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

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

See Attachment B in support of the above

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

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

N/A

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

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

☒ is ☐ is not

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

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

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

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

NA

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:

Please see Attachment C for Citigroup affidavit and disclosure statement.

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

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

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

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

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

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

☐ Yes

☐ No

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

☐ Yes

☐ No

☐ Reports not required

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

☐ Yes

☐ No

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

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, 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.

Citicorp LLC

(Print or type exact legal name of Disclosing Party)

By: Joseph B. Wollard
(Sign here)

Joseph B. Wollard

(Print or type name of person signing)

Assistant Secretary

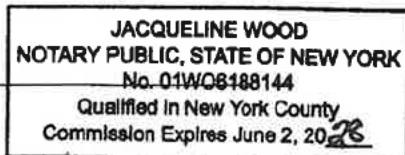
(Print or type title of person signing)

Signed and sworn to before me on (date) November 20, 2024,

at New York County, New York (state).

Jacqueline Wood
Notary Public

Commission expires: _____



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

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

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

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

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

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

☐ Yes

☒ No

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

**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

Citi has exited the loan servicing business and all ongoing service has been outsourced to a vendor. The vendor is contractually obligated to comply with all federal, state, county and local; regulatory requirements regarding mortgage servicing.

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

Citi has exited the loan servicing business and all ongoing service has been outsourced to a vendor. The vendor is contractually obligated to comply with all federal, state, county and local; regulatory requirements regarding mortgage servicing.

☒ 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.

**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), 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.

**ATTACHMENT A:
DIRECTORS & PRINCIPAL OFFICERS
As of October 4, 2024**

CITICORP LLC

DIRECTORS

Ellen M. Costello
Grace E. Dailey
Barbara Desoer
John C. Dugan, Chair of the Board
Jane Fraser
Duncan P. Hennes
Peter B. Henry
S. Leslie Ireland
Renee J. James
Gary M. Reiner
Diana L. Taylor
James S. Turley
Casper von Koskull

PRINCIPAL OFFICERS

Jane Fraser	Chief Executive Officer
Mark Mason	Chief Financial Officer
Brent McIntosh	Chief Legal Officer and Corporate Secretary

ATTACHMENT B:
CITIGROUP INC. AND ITS AFFILIATES:
LITIGATION AND REGULATORY MATTERS

Citibank, N.A. is a wholly owned subsidiary of Citicorp LLC ("Citicorp"), which is a wholly owned subsidiary of Citigroup Inc. ("Citigroup"). In the ordinary course of business, Citigroup and its subsidiaries and affiliates are defendants or co-defendants in various litigation matters incidental to and typical of the broad range of banking and financial services activities in which they are engaged. From time to time Citigroup, and certain affiliated entities, are the subjects of inquiries and investigations conducted by federal, state and non-US regulatory agencies. Citigroup and its affiliated entities routinely cooperate with such investigations.

Citigroup is a public company, and as such files periodic and current reports with the U.S. Securities and Exchange Commission as required by the Securities Exchange Act of 1934 that include current descriptions of material regulatory proceedings, investigations and litigation. Copies of Citigroup's periodic reports are on file with the SEC, which can be located at the SEC's website (www.sec.gov).

On May 20, 2015, Citigroup announced settlements with the U.S. Department of Justice ("DOJ") and the Board of Governors of the Federal Reserve System ("FRB") to resolve the previously disclosed investigations into Citi's foreign exchange business. Under the terms of the settlement with the DOJ, Citicorp, a financial services holding company subsidiary of Citigroup, will plead guilty to a violation of the Sherman Antitrust Act, pay a fine of \$925 million and be subject to a three-year probation period, the conditions of which include the continued implementation, remediation and strengthening of Citi's compliance and internal controls. Under the terms of the settlement with the FRB, Citi will pay a civil money penalty of \$342 million and agree to further enhance the control framework governing its foreign exchange business. The payments due under the settlements are covered by Citi's existing legal reserves and will not require a charge to earnings in the second quarter of 2015. See Form 8-K filed by Citigroup on May 20, 2015, which is available on the SEC's website at <http://www.sec.gov/Archives/edgar/data/831001/000119312515194844/d928433d8k.htm>.

ATTACHMENT C:

Affidavit of Citigroup Inc.

I, Edward Skyler, am an authorized representative of Citigroup Inc. ("Citi"). I hereby certify that Citi has searched, or caused to be searched, its records and those of its predecessor companies for information relating to participation or investments in, or profits derived from slavery or slaveholder insurance policies, as described in Appendix I below.

Executed this 21 th day of Aug, 2023



Name: Edward Skyler

Title: Executive Vice President

Enterprise Services & Public Affairs,

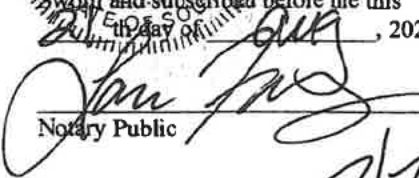
Citigroup Inc.

388 Greenwich Street

New York, NY 10013



Sworn and subscribed before me this 21 day of Aug, 2023



Notary Public

My Commission expires:

☐

7/7/2031

Appendix I

Citi Historic Records Review Summary

The history of Citigroup Inc. (“Citi”) dates back to the founding of the City Bank of New York in 1812. As identified in Attachment A, most of Citi’s pre-1866 predecessor institutions were founded in the Northeastern United States, including in New York, Rhode Island, and Connecticut. Although a large majority of Citi’s pre-1866 predecessors were founded in the Northeast, certain predecessor institutions interacted with individuals and entities located outside of the region, including individuals, companies, and other financial institutions in areas of the country where slavery was legal until December 1865.

Citi has reviewed records of its predecessor entities within its possession and control in the Citi Heritage Collection, as well as select external sources as described below, for evidence that any Citi predecessor entity participated in the U.S. Slave Trade or received profits from the institution of slavery in the United States. Citi’s review of these materials did not identify any records demonstrating that a Citi predecessor entity directly purchased, sold or held enslaved persons, issued insurance policies to slaveholders to insure enslaved persons, issued insurance policies for business transactions or operations related to the trafficking of enslaved persons, used enslaved persons as collateral for insurance policies, loans or other transactions, facilitated the traffic of enslaved persons, or otherwise provided capital or other services to facilitate the U.S. slave trade or institution of slavery in the United States.

However, as discussed in Section III below, as financial institutions operating in the Early National and Antebellum periods, some Citi predecessor entities may have indirectly profited from the institution of slavery in the United States. In particular, Citi’s review of its records indicates that Citi predecessors likely profited from financial transactions and relationships with individuals and entities located or operating in slaveholding states in the United States before 1866 that owned enslaved persons, relied on the labor of enslaved persons, or otherwise were involved in or connected to the U.S. slave trade. Citi records indicate, for example, that individuals and entities located or operating in slaveholding states were accountholders of predecessor entities, that predecessor entities had agents located or operating in the Southern United States, and that predecessor entities had financial relationships with some banking institutions, individuals, and entities located or operating in slaveholding states.

I. Overview of Citigroup Inc.’s Origins

Citi’s corporate lineage includes more than 400 predecessor institutions, 21 of which were established before 1866. Citi’s internal corporate archives include records relating to 12 of these 21 entities. In the 211 years since its founding, Citi has undergone several name changes and completed numerous acquisitions and mergers. Attachment A contains a list of Citi predecessor entities.

II. Research Methodology

Citi previously researched potential connections between its predecessor entities and the institution of slavery in the United States in the early 2000s. This research did not identify evidence of any business dealings or investments that could be discerned as involving slavery or insurance on enslaved persons. In 2022, a team of professional historians (“the review team” or “the historians”) working on Citi’s behalf updated this research. The review team examined Citi’s corporate genealogy to ensure that it reflected all of Citi’s predecessor entities and reviewed all potentially relevant pre-1866 documents contained in the Citi Heritage Collection, an internal corporate archive of Citi’s historical records.

Review of Predecessor Records

Records in the Citi Heritage Collection document the founding and evolution of the City Bank of New York, the formation of First National City Corporation, as well as various other predecessor institutions including Farmers’ Loan and Trust Company (formerly named Farmers’ Fire Insurance and Loan Company); First National Bank of the City of New York; Second National Bank of New York; Bank of America, New York; Nassau Bank of Brooklyn, Merchants’ Exchange National Bank (formerly named Merchants’ Exchange Bank); and East River National Bank. The historians had unrestricted access to the entire historical collection and reviewed thousands of pages of materials including account ledger books, Board of Directors’ meeting minutes, letter books, incorporation papers, by-laws, statements of condition, stock certificates, bonds, correspondence, and other legal documents.

The Citi Heritage Collection is not a complete repository of all Citi predecessor records. When Citi acquired or merged with other entities, some but not all of those companies’ records were transferred to Citi. As a result, not all material created by the firm’s own activities or those of its predecessor entities that became part of Citi’s corporate lineage have been preserved in the Citi Heritage Collection. Even where Citi has records for a particular entity and materials have been preserved, there are significant gaps in the collection. The historians’ review of the Citi Heritage Collection involved a comprehensive review of relevant records to identify indications of predecessor involvement in or potential profits from the institution of slavery in the United States.

The review also included records contained in eight public repositories: New York Public Library’s Manuscript and Archives Division, Cornell University Library’s Division of Rare and Manuscript Collection, the Probate Court of Mobile County, Alabama, the Historic Mobile Preservation Society Archives, the History Museum of Mobile, the Mobile Public Library; the Alabama Supreme Court and State Law Library; and the Library of Congress.

The Manuscripts and Archives Division at the New York Public Library holds a collection of materials relating to Moses Taylor, a Director and President of City Bank of New York, who, as described below, profited from the institution of slavery. Although the finding aid for the collection identified documents that appeared to be City Bank of New York and National City Bank of New York records, the historians reviewed these documents and determined that

the documents were not Citi predecessor records, but rather personal records of Moses Taylor and his businesses.

The historians also reviewed certain records related to Henry Hitchcock, who, as described below, owned enslaved persons in Alabama. This review included records at the Division of Rare and Manuscript Collections at Cornell University, which holds records of Farmers' Loan and Trust Company (1829 – 1866), one of Citi's predecessor entities that conducted business with Hitchcock. The collection includes abstracts of title, agreements of sale and articles of trust, copies of the deeds and the contract schedules used to transfer title, detailed maps of townships where the transfers took place, resolutions by officers of the company, powers of attorney to company agents, schedules of land and of mortgage foreclosures, bills of costs, accounts of cattle received in payments on mortgages, and other material relating to the management of the business. The historians completed a comprehensive review of the Farmers' collection at Cornell.

The historians also reviewed materials at the Probate Court of Mobile Alabama, History Museum of Mobile Alabama, and Mobile Public Library's Local History & Genealogy Library related to Hitchcock. The Alabama Supreme Court and State Law Library maintains a set of records concerning Henry Hitchcock, which were obtained from the Missouri Historical Society's Hitchcock Family Collection. The historians reviewed correspondence, estate records, and secondary source materials concerning Hitchcock, as well as genealogical databases, historical court cases, and benchmark secondary sources at the Library of Congress. Their conclusions related to this review are discussed in Section III below.

III. Potential Connections to the Institution of Slavery in the United States

The review of Citi's internal records, supplemented by the review of materials in the external collections described above, found no record indicating that a Citi predecessor entity directly purchased, sold, or held enslaved persons, issued insurance policies to slaveholders to insure enslaved persons, issued insurance policies for business transactions and operations related to the trafficking of enslaved persons, used enslaved persons as collateral for insurance policies, loans or other transactions, facilitated the traffic of enslaved persons, or otherwise provided capital or other services to facilitate the Slave Trade. The records do suggest, however, that some of Citi's predecessor entities may have profited from financial transactions and relationships with individuals and entities located or operating in slaveholding states in the United States prior to 1866 that enslaved persons, relied on the labor of enslaved persons, or otherwise were involved in the institution of slavery in the United States.

Farmers' Loan and Trust Company¹

The review considered whether a transaction between Farmers' Loan and Trust Company, a Citi predecessor company, and Henry Hitchcock might have resulted in Farmer's

¹ Farmers' Fire Insurance and Loan Company changed its name to Farmers' Loan and Trust Company in 1836. For ease of reference, this document refers to the entity as Farmers' Loan and Trust Company.

owning some of the persons enslaved by Hitchcock. The review ultimately concluded that the transaction reflected in Citi's records did not result in the Citi predecessor owning any persons enslaved by Hitchcock.

Records contained in the Citi Heritage Collection reflect transactions between a Citi predecessor entity, Farmers' Loan and Trust Company, and Henry Hitchcock from 1832 – 1838, related to the creation of a trust on real estate in Mobile, Alabama in 1836, the renewal of two insurance policies for Hitchcock in 1832, and the acquisition of shares of the stock of the Alabama Life Insurance & Trust Company. Henry Hitchcock was one of the wealthiest men in Alabama during the time period and held positions as the first Attorney General of Alabama, the first Secretary of the Alabama Territory, and Chief Justice on the Alabama Supreme Court. 1830 U.S. Decennial Census records indicate that Hitchcock enslaved twenty-four persons. The names of the persons are not identified in the census.

The Farmers' Loan and Trust Company Minute Book, which is part of the Citi Heritage Collection, covers the 1835 through 1839 period and includes minutes that document the creation of a real estate trust for Hitchcock. According to these records, on October 3, 1836, the Committee of Trusts reviewed, and later accepted, an application by Henry Hitchcock for a trust in the amount of \$600,000 on real estate in Mobile, Alabama, valued at \$1.9 million. On March 20, 1837, the Committee of Trusts approved an agreement and declaration of trust between the Company and Hitchcock, confirming the extension of an \$800,000 trust to Hitchcock and the Committee's satisfaction with the security. On May 18, 1838, the Committee of Trusts reviewed a letter from Henry Hitchcock requesting to cancel the contract and return the Company's Certificates, after the Company re-conveyed the property in Mobile held under the trust. The Committee accepted the cancelation of the trust.

Given the value of the real estate of \$1.9 million in 1836 dollars and the location of the property in Mobile, Alabama, the review team considered the possibility that the property may have included persons enslaved by Hitchcock. Neither the Citi Heritage Collection nor Cornell University collection contain any additional details relating to the Hitchcock trust, including the contents of the trust or what real estate in Mobile, Alabama was conveyed. However, the collections maintained by the Probate Court of Mobile Alabama and the Alabama Supreme Court and State Law Library do include documents describing Hitchcock's transactions with Farmers' Loan and Trust Company and the extent of his real estate holdings and financial investments. These documents indicate that the trust was composed of several parcels of real estate and did not include enslaved persons, as do additional documents maintained by the Probate Court of Mobile Alabama and the Alabama Supreme Court and State Law Library related to the property's conveyance back to Hitchcock and later to another bank as collateral.

In addition to the trust discussed above, the Farmers' Loan and Trust Company Letter Book from 1832 – 1838 in the Citi Heritage Collection includes a letter from January 4, 1832, which discusses renewal of an insurance policy to Hitchcock and the lack of renewal of a second insurance policy. The letter does not identify the scope or contents of either insurance policy. There are no other records in the Citi Heritage Collection or at Cornell University that discuss insurance policies issued to Hitchcock.

Lehman Brothers

Citi's corporate timeline identifies Lehman Brothers, which was founded in 1850, as a predecessor entity to Travelers Group. In 1998 Travelers Group (previously Primerica) merged with Citicorp to become Citigroup Inc. Prior to that 1998 merger, Primerica had acquired certain assets connected to Shearson Lehman Hutton, a corporate descendant of Lehman Brothers, from American Express. However, at the time of Primerica's acquisition of those assets, American Express retained Lehman Brothers and thereafter spun it off as an independent entity. In 2003, the independent Lehman Brothers entity filed an affidavit pursuant to the Chicago Slavery Disclosure Ordinance identifying ties to the Slave Trade based on the predecessor of the same name founded in 1850. Although Lehman Brothers' disclosure was reported on publicly, Citi does not have a copy of Lehman Brothers' disclosure or affidavit, and the Citi Heritage Collection does not include records relating to Lehman Brothers because Citi did not acquire any Lehman Brothers records as a result of the merger with Travelers Group described above. However, based on public information regarding Lehman Brothers' affidavit, the 1850 Lehman Brothers entity likely profited from the institution of slavery in the United States.

City Bank of New York (National City Bank of New York as of 1865)

Between 1837 and 1882, Moses Taylor was a director, controlling shareholder, and President (1856-1882) of City Bank of New York. Taylor was also a director of Farmers' Loan and Trust Company. Taylor was a significant figure in the New York merchant economy and built a large fortune from shipping sugarcane and other commodities from Cuban plantations to the rest of the world, as well as investing in industries such as railroads, coffee, steel, coal, and utilities. Taylor was the largest stockholder and a director in both the Delaware Lackawanna and Western Railroad and the Central Railroad and Bank Company of the Georgia railroad system, as well as a leading stock and bond holder of numerous other Midwestern and Southern railroads.

Previous research undertaken on Moses Taylor indicates that Taylor utilized the bank as a private treasury for his own enterprises and required his companies to keep their principal accounts at City Bank of New York.² According to that research, Taylor himself, his business associates, and the firms they controlled supplied most of the bank's deposits during this period.³ The review team did not identify any records in the Citi Heritage Collection suggesting that City Bank of New York directly purchased, sold or held enslaved persons, provided insurance

² HAROLD VAN B. CLEVELAND & THOMAS HUERTAS, *CITIBANK: 1812-1970* (Harvard University Press 1985); DANIEL HODAS, *THE BUSINESS CAREER OF MOSES TAYLOR: MERCHANT, FINANCE CAPITALIST, AND INDUSTRIALIST* (Ishi Press 2010); Daniel Hodas, *Moses Taylor - New York Merchant American Industrialist and Finance Capitalist: A Case Study in Success*, 2 PROCEEDINGS OF THE BUSINESS HISTORY CONFERENCE 95 (1974); Maeve Glass, *Moses Taylor Pyne and the Sugar Trade*, 77 THE PRINCETON UNIVERSITY LIBRARY CHRONICLE 95 (Winter 2016); John Moody & George Kibbe Turner, *Masters of Capital in America Wall Street: The City Bank - The Federation of the Great Merchants*, XXXVII MCCLURE'S MAGAZINE 73 (May - Oct. 1911).

³ See *supra* note 2.

policies to Taylor or his company that used enslaved persons as collateral, or provided loans or other capital to facilitate the trafficking of enslaved persons. However, given that a significant portion of Taylor's business was connected to the trade of sugar and its derivatives from Cuban plantations that used enslaved labor, City Bank of New York likely profited indirectly from enslaved labor in Cuba by engaging in transactions with Taylor and his businesses.

Potential Indirect Profits

Some of Citi's predecessor entities were financial institutions that operated in the Early National and Antebellum periods. Records contained in the Citi Heritage Collection and Cornell University indicate that some of these entities operated in slaveholding states in the United States prior to 1866, or that they did business with individuals and entities located or operating in slaveholding states prior to 1866. These predecessor entities likely derived indirect financial benefits from the institution of slavery in the United States through financial transactions or other business relationships with individuals and entities located or operating in slaveholding states prior to 1866 that owned enslaved persons, relied on the labor of enslaved persons, or otherwise were involved in the institution of slavery in the United States.

Citi's records indicate, for example:

- a. Individuals and entities located or operating in slaveholding states of the United States were accountholders of predecessor entities;
- b. A predecessor entity created land and property trusts for individuals and companies located or operating in slaveholding states;
- c. Predecessor entities had business dealings with financial institutions located or operating in slaveholding states;
- d. Predecessor entities accepted, held or purchased stock, shares, or bonds in financial institutions located or operating in slaveholding states;
- e. A predecessor held or purchased bonds or shares for certain Southern states and municipalities known to have enslaved persons;
- f. Predecessor entities extended credit to financial institutions, individuals, and entities located or operating in slaveholding states;
- g. Predecessor entities accepted, held or purchased bonds or stock in companies located or operating in slaveholding states; and
- h. Predecessors had agents located or operating in slaveholding states.

List of Pre-1866 Citi Predecessors

Predecessor Entity Name	Location	Date Founded	Successor Entity
Quilter	United Kingdom	1771	Citigroup
Citibank, National Association (Current entity)	Originally NY, Currently SD	1812	Current Entity
The Bank of America, New York	NY	1812	National City Bank of New York
J. Henry Schroder & Co. Ltd.	Unknown	1818	Citigroup
Farmers' Loan and Trust Company	Unknown	1822	First National City Trust Company
Helbert, Wagg & Co.	England	1823	J. Henry Schroder & Co. Ltd.
Atlantic National Bank of the City of New York	NY	1829	The Bank of America, New York
Lehman Brothers	Originally AL, later NY	1850	Travelers Group Inc. (1993) Citigroup (1998)
Connecticut Fire Insurance Co.	CT	1850	Phoenix Insurance Co The Travelers Corp
Bank of the Republic	NY	1851	First National Bank of the City of New York
East River National Bank	NY	1852	Bowery and East River National Bank of New York
Phoenix Insurance Co.	CT	1854	The Travelers Indemnity Co. (Hartford, Conn.) The Travelers Corp.
H. Hentz & Co.	Unknown	1856	Hayden, Stone & Co.
Nassau Bank of Brooklyn	NY	1859	Bank of America, National Association
Equitable Fire & Marine Insurance Co.	RI	1859	Phoenix Insurance Co The Travelers Corp
Third National Bank of the City of New York	NY	1863	The National City Bank of New York
Second National Bank of the City of New York	NY	1863	The National City Bank of New York
First National Bank of the City of New York	NY	1863	City Bank of New York
The Travelers Life and Accident Insurance Company	CT	1863	Primerica Corporation
Bowery National Bank of New York	NY	1865	Bowery and East River National Bank of New York

Cantoni & Co.	NY	1865	Lionello Perera & Co. / Commercial Exchange National Bank
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CERTIFICATE OF INCUMBENCY

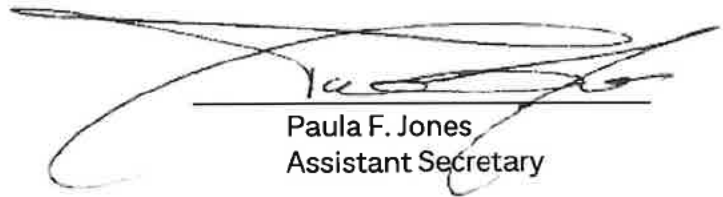
CITICORP LLC

I, Paula F. Jones, a duly appointed Assistant Secretary of Citicorp LLC ("the "Company"), a limited liability company organized under the laws of the State of Delaware, with its principal place of business at 388 Greenwich Street, New York, NY, 10013 USA, **DO HEREBY CERTIFY** the following:

Joseph B. Wollard is a duly appointed and qualified Assistant Secretary of the Company, and the following is his specimen signature as it appears in our records:

A handwritten signature in cursive script that reads "J.B. Wollard".

IN WITNESS WHEREOF, I have affixed my signature this 20th day of November, 2024.

A handwritten signature in cursive script that reads "Paula F. Jones".

Paula F. Jones
Assistant Secretary