(Published by the Authority of the City Council of the City of Chicago)

COPY

JOURNAL of the PROCEEDINGS of the CITY COUNCIL of the CITY of CHICAGO, ILLINOIS

Special Meeting—Monday, September 17, 1984

at 10:00 A.M.

(Council Chamber—City Hall—Chicago, Illinois)

OFFICIAL RECORD.

HAROLD WASHINGTON
Mayor

WALTER S. KOZUBOWSKI
City Clerk

Call to Order.

On Monday, September 17, 1984 at 11:14 A.M. (the hour appointed for the meeting was 10:00 A.M.), Honorable Harold Washington, Mayor, called the City Council to order. Honorable Walter S. Kozubowski, City Clerk, called the roll of members and it was found that there were present at that time: Aldermen Roti, Rush, Tillman, Evans, Bloom, Sawyer, Beavers, Humes, Hutchinson, Huels, Majerczyk, Burke, Brady, Langford, Streeter, Sheahan, Kelley, Sherman, Krystyniak, Henry, Marzullo, Nardulli, W. Davis, Smith, D. Davis, Hagopian, Santiago, Gabinski, Mell, Frost, Kotlarz, Banks, Damato, Cullerton, Laurino, O'Connor, Pucinski, Natarus, Oberman, Hansen, McLaughlin, Orbach, Schulter, Volini, Orr, Stone -- 46.

Quorum present.

Invocation.

Alderman Danny K. Davis, 29th Ward, opened the meeting with prayer.

Placed on File -- CALLS FOR SPECIAL MEETING.

The following communications calling for a special meeting were filed in the Office of the City Clerk on September 14, 1984, at 9:50 A.M. and 11:35 A.M., respectively:

September 14, 1984.

Honorable Walter S. Kozubowski
City Clerk
City Hall, Room 107
Chicago, IL 60602

DEAR MR. KOZUBOWSKI -- We, the undersigned Aldermen of the City of Chicago, pursuant to Illinois law and ordinances, do hereby call a Special Meeting of the City Council of the City of Chicago, to be held on Monday, September 17, 1984 at 10:00 A.M. in the City Council Chamber of the City of Chicago, for the following purposes and no others:

1. An ordinance authorizing the issuance of an industrial revenue bond for Guernsey Dell Inc., located at 4500 S. Morgan Street.

   Amount: $7,000,000

2. An ordinance authorizing the issuance of an industrial revenue bond for Continental Commercial Partners, Ltd. located at 7600 South Racine.

   Amount: $5,007,000

Very truly,
(Signed) PATRICK HUELS,
11th Ward.

(Signed) BERNARD HANSEN,
44th Ward.

(Signed) EDWARD R. VRDOLAYAK,
10th Ward.

OFFICE OF THE MAYOR
CITY OF CHICAGO

September 14, 1984.

Honorable Walter S. Kozubowski
City Clerk
Room 107, City Hall
Chicago, Illinois 60602

DEAR MR. KOZUBOWSKI -- I, Harold Washington, Mayor, do hereby call a Special Meeting of the City Council of the City of Chicago, to be held on Monday, September 17, 1984 at 10:00 A.M. in the City Council Chamber of the City of Chicago, for the purpose of consideration of the following matters and no other purpose:

1. An ordinance providing for the conditional approval of an Industrial Revenue Bond in the amount of $5,007,000 for the construction of a project by Continental Commercial Partners, Ltd.

2. An ordinance providing for the conditional approval of an Industrial Revenue Bond in the amount of $7,000,000 for the construction of a project by Guernsey Dell, Inc.

Very truly yours,
(Signed) HAROLD WASHINGTON,
Mayor.

CONDITIONAL APPROVAL GIVEN TO INDUSTRIAL REVENUE BOND FOR PROJECT BY CONTINENTAL COMMERCIAL PARTNERS, LTD.

Alderman Hansen moved to *Suspend the Rules Temporarily* for the immediate consideration of a proposed ordinance to provide for conditional approval of an industrial revenue bond for a project by Continental Commercial Partners, Ltd. The motion *Prevailed.*

Alderman Hansen then moved to *Pass* the said proposed ordinance. The motion *Prevailed* by yeas and nays as follows:

Yeas -- Aldermen Roti, Rush, Tillman, Evans, Bloom, Sawyer, Beavers, Humes, Hutchinson, Huels, Majerczyk, Burke, Brady, Langford, Streeter, Sheahan, Kelley, Sherman, Krystyniak, Henry, Marzullo, Nardulli, W. Davis, Smith, D. Davis, Hagopian, Santiago, Gabinski, Frost, Kotlarz, Banks, Damato, Cullerton, Laurino, O'Connor, Pucinski, Natarus, Oberman, Hansen, McLaughlin, Orbach, Schulter, Volini, Orr, Stone -- 45.

Nays -- Alderman Mell -- 1.

Alderman Burke moved to *Reconsider* the foregoing vote. The motion was *Lost*.

Alderman Hansen then requested the record reflect that the said passed ordinance was promptly transmitted to the Mayor who affixed his signature to the same at 11:19 A.M.

The following is said ordinance as passed:

WHEREAS, Pursuant to Chapter 15.2 of the Municipal Code of the City of Chicago, as supplemented and amended (the "Enabling Ordinance"), there has been established an Economic Development Commission of the City of Chicago (the "Commission"), a Department of Economic Development of the City of Chicago (the "Department") and the office of the Commissioner of Economic Development of the City of Chicago (the "Commissioner"), and the Department and the Commissioner are empowered, upon the advice of the Commission, to enter into agreements with respect to the proposed development of industrial development projects and to recommend to the City Council that it issue Industrial Revenue Bonds for the public purposes stated in the Enabling Ordinance; and

WHEREAS, The Commissioner, upon the advice of the Commission and on behalf of the Department, has approved the attached Memorandum of Agreement relating to the issuance of not to exceed $5,007,000 of Industrial Revenue Bonds to finance an industrial development project in the City of Chicago, Illinois, to be owned by Continental Commercial Partners, Ltd. (the "Borrower"), a general partnership organized under the laws of the State of Illinois, and to be used by the Borrower for a commercial and retailing service center and activities related thereto and has recommended the approval of this ordinance; and

WHEREAS, Such approval constitutes a recommendation to this City Council that it take all further steps necessary for the timely issuance of such Industrial Revenue Bonds; and

WHEREAS, Section 103(k) of the Internal Revenue Code of 1954, as amended, requires that a public hearing be held in the City of Chicago, Illinois, on the proposed plan of financing for said industrial development project; now, therefore,

Be It Ordained by the City Council of the City of Chicago:

SECTION 1. The recommendation of the Commissioner, on behalf of the Department, is hereby accepted and the Memorandum of Agreement in the form submitted to this City Council is hereby approved.

SECTION 2. Upon the fulfillment of the conditions stated in the Memorandum of Agreement (including but not limited to, the Borrower obtaining an Urban Development Action Grant with respect to the Project in such amount as shall qualify the Bonds, under Section 103 (b)(6)(I) of the Internal Revenue Code of 1954, as amended), this City Council will take such other actions and adopt such further proceedings as may be necessary under the Enabling Ordinance to issue such Industrial Revenue Bonds in an amount not to exceed $5,007,000, for the purposes aforesaid.

SECTION 3. The Commissioner is hereby authorized, empowered and directed to publish notice to the public of a public hearing on the proposed plan of financing for said industrial development project, such notice to be in substantially the same form as Exhibit A attached hereto and made a part hereof and to be published on a date and in a manner determined by him to be appropriate and at least fourteen (14) days prior to the date on which said public hearing is to be held; and the Commissioner (or any officer or employee of the Department designated by the Commissioner) is further authorized, empowered and directed to hold the public hearing referred to in said notice and to provide a transcript of said public hearing to the Finance Committee of this City Council.

SECTION 4. This ordinance shall be in full force and effect from and after its passage.

[Exhibit A printed on pages 9039 thru 9044
of this Journal.]

CONDITIONAL APPROVAL GIVEN TO INDUSTRIAL REVENUE BOND FOR PROJECT BY GUERNSEY DELL, INC.

Alderman Hansen moved to *Suspend the Rules Temporarily* for the immediate consideration of a proposed ordinance to provide for conditional approval of an industrial revenue bond for a project by Guernsey Dell, Inc. The motion *Prevailed.*

Alderman Hansen then moved to *Pass* the said proposed ordinance. The motion *Prevailed* by yeas and nays as follows:

Yeas -- Aldermen Roti, Rush, Tillman, Evans, Bloom, Sawyer, Beavers, Humes, Hutchinson, Huels, Majerczyk, Burke, Brady, Langford, Streeter, Sheahan, Kelley, Sherman, Krystyniak, Henry, Marzullo, Nardulli, W. Davis, Smith, D. Davis, Hagopian, Santiago, Gabinski, Frost, Kotlarz, Banks, Damato, Cullerton, Laurino, O'Connor, Pucinski, Natarus, Oberman, Hansen, McLaughlin, Orbach, Schulter, Volini, Orr, Stone -- 45.

Nays -- Alderman Mell -- 1.

Alderman Burke moved to *Reconsider* the foregoing vote. The motion was *Lost.*

Alderman Hansen then requested the record reflect that the said passed ordinance was

(Continued on page 9045)

EXHIBIT A

NOTICE OF PUBLIC HEARING

Notice is hereby given that on _______________, 1984, at __________, __.M., in ______________________________, Chicago, Illinois, a public hearing will be held before the Commissioner of Economic Development of the City of Chicago, or his designee, regarding a plan to issue not to exceed $5,007,000 aggregate principal amount of Industrial Development Revenue Bonds (the "Bonds") of the City of Chicago, Cook County, Illinois (the "City"), the proceeds of which will be loaned to Continental Commercial Partners LTD., a general partnership organized under the laws of the State of Illinois (the "Borrower"), to be used by the Borrower to acquire, construct and equip certain facilities located in the City of Chicago, to be used for a commercial and retailing service center and activities related thereto and to be located at 76th Street and Racine Avenue, Chicago, Illinois.

The Bonds will be issued by the City pursuant to its powers as a home rule unit of government under the 1970 Constitution of the State of Illinois and an ordinance proposed for adoption by the City Council of the City. The Bonds will not be general obligations of the City, State of Illinois or any political subdivision thereof, but will be special, limited obligations of the City as the principal of, interest and redemption premium, if any, on the Bonds will be payable solely from revenues and receipts derived from the repayment of the loan by the Borrower (except to the extent payable from Bond proceeds or the income from the temporary investment thereof). The Bonds will not constitute an indebtedness of the City, the State of Illinois or any political subdivision thereof or a loan of credit of any of them within the meaning of any constitutional or statutory provisions. No holder of any Bond will have the right to compel any exercise of the taxing power of the City, the State of Illinois or any political subdivision thereof to pay the Bonds, the interest or redemption premium, if any, thereon.

The above noticed public hearing is required by the Tax Equity and Fiscal Responsibility Act of 1982. Written comments may be submitted to the Department of Economic Development of the City of Chicago at its office located at 20 North Clark Street, Room 2800, Chicago, Illinois 60602, until ____________________, 1984.

Notice dated _____________, 1984

____
Commissioner of the
Department of Economic
Development of the City of Chicago

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT (the "Agreement") is by and between the Department of Economic Development of the City of Chicago (the "Department") and Continental Commercial Partners LTD., a general partnership organized under the laws of the State of Illinois (the "Borrower").

1. Preliminary Statement. Among the matters of mutual inducement which have resulted in this Agreement are the following:

(a) The City of Chicago, Cook County, Illinois (the "City") is a home rule unit of government under Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois and as such home rule unit has duly adopted Chapter 15.2 of the Municipal Code of the City of Chicago, as supplemented and amended (the "Ordinance"), authorizing and empowering the City to issue revenue bonds for the purpose of financing the cost of the acquisition, purchase, construction, rehabilitation, redevelopment or extension of "industrial development projects" (as defined in the Ordinance) in order to encourage and promote the retention and expansion of existing commercial and industrial businesses within the City and the attraction of new businesses to the City.

(b) The Borrower proposes to acquire, construct and equip certain facilities located in the City of Chicago to be used for a commercial and retailing service center and activities related thereto (the "Project"). The Borrower wishes to obtain satisfactory assurance from the City that the proceeds from the sale of the revenue bonds of the City will be made available to finance the cost of the Project.

(c) The Department is authorized pursuant to the Ordinance to enter into agreements with respect to industrial development projects and the financing thereof and to make recommendations to the City with respect to the issuance of revenue bonds.

(d) Subject to due compliance with all requirements of law, the Department will proceed to take such action, and recommend that the City take such action, as may be necessary to cause to be prepared such agreements, mortgages, indentures or such other documents as may be necessary to cause the City, by virtue of such authority as may now or hereafter be conferred by the Ordinance, to issue and sell its revenue bonds in an amount not to exceed $5,007,000 (the "Bonds") to pay certain costs of the Project and costs incidental to the issuance of the Bonds.

(e) Pursuant to the Ordinance, the Economic Development Commission of the City of Chicago (the "Commission") has identified the Project as an industrial development project which may be undertaken to strengthen and promote the economic vitality of the City of Chicago, Illinois, has approved the form of this Agreement, and has advised the Commissioner of Economic Development of the City of Chicago to recommend to the City Council of the City that the City issue and sell the Bonds to finance the cost of the Project.

(f) The Department, with and upon the advice of the Commission, considers that the financing by the City of the cost of the Project on behalf of the Company will promote and further the purposes of the Ordinance.

2. Undertakings on the Part of the Department. Subject to the conditions above stated and to the limits of the authority of the Department, the Department agrees as follows:

(a) That it will begin the proceedings necessary on its part to cause the City Council of the City to authorize the issuance and sale of the Bonds, pursuant to the terms of the Ordinance as then in force.

(b) That it will cooperate with the Borrower in finding a purchaser or purchasers for the Bonds, and if satisfactory purchase arrangements can be made, the Department will recommend that the City adopt such proceedings authorizing the execution of such documents as may be necessary or advisable for the authorization, issuance and sale of the Bonds and the financing of the Project, all as shall be authorized by law and mutually satisfactory to the Department, the City and the Borrower.

(c) That, if the City issues and sells the Bonds, the financing instruments will provide that the City will use the proceeds of the Bonds to finance the Project and the aggregate payments, basic rents or sale price (i.e., the amounts to be paid by the Borrower and used by the City to pay the principal of, interest and redemption premium, if any, on the Bonds) payable under the instruments whereby the Project shall be financed, shall be such sums as shall be sufficient to pay the principal of, interest and redemption premium, if any, on the Bonds as and when the same shall become due and payable.

(d) That it will take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

3. Undertakings on the Part of the Borrower. Subject to the conditions above stated, the Borrower agrees as follows:

(a) That it will use all reasonable efforts to find one or more purchasers for the Bonds.

(b) That contemporaneously with the issuance of the Bonds, the Borrower will enter into a revenue agreement, as defined in the Ordinance, with the City under the terms of which the Borrower will obligate itself to pay to the City sums sufficient in the aggregate to pay the principal of, interest and redemption premium, if any, on the Bonds as and when the same shall become due and payable, such revenue agreement to be in form and substance satisfactory to the Department, the City and the Borrower.

(c) That during the period beginning on the date of the sale and delivery of the Bonds by the City to the purchaser thereof and ending three years after the date of completion of the acquisition, construction and equipping of the Project or after payment of all costs of acquiring, constructing and equipping the Project, whichever is later, the Borrower (1) will furnish upon request of the Department a report in the form satisfactory to the Department, containing information relating to the Project, including but not limited to, the numbers and types of jobs and employment opportunities which have been created or maintained within the City as a result of the acquisition, construction and equipping of the Project, and (2) will permit any duly authorized agent of the Department to enter upon and inspect the Project during regular business hours, and to examine and copy at the principal office of the Borrower located within the City of Chicago, Illinois, during regular business hours all books, records and other documents of the Borrower relating to expenditures from the Bond proceeds for the Project and the numbers and types of jobs at the Project.

(d) That it will take such further action and adopt such further proceedings as may be required to implement its aforesaid undertakings or as it may deem appropriate in pursuance thereof.

4. General Provisions.

(a) All commitments of the Department under paragraph 2 hereof and of the Borrower under paragraph 3 hereof, are subject to the conditions that on or before one (1) year from the date hereof (or such other date as shall be mutually satisfactory to the Department and the Borrower), the Borrower shall have obtained an Urban Development Action Grant with respect to the Project in such amount as shall qualify the Bonds under Section 103(b)(6)(I) of the Internal Revenue Code of 1954, as amended, and the Department, the City and the Borrower shall have agreed to mutually acceptable terms for the Bonds and of the sale and delivery thereof, and mutually acceptable terms and conditions of the agreements and instruments referred to in paragraphs 2 and 3 hereof and the proceedings referred in paragraphs 2 and 3 hereof.

(b) All costs and expense in connection with the financing and of the Project, including the fees and expenses of counsel to the City and the Department, bond counsel, and the agent or underwriter for the sale of the Bonds, shall be paid from the proceeds of the Bonds or by the Borrower. If the events set forth in (a) of this paragraph do not take place within the time set forth or any extension thereof and the Bonds are not sold within such time, the Borrower agrees that it will reimburse the City and the Department for all reasonable and necessary direct out-of-pocket expenses which the City and the Department may incur from the execution of this Agreement and the performance of the City of its obligations hereunder, and will pay upon demand the preliminary fees of bond counsel, and this Agreement shall thereupon terminate.

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement by their officers thereunto duly authorized as of this 1 day of August, 1984.

DEPARTMENT OF ECONOMIC DEVELOPMENT
OF THE CITY OF CHICAGO

By: ______________________
Commissioner of the Economic Development of the City of Chicago

CONTINENTAL COMMERCIAL PARTNERS LTD.

By: ______________________
General Partner

(Continued from page 9038)

promptly transmitted to the Mayor who affixed his signature to the same at 11:21 A.M.

The following is said ordinance as passed:

WHEREAS, Pursuant to Chapter 15.2 of the Municipal Code of the City of Chicago, as supplemented and amended (the "Enabling Ordinance"), there has been established an Economic Development Commission of the City of Chicago (the "Commission"), a Department of Economic Development of the City of Chicago (the "Department") and the office of Commissioner of Economic Development of the City of Chicago (the "Commissioner"), and the Department and the Commissioner are empowered, upon the advice of the Commission, to enter into agreements with respect to the proposed development of industrial development projects and to recommend to the City Council that it issue Industrial Revenue Bonds for the public purposes stated in the Enabling Ordinance; and

WHEREAS, The Commissioner, upon the advice of the Commission and on behalf of the Department, has approved the attached Memorandum of Agreement relating to the issuance of not to exceed $7,000,000 aggregate principal amount of Industrial Revenue Bonds to finance an industrial development project in the City of Chicago, Illinois, to be owned by Guernsey Dell, Inc., an Illinois corporation (the "Company"), to be used by the Company as a manufacturing, office and warehouse facility and to be located in the City of Chicago, Illinois, and has recommended the approval of this ordinance; and

WHEREAS, Such approval constitutes a recommendation to this City Council that it take all further steps necessary for the timely issuance of such Industrial Revenue Bonds; and

WHEREAS, Section 103(k) of the Internal Revenue Code of 1954, as amended, requires that a public hearing be held in the City of Chicago, Illinois, on the proposed plan of financing for said industrial development project; now, therefore,

Be It Ordained by the City Council of the City of Chicago:

SECTION 1. The recommendation of the Commissioner, on behalf of the Department, is hereby accepted and the Memorandum of Agreement in the form submitted to this City Council is hereby approved.

SECTION 2. Upon the fulfillment of the conditions stated in the Memorandum of Agreement, this City Council will take such other actions and adopt such further proceedings as may be necessary under the Enabling Ordinance to issue such Industrial Revenue Bonds in an aggregate principal amount not to exceed $7,000,000 for the purpose aforesaid.

SECTION 3. The Commissioner is hereby authorized, empowered and directed to publish notice to the public of a public hearing on the proposed plan of financing for said industrial development project, such notice to be in substantially the same form as Exhibit A attached hereto and made a part hereof and to be published on a date and in a manner determined by him to be appropriate and at least fourteen (14) days prior to the date on which said public hearing is to be held; and the Commissioner (or any officer or employee of the Department designated by the Commissioner) is further authorized, empowered and directed to hold the public hearing referred to in said notice and to provide a transcript of said public hearing to the Finance Committee of this City Council.

SECTION 4. This ordinance shall be in full force and effect from and after its passage.

[Exhibit A printed on pages 9047 thru 9051 of this Journal.]

EXHIBIT A

NOTICE OF PUBLIC HEARING

Notice is hereby given that on ____________, 1984, at ____ ___.M., in ______________________ Chicago, Illinois, a public hearing will be held before the Commissioner of Economic Development of the City of Chicago or his designee, regarding a plan to issue not to exceed $7,000,000 aggregate principal amount of Industrial Revenue Bonds (the "Bonds") of the City of Chicago, Cook County, Illinois (the "City"), the proceeds of which will be lent to Guernsey Dell, Inc., an Illinois corporation (the "Company"), to be owned and used by the Company to acquire approximately _________ square feet of land and construct and equip a building of approximately ________ square feet thereon, said facilities to be used by the Company as a manufacturing, office and warehouse facility and to be located at ______________________, Chicago, Illinois.

The Bonds will be issued by the City pursuant to its powers as a home rule unit of government under the 1970 Constitution of the State of Illinois and an ordinance proposed for adoption by the City Council of the City. The Bonds will not be general obligations of the City, the State of Illinois or any political subdivision thereof, but will be special, limited obligations of the City as the principal of, premium, if any, and interest on the Bonds will be payable solely from revenues and receipts derived from the repayment of the loan by the Company (except to the extent payable from Bond proceeds, the income from the temporary investment thereof and moneys derived from and payments made pursuant to the instruments delivered in connection with said loan). The Bonds will not constitute an indebtedness of the City, the State of Illinois or any political subdivision thereof or a loan of credit of any of them within the meaning of any constitutional or statutory provisions. No holder of any Bond will have the right to compel any exercise of the taxing power of the City, the State of Illinois or any political subdivision thereof to pay the principal of, premium, if any, or interest on the Bonds.

The above noticed public hearing is required by Section 103(k) of the Internal Revenue Code of 1954, as amended. Written comments may also be submitted to the Department of Economic Development of the City of Chicago at its office located at 20 North Clark Street, Chicago, Illinois 60602, until _________, 1984. Subsequent to the public hearing, the City Council of the City will meet to consider approval of the issuance of the Bonds.

Notice dated ________________, 1984.

/s/ ____________________________
Commissioner of Economic Development,
Department of Economic Development of the
City of Chicago

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT (the "Agreement") is by and between the Department of Economic Development of the City of Chicago (the "Department") and Guernsey Dell, Inc., an Illinois corporation (the "Company").

1. **Preliminary Statement.** Among the matters of mutual inducement which have resulted in this Agreement are the following:

(a) The City of Chicago, Cook County, Illinois (the "City") is a municipality and a home rule unit of government under Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois and as such home rule unit has duly adopted Chapter 15.2 of the Municipal Code of the City of Chicago, as supplemented and amended (the "Enabling Ordinance"), authorizing and empowering the City to issue its revenue bonds for the purpose of financing the cost of the acquisition, purchase, construction, rehabilitation, redevelopment or extension of "industrial development projects" (as defined in the Enabling Ordinance) in order to encourage and promote the retention and expansion of existing commercial and industrial businesses within the City and the attraction of new businesses to the City.

(b) The Company proposes to acquire land and construct and equip a building thereon, to be owned and used by the Company as a manufacturing, office and warehouse facility (the "Project") and to be located in the City of Chicago, Illinois. The Company wishes to obtain satisfactory assurance from the City that the proceeds from the sale of the revenue bonds of the City will be made available to finance the cost of the Project.

(c) The Department is authorized pursuant to the Enabling Ordinance to enter into agreements with respect to industrial development projects and the financing thereof and to make recommendations to the City with respect to the issuance of its revenue bonds.

(d) Subject to due compliance with all requirements of law, the Department will proceed to take such action, and recommend that the City take such action, as may be necessary to cause to be prepared such agreements, mortgages, indentures or such other documents as may be necessary to cause the City, by virtue of such authority as may now or hereafter be conferred by the Enabling Ordinance, to issue and sell its revenue bonds in an amount not to exceed $7,000,000 (the "Bonds") to pay costs of the Project and costs incidental to the issuance of the Bonds.

(e) Pursuant to the Enabling Ordinance, the Economic Development Commission of the City of Chicago (the "Commission") has identified the Project as an industrial development project which may be undertaken to strengthen and promote the economic vitality of the City of Chicago, Illinois, has approved the form of this Agreement, and has advised the Commissioner of Economic Development of the City of Chicago to recommend to the City Council of the City that the City issue and sell the Bonds to finance the cost of the Project.

(f) The Department, with and upon the advice of the Commission, considers that the financing by the City of the cost of the Project on behalf of the Company will promote and further the purposes of the Enabling Ordinance.

(g) The Department and the City reserve the right to give priority to the issuance of industrial development bonds of the City, other than the Bonds, to finance industrial development projects, other than the Project, as may be required by Section 103(n) of the Internal Revenue Code of 1954, as amended, or as they, in their sole discretion, may determine.

2. **Undertakings on the Part of the Department.** Subject to the conditions above stated and to the limits of the authority of the Department, the Department agrees as follows:

(a) That it will begin the proceedings necessary on its part to cause the City Council of the City to authorize the issuance and sale of the Bonds, pursuant to the terms of the Enabling Ordinance as then in force.

(b) That it will cooperate with the Company in finding a purchaser or purchasers for the Bonds, and if satisfactory purchase arrangements can be made, the Department will recommend that the City adopt such proceedings authorizing the execution of such documents as may be necessary or advisable for the authorization, issuance and sale of the Bonds and the financing of the Project, all as shall be authorized by law and mutually satisfactory to the Department, the City and the Company.

(c) That, if the City issues and sells the Bonds, the financing instruments will provide that the City will use the proceeds of the Bonds to finance the Project and the aggregate payments, basic rents or sale price (i.e., the amounts to be paid by the Company and used by the City to pay the principal of, interest and redemption premium, if any, on the Bonds) payable under the instruments whereby the Project shall be financed, shall be such sums as shall be sufficient to pay the principal of, interest and redemption premium, if any, on the Bonds as and when the same shall become due and payable.

(d) That it will take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

3. **Undertakings on the Part of the Company.** Subject to the conditions above stated, the Company agrees as follows:

(a) That it will use all reasonable efforts to find one or more purchasers for the Bonds.

(b) That contemporaneously with the issuance of the Bonds, the Company will enter into a revenue agreement, as defined in the Enabling Ordinance, with the City under the terms of which the Company will obligate itself to pay to the City sums sufficient in the aggregate to pay the principal of, interest and redemption premium, if any, on the Bonds as and when the same shall become due and payable, such revenue agreement to be in form and substance satisfactory to the Department, the City and the Company.

(c) That during the period beginning on the date of the sale and delivery of the Bonds by the City to the purchaser thereof and ending three years after the date of completion of the acquisition, construction and installation of the Project or after payment of all costs of the acquisition, construction and installation of the Project, whichever is later, the Company (1) will furnish upon the request of the Department a report in a form satisfactory to the Department, containing information relating to the Project, including, but not limited to, the numbers and types of jobs and employment opportunities which have been created or maintained within the City as a result of the acquisition, construction and installation of the Project, and (2) will permit any duly authorized agent of the Department to enter upon and inspect the Project during regular business hours, and to examine and copy at the principal office of the Company located within the City of Chicago, Illinois, during regular business hours all books, records and other documents of the Company relating to expenditures from the Bond proceeds for the Project and the numbers and types of jobs at the Project.

(d) That it will take such further action and adopt such further proceedings as may be required to implement its aforesaid undertakings or as it may deem appropriate in pursuance thereof.

4. General Provisions.

(a) All commitments of the Department under paragraph 2 hereof and of the Company under paragraph 3 hereof, are subject to the conditions that on or before one (1) year from the date hereof (or such other date as shall be mutually satisfactory to the Department and the Company), the Department, the City and the Company shall have agreed to mutually acceptable terms for the Bonds and of the sale and delivery thereof, and mutually acceptable terms and conditions of the agreements and instruments referred to in paragraphs 2 and 3 hereof and the proceedings referred to in paragraphs 2 and 3 hereof.

(b) All costs and expenses in connection with the financing and the acquisition, construction and installation of the Project, including the fees and expenses of counsel to the City and the Department, Chapman and Cutler, as bond counsel, and the agent or underwriter for the sale of the Bonds, shall be paid from the proceeds of the Bonds or by the Company. If the events set forth in (a) of this paragraph do not take place within the time set forth or any extension thereof and the Bonds are not sold within such time, the Company agrees that it will reimburse the City and the Department for all reasonable and necessary direct out-of-pocket expenses which the City and the Department may incur from the execution of this Agreement and the performance by the City of its obligations hereunder, and will pay upon demand the preliminary fees of bond counsel, and this Agreement shall thereupon terminate.

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement by their officers thereunto duly authorized as of this 23rd day of July, 1984.

DEPARTMENT OF ECONOMIC DEVELOPMENT OF THE CITY OF CHICAGO

By ______________________
Commissioner of Economic Development of the City of Chicago

GUERNSEY DELL, INC.

By ______________________
Its President

(SEAL)

Attest: ______________________
Its ______________________

Adjournment.

Thereupon, Alderman Natarus moved that the City Council do *Adjourn.* The motion *Prevailed* and the City Council Stood Adjourned.

WALTER S. KOZUBOWSKI,
City Clerk.