

AMENDMENT NO. 3

This Third Amendment modifies Contract No. 13-53-063 for Inmate Commissary Services by and between the County of Cook, Illinois, herein referred to as "County" and Keefe Commissary Network, LLC, authorized to do business in the State of Illinois hereinafter referred to as "Contractor":

RECITALS

Whereas, the County and Contractor have entered into a Contract approved by the County Board on July 31, 2013 (hereinafter referred to as the "Contract"), wherein the Contractor is to provide inmate commissary services (hereinafter referred to as the "Services") from August 1, 2013 through July 31, 2014, with two, one-year renewal options; and

Whereas, Amendment No. 1 was executed on June 30, 2014 for one year; and

Whereas, Amendment No. 2 was executed on November 25, 2014 for the addition of services; and

Whereas, the Contract will expire July 31, 2015 and the agreed upon Services are still required; and

Whereas, a renewal is desired for the continuation of Services; and

Whereas, the County and Contractor desire to renew the Contract for one year beginning on August 1, 2015 through July 31, 2016.

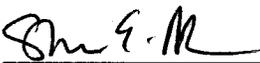
Now therefore, in consideration of mutual covenants contained herein, it is agreed by and between the parties to amend the Contract as follows:

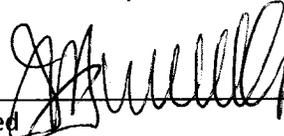
1. The Contract is renewed through July 31, 2016.
2. The attached Economic Disclosures Statement form is incorporated and made a part of this Contract.
3. All other terms and conditions remain as stated in the Contract.

In witness whereof, the County and Contractor have caused this Amendment No. 3 to be executed on the date and year last written below.

County of Cook, Illinois

Keefe Commissary Network, LLC

By: 
Chief Procurement Officer

Signed 

By: 
State's Attorney (if applicable)

Type or print name JOHN PURIZEM

EXEC VP / GM
Title

Date: 20 June 2015
Rev 1/1/15

Date: 5/20/15

MBE/WBE UTILIZATION PLAN (SECTION 1)

BIDDER/PROPOSER HEREBY STATES that all MBE/WBE firms included in this Plan are certified MBEs/WBEs by at least one of the entities listed in the General Conditions.

I. BIDDER/PROPOSER MBE/WBE STATUS: (check the appropriate line)

- Bidder/Proposer is a certified MBE or WBE firm. (If so, attach copy of appropriate Letter of Certification)
- Bidder/Proposer is a Joint Venture and one or more Joint Venture partners are certified MBEs or WBEs. (If so, attach copies of Letter(s) of Certification, a copy of Joint Venture Agreement clearly describing the role of the MBE/WBE firm(s) and its ownership interest in the Joint Venture and a completed Joint Venture Affidavit – available from the Office of Contract Compliance)
- Bidder/Proposer is not a certified MBE or WBE firm, nor a Joint Venture with MBE/WBE partners, but will utilize MBE and WBE firms either directly or indirectly in the performance of the Contract. (If so, complete Sections II and III).

II. Direct Participation of MBE/WBE Firms Indirect Participation of MBE/WBE Firms

Where goals have not been achieved through direct participation, Bidder/Proposer shall include documentation outlining efforts to achieve Direct Participation at the time of Bid/Proposal submission. Indirect Participation will only be considered after all efforts to achieve Direct Participation have been exhausted. Only after written documentation of Good Faith Efforts is received will Indirect Participation be considered.

MBEs/WBEs that will perform as subcontractors/suppliers/consultants include the following:

MBE/WBE Firm: MIDWESTERN CASH & CARRY
 Address: 2577 ARMITAGE AVE, CHICAGO IL 60647
 E-mail: CASHCARRY2844@YAHOO.COM
 Contact Person: ARNULFO VARGAS Phone: 773 486-5403
 Dollar Amount Participation: \$ 1,007,500
 Percent Amount of Participation: 25 %

*Letter of Intent attached? Yes No
 *Letter of Certification attached? Yes No

MBE/WBE Firm: MIL RAY FOOD CO. INC
 Address: 151 WHITE CEDAR DR., SLICKERVILLE NS 08081
 E-mail: MILRAYFOOD@AOL.COM
 Contact Person: MILDRED RAYMOND Phone: 609 567-8899
 Dollar Amount Participation: \$ 403,000
 Percent Amount of Participation: 10 %

*Letter of Intent attached? Yes No
 *Letter of Certification attached? Yes No

Attach additional sheets as needed.

***Additionally, all Letters of Intent, Letters of Certification and documentation of Good Faith Efforts omitted from this bid/proposal must be submitted to the Office of Contract Compliance so as to assure receipt by the Contract Compliance Administrator not later than three (3) business days after the Bid Opening date.**

COOK COUNTY GOVERNMENT LETTER OF INTENT (SECTION 2)

MWBE Firm: MIL-ROY Foods Co Inc
Address: 151 White Cedar Drive
City/State: SICKLEVILLE MO 64881
Phone: 609 567 8899 Fax: 609 567 9996
Email: milroyfoods@aol.com

Certifying Agency: City of Chicago
Certification Expiration Date: 2015
FEIN #: 222 631 235
Contact Person: Mildred Raymond
Contract #: _____

Participation: [] Direct [X] Indirect

Will the MWBE firm be subcontracting any of the performance of this contract to another firm?

[] No [] Yes - Please attach explanation. Proposed Subcontractor: _____

The undersigned MWBE is prepared to provide the following Commodities/Services for the above named Project/ Contract:

Pastries and Snack items

Indicate the Dollar Amount, or Percentage, and the Terms of Payment for the above-described Commodities/ Services:

\$603,000 OR 10% net 5 days

(If more space is needed to fully describe MWBE Firm's proposed scope of work and/or payment schedule, attach additional sheets)

THE UNDERSIGNED PARTIES AGREE that this Letter of Intent will become a binding Subcontract Agreement conditioned upon the Bidder/Proposer's receipt of a signed contract from the County of Cook. The Undersigned Parties do also certify that they did not affix their signatures to this document until all areas under Description of Service/ Supply and Fee/Cost were completed.

Mildred V Raymond
Signature (MWBE)
Mildred V Raymond
Print Name
MIL-ROY FOOD INC
Firm Name
3/24/15
Date

John Purvorn
Signature (Write Bidder/Proposer)
JOHN PURVORN
Print Name
WARR COMMUNITY NETWORK LLC
Firm Name
5/5/15
Date

Subscribed and sworn before me

this 24 day of March, 2015.
Notary Public: Sarah L Baker

SEAL

SARAH L. BAKER
Notary Public of New Jersey
My Commission Expires Dec. 12, 2016

Subscribed and sworn before me

this 5th day of May, 2015.
Notary Public: Bonnie S Williams

SEAL

BONNIE S. WILLIAMS
Notary Public - State of Missouri
My Commission Expires October 24, 2016.
St. Louis County
Commission #12409046

COOK COUNTY GOVERNMENT LETTER OF INTENT (SECTION 2)

M/WBE Firm: MIDWESTERN CASH & CARRY
Address: 2577 Armitage Ave
City/State: Chicago, IL Zip: 60647
Phone: 773-486-5403 Fax: 773-772-5430
Email: CASHN CARRY 28448@yahoo.com

Certifying Agency: Chicago Minority Development Council
Certification Expiration Date: 10/31/15
FEIN #: 26-1618638
Contact Person: Arnulfo Vargas
Contract #: _____

Participation: Direct Indirect

Will the M/WBE firm be subcontracting any of the performance of this contract to another firm?

No Yes - Please attach explanation. Proposed Subcontractor: _____

The undersigned M/WBE is prepared to provide the following Commodities/Services for the above named Project/ Contract:

Condiments, Chips, Cookies, & meat items

Indicate the **Dollar Amount**, or **Percentage**, and the **Terms of Payment** for the above-described Commodities/ Services:

\$ 1,007,500 or 25% net 10 days

(If more space is needed to fully describe M/WBE Firm's proposed scope of work and/or payment schedule, attach additional sheets)

THE UNDERSIGNED PARTIES AGREE that this Letter of Intent will become a binding Subcontract Agreement conditioned upon the Bidder/Proposer's receipt of a signed contract from the County of Cook. The Undersigned Parties do also certify that they did not affix their signatures to this document until all areas under Description of Service/ Supply and Fee/Cost were completed.

Signature (M/WBE) _____
Mubasher A. Khan
Print Name
Midwestern Cash & Carry
Firm Name
03/24/2015
Date

Signature (Prime Bidder/Proposer) _____
JOHN PURICAN
Print Name
VOYE COMMUNITY NETWORK LLC
Firm Name
5/5/15
Date

Subscribed and sworn before me

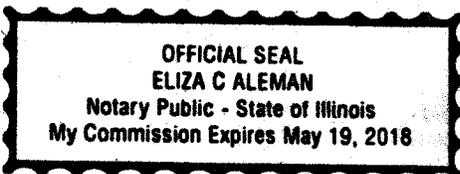
this 23 day of MARCH, 2015

Notary Public [Signature]
SEAL

Subscribed and sworn before me

this 5th day of May, 2015

Notary Public [Signature]
SEAL



BONNIE S. WILLIAMS
Notary Public - State of Missouri
My Commission Expires October 24, 2016
St. Louis County
Commission #1240946



CHICAGO MINORITY SUPPLIER DEVELOPMENT COUNCIL

THIS CERTIFIES THAT

MIDWESTERN CASH & CARRY, LLC (dba: CASH & CARRY WHOLESALE)

Has met the requirements for certification as a bona fide Minority Business Enterprise as defined by the National Minority Supplier Development Council, Inc. (NMSDC) and as adopted by the Chicago Minority Supplier Development Council.

****NAICS Codes: 424410**

**Description of their product/services as defined by the North American Industry Classification System (NAICS)

Product/Service Description: DISTRIBUTOR OF GENERAL GROCERIES, CIGARETTES, CANDIES, SO-DAS AND GENERAL MERCHANDISE

10/31/2014

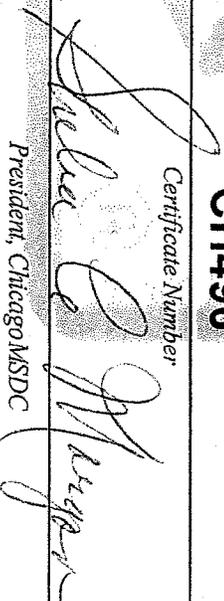
Issued Date

CH496

Certificate Number

10/31/2015

Expiration Date


Shelia E. Morgan
President, ChicagoMSDC

By using your assigned (through NMSDC only) password, NMSDC Corporate Members may view the original certificate by logging in at: <http://www.nmsdc.org>



An affiliate of the National Minority Supplier Development Council, Inc. (NMSDC)

Date: March 24, 2015

To: Tim Loftus, Purchasing Manager, Keefe Group
10880 Lin Page Place, St. Louis, Missouri, 63132-1008

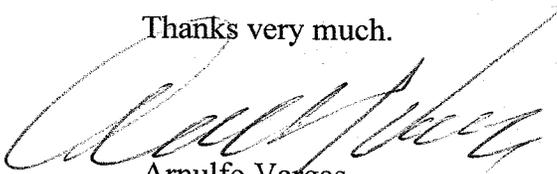
From: Midwestern Cash & Carry, LLC. dba: cash & Carry Wholesale
2577 W. Armitage Avenue, Chicago, Illinois, 60647

Dear Tim Loftus:

We are wholesalers/distributors of large grocery, cigarette and tobacco products, serving Chicago market for over 27 years. Our customers are convenient stores, restaurants, mini-markets and more businesses. We provide a vast variety of products such as groceries, cigarettes, Cigars, Spanish products, restaurant supplies, frozen foods, and general merchandise with competitive prices. You can count on a good quantity of inventory, offering national and imported products. For more information, please refer to our website at:

<http://www.mccwholesalechicago.com>

Thanks very much.



Arnulfo Vargas
Manager

MR MIL-RAY FOOD CO., INC.
151 White Cedar Drive, Sicklerville, NJ 08081
(609) 567-8899 FAX (609) 567-9996
E-Mail: milrayfood@aol.com

March 23, 2105

Tim Loftus
Purchasing Manager

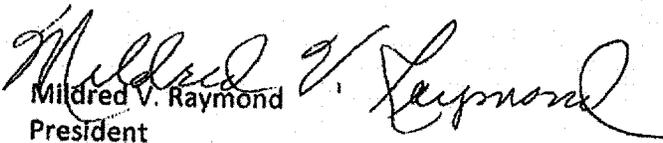
Keefe Group
10880 Lin Page Place
St Louis, MO 63132

Subject: Mil-Ray Food Co., Inc.
Letter of Intent

It is our intent to join you in the up coming bid as your certified MWBE.

We will be supplying assorted food and snack items for a total of \$403,000 a year

Thank you for the opportunity.


Mildred V. Raymond
President

"Our Best To You"



CITY OF CHICAGO
OFFICE OF COMPLIANCE

April 30, 2010

Mrs. Mildred Raymond
Mil-Ray Food Company, Inc.
151 White Cedar Drive
Sicklerville, NJ 08081

Vendor #: 20095687

Dear Mrs. Raymond:

The City of Chicago, your host agency, is pleased to notify you that Mil-Ray Food Company, Inc. has been certified as an Airport Concessionaire Disadvantaged Business Enterprise (ACDBE) in accordance with the governing federal regulations, 49 CFR Parts 23 and 26.

This certification allows your firm to participate as an ACDBE in the Illinois Unified Certification Program (IL UCP). The participating agencies include the Illinois Department of Transportation, the Chicago Transit Authority, the City of Chicago, Metra and Pace.

Your certification is approved for a five (5) year period, commencing on May 1, 2010. To remain certified with the IL UCP during the five-year period, you must submit a No Change Affidavit each year. Notification will be sent to you sixty (60) days prior to the anniversary date of your certification. Please note that you must include a copy of your most current Federal and Individual Corporate Tax Returns. It is your responsibility to ensure that your certification is kept current by submitting the required information in a timely manner. Failure to provide this information is a ground for removal of certification based on failure to cooperate pursuant to 49 CFR §26.109(c).

If there is any change in circumstances that affect your ability to meet size, disadvantaged status, ownership, or control requirements or any material change in the information provided in your application, you must provide written notification to this agency within thirty (30) days of the occurrence of the change. Failure to provide this information is a ground for removal of certification pursuant to 49 CFR §26.83(i).

Mil-Ray Food Company, Inc. will appear in the IL UCP ACDBE Directory in the following area(s) of specialty:

NAICS 424420	Frozen Food Wholesalers (Packaged);
NAICS 424430	Dairy products (except canned, dried) merchant wholesalers;

333 S. State St., Suite 540, Chicago, IL 60604 • (312) 747-7778

www.cityofchicago.org/compliance

NAICS 424440 Eggs merchant wholesalers

NAICS 424490 Canned foods (c.g., fish, meat, seafood, soups) merchant wholesalers; Prepared foods (except frozen) merchant wholesalers;

This Directory is used by prime contractors/consultants, as well as other agencies, to solicit participation of ACDBE firms. The Directory can be accessed on the Internet at <http://www.dot.state.il.us/ucp/ucp.html>.

Your participation on contracts will only be credited toward ACDBE contract goals when you perform in your firm's approved area(s) of specialty. Credit for participation in an area outside your specialty requires prior approval (verification of resources, expertise, and corresponding support documentation, etc.).

Please note:

- This certification does not attest to your firm's abilities to perform in the approved work category.
- Your certification may be revoked if Mil-Ray Food Company, Inc. is found to be involved in bidding or contractual irregularities or has violated ACDBE program regulations pursuant to 49 CFR Part 26.107.
- For work to count toward an ACDBE contract goal, the ACDBE firm must perform a "commercially useful function" pursuant to 49 CFR Part 23.55. An ACDBE is considered to perform a commercially useful function when it is responsible for execution of a distinct element of the work of a contract and carrying out its responsibilities by actually performing, managing, and supervising the work involved.

Please direct all inquiries and any questions to the City of Chicago Office of Compliance at 312.747.7778. Thank you for your continued interest in the City's Supplier Diversity Program.

Sincerely,



Reshma N. Soni
Senior Compliance Officer
Supplier Diversity

PETITION FOR WAIVER OF MBE/WBE PARTICIPATION (SECTION 3)

A. BIDDER/PROPOSER HEREBY REQUESTS:

- FULL MBE WAIVER FULL WBE WAIVER
- REDUCTION (PARTIAL MBE and/or WBE PARTICIPATION)
- _____ % of Reduction for MBE Participation
_____ % of Reduction for WBE Participation

B. REASON FOR FULL/REDUCTION WAIVER REQUEST

Bidder/Proposer shall check each item applicable to its reason for a waiver request. Additionally, supporting documentation shall be submitted with this request. If such supporting documentation cannot be submitted with bid/proposal/quotation, such documentation shall be submitted directly to the Office of Contract Compliance no later than three (3) days from the date of submission date.

- (1) Lack of sufficient qualified MBEs and/or WBEs capable of providing the goods or services required by the contract. **(Please explain)**
- (2) The specifications and necessary requirements for performing the contract make it impossible or economically infeasible to divide the contract to enable the contractor to utilize MBEs and/or WBEs in accordance with the applicable participation. **(Please explain)**
- (3) Price(s) quoted by potential MBEs and/or WBEs are above competitive levels and increase cost of doing business and would make acceptance of such MBE and/or WBE bid economically impracticable, taking into consideration the percentage of total contract price represented by such MBE and/or WBE bid. **(Please explain)**
- (4) There are other relevant factors making it impossible or economically infeasible to utilize MBE and/or WBE firms. **(Please explain)**

C. GOOD FAITH EFFORTS TO OBTAIN MBE/WBE PARTICIPATION

- (1) Made timely written solicitation to identified MBEs and WBEs for utilization of goods and/or services; and provided MBEs and WBEs with a timely opportunity to review and obtain relevant specifications, terms and conditions of the proposal to enable MBEs and WBEs to prepare an informed response to solicitation. **(Please attach)**
- (2) Followed up initial solicitation of MBEs and WBEs to determine if firms are interested in doing business. **(Please attach)**
- (3) Advertised in a timely manner in one or more daily newspapers and/or trade publication for MBEs and WBEs for supply of goods and services. **(Please attach)**
- (4) Used the services and assistance of the Office of Contract Compliance staff. **(Please explain)**
- (5) Engaged MBEs & WBEs for indirect participation. **(Please explain)**

D. OTHER RELEVANT INFORMATION

Attach any other documentation relative to Good Faith Efforts in complying with MBE/WBE participation.

N/A

EDS-3

CERTIFICATIONS (SECTION 4)

THE FOLLOWING CERTIFICATIONS ARE MADE PURSUANT TO STATE LAW AND THE CODE. THE UNDERSIGNED IS CAUTIONED TO CAREFULLY READ THESE CERTIFICATIONS PRIOR TO SIGNING THE SIGNATURE PAGE. SIGNING THE SIGNATURE PAGE SHALL CONSTITUTE A WARRANTY BY THE UNDERSIGNED THAT ALL THE STATEMENTS, CERTIFICATIONS AND INFORMATION SET FORTH WITHIN THESE CERTIFICATIONS ARE TRUE, COMPLETE AND CORRECT AS OF THE DATE THE SIGNATURE PAGE IS SIGNED. THE UNDERSIGNED IS NOTIFIED THAT IF THE COUNTY LEARNS THAT ANY OF THE FOLLOWING CERTIFICATIONS WERE FALSELY MADE, THAT ANY CONTRACT ENTERED INTO WITH THE UNDERSIGNED SHALL BE SUBJECT TO TERMINATION.

A. PERSONS AND ENTITIES SUBJECT TO DISQUALIFICATION

No person or business entity shall be awarded a contract or sub-contract, for a period of five (5) years from the date of conviction or entry of a plea or admission of guilt, civil or criminal, if that person or business entity:

- 1) Has been convicted of an act committed, within the State of Illinois, of bribery or attempting to bribe an officer or employee of a unit of state, federal or local government or school district in the State of Illinois in that officer's or employee's official capacity;
- 2) Has been convicted by federal, state or local government of an act of bid-rigging or attempting to rig bids as defined in the Sherman Anti-Trust Act and Clayton Act. Act. 15 U.S.C. Section 1 *et seq.*;
- 3) Has been convicted of bid-rigging or attempting to rig bids under the laws of federal, state or local government;
- 4) Has been convicted of an act committed, within the State, of price-fixing or attempting to fix prices as defined by the Sherman Anti-Trust Act and the Clayton Act. 15 U.S.C. Section 1, *et seq.*;
- 5) Has been convicted of price-fixing or attempting to fix prices under the laws the State;
- 6) Has been convicted of defrauding or attempting to defraud any unit of state or local government or school district within the State of Illinois;
- 7) Has made an admission of guilt of such conduct as set forth in subsections (1) through (6) above which admission is a matter of record, whether or not such person or business entity was subject to prosecution for the offense or offenses admitted to; or
- 8) Has entered a plea of *nolo contendere* to charge of bribery, price-fixing, bid-rigging, or fraud, as set forth in sub-paragraphs (1) through (6) above.

In the case of bribery or attempting to bribe, a business entity may not be awarded a contract if an official, agent or employee of such business entity committed the Prohibited Act on behalf of the business entity and pursuant to the direction or authorization of an officer, director or other responsible official of the business entity, and such Prohibited Act occurred within three years prior to the award of the contract. In addition, a business entity shall be disqualified if an owner, partner or shareholder controlling, directly or indirectly, 20 % or more of the business entity, or an officer of the business entity has performed any Prohibited Act within five years prior to the award of the Contract.

THE UNDERSIGNED HEREBY CERTIFIES THAT: The Undersigned has read the provisions of Section A, Persons and Entities Subject to Disqualification, that the Undersigned has not committed any Prohibited Act set forth in Section A, and that award of the Contract to the Undersigned would not violate the provisions of such Section or of the Code.

B. BID-RIGGING OR BID ROTATING

THE UNDERSIGNED HEREBY CERTIFIES THAT: *In accordance with 720 ILCS 5/33 E-11, neither the Undersigned nor any Affiliated Entity is barred from award of this Contract as a result of a conviction for the violation of State laws prohibiting bid-rigging or bid rotating.*

C. DRUG FREE WORKPLACE ACT

THE UNDERSIGNED HEREBY CERTIFIES THAT: The Undersigned will provide a drug free workplace, as required by Public Act 86-1459 (30 ILCS 580/2-11).

D. DELINQUENCY IN PAYMENT OF TAXES

THE UNDERSIGNED HEREBY CERTIFIES THAT: *The Undersigned is not an owner or a party responsible for the payment of any tax or fee administered by Cook County, by a local municipality, or by the Illinois Department of Revenue, which such tax or fee is delinquent, such as bar award of a contract or subcontract pursuant to the Code, Chapter 34, Section 34-129.*

E. HUMAN RIGHTS ORDINANCE

No person who is a party to a contract with Cook County ("County") shall engage in unlawful discrimination or sexual harassment against any individual in the terms or conditions of employment, credit, public accommodations, housing, or provision of County facilities, services or programs (Code Chapter 42, Section 42-30 *et seq*).

F. ILLINOIS HUMAN RIGHTS ACT

THE UNDERSIGNED HEREBY CERTIFIES THAT: *It is in compliance with the the Illinois Human Rights Act (775 ILCS 5/2-105), and agrees to abide by the requirements of the Act as part of its contractual obligations.*

G. MACBRIDE PRINCIPLES, CODE CHAPTER 34, SECTION 34-132

If the primary contractor currently conducts business operations in Northern Ireland, or will conduct business during the projected duration of a County contract, the primary contractor shall make all reasonable and good faith efforts to conduct any such business operations in Northern Ireland in accordance with the MacBride Principles for Northern Ireland as defined in Illinois Public Act 85-1390.

H. LIVING WAGE ORDINANCE PREFERENCE (COOK COUNTY CODE, CHAPTER 34, SECTION 34-127;

The Code requires that a living wage must be paid to individuals employed by a Contractor which has a County Contract and by all subcontractors of such Contractor under a County Contract, throughout the duration of such County Contract. The amount of such living wage is determined from time to time by, and is available from, the Chief Financial Officer of the County.

For purposes of this EDS Section 4, H, "Contract" means any written agreement whereby the County is committed to or does expend funds in connection with the agreement or subcontract thereof. The term "Contract" as used in this EDS, Section 4, I, specifically excludes contracts with the following:

- 1) Not-For Profit Organizations (defined as a corporation having tax exempt status under Section 501(C)(3) of the United State Internal Revenue Code and recognized under the Illinois State not-for -profit law);
- 2) Community Development Block Grants;
- 3) Cook County Works Department;
- 4) Sheriff's Work Alternative Program; and
- 5) Department of Correction inmates.

REQUIRED DISCLOSURES (SECTION 5)

1. DISCLOSURE OF LOBBYIST CONTACTS

List all persons or entities that have made lobbying contacts on your behalf with respect to this contract:

Name

Address

JAN STARR, 500 N Michigan Ave, Suite 600 Chicago IL 60611

2. LOCAL BUSINESS PREFERENCE DISCLOSURE; CODE, CHAPTER 34, SECTION 34-151(p);

"Local Business" shall mean a person authorized to transact business in this State and having a bona fide establishment for transacting business located within Cook County at which it was actually transacting business on the date when any competitive solicitation for a public contract is first advertised or announced and further which employs the majority of its regular, full time work force within Cook County, including a foreign corporation duly authorized to transact business in this State and which has a bona fide establishment for transacting business located within Cook County at which it was actually transacting business on the date when any competitive solicitation for a public contract is first advertised or announced and further which employs the majority of its regular, full time work force within Cook County.

a) Is Bidder a "Local Business" as defined above?

Yes: _____ No:

b) If yes, list business addresses within Cook County:

c) Does Bidder employ the majority of its regular full-time workforce within Cook County?

Yes: _____ No:

3. THE CHILD SUPPORT ENFORCEMENT ORDINANCE (PREFERENCE (CODE, CHAPTER 34, SECTION 34-366)

Every Applicant for a County Privilege shall be in full compliance with any child support order before such Applicant is entitled to receive or renew a County Privilege. When delinquent child support exists, the County shall not issue or renew any County Privilege, and may revoke any County Privilege.

All Applicants are required to review the Cook County Affidavit of Child Support Obligations attached to this EDS (EDS-8) and complete the following, based upon the definitions and other information included in such Affidavit.

4. REAL ESTATE OWNERSHIP DISCLOSURES.

The Undersigned must indicate by checking the appropriate provision below and providing all required information that either:

- a) The following is a complete list of all real estate owned by the Undersigned in Cook County:

PERMANENT INDEX NUMBER(S): _____

(ATTACH SHEET IF NECESSARY TO LIST ADDITIONAL INDEX NUMBERS)

OR:

- b) The Undersigned owns no real estate in Cook County.

5. EXCEPTIONS TO CERTIFICATIONS OR DISCLOSURES.

If the Undersigned is unable to certify to any of the Certifications or any other statements contained in this EDS and not explained elsewhere in this EDS, the Undersigned must explain below:

If the letters, "NA", the word "None" or "No Response" appears above, or if the space is left blank, it will be conclusively presumed that the Undersigned certified to all Certifications and other statements contained in this EDS.

COOK COUNTY DISCLOSURE OF OWNERSHIP INTEREST STATEMENT

The Cook County Code of Ordinances (§2-610 *et seq.*) requires that any Applicant for any County Action must disclose information concerning ownership interests in the Applicant. This Disclosure of Ownership Interest Statement must be completed with all information current as of the date this Statement is signed. Furthermore, this Statement must be kept current, by filing an amended Statement, until such time as the County Board or County Agency shall take action on the application. The information contained in this Statement will be maintained in a database and made available for public viewing.

If you are asked to list names, but there are no applicable names to list, you must state NONE. An incomplete Statement will be returned and any action regarding this contract will be delayed. A failure to fully comply with the ordinance may result in the action taken by the County Board or County Agency being voided.

"Applicant" means any Entity or person making an application to the County for any County Action.

"County Action" means any action by a County Agency, a County Department, or the County Board regarding an ordinance or ordinance amendment, a County Board approval, or other County agency approval, with respect to contracts, leases, or sale or purchase of real estate.

"Entity" or "Legal Entity" means a sole proprietorship, corporation, partnership, association, business trust, estate, two or more persons having a joint or common interest, trustee of a land trust, other commercial or legal entity or any beneficiary or beneficiaries thereof.

This Disclosure of Ownership Interest Statement must be submitted by :

1. An Applicant for County Action and
2. An individual or Legal Entity that holds stock or a beneficial interest in the Applicant and is listed on the Applicant's Statement (a "Holder") must file a Statement and complete #1 only under **Ownership Interest Declaration**.

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

This Statement is being made by the Applicant or Stock/Beneficial Interest Holder

This Statement is an: Original Statement or Amended Statement

Identifying Information:

Name Keefe Commissary Network, LLC D/B/A: _____ EIN NO.: 43-1856999

Street Address: 10880 Linpage Place

City: St. Louis State: MO Zip Code: 63132

Phone No.: 314-264-2900

Form of Legal Entity:

Sole Proprietor Partnership Corporation Trustee of Land Trust

Business Trust Estate Association Joint Venture

Other (describe) Limited Liability Company (LLC)

Ownership Interest Declaration:

1. List the name(s), address, and percent ownership of each individual and each Entity having a legal or beneficial interest (including ownership) of more than five percent (5%) in the Applicant/Holder.

Name	Address	Percentage Interest in Applicant/Holder
Centric Group, LLC is the sole owner of Keefe Commissary Network, LLC (100%)		
1260 Andes Blvd., St. Louis, MO 63132		

2. If the interest of any individual or any Entity listed in (1) above is held as an agent or agents, or a nominee or nominees, list the name and address of the principal on whose behalf the interest is held.

Name of Agent/Nominee	Name of Principal	Principal's Address

3. Is the Applicant constructively controlled by another person or Legal Entity? [] Yes [X] No
If yes, state the name, address and percentage of beneficial interest of such person or legal entity, and the relationship under which such control is being or may be exercised.

Name	Address	Percentage of Beneficial Interest	Relationship

Declaration (check the applicable box):

- [X] I state under oath that the Applicant has withheld no disclosure as to ownership interest in the Applicant nor reserved any information, data or plan as to the intended use or purpose for which the Applicant seeks County Board or other County Agency action.
- [] I state under oath that the Holder has withheld no disclosure as to ownership interest nor reserved any information required to be disclosed.

John Puricelli
Name of Authorized Applicant/Holder Representative (please print or type)

[Signature]
Signature

jpuricelli@keefegroup.com
E-mail address

Executive Vice President/General Manager
Title

3/19/15
Date

314-919-4100
Phone Number

Subscribed to and sworn before me this 19 day of March 2015.

[Signature]
Notary Public Signature

My commission expires: **BONNIE S. WILLIAMS**
Notary Public - State of Missouri
My Commission Expires October 24, 2016
St. Louis County
Commission #12409046

Notary Seal

SWORN FAMILIAL RELATIONSHIP DISCLOSURE FORM

Pursuant to Section 2-582 of the Cook County Ethics Ordinance, any *person* doing business** with Cook County must disclose, to the Cook County Board of Ethics, the existence of *familial relationships** to any person holding elective office in the State of Illinois, Cook County, or in any municipality within Cook County. Please print your responses.

Name of Owner/Employee: _____ Title: _____
Business Entity Name: Keefe Commissary Network, LLC Phone: 314-919-4100
Business Entity Address: 10880 Linpage Place, St. Louis, MO 63132

_____ The following familial relationship exists between the owner or any employee of the business entity contracted to do business with Cook County *and* any person holding elective office in the State of Illinois, Cook County, or in any municipality within Cook County.

Owner/Employee Name:	Related to:	Relationship:
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____
4. _____	_____	_____
5. _____	_____	_____

If more space is needed, attach an additional sheet following the above format.

There is *no* familial relationship that exists between the owner or any employee of the business entity contracted to do business with Cook County and any person holding elective office in the State of Illinois, Cook County, or in any municipality within Cook County.

To the best of my knowledge and belief, the information provided above is true and complete.

[Signature] _____ Date 3/14/15
Owner/Employee's Signature

Subscribe and sworn before me this 19th Day of March, 2015

a Notary Public in and for St. Louis County

Bonnie S. Williams
(Signature)

BONNIE S. WILLIAMS
Notary Public - State of Missouri
My Commission Expires October 24, 2016
St. Louis County
Commission #12409046

NOTARY PUBLIC
SEAL

My Commission expires _____

Completed forms must be filed within 30 days of the execution of any contract or lease with Cook County and should be mailed to:

Cook County Board of Ethics
69 West Washington Street,
Suite 3040
Chicago, Illinois 60602

SIGNATURE BY A LIMITED LIABILITY CORPORATION
(SECTION 8)

The Undersigned hereby certifies and warrants: that all of the statements, certifications, and representations set forth in this EDS are true, complete and correct; that the Undersigned is in full compliance and will continue to be in compliance throughout the term of the Contract or County Privilege issued to the Undersigned with all the policies and requirements set forth in this EDS; and that all of the facts and information provided by the Undersigned in this EDS are true, complete and correct. The Undersigned agrees to inform the Procurement Director in writing if any of such statements, certifications, representations, facts or information becomes or is found to be untrue, incomplete or incorrect during the term of the Contract or County Privilege.

BUSINESS NAME: Keefe Commissary Network, LLC

BUSINESS ADDRESS: 10880 Linpage Place, St. Louis, MO 63132

BUSINESS TELEPHONE: 314-264-2900 FAX NUMBER: 314-264-2901

CONTACT PERSON: Steve Busch, Group Vice President

FEIN: 43-1856999 * CORPORATE FILE NUMBER: _____

MANAGING MEMBER: Russell A. Willey, LLC Manager MANAGING MEMBER: _____

**SIGNATURE OF MANAGER: *Russell A. Willey*

ATTEST: *Carrin L. Pigg*

Subscribed and sworn to before me this
23rd day of March, 2015

x *Emily K Thomas*
Notary Public Signature



EMILY K. THOMAS
My Commission Expires
August 25, 2018
St. Louis County
Commission #14010379

Notary Seal

* If the LLC is not registered in the State of Illinois, a copy of a current Certificate of Good Standing from the state of incorporation must be submitted with this Signature Page.

** Attach either a certified copy of the by-laws, articles, resolution or other authorization demonstrating such persons to sign the Signature Page on behalf of the LLC.

**SIGNATURE BY A LIMITED LIABILITY CORPORATION
(SECTION 8)**

The Undersigned hereby certifies and warrants: that all of the statements, certifications, and representations set forth in this EDS are true, complete and correct; that the Undersigned is in full compliance and will continue to be in compliance throughout the term of the Contract or County Privilege issued to the Undersigned with all the policies and requirements set forth in this EDS; and that all of the facts and information provided by the Undersigned in this EDS are true, complete and correct. The Undersigned agrees to inform the Procurement Director in writing if any of such statements, certifications, representations, facts or information becomes or is found to be untrue, incomplete or incorrect during the term of the Contract or County Privilege.

BUSINESS NAME: Keefe Commissary Network, LLC
BUSINESS ADDRESS: 10880 Linpage Place, St. Louis, MO 63132
BUSINESS TELEPHONE: 314-264-2900 FAX NUMBER: 314-264-2901
CONTACT PERSON: Steve Busch, Group Vice President
FEIN: 43-1856999 * CORPORATE FILE NUMBER: _____
MANAGING MEMBER: Russell A. Willey, LLC Manager MANAGING MEMBER: _____

**SIGNATURE OF MANAGER: *Russell A. Willey*

ATTEST: *Cecilia A. Pigg*

Subscribed and sworn to before me this
23rd day of March, 2015

x *Emily K Thomas*
Notary Public Signature



EMILY K. THOMAS
My Commission Expires
August 25, 2018
St. Louis County
Commission #14010379

Notary Seal

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BUSINESS ADDRESS: 10880 Linpage Place, St. Louis, MO 63132

BUSINESS TELEPHONE: 314-264-2900 FAX NUMBER: 314-264-2901

CONTACT PERSON: Steve Busch, Group Vice President

FEIN: 43-1856999 * CORPORATE FILE NUMBER: _____

MANAGING MEMBER: Russell A. Willey, LLC Manager MANAGING MEMBER: _____

**SIGNATURE OF MANAGER: *Russell A. Willey*

ATTEST: *Emily K. Thomas*

Subscribed and sworn to before me this
23rd day of March, 2015

x *Emily K. Thomas*
Notary Public Signature



EMILY K. THOMAS
My Commission Expires
August 25, 2018
St. Louis County
Commission #14010379

Notary Seal

- * If the LLC is not registered in the State of Illinois, a copy of a current Certificate of Good Standing from the state of incorporation must be submitted with this Signature Page.
- ** Attach either a certified copy of the by-laws, articles, resolution or other authorization demonstrating such persons to sign the Signature Page on behalf of the LLC.

OPERATING AGREEMENT OF
KEEFE COMMISSARY NETWORK ACQUISITION, L.L.C.

THIS OPERATING AGREEMENT (this "Agreement") is entered into as of the 20th day of July, 1999 by Centric Group, L.L.C. ("Member").

1.

2. Management of the Company.

(a) Management of the Company is vested in a Manager and not in the members of the Company. The Manager may exercise all such powers of the Company and do all such lawful acts and things as may be done by a manager of a limited liability company under the Act.

(b)

(c) The vote, action, decision or consent of the Manager shall constitute a valid vote, action, decision or consent of the Company.

(d) The Manager will devote such time and attention to the Company as is appropriate to manage the affairs of the Company to its best advantage.

3. Implementation of Actions of Manager. The decisions and actions of the Manager shall be carried out by the Manager or such other individuals (the "Individuals") granted authority to act on behalf of the Manager, pursuant to decisions made, from time to time, by the Manager.

4.