

## AMENDMENT NO. 1

This Amendment modifies Contract No. 1550-14325, for Maintenance, Repair and Operations (MRO) Supplies, Parts, Equipment, Materials and Related Services by and between the County of Cook, Illinois, herein referred to as "County" and W.W. Grainger, Inc., 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 February 10, 2015, (hereinafter referred to as the "Contract"), wherein the Contractor is to provide Maintenance, Repair and Operations (MRO) Supplies, Parts, Equipment, Materials and Related Services (hereinafter referred to as the "Services") from February 23, 2015 through February 22, 2016, with two, one-year renewal options, in an amount not to exceed \$12,000,000.00; and

Whereas, the Contract will expire February 22, 2016, and the agreed upon Services are still required; and

Whereas, the County and Contractor desire to renew the Contract for six months beginning on February 23, 2016 through August 22, 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 August 22, 2016.
2. GC-06 Payment of the Contract is deleted in its entirety and is revised as follows:

All invoices submitted by the Consultant shall be in accordance with the cost provisions contained in the Agreement and shall contain a detailed description of the Deliverables, including the quantity of the Deliverables, for which payment is requested. All invoices for services shall include itemized entries indicating the date or time period in which the services were provided, the amount of time spent performing the services, and a detailed description of the services provided during the period of the invoice. All invoices shall reflect the amounts invoiced by and the amounts paid to the Consultant as of the date of the invoice. Invoices for new charges shall not include "past due" amounts, if any, which amounts must be set forth on a separate invoice. Consultant shall not be entitled to invoice the County for any late fees or other penalties.

In accordance with Section 34-177 of the Cook County Procurement Code, the County shall have a right to set off and subtract from any invoice(s) or Contract price, a sum equal to any fines and penalties, including interest, for any tax or fee delinquency and any debt or obligation owed by the Consultant to the County.

The Consultant acknowledges its duty to ensure the accuracy of all invoices submitted to the County for payment. By submitting the invoices, the Consultant certifies that all itemized entries set forth in the invoices are true and correct. The Consultant acknowledges that by submitting the invoices, it certifies that it has delivered the Deliverables, i.e., the goods, supplies, services or equipment set forth in the Agreement to the Using Agency, or that it has properly performed the services set forth in the Agreement. The invoice must also reflect the dates and amount of time expended in the provision of services under the Agreement. The Consultant acknowledges that any inaccurate statements or negligent or intentional misrepresentations in the invoices shall result in the County exercising all remedies available to it in law and equity including, but not limited to, a delay in payment or non-payment to the Consultant, and reporting the matter to the Cook County Office of the Independent Inspector General.

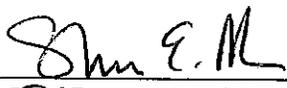
When a Consultant receives any payment from the County for any supplies, equipment, goods, or services, it has provided to the County pursuant to its Agreement, the Consultant must make payment to its Subcontractors within 15 days after receipt of payment from the County, provided that such Subcontractor has satisfactorily provided the supplies, equipment, goods or services in accordance with the Contract and provided the Consultant with all of the documents and information required of the Consultant. The Consultant may delay or postpone payment to a Subcontractor when the Subcontractor's supplies, equipment, goods, or services do not comply with the requirements of the Contract, the Consultant is acting in good faith, and not in retaliation for a Subcontractor exercising legal or contractual rights.

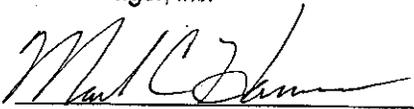
4. The attached Economic Disclosures Statement, Identification of Subcontractor/Supplier/Subconsultant and MBE/WBE Utilization Plan forms are incorporated and made a part of this Contract.
5. All other terms and conditions remain as stated in the Contract.

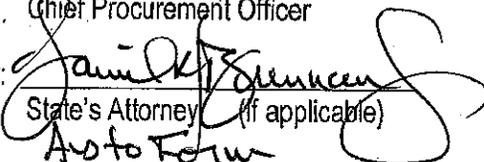
In witness whereof, the County and Contractor have caused this Amendment No. 1 to be executed on the date and year last written below.

County of Cook, Illinois

W.W. Grainger, Inc.

By:   
Chief Procurement Officer

  
Signed

By:   
State's Attorney (if applicable)  
Auto Form

Mark Hanna  
Type or print name

Vice President, Government Sales  
Title

Date: 22 February 2016

Date: January 20, 2016

Contract No. 1550-14325  
Vendor Name: W.W. GRAINGER, INC.

ATTACHMENT

**Cook County  
Office of the Chief Procurement Officer  
Identification of Subcontractor/Supplier/Subconsultant Form**

<b>OCPO ONLY:</b>	
<input type="radio"/> Disqualification	
<input type="radio"/> Check Complete	

The Bidder/Proposer/Respondent ("the Contractor") will fully complete and execute and submit an Identification of Subcontractor/Supplier/Subconsultant Form ("ISF") with each Bid, Request for Proposal, and Request for Qualification. The Contractor must complete the ISF for each Subcontractor, Supplier or Subconsultant which shall be used on the Contract. In the event that there are any changes in the utilization of Subcontractors, Suppliers or Subconsultants, the Contractor must file an updated ISF.

Bid/RFP/RFQ No.: 1550-14325	Date: 1/29/16
Total Bid or Proposal Amount: \$12,000,000	Contract Title: Maintenance, Repair, & Operations (MRO)
Contractor: W.W. Grainger, Inc	Subcontractor/Supplier/ Subconsultant to be added or substitute: Supplies, Parts, Equipment and related Services
Authorized Contact for Contractor: Andrew Fichter	Authorized Contact for Subcontractor/Supplier/ Subconsultant:
Email Address (Contractor): andrew.fichter@grainger.com	Email Address (Subcontractor):
Company Address (Contractor): 100 Grainger PKWY	Company Address (Subcontractor):
City, State and Zip (Contractor): Lake Forest, IL 60015-5000	City, State and Zip (Subcontractor):
Telephone and Fax (Contractor) 147-535-1000	Telephone and Fax (Subcontractor):
Estimated Start and Completion Dates (Contractor) 2/23/16 - 8/22/16	Estimated Start and Completion Dates (Subcontractor):

NOT APPLICABLE

Note: Upon request, a copy of all written subcontractor agreements must be provided to the OCPO.

Description of Services or Supplies	Total Price of Subcontract for Services or Supplies
Not Applicable	N/A

The subcontract documents will incorporate all requirements of the Contract awarded to the Contractor as applicable. The subcontract will in no way hinder the Subcontractor/Supplier/Subconsultant from maintaining its progress on any other contract on which it is either a Subcontractor/Supplier/Subconsultant or principal contractor. This disclosure is made with the understanding that the Contractor is not under any circumstances relieved of its abilities and obligations, and is responsible for the organization, performance, and quality of work. This form does not approve any proposed changes, revisions or modifications to the contract approved MBE/WBE Utilization Plan. Any changes to the contract's approved MBE/WBE/Utilization Plan must be submitted to the Office of the Contract Compliance.

Contractor W.W. Grainger, Inc.

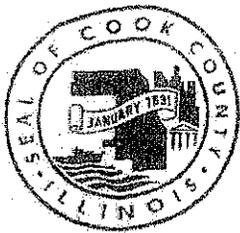
Name Andrew Fichter

Title Sr. Government Sales Manager Date 1/29/16

Prime Contractor Signature [Signature]

**CONTRACT NO. 1550-14325**  
**W.W. Grainger, Inc.**  
**Amendment No. 1**

This correspondence is included with Amendment No. 1 of the above-mentioned contract to document that the Office of Contract Compliance assigned a 25% MBE and 10% WBE participation goal for the underlying contract. The Office of Contract Compliance found the vendor's M/WBE Utilization Plan for the underlying contract responsive per the January 27, 2015 correspondence included herein. Per the January 28, 2016 correspondence from the Office of Contract Compliance, also included herein, they are not required to review the M/WBE Utilization Plan for this Amendment No. 1 because it is for an extension of time only.



OFFICE OF CONTRACT COMPLIANCE

JACQUELINE GOMEZ

DIRECTOR

118 N. Clark, County Building, Room 1020 • Chicago, Illinois 60602 • (312) 603-5502

January 27, 2015

Ms. Shannon Andrews  
Chief Procurement Officer  
118 N. Clark St., Room 1018  
Chicago, IL 60602

Re: Contract No. 1550-14325  
Maintenance Repair and Operations (MRO) Supplies, Parts, Equipment, Materials and  
Related Services  
Department of Homeland Security and Emergency Management

Dear Ms. Andrews:

The following Piggyback proposal for the above referenced contract has been reviewed for compliance regarding the Minority and Women Owned Business Enterprises Ordinance and has been found to be responsive to the Goods and Services goals of 25% MBE and 10% WBE participation set forth for this contract.

Vendor: W.W. Grainger, Inc.  
Bid Amount: \$12,000,000.00

<u>MBE/WBE</u>	<u>Status</u>	<u>Dollar Amount</u>	<u>Commitment</u>
Rae Products & Chemicals Corp.	WBE(7)- Cook County	\$ 450,000.00	3.75%
B&L Distributors, Inc.	WBE(7)- Cook County	\$ 120,000.00	1.00%
Hoo's Wright Cleaning Services, LLC.	MBE(6)- Cook County	\$ 85,000.00	0.71%
J & J Exhibitors Service, Inc.	WBE(7)- City of Chicago	\$ 25,000.00	0.21%
Palace Gate Corporation	WBE(7)- City of Chicago	\$ 25,000.00	0.21%
	<b>TOTAL</b>	<b>\$ 705,000.00</b>	<b>5.88%</b>

This is a Piggyback contract (based on the City of Tucson, AZ) No. 14 1003. Partial MBE/WBE waiver Granted: There are other relevant factors making it impossible or economically infeasible to utilize MBE and/or WBE firms.

Please do not hesitate to let me know if you have any questions or comments.

Sincerely,

Jacqueline Gómez  
Contract Compliance Director

JG/SS

cc: Susie Park, DHSEM  
Toyla Rice, OCPO

**TONI PRECKWINKLE**

PRESIDENT

Cook County Board  
of Commissioners

FARLEAN COLLINS

1st District

ROBERT STEELE

2nd District

JERRY BUTLER

3rd District

STANLEY MOORE

4th District

DEBORAH SIMS

5th District

JOAN PATRICIA MURPHY

6th District

JESUS G. GARCIA

7th District

EDWIN REYES

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PETER N. SILVESTRI

9th District

BRIDGET GAINER

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JOHN P. DALEY

11th District

JOHN A. FRITCHEY

12th District

LARRY SUFFREDIN

13th District

GREGG GOSLIN

14th District

TIMOTHY O. SCHNEIDER

15th District

JEFFREY R. TOBOLSKI

16th District

IZABETH ANN DOODY GORMAN

17th District

## Barbie Flock (Procurement)

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**From:** Lisa Alexander (Contract Compliance)  
**Sent:** Thursday, January 28, 2016 3:50 PM  
**To:** Barbie Flock (Procurement)  
**Subject:** Contract Evaluation

Good Afternoon Barbie,

Please be advised that Contract No. 1550-14325, Amendment No. 1 for Maintenance, Repair and Operations (MRO) Supplies, Parts, Equipment, Materials and Related Services for Homeland Security and Emergency Management does not require evaluation of MWBE participation as this amendment is for an extension of time only. If you have any further questions and or concerns, please feel free to reach me via email and/or telephone.

Thanks,

Lisa Alexander, MCA  
Deputy Director  
Office of Contract Compliance  
118 North Clark Street, Room 1020  
Chicago, IL 60602  
312.603.5513  
[Lisa.alexander@cookcountyil.gov](mailto:Lisa.alexander@cookcountyil.gov)

**COOK COUNTY  
ECONOMIC DISCLOSURE STATEMENT  
AND EXECUTION DOCUMENT  
INDEX**

<b>Section</b>	<b>Description</b>	<b>Pages</b>
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2	Certifications	EDS 1- 2
3	Economic and Other Disclosures, Affidavit of Child Support Obligations, Disclosure of Ownership Interest and Familial Relationship Disclosure Form	EDS 3 - 12
4	Cook County Affidavit for Wage Theft Ordinance	EDS 13-14
5	Contract and EDS Execution Page	EDS 15-17
6	Cook County Signature Page	EDS 18

**SECTION 1**  
**INSTRUCTIONS FOR COMPLETION OF**  
**ECONOMIC DISCLOSURE STATEMENT AND EXECUTION DOCUMENT**

This Economic Disclosure Statement and Execution Document ("EDS") is to be completed and executed by every Bidder on a County contract, every Proposer responding to a Request for Proposals, and every Respondent responding to a Request for Qualifications, and others as required by the Chief Procurement Officer. The execution of the EDS shall serve as the execution of a contract awarded by the County. The Chief Procurement Officer reserves the right to request that the Bidder or Proposer, or Respondent provide an updated EDS on an annual basis.

**Definitions.** Terms used in this EDS and not otherwise defined herein shall have the meanings given to such terms in the Instructions to Bidders, General Conditions, Request for Proposals, Request for Qualifications, as applicable.

*Affiliate* means a person that directly or indirectly through one or more intermediaries, Controls is Controlled by, or is under common Control with the Person specified.

*Applicant* means a person who executes this EDS.

*Bidder* means any person who submits a Bid.

*Code* means the Code of Ordinances, Cook County, Illinois available on municode.com.

*Contract* shall include any written document to make Procurements by or on behalf of Cook County.

*Contractor or Contracting Party* means a person that enters into a Contract with the County.

*Control* means the unfettered authority to directly or indirectly manage governance, administration, work, and all other aspects of a business.

*EDS* means this complete Economic Disclosure Statement and Execution Document, including all sections listed in the Index and any attachments.

*Joint Venture* means an association of two or more Persons proposing to perform a for-profit business enterprise. Joint Ventures must have an agreement in writing specifying the terms and conditions of the relationship between the partners and their relationship and respective responsibility for the Contract

*Lobby or lobbying* means to, for compensation, attempt to influence a County official or County employee with respect to any County matter.

*Lobbyist* means any person who lobbies.

*Person or Persons* means any individual, corporation, partnership, Joint Venture, trust, association, Limited Liability Company, sole proprietorship or other legal entity.

*Prohibited Acts* means any of the actions or occurrences which form the basis for disqualification under the Code, or under the Certifications hereinafter set forth.

*Proposal* means a response to an RFP.

*Proposer* means a person submitting a Proposal.

*Response* means response to an RFQ.

*Respondent* means a person responding to an RFQ.

*RFP* means a Request for Proposals issued pursuant to this Procurement Code.

*RFQ* means a Request for Qualifications issued to obtain the qualifications of interested parties.

**INSTRUCTIONS FOR COMPLETION OF  
ECONOMIC DISCLOSURE STATEMENT AND EXECUTION DOCUMENT**

**Section 1: Instructions.** Section 1 sets forth the instructions for completing and executing this EDS.

**Section 2: Certifications.** Section 2 sets forth certifications that are required for contracting parties under the Code and other applicable laws. Execution of this EDS constitutes a warranty that all the statements and certifications contained, and all the facts stated, in the Certifications are true, correct and complete as of the date of execution.

**Section 3: Economic and Other Disclosures Statement.** Section 3 is the County's required Economic and Other Disclosures Statement form. Execution of this EDS constitutes a warranty that all the information provided in the EDS is true, correct and complete as of the date of execution, and binds the Applicant to the warranties, representations, agreements and acknowledgements contained therein.

**Required Updates.** The Applicant is required to keep all information provided in this EDS current and accurate. In the event of any change in the information provided, including but not limited to any change which would render inaccurate or incomplete any certification or statement made in this EDS, the Applicant shall supplement this EDS up to the time the County takes action, by filing an amended EDS or such other documentation as is required.

**Additional Information.** The County's Governmental Ethics and Campaign Financing Ordinances impose certain duties and obligations on persons or entities seeking County contracts, work, business, or transactions, and the Applicant is expected to comply fully with these ordinances. For further information please contact the Director of Ethics at (312) 603-4304 (69 W. Washington St. Suite 3040, Chicago, IL 60602) or visit the web-site at [cookcountyil.gov/ethics-board-of](http://cookcountyil.gov/ethics-board-of).

**Authorized Signers of Contract and EDS Execution Page.** If the Applicant is a corporation, the President and Secretary must execute the EDS. In the event that this EDS is executed by someone other than the President, attach hereto a certified copy of that section of the Corporate By-Laws or other authorization by the Corporation, satisfactory to the County that permits the person to execute EDS for said corporation. If the corporation is not registered in the State of Illinois, a copy of the Certificate of Good Standing from the state of incorporation must be submitted with this Signature Page.

If the Applicant is a partnership or joint venture, all partners or joint venturers must execute the EDS, unless one partner or joint venture has been authorized to sign for the partnership or joint venture, in which case, the partnership agreement, resolution or evidence of such authority satisfactory to the Office of the Chief Procurement Officer must be submitted with this Signature Page.

If the Applicant is a member-managed LLC all members must execute the EDS, unless otherwise provided in the operating agreement, resolution or other corporate documents. If the Applicant is a manager-managed LLC, the manager(s) must execute the EDS. The Applicant must attach either a certified copy of the operating agreement, resolution or other authorization, satisfactory to the County, demonstrating such person has the authority to execute the EDS on behalf of the LLC. 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.

If the Applicant is a Sole Proprietorship, the sole proprietor must execute the EDS.

A "Partnership" "Joint Venture" or "Sole Proprietorship" operating under an Assumed Name must be registered with the Illinois county in which it is located, as provided in 805 ILCS 405 (2012), and documentation evidencing registration must be submitted with the EDS.

**SECTION 2****CERTIFICATIONS**

THE FOLLOWING CERTIFICATIONS ARE MADE PURSUANT TO STATE LAW AND THE CODE. THE APPLICANT IS CAUTIONED TO CAREFULLY READ THESE CERTIFICATIONS PRIOR TO SIGNING THE SIGNATURE PAGE. SIGNING THE SIGNATURE PAGE SHALL CONSTITUTE A WARRANTY BY THE APPLICANT 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 APPLICANT IS NOTIFIED THAT IF THE COUNTY LEARNS THAT ANY OF THE FOLLOWING CERTIFICATIONS WERE FALSELY MADE, THAT ANY CONTRACT ENTERED INTO WITH THE APPLICANT 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 APPLICANT HEREBY CERTIFIES THAT:** The Applicant has read the provisions of Section A, Persons and Entities Subject to Disqualification, that the Applicant has not committed any Prohibited Act set forth in Section A, and that award of the Contract to the Applicant would not violate the provisions of such Section or of the Code.

**B. BID-RIGGING OR BID ROTATING**

**THE APPLICANT HEREBY CERTIFIES THAT:** In accordance with 720 ILCS 5/33 E-11, neither the Applicant 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 APPLICANT HEREBY CERTIFIES THAT:** The Applicant will provide a drug free workplace, as required by (30 ILCS 580/3).

**D. DELINQUENCY IN PAYMENT OF TAXES**

*THE APPLICANT HEREBY CERTIFIES THAT: The Applicant 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 34-171.*

**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 APPLICANT HEREBY CERTIFIES THAT: It is in compliance with 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. INSPECTOR GENERAL (COOK COUNTY CODE, CHAPTER 34, SECTION 34-174 and Section 34-250)**

The Applicant has not willfully failed to cooperate in an investigation by the Cook County Independent Inspector General or to report to the Independent Inspector General any and all information concerning conduct which they know to involve corruption, or other criminal activity, by another county employee or official, which concerns his or her office of employment or County related transaction.

The Applicant has reported directly and without any undue delay any suspected or known fraudulent activity in the County's Procurement process to the Office of the Cook County Inspector General.

**H. CAMPAIGN CONTRIBUTIONS (COOK COUNTY CODE, CHAPTER 2, SECTION 2-585)**

**THE APPLICANT CERTIFIES THAT:** It has read and shall comply with the Cook County's Ordinance concerning campaign contributions, which is codified at Chapter 2, Division 2, Subdivision II, Section 585, and can be read in its entirety at [www.municode.com](http://www.municode.com).

**I. GIFT BAN, (COOK COUNTY CODE, CHAPTER 2, SECTION 2-574)**

**THE APPLICANT CERTIFIES THAT:** It has read and shall comply with the Cook County's Ordinance concerning receiving and soliciting gifts and favors, which is codified at Chapter 2, Division 2, Subdivision II, Section 574, and can be read in its entirety at [www.municode.com](http://www.municode.com).

**J. LIVING WAGE ORDINANCE PREFERENCE (COOK COUNTY CODE, CHAPTER 34, SECTION 34-160;**

Unless expressly waived by the Cook County Board of Commissioners, 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 annually by the Chief Financial Officer of the County, and shall be posted on the Chief Procurement Officer's website.

The term "Contract" as used in Section 4, I, of this EDS, 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.

**SECTION 3**

**REQUIRED DISCLOSURES**

**1. DISCLOSURE OF LOBBYIST CONTACTS**

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

Name \_\_\_\_\_ Address \_\_\_\_\_

N/A

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**2. LOCAL BUSINESS PREFERENCE STATEMENT (CODE, CHAPTER 34, SECTION 34-230)**

*Local business* means a Person, including a foreign corporation authorized to transact business in Illinois, having a bona fide establishment located within the County at which it is transacting business on the date when a Bid is submitted to the County, and which employs the majority of its regular, full-time work force within the County. A Joint Venture shall constitute a Local Business if one or more Persons that qualify as a "Local Business" hold interests totaling over 50 percent in the Joint Venture, even if the Joint Venture does not, at the time of the Bid submittal, have such a bona fide establishment within the County.

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

Yes: \_\_\_\_\_ No: X

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

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

Yes: \_\_\_\_\_ No: X

**3. THE CHILD SUPPORT ENFORCEMENT ORDINANCE (CODE, CHAPTER 34, SECTION 34-172)**

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-5) and complete the Affidavit, based on the instructions in the Affidavit.

4. REAL ESTATE OWNERSHIP DISCLOSURES.

The Applicant 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 Applicant in Cook County:

PERMANENT INDEX NUMBER(S): Please see attached list

(ATTACH SHEET IF NECESSARY TO LIST ADDITIONAL INDEX NUMBERS)

OR:

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

5. EXCEPTIONS TO CERTIFICATIONS OR DISCLOSURES.

If the Applicant 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 Applicant must explain below:

N/A

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 Applicant certified to all Certifications and other statements contained in this EDS.

## Cook County Company Locations

Branch Number	Address	City	State	Zip	Property Index Numbers (PINs)	
139	2356 S Ashland Ave	Chicago	IL	60608-5304	17-30-210-056-0000	
140	1200 S. Wolf Rd.	Wheeling	IL	60090-6442	03-14-406-025-0000	03-14-406-019-0000
146	8045 River Dr.	Morton Grove	IL	60053-2651	10-20-300-032-0000	
149	475 E. Algonquin Rd.	Arlington Heights	IL	60005-4620	08-15-302-023-0000	08-15-302-025-0000
150	6001 W. 115TH St.	Alsip	IL	60803-5152	24-20-301-012-0000	
151	6450 S. Austin Ave.	Chicago	IL	60638-5394	19-20-115-031-0000	19-20-115-033-0000
156	3240 Mannheim Rd.	Franklin Park	IL	60131-1532	12-20-401-003-0000	
157	2221 N. Elston Ave.	Chicago	IL	60614-2905	14-31-200-037-0000	
970	1657 Shermer Rd.	Northbrook	IL	60062-5362	04-15-100-047-0000	
G04	7300 Melvina	Niles	IL	60714	10-29-307-009-0000	10-29-307-010-0000
						10-29-302-026-0000
						08-15-302-019-0000
						10-29-302-019-0000

**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.

"Person" "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. A Person 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 W.W. Grainger, Inc.

D/B/A: \_\_\_\_\_

FEIN NO.: 36-1150280

Street Address: 100 Grainger PKWY

City: Lake Forest

State: IL

Zip Code: 60045-5201

Phone No.: \_\_\_\_\_

Fax Number: \_\_\_\_\_

Email: \_\_\_\_\_

andrew.fichter@grainger.com

Cook County Business Registration Number: \_\_\_\_\_  
(Sole Proprietor, Joint Venture Partnership)

Corporate File Number (if applicable): IL incorporation file number 2001 0320

**Form of Legal Entity:**

Sole Proprietor  Partnership  Corporation  Trustee of Land Trust

Business Trust  Estate  Association  Joint Venture

Other (describe) \_\_\_\_\_

**Ownership Interest Declaration:**

1. List the name(s), address, and percent ownership of each Person 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

James Slavik

100 Grainger PKWY Lake Forest, IL

5.7%

2. If the interest of any Person 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
N/A		

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, and the relationship under which such control is being or may be exercised.

Name	Address	Percentage of Beneficial Interest	Relationship

**Corporate Officers, Members and Partners Information:**

For all corporations, list the names, addresses, and terms for all corporate officers. For all limited liability companies, list the names, addresses for all members. For all partnerships and joint ventures, list the names, addresses, for each partner or joint venture.

Name	Address	Title (specify title of Office, or whether manager or partner/joint venture)	Term of Office
See attachment			

**Declaration (check the applicable box):**

- 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.

Mark Hanna  
 Name of Authorized Applicant/Holder Representative (please print or type)  
 Signature

Vice President, Government Sales  
 Title  
 January 20, 2016  
 Date

E-mail address

Phone Number

Subscribed to and sworn before me this 20th day of Jun, 2016

My commission expires: 1-15-2019

x [Signature]  
 Notary Public Signature



Name	Address	Title	Term
Ali, Michael	100 Grainger Pkwy Lake Forest, IL	SVP, Chief Information Officer, Enterprise Systems	Annual
Brown, Laura D.	100 Grainger Pkwy Lake Forest, IL	SVP, Communications & Investor Relations	Annual
Dubovoy, Hugo	101 Grainger Pkwy Lake Forest, IL	VP and Corporate Secretary	Annual
High, Joseph C.	100 Grainger Pkwy Lake Forest, IL	SVP & Chief People Officer	Annual
Howard, John L.	100 Grainger Pkwy Lake Forest, IL	SVP & General Counsel	Annual
Jadin, Ronald L.	100 Grainger Pkwy Lake Forest, IL	SVP & Chief Financial Officer	Annual
Lomax, William (Will)	100 Grainger Pkwy Lake Forest, IL	VP & Controller	Annual
Macpherson, DG	100 Grainger Pkwy Lake Forest, IL	Chief Operating Officer	Annual
Ryan, James T.	100 Grainger Pkwy Lake Forest, IL	Chairman, President and CEO	Annual
West, Philip M.	100 Grainger Pkwy Lake Forest, IL	VP & Treasurer	Annual



**COOK COUNTY BOARD OF ETHICS**  
 69 W. WASHINGTON STREET, SUITE 3040  
 CHICAGO, ILLINOIS 60602  
 312/603-4304 Office 312/603-9988 Fax

### FAMILIAL RELATIONSHIP DISCLOSURE PROVISION

#### Nepotism Disclosure Requirement:

Doing a significant amount of business with the County requires that you disclose to the Board of Ethics the existence of any familial relationships with any County employee or any person holding elective office in the State of Illinois, the County, or in any municipality within the County. The Ethics Ordinance defines a significant amount of business for the purpose of this disclosure requirement as more than \$25,000 in aggregate County leases, contracts, purchases or sales in any calendar year.

If you are unsure of whether the business you do with the County or a County agency will cross this threshold, err on the side of caution by completing the attached familial disclosure form because, among other potential penalties, any person found guilty of failing to make a required disclosure or knowingly filing a false, misleading, or incomplete disclosure will be prohibited from doing any business with the County for a period of three years. The required disclosure should be filed with the Board of Ethics by January 1 of each calendar year in which you are doing business with the County and again with each bid/proposal/quotation to do business with Cook County. The Board of Ethics may assess a late filing fee of \$100 per day after an initial 30-day grace period.

The person that is doing business with the County must disclose his or her familial relationships. If the person on the County lease or contract or purchasing from or selling to the County is a business entity, then the business entity must disclose the familial relationships of the individuals who are and, during the year prior to doing business with the County, were:

- its board of directors,
- its officers,
- its employees or independent contractors responsible for the general administration of the entity,
- its agents authorized to execute documents on behalf of the entity, and
- its employees who directly engage or engaged in doing work with the County on behalf of the entity.

Do not hesitate to contact the Board of Ethics at (312) 603-4304 for assistance in determining the scope of any required familial relationship disclosure.

#### Additional Definitions:

"*Familial relationship*" means a person who is a spouse, domestic partner or civil union partner of a County employee or State, County or municipal official, or any person who is related to such an employee or official, whether by blood, marriage or adoption, as a:

- |                                  |  |                                       |
|----------------------------------|--|---------------------------------------|
| <input type="checkbox"/> Parent  | <input type="checkbox"/> Grandparent     | <input type="checkbox"/> Stepfather   |
| <input type="checkbox"/> Child   | <input type="checkbox"/> Grandchild      | <input type="checkbox"/> Stepmother   |
| <input type="checkbox"/> Brother | <input type="checkbox"/> Father-in-law   | <input type="checkbox"/> Stepson      |
| <input type="checkbox"/> Sister  | <input type="checkbox"/> Mother-in-law   | <input type="checkbox"/> Stepdaughter |
| <input type="checkbox"/> Aunt    | <input type="checkbox"/> Son-in-law      | <input type="checkbox"/> Stepbrother  |
| <input type="checkbox"/> Uncle   | <input type="checkbox"/> Daughter-in-law | <input type="checkbox"/> Stepsister   |
| <input type="checkbox"/> Niece   | <input type="checkbox"/> Brother-in-law  | <input type="checkbox"/> Half-brother |
| <input type="checkbox"/> Nephew  | <input type="checkbox"/> Sister-in-law   | <input type="checkbox"/> Half-sister  |

**COOK COUNTY BOARD OF ETHICS  
FAMILIAL RELATIONSHIP DISCLOSURE FORM**

**A. PERSON DOING OR SEEKING TO DO BUSINESS WITH THE COUNTY**

Name of Person Doing Business with the County: W.W. Grainger, Inc.

Address of Person Doing Business with the County: 100 Grainger PKWY

Phone number of Person Doing Business with the County: 847-535-1000

Email address of Person Doing Business with the County: andrew.fichter@grainger.com

If Person Doing Business with the County is a Business Entity, provide the name, title and contact information for the individual completing this disclosure on behalf of the Person Doing Business with the County:

Andrew Fichter, Sr. Government Sales Manager 757-575-2879 andrew.fichter@grainger.com

**B. DESCRIPTION OF BUSINESS WITH THE COUNTY**

*Append additional pages as needed and for each County lease, contract, purchase or sale sought and/or obtained during the calendar year of this disclosure (or the proceeding calendar year if disclosure is made on January 1), identify:*

The lease number, contract number, purchase order number, request for proposal number and/or request for qualification number associated with the business you are doing or seeking to do with the County: \_\_\_\_\_

Contract No. 1550-14325

The aggregate dollar value of the business you are doing or seeking to do with the County: \$ 12,000,000

The name, title and contact information for the County official(s) or employee(s) involved in negotiating the business you are doing or seeking to do with the County: \_\_\_\_\_

Toyla Rice, Procurement Officer DHS-EM 312-603-8197 toyla.rice@cookcountyil.gov

The name, title and contact information for the County official(s) or employee(s) involved in managing the business you are doing or seeking to do with the County: \_\_\_\_\_

Toyla Rice, Procurement Officer DHS-EM 312-603-8197 toyla.rice@cookcountyil.gov

**C. DISCLOSURE OF FAMILIAL RELATIONSHIPS WITH COUNTY EMPLOYEES OR STATE, COUNTY OR MUNICIPAL ELECTED OFFICIALS**

*Check the box that applies and provide related information where needed*

The Person Doing Business with the County is an individual and there is no familial relationship between this individual and any Cook County employee or any person holding elective office in the State of Illinois, Cook County, or any municipality within Cook County.

The Person Doing Business with the County is a business entity and there is no familial relationship between any member of this business entity's board of directors, officers, persons responsible for general administration of the business entity, agents authorized to execute documents on behalf of the business entity or employees directly engaged in contractual work with the County on behalf of the business entity, and any Cook County employee or any person holding elective office in the State of Illinois, Cook County, or any municipality within Cook County.

**COOK COUNTY BOARD OF ETHICS  
FAMILIAL RELATIONSHIP DISCLOSURE FORM**

- The Person Doing Business with the County is an individual and there is a familial relationship between this individual and at least one Cook County employee and/or a person or persons holding elective office in the State of Illinois, Cook County, and/or any municipality within Cook County. The familial relationships are as follows:

Name of Individual Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
N/A			

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

- The Person Doing Business with the County is a business entity and there is a familial relationship between at least one member of this business entity's board of directors, officers, persons responsible for general administration of the business entity, agents authorized to execute documents on behalf of the business entity and/or employees directly engaged in contractual work with the County on behalf of the business entity, on the one hand, and at least one Cook County employee and/or a person holding elective office in the State of Illinois, Cook County, and/or any municipality within Cook County, on the other. The familial relationships are as follows:

Name of Member of Board of Director for Business Entity Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
N/A			

Name of Officer for Business Entity Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
N/A			

Name of Person Responsible for the General Administration of the Business Entity Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
<u>N/A</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Name of Agent Authorized to Execute Documents for Business Entity Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
<u>N/A</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Name of Employee of Business Entity Directly Engaged in Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
<u>N/A</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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

**VERIFICATION:** To the best of my knowledge, the information I have provided on this disclosure form is accurate and complete. I acknowledge that an inaccurate or incomplete disclosure is punishable by law, including but not limited to fines and debarment.

*Mark Hanna* Signature of Recipient Mark Hanna Date January 20, 2016  
 Vice President, Government Sales

**SUBMIT COMPLETED FORM TO:** Cook County Board of Ethics  
 69 West Washington Street, Suite 3040, Chicago, Illinois 60602  
 Office (312) 603-4304 – Fax (312) 603-9988  
 CookCounty.Ethics@cookcountyil.gov

\* Spouse, domestic partner, civil union partner or parent, child, sibling, aunt, uncle, niece, nephew, grandparent or grandchild by blood, marriage (i.e. in laws and step relations) or adoption.

**SECTION 4**

**COOK COUNTY AFFIDAVIT FOR WAGE THEFT ORDINANCE**

Effective May 1, 2015, every Person, *including Substantial Owners*, seeking a Contract with Cook County must comply with the Cook County Wage Theft Ordinance set forth in Chapter 34, Article IV, Section 179. Any Person/Substantial Owner, who fails to comply with Cook County Wage Theft Ordinance, may request that the Chief Procurement Officer grant a reduction or waiver in accordance with Section 34-179(d).

"Contract" means any written document to make Procurements by or on behalf of Cook County.

"Person" means any individual, corporation, partnership, Joint Venture, trust, association, limited liability company, sole proprietorship or other legal entity.

"Procurement" means obtaining supplies, equipment, goods, or services of any kind.

"Substantial Owner" means any person or persons who own or hold a twenty-five percent (25%) or more percentage of interest in any business entity seeking a County Privilege, including those shareholders, general or limited partners, beneficiaries and principals; except where a business entity is an individual or sole proprietorship, Substantial Owner means that individual or sole proprietor.

All Persons/Substantial Owners are required to complete this affidavit and comply with the Cook County Wage Theft Ordinance before any Contract is awarded. Signature of this form constitutes a certification the information provided below is correct and complete, and that the individual(s) signing this form has/have personal knowledge of such information.

**I. Contract Information:**

Contract Number: 1550-14325

County Using Agency (requesting Procurement): Department of Homeland Security + Emergency Management

**II. Person/Substantial Owner Information:**

Person (Corporate Entity Name): W.W. Grainger, Inc.

Substantial Owner Complete Name: N/A

FEIN# 36-1150280

Date of Birth: \_\_\_\_\_ E-mail address: \_\_\_\_\_

Street Address: 100 Grainger PKWY

City: Lake Forest State: IL Zip: 60045-5081

Home Phone: ( ) \_\_\_\_\_ Driver's License No: \_\_\_\_\_

**III. Compliance with Wage Laws:**

Within the past five years has the Person/Substantial Owner, in any judicial or administrative proceeding, been convicted of, entered a plea, made an admission of guilt or liability, or had an administrative finding made for committing a repeated or willful violation of any of the following laws:

Illinois Wage Payment and Collection Act, 820 ILCS 115/1 et seq., YES or **NO**

Illinois Minimum Wage Act, 820 ILCS 105/1 et seq., YES or **NO**

Illinois Worker Adjustment and Retraining Notification Act, 820 ILCS 65/1 et seq., YES or **NO**

Employee Classification Act, 820 ILCS 185/1 et seq., YES or **NO**

Fair Labor Standards Act of 1938, 29 U.S.C. 201, et seq., YES or **NO**

Any comparable state statute or regulation of any state, which governs the payment of wages YES or **NO**

If the Person/Substantial Owner answered "Yes" to any of the questions above, it is ineligible to enter into a Contract with Cook County, but can request a reduction or waiver under Section IV.

**IV. Request for Waiver or Reduction**

If Person/Substantial Owner answered "Yes" to any of the questions above, it may request a reduction or waiver in accordance with Section 34-179(d), provided that the request for reduction or waiver is made on the basis of one or more of the following actions that have taken place:

*There has been a bona fide change in ownership or Control of the ineligible Person or Substantial Owner*  
YES or NO

*Disciplinary action has been taken against the individual(s) responsible for the acts giving rise to the violation*  
YES or NO

*Remedial action has been taken to prevent a recurrence of the acts giving rise to the disqualification or default*  
YES or NO

*Other factors that the Person or Substantial Owner believe are relevant.*  
YES or NO

The Person/Substantial Owner must submit documentation to support the basis of its request for a reduction or waiver. The Chief Procurement Officer reserves the right to make additional inquiries and request additional documentation.

**V. Affirmation**

The Person/Substantial Owner affirms that all statements contained in the Affidavit are true, accurate and complete.

Signature: Mark C Hanna

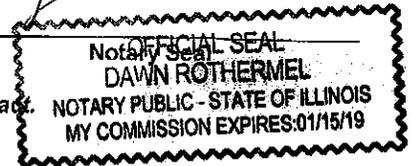
Date: January 20, 2016

Name of Person signing (Print): Mark Hanna

Title: Vice President, Government Sales

Subscribed and sworn to before me this 20<sup>th</sup> day of January, 2016

x Dawn Rothermel  
Notary Public Signature



Note: The above information is subject to verification prior to the award of the Contract.

SECTION 5

CONTRACT AND EDS EXECUTION PAGE

PLEASE EXECUTE THREE ORIGINAL PAGES OF EDS

The Applicant hereby certifies and warrants that all of the statements, certifications and representations set forth in this EDS are true, complete and correct; that the Applicant is in full compliance and will continue to be in compliance throughout the term of the Contract or County Privilege issued to the Applicant with all the policies and requirements set forth in this EDS; and that all facts and information provided by the Applicant in this EDS are true, complete and correct. The Applicant agrees to inform the Chief Procurement Officer 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.

Execution by Corporation

W.W. Grainger, Inc.  
Corporation's Name

*Mark C Hanna*  
President's Printed Name and Signature  
Mark Hanna, Vice President, Government Sales

Telephone  
*Hugo Dubovoy*  
Secretary Signature  
Hugo Dubovoy, Corporate Secretary

Email  
January 29, 2016  
Date

Execution by LLC

LLC Name  
Date

\*Member/Manager Printed Name and Signature  
Telephone and Email

Execution by Partnership/Joint Venture

Partnership/Joint Venture Name  
Date

\*Partner/Joint Venturer Printed Name and Signature  
Telephone and Email

Execution by Sole Proprietorship

Printed Name Signature  
Date

Assumed Name (if applicable)  
Telephone and Email

Subscribed and sworn to before me this  
29th day of January 2016

*Dawn Rothermel*  
Notary Public Signature

My commission expires: 1-15-2019

Notary Seal  
OFFICIAL SEAL  
DAWN ROTHERMEL  
NOTARY PUBLIC - STATE OF ILLINOIS  
EXPIRES 01/15/19

\*If the operating agreement, partnership agreement or governing documents require execution by multiple members, managers, partners, or joint venturers, please complete and execute additional Contract and EDS Execution Pages.

CERTIFICATE OF DESIGNATION  
FOR SALES OF PRODUCTS AND SERVICES

Pursuant to resolutions adopted on August 1, 1990 and subsequently amended by the Board of Directors of W.W. Grainger, Inc. (the "Corporation"), which resolutions relate to the execution and delivery of certain documents for and on behalf of the Corporation, I, Michael A. Pulick, Senior Vice President and President, Grainger U.S. of the Corporation, hereby (i) designate the following persons affiliated with the Corporation as individuals duly empowered to execute and deliver, for and on behalf of the Corporation, bids, quotations, purchase orders and other documents relating to the sale or proposed sale of products and services associated with the business of the Corporation, and (ii) authorize the following persons to designate, subject to such conditions, limitations and restrictions as the Chairman of the Board and Chief Executive Officer of the Corporation may from time to time impose, other persons affiliated with the Corporation as individuals likewise duly empowered to execute and deliver, for and on behalf of the Corporation, bids, quotations, purchase orders and other documents as aforesaid.

<u>Name</u>	<u>Title</u>
Fred J. Costello	Vice President, Product Management
Mark C. Hanna	Vice President, Government Sales
Paul Kindzierski	Vice President, GIS Sales
Robert W. Laughlin	Vice President, Commercial Sales
Donald G. Macpherson	Senior Vice President, Global Supply Chain
Eric Nowlin	Vice President, GIS Customer Service
Debra S. Oler	Vice President, GIS Brand

This Certificate of Designation supersedes all prior Certificates of Designation pursuant to the above-mentioned resolutions relating to the sale or proposed sale of products and services associated with the business of the Corporation.

Dated this 14, day of MARCH, 2011



Michael A. Pulick



Policy Number  
GLO554290803

**ENDORSEMENT**

**ZURICH AMERICAN INSURANCE COMPANY**

**Named Insured: W.W. Grainger Inc.**

**Effective Date: 1/1/2016**  
12:01 A.M., Standard Time

**Agent Name:**

**Agent No.**

**THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.**

**ADDITIONAL INSURED ENDORSEMENT**

This endorsement modifies insurance provided under the following:  
COMMERCIAL GENERAL LIABILITY COVERAGE PART

- 1. WHO IS AN INSURED** (Section II) is amended to include as an additional insured any person(s) or organization(s) when you and such person(s) or organization(s) have agreed in writing in a contract or agreement that such person(s) or organization(s) be added as an additional insured on your policy. Such person(s) or organization(s) is an additional insured only with respect to liability for "bodily injury" or "property damage" caused, in whole or in part by:
  - a. Your acts or omissions; or
  - b. The acts or omissions of those acting on your behalf  
which are covered by this insurance.
- 2. The limits of insurance afforded to such person(s) or organization(s) will be:**
  - a. The minimum limits of insurance which you agreed to provide; or
  - b. The limits of insurance of this policy  
whichever is less.
- 3. This insurance will be primary to and non-contributing with any other insurance available to such person(s) or organization(s). Condition 4. Other Insurance** (Section IV) is amended accordingly.