

## RESOLUTION NO. 22065

**Background**

It is necessary and desirable for The Illinois State Toll Highway Authority (“Tollway”) to retain certain financial firms to provide, on an as-needed basis, underwriting services in connection with the issuance of new bonds.

Pursuant to competitive procurement process RFP#16-0155, on June 22, 2017, the Tollway approved Resolution No. 21288 authorizing, for an initial term of three years, the Chairman or the Executive Director to assign, as needed for each bond issuance, a bond underwriting group consisting of firms from a Senior Pool and Co-Manager Pool, each as authorized by the same Resolution.

The Senior Pool consists of the following financial firms authorized to serve as senior managing underwriter and co-senior managing underwriter (collectively, “Senior Pool”):

Citigroup Global Markets Inc.;

Goldman, Sachs & Co.;

Jefferies LLC;

J.P. Morgan Securities LLC;

Loop Capital Markets LLC;

BofA Securities, Inc. (formerly Merrill Lynch Pierce Fenner & Smith Incorporated);

Morgan Stanley & Co. LLC;

Piper Sandler & Co. (formerly Piper Jaffray & Co.);

PNC Capital Markets LLC;

RBC Capital Markets, LLC;

Samuel A. Ramirez & Co., Inc.;

Siebert Williams Shank & Co., LLC (formerly Siebert Cisneros Shank & Co. LLC);

and Wells Fargo Bank, N.A.

## RESOLUTION NO. 22065

**Background - Continued**

The Co-Manager Pool consists of the following financial firms authorized to serve as co-managing underwriter (collectively, "Co-Manager Pool"):

Academy Securities, Inc.;;  
Bernardi Securities Inc.;;  
Blaylock Van, LLC;  
Cabrera Capital Markets, LLC;  
Hutchinson Shockey Erley & Co.;;  
Janney Montgomery Scott LLC;  
KeyBanc Capital Markets Inc.;;  
Mesirow Financial, Inc.;;  
Oppenheimer & Co. Inc.;;  
Raymond James & Associates, Inc.;;  
Rice Securities, LLC;  
Robert W. Baird & Co. Incorporated; and  
Stifel Nicolaus & Company, Inc.

The initial term of the Senior Pool and Co-Manager Pool ends October 14, 2020.

**Resolution**

The one-year renewal of the Senior Pool and Co-Manager Pool is approved. The Executive Director, Chief Financial Officer, Chief Procurement and Compliance Officer and Chief of Contract Services are authorized to execute any and all documents, subject to the review and approval of the General Counsel, necessary to effectuate the one-year renewal of the Senior Pool and Co-Manager Pool for the period October 15, 2020 through October 14, 2021; provided that there is no increase to the rates per compensation per \$1,000 par amount of bonds contained in the original agreements. The Chief Financial Officer is authorized to issue warrants in payment thereof

Approved by:



Chairman

# STATE OF ILLINOIS CONTRACT RENEWAL

Illinois Tollway  
Bond Underwriting Services  
16-0155A


## Contract Renewal

1  2  3  4  5





The undersigned Agency and Vendor, Citigroup Global Markets, Inc., (the Parties) agree that the following shall renew the Contract referenced herein. All terms and conditions set forth in the original Contract, not amended herein, shall remain in full force and effect as written. In the event of conflict, the terms of this Renewal shall prevail.




IN WITNESS WHEREOF, the Agency and the Vendor cause this Renewal to be executed on the dates shown below by representatives authorized to bind the respective PARTIES.

### VENDOR

Vendor Name: Citigroup Global Markets, Inc.	Address: 227 West Monroe, 25 <sup>th</sup> Floor, Chicago, IL 60606
Signature: 	Phone: (312) 876-3562
Printed Name: Thomas Coomes	Fax: <a href="#">Click here to enter text.</a>
Title: Managing Director	Email: thomas.coomes@citi.com
Date: 9/30/2020	

### STATE OF ILLINOIS

Procuring Agency or University: Illinois Tollway	Phone: 630/241-6800
Street Address: 2700 Ogden Avenue	Fax: : 630-795-7908
City, State ZIP: Downers Grove, IL 60515	
Official Signature:  <small>Willard S. Evans, Jr. (Oct 14, 2020 11:08 CDT)</small>	Date: 10/14/2020
Printed Name: Willard S. Evans, Jr.	
Official's Title: Chairman and Chief Executive Officer	
Official Signature:  <small>Jose Alvarez (Oct 13, 2020 20:37 CDT)</small>	Date: 10/13/2020
Printed Name: José R. Alvarez	
Official's Title: Executive Director	
Appr  tionality Legal Signature:  <small>Robert Lane, A.A.G. (Oct 13, 2020 14:44 CDT)</small>	Date: 10/13/2020
Legal Printed Name: Robert T. Lane	
Legal's Title: Assistant Attorney General, State of Illinois	

Finance Signature:  <small>Cathy R Williams (Oct 13, 2020 16:05 CDT)</small>	Date: 10/13/2020
Finance Printed Name: Cathy R. Williams	
Finance's Title: Chief Financial Officer	
Legal Signature:  <small>Kathleen R. Pasulka-Brown (Oct 13, 2020 15:50 CDT)</small>	Date: 10/13/2020
Legal Printed Name: Kathleen R. Pasulka-Brown	
Legal's Title: General Counsel	
Procurement Signature:  <small>Eric Occomy (Oct 13, 2020 20:31 CDT)</small>	Date: 10/13/2020
Procurement Printed Name: Eric Occomy	
Procurement's Title: Chief of Contract Services	

**STATE USE ONLY**

**NOT PART OF CONTRACTUAL PROVISIONS**

BidBuy REQ# R-75276		Project Title	Bond Underwriting Services
Contract #	16-0155A	Procurement Method (IFB, RFP, Small, etc):	RFP
BidBuy Bid. #	B-17477	IPB Publication Date:	Award Code: B
Subcontractor Utilization? <input type="checkbox"/> Yes <input type="checkbox"/> No		Subcontractor Disclosure? <input type="checkbox"/> Yes <input type="checkbox"/> No	
Funding Source		Obligation #	
CPO 33 – General Counsel Approval:			
Signature		Printed Name	Date

1. **DESCRIPTION OF CONTRACT BEING RENEWED** (include original contract number): Contract #16-0155A Bond Underwriting Services (SAP# 4100104887)
2. **TERMS AND CONDITIONS:** This Renewal is on the same terms and conditions as the Contract being renewed except as changed and described herein.
3. **RENEWAL TERM:** This RENEWAL shall begin October 15, 2020 and shall run through October 14, 2021.
4. **COSTS** (describe calculation and/or cost basis, if applicable): The value of this renewal contract is \$468,000.00 This value is approved by the Tollway's Board of Directors and may be modified pursuant to Tollway Board approval as provided by written resolution or otherwise in accordance with authority delegated by the Board.
  - 4.1. Renewal Pricing:

**The pricing for the Renewal shall be at the same rate as the initial term.**
5. **MAXIMUM AMOUNT:** Vendor's compensation for (services) under this renewal Contract shall not exceed \$561,000.00 during this renewal term without a formal amendment.
6. **SUBCONTRACTORS:** Will subcontractors be utilized?  Yes  No
  - Subcontractor Name: [Click here to enter text.](#)

Amount to be paid: [Click here to enter text.](#)  
Address: [Click here to enter text.](#)  
Description of work: [Click here to enter text.](#)
  - 6.1. All contracts with the subcontractors identified above must include the Standard Certifications completed and signed by the subcontractor.
  - 6.2. If the annual value of any the subcontracts is more than \$50,000, then the Vendor must provide to the State the Financial Disclosures and Conflicts of Interest for that subcontractor.
  - 6.3. If the subcontractor is registered in the Illinois Procurement Gateway (IPG) and the Vendor is using the subcontractor's Standard Certifications or Financial Disclosures and Conflicts of Interest from the IPG, then the Vendor must also provide a completed Forms B for the subcontractor.
  - 6.4. If at any time during the term of the Contract, Vendor adds or changes any subcontractors, Vendor will be required to promptly notify, in writing, the State Purchasing Officer or the Chief Procurement Officer of the names and addresses and the expected amount of money that each new or replaced subcontractor will receive pursuant to the Contract. Any subcontracts entered into prior to award of the Contract are done at the Vendor's and subcontractor's risk.

**STATE OF ILLINOIS**  
**TAXPAYER IDENTIFICATION NUMBER**

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I certify that:

The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and

I am a U.S. person (including a U.S. resident alien).

- If you are an individual, enter your name and SSN as it appears on your Social Security Card.
- If you are a sole proprietor, enter the owner's name on the name line followed by the name of the business and the owner's SSN or EIN.
- If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's name on the name line and the D/B/A on the business name line and enter the owner's SSN or EIN.
- If the LLC is a corporation or partnership, enter the entity's business name and EIN and for corporations, attach IRS acceptance letter (CP261 or CP277).
- For all other entities, enter the name of the entity as used to apply for the entity's EIN and the EIN.


Name: Thomas Coomes

Business Name: Citigroup Global Markets Inc.

Taxpayer Identification Number:


Social Security Number: [Click here to enter text.](#)

or

Employer Identification Number: 

Legal Status (check one):

- |   |  |
|---|--|
| <input type="checkbox"/> Individual   | <input type="checkbox"/> Governmental  |
| <input type="checkbox"/> Sole Proprietor  | <input type="checkbox"/> Nonresident alien   |
| <input type="checkbox"/> Partnership  | <input type="checkbox"/> Estate or trust   |
| <input type="checkbox"/> Legal Services Corporation   | <input type="checkbox"/> Pharmacy (Non-Corp.)  |
| <input type="checkbox"/> Tax-exempt   | <input type="checkbox"/> Pharmacy/Funeral Home/Cemetery (Corp.)                              |
| <input type="checkbox"/> Corporation providing or billing<br>medical and/or health care services                | <input type="checkbox"/> Limited Liability Company<br>(select applicable tax classification) |
| <input checked="" type="checkbox"/> Corporation NOT providing or billing<br>medical and/or health care services | <input type="checkbox"/> C = corporation   |
|   | <input type="checkbox"/> P = partnership   |

Signature of Authorized Representative:   
\_\_\_\_\_

Date: September 30, 2020

**STATE OF ILLINOIS**  
**FORMS B CERTIFICATIONS AND DISCLOSURES**

BidBuy Reference #: 22039948/B-17477

Procurement/Contract #: Request for Proposal | RFP #16-0155

This Forms B may be used when responding to an Invitation for Bid (IFB) or a Request for Proposal (RFP) if the vendor is registered in the Illinois Procurement Gateway (IPG) and has an active State of Illinois Vendor Registration Number. The IPG assigns a unique State of Illinois Vendor Registration Number and expiration date upon the Chief Procurement Office's acceptance of an IPG application.

If a vendor does not have an active State of Illinois Vendor Registration Number, then the vendor must complete and submit Forms A with their response. Failure to do so may render the submission non-responsive and result in disqualification.

Please read this entire section and provide the requested information as applicable. All parts in Forms B must be completed in full and submitted along with the vendor's response.

**1. Certification of Illinois Procurement Gateway Registration**

My business has an active State of Illinois Vendor Registration Number.

To ensure that you have an active registration in the IPG, search for your business name in the IPG Registered Vendor Directory. If your company does not appear in the search results, then you do not have an active IPG registration.

State of Illinois Vendor Registration Number: 20086830

IPG Expiration Date: 5/7/2021

**2. Certification Timely to this Solicitation or Contract**

Vendor certifies it is not barred from having a contract with the State based upon violating the prohibitions related to either submitting/writing specifications or providing assistance to an employee of the State of Illinois by reviewing, drafting, directing, or preparing any invitation for bids, a request for proposal, or request of information, or similar assistance (except as part of a public request for such information). 30 ILCS 500/50-10.5(e).

Yes  No

**3. Disclosure of Lobbyist or Agent** (Complete only if bid, offer, or contract has an annual value over \$50,000)

Is your company or parent entity(ies) represented by or do you or your parent entity(ies) employ a lobbyist required to register under the Lobbyist Registration Act (lobbyist must be registered pursuant to the Act with the Secretary of State) or an agent who has communicated, is communicating, or may communicate with any State officer or employee concerning the bid or offer? If yes, please identify each lobbyist and agent, including the name and address below.  Yes  No

If yes, please identify each lobbyist and agent, including the name and address below. If you have a lobbyist that does not meet the criteria, then you do not have to disclose the lobbyist's information. Additional rows may be inserted into the table or an attachment may be provided if needed.

Name	Address	Relationship to Disclosing Entity

Describe all costs/fees/compensation/reimbursements related to the assistance provided by each representative lobbyist or other agent to obtain this Agency contract: N/A



**STATE OF ILLINOIS**  
**FORMS B CERTIFICATIONS AND DISCLOSURES**

**4. Disclosure of Current and Pending Contracts**

Complete only if: (a) your business is for-profit and (b) the bid, offer, or contract has an annual value over \$50,000. Do not complete if you are a not-for-profit entity.

Yes  No. Do you have any contracts, pending contracts, bids, proposals, subcontracts, leases or other ongoing procurement relationships with units of State of Illinois government?

If "Yes", please specify below. Additional rows may be inserted into the table or an attachment in the same format may be provided if needed.

Agency	Project Title	Status	Value	Contract Reference/P.O./Illinois Procurement Bulletin #
State of Illinois Office of Budget and Management	Underwriter Services	Member of Senior Bank/Book Runner Rotation List	NA	20 OMB 02
Illinois Toll Highway Authority	16-0155 Bond Underwriting Services	Member of Senior Bank/Book Runner Rotation List	\$400,000	22039948
Illinois Housing Development Authority	Municipal Housing Investment Banking Firms	Member of Senior Bank/Book Runner Rotation List	NA	22041307
IFA/State of Illinois Revolving Fund Program	RFQ Underwriters	Member of Senior Bank/Book Runner Rotation List	NA	22028183
University of Illinois	RFP Underwriting Services	Member of Senior Bank/Book Runner Rotation List	NA	ALS285

**5. Signature**

As of the date signed below, I certify that:

- My business' information and the certifications made in the Illinois Procurement Gateway are truthful and accurate.
- The certifications and disclosures made in this Forms B are truthful and accurate.

This Forms B is signed by an authorized officer or employee on behalf of the bidder, offeror, or vendor pursuant to Sections 50-13 and 50-35 of the Illinois Procurement Code, and the affirmation of the accuracy of the financial disclosures is made under penalty of perjury.

This disclosure information is submitted on behalf of:

Vendor Name: Citigroup Global Markets Inc.

Phone: (312) 876-3562

Street Address: 227 West Monroe, 25<sup>th</sup> Floor

Email: thomas.coomes@citi.com

City, State, Zip: Chicago, IL 60606

Vendor Contact: Thomas Coomes

Signature: \_\_\_\_\_

Date: September 28, 2020

**STATE OF ILLINOIS**  
**FORMS B CERTIFICATIONS AND DISCLOSURES**

Printed Name: Thomas Coomes

Title: Managing Director

**STATE OF ILLINOIS  
TAXPAYER IDENTIFICATION NUMBER**

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I certify that:

The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and

I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and

I am a U.S. person (including a U.S. resident alien).

- If you are an individual, enter your name and SSN as it appears on your Social Security Card.
- If you are a sole proprietor, enter the owner's name on the name line followed by the name of the business and the owner's SSN or EIN.
- If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's name on the name line and the D/B/A on the business name line and enter the owner's SSN or EIN.
- If the LLC is a corporation or partnership, enter the entity's business name and EIN and for corporations, attach IRS acceptance letter (CP261 or CP277).
- For all other entities, enter the name of the entity as used to apply for the entity's EIN and the EIN.

Name: Thomas Coomes

Business Name: Citigroup Global Markets Inc.

Taxpayer Identification Number:

Social Security Number:

or

Employer Identification Number: XXXXXXXXXX

Legal Status (check one):


- |   |  |
|---|--|
| <input type="checkbox"/> Individual   | <input type="checkbox"/> Governmental  |
| <input type="checkbox"/> Sole Proprietor  | <input type="checkbox"/> Nonresident alien   |
| <input type="checkbox"/> Partnership  | <input type="checkbox"/> Estate or trust   |
| <input type="checkbox"/> Legal Services Corporation   | <input type="checkbox"/> Pharmacy (Non-Corp.)  |
| <input type="checkbox"/> Tax-exempt   | <input type="checkbox"/> Pharmacy/Funeral Home/Cemetery (Corp.)                              |
| <input type="checkbox"/> Corporation providing or billing<br>medical and/or health care services                | <input type="checkbox"/> Limited Liability Company<br>(select applicable tax classification) |
| <input checked="" type="checkbox"/> Corporation NOT providing or billing<br>medical and/or health care services | <input type="checkbox"/> C = corporation   |
|   | <input type="checkbox"/> P = partnership   |

Signature of Authorized Representative: \_\_\_\_\_

Date: August 25, 2020

## State of Illinois Vendor Registration

## Citigroup Global Markets Inc. DBA Citi

 2 flags have been added to this record. See below for details.

### Vendor Registration

TYPE	State of Illinois Vendor Registration (Renew/Update)
DESCRIPTION	Register to do business with the State of Illinois
DATE SUBMITTED	4/30/2020
STATUS	Accepted
STATE OF ILLINOIS VENDOR REGISTRATION NUMBER	IPG-0387543
REVIEWER	<a href="#">Chris Haberman</a>
DATE REVIEWED	5/7/2020
PUBLIC REVIEW COMMENTS	
PRIVATE REVIEW COMMENTS	
EXPIRATION DATE	5/7/2021
FLAG FORM	

### Settings

SMALL BUSINESS SET-ASIDE PROGRAM (SBSP) REGISTERED	No
REGISTERING AS A	Prime


### Entity Information

BUSINESS NAME	Citigroup Global Markets Inc. DBA Citi
CONTACT FOR THIS SUBMISSION	<a href="#">Alex Laios (change contact)</a>
PRIMARY CONTACT EMAIL	<a href="mailto:Alexander.Laios@citi.com">Alexander.Laios@citi.com</a>
PHONE	312-876-3569
FAX	312-876-8551
COMPANY EMAIL	alexander.laios@citi.com
TAX ID NUMBER	
COMPANY TYPE	Corporation
ADDRESS	388 Greenwich Street 8th Floor New York, NY 10013 <a href="#">[edit address]</a>

## Current Vendor Certifications

No current applicable certifications.

## Forms

View	Form Name	Flagged
<a href="#">View</a>	A - B. Business Information & Additional Information	
<a href="#">View</a>	C. Small Business Set-Aside Program	
<a href="#">View</a>	D - E. Department of Human Rights (DHR) & Authorized to do Business in Illinois	
<a href="#">View</a>	F - G. Certifications & Board of Elections	
<a href="#">View</a>	H. Iran Disclosure	
<a href="#">View</a>	I. Financial Disclosure & Conflicts of Interest	 2 flags

## NIGP Codes

NIGP 94625                      Banking Services

## Additional Information

STAFF ATTACHED FILE(S)

Document	Status
  <a href="#">Citigroup Global Markets Inc-5.6.2020-IPG Application Review Sheet.pdf</a> Filename: Citigroup_Global_Markets_Inc-5.6.2020-IPG_Application_Review_Sheet_20200507130522_5827.pdf	PDF, 173.19 KB <a href="#">Edit Info</a> <a href="#">Delete</a> Attached by Chris Haberman on 5/7/2020

## Signature

SIGNATURE



NAME	<b>Alexander Laios</b>
TITLE	<b>Vice President</b>
ORGANIZATION	<b>Citigroup Global Markets Inc.</b>
DATE	<b>4/30/2020</b>
IP NUMBER	<b>192.193.216.150</b>
TOKEN	<b>7F4EE560828DF9E7DD7A0BB363604738674CF6FFC236CC2B65...</b>

## A - B. Business Information & Additional Information

# Citigroup Global Markets Inc. DBA Citi

### Vendor Registration

FORM NAME	<b>A - B. Business Information &amp; Additional Information</b>
DESCRIPTION	<b>Complete section A and B, in order to submit this form.</b>
DATE SUBMITTED	<b>4/30/2020</b>
STATUS	<b>Accepted</b>
BUSINESS NAME	<b>Citigroup Global Markets Inc. DBA Citi</b>
POINT OF CONTACT	<b><a href="#">Alex Laios</a></b>
FLAG FORM	

### A. Business Information

1. YOUR BUSINESS IS REGISTERING AS A	<b>Prime</b>	YTD
2. NAME OF CEO/BUSINESS OWNER	<b>Michael Corbat</b>	YTD
3. ANNUAL SALES/GROSS RECEIPTS	<b>74,286,000,000</b>	YTD
4. WHEN WAS YOUR BUSINESS ESTABLISHED?	<b>09/23/1977</b>	YTD
5. IN WHAT ILLINOIS COUNTY(IES) ARE YOU CONDUCTING BUSINESS?	<b>The business conducts business in <u>one or more</u> counties. Nationwide</b>	YTD
6. CONTACT PERSON FOR THIS VENDOR REGISTRATION	<b>Alexander Laios</b>	YTD
CONTACT PERSON TITLE	<b>Vice President</b>	
CONTACT PERSON PHONE	<b>312-876-3569</b>	
CONTACT PERSON EMAIL	<b>alexander.laios@citi.com</b>	

### B. Additional Information

1. HOW DID YOU LEARN ABOUT THE ILLINOIS PROCUREMENT GATEWAY?	<b>Chief Procurement Office (CPO)</b>	YTD
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### Additional Information

STAFF ATTACHED FILE(S)





## C. Small Business Set-Aside Program

## Citigroup Global Markets Inc. DBA Citi

**Vendor Registration**

FORM NAME	C. Small Business Set-Aside Program
DESCRIPTION	Complete the Small Business Set-Aside Program form
DATE SUBMITTED	4/30/2020
STATUS	Accepted
BUSINESS NAME	Citigroup Global Markets Inc. DBA Citi
POINT OF CONTACT	<a href="#">Alex Laios</a>
FLAG FORM	

**C. Small Business Set-Aside Program**

1. WOULD YOU LIKE TO APPLY/RE-QUALIFY FOR THE SMALL BUSINESS SET-ASIDE PROGRAM? **No**

**Additional Information**

STAFF ATTACHED FILE(S)

# D - E. Department of Human Rights (DHR) & Authorized to do Business in Illinois Citigroup Global Markets Inc. DBA Citi

## Vendor Registration

FORM NAME	D - E. Department of Human Rights (DHR) & Authorized to do Business in Illinois
DESCRIPTION	Complete section D and E, in order to submit this form.
DATE SUBMITTED	4/30/2020
STATUS	Accepted
BUSINESS NAME	Citigroup Global Markets Inc. DBA Citi
POINT OF CONTACT	<a href="#">Alex Laios</a>
FLAG FORM	

## D. Department of Human Rights (DHR)

1. HIGHEST NUMBER OF EMPLOYEES (INCLUDING FULL AND PART TIME EMPLOYEES) AT ANY TIME DURING THE PAST YEAR

237000



2. SELECT THE DHR STATUS OF YOUR BUSINESS

My business had 15 or more employees at any time within the past year.  
10478000 Expiration 05/17/2022



## E. Authorized to do Business in Illinois

1. IS YOUR BUSINESS REGISTERED AND AUTHORIZED TO DO BUSINESS IN ILLINOIS?

Yes, registered and in good standing with the Illinois Secretary of State



## Additional Information

STAFF ATTACHED FILE(S)

## F - G. Certifications &amp; Board of Elections

## Citigroup Global Markets Inc. DBA Citi

**Vendor Registration**

FORM NAME	<b>F - G. Certifications &amp; Board of Elections</b>
DESCRIPTION	<b>Complete section F - G, in order to submit the form.</b>
DATE SUBMITTED	<b>4/30/2020</b>
STATUS	<b>Accepted</b>
BUSINESS NAME	<b>Citigroup Global Markets Inc. DBA Citi</b>
POINT OF CONTACT	<b><a href="#">Alex Laios</a></b>
FLAG FORM	

**F. Certifications**

1. VENDOR CERTIFIES IT AND ITS EMPLOYEES WILL COMPLY WITH APPLICABLE PROVISIONS OF THE UNITED STATES. CIVIL RIGHTS ACT, SECTION 504 OF THE FEDERAL REHABILITATION ACT, THE AMERICANS WITH DISABILITIES ACT, AND APPLICABLE RULES IN PERFORMANCE OF THIS CONTRACT. 7/10

**Yes**

2. THIS APPLIES TO INDIVIDUALS, SOLE PROPRIETORSHIPS, GENERAL PARTNERSHIPS, AND SINGLE MEMBER LLCs, BUT IS NOT OTHERWISE APPLICABLE. VENDOR CERTIFIES HE/SHE IS NOT IN DEFAULT ON AN EDUCATIONAL LOAN. 5 ILCS 385/3 7/10

**N/A**

3. VENDOR CERTIFIES THAT IT HAS REVIEWED AND WILL COMPLY WITH THE DEPARTMENT OF EMPLOYMENT SECURITY LAW (20 ILCS 1005/1005-47) AS APPLICABLE 7/10

**Yes**

4. VENDOR CERTIFIES IT HAS NEITHER BEEN CONVICTED OF BRIBING OR ATTEMPTING TO BRIBE AN OFFICER OR EMPLOYEE OF THE STATE OF ILLINOIS OR ANY OTHER STATE, NOR MADE AN ADMISSION OF GUILT OF SUCH CONDUCT THAT IS A MATTER OF RECORD. 30 ILCS 500/50-5 7/10

**Yes**

5. IF VENDOR HAS BEEN CONVICTED OF A FELONY, VENDOR CERTIFIES AT LEAST FIVE YEARS HAVE PASSED SINCE THE DATE OF COMPLETION OF THE SENTENCE FOR SUCH FELONY, UNLESS NO PERSON HELD RESPONSIBLE BY A PROSECUTOR'S OFFICE FOR THE FACTS UPON WHICH THE CONVICTION WAS BASED CONTINUES TO HAVE ANY INVOLVEMENT WITH THE BUSINESS. VENDOR FURTHER CERTIFIES THAT IT IS NOT BARRED FROM BEING AWARDED A CONTRACT. 30 ILCS 500/50-10 7/10

**Yes**

6. IF VENDOR OR ANY OFFICER, DIRECTOR, PARTNER, OR OTHER MANAGERIAL AGENT OF VENDOR HAS BEEN CONVICTED OF A FELONY UNDER THE SARBANES-OXLEY ACT OF 2002, OR A CLASS 3 OR CLASS 2 FELONY UNDER THE ILLINOIS SECURITIES LAW OF 1953, VENDOR CERTIFIES AT LEAST FIVE YEARS HAVE PASSED SINCE THE DATE OF THE CONVICTION. VENDOR FURTHER CERTIFIES THAT IT IS NOT BARRED FROM BEING AWARDED A CONTRACT. 30 ILCS 500/50-10.5 7/10

**Yes**

7. VENDOR CERTIFIES THAT IT AND ITS AFFILIATES ARE NOT DELINQUENT IN THE PAYMENT OF ANY DEBT TO THE UNIVERSITY OR THE STATE (OR IF DELINQUENT, HAVE ENTERED INTO A DEFERRED PAYMENT PLAN TO PAY THE DEBT). 30 ILCS 500/50-11, 50-60

**Yes**

8. VENDOR CERTIFIES THAT IT AND ALL AFFILIATES SHALL COLLECT AND REMIT ILLINOIS USE TAX ON ALL SALES OF TANGIBLE PERSONAL PROPERTY INTO THE STATE OF ILLINOIS IN ACCORDANCE WITH PROVISIONS OF THE ILLINOIS USE TAX ACT. 30 ILCS 500/50-12

**Yes**

9. VENDOR CERTIFIES THAT IT HAS NOT BEEN FOUND BY A COURT OR THE POLLUTION CONTROL BOARD TO HAVE COMMITTED A WILLFUL OR KNOWING VIOLATION OF THE ENVIRONMENTAL PROTECTION ACT WITHIN THE LAST FIVE YEARS, AND IS THEREFORE NOT BARRED FROM BEING AWARDED A CONTRACT. 30 ILCS 500/50-14

**Yes**

10. VENDOR CERTIFIES IT HAS NEITHER PAID ANY MONEY OR VALUABLE THING TO INDUCE ANY PERSON TO REFRAIN FROM BIDDING ON A STATE CONTRACT, NOR ACCEPTED ANY MONEY OR OTHER VALUABLE THING, OR ACTED UPON THE PROMISE OF SAME, FOR NOT BIDDING ON A STATE CONTRACT. 30 ILCS 500/50-25

**Yes**

11. VENDOR CERTIFIES IT HAS READ, UNDERSTANDS AND IS NOT KNOWINGLY IN VIOLATION OF THE "REVOLVING DOOR" PROVISION OF THE ILLINOIS PROCUREMENT CODE. 30 ILCS 500/50-30

**Yes**

12. VENDOR CERTIFIES THAT IF IT HIRES A PERSON REQUIRED TO REGISTER UNDER THE LOBBYIST REGISTRATION ACT TO ASSIST IN OBTAINING ANY STATE CONTRACT, THAT NONE OF THE LOBBYIST'S COSTS, FEES, COMPENSATION, REIMBURSEMENTS OR OTHER REMUNERATION WILL BE BILLED TO THE STATE. 30 ILCS 500/50-38

**Yes**

13. VENDOR CERTIFIES THAT IT WILL NOT RETAIN A PERSON OR ENTITY TO ATTEMPT TO INFLUENCE THE OUTCOME OF A PROCUREMENT DECISION FOR COMPENSATION CONTINGENT IN WHOLE OR IN PART UPON THE DECISION OR PROCUREMENT. 30 ILCS 500/50-38

**Yes**

14. VENDOR CERTIFIES IT WILL REPORT TO THE ILLINOIS ATTORNEY GENERAL AND THE CHIEF PROCUREMENT OFFICER ANY SUSPECTED COLLUSION OR OTHER ANTI-COMPETITIVE PRACTICE AMONG ANY BIDDERS, OFFERORS, CONTRACTORS, PROPOSERS, OR EMPLOYEES OF THE STATE. 30 ILCS 500/50-40, 50-45, 50-50

**Yes**

15. VENDOR CERTIFIES THAT IF IT IS AWARDED A CONTRACT THROUGH THE USE OF THE PREFERENCE REQUIRED BY THE PROCUREMENT OF DOMESTIC PRODUCTS ACT, THEN IT SHALL PROVIDE PRODUCTS PURSUANT TO THE CONTRACT OR A SUBCONTRACT THAT ARE MANUFACTURED IN THE UNITED STATES. 30 ILCS 517

**Yes**

16. VENDOR CERTIFIES THAT IF AWARDED A CONTRACT FOR PUBLIC WORKS, STEEL PRODUCTS USED OR SUPPLIED IN THE PERFORMANCE OF THAT CONTRACT SHALL BE MANUFACTURED OR PRODUCED IN THE UNITED STATES, UNLESS THE EXECUTIVE HEAD OF THE PROCURING AGENCY/UNIVERSITY GRANTS AN EXCEPTION IN WRITING. 30 ILCS 565

**Yes**

17. IF VENDOR IS AWARDED A CONTRACT WORTH MORE THAN \$5,000 AND EMPLOYS 25 OR MORE EMPLOYEES, VENDOR CERTIFIES IT WILL PROVIDE A DRUG FREE WORKPLACE PURSUANT TO THE DRUG FREE WORKPLACE ACT. 30 ILCS 580

**Yes**

18. IF VENDOR IS AN INDIVIDUAL AND IS AWARDED A CONTRACT WORTH MORE THAN \$5,000, VENDOR CERTIFIES IT SHALL NOT

ENGAGE IN THE UNLAWFUL MANUFACTURE, DISTRIBUTION, DISPENSATION, POSSESSION, OR USE OF A CONTROLLED SUBSTANCE DURING THE PERFORMANCE OF THE CONTRACT PURSUANT TO THE DRUG FREE WORKPLACE ACT. 30 ILCS 580

**Yes**

19. VENDOR CERTIFIES THAT NEITHER VENDOR NOR ANY SUBSTANTIALLY OWNED AFFILIATE IS PARTICIPATING OR SHALL PARTICIPATE IN AN INTERNATIONAL BOYCOTT IN VIOLATION OF THE U.S. EXPORT ADMINISTRATION ACT OF 1979 OR THE APPLICABLE REGULATIONS OF THE UNITED STATES DEPARTMENT OF COMMERCE. 30 ILCS 582

**Yes**

20. VENDOR CERTIFIES THAT NO FOREIGN-MADE EQUIPMENT, MATERIALS, OR SUPPLIES FURNISHED TO THE AGENCY/UNIVERSITY UNDER ANY CONTRACT HAVE BEEN OR WILL BE PRODUCED IN WHOLE OR IN PART BY FORCED LABOR OR INDENTURED LABOR UNDER PENAL SANCTION. 30 ILCS 583

**Yes**

21. VENDOR CERTIFIES THAT NO FOREIGN-MADE EQUIPMENT, MATERIALS, OR SUPPLIES FURNISHED TO THE AGENCY/UNIVERSITY UNDER ANY CONTRACT HAVE BEEN PRODUCED IN WHOLE OR IN PART BY THE LABOR OR ANY CHILD UNDER THE AGE OF 12. 30 ILCS 584

**Yes**

22. VENDOR CERTIFIES THAT IF AWARDED A CONTRACT INCLUDING INFORMATION TECHNOLOGY, ELECTRONIC INFORMATION, SOFTWARE, SYSTEMS AND EQUIPMENT, DEVELOPED OR PROVIDED UNDER ANY CONTRACT, IT WILL COMPLY WITH THE APPLICABLE REQUIREMENTS OF THE ILLINOIS INFORMATION TECHNOLOGY ACCESSIBILITY ACT STANDARDS. 30 ILCS 587

**Yes**

23. VENDOR CERTIFIES THAT IF IT OWNS RESIDENTIAL BUILDINGS, THAT ANY VIOLATION OF THE LEAD POISONING PREVENTION ACT HAS BEEN MITIGATED. 410 ILCS 45

**Yes**

24. VENDOR CERTIFIES IT HAS NOT BEEN CONVICTED OF THE OFFENSE OF BID RIGGING OR BID ROTATING OR ANY SIMILAR OFFENSE OF ANY STATE OR OF THE UNITED STATES. 720 ILCS 5/33 E-3, E-4, E-11

**Yes**

25. VENDOR CERTIFIES IT COMPLIES WITH THE ILLINOIS DEPARTMENT OF HUMAN RIGHTS ACT AND RULES APPLICABLE TO PUBLIC CONTRACTS, WHICH INCLUDE PROVIDING EQUAL EMPLOYMENT OPPORTUNITY, REFRAINING FROM UNLAWFUL DISCRIMINATION, AND HAVING WRITTEN SEXUAL HARASSMENT POLICIES. 775 ILCS 5/2-105

**Yes**

26. VENDOR CERTIFIES IT DOES NOT PAY DUES TO OR REIMBURSE OR SUBSIDIZE PAYMENTS BY ITS EMPLOYEES FOR ANY DUES OR FEES TO ANY "DISCRIMINATORY CLUB." 775 ILCS 25/2

**Yes**

27. VENDOR WARRANTS AND CERTIFIES THAT IT AND, TO THE BEST OF ITS KNOWLEDGE, ITS SUBCONTRACTORS HAVE AND WILL COMPLY WITH EXECUTIVE ORDER NO. 1 (2007). THE ORDER GENERALLY PROHIBITS VENDORS AND SUBCONTRACTORS FROM HIRING THE THEN-SERVING GOVERNOR'S FAMILY MEMBERS TO LOBBY PROCUREMENT ACTIVITIES OF THE STATE, OR ANY OTHER GOVERNMENT IN ILLINOIS INCLUDING LOCAL GOVERNMENTS IF THAT PROCUREMENT MAY RESULT IN A CONTRACT VALUED AT OVER \$25,000. THIS PROHIBITION ALSO APPLIES TO HIRING FOR THAT SAME PURPOSE ANY FORMER STATE EMPLOYEE WHOSE PROCUREMENT AUTHORITY AT ANY TIME DURING THE ONE-YEAR PERIOD PRECEDING THE PROCUREMENT LOBBYING ACTIVITY.

**Yes**

28. VENDOR CERTIFIES THAT IT HAS READ, UNDERSTANDS AND IS IN COMPLIANCE WITH THE REGISTRATION REQUIREMENTS OF THE ILLINOIS ELECTIONS CODE (10 ILCS 5/9-35) AND THE RESTRICTIONS ON MAKING POLITICAL CONTRIBUTIONS AND RELATED REQUIREMENTS OF THE ILLINOIS PROCUREMENT CODE. 30 ILCS 500/20-160 AND 50-37 VENDOR WILL NOT MAKE A POLITICAL CONTRIBUTION THAT WILL VIOLATE THESE REQUIREMENTS.

**Yes**

29. THIS APPLIES TO INDIVIDUALS, SOLE PROPRIETORSHIPS, GENERAL PARTNERSHIPS, AND SINGLE MEMBER LLCs, BUT IS NOT OTHERWISE APPLICABLE. VENDOR CERTIFIES THAT HE/SHE HAS NOT RECEIVED AN EARLY RETIREMENT INCENTIVE PRIOR TO 1993 UNDER SECTION 14-108.3 OR 16-133.3 OF THE ILLINOIS PENSION CODE OR AN EARLY RETIREMENT INCENTIVE ON OR AFTER 2002 UNDER SECTION 14-108.3 OR 16-133.3 OF THE ILLINOIS PENSION CODE. (30 ILCS 105/15A; 40 ILCS 5/14-108.3; 40 ILCS 5/16-133)

**N/A**

### **G. Board of Elections (BOE)**

1. IS YOUR BUSINESS REGISTERED WITH THE BOARD OF ELECTIONS (BOE)?

**Yes, I certify my business is registered with BOE.**

13715

### **Additional Information**

STAFF ATTACHED FILE(S)

# Citigroup Global Markets Inc. DBA Citi

## Vendor Registration

FORM NAME	H. Iran Disclosure
DESCRIPTION	Complete section H, in order to submit this form.
DATE SUBMITTED	4/30/2020
STATUS	Accepted
BUSINESS NAME	Citigroup Global Markets Inc. DBA Citi
POINT OF CONTACT	<a href="#">Alex Laios</a>
FLAG FORM	

## H. Iran Disclosure

1. DO YOU OR ANY OF YOUR CORPORATE PARENTS OR SUBSIDIARIES HAVE ANY BUSINESS OPERATIONS THAT MUST BE DISCLOSED? 7/10


**No business operations to disclose.**

## Additional Information

STAFF ATTACHED FILE(S)

## I. Financial Disclosure &amp; Conflicts of Interest


## Citigroup Global Markets Inc. DBA Citi

 2 flags have been added to this record. See below for details.


## Vendor Registration

FORM NAME	I. Financial Disclosure & Conflicts of Interest
DESCRIPTION	Complete the Financial Disclosure & Conflicts of Interest form
DATE SUBMITTED	4/30/2020
STATUS	Accepted
BUSINESS NAME	Citigroup Global Markets Inc. DBA Citi
POINT OF CONTACT	<a href="#">Alex Laios</a>
FLAG FORM	















## I. Financial Disclosures &amp; Conflicts of Interest


A. IDENTIFY THE APPLICABLE ENTITY TYPE. 

**Other Privately Held Entity (i.e. LLC, partnership, privately held corporation with 100 or fewer shareholders, or other entity type not clearly identified in another option)**


B. IS THERE A PARENT ENTITY THAT OWNS 100% OF THE BUSINESS? 

Yes


Document	Status
<b>Parent Form</b>	<b>Attached by Alex Laios on 4/30/2020</b>
  <a href="#">Citi 2020 Proxy Statement.pdf</a> (PDF)	
  <a href="#">Citigroup Inc.pdf</a> (PDF)	
  <a href="#">Citigroup Financial Products Inc..pdf</a> (PDF, 497.36 KB)	
  <a href="#">Citigroup Global Markets Holdings Inc.pdf</a> (PDF, 411.54 KB)	
  <a href="#">Citigroup Global Markets Inc..pdf</a> (PDF, 505.70 KB)	
  <a href="#">Citigroup 10K.pdf</a> (PDF)	
  <a href="#">Illinois - Attachment A 4.20.2020.pdf</a> (PDF)	

 Potential Conflict

Step 6 q 4 "Yes" answer, see attachment A.  
Added by Chris Haberman on 5/6/2020

C. INSTRUMENT OF OWNERSHIP OR BENEFICIAL INTEREST 

**Corporate Stock (C-Corporation, S-Corporation, Professional Corporation, Service Corporation)**

1. IS THERE ANY INDIVIDUAL OR ENTITY WHO MEETS ANY OF THE FOLLOWING THRESHOLDS: (A) OWNS MORE THAN 5% OF THE BUSINESS, (B) HOLDS OWNERSHIP SHARE OF THE BUSINESS VALUED IN EXCESS OF \$106,447.20, (C) IS ENTITLED TO MORE THAN 5% OF THE BUSINESS' DISTRIBUTIVE INCOME, OR (D) IS ENTITLED TO MORE THAN \$106,447.20 OF THE BUSINESS' DISTRIBUTIVE INCOME? 

**Yes, the information is not publicly available (If any individuals are listed, answer Yes or No to questions 5-8 and**



11-20.)

Document	Status
  <a href="#">IPG Percentage of Ownership and Distributive Income Form COMPLETED.docx (DOCX)</a>	Attached by Alex Laios on 4/30/2020

2. PLEASE CERTIFY THAT THE FOLLOWING STATEMENT IS TRUE: ALL INDIVIDUALS OR ENTITIES THAT HOLD AN OWNERSHIP INTEREST IN THE BUSINESS OF GREATER THAN 5% OR VALUED GREATER THAN \$106,447.20 HAVE BEEN DISCLOSED IN QUESTION 1.

**Yes**

3. PLEASE CERTIFY THAT THE FOLLOWING STATEMENT IS TRUE: ALL INDIVIDUALS OR ENTITIES THAT WERE ENTITLED TO RECEIVE DISTRIBUTIVE INCOME IN AN AMOUNT GREATER THAN \$106,447.20 OR GREATER THAN 5% OF THE TOTAL DISTRIBUTIVE INCOME OF THE BUSINESS HAVE BEEN DISCLOSED IN QUESTION 1.

**Yes**

4. DISCLOSURE OF BOARD OF DIRECTORS FOR NOT-FOR-PROFIT ENTITIES.

**Not applicable - For-Profit Entity**

5. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, ARE ANY OF THEM A PERSON WHO HOLDS AN ELECTIVE OFFICE IN THE STATE OF ILLINOIS OR HOLDS A SEAT IN THE GENERAL ASSEMBLY, OR ARE THEY THE SPOUSE OR MINOR CHILD OF SUCH PERSON?

**No**

6. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, ARE ANY OF THEM APPOINTED TO OR EMPLOYED IN ANY OFFICES OR AGENCIES OF STATE GOVERNMENT AND RECEIVE COMPENSATION FOR SUCH EMPLOYMENT IN EXCESS OF 60% (\$106,447.20) OF THE SALARY OF THE GOVERNOR, OR ARE ANY OF THEM THE SPOUSE OR MINOR CHILD OF SUCH PERSON?

**No**

7. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, ARE ANY OF THEM AN OFFICER OR EMPLOYEE OF THE CAPITAL DEVELOPMENT BOARD OR THE ILLINOIS TOLL HIGHWAY AUTHORITY, OR ARE ANY OF THEM THE SPOUSE OR MINOR CHILD OF SUCH PERSON?

**No**

8. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, ARE ANY OF THEM APPOINTED AS A MEMBER OF A BOARD, COMMISSION, AUTHORITY, OR TASK FORCE AUTHORIZED OR CREATED BY STATE LAW OR BY EXECUTIVE ORDER OF THE GOVERNOR, OR ARE THEY THE SPOUSE OR AN IMMEDIATE FAMILY MEMBER WHO CURRENTLY RESIDES OR RESIDED WITH SUCH PERSON WITHIN THE LAST 12 MONTHS?

**No**

9. IF ANY QUESTION IN 5-8 ABOVE IS ANSWERED YES, PLEASE ANSWER THE FOLLOWING: DO ANY OF THE INDIVIDUALS IDENTIFIED, THEIR SPOUSE, OR MINOR CHILD RECEIVE FROM THE ENTITY MORE THAN 7.5% OF THE ENTITY'S TOTAL DISTRIBUTABLE INCOME OR AN AMOUNT OF DISTRIBUTABLE INCOME IN EXCESS OF THE SALARY OF THE GOVERNOR (\$177,412.00)?

**No**

10. IF ANY QUESTION IN 5-8 ABOVE IS ANSWERED YES, PLEASE ANSWER THE FOLLOWING: IS THERE A COMBINED INTEREST OF ANY INDIVIDUAL IDENTIFIED ALONG WITH THEIR SPOUSE OR MINOR CHILD OF MORE THAN 15% IN THE AGGREGATE OF THE ENTITY'S DISTRIBUTABLE INCOME OR AN AMOUNT OF DISTRIBUTABLE INCOME IN EXCESS OF TWO TIMES THE SALARY OF THE GOVERNOR (\$354,824.00)?

**No**

11. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM CURRENTLY HAVE, OR IN THE PREVIOUS 3 YEARS HAD STATE EMPLOYMENT, INCLUDING CONTRACTUAL EMPLOYMENT OF SERVICES? THIS DOES NOT INCLUDE CONTRACTS TO PROVIDE GOODS OR SERVICES TO THE STATE AS A VENDOR.

**No**

12. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, HAVE THEIR SPOUSE, FATHER, MOTHER, SON, OR DAUGHTER, HAD STATE EMPLOYMENT, INCLUDING CONTRACTUAL EMPLOYMENT FOR SERVICES, IN THE PREVIOUS 2 YEARS? THIS DOES NOT INCLUDE CONTRACTS TO PROVIDE GOODS OR SERVICES TO THE STATE AS A VENDOR.

**No**

13. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM CURRENTLY HOLD OR HAVE HELD IN THE PREVIOUS 3 YEARS ELECTIVE OFFICE OF THE STATE OF ILLINOIS, THE GOVERNMENT OF THE UNITED STATES, OR ANY UNIT OF LOCAL GOVERNMENT AUTHORIZED BY THE CONSTITUTION OF THE STATE OF ILLINOIS OR THE STATUTES OF THE STATE OF ILLINOIS?

**No**

14. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM HAVE A RELATIONSHIP TO ANYONE (SPOUSE, FATHER, MOTHER, SON, OR DAUGHTER) HOLDING ELECTIVE OFFICE CURRENTLY OR IN THE PREVIOUS 2 YEARS?

**No**

15. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM HOLD OR HAVE HELD IN THE PREVIOUS 3 YEARS ANY APPOINTIVE GOVERNMENT OFFICE OF THE STATE OF ILLINOIS, THE UNITED STATES OF AMERICA, OR ANY UNIT OF LOCAL GOVERNMENT AUTHORIZED BY THE CONSTITUTION OF THE STATE OF ILLINOIS OR THE STATUTES OF THE STATE OF ILLINOIS, WHICH OFFICE ENTITLES THE HOLDER TO COMPENSATION IN EXCESS OF EXPENSES INCURRED IN THE DISCHARGE OF THAT?

**No**

16. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM HAVE A RELATIONSHIP TO ANYONE (SPOUSE, FATHER, MOTHER, SON, OR DAUGHTER) HOLDING APPOINTIVE OFFICE CURRENTLY OR IN THE PREVIOUS 2 YEARS?

**No**

17. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM CURRENTLY HAVE OR IN THE PREVIOUS 3 YEARS HAD EMPLOYMENT AS OR BY ANY REGISTERED LOBBYIST OF THE STATE GOVERNMENT?

**No**

18. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM CURRENTLY HAVE OR IN THE PREVIOUS 2 YEARS HAD A RELATIONSHIP TO ANYONE (SPOUSE, FATHER, MOTHER, SON, OR DAUGHTER) THAT IS OR WAS A REGISTERED LOBBYIST?

**No**

19. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM CURRENTLY HAVE OR IN THE PREVIOUS 3 YEARS HAD COMPENSATED EMPLOYMENT BY ANY REGISTERED ELECTION OR RE-ELECTION COMMITTEE REGISTERED WITH THE SECRETARY OF STATE OR ANY COUNTY CLERK IN THE STATE OF ILLINOIS, OR ANY POLITICAL ACTION COMMITTEE REGISTERED WITH EITHER THE SECRETARY OF STATE OR THE FEDERAL BOARD OF ELECTIONS?

**No**

20. FOR THE INDIVIDUALS DISCLOSED ABOVE IN QUESTION 1 AND FOR SOLE PROPRIETORS, DO ANY OF THEM CURRENTLY HAVE OR IN THE PREVIOUS 2 YEARS HAD A RELATIONSHIP TO ANYONE (SPOUSE, FATHER, MOTHER, SON, OR DAUGHTER) WHO IS OR WAS A COMPENSATED EMPLOYEE OF ANY REGISTERED ELECTION OR REELECTION COMMITTEE REGISTERED WITH THE SECRETARY OF STATE OR ANY COUNTY CLERK IN THE STATE OF ILLINOIS, OR ANY POLITICAL ACTION COMMITTEE REGISTERED WITH EITHER THE SECRETARY OF STATE OR THE FEDERAL BOARD OF ELECTIONS?

**No**

21. HAS THERE BEEN ANY SUSPENSION OR DEBARMENT FROM CONTRACTING WITH ANY GOVERNMENTAL ENTITY WITHIN THE PREVIOUS TEN YEARS? THIS APPLIES TO ALL SOLE PROPRIETORS, FOR-PROFIT ENTITIES, NOT-FOR-PROFIT ENTITIES, AND FOR THE INDIVIDUALS DISCLOSED IN QUESTION 1 ABOVE.

No

22. HAS THERE BEEN ANY PROFESSIONAL LICENSURE DISCIPLINE WITHIN THE PREVIOUS TEN YEARS? THIS APPLIES TO ALL SOLE PROPRIETORS, FOR-PROFIT ENTITIES, NOT-FOR-PROFIT ENTITIES, AND FOR THE INDIVIDUALS DISCLOSED IN QUESTION 1 ABOVE.

No

23. HAS THERE BEEN ANY BANKRUPTCY WITHIN THE PREVIOUS TEN YEARS? THIS APPLIES TO ALL SOLE PROPRIETORS, FOR-PROFIT ENTITIES, NOT-FOR-PROFIT ENTITIES, AND FOR THE INDIVIDUALS DISCLOSED IN QUESTION 1 ABOVE.

No

24. HAVE THERE BEEN ANY ADVERSE CIVIL JUDGMENTS AND/OR ADMINISTRATIVE FINDINGS WITHIN THE PREVIOUS TEN YEARS? THIS APPLIES TO ALL SOLE PROPRIETORS, FOR-PROFIT ENTITIES, NOT-FOR-PROFIT ENTITIES, AND FOR THE INDIVIDUALS DISCLOSED IN QUESTION 1 ABOVE.

Yes

#### Attachment A

From time to time Citigroup Global Markets Inc. ("CGMI"), its parent companies (Citigroup Financial Products Inc., Citigroup Global Markets Holdings Inc. and Citigroup Inc.) and its employees are the subject of inquiries and investigations conducted by federal or state regulatory agencies. CGMI routinely cooperates with such investigations. In addition, CGMI is involved in a number of civil legal proceedings and arbitration proceedings concerning matters arising in connection with its business. As a public company, Citigroup Inc., the parent company of CGMI, files periodic reports with the Securities and Exchange Commission (the "SEC") as required by the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which include current descriptions of material regulatory proceedings, investigations and litigation, if any, concerning CGMI. Copies of the Litigation section of Citigroup Inc.'s 10-K, 10-Qs and 8-Ks describing such material events can be found at <http://www.citigroup.com/citi/fin/sec.htm>. Copies of Citigroup Inc.'s periodic reports are also on file with the SEC. CGMI's Form BD is on file with the SEC and with each State.

To the best of our knowledge, information and belief, we are not aware of any threatened or pending proceedings, investigations or litigation concerning CGMI, Citigroup Financial Products Inc., Citigroup Global Markets Holdings Inc. or Citigroup Inc. which could reasonably be expected to have a material adverse effect on CGMI's ability to perform the services contemplated by the solicitation to which CGMI is responding.

The following are summaries of certain litigation and/or regulatory matters involving municipal securities during the last ten years ended December 31, 2019:

**Variable Rate Demand Obligation Litigation:** In February and March 2019, certain financial institutions that served as remarketing agents for municipal bonds called variable rate demand obligations (VRDOs), including Citigroup Inc., Citibank, N.A., CGMI, Citigroup Global Markets Limited (collectively, "Citi") and numerous other industry participants, were named as defendants in putative class actions filed by the City of Philadelphia and the City of Baltimore in the United States District Court for the Southern District of New York. On May 31, 2019, plaintiffs filed a consolidated complaint. The consolidated complaint asserts violations of the Sherman Act, as well as claims for breach of contract, breach of fiduciary duty and unjust enrichment, and seeks damages and injunctive relief based on allegations that defendants served as remarketing agents for VRDOs and colluded to set artificially high VRDO interest rates. In July 2019, defendants filed a motion to dismiss the consolidated complaint. Citi intends to vigorously defend itself in this matter.

**Reinvest and Derivatives Litigation:** Citibank, N.A., Citigroup Financial Products, Inc. and Citigroup Global Markets Holdings Inc. (collectively "Citigroup") were named along with more than 32 other defendants in suits filed primarily by California municipalities. Citigroup is not named in the nation-wide class action and is only named in individual cases filed in California and New York. The plaintiffs in the suits naming Citigroup allege that the numerous defendants (providers and brokers) conspired to set prices in the marketplace for many types of municipal derivatives including guaranteed investment contracts ("GICs"), repurchase agreements, collateralized GICs, unsecured or uncollateralized GICs, forward purchase agreements, advanced refunding escrows, forward sales agreements, swaps, options, swaptions, ceilings, floors and collars. These cases were dismissed without prejudice on September 25, 2015.

**Municipal Continuing Disclosure Cooperation Initiative:** On June 18, 2015, the SEC announced that CGMI agreed to a settlement of allegations pursuant to the SEC's Municipalities Continuing Disclosure Cooperation Initiative (the "MCDC Initiative") that, in connection with CGMI's underwriting of certain municipal securities offerings, it willfully violated Section 17(a)(2) of the Securities Act of 1933 ("Securities Act") (the "Order"). The MCDC Initiative was a voluntary initiative pursuant to which the SEC encouraged municipal issuers and underwriters to self-report violations involving materially inaccurate statements relating to prior compliance with the continuing disclosure obligations specified in Rule 15c2-12 under the Exchange Act. Without admitting or denying the findings contained in the Order, with the exception of the SEC's jurisdiction over it and the subject matter of the proceedings, CGMI agreed to consent to: (a) cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) of the Securities Act, (b) pay a civil money penalty in the amount of \$500,000, and (c) comply with certain undertakings to retain an independent consultant to conduct a review of its policies and procedures as they relate to municipal securities underwriting due diligence.

**Auction Rate Securities:** Beginning in March 2008, Citigroup Inc. and certain of its subsidiaries were named as defendants in numerous actions and proceedings brought by Citigroup shareholders and customers concerning auction rate securities ("ARS"). These have included, among others: (i) numerous arbitrations filed by customers and issuers of ARS against Citigroup Inc. and its subsidiaries seeking damages which are in various procedural stages; (ii) two putative class actions asserting violations of Section 1 of the Sherman Act, which have been dismissed and the decision was affirmed by order dated March 5, 2013; and (iii) a consolidated putative class action asserting claims for federal securities and other statutory and common law violations, in which a motion to dismiss was granted and affirmed on appeal by order dated March 27, 2012.

**California Public Securities Association Fees:** On December 27, 2012, CGMI, along with Morgan Stanley, Goldman Sachs, Bank of America, and JP Morgan (collectively, the "Firms"), settled an inquiry made by the Financial Industry Regulatory Authority ("FINRA"). Each Firm signed a separate letter of Acceptance, Waiver and Consent ("AWC"), in which, without admitting or denying the allegations contained therein, such Firm consented to an order alleging violations of: (i) MSRB Rule G-17, by unfairly requesting and receiving reimbursements for California Public Securities Association ("Cal PSA") underwriting assessments which were not fairly associated with the underwritings, and (ii) MSRB Rule G-27, by failing to: (a) adopt, maintain and enforce written supervisory procedures for reviewing and disclosing expenses for Cal PSA and other municipal securities associations ("MSAs"); and (b) adopt, maintain and enforce adequate systems and written supervisory procedures reasonably designed to monitor how the MSAs used the funds provided to them.

As part of its AWC, CGMI consented to the imposition of: (i) a censure; (ii) a monetary fine in the amount of \$888,000; and (iii) restitution to certain issuers located in California in the amount of \$391,106.53. In addition, CGMI agreed to review its written supervisory procedures and systems and to undertake the necessary revisions to its procedures and systems in order to ensure that the procedures and systems are in compliance with MSRB Rule G-27.

**Gas Bond Transactions:** FINRA alleged that CGMI failed to establish and maintain a supervisory system, and to adopt, maintain and enforce written supervisory procedures, reasonably designed to achieve compliance with the disclosure requirements for municipal securities transactions in violation of MSRB Rule G-27. CGMI settled those allegations in an AWC dated November 7, 2011 without admitting or denying the findings, by consenting to a censure, payment of a fine of \$75,000, and an undertaking that, within 90 days, a firm principal or principals would certify to FINRA in writing that CGMI had reviewed its supervisory system and procedures for disclosure requirements as applied to municipal gas bond transactions for compliance with FINRA rules and the federal securities laws and regulations, and that CGMI had in place systems and procedures reasonably designed to achieve compliance with those rules, laws and regulations.


**Auction Rate Securities Buybacks:** In August 2008, CGMI announced agreements in principle with the SEC, New York State Attorney General ("NYAG") and the Texas State Securities Board ("Texas"), on behalf of a North American Securities Administrators Association task force, concerning inquiries into the ARS market. On December 11, 2008, the SEC, NYAG, and Texas announced the filing of final settlement orders against CGMI. As set forth in the settlements, CGMI was directed to, among other things, purchase ARS at par from certain eligible customers (largely retail, small businesses and charities), make "best efforts" to provide liquidity solutions for institutional clients who were not eligible for redemption, compensate investors who sold ARS below par, reimburse investors for excess interest costs associated with loans taken out due to ARS illiquidity, and regularly meet with/send written submissions to the regulators concerning CGMI's best efforts.

On June 30, 2010, the SEC announced that CGMI, along with two other broker-dealers, had fulfilled their obligations under the 2008 ARS settlement. To ensure compliance with the settlement, the firms were subject to a potential deferred penalty if such firms did not meet their respective settlement obligations. The SEC determined that based on the firms' compliance with their respective settlements, as well as other factors, no penalties would be pursued.

#### Potential Conflict

potential conflict disclosed.

*Added by Chris Haberman on 5/7/2020*

25. HAVE THERE BEEN ANY CRIMINAL FELONY CONVICTIONS WITHIN THE PREVIOUS TEN YEARS? THIS APPLIES TO ALL SOLE PROPRIETORS, FOR-PROFIT ENTITIES, NOT-FOR-PROFIT ENTITIES, AND FOR THE INDIVIDUALS DISCLOSED IN QUESTION 1 ABOVE. 

**No**

## Additional Information

STAFF ATTACHED FILE(S)

# ILLINOIS PROCUREMENT GATEWAY PERCENTAGE OF OWNERSHIP AND DISTRIBUTIVE INCOME FORM

---

Vendor Name: Citigroup Global Markets Inc.

DBA: Citigroup Global Markets Inc.

**INSTRUCTIONS:**

1. Ownership Share – Provide the name and address of each individual or entity and their percentage of ownership if said percentage exceeds 5%, **or** the dollar value of their ownership if said dollar value exceeds \$106,447.20.
2. Distributive Income – Provide the name and address of each individual or entity and their percentage of the disclosing vendor’s total distributive income if said percentage exceeds 5% of the total distributive income of the disclosing entity, **or** the dollar value of their distributive income if said dollar value exceeds \$106,447.20.
3. Additional rows may be inserted into the tables or an attachment in a substantially similar format may be provided if needed.

Name	Address	% of Ownership	\$ Value of Ownership	% of Distributive Income	\$ Value of Distributive Income
Citigroup Financial Products Inc.	388 Greenwich Street New York, NY 10013	100	-	-	-

# THA - Toll Highway Authority

## Purchase Order

Purchase Order Number  <b>21-557THA-FINAN-P-20648</b>
Master Contract? N
Contract/Ob #:

VENDOR	Vendor Number: V00006314 Citigroup Global Markets Inc
	227 W. Monroe St. Floor 25 Chicago, IL 60606 alexander.laios@citi.com (312) 876-3569

SHIP TO	Ship To - CA 2700 Ogden Avenue Central Administration Downers Grove, IL 60515 US Email: (630) 241-6800
---------	--

BILL TO	Contract Administrator PO Box 3094 Lisle, IL 60532-8094 US Email: ProInvoices@getipass.com (630) 241-6800
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**VENDOR INSTRUCTIONS:  
PURCHASE ORDER REQUIREMENTS - STATE OF ILLINOIS AGENCIES**

Prior to commencement of billable work, delivery of supplies or rendering of any service on a Purchase Order:  
 -Initial Purchase Order/Contract - All parties, including the State and vendor, must fully execute the contract in its entirety.  
 -Release from an existing Purchase Order/Contract - The vendor must receive a Purchase Order signed by the State Agency and attached in BidBuy. Note, for any additional requirements see specific State Agency instruction.

**PURCHASE ORDERS REQUIREMENTS - OTHER PURCHASING ENTITIES**  
 -Please see specific requirements provided by the purchasing entity.

Shipping Method: Shipping Terms: Solicitation (Bid) No.: N/A Contract Begin Date: 10/15/2017	Contract End Date: 10/14/2021	Freight Terms: Payment Terms: NA Delivery Calendar Day(s) A.R.O.: 0
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Item # 1  
Class-Item 946-30

Legacy contract for 16-0155A for Bond Underwriting Services for a term of three (3) years.

Quantity	Unit Price	UOM	Discount %	Total Discount	Tax Rate	Tax Amount	Freight	Total Cost
1.00	\$ 200,000.00	EA	0.00 %	\$ 0.00		\$ 0.00	\$ 0.00	\$ 200,000.00

Item # 2  
Class-Item 946-30

Renew contract 16-0155A for Bond Underwriting Services for a period of one year.

Quantity	Unit Price	UOM	Discount %	Total Discount	Tax Rate	Tax Amount	Freight	Total Cost
1.00	\$ 468,000.00	EA	0.00 %	\$ 0.00		\$ 0.00	\$ 0.00	\$ 468,000.00

TAX:	\$ 0.00
FREIGHT:	\$ 0.00
TOTAL:	\$ 668,000.00

The undersigned agree to the Terms and Conditions as acknowledged by the Vendor and maintained in the State of Illinois' e-procurement system. This agreement consists of all terms as maintained in the state's e-procurement system inclusive of attached documents. The Vendor affirms that the Certifications and Financial Disclosures and Conflicts of Interest are true and accurate as of the date of the Vendor's execution of this Agreement. State documents will prevail in the event of a conflict between State and Vendor documents and information. The undersigned agree to the Terms and Conditions of this agreement:

OFFICIAL SIGNATURES:

Vendor Name: \_\_\_\_\_  
Vendor  
Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Phone #: \_\_\_\_\_  
Email: \_\_\_\_\_  
Date: \_\_\_\_\_

APPROVED

By: Desiree Liberti  
Phone#: (630) 241-6800  
**BUYER**

State of Illinois Agency or Other Purchasing Entity Procuring State Agency or Entity: \_\_\_\_\_ Illinois State Toll  
Highway Authority

Official Signature: \_\_\_\_\_

Printed Name: José R. Alvarez  
Title: Executive Director

Designee Signature: \_\_\_\_\_  
Printed Name: Eric Occomy  
Title: Chief of Contract Services  
Date: 10/15/2020

Legal  
Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

Fiscal  
Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

FOR STATE OF ILLINOIS USE ONLY:

Acq. Type: \_\_\_\_\_ Source Sel. Method: \_\_\_\_\_  
Using Agency Funding Source: \_\_\_\_\_  
Detailed Expenditure Object Code: \_\_\_\_\_  
Approp. Acct Code: \_\_\_\_\_  
Award Code: \_\_\_\_\_  
Original Proc. Method: \_\_\_\_\_  
Subcontractors Disclosed: \_\_\_\_\_  
Subcontractors Utilized: \_\_\_\_\_  
Publication Date: \_\_\_\_\_ Financing Needed: \_\_\_\_\_  
IPG Cert/Disclosure Yes \_\_\_\_\_ No \_\_\_\_\_



**Signature:**



Eric Ocomy (Oct 15, 2020 18:28 CDT)

**Email:** EOcomy@getipass.com