

BYLAWS

of

SALES TAX SECURITIZATION CORPORATION

an Illinois not for profit corporation

THESE BYLAWS WERE ADOPTED BY THE BOARD OF DIRECTORS AS OF NOVEMBER 2, 2017

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BYLAWS
OF
SALES TAX SECURITIZATION CORPORATION
an Illinois not for profit corporation

**ARTICLE I.
PURPOSES**

The purposes for which the SALES TAX SECURITIZATION CORPORATION (the “Corporation”), an Illinois (the “State”) not for profit corporation (the “Corporation”) and instrumentality of the City of Chicago (the “City”) is organized are:

Section 1.1. General Purpose. To operate exclusively for civic, charitable and educational purposes within the meaning of the General Not For Profit Corporation Act of 1986, State of Illinois, as amended (the “NFP Act”).

Section 1.2. Specific Purposes. Subject to and within the limits of Sections 1.1 and 1.3, for the benefit of the City and the residents thereof, in order to lessen the burdens of government that would otherwise fall on the City, the Corporation is organized:

(a) to provide funding for any lawful purpose of the City, including, specifically, funding for capital and infrastructure requirements of the City or to refund any outstanding obligations of the City through the issuance of obligations of the Corporation and the transfer of the net proceeds of such obligations to, or upon the order of, the City to accomplish such purposes in consideration of the Corporation’s receipt of specified revenue sources of the City assigned, sold, transferred or conveyed by the City to the Corporation; and

(b) to refund outstanding obligations of the Corporation on such terms as shall be determined from time to time by the City and the Corporation.

Section 1.3. Limitations. (a) The Corporation is an instrumentality of the City established and organized in accordance with an ordinance adopted by the City Council of the City (the “Council”) on October 11, 2017 (the “Ordinance”), and shall be operated in accordance with these Bylaws, the Ordinance and such other ordinances as may be adopted from time to time by the Council (the Ordinance and such other ordinances being referred to herein as the “Ordinances”).

(b) No part of the funds received by the Corporation or any interest earnings thereon shall inure to the benefit of, or be distributable to, its Directors (as hereinafter defined), officers or other private persons, except that the Corporation shall be authorized and empowered to pay to any person not a Director reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth above.

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**ARTICLE II.
OFFICES**

Section 2.1. The Corporation shall have and continuously maintain in the State a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the City as the Board of Directors of the Corporation (the “*Board of Directors*”) may from time to time determine.

**ARTICLE III.
MEMBERS**

Section 3.1. The Corporation shall have no members.

**ARTICLE IV.
BOARD OF DIRECTORS**

Section 4.1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors (each individual director thereof referred to herein as a “*Director*”). The Board of Directors shall determine compliance with the Corporation’s stated purposes and limitations, and shall have the power and authority to do and perform all acts or functions not inconsistent with these Bylaws, the Corporation’s Articles of Incorporation (the “*Articles*”), or the Ordinances.

Section 4.2. Number, Appointment and Term of Directors. (a) Except as described in Section 4.2(b), the Board of Directors shall consist of five voting Directors, being (i) *ex officio*, the Chief Financial Officer of the City (as defined in Section 1-4-090(k) of the Municipal Code of Chicago) (the “*CFO*”), (ii) *ex officio*, the Budget Director of the City (the “*Budget Director*”), (iii) *ex officio*, the Comptroller of the City (the “*Comptroller*”), (iv) the Chair (the “*Finance Chair*”) of the Committee on Finance of the Council (the “*Finance Committee*”) or, in lieu of the Finance Chair, a member of the Finance Committee (the “*Finance Committee Designee*”) designated by the Finance Chair and approved by the Mayor of the City (the “*Mayor*”), and (v) the Chair (the “*Budget Chair*”) of the Committee on Budget and Government Operations of the Council (the “*Budget Committee*”) or, in lieu of the Budget Chair, a member of the Budget Committee designated by the Budget Chair and approved by the Mayor (the “*Budget Committee Designee*”). Any individual who is a Director because of his or her position as the CFO, the Budget Director, the Comptroller, the Finance Chair or the Budget Chair shall cease to be a Director if such individual no longer holds such position. If the Finance Committee Designee ceases to be a member of the Finance Committee, such individual will no longer be a director of the Corporation and the replacement for such Director shall be another member of the Finance Committee (including the Finance Chair) designated by the Finance Chair and approved by the Mayor. If the Budget Committee Designee ceases to be a member of the Budget Committee, such individual will no longer be a director of the Corporation and the replacement for such Director shall be another member of the Budget Committee (including the Budget Chair) designated by the Budget Chair and approved by the Mayor.

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(b) The size of the Board of Directors shall be increased to six voting Directors in the event that the Board of Directors determines to take an action that would constitute a Specified Vote (as hereinafter defined), in which case the sixth voting Director (the “*Independent Director*”) shall be a Director independent of the City who has not been, in the preceding five years: (i) a direct or indirect legal or beneficial owner in the Corporation or any of its Affiliates (as hereinafter defined); (ii) a creditor, supplier, employee, officer, family member, manager, or contractor of the Corporation or any of its Affiliates; or (iii) a person who controls (whether directly, indirectly, or otherwise) the Corporation or any of its Affiliates. As used herein, “*Affiliate*” means a person or entity that, directly or indirectly through one or more intermediaries, has a 10 percent or more voting or economic interest in the Corporation or controls, is controlled by or is under common control with the Corporation. Any Independent Director shall be appointed by the Mayor with the approval of the Council. Such appointment must occur prior to the taking by the Board of Directors of any Specified Vote. Once appointed, the Independent Director shall serve for a three-year term and shall serve until his or her successor is duly qualified and appointed. Any person or entity serving as Independent Director may be re-appointed to such position for one or more terms. The Independent Director so appointed need not be a resident of the State. In the event that an Independent Director has been appointed and the position thereafter becomes vacant due to the resignation of the Independent Director or for some other cause, then, prior to the consideration by the Board of Directors of a Specified Vote, a new Independent Director shall be appointed and be subject to the provisions of this subsection (b).

(c) In the event that the positions of CFO or Budget Director are terminated or cease to exist for any reason, a replacement director (a “*Replacement Director*”) shall be appointed by the Mayor with the approval of the Council. Any Replacement Director shall serve an initial term of three years from the applicable Replacement Date and shall serve until such time as his or her successor is duly qualified and appointed. Any person or entity serving as Replacement Director may be re-appointed to such position for one or more terms.

(d) Except in connection with the appointment of a Replacement Director, any vacancy in the Board of Directors shall be filled in the same manner as the original appointment for the vacant Director position.

Section 4.3. Interest of Independent Director. Any Independent Director who has any interest in any entity that is currently performing work for the Corporation or for the City, or is being considered by the Corporation to perform work for the Corporation or for the City, to receive funds from the Corporation or from the City, or to provide funds to or otherwise make an investment in the Corporation, shall recuse himself or herself from any vote of the Board of Directors regarding said entity. If said vote is a Specified Vote, the Specified Vote may not be held while such interest of the Independent Director persists. For the purposes of this paragraph, the term “interest” shall include any “financial interest” as defined in Chapter 2-156 of the Municipal Code of Chicago, subject to the exceptions to such definition set forth in said definition.

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Section 4.4. Fiduciary Duty of Directors. The Directors owe a fiduciary duty to the Corporation, and are, therefore, strictly prohibited from making decisions or recommendations on behalf of the Corporation for personal gain.

Section 4.5. Compensation. The Directors shall not be compensated by the Corporation, but shall be entitled to reimbursement from funds of the Corporation for all necessary expenses incurred in connection with the performance of their duties as Directors.

Section 4.6. CFO as Chair. The CFO shall be the Chair of the Board of Directors.

Section 4.7. The Chair. The Chair shall preside at all meetings of the Board of Directors, *provided that* in the absence of the Chair from any meeting, the Directors present at such meeting shall select one of their number to preside. At each meeting, the Chair shall submit such recommendations and information as he or she may consider proper concerning the business, duties and affairs of the Corporation, and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.8. Compliance with the Open Meetings Act. The Board of Directors will provide public notice of its meetings and conduct its meetings in accordance with the Illinois Open Meetings Act, 5 ILCS 120/1 *et seq.*, as now enacted or as hereafter amended (the “*Open Meetings Act*”).

Section 4.9. Quorum. A majority of the Directors then in office and physically present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that, if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.10. Manner of Acting. Except where otherwise provided by law, the Articles or these Bylaws, including, specifically, an action to approve a Specified Vote: (a) except as provided in clause (b) of this section, the act of three Directors at a meeting at which a majority of the Directors is present shall be the act of the Board of Directors; and (b) at any time the Board of Directors has been increased to six Directors in accordance with Section 4.2(b), the act of four Directors at a meeting at which a majority of the Directors is present shall be the act of the Board of Directors.

Section 4.11. Manner of Acting on a Specified Vote. Any vote of the Board of Directors to (a) cause the Corporation to file, consent to the filing of, or join in any filing of a petition for bankruptcy or commence a proceeding to liquidate, wind up or otherwise cease operations (in taking such action, the Board of Directors shall consider the interests of the creditors of the Corporation in connection with all such actions); (b) dissolve, liquidate, consolidate, combine, merge or sell substantially all of its assets (subject to Section 8.3 hereof); (c) amend these bylaws or any other organizational documents of the Corporation in a manner adverse to the interests of the holders of any obligations of the Corporation then outstanding; or (d) take any other action which could be adverse to the interests of any holders of then-outstanding obligations issued by

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the Corporation shall be considered a “*Specified Vote.*” Any Specified Vote shall become effective only upon the affirmative vote of all Directors (including, for the avoidance of doubt, the Independent Director), and such Specified Vote may not be taken or become effective during any period in which there is a vacancy in any Director position.

Section 4.12. Meeting by Conference Telephone or Videoconference. If a quorum is physically present at a meeting of the Board of Directors, the Board of Directors may permit a Director to participate in and act at such meeting by means of conference telephone, videoconference or other communications equipment through which all persons participating in the meeting can hear each other simultaneously if the Director is prevented from physically attending the meeting because of (a) personal illness or disability, (b) employment purposes or Corporation business or (c) a family or other emergency. Participation at a meeting in accordance with this Section shall be equivalent to attendance and presence in person at the meeting of the person or persons so participating, except for the purpose of determining that a quorum exists in accordance with Section 4.9 hereof.

Section 4.13. Annual Meeting. The Annual Meeting of the Board of Directors shall be held on such day as the Board of Directors shall designate for the purpose of electing officers and for the transaction of any other proper business.

Section 4.14. Regular and Special Meetings. The Board of Directors shall meet at least annually, and more often as determined by the Chair. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors.

Section 4.15. Notice of Meetings. The Board of Directors shall give public notice and notice to each Director of the time, place and purpose of each meeting of the Board of Directors in accordance with the requirements of the Open Meetings Act. Except as provided by law, posting a meeting agenda shall not preclude the consideration of items not specifically set forth in the agenda.

Section 4.16. Location of Meetings. The Board of Directors may designate any place within the City as the place of meeting for any annual meeting, regular meeting or special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation as designated from time to time.

Section 4.17. Records of Proceedings. The Corporation shall keep records of all proceedings of the Board of Directors and of any committee having been delegated authority to act on behalf of the Board of Directors, including minutes of such proceedings, in conformity with the minutes and recording requirements imposed on public bodies under the Open Meetings Act. Such minutes shall be posted and maintained on the Corporation’s website, if any.

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**ARTICLE V.
OFFICERS OF THE CORPORATION**

Section 5.1. General. The officers of the Corporation shall be a President and a Secretary-Treasurer. Additional officers of the Corporation may be elected by the Board of Directors or be selected by the President in accordance with the provisions of this Article. Any officer of the Corporation may also be a Director, other than the Independent Director, and may be an employee of the City. Any two or more offices may be held by the same person.

Section 5.2. President. The CFO shall be the President of the Corporation and shall act as the principal executive officer of the Corporation. He or she may sign, with any other proper officer of the Corporation authorized by the Board of Directors, any bonds, contracts, or other instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation.

Section 5.3. Secretary-Treasurer. The Secretary-Treasurer shall keep minutes of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws; be custodian of the corporate records of the Corporation; be responsible for the legal affairs of the Corporation; be the chief financial officer of the Corporation; subject to the guidance and direction of the Chair and consistent with requirements for issuers of municipal securities, adopt and implement customary policies pertaining to the finances of the Corporation; and, subject to the guidance and direction of the Chair, have charge of the financial affairs of the Corporation. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws; and in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors. If there is a vacancy in the office of Secretary-Treasurer, the President may appoint an individual to such office to serve until the next meeting of the Board of Directors.

Section 5.4. Election and Term of Office. Except as permitted in the following sentence, officers of the Corporation other than the President shall be elected by the Board of Directors at any duly called meeting of the Board of Directors. The Board of Directors may by resolution also delegate to the President the authority to hire and fire officers and employees subordinate to the President. Officers shall serve for a term of one year or until their successors are duly qualified and elected. Election of any officer shall not of itself create contract rights.

Section 5.5. Compensation. Officers of the Corporation shall not be compensated by the Corporation, but shall be entitled to reimbursement from funds of the Corporation for all necessary expenses incurred in connection with the performance of their duties as officers.

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**ARTICLE VI.
INTERESTED DIRECTORS AND OFFICERS**

Section 6.1. Conflicts of Interest. No contract or transaction between the Corporation and one or more of its officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the interested Director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, if:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or a committee thereof.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction but may not be counted when the Board of Directors takes action on the contract or transaction.

For purposes of this Section 6.1, a Director or officer of the Corporation shall not be deemed interested in any way solely as a result of such Director or officer being employed by the City.

Section 6.2. Burden of Proof. In a proceeding contesting the validity of a contract or transaction described in Section 6.1, the person asserting validity has the burden of proving fairness unless the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum.

Section 6.3. Self-Dealing. Any contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, which would constitute an act of self-dealing between a disqualified person and a private foundation under Section 4941 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the “Code”) or an “excess benefit transaction” under Section 4958 of the Code shall be void

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and beyond the authority of the Corporation, the Board of Directors, and its officers to agree or consent to.

**ARTICLE VII.
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 7.1. Indemnification. The Corporation shall indemnify each Director and each officer who was or is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.2. Action by Corporation. The Corporation shall indemnify each Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, except that no indemnification shall be made in respect of any claim, issue or matter as to which such Director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability, but in view of all the circumstances of the case, such Director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 7.3. Expenses. To the extent that a person who is or was a Director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit

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or proceeding referred to in Sections 7.1 or 7.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 7.4. Standard of Conduct. Any indemnification under Sections 7.1 and 7.2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 7.1 or 7.2. Directors will not be indemnified pursuant to Sections 7.1 and 7.2 for instances of gross negligence or willful misconduct. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Directors so direct, by independent legal counsel in a written opinion.

Section 7.5. No Exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Director or officer seeking indemnification may be entitled under any statute, provision in the Articles, these Bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article 7.

Section 7.7. Survival Following Merger. For purposes of this Article 7, references to "the Corporation" shall include, in addition to the surviving Corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, employees or agents, so that any person who is or was a Director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article 7 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

Section 7.8. Severability. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

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**ARTICLE VIII.
LIMITATION ON POWER OF THE CORPORATION**

Section 8.1. No Power to Pledge the City's Credit. The Corporation shall have no power to pledge the full faith and credit of the City, nor shall any obligation issued by the Corporation (or any entity sponsored by the Corporation) in connection with any project be an obligation, general, special or limited, of the City.

Section 8.2. Requirement of Approval of City Council. The Corporation shall have no power to issue any obligations in any form prior to the adoption by the Council of an ordinance directing such issuance and approving the amount and terms of such obligations and the purposes for which the proceeds of such issuances will be used. The foregoing does not preclude the Board of Directors from approving the issuance of obligations by the Corporation prior to the Council's adoption of an ordinance approving the issuance, provided that the obligations may not be issued until the ordinance has been adopted.

Section 8.3 Limitation on Dissolution, Liquidation, Consolidation, Merger and Asset Sales. While any portion of any obligation issued by the Corporation is outstanding, the Corporation may not dissolve, liquidate, consolidate, merge or sell the assets of the Corporation pledged to the payment of such obligations.

**ARTICLE IX.
REQUIRED POLICIES AND PROCEDURES**

Section 9.1. Disclosure Statements. The Corporation shall establish policies and procedures for requiring transaction participants to complete disclosure statements that are substantially similar to the economic disclosure statements required of third parties for transactions with the City under the Municipal Code of Chicago, as now enacted or as hereafter amended. Such disclosure statements shall be open for public inspection and review and shall be posted on the Corporation's website.

Section 9.2. Cooperation with IGO. The Corporation, including all Directors, officers and employees of the Corporation, shall have a duty to cooperate with the City of Chicago Office of the Inspector General (the "IGO") in any investigation, audit or review undertaken by the IGO with respect to the performance of the Directors and officers and employees of the Corporation; any projects financed or supported by the Corporation; and any programs or operations undertaken by the Corporation; all in order to detect and prevent misconduct, inefficiency and waste within the programs and operations of the Corporation. In the course of an investigation by the IGO, upon the IGO's request, the Corporation's premises, equipment, personnel, books, records and papers shall be made available as soon as practicable to the IGO. Every Corporation financing, contract and grant and every bid, proposal, application or solicitation for a Corporation contract or grant shall contain a statement that every project investor and every contractor, subcontractor, licensee and grantee of the Corporation has a duty to cooperate with the IGO in like manner as the Corporation.

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Section 9.3. FOIA. The Corporation shall provide public access to books, records, minutes and documents, in accordance with the Illinois Freedom of Information Act, 5 ILCS 140/1 *et seq.*, as now enacted or as hereafter amended (“FOIA”). The Corporation shall cooperate with the City with respect to compliance with the requirements of FOIA concerning any public documents or records that are in the possession of the Corporation but are nonetheless subject to the City’s obligation to provide public access under FOIA.

Section 9.4 Debt Transactions Accountability Ordinance. The Corporation shall comply with, and assist the City in complying with, the Debt Transactions Accountability Ordinance, Chapter 2-165 of the Municipal Code of Chicago.

**ARTICLE X.
GENERAL PROVISIONS**

Section 10.1. Nonprofit Organization. The Corporation shall function as a nonprofit organization, as an instrumentality of the City and as an entity that is eligible to issue municipal obligations “on-behalf-of” the City for federal tax purposes.

Section 10.2. NFP Act. The Corporation shall function as a nonprofit organization qualifying under the NFP Act. The Corporation shall have all of the general powers set forth in the provisions of the NFP Act, together with the power to solicit and receive grants, contributions and bequests for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes; *provided, however,* that the Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Article I. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

Section 10.3. No Business for Profit. The Corporation is not organized for profit and shall not be operated for the purpose of carrying on a trade or business for profit.

Section 10.4. No Private Inurement. No part of the income of the Corporation shall inure to the benefit of any Director or officer of the Corporation or any private person, except that reasonable compensation may be paid for services rendered on behalf of the Corporation. No Director or officer of the Corporation or any private person shall be entitled to share in any distribution of any of the assets of the Corporation upon its dissolution.

Section 10.5. No Political Activities. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

Section 10.6. Corporate Obligations. The Corporation shall:

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- (a) Conduct the business of the Corporation only in its own name;
- (b) Observe all corporate formalities required by the NFP Act, the Ordinance and these Bylaws;
- (c) Pay all Corporation liabilities from the funds of the Corporation;
- (d) Procure invoices and checks bearing the name of the Corporation, and not bearing the name of the City or any other person or entity, and utilize such invoices and checks in the conduct of the business of the Corporation; and
- (e) Hold itself out as a separate entity from the City, and attempt to correct any known misunderstanding regarding its separate identity.

Section 10.7. Prohibited Activities. The Corporation shall not:

- (a) Guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (b) Acquire obligations or securities of the City, its directors or employees; or
- (c) Pledge its assets for the benefit of any other entity or make any loans or advances to any other entity except in furtherance of the purposes described in Section 1.2 hereof.

Section 10.8. Dissolution. In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, cause the remaining assets of the Corporation to be distributed to the City for a public purpose.

Section 10.9. Survival. The provisions of this Article shall be effective at all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, voluntarily or involuntarily, or by operation of law or any other provision hereof.

**ARTICLE XI.
CONTRACTS, CHECKS, DEPOSITS & FUNDS**

Section 11.1. Signing Authority. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 11.2. Indebtedness. Notwithstanding anything to the contrary herein, the Corporation shall not incur indebtedness other than: (a) any Bonds issued pursuant to that Master

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Trust Indenture by and between the Corporation and the Bank of New York Mellon Trust Company, N.A., as trustee (the “*Trust Indenture*”) and (b) unsecured trade payables: (i) that are incurred in the ordinary course of business; (ii) related to the Sales Tax Revenues described in the Trust Indenture; (iii) required to be paid within 60 days from the date such trade payables are first incurred; and (iv) not evidenced by a promissory note.

Section 11.3. Evidences of Indebtedness. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two Directors.

Section 11.4. Corporation Accounts. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. The accounts holding the assets of the Corporation shall be maintained separately and apart from those of the City or any other person or entity, and such accounts holding such assets of the Corporation shall not be commingled with the assets of the City or any other entity.

Section 11.5. Gifts. The Board of Directors or the president may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Gifts to individual Directors and officers of the Corporation shall be subject to the gift restrictions in Chapter 2-156 of the Municipal Code of Chicago and any other gift policies adopted by the Board of Directors.

Section 11.6. Reimbursement of City Expenses. The Corporation shall reimburse the City or any other person or entity for any expenses incurred by the City or such person or entity in connection with the activities of the Corporation including, but not limited to, reimbursement for the value of the use of office space by the Corporation and value of the time of City employees of the City or such person or entity provided to the Corporation.

**ARTICLE XII.
BOOKS AND RECORDS**

Section 12.1. Books and Records. The Corporation shall keep correct and complete books and records of account (which shall not be part of the books and records of the City) and shall also keep minutes of the proceedings of its Board of Directors and committees, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

Section 12.2. Financial Statements. The Corporation shall prepare and maintain financial statements. Such financial statements shall present the operations and financial position of the

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Corporation and shall not include the financial statements of any other person or entity, including the City.

**ARTICLE XIII.
FISCAL YEAR**

Section 13.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

**ARTICLE XIV.
SEAL**

Section 14.1. No Corporate Seal. The Corporation shall not have a corporate seal.

**ARTICLE XV.
AMENDMENTS TO BYLAWS**

Section 15.1. Amendments. Subject to the limitations of Section 4.11 hereof, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an act of the Board of Directors, except that the provisions of these Bylaws regarding Specified Votes may not be altered, amended or repealed in any way.