



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 79307

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

Young Men's Christian Association of Chicago

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

801 N Dearborn
Chicago, IL 60610
United States

C. Telephone:

312-932-1302

Fax:

312-932-1332

D. Name of contact person:

Ms. Jenny Ferrer

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

CORP - YOUTH SERVICES - RISE

Which City agency or department is requesting this EDS?

DEPT OF FAMILY AND SUPPORT SERVICES

Specification Number

130660

Contract (PO) Number

31984

Revision Number

3

Release Number

User Department Project Number

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Other

Please specify the nature of your enterprise.

constituted pursuant to Special Acts of the Illinois General Assembly in 1861, as amended in 1867. Exempt per 501(c)(3).

Is the Disclosing Party incorporated or organized in the State of Illinois?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director:	Mr. Richard Malone
Title:	President and CEO
Role:	Both
Officer/Director:	Ms. Julie Burke
Title:	Executive Vice President and Chief Financial Officer
Role:	Both
Officer/Director:	Ms. Christina Krasov
Title:	Vice President of Performance Improvement
Role:	Both
Officer/Director:	Ms. Denise Lam
Title:	Senior Vice President of Integrated Business Systems
Role:	Both
Officer/Director:	Ms. Kathleen Ravotti
Title:	Senior Vice President and General Counsel
Role:	Both
Officer/Director:	Ms. Charmaine Williams
Title:	Senior Vice President of Human Resources
Role:	Both
Officer/Director:	Ms. DaWana Williamson
Title:	Senior Vice President of Youth Development
Role:	Both
Officer/Director:	Ms. Rae Ulrich
Title:	Vice President of Integrated Marketing and Digital Strategy
Role:	Both
Officer/Director:	Ms. Sarah Sharon
Title:	Vice President of Fitness and Healthy Living
Role:	Both

2. Ownership Information

Please provide ownership information concerning each person or entity that holds, or is anticipated to hold (see next paragraph), a direct or indirect beneficial interest in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in

a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

Please disclose present owners below. Please disclose anticipated owners in an attachment submitted through the "Additional Info" tab. "Anticipated owner" means an individual or entity in existence at the time application for City action is made, which is not an applicant or owner at such time, but which the applicant expects to assume a legal status, within six months of the time the City action occurs, that would render such individual or entity an applicant or owner if they had held such legal status at the time application was made.

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained any legal entities in connection with the Matter?

No

3. Has the Disclosing Party retained any persons in connection with the Matter?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I certify the above to be true

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

I have a disclosure to make

List below the names of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago:

Name:	Ms. Sharon Fairley
City Title:	First Deputy Inspector General and General Counsel of the City of Chicago Office of Inspector General

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City

employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

I have a disclosure to make

List below the names of all City recipients, who at any time during the 12-month period preceding the execution date of this EDS, have received a gift. Also include the description and value of the gift:

City Recipient:	Ms. Sharon Fairley
Gift Description:	Incidental and occasional food and beverages during Board of Managers meetings
Value of Gift:	less than \$25

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is not a "financial institution"

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in [Chapter 2-156 of the Municipal Code](#) have the same meanings when used in this Part D.

1. In accordance with [Section 2-156-110 of the Municipal Code](#): Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

No

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for

damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VI -- CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

No

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at www.cityofchicago.org/city/en/depts/ethics.html, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions

with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its [Affiliated Entities](#) will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal [Excluded Parties List System \("EPLS"\)](#) maintained by the U.S. General Services Administration.

I certify the above to be true

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

I certify the above to be true

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

Pursuant to [Municipal Code Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [Section 2-92-416 of the Municipal Code?](#)

No

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

Complete List of Board of Managers and Officers List of Lobbyist and Consultant Parties Retained Directly by Applicant Additional Statements: - Response to Certifications set forth in Section V-B-1 through V-B-4 - Response to Section V-B-8 - Response to Section V-B-9

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

Complete List of Board of Managers and Officers List of Lobbyist and Consultant Parties Retained Directly by Applicant Additional Statements: - Response to Certifications set forth in Section V-B-1 through V-B-4 - Response to Section V-B-8 - Response to Section V-B-9

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 01/14/2016

Ms. Jenny Ferrer

Jenny Ferrer, Controller, Government Contracts and Grants

Young Men's Christian Association of Chicago

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

YMCA Board of Managers and Board of Trustees

Caryn Africk
Charles Besser
Laurence Birch
Todd Cabanban
Amy Carbone
Arthur Catrambone
Henry Chandler*
Allen Cizner
Daniel Creamean
A. Steven Crown, Vice Chair*
Elizabeth Cummings
James DiMedio
Jeffrey Douthit
Sharon Fairley, Vice Chair
William Fausone
Fred Feinstein
Leon Finney
Peter Fissinger
Amanda Fox
Charles Frank
Benno Friedrich*
Matt Gambs
Al Gordon
James Hayes*
Larry Hund
Joseph Karczewski
R. Patricia Kelly
Christopher Keogh
Connie Lindsey
Father Robert Lombardo
Richard Malone
Peter McNitt, Chair
William McClayton
Michael McMurray
Thomas Miers
John Neal*
Michael Nelson
Michelle Nettles
Gregory Nickele
Stanley Nitzberg
Bridget O'Neill
S. James Perlow*
Julian Posada

Colleen Reitan
Kathy Roeser
David Selby
Steven Sorenson
Tyronne Stoudemire
Kathryn Sullivan
Frederick Thomas
Joseph Tilson, Vice Chair
Mark Wilcox, Treas. and Recording Sec.*
Katharine Wolanyk
William Bennett**
Yolanda Deen**
Donald Gralen**
David Vitale**

* Also member of Board of Trustees

**Member of Board of Trustees only

LOBBYIST AND CONSULTANT PARTIES RETAINED DIRECTLY BY APPLICANT

<u>Name</u>	<u>Business Address</u>	<u>Relationship</u>	<u>Fees¹</u>
Partners by Design	213 W. Institute Place Chicago, Illinois 60610	Architect	\$32,000
Sidley Austin LLP	One S. Dearborn Chicago, Illinois 60603	Attorneys	\$3,000
rnc International LLC	401 N. Michigan – Suite 2910 Chicago, Illinois 60611	Owner's representative	\$5,000
Skender Construction LLC	200 W. Madison Chicago, Illinois 60606	Contractor	\$4,000
Gremley & Biedermann	4505 N. Elston Chicago, Illinois 60630	Surveyor	\$1,650

¹ Approximate fees based on estimated time expended or to be expended in meetings with City of Chicago representatives or public hearings.

YOUNG MEN'S CHRISTIAN ASSOCIATION OF CHICAGO – ECONOMIC DISCLOSURE STATEMENT

Additional statements

Response to Section V-B-7:

The Disclosing Party makes the certifications set forth in Sections V-B-1 through V-B-4 to the best of its knowledge after reasonable inquiry. Further, to the best of its knowledge, and belief, the Undersigned certifies that each of the persons identified in Section II.B.1 of this EDS is able to certify to the statements set forth in Sections V-B-2 through V-B-4 of the EDS subject to the qualification set forth below. As for any unrelated Contractor, Affiliated Entity of such Contractors or Agents of either (collectively, "Unrelated Entities"), however, Undersigned certifies that it has not hired with respect to the Matter and will not knowingly hire, without disclosure to the City of Chicago, any Unrelated Entities who are unable to certify to such statements. Furthermore, the persons identified in Section II.B.1 of this EDS, as members of the Board of Managers and Board of Trustees, are involved in a wide variety of business, charitable, social and other activities and transactions independent of their activities on behalf of the Undersigned. With such a large business presence and a wide variety of activities subject to complex and extensive regulatory frameworks at the local, state, and federal levels, allegations or findings of civil or criminal liability, as well as the termination of one or more transactions for various reasons, may have arisen and pertain to or be the subject of matters covered in these certifications. However, the Disclosing Party has nearly 700 full-time employees and 58 members of the Board of Managers and Board of Trustees and cannot further certify. In such circumstances, however, it is Undersigned's policy to diligently investigate any such allegations, promptly resolve any allegations or findings, and at all times comply in good faith with all applicable legal requirements.

Response to Section V-B-8:

To the best of Disclosing Party's knowledge after reasonable inquiry, none of the persons identified in Section II.B.1 of this EDS were employees, or elected or appointed officials of the City of Chicago during the period of August 26, 2014 through August 26, 2015. Note that Sharon Fairley, an unpaid volunteer Vice Chair of the Board of Managers, is a City of Chicago employee (the First Deputy Inspector General and General Counsel of the City of Chicago Office of Inspector General). The Disclosing Party has nearly 700 full-time employees and is unaware, other than with respect to Ms. Fairley (who is not an employee of the Disclosing Party but is a volunteer member of one of its governing boards), of any particular employee having been a City of Chicago employee or elected or appointed official during the time period previously described, but did not, for its new hires during the period of September 3, 2014 through September 3, 2015, collect data on immediately preceding employment by the City of Chicago or status of a new hire as an elected or appointed official of the City of Chicago.

Response to Section V-B-9

City employee Sharon Fairley is an unpaid volunteer Vice Chair of the Applicant's Board of Managers. The Applicant may have provided Ms. Fairley, along with all other attending Board members and solely in her capacity as a Board of Manager member, with incidental and occasional food and beverages during scheduled Board of Manager meetings.