

**SECOND AMENDMENT
INSURANCE BROKERAGE SERVICES CATEGORIES 1 & 3
PBC ADMINISTRATION
CONTRACT NUMBER PS2057A**

THIS SECOND AMENDMENT AGREEMENT is made and entered into as of the 10th day of September 2019, and shall be deemed and taken as forming a part of the Agreement for Insurance Brokerage Services Categories 1 & 3 ("Agreement") by and between the **PUBLIC BUILDING COMMISSION OF CHICAGO**, a municipal corporation of the State of Illinois ("Commission") and **Mesirow Insurance Services, Inc.** ("Consultant") dated October 1, 2015 with the like operation and effect as if the same were incorporated therein.

WITNESSETH:

WHEREAS, the Commission and Consultant have heretofore entered into an Agreement dated the 1st day of October 2015 wherein the Consultant is to provide Insurance Brokerage Services Categories 1 & 3 for Public Building Commission of Chicago; and

WHEREAS, the Commission and Consultant now desire to amend the Agreement to extend the term of the Agreement;

NOW THEREFORE, in consideration of the provisions and conditions set forth in the Agreement and herein, the parties hereto mutually agree to amend the Agreement as hereinafter set forth.

It is agreed by and between the parties hereto that the sole modification of, changes in and amendments to the Agreement pursuant to this Amendment are as follows:

TERMS

1. Recitals

THE ABOVE RECITALS ARE EXPRESSLY INCORPORATED IN AND MADE A PART OF THE AMENDMENT AGREEMENT AS THOUGH FULLY SET FORTH HEREIN.

2. Term

2.1 This amendment is an extension of the existing Insurance Brokerage Services Categories 1 & 3 contract through October 1, 2020.

3. Compensation of the Consultant

3.1 The Compensation to be paid to the Consultant under this Amendment is \$116,000.00.

Execution of this Amendment by the Consultant is duly authorized by the Consultant and the signature(s) of each person signing on behalf of the Consultant have been made with the complete and full authority to commit the Consultant to all terms and conditions of this Amendment.

All capitalized terms not defined herein shall have the meaning ascribed to them in the agreement. Except as and to the extent that the terms of the Agreement are amended and modified herein, all terms of the Agreement shall remain in full force and effect.

MESIROW INSURANCE SERVICES, INC.

Unanimous Consent of the Board of
Directors to Action Without a Meeting

July 29, 2016

The undersigned, being all of the members of the Board of Directors (the "Board") of Mesirow Insurance Services, Inc., an Illinois corporation (the "Corporation"), hereby unanimously consent in writing, as permitted by the Business Corporation Act of Illinois and by the bylaws of the Corporation, to the adoption of the following resolutions, and direct that the executed copy of this consent be filed with the books and records of the Corporation:

WHEREAS, the Corporation has entered into the Stock Purchase Agreement (the "SPA"), dated July 1, 2016, by and among the Corporation, Alliant Insurance Services, Inc., a Delaware corporation ("Buyer"), Alliant Holdings, L.P., a Delaware limited partnership and indirect parent company of the Buyer, Mesirow Financial Services, Inc., an Illinois corporation ("Seller"), and Mesirow Financial Holdings, Inc., the parent company of Seller, pursuant to which, among other things, it is contemplated that the Buyer will acquire from Seller all of the capital stock of the Corporation, which consists of 500 shares of common stock, upon the terms and subject to the conditions set forth in the SPA;

WHEREAS, each of the officers of the Company intends to resign or will otherwise be removed as an officer of the Company, effective as of the date hereof; and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company to appoint new officers for the Company, effective as of the date hereof.

NOW, THEREFORE, be it hereby resolved as follows:

Appointment of Officers

RESOLVED, that, effective as of the date hereof, each of the following individuals be and hereby is appointed as an officer of the Corporation, each to hold the office set forth opposite such person's name until his successor shall have been appointed and qualified or until he shall have resigned or been removed:

Thomas W. Corbett, as Chairman & Chief Executive Officer
P. Gregory Zimmer, Jr., as President
Ralph S. Hurst, as Senior Executive Vice President, President of the National Brokerage Group
Peter Carpenter, as Senior Executive Vice President & Chief Operating Officer
Ilene Anders, as Senior Executive Vice President & Chief Financial Officer

John Harney, as Executive Vice President
Ted C. Filley, as Executive Vice President & Treasurer
Kenneth A. Zak, as Senior Vice President, General Counsel & Secretary

General

RESOLVED, that all actions heretofore taken by any officer of the Corporation (each, an “Authorized Officer”) or a director of the Corporation in connection with the subject matter of the foregoing resolutions be, and they hereby are confirmed, ratified and approved in all respects;

FURTHER RESOLVED, that the Board hereby adopts and incorporates by reference any form of specific resolution to carry into effect the intent and purposes of the foregoing resolutions, or to cover authority included in matters authorized in the foregoing resolutions, including, without limitation, forms of resolutions in connection therewith that may be required by any state, other jurisdiction or other institution, person, or agency, and a copy thereof shall be inserted in the minute book of the Corporation following the minutes of this meeting and certified as duly adopted hereby;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to enter into, execute, deliver and perform any and all such agreements, certificates, instruments or other documents and to give such notices or instructions and to take such other actions and to do such other acts and things as any Authorized Officer may from time to time deem necessary or appropriate to effect the transactions contemplated by the foregoing resolutions, or otherwise authorized by the foregoing resolutions, including, without limitation, on behalf of the Corporation in its capacity as the sole member of Mesirow Financial Structured Settlements, LLC, the taking of any such action to be conclusive evidence that the same has been approved by the Corporation;

FURTHER RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of any Authorized Officer to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

FURTHER RESOLVED, that this unanimous written consent of the Board may be executed in counterparts, each of which shall be considered an original and all of which shall constitute one and the same instrument; and

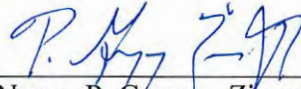
FURTHER RESOLVED, that the executed copy of this unanimous written consent of the Board shall be filed with the minutes of the proceedings of the Board.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Board of Directors of the Corporation as of the date first written above.



Name: Thomas W. Corbett
Title: Director



Name: P. Gregory Zimmer, Jr.
Title: Director



Name: Ralph S. Hurst
Title: Director

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IN WITNESS WHEREOF, the parties hereto have agreed and executed this Amendment Agreement No. 2.

ATTEST:

PUBLIC BUILDING COMMISSION
OF CHICAGO

BY: *Lori E. Lightfoot* Date: _____
Mayor Lori E. Lightfoot
Chairman

BY: *Lori Ann Lypson* Date: 9/23/19
Lori Ann Lypson
Secretary

Mesirow Insurance Services

By: *[Signature]*

Consultant

Date: 9-16-19

Subscribed and sworn to me this

11th day of September 2019.

[Signature]
Notary Public

My Commission expires: January 5, 2023



(Seal of Notary)

Approved as to form and legality

Anne L. Zredd
Neal & Leroy, LLC

Date: 9-20-19