



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

September 13, 2023

Kristin Faust
Executive Director
Illinois Housing Development Authority
401 N. Michigan Ave., Suite 700
Chicago, Illinois 60654

Re: PD 368, Sub area E.3, 400 N. Lake Shore Dr./462 E. North Water St.

Dear Ms. Faust:

In response to a recent request from Related Midwest, please be advised that the subject property is zoned Planned Development No. 368 ("PD 368") and located within Sub area E.3.

It is our understanding that Related Midwest is seeking financing from the Illinois Housing Development Authority for the construction of a proposed 72-story building at 400 N. Lake Shore Dr. and 462 E. North Water St. containing 635 dwelling units. Within Sub area E.3, PD 368 permits two new buildings to be constructed in two phases with the following combined maximums: 1,100 dwelling units, 110,000 square feet of retail space and a floor area ratio of 15.92.

On August 18, 2023, a minor change was approved allowing design modifications to the proposed Phase 1 building as shown on the attached Site Plan and Chicago River Elevation. A caisson permit (app. no. 100960347) for the proposed 72-story building with 634 dwelling units is currently under review by our department. It is our understanding that Related Midwest will be submitting a revision to the caisson permit to increase the number of dwelling units from 634 to 635. All construction must comply with the requirements of PD 368 and all necessary permits must be obtained prior to the start of construction.

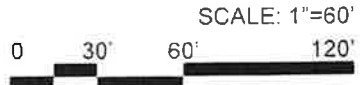
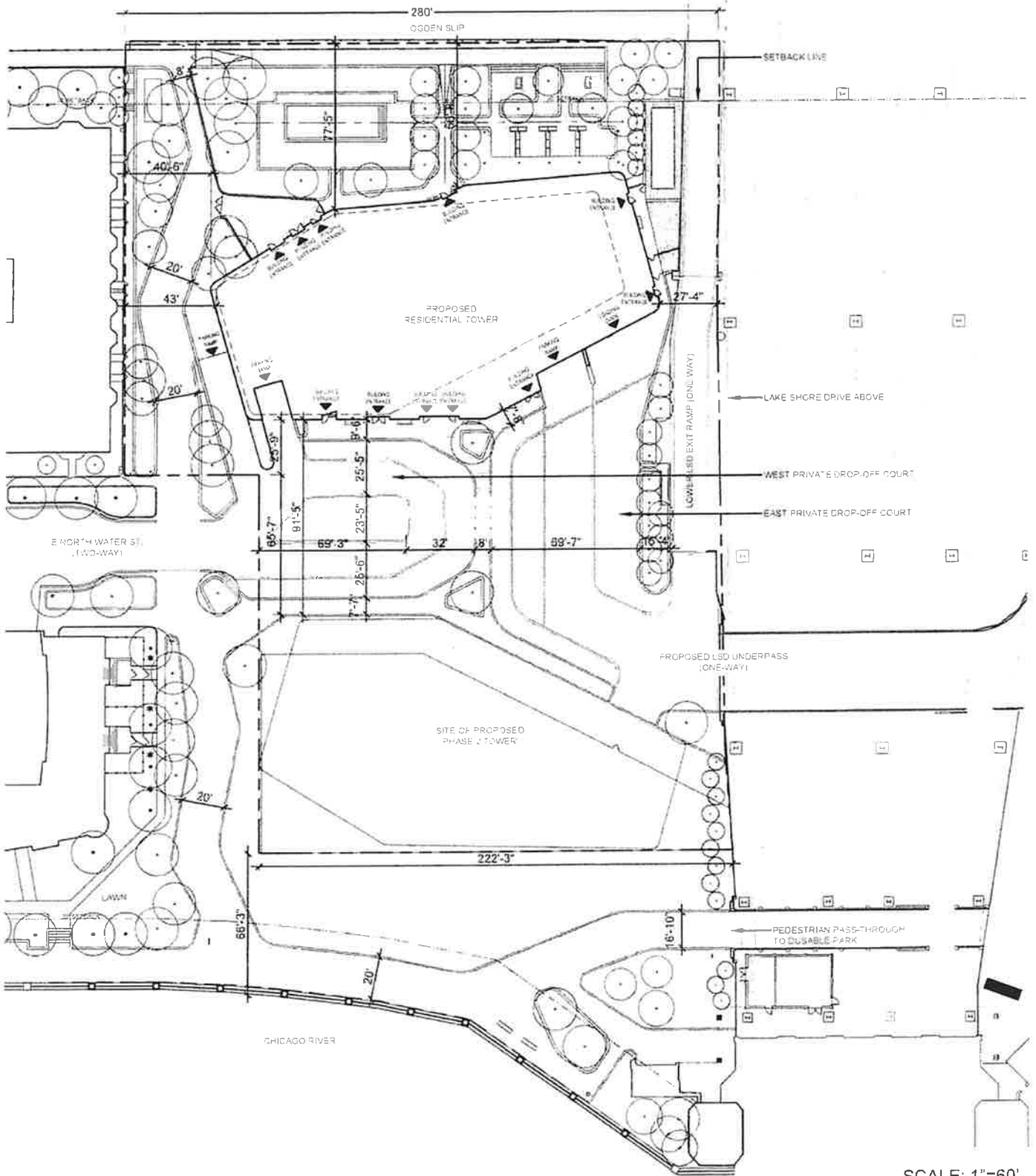
Sincerely,



Patrick Murphey
Zoning Administrator

PM:tm

C: Will Tippens, Janice Hill, Erik Glass, Mike Marmo



Applicant: RMW Acquisition Company LLC
 Address: 400 N Lake Shore Drive
 Chicago IL 60611
 Revision Date: June 26, 2023

SITE PLAN - PHASE 1



TOP OF PHASE 1 TOWER
EL. +858'



GLASS & ALUMINUM
WINDOW WALL WITH
DECORATIVE METAL
ACCENT PANEL

ANY ARCHITECTURAL LIGHTING
WILL BE DIMMABLE

GLASS AND ALUMINUM
STOREFRONT BETWEEN
MASONRY FRAME



PROPOSED DEVELOPMENT



Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
Chicago, IL 60611
Revision Date: June 26, 2023

CHICAGO RIVER ELEVATION PHASE 1



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

September 8, 2023

Kristin Faust
Executive Director
Illinois Housing Development Authority
401 N. Michigan Ave., Suite 700
Chicago, Illinois 60654

Re: PD 368, Sub area E.3, 400 N. Lake Shore Dr./462 E. North Water St.

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Sincerely,

Patrick Murphey
Zoning Administrator

PM:tm

C: Will Tippens, Janice Hill



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

September 13, 2023

Kristin Faust
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Illinois Housing Development Authority
401 N. Michigan Ave., Suite 700
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Re: PD 368, Sub area E.3, 400 N. Lake Shore Dr./462 E. North Water St.

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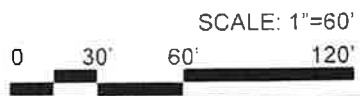
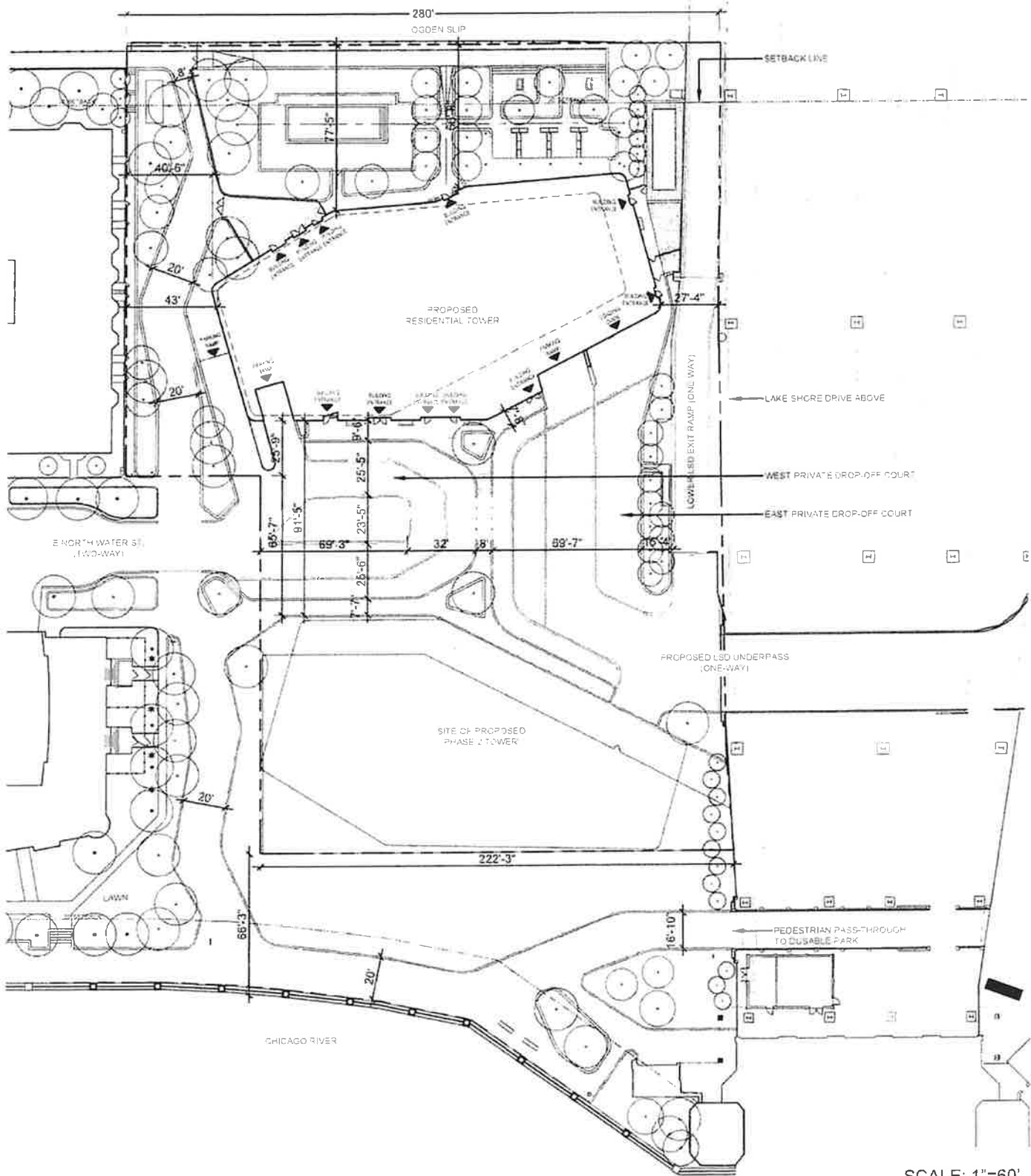
Sincerely,



Patrick Murphey
Zoning Administrator

PM:tm

C: Will Tippens, Janice Hill, Erik Glass, Mike Marmo



Applicant: RMW Acquisition Company LLC
 Address: 400 N Lake Shore Drive
 Chicago IL 60611
 Revision Date: June 26, 2023

SITE PLAN - PHASE 1



TOP OF PHASE 1 TOWER
EL. +858'



GLASS & ALUMINUM
WINDOW WALL WITH
DECORATIVE METAL
ACCENT PANEL

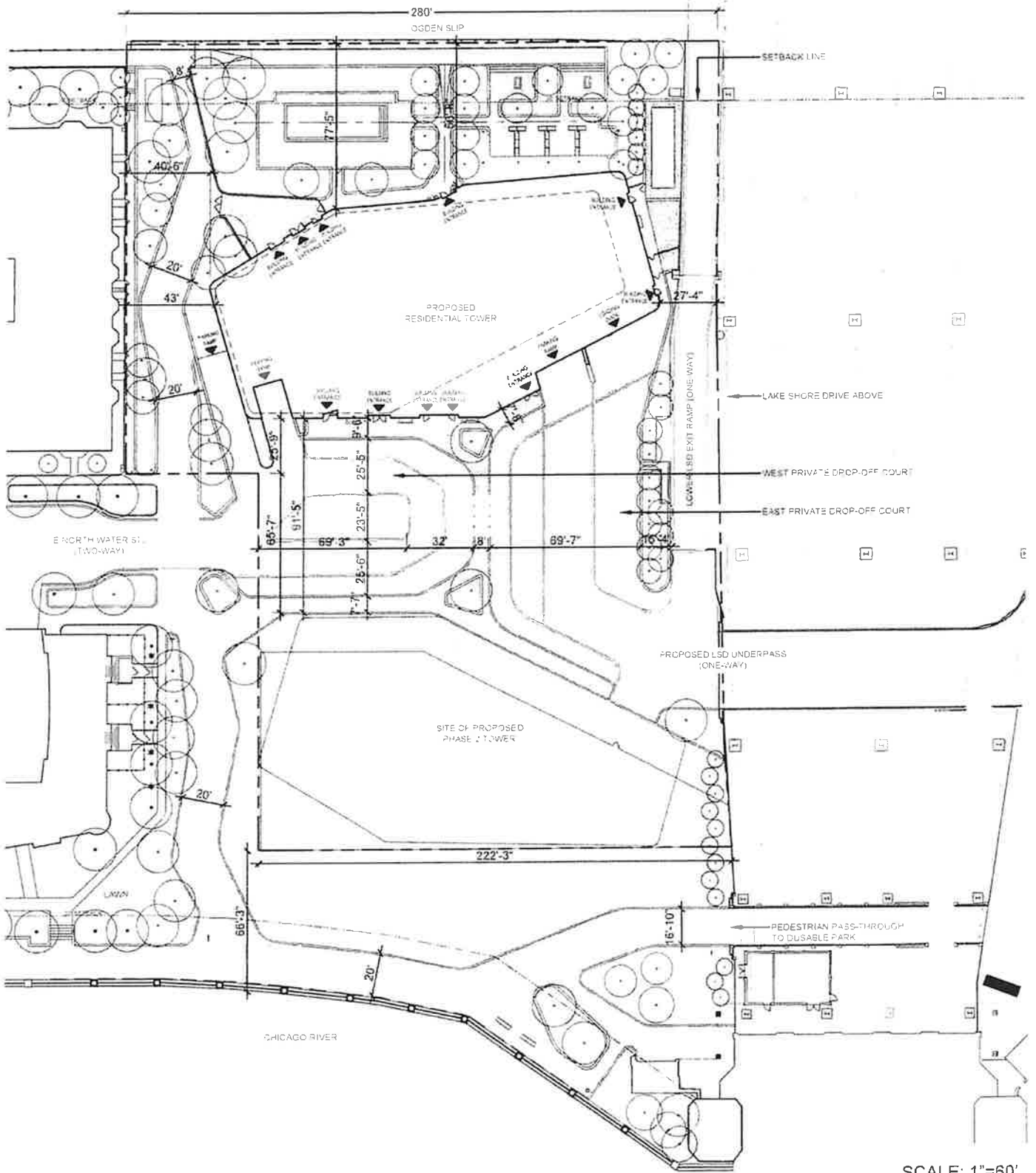
ANY ARCHITECTURAL LIGHTING
WILL BE DIMMABLE

GLASS AND ALUMINUM
STOREFRONT BETWEEN
MASONRY FRAME



Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
Chicago, IL 60611
Revision Date: June 26, 2023

CHICAGO RIVER ELEVATION PHASE 1



SCALE: 1"=60'



Applicant: RMW Acquisition Company LLC
 Address: 400 N Lake Shore Drive
 Chicago IL 60611
 Revision Date: June 26, 2023

SITE PLAN - PHASE 1



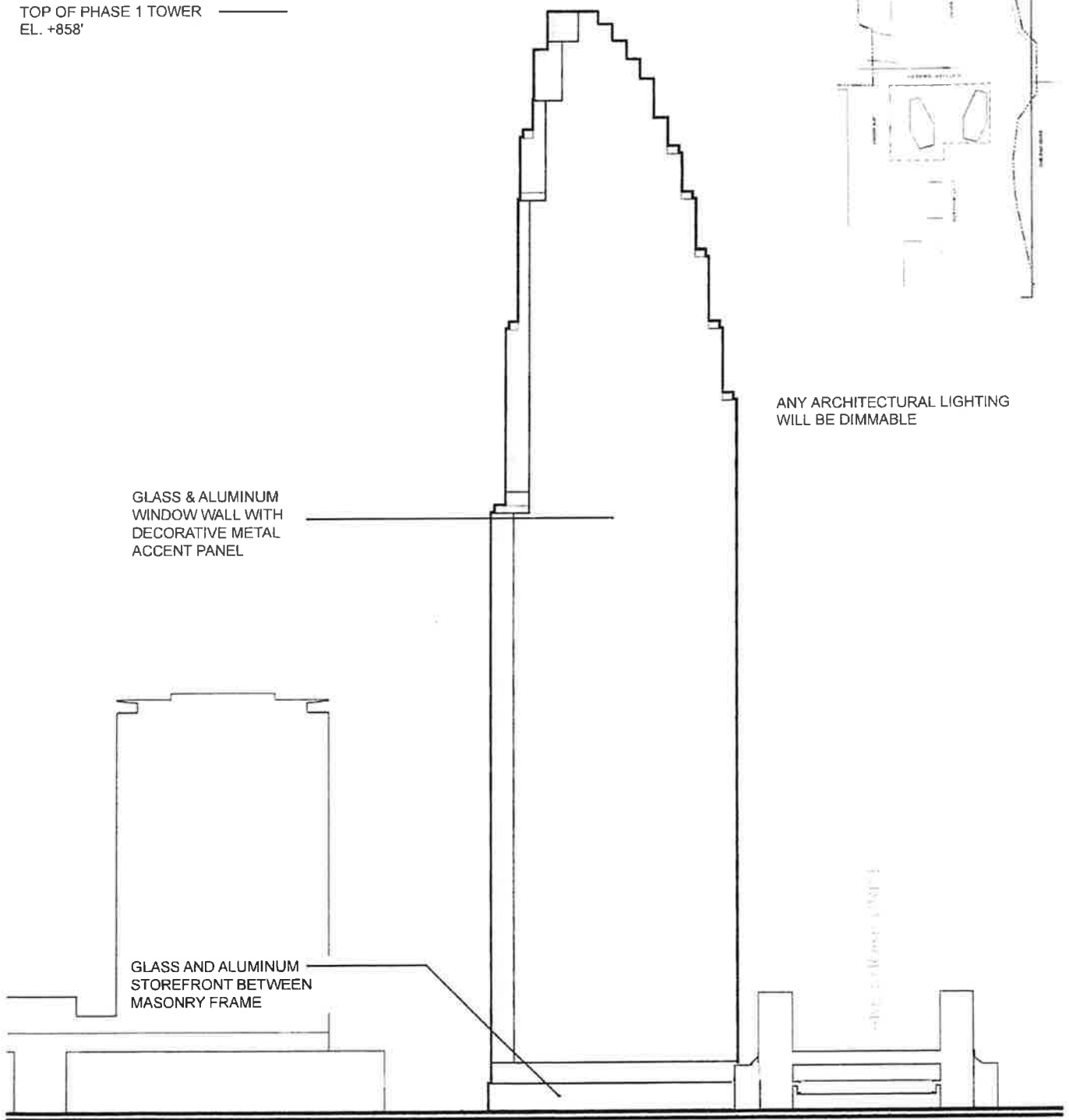
TOP OF PHASE 1 TOWER
EL. +858'



ANY ARCHITECTURAL LIGHTING
WILL BE DIMMABLE

GLASS & ALUMINUM
WINDOW WALL WITH
DECORATIVE METAL
ACCENT PANEL

GLASS AND ALUMINUM
STOREFRONT BETWEEN
MASONRY FRAME



Applicant: RMW Acquisition Company LLC
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CHICAGO RIVER ELEVATION PHASE 1



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

August 18, 2023

Katie Jahnke Dale
DLA Piper LLP
444 West Lake Street, Suite 900
Chicago, Illinois 60606

Re: Minor Change to Planned Development No. 368, Sub-parcel E.3 – 400 Lake Shore Drive

Dear Ms. Janke Dale,

Please be advised that your request for a minor change to Planned Development No. 368 (“PD 368”) has been considered by the Department of Planning and Development (“DPD”) pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement Number 18 of PD 368.

RMW Acquisition Company LLC (the “Applicant”), the sole owner of Sub-parcel E.3, has filed a minor change to modify the design of the site and proposed building in Sub-parcel E.3 in PD 368. As a result, the modifications listed below and shown in the exhibits listed below have been made.

Elevations:

1. The terrace setback locations have been revised to start higher on the façade. The number of setbacks to reach the top of the building remains the same. The overall building height has decreased from 875’ to 858’.
2. The decorative metal accent panels at the east and west facades have been replaced with custom mullion caps. The principal north and south wall expression is unchanged.
3. The Level 2 enclosure has been changed from curtainwall to brick to match the Level 1 enclosure.

Site Plan:

1. The width of the path connecting the Riverwalk to Ogden Slip was revised to be 20’ in width to allow emergency vehicle access to the north side of the Phase 1 tower.
2. Wood decking at the Riverwalk seating area has been replaced with concrete paving similar to the adjacent path.
3. The Phase 2 site area has been revised to defer implementation of the final landscape design to Phase 2 to minimize the amount of paving and planting that will have to be removed for Phase 2 construction to occur.

4. The motor court configuration has evolved in response to the planning requirements of the building:
 - a. The west motor court has extended further east to allow for better access to the building entries for residents and increased queuing areas for cars.
 - b. The east motor court has been adjusted to allow for the required maneuvering clearances at the loading dock.
 - c. The entry to the west garage has been revised per structural and garage circulation requirements and to allow for a retail presence at the base of the building.
 - d. The plantings at the motor court have been adjusted to fit the reconfigured plan. The density and shape of trees at the east motor court are designed to partially screen DuSable Lake Shore Drive.

Pedestrian Underpass and Screen Wall:

1. The width of the pedestrian underpass has decreased from 20'-0" to 16'-10" due to the existing constraints, including the columns supporting DuSable Lake Shore Drive on the north side of the underpass and the ComEd building on the south side.
2. The project has eliminated the full height screen wall along DuSable Lake Shore Drive and included instead partial height portals at the pedestrian underpass leading to the future DuSable Park and at the vehicular underpass leading to the entry ramp to northbound DuSable Lake Shore Drive.

Ogden Slip Landscape Area

1. The area between the Phase 1 tower and Ogden Slip has been further developed for resident use and includes a pool and seating areas with grills and fire pits. The design includes the following features:
 - a. The plantings, path, and fencing along the edge of the slip continues the design occurring in front of the townhouses to the west. Seating and additional plantings are included within the 30' setback as allowed by the Chicago River Design Guidelines.
 - b. The permanent construction elements of the pool area and grill stations are located south of and outside the 30' setback.
 - c. A planting buffer is provided between the pool area and the townhouses to the west.
 - d. A publicly accessible outdoor terrace for the retail café has been created adjacent to the public path between Ogden Slip and the Riverwalk.

The approval includes the following attached exhibits prepared by SOM:

- Site Plan – Phase 1
- Site Plan – Phase 2
- Ground Level Plan
- FAR Bonus Calculations
- Landscape Plan - Phase 1
- Landscape Plan – Phase 2



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

- Partial Landscape Plan (North – Phase 1&2)
- Partial Landscape Plan (South – Phase 1)
- Partial Landscape Plan (South - Phase 2)
- Landscape Plant List & Details
- Landscape Plant List – Phase 1
- Chicago River Elevation – Phases 1 & 2
- Chicago River Elevation – Phase 1
- Ogden Slip Elevation – Phases 1 & 2
- Lake Shore Drive Elevation – Phases 1 & 2
- North Water Street Elevation – Phases 1 & 2
- Typical Façade Detail (Tower East & West Facades) – Proposed Design – Typical
- Typical Façade Detail (Ground Level Facade) – Proposed Design – Typical
- Typical Façade Detail (Lake Shore Drive Pass-Through) – Proposed Design
- Riverwalk Wayfinding & Signage Phase 1

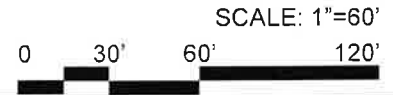
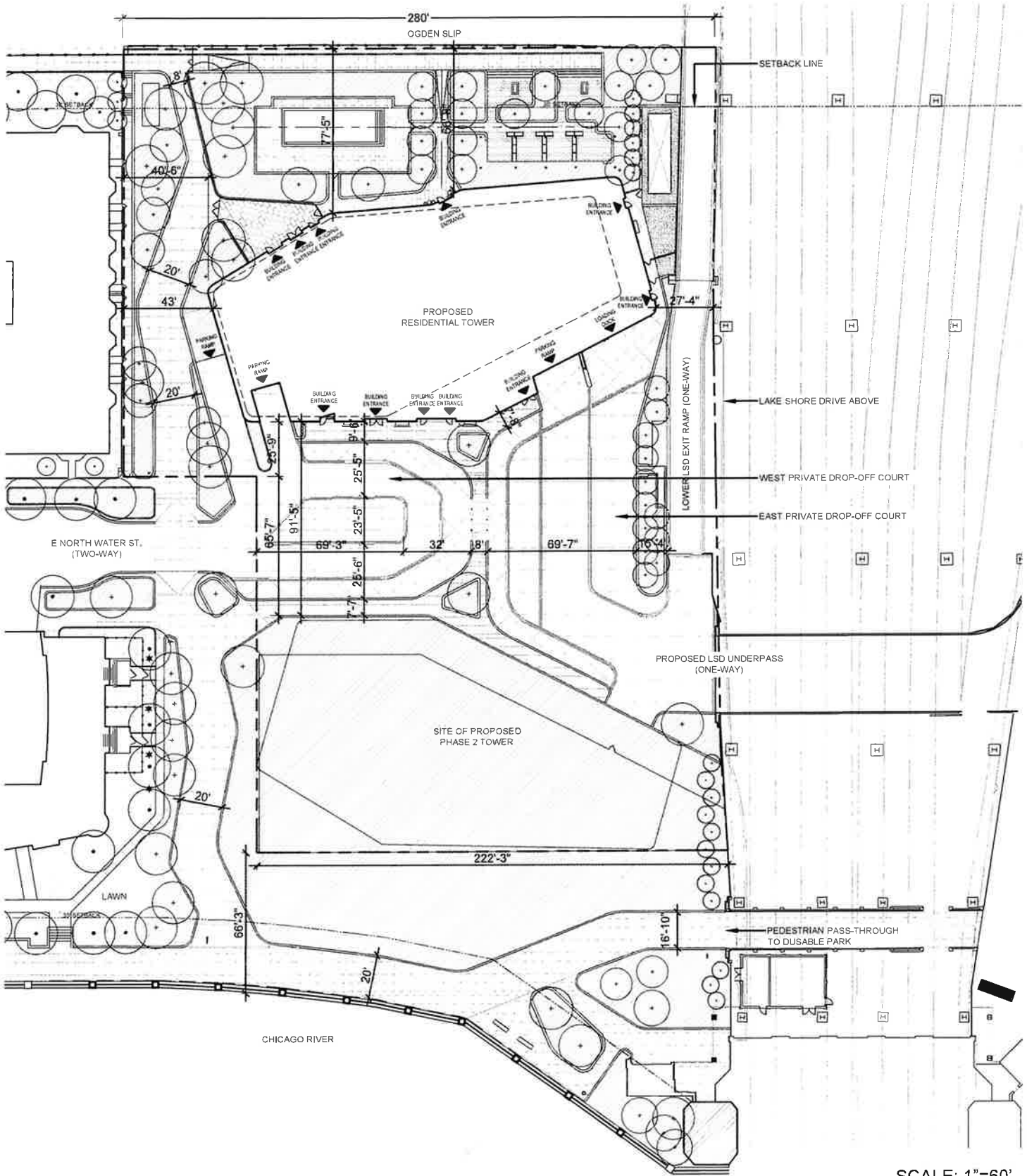
Regarding your request, the Department of Planning and Development has determined that allowing the proposed modifications will not create an adverse impact on the Planned Development or surrounding neighborhood, will not result in an increase in the bulk or density, and will not change the character of the development, and therefore, would constitute a minor change.

Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and PD 368, I hereby approve the foregoing minor change, but no other changes to this Planned Development. This minor change is valid for twelve (12) months from the date of this letter unless action to implement the minor change is commenced within such period and thereafter diligently pursued to completion, including, if applicable, construction consistent with the minor change as authorized by a building permit. If action to implement the minor change, including construction, does not begin within the time set forth, or does not proceed with reasonable diligence, then the approval will lapse and become null and void.

Sincerely,


Noah Szafraniec,
Assistant Commissioner

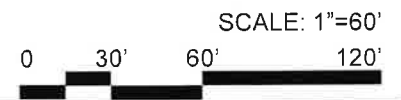
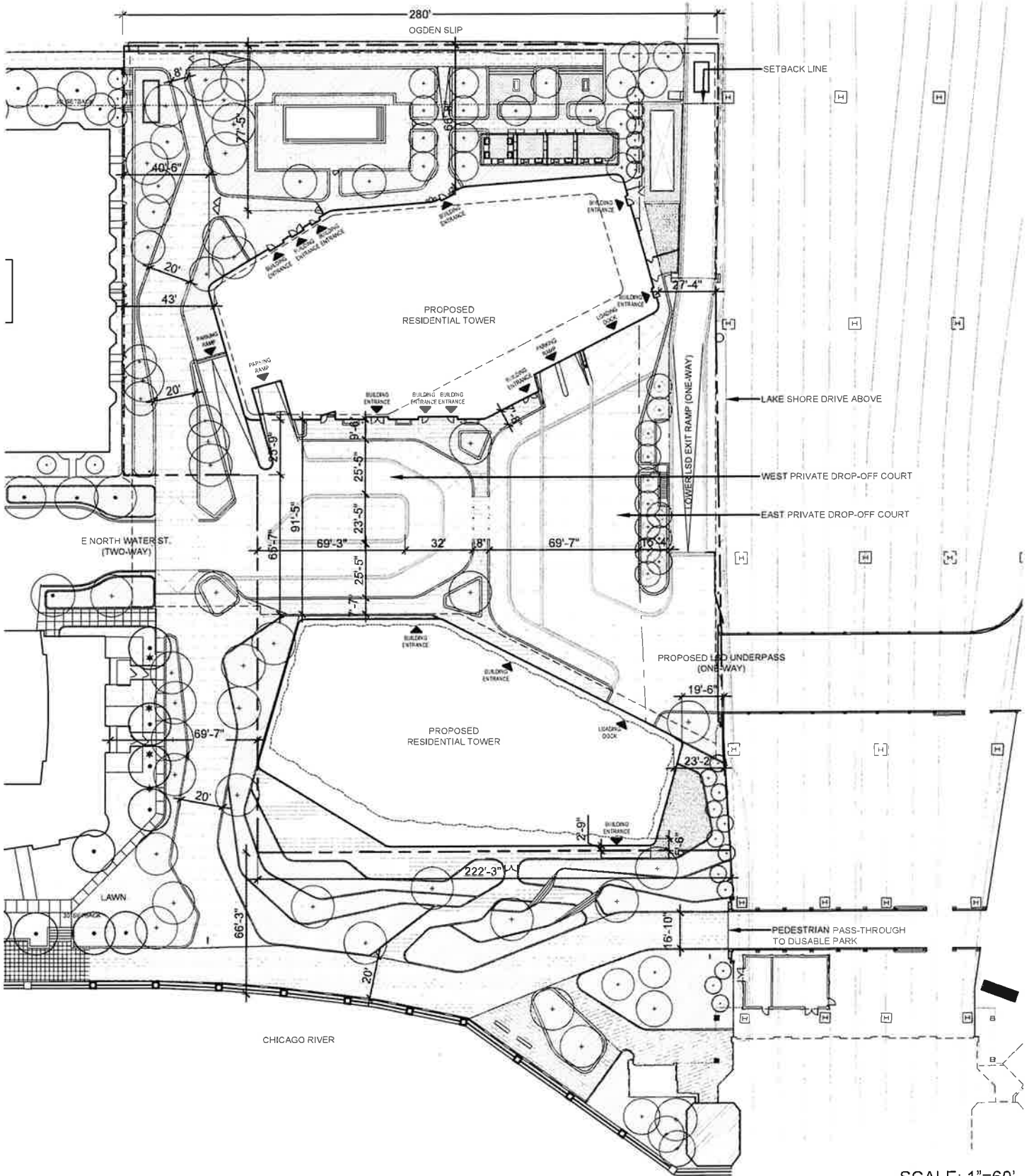
CC: Emily Thrun, Mike Marmo, Erik Glass, Main File



Applicant: RMW Acquisition Company LLC
 Address: 400 N Lake Shore Drive
 Chicago, IL 60611
 Revision Date: June 26, 2023

SITE PLAN - PHASE 1

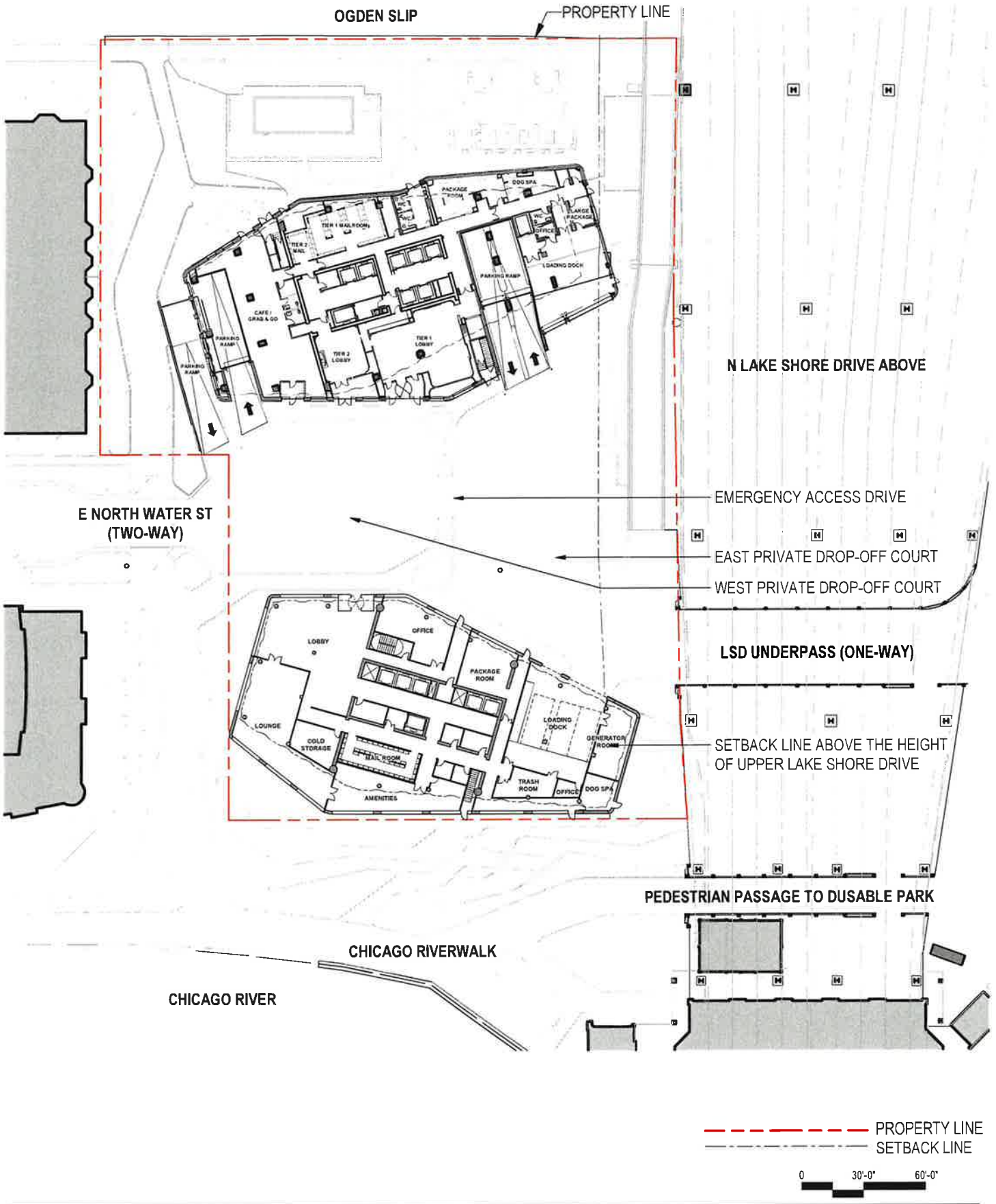




Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
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SITE PLAN - PHASE 2

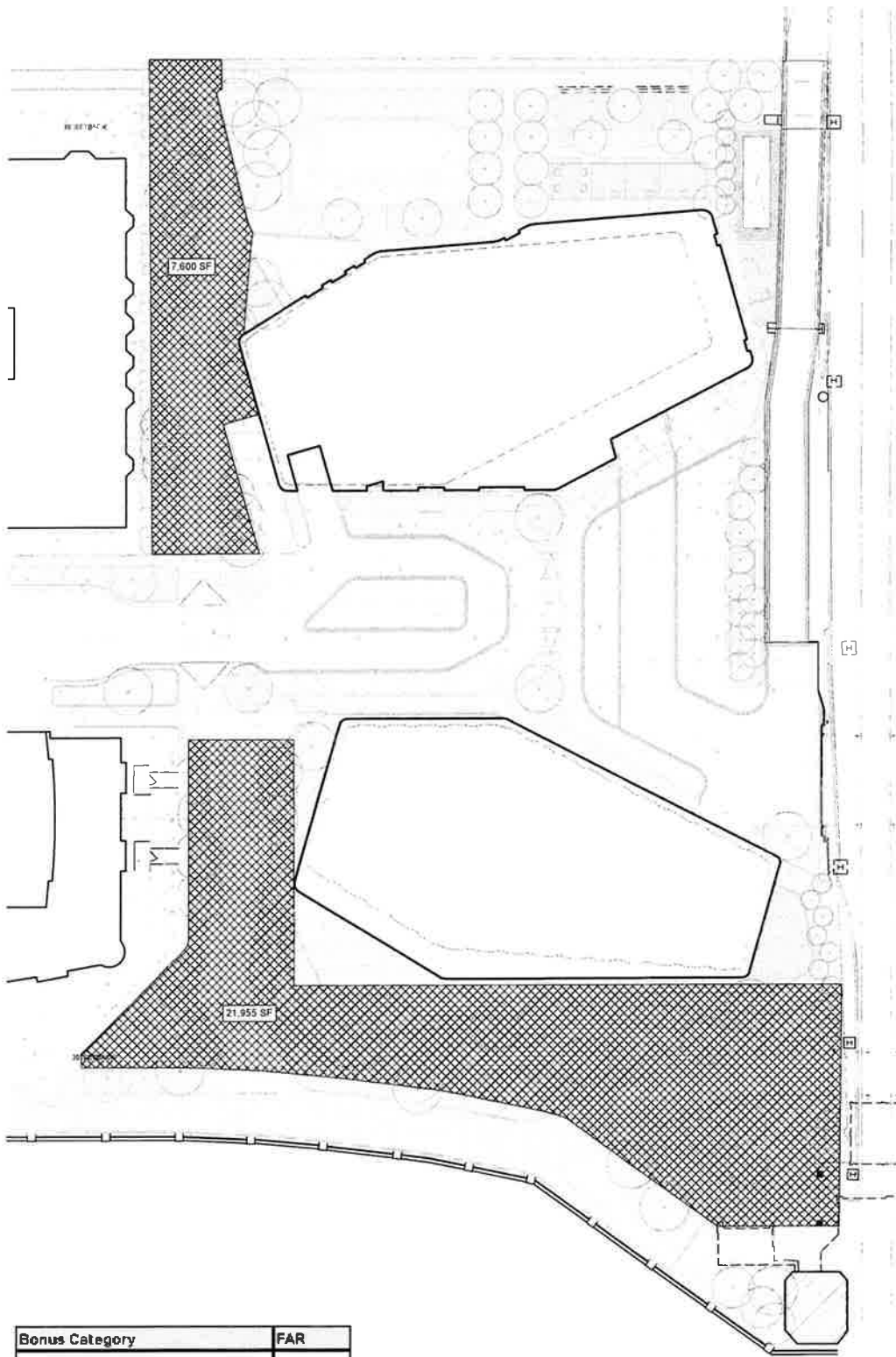




Applicant: RMW Acquisition Company LLC
 Address: 400 N Lake Shore Drive
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 Revision Date: June 26, 2023

GROUND LEVEL PLAN





**17-4-1004
Affordable Housing Bonus
\$3,856,443 contribution**

$\frac{1 \text{ SF of Area} = 6055 \text{ Median Land Value}}{33,856,443 / (60\% \times 543/5F) = 112,106 \text{ SF}}$
 $112,106 \text{ SF} = 1.18 \text{ FAR}$

Per PD minor change approval dated 9/22/22, project has provided 20% affordable units in lieu of monetary contribution. FAR Bonus to remain as approved at 1.18 FAR

**17-4-1016
Underground Parking
Calculation based on 300 spaces**

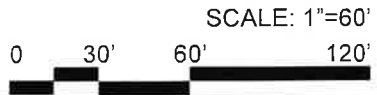
$\frac{\# \text{ Spaces} \times 350 \text{ SF}}{\text{Lot Area}} \times 0.15 \times \text{Base FAR}$
 $\frac{300 \times 350 \text{ SF}}{95,005 \text{ SF}} \times 0.15 \times 10 = 1.66 \text{ FAR}$

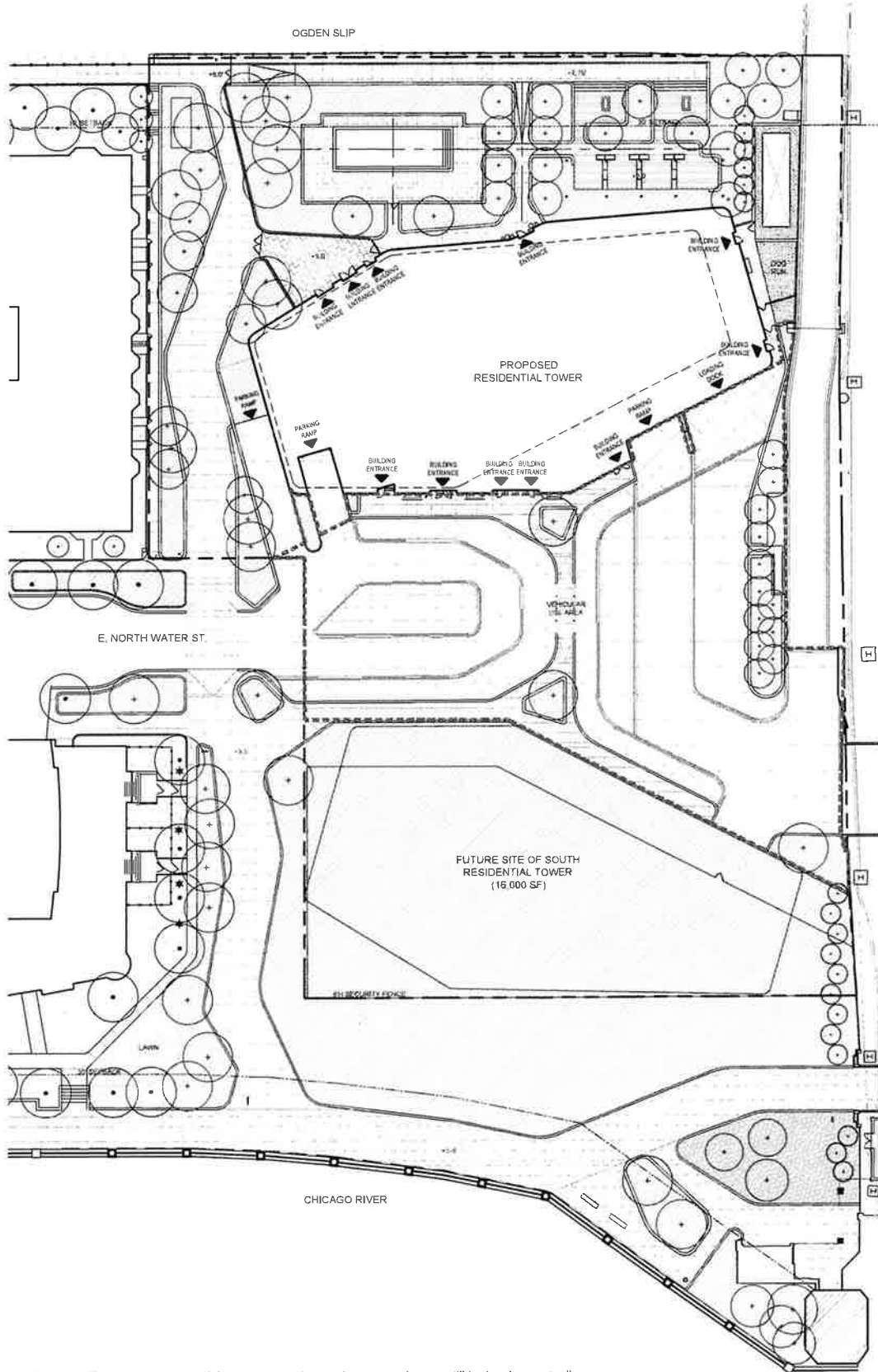
**17-4-1006
Chicago Riverwalk Improvement
29,555 SF (21,955 + 7600) provided**

$\frac{\text{Riverwalk Area}}{\text{Lot Area}} \times 1.0 \times \text{Base FAR}$
 $\frac{29,555 \text{ SF}}{95,005 \text{ SF}} \times 1.0 \times 10 = 3.11 \text{ FAR}$

Project will use previously approved 3.08 FAR

Bonus Category	FAR
Base FAR	10.00
Affordable Housing Bonus	1.18
Chicago Riverwalk	3.08
Underground Parking	1.56
Total	15.92





Landscape Plan Legend

- Property Line
- ▼ Building Entry
- Fence
- M Gate
- * Existing Light Pole
- ▨ Existing Concrete Paving
- Concrete Paving Type 1
- Concrete Paving Type 2
- Concrete Paving Type 3
- Existing Tree
- Existing Planting
- + Proposed Deciduous Tree
- + Proposed Evergreen Tree
- Shrubs and Perennial Planting
- Vehicular Use Area Zone
- +0.0 Spot Elevation

Tree Calculations

Total Proposed Site Trees:
 (72) Deciduous Trees
 (20) Evergreen Trees

Total Chicago River Frontage: 232'
 River front trees required: 10
 Proposed Riverfront Trees: 12

Total Planting Area: 48,578 SF

Vehicular Use Calculations

Total Area: 24,370 sf
 Required Internal Landscape
 $7.5\% \times 24,370 \text{ sf} = 1,828 \text{ sf}$
 Actual Landscape Area: 1,575 sf
 Trees Required: $1,828/125 = 15 \text{ Trees}$
 Actual Tree Planting = 15 trees

Note: The planting layout for perennials, grasses, and groundcover species are still in development; all plantings specified within the setback areas will comply with the planting guidelines as outlined in the Chicago River Design Guidelines. Only native and adapted plant species shall be used and no invasive plant species will be specified.

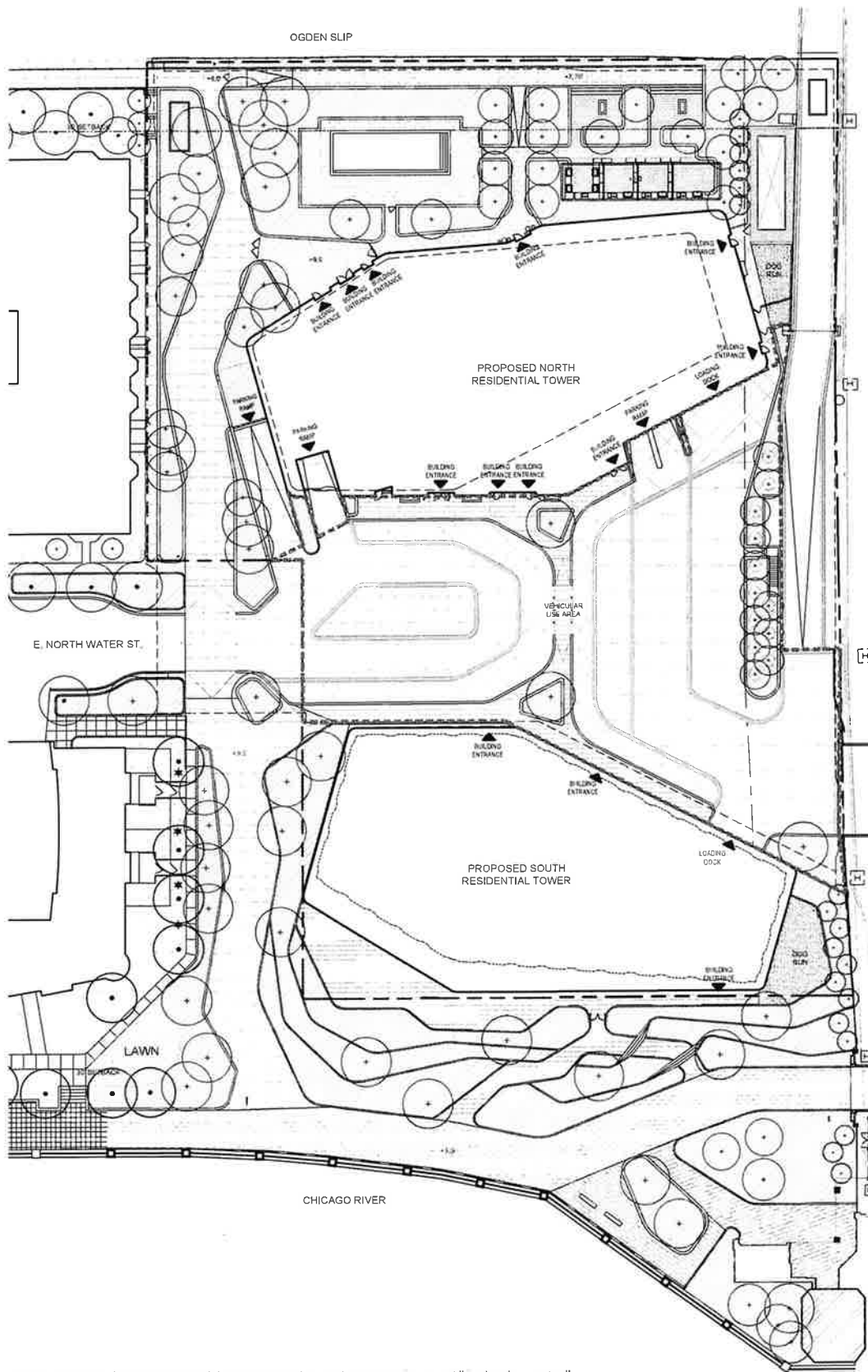
SCALE: 1"=60'



Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
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LANDSCAPE PLAN PHASE 1





Landscape Plan Legend

- Property Line
- ▼ Building Entry
- Fence
- M Gate
- * Existing Light Pole
- [Grid] Existing Concrete Paving
- [White Box] Concrete Paving Type 1
- [Light Gray Box] Concrete Paving Type 2
- [Dark Gray Box] Concrete Paving Type 3
- (Circle with dot) Existing Tree
- (Circle with cross) Existing Planting
- (Circle with +) Proposed Deciduous Tree
- (Circle with * in center) Proposed Evergreen Tree
- [Rectangular Box] Shrubs and Perennial Planting
- [Dashed Box] Vehicular Use Area Zone
- +0.0 Spot Elevation

Tree Calculations

Total Proposed Site Trees:
 (81) Deciduous Trees
 (19) Evergreen Trees

Total Chicago River Frontage: 232'
 River front trees required: 10
 Proposed Riverfront Trees: 12

Total Planting Area: 44,722 SF

Vehicular Use Calculations

Total Area: 24,370 sf
 Required Internal Landscape
 $7.5\% \times 24,370 \text{ sf} = 1,828 \text{ sf}$
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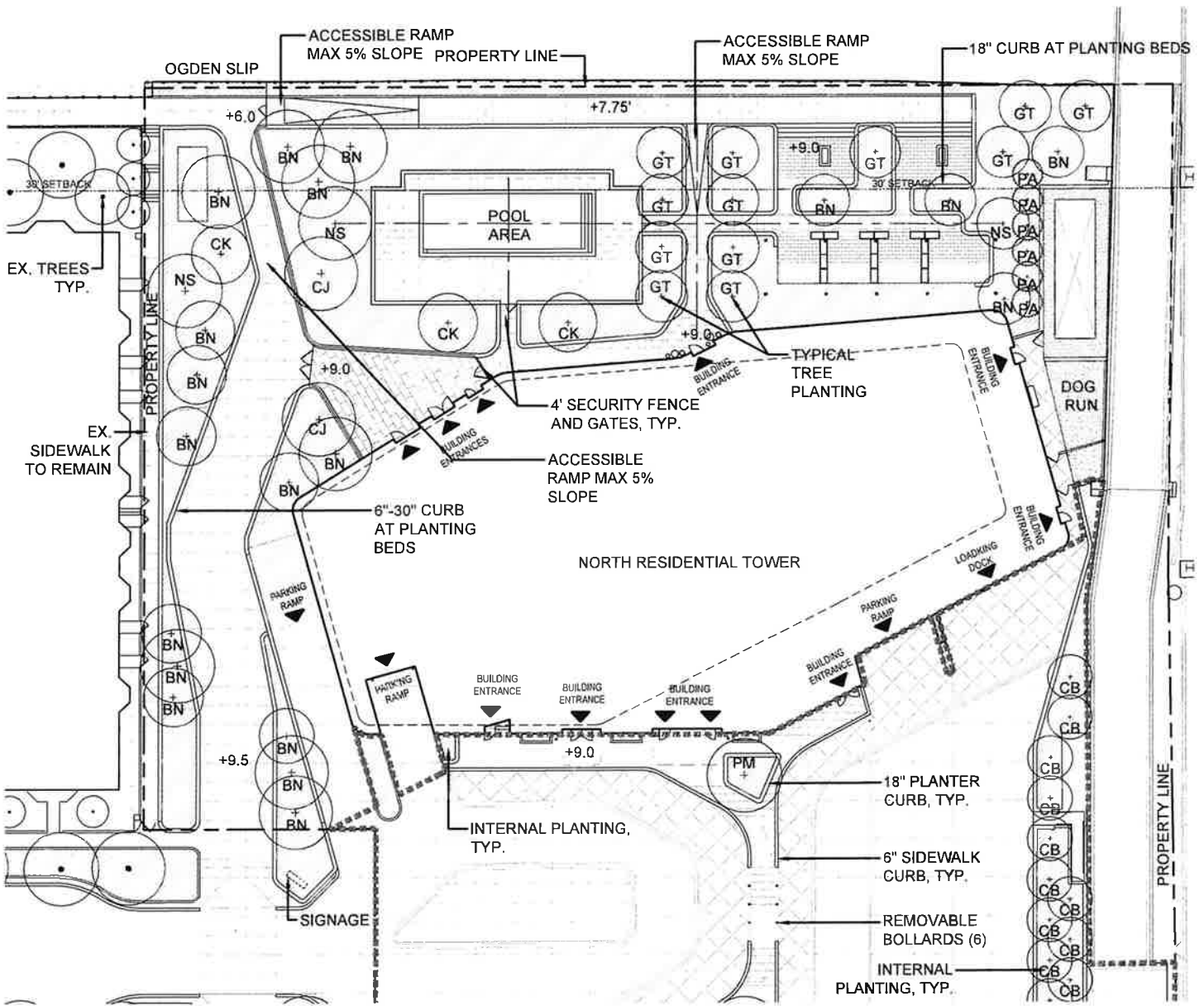
SCALE: 1"=60'



Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
 Chicago, IL 60611
Revision Date: June 26, 2023

LANDSCAPE PLAN PHASE 2





Landscape Plan Legend

-----	Property Line	□	Existing Planting
▼	Building Entry	⊕	Proposed Deciduous Tree
—	Fence	⊕	Proposed Evergreen Tree
M	Gate	□	Proposed Shrubs and Perennial Planting
*	Existing Light Pole	+0.0	Spot Elevation
▤	Existing Concrete Paving	▤▤▤	Vehicular Use Area Zone
▤	Concrete Paving Type 1		
▤	Concrete Paving Type 2		
▤	Concrete Paving Type 3		
⊙	Existing Tree		

Note: The planting layout for perennials, grasses, and groundcover species are still in development; all plantings specified within the setback areas will comply with the planting guidelines as outlined in the Chicago River Design Guidelines. Only native and adapted plant species shall be used and no invasive plant species will be specified.

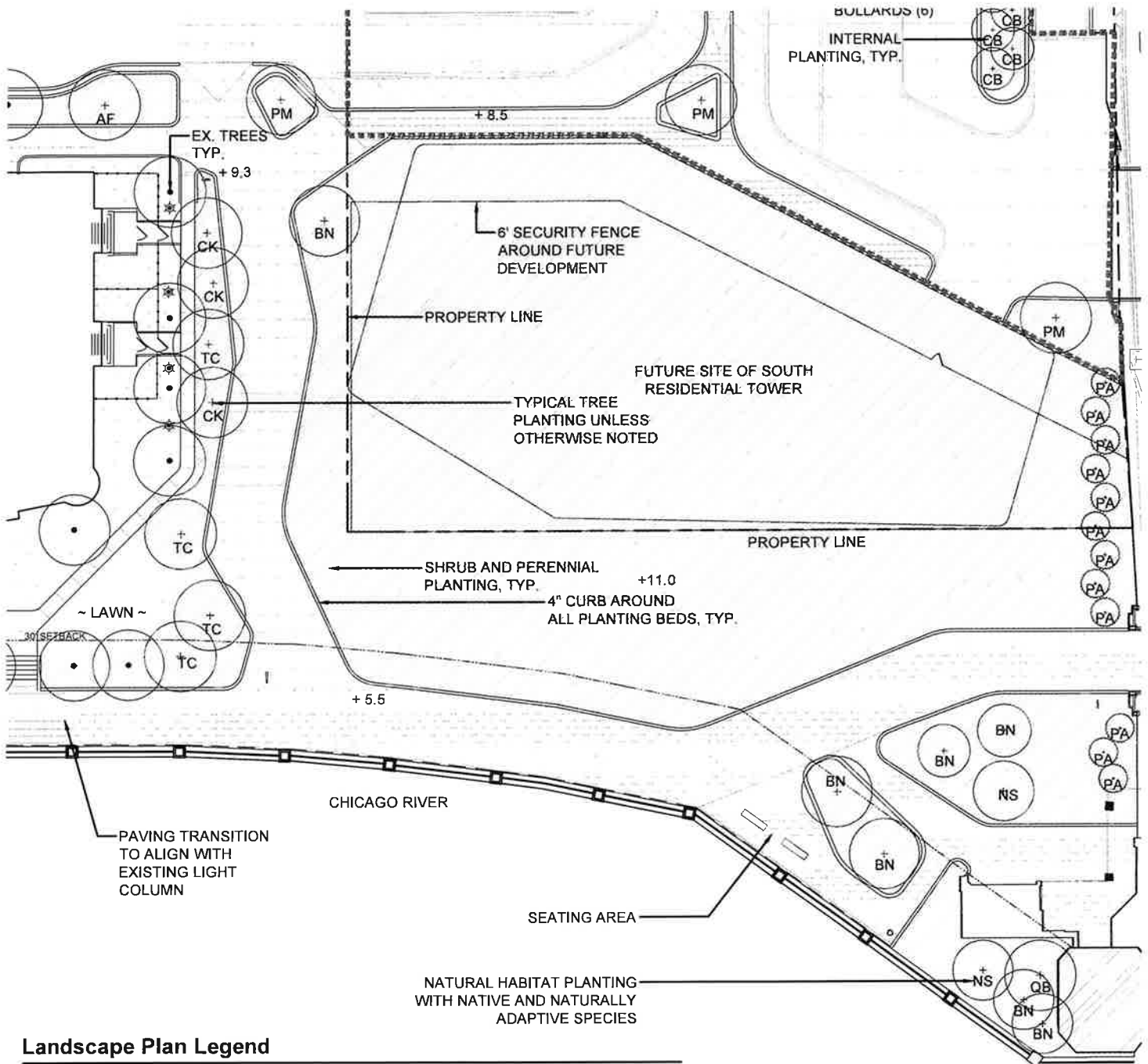
SCALE: 1"=40'



Applicant: RMW Acquisition Company LLC
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PARTIAL LANDSCAPE PLAN NORTH - PHASE 1&2

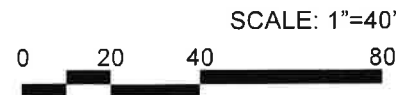




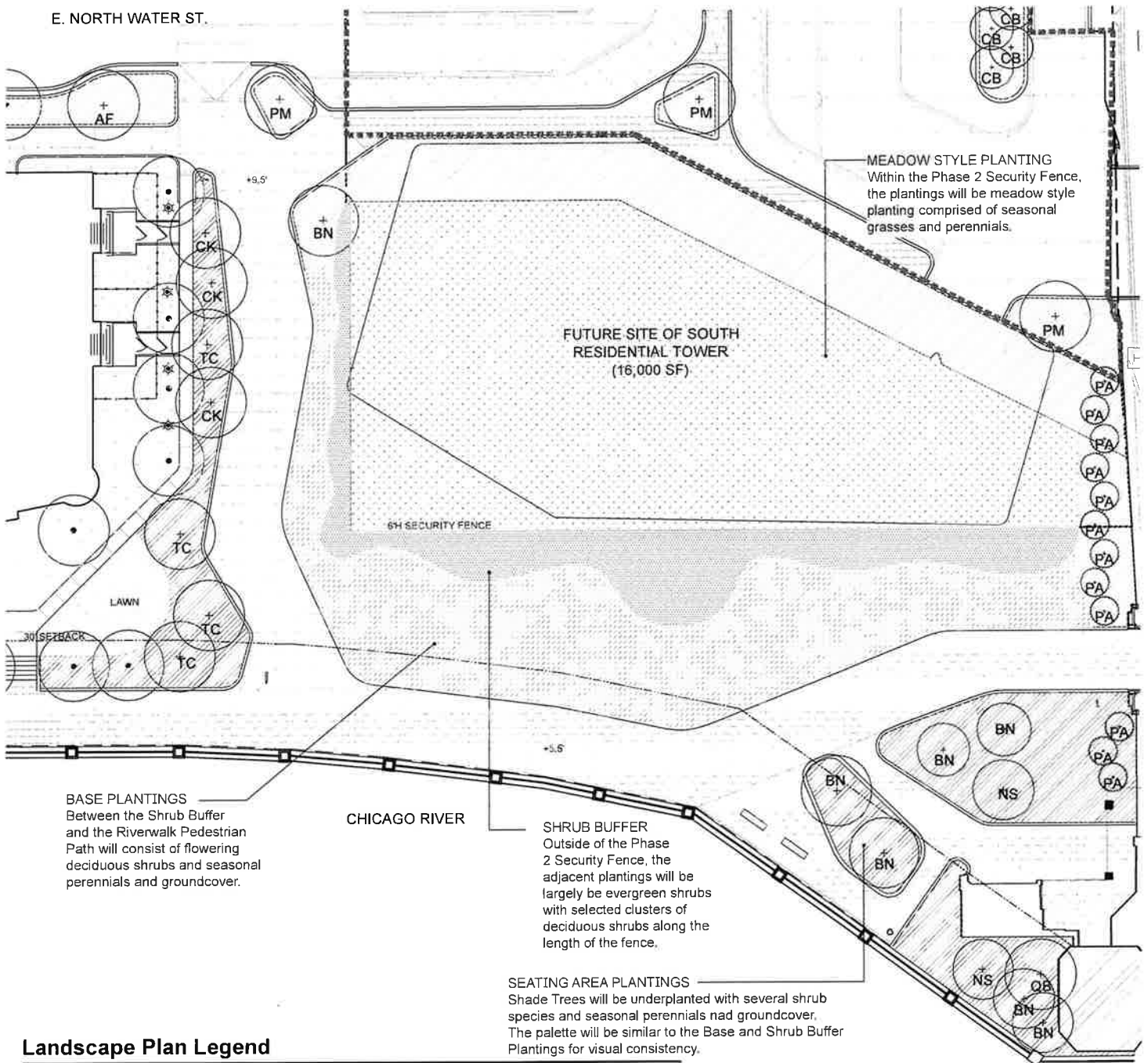
Landscape Plan Legend

- | | |
|--------------------------|--|
| Property Line | Existing Planting |
| Building Entry | Proposed Deciduous Tree |
| Fence | Proposed Evergreen Tree |
| Gate | Proposed Shrubs and Perennial Planting |
| Existing Light Pole | Spot Elevation |
| Existing Concrete Paving | Vehicular Use Area Zone |
| Concrete Paving Type 1 | |
| Concrete Paving Type 2 | |
| Concrete Paving Type 3 | |
| Existing Tree | |

Note: The planting layout for perennials, grasses, and groundcover species are still in development; all plantings specified within the setback areas will comply with the planting guidelines as outlined in the Chicago River Design Guidelines. Only native and adapted plant species shall be used and no invasive plant species will be specified.



E. NORTH WATER ST.



MEADOW STYLE PLANTING
Within the Phase 2 Security Fence,
the plantings will be meadow style
planting comprised of seasonal
grasses and perennials.

FUTURE SITE OF SOUTH
RESIDENTIAL TOWER
(16,000 SF)

6H SECURITY FENCE

BASE PLANTINGS
Between the Shrub Buffer
and the Riverwalk Pedestrian
Path will consist of flowering
deciduous shrubs and seasonal
perennials and groundcover.

CHICAGO RIVER

SHRUB BUFFER
Outside of the Phase
2 Security Fence, the
adjacent plantings will be
largely be evergreen shrubs
with selected clusters of
deciduous shrubs along the
length of the fence.

SEATING AREA PLANTINGS
Shade Trees will be underplanted with several shrub
species and seasonal perennials and groundcover.
The palette will be similar to the Base and Shrub Buffer
Plantings for visual consistency.

Landscape Plan Legend

- Property Line
- ▼ Building Entry
- Fence
- M Gate
- * Existing Light Pole
- Existing Concrete Paving
- Concrete Paving Type 1
- Concrete Paving Type 2
- Concrete Paving Type 3
- Existing Tree
- Existing Planting
- Proposed Deciduous Tree
- Proposed Evergreen Tree
- Proposed Shrubs and Perennial Planting
- +0.0 Spot Elevation
- Vehicle Use Area Zone

Note: The planting layout for perennials, grasses, and groundcover species are still in development; all plantings specified within the setback areas will comply with the planting guidelines as outlined in the Chicago River Design Guidelines. Only native and adapted plant species shall be used and no invasive plant species will be specified.

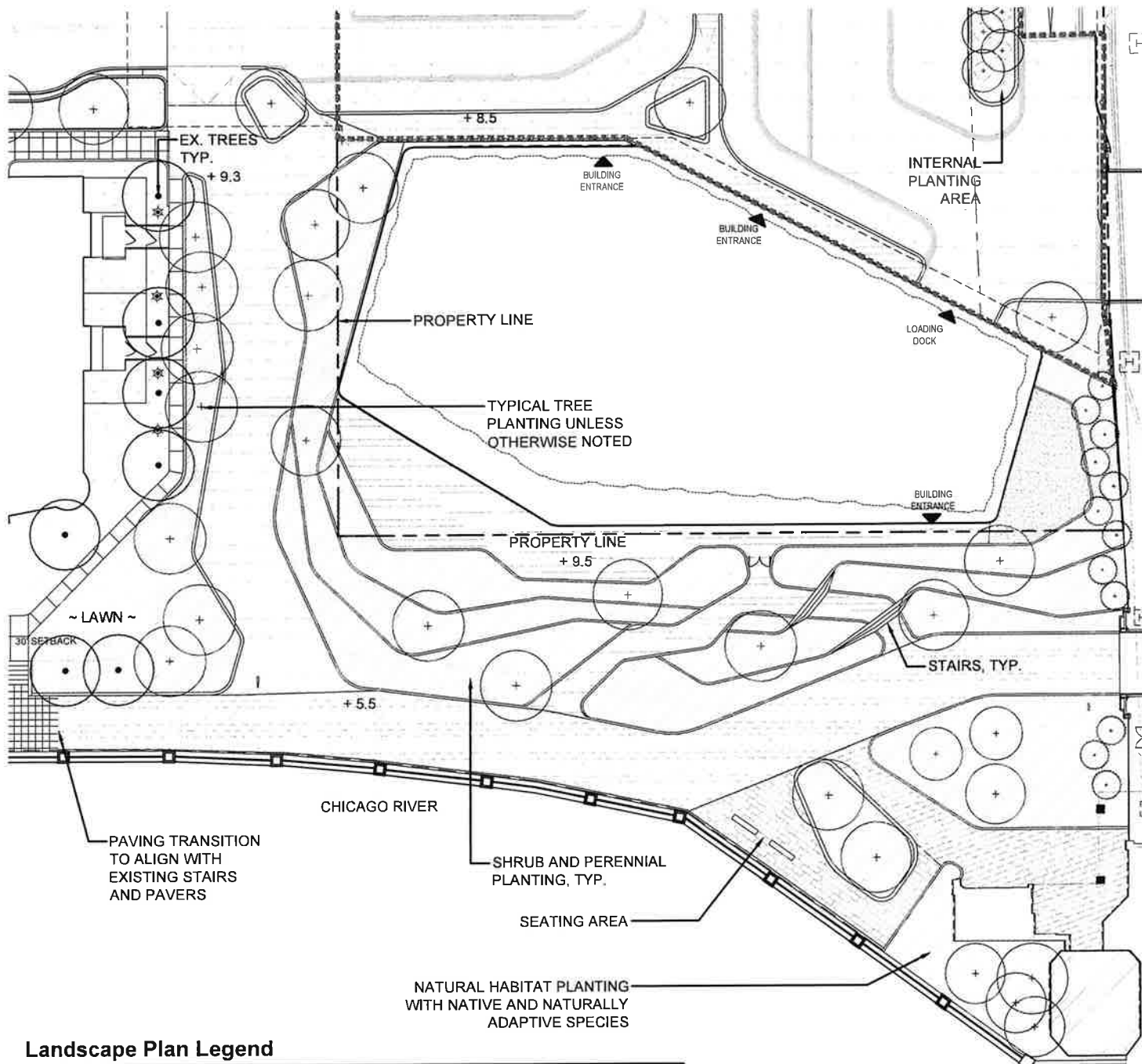
SCALE: 1"=40'



Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
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**PARTIAL LANDSCAPE PLAN
SOUTH - PHASE 1 DESIGN CONCEPT**





Landscape Plan Legend

- | | | | |
|-------|--------------------------|------|--|
| ----- | Property Line | □ | Existing Planting |
| ▼ | Building Entry | ⊕ | Proposed Deciduous Tree |
| — | Fence | ⊕ | Proposed Evergreen Tree |
| ⌒ | Gate | □ | Proposed Shrubs and Perennial Planting |
| * | Existing Light Pole | +0.0 | Spot Elevation |
| ▤ | Existing Concrete Paving | ▤▤▤▤ | Vehicular Use Area Zone |
| ▤ | Concrete Paving Type 1 | | |
| ▤ | Concrete Paving Type 2 | | |
| ▤ | Concrete Paving Type 3 | | |
| ⊙ | Existing Tree | | |

Note: The planting layout for perennials, grasses, and groundcover species are still in development; all plantings specified within the setback areas will comply with the planting guidelines as outlined in the Chicago River Design Guidelines. Only native and adapted plant species shall be used and no invasive plant species will be specified.

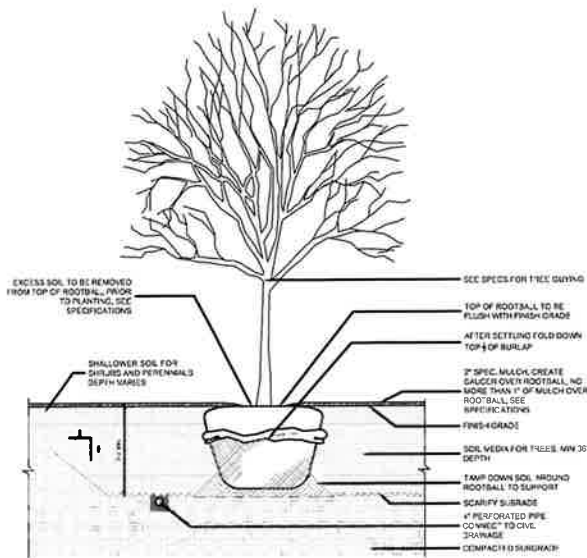
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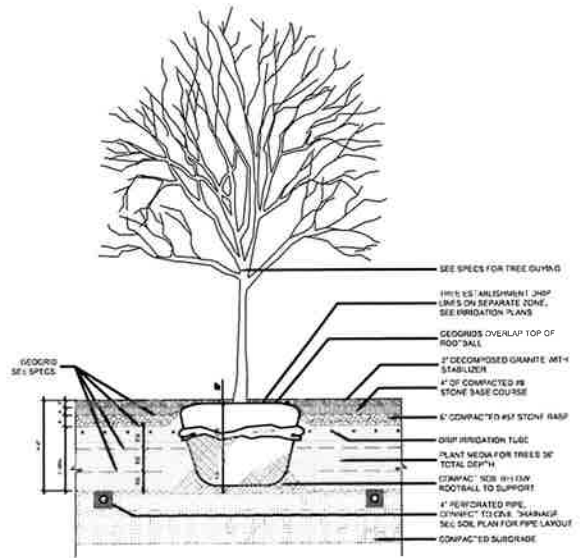
Applicant: RMW Acquisition Company LLC
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**PARTIAL LANDSCAPE PLAN
 SOUTH - PHASE 2**

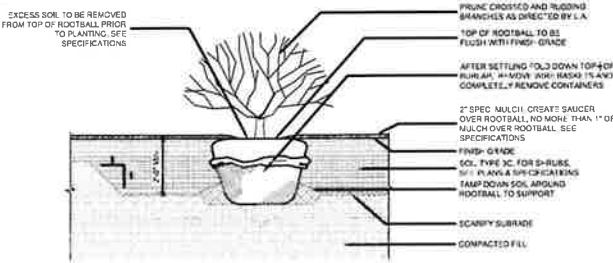




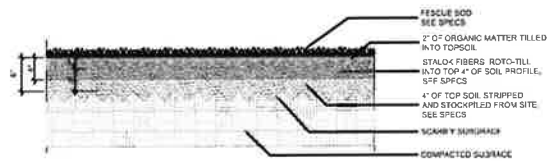
1 TYPICAL TREE PLANTING DETAIL
SCALE: 1/8" = 1'-0"



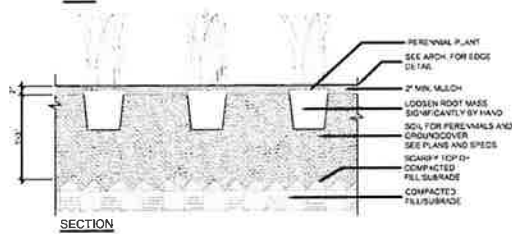
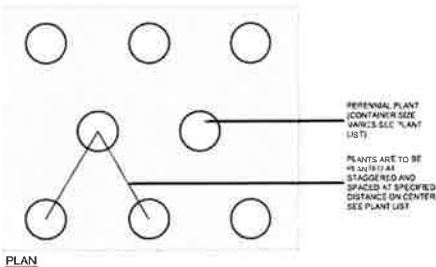
2 TREE PLANTING IN STABILIZED GRAVEL
SCALE: 1/8" = 1'-0"



3 TYPICAL SHRUB PLANTING DETAIL
SCALE: 1/8" = 1'-0"



4 TYPICAL SOD DETAIL FOR HIGH USE AREAS
SCALE: 3/8" = 1'-0"



5 TYPICAL PERENNIAL PLANTING DETAIL
SCALE: 3/8" = 1'-0"

Tree Planting Schedule - Phase 1

Deciduous Trees					
XX	QTY	Botanical Name	Common Name	Size	Condition
AF	1	<i>Acer x freemanii</i>	Freeman Maple	4" Caliper	B&B
BN	26	<i>Betula nigra 'Heritage'</i>	Heritage River Birch	10-12', Clump	B&B
CB	12	<i>Carpinus betulus 'Fastigiata'</i>	Columnar Hornbeam	4" Caliper	B&B
CJ	2	<i>Cercidiphyllum japonicum</i>	Katsuratree	10-12', Clump	B&B
CK	6	<i>Cornus kousa</i>	Kousa Dogwood	8-10', Clump	B&B
GT	12	<i>Gleditsia triacanthos var. inermis 'Skyline'</i>	Skyline Honeylocust	4" Caliper	B&B
NS	5	<i>Nyssa sylvatica</i>	Black Gum, Tupelo	4" Caliper	B&B
PM	4	<i>Platanus x acerifolia 'Morton Circle'</i>	Exclamation! London Planetree	4" Caliper	B&B
QB	1	<i>Quercus bicolor</i>	Swamp White Oak	4" Caliper	B&B
TC	4	<i>Tilia cordata</i>	Littleleaf Linden	4" Caliper	B&B
Coniferous Trees					
XX	QTY	Botanical Name	Common Name	Size	Condition
PA	18	<i>Picea abies</i>	Norway Spruce	10-12'	B&B

Shrubs

Botanical Name	Common Name	Shrub Type
<i>Azalea Delaware 'Valley White'</i>	Evergreen azalea	Evergreen
<i>Aesculus parviflora</i>	Bottlebrush Buckeye	Deciduous
<i>Buxus 'Green Velvet'</i>	Green Velvet Boxwood	Evergreen
<i>Callicarpa dichotoma Issai</i>	Beautyberry	Deciduous
<i>Clethra alnifolia 'hummingbird'</i>	Summersweet Clethra	Deciduous
<i>Cornus 'Ivory Halo'</i>	Ivory Halo Dogwood	Deciduous
<i>Cotoneaster apiculatus</i>	Cranberry Cotoneaster	Deciduous
<i>Fothergilla gardenii</i>	Dward Fothergilla	Deciduous
<i>Hamamelis x intermedia 'Arnold Promise'</i>	Arnold Promise Witchhazel	Deciduous
<i>Hamamelis virginiana</i>	Common Witchhazel	Deciduous
<i>Hydrangea paniculata 'Limelight'</i>	Limelight Hardy Hydrangea	Deciduous
<i>Hydrangea quercifolia</i>	Oakleaf Hydranges	Deciduous
<i>Ilex glabra 'Shamrock'</i>	Inkberry	Evergreen
<i>Itea virginica 'Henry's Garnet'</i>	Virginia sweetspire	Deciduous
<i>Ilex verticillata 'Winter Red'</i>	Winterberry	Deciduous
<i>Juniperus horizontalis</i>	Creeping Juniper	Evergreen
<i>Kalmia latifolia 'Snowdrift'</i>	Mountain Laurel	Evergreen
<i>Microbiota decussata</i>	Siberian Cypress	Evergreen
<i>Pieris japonica 'Brouwer's Beauty'</i>	Japanese Pieris	Evergreen
<i>Rhus typhina 'Tiger Eyes'</i>	Cutleaf Staghorn Sumac	Deciduous
<i>Rhododendron 'English Roseum'</i>	Rhododendron 'English Roseum'	Evergreen
<i>Rhododendron Olga Mezzit</i>	Olga Mezzit Rhododendron	Evergreen
<i>Taxus baccata 'Repandens'</i>	Weeping Yew	Evergreen
<i>Viburnum carlesii 'Cayuga'</i>	Koreanspice viburnum	Deciduous
<i>Viburnum dentatum 'Chicago Luster'</i>	Chicago Lustre Viburnum	Deciduous
<i>Viburnum 'Juddii'</i>	Judd Viburnum	Deciduous
<i>Viburnum burkwoodii 'Mohawk'</i>	Burkwood viburnum	Deciduous

Note: The planting layout for perennials, grasses, and groundcover species are still in development; all plantings specified within the setback areas will comply with the planting guidelines as outlined in the Chicago River Design Guidelines. Only native and adapted plant species shall be used and no invasive plant species will be specified.





TOP OF PHASE 1 TOWER
EL. +858'

TOP OF PHASE 2 TOWER
EL. +765'

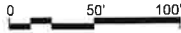
GLASS & ALUMINUM
WINDOW WALL WITH
DECORATIVE METAL
ACCENT PANEL

ANY ARCHITECTURAL LIGHTING
WILL BE DIMMABLE

GLASS AND ALUMINUM
STOREFRONT BETWEEN
MASONRY FRAME

LAKE SHORE DRIVE

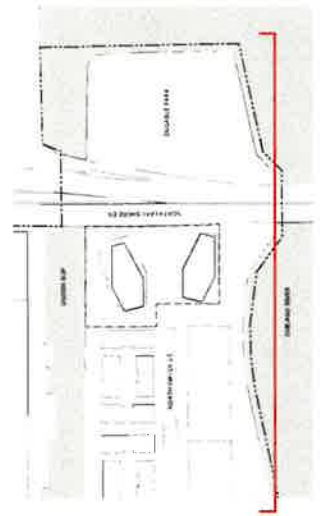
PROPOSED DEVELOPMENT



Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
Chicago, IL 60611
Revision Date: June 26, 2023

CHICAGO RIVER ELEVATION PHASES 1 & 2

TOP OF PHASE 1 TOWER
EL. +858'



ANY ARCHITECTURAL LIGHTING
WILL BE DIMMABLE

GLASS & ALUMINUM
WINDOW WALL WITH
DECORATIVE METAL
ACCENT PANEL

GLASS AND ALUMINUM
STOREFRONT BETWEEN
MASONRY FRAME

LAKE SHORE DRIVE

PROPOSED DEVELOPMENT



Applicant: RMW Acquisition Company LLC
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CHICAGO RIVER ELEVATION PHASE 1

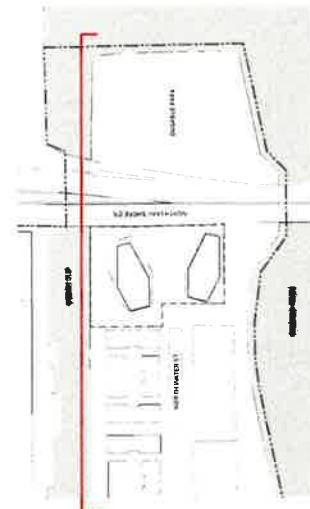
TOP OF PHASE 1 TOWER
EL. +858'

TOP OF PHASE 2 TOWER
EL. +765'

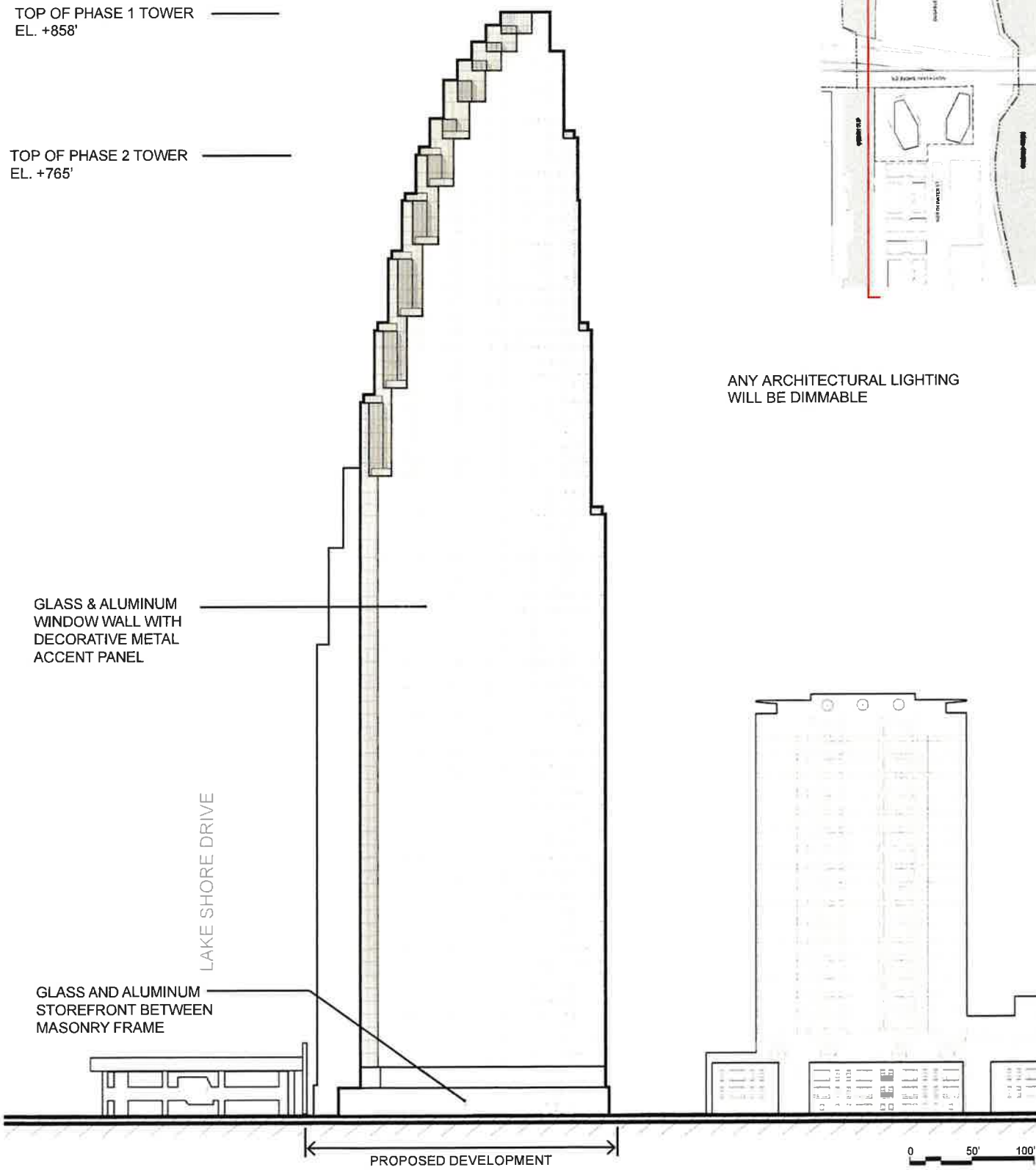
GLASS & ALUMINUM
WINDOW WALL WITH
DECORATIVE METAL
ACCENT PANEL

LAKE SHORE DRIVE

GLASS AND ALUMINUM
STOREFRONT BETWEEN
MASONRY FRAME

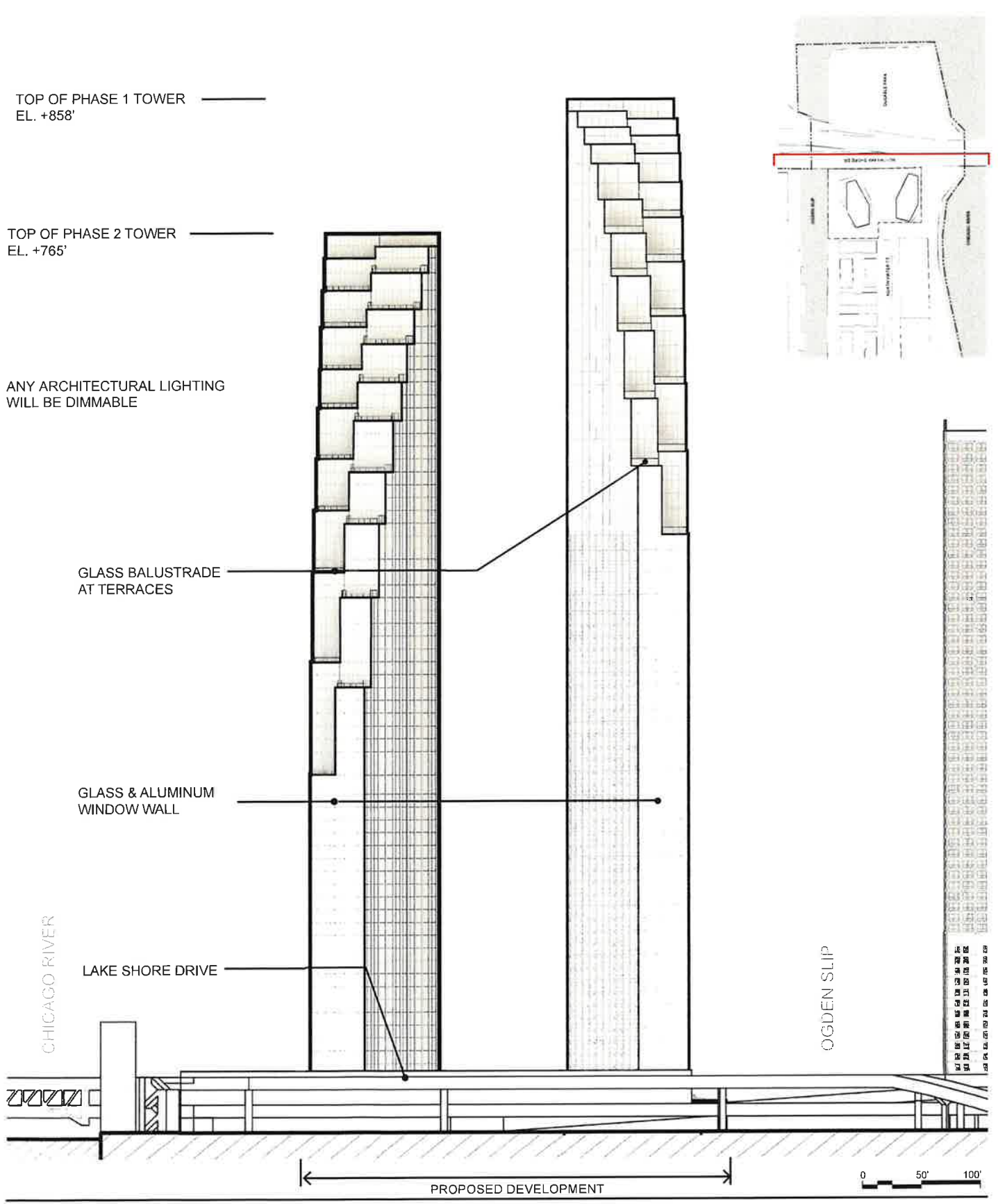


ANY ARCHITECTURAL LIGHTING
WILL BE DIMMABLE



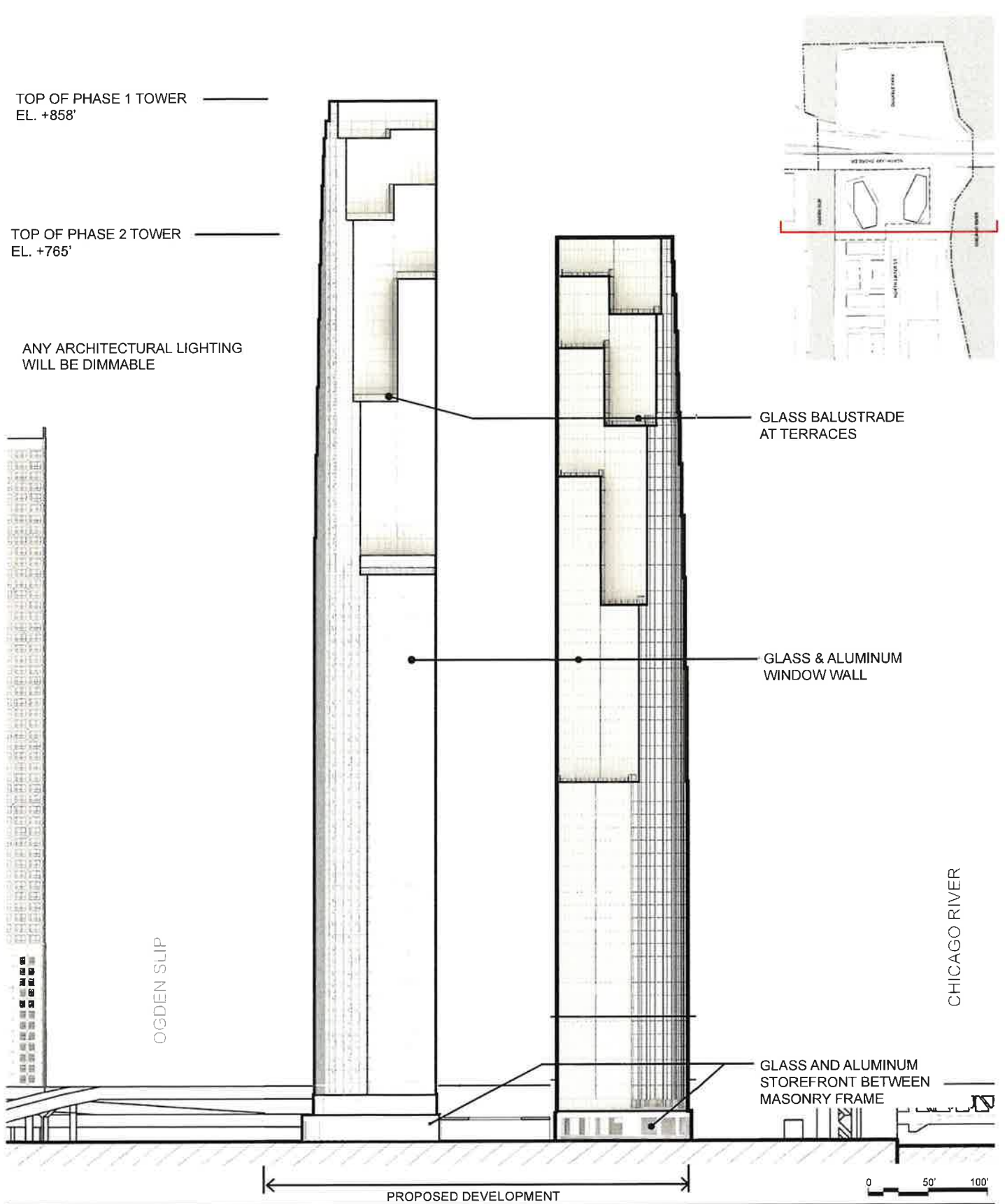
Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
Chicago, IL 60611
Revision Date: June 26, 2023

OGDEN SLIP ELEVATION PHASES 1 & 2



Applicant: RMW Acquisition Company LLC
 Address: 400 N Lake Shore Drive
 Chicago, IL 60611
 Revision Date: June 26, 2023

LAKE SHORE DRIVE ELEVATION PHASES 1 & 2



TOP OF PHASE 1 TOWER
EL. +858'

TOP OF PHASE 2 TOWER
EL. +765'

ANY ARCHITECTURAL LIGHTING
WILL BE DIMMABLE

GLASS BALUSTRADE
AT TERRACES

GLASS & ALUMINUM
WINDOW WALL

GLASS AND ALUMINUM
STOREFRONT BETWEEN
MASONRY FRAME

OGDEN SLIP

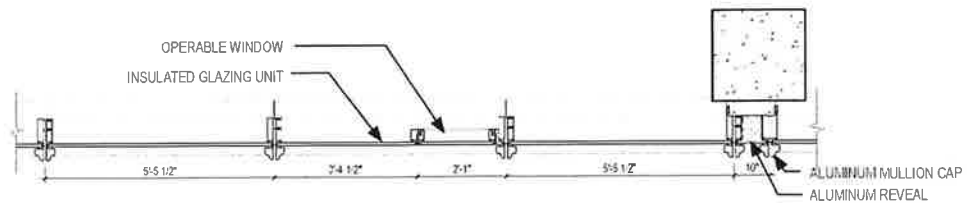
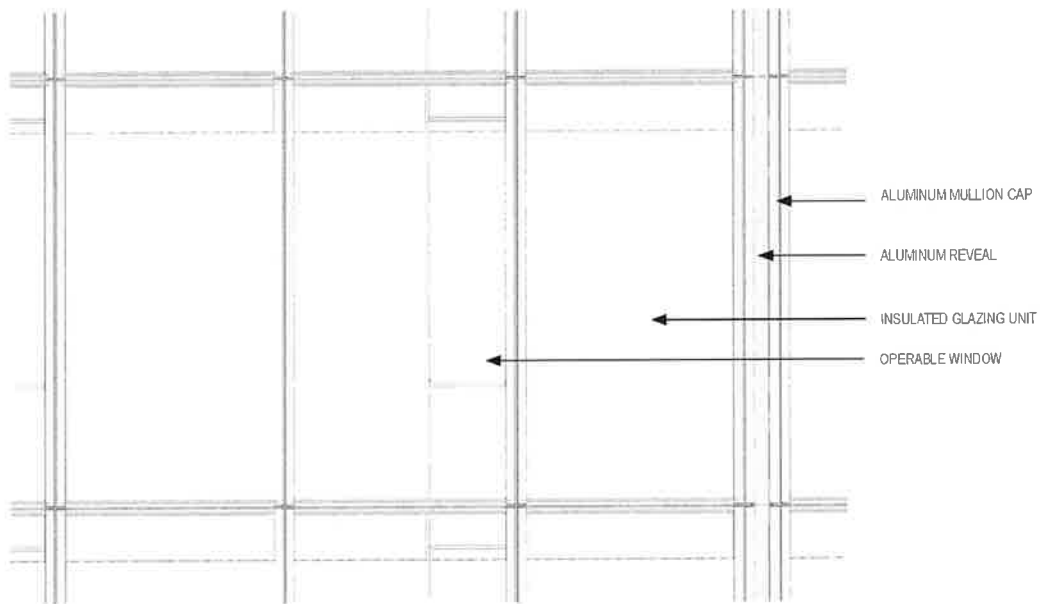
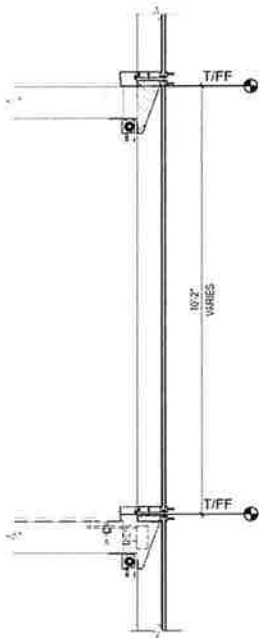
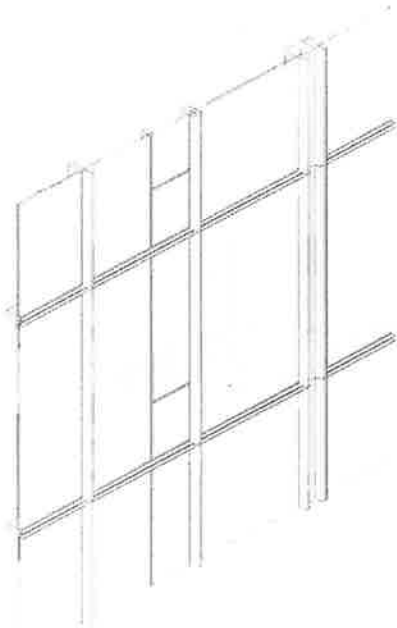
CHICAGO RIVER

PROPOSED DEVELOPMENT

0 50' 100'

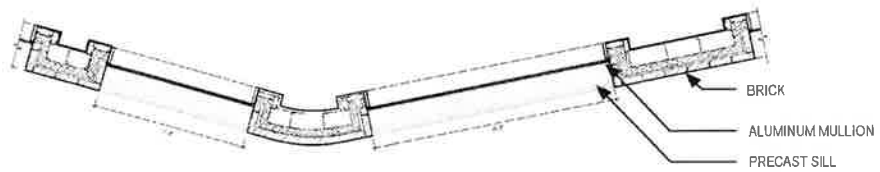
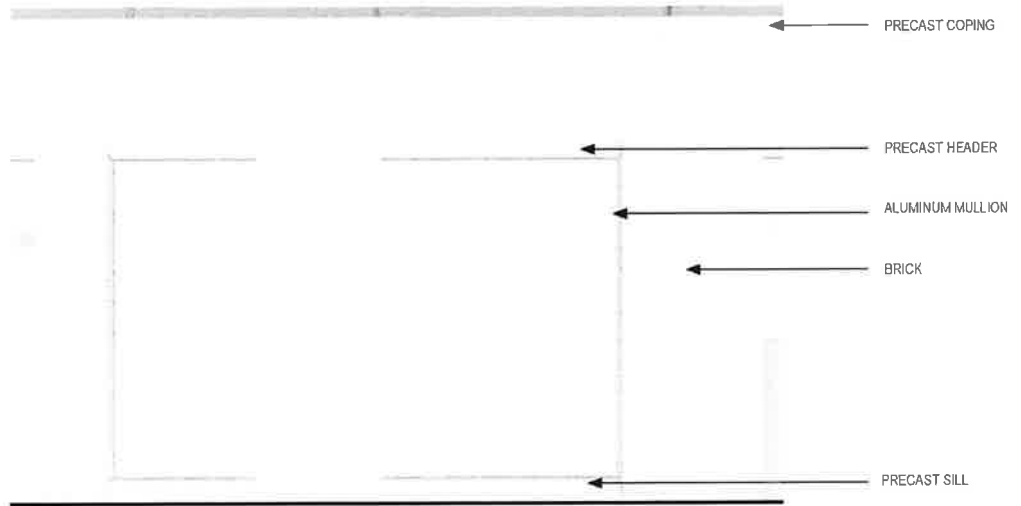
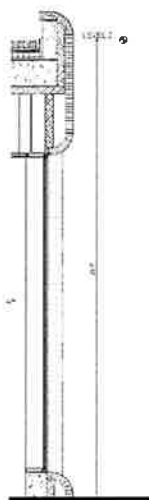
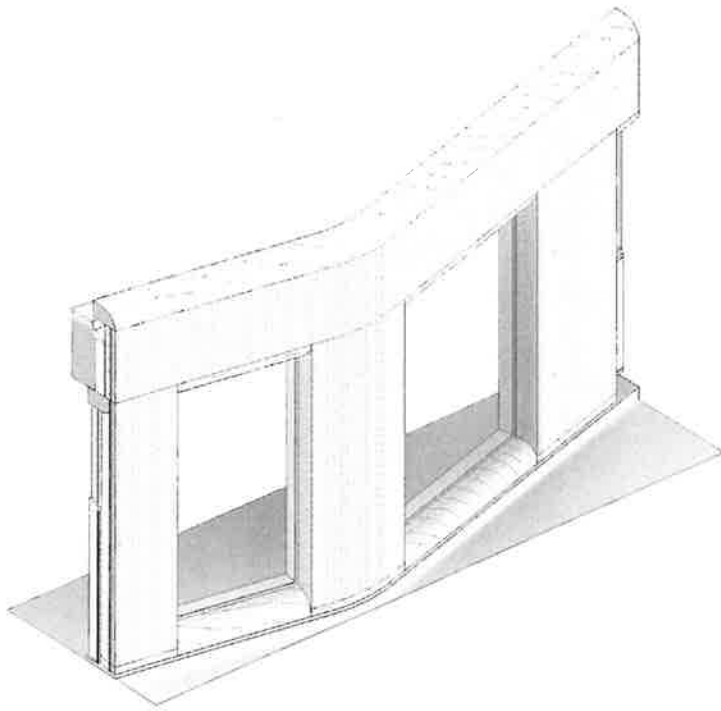
Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
Chicago, IL 60611
Revision Date: June 26, 2023

NORTH WATER STREET ELEVATION PHASES 1 & 2



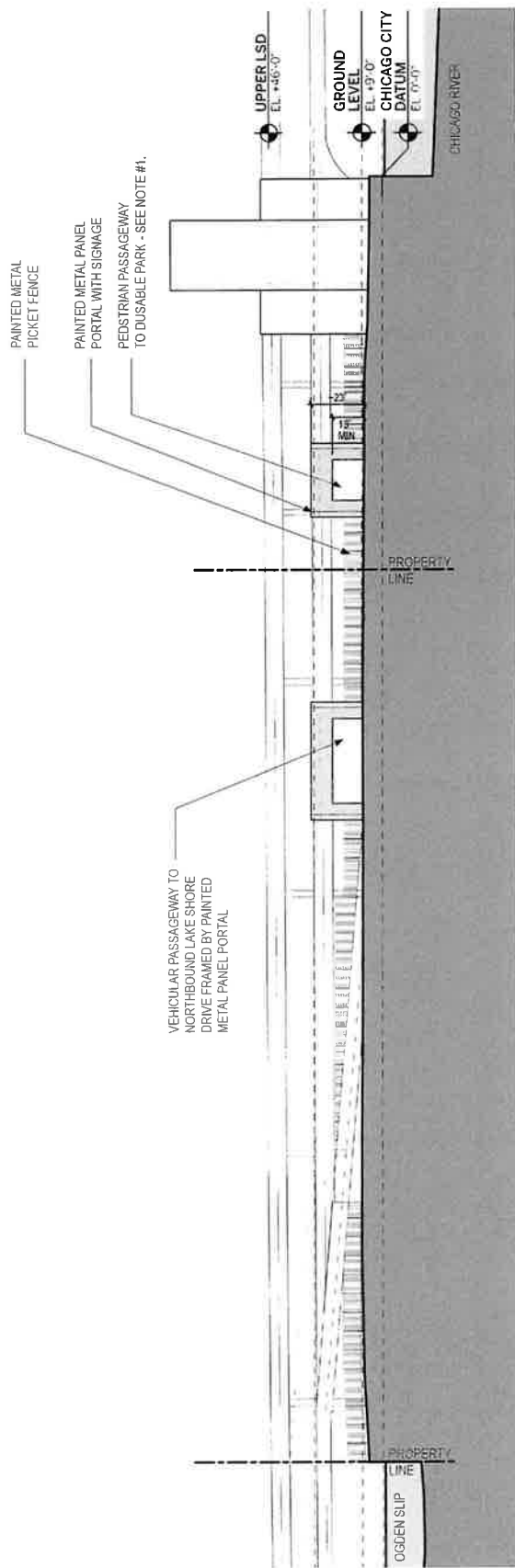
Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
 Chicago, IL 60611
Revision Date: June 26, 2023

TYPICAL FACADE DETAIL
TOWER EAST & WEST FACADES
PROPOSED DESIGN - TYPICAL



Applicant: RMW Acquisition Company LLC
Address: 400 N Lake Shore Drive
 Chicago, IL 60611
Revision Date: June 26, 2023

TYPICAL FACADE DETAIL
GROUND LEVEL FACADE
PROPOSED DESIGN - TYPICAL

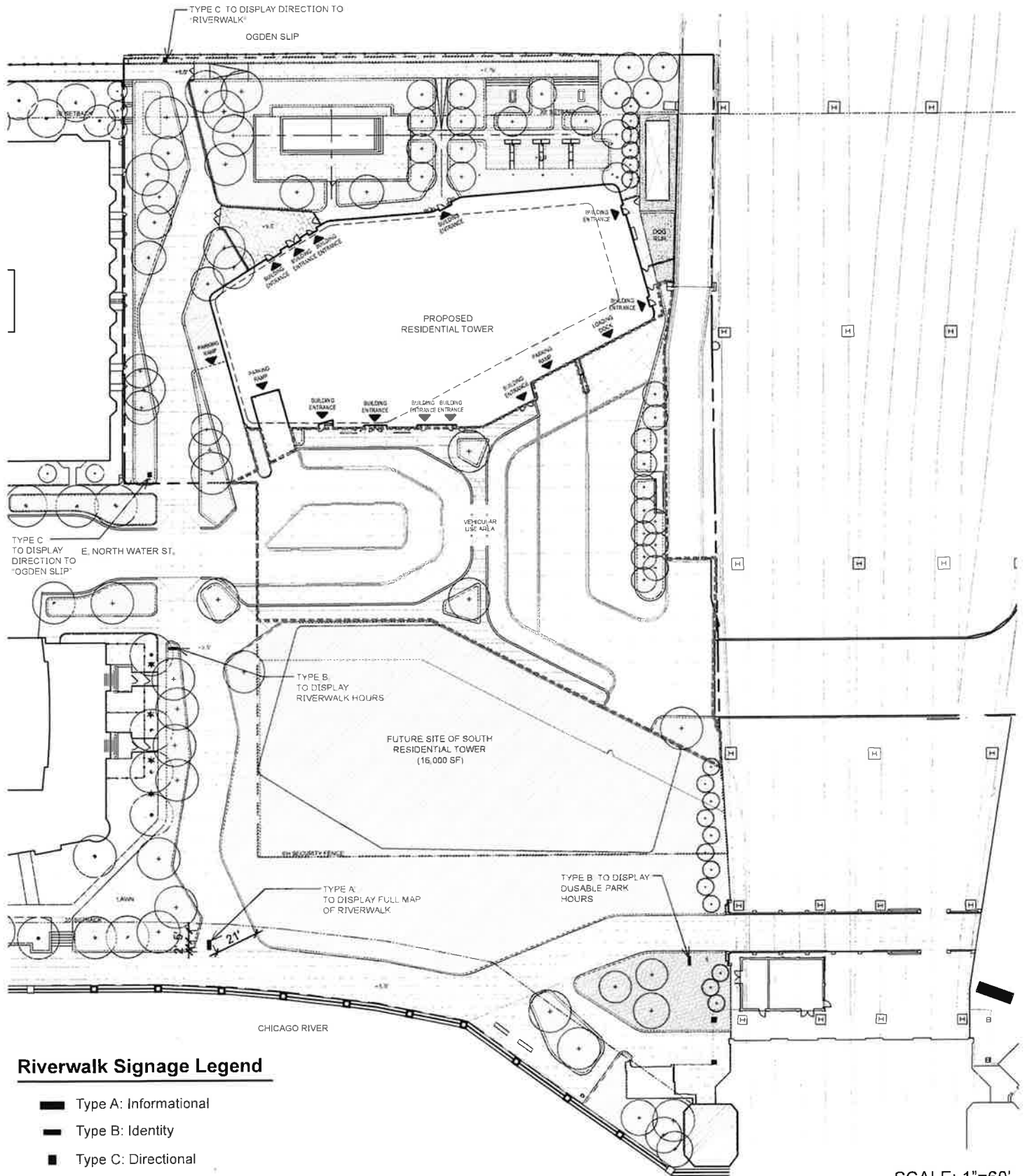


WEST ELEVATION

NOTE #1: ART PROGRAM ON NORTH AND SOUTH WALL OF PORTAL TO DUSABLE PARK TO BE DEVELOPED IN COOPERATION WITH DCASE AND CPD.

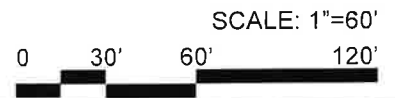
Applicant: RMW Acquisition Company LLC
 Address: 400 N Lake Shore Drive
 Chicago, IL 60611
 Revision Date: June 26, 2023

**TYPICAL FACADE DETAIL
 LAKE SHORE DRIVE WEST ELEVATION
 PROPOSED DESIGN**



Riverwalk Signage Legend

- Type A: Informational
- - - Type B: Identity
- Type C: Directional
- Type D: Mile Marker (not required)



Applicant: RMW Acquisition Company LLC
 Address: 400 N Lake Shore Drive
 Chicago, IL 60611
 Revision Date: June 26, 2023

**RIVERWALK WAYFINDING + SIGNAGE
 PHASE 1**





DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

September 22, 2022

Katie Jahnke Dale
DLA Piper LLP
444 West Lake Street, Suite 900
Chicago, Illinois 60606

Re: Request for Minor Change for Planned Development No. 368, Sub-parcel E.3 – 400 North Lake Shore Drive

Dear Ms. Jahnke Dale:

Please be advised that your request for a minor change to Planned Development No. 368, Sub-parcel E.3 (“PD 368”) has been considered by the Department of Planning and Development pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement Number 18 of PD 368.

RMW Acquisition Company LLC (the “Applicant”), the sole owner of Sub-parcel E.3, has filed a minor change to authorize a revised method of compliance with the Affordable Housing Bonus applicable to Sub-parcel E.3. PD 368 that allows for the application of a 1.18 FAR bonus to Sub-parcel E.3 by utilizing the Affordable Housing Bonus pursuant to the previous Section 17-4-1004 of the Zoning Ordinance. Pursuant to that Section developers had two options for fulfilling the bonus requirements: providing on-site affordable floor area or making a payment of a fee in lieu of providing such affordable floor area.

The on-site affordable floor area required was calculated as follows: Bonus Square Footage * 25% = Affordable Square Footage Required. Accordingly, based on a net site area of 95,005 square feet and a 1.18 FAR (112,105.90 square foot) bonus, 28,026.48 square feet of affordable floor area is required to fulfill the on-site affordable floor area requirement of the bonus for Sub-parcel E.3. The Applicant is proposing to provide 101,382 square feet of affordable floor area (20% of units on-site), exceeding the requirements of the bonus. The Applicant requests a minor change to Statement 11(l) and Note 10 of the PD to reflect such modified method of compliance. The request includes an updated Statement 11(l), and Bulk Table reflecting those changes.

Regarding your request, the Department of Planning and Development has determined that allowing the proposed modifications will not create an adverse impact on the Planned Development or surrounding neighborhood, will not result in an increase in the bulk or density, and will not change the character of the development, and therefore, would constitute a minor change.

Prior to the release of any building permit, the Applicant must execute and record a 30-year regulatory agreement or other instrument obligating the Applicant to construct the Affordable Units in the rental project.

PD 368
Minor Change
September 22, 2022
Page 2

Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and PD 368, I hereby approve the foregoing minor change, but no other changes to this Planned Development. This minor change is valid for twelve (12) months from the date of this letter unless action to implement the minor change is commenced within such period and thereafter diligently pursued to completion, including, if applicable, construction consistent with the minor change as authorized by a building permit. If action to implement the minor change, including construction, does not begin within the time set forth, or does not proceed with reasonable diligence, then the approval will lapse and become null and void.

Sincerely,


Noah Szafraniec
Assistant Commissioner

CC: Emily Thrun, Ricardo Lopez, Mike Marmo, Erik Glass, Main File

Statement 11(l):

Pursuant to the Affordable Housing provision of the City of Chicago Zoning Ordinance, Title 17, Chapter 17-4-1004, as it existed prior to October 13, 2015 ("Zoning Ordinance") Developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 1.18 FAR for the Property. The Developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1004D of the Zoning Ordinance, the total floor area devoted to affordable housing units must equal at least 25 percent of the total increase in floor area allowed under the Affordable Housing Bonus or a cash payment must be made to the City of Chicago Affordable Housing Opportunity Fund based on the increase in allowable floor area multiplied by 80 percent of the median cost of land per buildable square foot. In accordance with the formulas set forth in Section 17-4-1004-C and the Bonus Worksheet, the Developer of Parcel E.3 has agreed to provide a minimum of at least 28,026.48 square feet total of floor area in the Phase One building on Parcel E.3 (the "Affordable Units") with an affordable unit mix comparable to the overall mix and approved by the Chicago Department of Housing ("DOH"). Prior to the issuance of permits, the Developer of Parcel E.3 will enter into an Affordable Housing Agreement with DOH with respect to the Affordable Units. The Developer of Parcel E.3 must comply with all of the applicable sections of the Affordable Housing Provision of the Zoning Ordinance which sections are hereby incorporated into this planned development. The Affordable Housing Agreement required by Section 17-4-1004-E9 is also incorporated into this planned development.

Bulk Regulations and Data Table

(Page 1 of 5)

Sub Area	Net Site Area See Note (1) Sq. Ft. Acres	Maximum Retail Sq. Ft. (1000's)	Maximum Commercial Sq. Ft. (1000's)	Maximum Hotel Rooms	Maximum Dwelling Units	Maximum F.A.R.
A	<u>380,796</u> 8.74	540 <i>See Note (5)</i>	5,259	1,800	Permitted <i>See Notes (2 & 3)</i>	13.81 <i>See Note (6)</i>
B <i>See Notes (11 & 13)</i>	<u>183,449</u> 4.21	40	2,482 <i>See Note (8)</i>	1,606 <i>See Note (8)</i>	671 <i>See Note (8)</i>	13.53 <i>See Note (7)</i>
C	<u>122,303</u> 2.81	140	850	540	630	12.72
D	<u>361,234</u> 8.29	170	500	0	2,350	8.60
E	<u>346,038</u> 7.94	110 <i>See Note (9)</i>	5 <i>See Note (4)</i>	0	1,100	6.83
E.1	<u>232,841</u> 5.34	0	5 <i>See Note (4)</i>	Not Permitted	Not Permitted	0.02
E.2	<u>18,191.63</u> 0.42	0	0	0	0	0
E.3	<u>95,005</u> 2.18	110 <i>See Note (9)</i>	0	0	1,100	15.92 <i>See Note (10)</i>
F <i>See Note (12)</i>	<u>167,084</u> 3.83 <i>See Note (12)</i>	150	0	0	1,118 <i>See Note (12)</i>	11.57 <i>See Note (12)</i>
TOTAL	<u>1560,904</u> 35.83	1,040	9,096	3,946 <i>See Note (8)</i>	5,869 <i>See Note (2)</i>	10.84
Gross Site Area = Net Site Area: 1,560,904 sq. ft. (35.83 acres) plus area in or proposed to be in public right of way: 940,843 sq. ft. (21.60 acres) plus area in or proposed to be in public parks or open space: 302,479 sq. ft. (6.94 acres) = 2,804,226 sq. ft. (64.38 acres).						

<u>OFF STREET PARKING</u>	<u>MINIMUM</u>	<u>MAXIMUM</u>
BUSINESS USES	1:5,000 sq. ft.	As determined by DPD in consultation with CDOT
HOTEL USES	1:4 Rooms	
RESIDENTIAL USES	55% d. u.	
	Sub Area E.3: 300	
NON-ACCESSORY PARKING (allowed in Sub-area F only)	200 spaces	600 spaces
OFF STREET LOADING:		Per DX-12 requirements Sub Area E.3: 3 (10'x25') per Phase
MINIMUM PERIPHERAL SETBACKS		Sufficient to allow for street trees and pedestrian walkways (min. 12'-6" from building to curb face
MINIMUM UPPER LEVEL SETBACKS		40' from Lake Shore Drive at level of Upper Lake Shore Drive

Exhibit 1

Bulk Regulations and Data Table

(Page 2 of 5)

Note (1):	For the purpose of this Planned Development, Net Site Area” shall equal the entire land area (at Plaza Level where such is established, and otherwise at grade) within the boundaries of the planned development, less the area now dedicated or proposed to be dedicated to public use.
Note (2):	Dwelling units shall be permitted in Sub-Area A of this Planned Development subject to the provisions of the DX-16, Downtown Mixed-Use district classification. Any such units so built will not affect the total of 5,869dwelling units permitted in Sub-Areas B, C, D, E and F. Dwelling units are permitted below the second floor in all sub-areas except Sub-Area E.
Note (3):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. The permissible number of hotel rooms within the planned development shall not exceed 3,946 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed “accessory hotel uses” and shall be charged against commercial uses.
Note (4):	Although Sub-Area E.1 (DuSable Park) has been dedicated to public park uses, it is included in Net Site Area because a maximum of 5,000 square feet of park and recreation-related floor area may be constructed within its boundaries.
Note (5):	Assumes 410,000 sf allocated to development Parcels 4 and 5 and the remaining 130,000 sf allocated to remaining development parcels within Sub-Area A.
Note (6):	Assumes floor area allocated to existing buildings as follows: 401 North Michigan (760,241 sf), University of Chicago Gleacher Center (240,000 sf), NBC Tower (912,000 sf); and, to future development as follows: Parcel 1 (776,250 sf); Parcel 3 (970,000 sf) and Parcels 4/5 (1,600,000 sf)
Note (7):	Assumes floor area allocated to existing Sheraton Hotel (Parcels P6A and P6B) at 860,379 sf and to Parcels P7 and P7A at 847,290 sf. pursuant to June 6, 2012 amendment
Note (8):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. The number of dwelling units listed for Subarea B (842) includes 197 dwelling units converted from 394 hotel rooms. The permissible number of hotel rooms within the planned development shall not exceed 3,946 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed “accessory hotel uses” and shall be charged against commercial uses. Accessory hotel uses on Parcels 7, 7A and 8 combined shall not exceed 50,000 square feet.
Note (9):	Eating/drinking establishments (excluding taverns), residential support services, physical fitness/indoor recreation center, and small venue theater (for building residents only) are expressly permitted in Sub-Area E.3.

Exhibit 1

Bulk Regulations and Data Table

(Page 3 of 5)

Note (10):	FAR Bonus Calculations		
	Sub-Area E.3 (Parcels 18 and 19, combined)		
	Net Site Area = 95,005 square feet		
	Base FAR	10.00	
	Downtown Affordable Housing Zoning Bonus	1.18 (a)	
	Chicago Riverwalk	3.08 (b)	
	Underground Parking and Loading	1.66 (c)	
	Total FAR	15.92	
	a)	Based on provision of a minimum of 28,026.48 square feet of affordable housing on-site.	
	b)	Based on the provision of improvements to 29,262 square feet of riverwalk improvements.	
c)	Based on the provision of 300 underground parking spaces on Lower Levels 1 and 2.		
Note (11):	Bulk Regulations and Data Table		
	Sub-Area B (Parcels 7 & 7A)		
	Net Site Area = 68,385 square feet		
	Maximum Floor Area Ratio (FAR):	12.39	
	Maximum Percentage of Land Coverage:	Per Site Plans	
	Maximum Number of Dwelling Units:	398	
	Maximum Number of Hotel Keys:	400	
	Maximum Number of Off-Street Parking Spaces (Residential):	219	
	Maximum Number of Off-Street Parking Spaces (Hotel):	11	
	Minimum Number of Bike Parking Spaces:	50	
	Minimum Periphery Setbacks:	Per Site Plans	
	Maximum Building Height:	590' (plus 45' for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)	
Minimum Number of Off-Street Loading Berths, Residential:	2 (10' x 25') spaces		
Minimum Number of Off-Street Loading Berths, Hotel:	2 (10' x 25') spaces		

Exhibit 1

Bulk Regulations and Data Table

(Page 4 of 5)

Note (12):	Sub-Area F	
	Net Site Area = 167,104 sq. ft. (overall)	
	Maximum Floor Area Ratio (FAR):	11.57 (overall Sub-area F after Floor Area Bonuses)
	Base FAR	8.98 (overall Sub-area F; see note (a) below)
	Affordable Housing Bonus:	0.52 (See note (b) below)
	Underground Parking Bonus:	1.00 (See note (c) below)
	Plaza/Pocket Park Bonus:	<u>1.07</u> (See note (d) below)
	Total FAR	11.57
	Bulk Regulations and Data Table For Parcel 21C:	
	Maximum Number of Dwelling Units:	350
Minimum Number of Accessory Parking Spaces:	296	
Minimum Number of Bike Parking Spaces:	50	
Minimum Periphery Setbacks and Site Coverage:	Per site plan	
Maximum Building Height:	785 feet	
Minimum Number of Off-Street Loading Berths:	3 (10' x 25')	
a)	Base FAR of 8.98 results from an increase in net site area from 100,456 sf. to 167,104 sf. for the inclusion of Parcel P21B into the net site area by this amendment and a commensurate reduction of FAR from 14.93.	
b)	86,720 sf bonus floor area based on a contribution of \$2,983,168 to the City of Chicago Housing Opportunity Fund as set forth in Statement 11(o).	
c)	167,208 sf. bonus floor area based on 120 underground parking spaces on Levels -1 and -2 and 176 unground parking spaces on Levels -3 and -4.	
d)	179,670 sf. bonus floor area based on providing or reconstructing 20,008 square feet of plaza/pocket park area on Parcel P21B in accordance with the Pocket Park Bonus Landscape Plan.	

Exhibit 1

Bulk Regulations and Data Table

(Page 5 of 5)

Note (13):	Bulk Regulations and Data Table	
	Sub-Area B (Parcel 8)	
	Net Site Area =34,400 SF	
	Maximum Floor Area Ratio (FAR):	14.50
	Maximum Percentage of Land Coverage:	Per Site Plan
	Maximum Number of Dwelling Units:	444
	Minimum Number of Off-Street Parking Spaces (Residential):	181
	Minimum Number of Bike Parking Spaces:	50
	Minimum Periphery Setbacks	Per Site Plans
	Maximum Building Height:	535' (Includes 35' for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)
Minimum Number of Off-Street Loading Berths, Residential:	1 (10' x 25')	
Minimum Number of Off-Street Loading Berths, Retail:	1 (10' x 25')	

20376

18332

JOURNAL--CITY COUNCIL--CHICAGO

6/17/2020

The following are said ordinances as passed (the italic heading in each case not being a part of the ordinance):

Reclassification Of Area Shown On Map No. 1-E.
(As Amended)
(Application No. 20376)
(Common Address: 400 N. Lake Shore Dr.)

RBPD 368, 09

[SO2020-1897]

Be It Ordained by the City Council of the City of Chicago:

SECTION 1. That the Chicago Zoning Ordinance be amended by changing all the Residential-Business Planned Development Number 368 symbols and indications as shown on Map Number 1-E in the area bounded by:

a line 150 feet east of and parallel to North St. Clair Street; East Grand Avenue; North Lake Shore Drive; the centerline of Ogden Slip to a point 439.74 feet east of North Lake Shore Drive; the centerline of the turning basin; the north bank of the Chicago River and the line thereof extended eastward where said bank does not exist; North Michigan Avenue; East North Water Street; North St. Clair Street (as now located); East Illinois Street; North St. Clair Street; and the alley next south of East Grand Avenue,

to the designation of Residential-Business Planned Development Number 368, as amended, which is hereby established in the area above described, subject to the provisions of the Plan of Development herewith attached and made a part thereof and to no others.

SECTION 2. This ordinance shall be in force and effect from and after its passage and due publication.

Plan of Development Statements referred to in this ordinance read as follows:

Residential-Business Planned Development No. 368, As Amended.

Plan Of Development Statements.

1. The area delineated herein as "Residential-Business Planned Development Number 368", as amended, consists of approximately 1,560,904 square feet or 35.83 acres (exclusive of public rights-of-way and dedicated public open space) of real property as shown on the attached Planned Development Boundary Map (the "Property").

2. This plan of development consists of these twenty-four (24) statements and the following exhibits for the entire Planned Development and further defined for Subarea B Parcels 7, 7A, and 8, and Subarea F Parcels 21B and 21C: Bulk Regulations and Data Table for the entire Planned Development; an Existing Zoning Map; Planned Development Boundary and Subareas Map; Development Parcels Map; Maximum Height Zones; Existing and Planned Open Spaces; Pattern of Vehicular Roadways; and Recommended Traffic Improvements. This plan of development is in conformity with the intent and purpose of the Chicago Zoning Ordinance and all requirements hereof and satisfies the established criteria for approval as a planned development. In any instance where a provision of the Planned Development conflicts with the Chicago Building Code, the Building Code shall control.

This plan of development consists of the following exhibits related to the development of Subarea B Parcels 7 and 7A: Bulk Regulations and Data Table Note 11; View Corridor Program; Overall Site Plan; Lower East North Water Street Plan, North Park Drive Street Plan, North Park Drive Wayfinding Plan; Upper East North Water Street Plan; Upper East North Water Street Wayfinding Plan; Terrace Level Plan; Landscape Plan; Green Roof Plan; Overall Section A Plan and Partial North Elevation; West Elevation at tower and Partial North/South Section B Plan; Building Elevations (North, South, East and West) prepared by Solomon Cordwell Buenz dated May 24, 2012.

This plan of development consists of the following plans and exhibits related to the development of Parcels P21B and P21C (the "Kraft Parcel"): Bulk Regulations and Data Table Note 12; Site Plan; Ground Floor Plan; Recreation Deck Level Plan; Green Roof Plan; Building Elevations (North and East, and South and West); Landscape Plan; Pocket Park Bonus Landscape Plan; Landscape Sections (A/B and C/D); and Landscape Plant List prepared by GREC Architects LLC and dated December 18, 2014.

This plan of development consists of the following exhibits related to the development of Subarea B Parcel 8: Bulk Regulations and Data Table Note 13; Site Plan; Landscape Plan; Mezzanine, Second Floor, Third Floor, Fourth Floor, and Fourth Floor Mezzanine Plans; 5th Floor Amenity Landscape Plan; 6th Floor Balcony Landscape Plan; 37th Floor Sky Deck Landscape Plan; Plant List and Landscape Details; Green Roof Plan; and Building Elevations (North, South, East and West) prepared by Pappageorge Haymes Partners dated October 15, 2015.

All of the exhibits cited above shall be those approved with Residential-Business Planned Development Number 368, as amended January 21, 2015.

The "Applicant" for purposes of this amendment, RMW Acquisition Company LLC, owns or controls Subparcel E.3 and this plan of development consists of the following exhibits related to the development of Subparcel E.3: Bulk Regulations and Data Table Note 10; Property Line Map; Site Plan -- Phase 1; Site Plan -- Phase 2; Ground Level Plan; FAR Bonus Calculations; Landscape Plan -- Phase 1;

Landscape Plan -- Phase 2; Landscape Plant List and Details; Chicago River Elevation; Ogden Slip Elevation; Lake Shore Drive Elevation; North Water Street Elevation; Typical Facade Details (Tower North and South Facades, Tower East and West Facades, Ground Level Facade, Lake Shore Drive Acoustical Screen); and Lake Shore Drive Acoustical Screen prepared by Skidmore Owings & Merrill LLP and dated May 21, 2020 (the "Plans").

3. The current property owner or an authorized agent shall obtain all required reviews, approvals, licenses and permits in connection with this plan of development. The dedication or vacation of any streets or alleys shall require a separate submittal and approval by the City Council.

All applicable official reviews, approvals or permits are required to be obtained by the Applicant for Subparcel E.3 or its successors, assignees or grantees. Any dedication or vacation of streets or alleys or grants of easements or any adjustment of the right-of-way shall require a separate submittal to the Department of Transportation on behalf of the Applicant or its successors, assigns or grantees.

Any requests for grants of privilege, or any items encroaching on the public way, shall be in compliance with the Planned Development.

Ingress or egress shall be pursuant to the Planned Development and may be subject to the review and approval of the Departments of Planning and Development and Transportation. Closure of all or any public street or alley during demolition or construction shall be subject to the review and approval of the Department of Transportation.

Pursuant to a negotiated and executed Perimeter Restoration Agreement ("Agreement") by and between the Department of Transportation's Division of Infrastructure Management and the Applicant, the Applicant shall provide improvements and restoration of all public way adjacent to the property, which may include, but not be limited to, the following as shall be reviewed and determined by the Department of Transportation's Division of Infrastructure Management:

- Full width of streets
- Full width of alleys
- Curb and gutter
- Pavement markings
- Sidewalks
- ADA crosswalk ramps
- Parkway and landscaping

The Perimeter Restoration Agreement must be executed prior to any Department of Transportation and Planned Development Part II Review permitting. The Agreement shall reflect that all work must comply with current Rules and Regulations and must be designed and constructed in accordance with the Department of Transportation's Construction Standards for Work in the Public Way and in compliance with the Municipal Code of Chicago Chapter 10-20. Design of said improvements should follow the Department of Transportation's Rules and Regulations for Construction in the Public Way as well as The Street and Site Plan Design Guidelines. Any variation in scope or design of public way improvements and restoration must be approved by the Department of Transportation.

The following traffic improvements will be implemented in connection with the development of Subparcel E.3 by and at the owner's expense:

- Remove the mid-block pedestrian crossing (marked crosswalk) on intermediate Lake Shore Drive
- Incorporate Leading Pedestrian Intervals (LPIs) at the following signal locations:
 - Columbus Drive/Upper North Water Street
 - Peshtigo Court/Illinois Street
 - Southbound Intermediate Lake Shore Drive Off-Ramp
- Intermediate Lake Shore Drive/Southbound Site Exit Ramp
 - Provide ADA-accessible sidewalk ramps with appropriate slopes and detectable warnings along the west side of Lake Shore Drive at the southbound exit ramp leading to the site
- Install a Divvy station on or adjacent to the site

After receiving the Certificate of Occupancy for the Phase 1 building and prior to Part II Approval for the Phase 2 building, the Applicant for Subparcel E.3 shall submit an updated traffic study to CDOT for review and approval. If the traffic study identifies infrastructure upgrades or improvements that are warranted and directly and solely attributed to the Subparcel E.3 project, the Applicant will be responsible for such upgrades or improvements prior to receiving Part II Approval for the Phase 2 building.

4. The requirements, obligations and conditions contained within this Planned Development shall be binding upon each property owner, its successors and assigns (including any condominium association which is formed) and the legal titleholders and any ground lessors. All rights granted hereunder shall inure to the benefit of each property owner, its successors and assigns (including any condominium association which is formed) and the legal titleholder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the property, at the time applications for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or under single designated control. Subject to the subarea/subparcel control provisions of Section 17-8-0400 of the Chicago Zoning Ordinance, single designated control for purposes of this paragraph shall mean that any application to the City for any amendment to this Planned Development or any other modification or change thereto (administrative, legislative or otherwise) shall be made or authorized by the Equitable Life Assurance Society of the United States or all its successors and assigns as zoning control party for property located west of Columbus Drive, and by all the successors and assigns to the Chicago Dock and Canal Trust, as zoning control parties for the property located east of Columbus Drive. The board of directors of any condominium association shall represent individual condominium owners.

5. Several subareas are delineated on the attached Planned Development Subarea Map for the purposes of establishing use and density controls in connection with this plan of development. Uses permitted below plus thirty-five (+35) feet Chicago City Datum, plus or minus six (+/-6) feet in respect of design conditions ("Plaza Level") shall be in general conformity with the Permitted and Special Uses of the DX-12 Downtown Mixed-Use District classification; uses permitted at and above the Plaza Level in the area hereinbefore defined shall be in general conformity with the Permitted and Special Uses of the DX-12 Downtown Mixed-Use District classification, except that in that part of the subject area lying within 200 feet of North Michigan Avenue uses shall be in general conformity with the Permitted and Special Uses of the DX-16 Downtown Mixed-Use District classification; uses permitted where no Plaza Level exists shall be in general conformity with the Permitted and Special Uses of the DX-12 Downtown Mixed-Use District Classification. Earth station receiving and transmitting dishes, microwave relay dishes and transmitting or receiving dishes shall be permitted. Residential support services physical fitness/indoor recreation center, and small venue theater are expressly permitted in Subparcel E.3. The following uses shall be prohibited in Subparcel E.3: group living (all, except assisted living and nursing home); hospital; colleges and universities, lodge or private club; religious assemblies, school; utilities and services (major and minor); adult use; animal services; body art services; communication service establishments; drive-through facility; taverns; entertainment and spectator Sports; payday/title secured loan store; pawn shop; liquor store; fortune telling service; funeral and internment service; gas station; bed and breakfast; hotel/motel; vacation rental; shared housing unit; medical service; massage establishments; entertainment cabaret; shooting range facility; valuable objects dealer; vehicle sales and service;

manufacturing; production and industrial services; recycling facilities; warehousing; wholesaling and freight movement; and cannabis business establishment. Non-accessory parking shall be a permitted use in Subarea F only. Underground accessory parking related to the improvements constructed upon Subparcel E.3 shall be a permitted use in Subparcel E.2. All other controls and regulations set forth herein are made applicable within the general application of this statement. Uses permitted in DuSable Park (Subparcel E.1) shall be recreational and related uses including but not limited to marinas; tennis courts; and similar facilities. Temporary staging of construction materials and related equipment shall be a permitted use in Subparcel E.1 subject to the review and approval of the Commissioner of the Department of Planning and Development and the Chicago Park District. Daycare and other community-oriented uses are expressly permitted and strongly encouraged in all areas of the Planned Development. Agreement on how space for a minimum of one new daycare center shall be provided within Subareas B or D to service new residents and employees of those subareas must be submitted and approved by the Department of Planning and Development prior to the issuance of any Part II Approval for any improvement on Parcels P1, P3, P7, P7A or P8.

6. For purposes of Floor Area Ratio (FAR) calculations, the definitions in the Chicago Zoning Ordinance shall apply, with the following exceptions: (1) in Subarea A, grade is herein established at plus thirty-five (+35) feet Chicago City Datum, plus or minus six (+/-6) feet in respect of design conditions ("Plaza Level"); (2) in Subarea B, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus six (+/-6) feet in respect of design conditions; and (3) space devoted to heating, ventilation, and air-conditioning equipment shall not be included in FAR regardless of location.
7. Any service drives or other ingress or egress lanes shall be adequately designed and paved in accordance with the regulations of the Chicago Department of Transportation and in compliance with the Municipal Code of the City of Chicago to provide ingress and egress for motor vehicles, including emergency vehicles. Fire lanes shall be adequately designed and paved in compliance with the Municipal Code of the City of Chicago and shall have a minimum of 20 feet to provide ingress and egress for emergency vehicles. There shall be no parking within established fire lanes. Closure of all or part of any public streets or alleys during demolition or construction shall be subject to the review and approval of the Chicago Department of Transportation. All work proposed in the public way must be designed and constructed in accordance with the Chicago Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago.
8. Off-street parking and loading facilities shall be provided in compliance with this plan of development, subject to the review of the Chicago Department of Transportation and approval by the Department of Planning and Development. All parking spaces required to serve buildings or uses shall be located on the same parcel as the building or use served, or (i) if a residential use, within 600 feet walking distance, or (ii) if a non-residential use, within 1,200 feet walking distance. Parking to serve uses in Subparcels E.1 or E.3 may be located underneath or west of Lake Shore Drive.

9. Business and business identification signs shall be permitted within the Planned Development subject to the review and approval of the Department of Planning and Development and to the conditions of Statement 11(e). Off-premises signage is prohibited. Temporary signs such as construction and marketing signs may be permitted subject to the aforesaid approvals. Signage for retail and movie theater uses is a special concern. A general signage plan indicating the locations and dimensions of signage for these uses, including all interior signage which is visible from public streets, shall be submitted prior to Part II Approval in accord with Statement 16 hereof (Site Plan Review).
10. The height of buildings within the Planned Development and any appurtenance attached thereto shall be subject to the limitations on the attached exhibit labeled "Maximum Height Zones". Where Maximum Height Zones have been established, building height shall be defined as follows:

"Building Height" is the vertical distance from the curb level, grade, or its equivalent, opposite the center of the front of a building to the highest point of the underside of the ceiling beams of the highest habitable floor, in the case of a flat roof; to the deck line of a mansard roof; and, to the mean level of the underside of the rafters between the eaves and the ridge of a gable, hip or gambrel roof. For the purpose of determining height in Subarea B Parcels 7 and 7A, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus 6 feet in respect of design conditions. (For the purpose of determining height, building tops of other configurations may be considered to be the type described herein which most closely approximates the shape of the proposed design). However, in no case shall the "actual" height of a building exceed the "maximum height" by more than 65 feet.
11. The improvements on individual development sites shall be designed, constructed and maintained in accordance with the exhibits attached hereto and the following general design standards:
 - (a) buildings along Lake Shore Drive shall be designed to minimize building mass directly facing the drive. The base along Lake Shore Drive of any such structure shall be limited to the height of Lake Shore Drive. Except for Subparcel E.3, the tower of such structures shall be set back a minimum of 40 feet from Lake Shore Drive although encroachments into such setback area for design reasons may be allowed by the Commissioner of Planning and Development as a minor change pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance. When required, this 40-foot setback area shall be heavily landscaped with trees and other greenery so as to be visible from the drive.
 - (b) landscaping of buildings at terraces, rooftops, and balconies shall be provided wherever possible and appropriate. Buildings shall be designed with

upper-level architectural features that are lit at night wherever possible. Mechanical equipment on rooftops shall be screened with quality materials, and made a feature of the building design, where appropriate. Notwithstanding any statement to the contrary, this Planned Development shall be subject to the provisions of Chapter 17-11 of the Chicago Zoning Ordinance governing landscaping and screening. In any instance where a provision of this Planned Development conflicts with landscape and screening provisions of the Chicago Zoning Ordinance, the Chicago Zoning Ordinance shall control. Nothing in this Planned Development is intended to waive the applicability of the landscape and screening provisions of the Chicago Zoning Ordinance.

- (c) Buildings shall be setback from the property line, if necessary, to achieve a minimum of 12 feet, 6 inches (except the building located in Subarea B, Parcels 7 and 7A, may be located at the property line along North New Street, North Park Drive, Upper East North Water Street and Lower East North Water Street and the building located in Subarea B, Parcel 8, may be located at the property line along North New Street, North Park Drive, and East Illinois Street) in sidewalk width to accommodate street trees. No awnings, canopies, or other building projections shall be allowed that would interfere with street tree canopies except at entrances to hotels, residential entrances or movie theaters.
- (d) Building designs that reflect divisions into base, middle, and top, that have setbacks, cornice lines, changes in plane or materials, articulated surfaces, or other methods of reducing the scale and mass are encouraged. Preferred building materials shall be stone, manufactured stone, brick, finished metal such as stainless steel, or articulated pre-cast concrete in combination with glass at the base. Exposed structural concrete, dryvit or other stucco-like material, or reflective glass shall not be allowed. Materials of upper stories shall be similar to those of the lower; however, the level of detailing may be simplified.

The Plans for Subparcel E.3 are hereby approved in their entirety and no further approvals shall be required under this Planned Development or the Zoning Ordinance for the improvements undertaken in accordance with the Plans, other than Part II Approval (per Section 17-13-0610 of the Zoning Ordinance) or any approvals required by CDOT or IDOT to design and conduct work on or under the public way or near an existing CDOT or IDOT structure. The Applicant and DPD, at either party's request, may continue to evolve the design of the acoustical wall located in Subparcel E.3 and changes to the design or materials of the acoustical wall, if any, shall, if mutually agreed upon, be reviewed by DPD pursuant to Section 17-13-0800. The acoustical wall shall be constructed with high-quality materials.

- (e) Buildings shall be designed with clearly delineated signage bands. The quality and amount of signage shall be strictly controlled. The total square footage displayed on any building shall be limited to no more than six times the street

frontage on any given street. Preference shall be given to pin-mounted back lit signs with individual letters that are externally lit. Signs behind glass that are visible from the sidewalk shall count toward the permitted sign area. The area of a sign that consists of individual letters shall be measured by drawing a box around the letters. Graphic images which depict tenant logos or products or which may otherwise be construed as advertising shall count as signage in their entirety. Signage on awnings shall be allowed on the valance only, with a maximum of 5-inch high letters limited to tenant identification or logos only. No electronic moving message board signs shall be allowed. Rooftop signs shall be prohibited.

- (f) No new surface parking lots, except interim lots approved by the Zoning Administrator, shall be allowed. No surface parking lot shall be allowed on the Parcel P21B ("Kraft") park site in Subarea F. The maximum effort shall be made to contain parking in below-ground structures. Above-grade parking structures shall be enclosed, fronted by habitable space, or otherwise designed so as to have a similar appearance to habitable spaces in terms of finish materials, the shape and scale of openings, and the screening of ramps, car lights and ceiling fixtures. Any parking structures facing the Chicago River must be fronted by habitable space or completely enclosed and well-articulated at all levels. The first floor of all structures facing Illinois Street, Grand Avenue, McClurg Court, Park Drive, or Columbus Drive shall maximize space with active uses such as retail, daycare, restaurants, et cetera. Parking structures shall also contain provisions for planting at the base, the roof, or at mid-height ledges.
- (g) Loading docks shall be concealed from public view through screening or landscaping. Curb cuts for loading docks shall be minimized.
- (h) The new roadway structure at upper level Illinois Street shall be finished in highly articulated stone, pre-cast concrete, or other quality material, with particular attention given to views of the structure from Columbus Drive. Terraced planting, pedestrian lighting, decorative railings, banners, and other features shall be used to create a major pedestrian amenity. A major water feature shall be installed at the intersection of upper-level Illinois Street and the NBC Plaza. The underside of upper Illinois Street shall be appropriately lit, structural columns shall be covered, and other elements shall be added to create a safe, well-lit connection to Michigan Avenue.
- (i) The completion of the riveredge esplanade shall be required of the Developers of Parcels 14 and 16, and Parcel 18. Such public spaces shall be developed with the same quality and character of amenities as the existing esplanade adjacent to these areas. In addition, the Developer of Parcel 18 shall be responsible for the development of pedestrian access to DuSable Park under Lake Shore Drive; provided, however, that during construction of the Phase 2 tower on Subparcel E.3, portions of the riveredge esplanade may be closed for construction as long as a pedestrian pathway is maintained throughout

such closure. Such access shall be well lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river esplanade.

- (j) The owner(s) of Parcel 19 shall be solely responsible for the cost of improvements underneath Lake Shore Drive, subject to approval of the State of Illinois and CDOT to make such improvements. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the riverwalk promenade. All plans for these improvements shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of Part II Approval letters. The underpass underneath Lake Shore Drive is intended to include public art that recognizes the history of DuSable. The Applicant shall cooperate with the Department of Cultural Affairs and Special Events to implement or prepare the site for such public artwork, which shall be at no additional cost to the Applicant.
- (k) All improvements to be constructed within this Planned Development for which Part II Approval letters are issued after the March 29, 2006, date of City Council approval of the amended Planned Development shall comply with the Department of Planning and Development Chicago Sustainable Development Policy in effect at the time of application for Part II Approval, and the owners shall use best and reasonable efforts to design, construct and maintain all buildings located within this Planned Development in a manner generally consistent with the Leadership in Energy and Environmental Design Green Building Rating System (LEED). The development of the improvements on Parcel P21C shall be LEED certified and have a green roof of approximately 2,177 square feet and a rain water collection system as described in the attached Green Roof Plan.

The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain all buildings in a manner that provides healthier indoor environments, reduces operating costs and conserves energy and natural resources. The Applicant shall obtain the number of points necessary to meet the requirements of the Chicago Sustainable Development Policy, in effect at the time the Part II Review process is initiated for each improvement in Subparcel E.3 that is subject to the aforementioned Policy and must provide documentation verifying compliance.

- (l) Pursuant to the former Section 17-4-1004 of the Zoning Ordinance, the Applicant has requested an increase in the floor area ratio for Subparcel E.3, as set forth in the bonus worksheet required under the former Section 17-4-1003 and attached hereto as an exhibit ("Bonus Worksheet"). Any developer of a building receiving an affordable housing floor area bonus ("Eligible Building") must either provide on-site affordable housing units or make a cash payment to the City's Affordable Housing Opportunity Fund. The Applicant has elected to make a cash payment in lieu of providing on-site affordable housing

units. In accordance with the formulas set forth in the former Section 17-4-1004 and the Bonus Worksheet, the Applicant acknowledges and agrees that it must make a cash payment in the amount of \$3,856,442.96 ("Cash Payment"). The Applicant must make the required Cash Payment before the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation permits, and must comply with all applicable affordable housing standards and requirements set forth in the former Section 17-4-1004, the terms of which are incorporated herein by this reference.

- (m) The Applicant shall be responsible for contributing to the construction of DuSable Park as follows: The design and construction of DuSable Park shall have a maximum budget of \$15,000,000. Applicant shall fund \$10,000,000 for design and construction of DuSable Park and the \$5,000,000 balance shall be funded from Open Space Impact Fees from the Near North Community Area, subject to Council approval. Prior to issuance of foundation permit for the Phase I building, the Applicant shall deposit the \$1,500,000 into the escrow account for use by the Chicago Park District to complete the design and engineering of DuSable Park. The Chicago Park District shall be responsible for facilitating the design of DuSable Park, including any necessary community and Lakefront Protection Ordinance approvals process or other governmental or private approvals necessary to construct DuSable Park, and shall provide the Applicant with a final approved design that conforms with the budget set forth herein within 16 months from the date that the Applicant is issued a foundation permit. The Chicago Park District will provide the Applicant and the City with quarterly financial reports regarding use of the Applicant's and City's funds upon receipt of their respective contributions.

Provided the Chicago Park District provides the Applicant with the items set forth above within the timing contained therein, the Applicant shall be obligated to construct DuSable Park beginning no later than 16 months following the issuance of a foundation permit. The Applicant shall complete the park by the earlier of: (i) 24 months after the issuance of Part II Permits to begin park construction; or (ii) the issuance of a final Certificate of Occupancy for the Phase 1 building. The Applicant shall pay for such work pursuant to a regular construction funding draw schedule.

The Applicant shall regularly consult with the Chicago Park District throughout the course of the park construction. In the event the Chicago Park District fails to provide the Applicant with the items set forth in subparagraph (m) above within said 16 month period, then the Applicant shall have no obligation to construct DuSable Park; provided, however, as a condition to the issuance of the final Certificate of Occupancy for the first building in Subparcel E.3 the Applicant shall deposit \$8,500,000 (i.e. \$10,000,000 minus the \$1,500,000 originally deposited) into the escrow established in subparagraph (m) for use by the Chicago Park District to construct DuSable Park. Upon application to the Department of Buildings for final Certificate of Occupancy, the Applicant

shall notify the Chicago Park District of both the application and the deposit of the balance of the park funding referenced above electronically and via certified mail. The required timing set forth in this Statement 11(m) may be modified administratively upon agreement by the Commissioner of the Department of Planning and Development, the General Superintendent of the Chicago Park District and the Applicant.

- (n) The Applicant acknowledges the importance of the Chicago River as a resource for both commerce and recreation and also acknowledges the City's goals of improving the appearance, quality and accessibility of the river, as contained in the waterway planned development guidelines contained in the Chicago Zoning Ordinance (Section 17-8-0912) and the Chicago River Design Guidelines and the Chicago River Brand Standards and Guidelines, as may be amended from time to time. To further these goals, the Applicant agrees to: (a) provide a landscaped river setback from Ogden Slip, (b) provide a river setback from the Chicago River with a fully accessible minimum 15-foot wide riverwalk path ("Riverwalk"), and (c) provide a pedestrian pass-through with artwork (pursuant to Statement 11(j), above) under Lake Shore Drive from the Riverwalk to DuSable Park ("Pedestrian Pass-Through"), all as set forth in the Plans. Where possible the Applicant will employ stormwater management best practices for the Riverwalk and Ogden Slip open space setbacks, such as including permeable paving for the walkways and incorporating bioretention/ rain gardens throughout the site.

The Applicant shall provide informational and wayfinding signage, following the Chicago River Brand and Sign Guidelines, at all entries indicating that the Riverwalk and Pedestrian Pass-Through is open to the public, free of charge, during normal park hours from 6:00 A.M. to 11:00 P.M. every day of the year. The Riverwalk and Pedestrian Pass-Through improvements shall be completed prior to receipt of the Certificate of Occupancy for the first principal building within Subparcel E.3, provided that plantings may be delayed if consistent with good landscape practice, but not longer than one year following receipt of the final Certificate of Occupancy for the first principal building within such development phase.

Established pursuant to the "Declaration of Protective Covenants, Conditions and Restrictions for Cityfront Center East" (recorded on August 31, 1989 and December 13, 1989 as Document Numbers 89410218 and 89608952) the Cityfront Center East Maintenance Association ("CCEMA") is responsible for maintaining the Riverwalk and other public improvements within the Cityfront Center East area. The Applicant, its successors and assigns, is a member of the CCEMA, and shares responsibility for maintaining and managing the Riverwalk and Pedestrian Pass-Through including any artwork for the purposes set forth herein, ensuring that sufficient liability insurance coverage and monitored security is provided, its landscaping is well maintained, that the vegetation and plantings are kept in a healthy condition, clean, well-lit, litter free and clear of snow (hardscaped areas) and debris.

- (o) The amendment of this Planned Development concerning development of Parcels P21B and P21C triggers the requirements of Section 2-45-110 of the Municipal Code (the "Affordable Requirements Ordinance" or "ARO"). Any developer of a "residential housing project" within the meaning of the Affordable Requirements Ordinance ("Residential Project") must: (i) develop affordable housing units as part of the Residential Project; (ii) pay a fee in lieu of the development of affordable housing units; or (iii) any combination of (i) and (ii). Further, the amendment of this Planned Development is subject to Section 17-4-1004-D of the Zoning Code, which also requires on-site affordable housing or payment of a fee in lieu of providing affordable housing for rezonings in DC, DX and DR districts that increase the base floor area ratio. If a planned development is subject to the requirements of both Sections (2-45-110 and 17-4-1004-D), the developer may elect to satisfy the ARO requirements by complying with the affordable housing floor area bonus provided for in Section 17-4-1004. The owner of Parcels P21B and P21C has elected to comply with Section 17-4-1004. Pursuant to Section 17-4-1004-B of the Zoning Ordinance, the owner of Parcels P21B and P21C has requested an increase in the floor area ratio for the Property, as set forth in the bonus worksheet required under Section 17-4-1003-D and attached hereto as an exhibit ("Bonus Worksheet"). In accordance with the formulas set forth in Section 17-4-1004-C and the Bonus Worksheet, the owner of Parcels P21B and P21C acknowledges and agrees that it must provide either a minimum of at least 21,680 square feet of floor area (the "Affordable Units") in the building receiving the affordable housing floor area bonus ("Eligible Building"), with an affordable unit mix comparable to the overall mix and approved by the Department of Planning and Development prior to issuance of the first building permit, or make a cash payment in lieu of providing affordable housing in the amount of \$2,983,168 ("Cash Payment"), or \$100,000 per unit ("Pro Rata Amount"). Prior to the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation permits, the owner of Parcels P21B and P21C must either make the required Cash Payment or provide a performance bond or other security in the amount of the Cash Payment ensuring construction of the Affordable Units. If the owner of Parcels P21B and P21C elects to construct the Affordable Units, it must also enter into, an Affordable Housing Agreement with the City pursuant to Section 17-4-1004-E9 prior to the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation permits. The terms of the Affordable Housing Agreement and any amendments thereto would be incorporated herein by this reference. The owner of Parcels P21B and P21C acknowledges and agrees that the Affordable Housing Agreement would be recorded against the Eligible Building and would constitute a lien against each Affordable Unit in an amount equal to the Pro Rata Amount. The City shall execute partial releases of the Affordable Housing Agreement prior to or at the time of the sale of each Affordable Unit to an income-eligible buyer at an affordable price, subject to the simultaneous execution and recording of a mortgage, restrictive covenant or similar

instrument against such Affordable Unit. In addition to the Affordable Housing Agreement, the owner of Parcels P21B and P21C acknowledges and agrees that, pursuant to Section 17-4-1003-D3, the Bonus Worksheet will serve as an official record of bonuses and amenities. The owner of Parcels P21B and P21C must comply with the applicable affordable housing standards and requirements set forth in Section 17-4-1004, the terms of which are incorporated herein by this reference. Notwithstanding anything to the contrary contained in Section 17-4-1003-E, the Commissioner of the Department of Planning and Development may enforce remedies for breach of the Affordable Housing Agreement, and enter into settlement agreements with respect to any such breach, subject to the approval of the Corporation Counsel, without amending the Planned Development.

- (p) Prior to receiving the Certificate of Occupancy for the Phase 1 Tower, the Applicant for Subparcel E.3 shall reasonably cooperate with the Riverview Condominium Association to enter into a joint access and maintenance agreement, for the property located at 445 East North Water Street, to maintain the proposed landscape improvements on the Riverview Condominium Association's property to the west of the 400 North Lake Shore Drive site.
12. Except as set forth in the Plans, publicly dedicated improvements, including streets, sidewalks, transit and open space amenities shall be designed, constructed and maintained in accordance with the exhibits described in Statement 2 hereof and the "Cityfront Center Internal Design Standards: Section I" dated September 12, 1986.
 13. The property owner(s) adjacent to the Chicago River shall develop a continuous pedestrian esplanade along the Chicago River's edge. Completion of the esplanade will occur as follows:
 - (a) The east right-of-way line of McClurg Court to the west right-of-way line of Lake Shore Drive shall be improved concurrently with development of adjacent parcels south of East North Water Street (Parcels 14, 16 and 18). In the event that DuSable Park is developed before Parcel 18 is developed, the owner(s) of Parcel 18 shall construct and maintain a temporary pedestrian connection along the river. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 10 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the river's edge and on the side adjacent to the development parcel. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development; and
 - (b) The west right-of-way line of Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 18 shall be solely responsible for improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such

improvements. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river edge esplanade. Additional requirements are outlined in Statements 11(j) and 11(n).

14. The Developer of Parcels P21B and P21C (the "Kraft Parcel"), shall substantially renovate the existing 70,000 square foot park on Parcel P21B in accordance with the Landscape Plan, the Landscape Sections, and the Landscape Plant List. Such renovation shall be commenced no later than three (3) months following issuance of the first occupancy permit for the residential building to be constructed on Parcel P21C as permitted by this Planned Development, and shall be completed no later than one (1) year thereafter. The park, as renovated, shall continue to be privately owned, maintained and subject to occasional partial closure for private use but, subject to the foregoing, shall remain accessible to the public during hours in which public parks are accessible to the public. The public shall have use of the Dog Run indicated on the Landscape Plan subject to any regulations, if imposed, that conform to the protocols of the Chicago Park District for Dog Friendly Areas. The owner(s) of Parcels P21B and P21C (the "Kraft Parcel") shall be responsible for the costs and performance of maintenance of the park in conformance with the Landscape Plan and the Open Space Plan. Nothing contained herein shall preclude residents or other individuals from using the park for other private uses, provided that they obtain permission from the owner(s) of the Kraft Parcel and all necessary governmental approvals and permits.
15. Traffic studies completed by Developers and reviewed and approved by the City of Chicago project significant peak hour traffic volume increases on Illinois Street and Grand Avenue in particular as a result of new development. Some excess roadway capacity is available to handle this increased traffic, but a number of geometric, signal timing and parking control measures are recommended in addition to active transportation management in the Illinois-Grand corridor. Accordingly, no Part II Submittal shall be approved without an agreement between the Developer and the Chicago Department of Transportation regarding the timing and responsibility for the recommended traffic improvements described in the approved traffic study and depicted in Exhibit 8 hereof for streets adjoining the development site. Membership and participation in the Illinois-Grand Corridor Transportation Management Association shall also be required prior to the issuance of any Part II Development Approval.
16. Prior to the issuance by the Department of Planning and Development of a determination pursuant to Section 17-13-0610 of the Chicago Zoning Ordinance ("Part II Approval") for development or redevelopment of any development parcels within the Planned Development, other than alterations to existing buildings which do not increase their height or alter their footprint or construction in accordance with the Plans approved herein, a site plan for the proposed development, including parking areas, shall be submitted to the Zoning Administrator for approval. Review and

approval of the Site Plan by the Zoning Administrator is intended to assure that specific development proposals conform with the general design standards in Statement 11 and to ensure coordination of public improvements described in Statements 12 through 15 at an early stage. No Part II Approval for work for which a Site Plan must be submitted to the Zoning Administrator shall be granted until the Site Plan has been approved by the Zoning Administrator. Further, all Part II Submittals shall be in compliance with the Chicago Landscape Ordinance.

Following approval of a Site Plan by the Zoning Administrator, the approved plan shall be kept on permanent file with the Department of Planning and Development and shall be deemed to be an integral part of this Planned Development. The approved Site Plan may be changed or modified pursuant to the minor change provisions of Section 17-13-0611 of the Chicago Zoning Ordinance.

A Site Plan shall, at a minimum, provide the following information with respect to the proposed improvements:

- (1) the boundaries of the Property;
- (2) the footprint of the improvements;
- (3) location and dimensions of all loading berths;
- (4) preliminary landscaping plan prepared by a landscape architect with final landscaping plan to be approved at Part II stage;
- (5) all pedestrian circulation routes;
- (6) the location of any adjacent public improvements;
- (7) a signage plan for any building where retail or theater uses would be present above the ground level;
- (8) preliminary elevations of the improvements; and
- (9) statistical information applicable to the Property limited to the following:
 - (a) floor area and floor area ratio;
 - (b) uses to be established;
 - (c) building heights; and
 - (d) all setbacks required and provided.

A Site Plan shall include such other information as may be necessary to illustrate conformance with the applicable provisions of this Planned Development.

17. If any provision of this Planned Development amendment shall, to any extent, be invalid or unenforceable, the remainder of this Planned Development amendment shall not be affected thereby, and each provision of the Planned Development amendment shall be valid and enforceable to the fullest extent of the law.
18. The terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to Section 17-13-0611-A, by the Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal titleholders and any ground lessors.
19. It is in the public interest to design, construct and maintain the project in a manner which promotes, enables, and maximizes universal access throughout the Property. Plans for all buildings and improvement on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities ("MOPD") to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.
20. It is in the public interest to design, construct and maintain all buildings in a manner that promotes and maximizes the conservation of natural resources. All improvements to be constructed within this Planned Development for which Part II Approval letters are issued after the March 29, 2006, date of the City Council approval of the amended Planned Development shall comply with the Department of Planning and Development Chicago Sustainable Development Policy in effect at the time of application for Part II Approval. The owners of all such improvements shall use best and reasonable efforts to design, construct and maintain all buildings located within the Planned Development in a manner generally consistent with the Leadership in Energy and Environmental Design ("LEED") Green Building Rating System. Copies of these standards may be obtained from the Department of Planning and Development. The development of the improvements on Parcel P21C contemplated by this Planned Development amendment shall be LEED certified and have a green roof of approximately 2,177 square feet and a rainwater collection system as described in the attached Green Roof Plan. The development of the improvements on Parcel P8 contemplated by this Planned Development amendment shall be LEED certified and have a total Green Roof area of approximately 13,482 square feet, including approximately 1,350 square feet of roof-top pool surface area, as described in the attached Green Roof Plan. The development of the improvements in Subparcel E.3 shall comply with the sustainability requirements set forth in Statement 11(k).
21. The Applicant acknowledges that upon review and determination, Part II Review, pursuant to Section 17-13-0610, a Part II Review fee shall be assessed by the

Department of Planning and Development. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II Approval.

22. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and Facility Management and Buildings, under Section 13-32-085, or any other provision of the Municipal Code of Chicago.
23. The Applicant acknowledges that it is the policy of the City to maximize opportunities for Minority- and Women-owned Business Enterprises ("M/WBEs") and City residents to compete for contracts and jobs on construction projects approved through the planned development process. To assist the City in promoting and tracking such M/WBE and City resident participation, the applicant for planned development approval in Subparcel E.3 shall provide information at three points in the City approval process. First, the applicant must submit to DPD, as part of its application for planned development approval, an M/WBE Participation Proposal. The M/WBE Participation Proposal must identify the applicant's goals for participation of certified M/WBE firms in the design, engineering and construction of the project, and of City residents in the construction work. The City encourages goals of (i) 26 percent MBE and 6 percent WBE participation (measured against the total construction budget for the project or any phase thereof), and (ii) 50 percent City resident hiring (measured against the total construction work hours for the project or any phase thereof). The M/WBE Participation Proposal must include a description of the applicant's proposed outreach plan designed to inform M/WBEs and City residents of job and contracting opportunities. Second, at the time of the applicant's submission for Part II Permit Review for Subparcel E.3 or any phase thereof, the applicant must submit to DPD (a) updates (if any) to the applicant's preliminary outreach plan, (b) a description of the applicant's outreach efforts and evidence of such outreach, including, without limitation, copies of certified letters to M/WBE contractor associations and the ward office of the alderman in which the project is located and receipts thereof; (c) responses to the applicant's outreach efforts, and (d) updates (if any) to the applicant's M/WBE and City resident participation goals. Third, prior to issuance of any Certificate of Occupancy for Subparcel E.3, the applicant must provide DPD with the actual level of M/WBE and City resident participation in the project or any phase thereof, and evidence of such participation. In addition to the foregoing, DPD may request such additional information as the department determines may be necessary or useful in evaluating the extent to which M/WBEs and City residents are informed of and utilized in planned development projects. All such information will be provided in a form acceptable to the Zoning Administrator. DPD will report the data it collects regarding projected and actual employment of M/WBEs and City residents in planned development projects twice yearly to the Chicago Plan Commission and annually to the Chicago City Council and the Mayor.

24. Unless substantial construction of the improvements contemplated within Subparcel E.3 has commenced within six years following adoption of this planned development amendment and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Subparcel E.3 and the zoning of Subparcel E.3 of the Planned Development shall automatically revert to Residential-Business Planned Development Number 368, as amended on March 29, 2006. Unless substantial construction of the improvements contemplated within Parcels 7 and 7A has commenced within six (6) years following adoption of Residential-Business Planned Development Number 368, as amended on June 6, 2012, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Parcels 7 and 7A and the zoning of Parcels 7 and 7A of the Planned Development shall automatically revert to Residential-Business Planned Development Number 368, as amended on July 9, 2008. Unless substantial construction of the improvements contemplated within Parcels 21B and 21C (the "Kraft Parcel") has commenced within three (3) years following adoption of Residential-Business Planned Development Number 368, as amended on January 21, 2015, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Parcels 21B and 21C (the "Kraft Parcel") and the zoning of Parcels 21B and 21C (the "Kraft Parcel") shall automatically revert to Residential-Business Planned Development Number 368, as amended on June 6, 2012. Unless substantial construction of the improvements contemplated within Subarea B Parcel 8 has commenced within six (6) years following adoption of this Planned Development amendment, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Subarea B Parcel 8 and the zoning of Subarea B Parcel 8 of the Planned Development shall automatically revert to Residential-Business Planned Development Number 368, as amended on May 6, 2015.

[Exhibit 2 -- Existing Zoning Map; Exhibit 3 -- Boundary and Subarea Map; Exhibit 4 -- Planned Development Parcels Map; Exhibit 5 -- Maximum Height Zones; Exhibit 6 -- Existing and Planned Open Spaces; Exhibit 7 -- Pattern of Vehicular Roadways; Property Line Map; Site Plans -- Phase 1 and Phase 2; Ground Level Plan; FAR Bonus Calculations; Landscape Plans; Partial Landscape Plans; Landscape Plant List and Details; Chicago River, Ogden Slip, Lakeshore Drive and North Water Street Elevations; Typical Facade Details; and Lake Shore Drive Acoustical Screen referred to in these Plan of Development Statements printed on pages 18356 through 18381 of this *Journal*.]

Bulk Regulations and Data Table and 2007 Affordable Housing Profile Form (Rental) referred to in these Plan of Development Statements read as follows:

20376

6/17/2020

REPORTS OF COMMITTEES

18351

Business Planned Development No. 368, As Amended.

Exhibit 1

Bulk Regulations And Data Table.

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Sub Area	Net Site Area See Note (11) Sq. Ft. Acres	Maximum Retail Sq. Ft. (1000's)	Maximum Commercial Sq. Ft. (1000's)	Maximum Hotel Rooms	Maximum Dwelling Units	Maximum F.A.R.
A	180,796 8.74	540 See Note (5)	5,259	1,800	Permitted See Notes (2 & 3)	13.81 See Note (6)
B	183,449 4.21	40	2,482 See Note (8)	1,606 See Note (8)	671 See Note (8)	13.53 See Note (7)
C	122,303 2.81	140	850	540	630	12.72
D	161,234 8.29	170	500	0	2,350	8.60
E	146,038 7.94	110 See Note (9)	5 See Note (4)	0	1,100	6.83
E.1	232,841 5.34	0	5 See Note (4)	Not Permitted	Not Permitted	0.02
E.2	18,191.63 0.42	0	0	0	0	0
E.3	95,005 2.18	110 See Note (9)	0	0	1,100	15.92 See Note (10)
F	167,084 3.83 See Note (12)	150	0	0	1,118 See Note (12)	11.57 See Note (12)
TOTAL	1568,984 35.83	1,040	9,096	3,946 See Note (8)	5,869 See Note (2)	10.84

Gross Site Area = Net Site Area: 1,560,904 sq. ft. (35.83 acres) plus area in or proposed to be in public right of way: 940,843 sq. ft. (21.60 acres) plus area in or proposed to be in public parks or open space: 302,479 sq. ft. (6.94 acres) = 2,804,226 sq. ft. (64.38 acres).

OFF STREET PARKING	MINIMUM	MAXIMUM
BUSINESS USES	1:5,000 sq. ft.	As determined by DPD in consultation with CDOT
HOTEL USES	1:4 Rooms	
RESIDENTIAL USES	55% d. u. Sub Area E.3: 300	
NON-ACCESSORY PARKING (allowed in Sub-areas F only)	200 spaces	600 spaces
OFF STREET LOADING:		Per DX-12 requirements Sub Area E.3: 3 (10'x25') per Phase
MINIMUM PERIPHERAL SETBACKS		Sufficient to allow for street trees and pedestrian walkways (min. 12'-6" from building to curb face)
MINIMUM UPPER LEVEL SETBACKS		40' from Lake Shore Drive at level of Upper Lake Shore Drive

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Note (1):	For the purpose of this Planned Development, Net Site Area" shall equal the entire land area (at Plaza Level where such is established, and otherwise at grade) within the boundaries of the planned development, less the area now dedicated or proposed to be dedicated in public use.
Note (2):	Dwelling units shall be permitted in Sub-Area A of this Planned Development subject to the provisions of the DX-16, Downtown Mixed-Use district classification. Any such units so built will not affect the total of 5,869 dwelling units permitted in Sub-Areas B, C, D, E and F. Dwelling units are permitted below the second floor in all sub-areas except Sub-Area E.
Note (3):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. The permissible number of hotel rooms within the planned development shall not exceed 3,946 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses.
Note (4):	Although Sub-Area E.1 (DuSable Park) has been dedicated to public park uses, it is included in Net Site Area because a maximum of 5,000 square feet of park and recreation-related floor area may be constructed within its boundaries.
Note (5):	Assumes 410,000 sf allocated to development Parcels 4 and 5 and the remaining 130,000 sf allocated to remaining development parcels within Sub-Area A.
Note (6):	Assumes floor area allocated to existing buildings as follows: 401 North Michigan (760,241 sf), University of Chicago Gleacher Center (240,000 sf), NBC Tower (912,000 sf); and, to future development as follows: Parcel 1 (776,250 sf); Parcel 3 (970,000 sf) and Parcels 4/5 (1,600,000 sf).
Note (7):	Assumes floor area allocated to existing Sheraton Hotel (Parcels P6A and P6B) at 860,379 sf and to Parcels P7 and P7A at 847,290 sf pursuant to June 6, 2012 amendment.
Note (8):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. The number of dwelling units listed for Subarea D (842) includes 197 dwelling units converted from 394 hotel rooms. The permissible number of hotel rooms within the planned development shall not exceed 3,946 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses. Accessory hotel uses on Parcels 7, 7A and B combined shall not exceed 50,000 square feet.
Note (9):	Eating/drinking establishments (excluding taverns), residential support services, physical fitness/indoor recreation center, and small venue theater (for building residents only) are expressly permitted in Sub-Area E.3.

Note (10):	FAR Bonus Calculations		
	Sub-Area E.3 (Parcels 18 and 19, combined)		
	Net Site Area = 95,005 square feet		
		10.00	
	Basic FAR	1.18 (a)	
	Downtown Affordable Housing Zoning Bonus	1.08 (b)	
	Chicago Riverwalk	1.66 (c)	
	Underground Parking and Loading	15.92	
	Total FAR		
a)	Based on a contribution of \$3,856,442.96 to the City of Chicago Affordable Housing Opportunity Fund.		
b)	Based on the provision of improvements to 29,262 square feet of riverwalk improvements.		
c)	Based on the provision of 300 underground parking spaces on Lower Levels 1 and 2.		
Note (11):	Bulk Regulations and Data Table		
	Sub-Area D (Parcels 7 & 7A)		
	Net Site Area = 68,385 square feet		
		Maximum Floor Area Ratio (FAR)	12.39
		Maximum Percentage of Land Coverage:	Per Site Plans
		Maximum Number of Dwelling Units	398
		Maximum Number of Hotel Keys	400
		Maximum Number of Off-Street Parking Spaces (Residential)	219
		Maximum Number of Off-Street Parking Spaces (Hotel):	11
		Minimum Number of Bike Parking Spaces:	50
		Minimum Periphery Setbacks:	Per Site Plans
		Maximum Building Height:	590' (plus 45' for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)
		Minimum Number of Off-Street Loading Berths, Residential:	7 (10' x 25') spaces
		Minimum Number of Off-Street Loading Berths, Hotel:	2 (10' x 25') spaces

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Note (12):	Sub-Area F	
	Net Site Area = 167,104 sq. ft. (overall)	
	Maximum Floor Area Ratio (FAR):	11.57 (overall Sub-area F after Floor Area Donuses)
	Base FAR	8.98 (overall Sub-area F; see note (a) below)
	Affordable Housing Bonus:	0.52 (See note (b) below)
	Underground Parking Bonus:	1.00 (See note (c) below)
	Plaza/Pocket Park Bonus:	1.07 (See note (d) below)
	Total FAR	11.57
	Bulk Regulations and Data Table For Parcel 21C:	
	Maximum Number of Dwelling Units:	350
	Minimum Number of Accessory Parking Spaces:	246
	Minimum Number of Bike Parking Spaces:	50
	Minimum Periphery Setbacks and Site Coverage:	Per site plan
	Maximum Building Height:	785 feet
	Minimum Number of Off-Street Loading Berths:	3 (10' x 25')
a)	Base FAR of 8.98 results from an increase in net site area from 100,456 sf. to 167,104 sf. for the inclusion of Parcel P21B into the net site area by this amendment and a commensurate reduction of FAR from 14.93.	
b)	86,720 sf bonus floor area based on a contribution of \$2,983,168 to the City of Chicago Housing Opportunity Fund as set forth in Statement 11(e).	
c)	167,208 sf. bonus floor area based on 120 underground parking spaces on Levels -1 and -2 and 176 unground parking spaces on Levels -3 and -4.	
d)	179,670 sf. bonus floor area based on providing or reconstructing 20,008 square feet of plaza/pocket park area on Parcel P21B in accordance with the Pocket Park Bonus Landscape Plan.	

Note (13):	Bulk Regulations and Data Table	
	Sub-Area B (Parcel 8)	
	Net Site Area = 34,400 SF	
	Maximum Floor Area Ratio (FAR):	14.50
	Maximum Percentage of Land Coverage:	Per Site Plan
	Maximum Number of Dwelling Units:	444
	Minimum Number of Off-Street Parking Spaces (Residential):	181
	Minimum Number of Bike Parking Spaces:	50
	Minimum Periphery Setbacks:	Per Site Plans
	Maximum Building Height:	535' (includes 35' for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)
	Minimum Number of Off-Street Loading Berths, Residential:	1 (10' x 25')
	Minimum Number of Off-Street Loading Berths, Retail:	1 (10' x 25')

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2007 Affordable Housing Profile Form (Rental)

Submit this form to the Department of Planning & Development (DPD) for projects that are subject to the 2007 ARO. Projects submitted after October 13, 2015 – or that did not receive City Council approval by July 13, 2016 – are subject to the 2015 ARO. More information is online at www.cityofchicago.org/ARO.

This completed form should be returned to: ARO@cityofchicago.org

Date: March 17, 2020

SECTION 1: DEVELOPMENT INFORMATION

Development Name: 400 Lake Shore Drive
Development Address: 400 Lake Shore Drive
Ward: 42nd

If you are working with a Planner at the City, what is his/her name? Emily Thrun

Type of City involvement:
(check all that apply)

- City Land
Financial Assistance (If receiving TIF assistance, will TIF funds be used for housing construction?) *if yes, please provide copy of the TIF Eligible Expenses
Zoning Increase and/or PD

SECTION 2: DEVELOPER INFORMATION

Developer Name: RMW Acquisition Company LLC
Developer Contact (Project Coordinator): Will Tippens
Developer Address: 350 W. Hubbard, Suite 300
Email address: wtippens@relatedmidwest.com
Telephone Number: 312-595-7400

SECTION 3: DEVELOPMENT INFORMATION

N/A

a) Affordable units required

For ARO projects: Total units x 10%* = total affordable units required (always round up)
*20% if TIF assistance is provided

For Density Bonus projects: Bonus Square Footage* X 25% = Affordable sq. footage required
*Note that the maximum allowed bonus is 20% of base FAR in dash-5; 25% in dash-7 or -10; and 30% of base FAR in dash-12 or -16 (www.cityofchicago.org/zoning for zoning info).

b) building details

In addition to water, which of the following utilities will be included in the rent (circle applicable):

- Cooking gas
electric
gas heat
electric heat
other (describe on back)

Is parking included in the rent for the: affordable units? yes no market-rate units? yes no
If parking is not included, what is the monthly cost per space?

Estimated date for the commencement of marketing:

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Estimated date for completion of construction of the affordable units:

For each unit configuration, fill out a separate row, as applicable (see example).

	Unit Type*	Number of Units	Number of Bedrooms/Unit	Total Square Footage/Unit	Expected Market Rent	Proposed Affordable Rent*	Proposed Level of Affordability (60% or less of AMI)	Unit Mix OK to proceed?
Example	1 bed/1 bath	4	1	800	\$1000	750	60%	<input checked="" type="checkbox"/>
Affordable Units								<input type="checkbox"/>
								<input type="checkbox"/>
								<input type="checkbox"/>
Market Rate Units						N/A	N/A	<input type="checkbox"/>
						N/A	N/A	<input type="checkbox"/>
						N/A	N/A	<input type="checkbox"/>

*Rent amounts updated annually in the "City of Chicago's Maximum Affordable Monthly Rent Chart"

SECTION 4: PAYMENT IN LIEU OF UNITS

When do you expect to make the payment -in-lieu?

Q2 2021

(typically corresponds with issuance of building permits)

Month/Year

For ARO projects, use the following formula to calculate payment owed:

$$\frac{\text{Number of total units in development}}{\text{(round up to nearest whole number)}} \times 10\% = \frac{\text{Number of total units in development}}{\text{(round up to nearest whole number)}} \times \$104,427^* = \$ \text{Amount owed}$$

*These are 2019 fees: for current fee, visit www.cityofchicago.org/aro

For Density Bonus projects, use the following formula to calculate payment owed:

$$112,105.9 \times 80\% \times \$43 = \$3,856,442.96$$

Bonus Floor Area (sq ft) median price per base FAR foot Amount owed
(from table below)

Submarket (Table for use with the Density Bonus fees-in-lieu calculations)	Median Land Price per Base FAR Foot
Loop: Chicago River on north/west; Congress on south; Lake Shore Dr on east	\$31
North: Division on north; Chicago River on south/west; Lake Shore Dr. on east	\$43
South: Congress on north; Stevenson on south; Chicago River on west; Lake Shore Dr. on east	\$22
West: Lake on north; Congress on south; Chicago River on east; Racine on west	\$29

Authorization to Proceed (to be completed by Developer & DPD)

Kara Brems
DPD Staff
[Signature]
Developer/Project Manager

5/15/2020
Date
5/7/2020
Date

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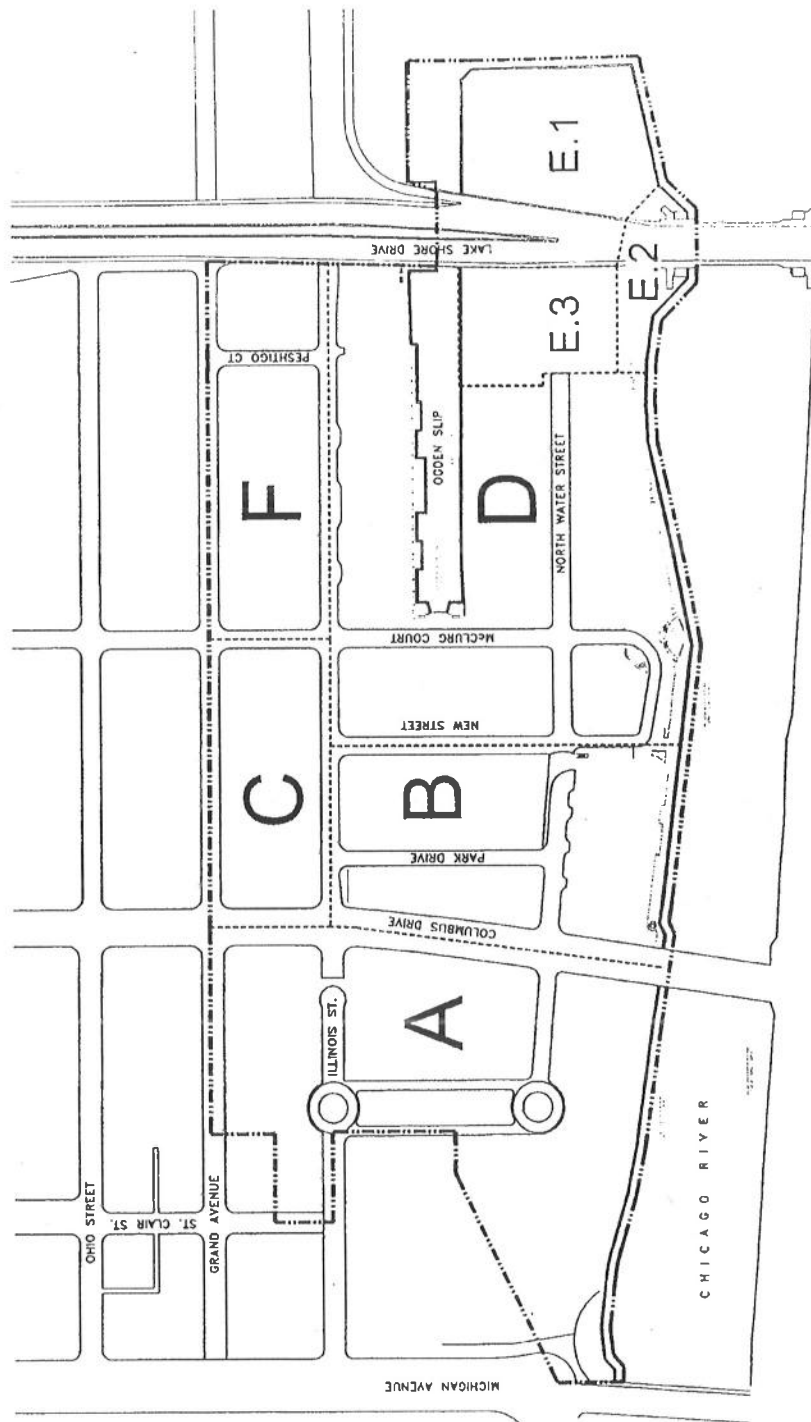


EXHIBIT 3
PD BOUNDARY & SUB AREA MAP
 SCALE: NTS

Applicant: RMW Streeleville, LLC
 Address: 400 N Lake Shore Dr., Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission Date: TBD

FINAL FOR PUBLICATION

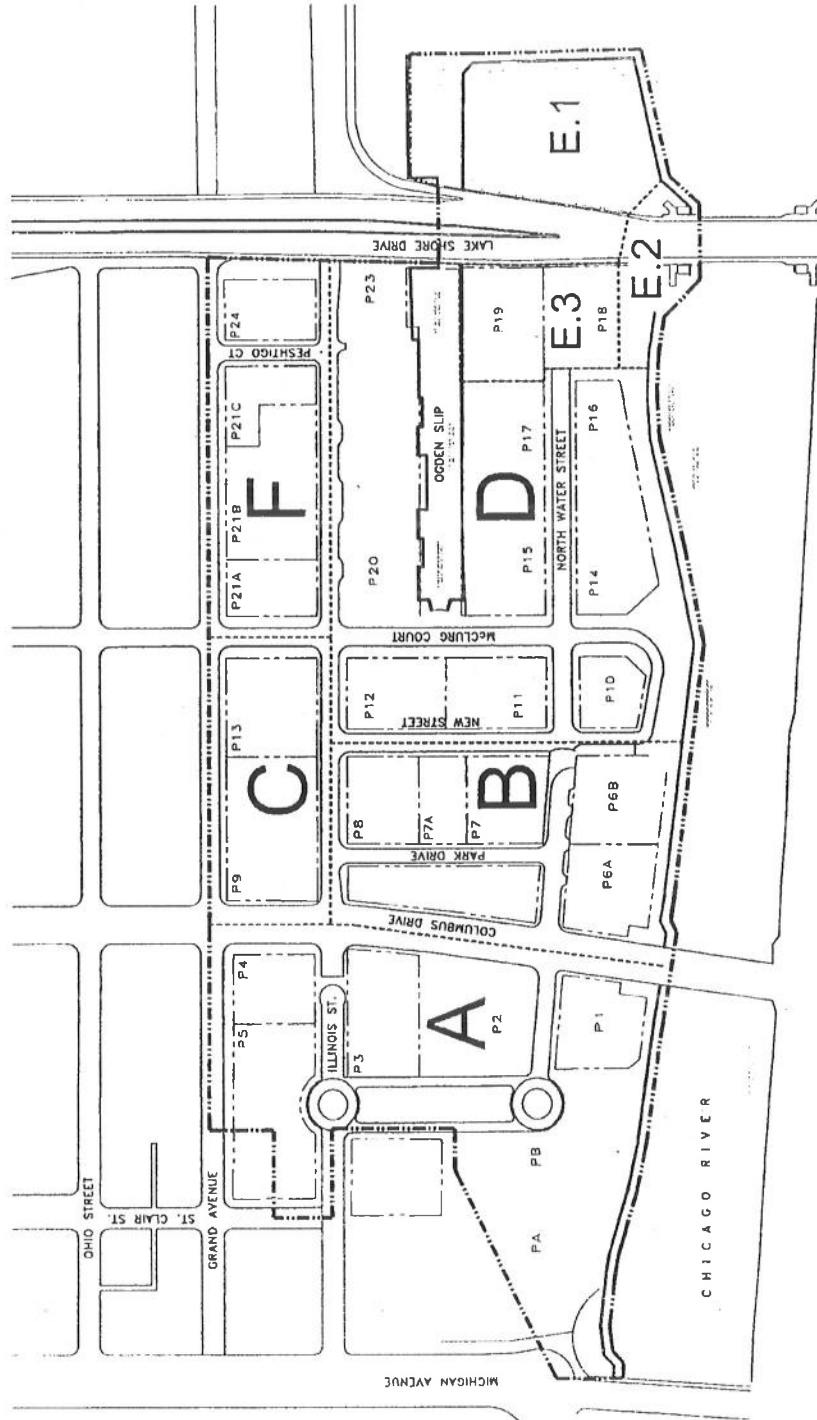


EXHIBIT 4
PD PARCELS MAP
 SCALE: NTS

Applicant: RWV Steelville, LLC
 Address: 400 N. Lake Shore Dr., Chicago, IL 60611
 Introduction Date: March 7, 2020
 Plan Commission Date: TAD

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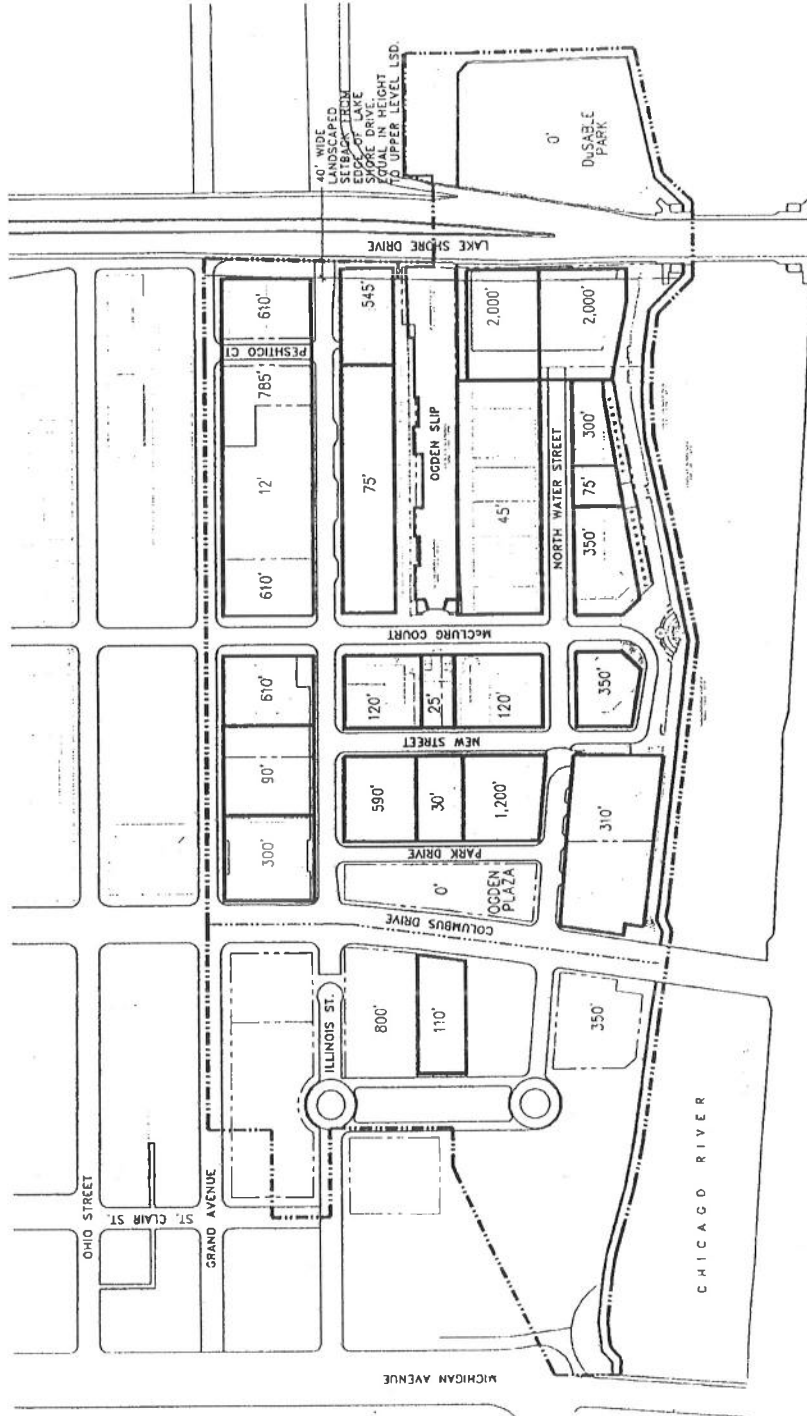


EXHIBIT 5
MAXIMUM HEIGHT ZONES
 SCALE: NTS

Applicant: BMW Streetville, LLC
 Address: 400 N Lake Shore Dr., Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission Date: TBD



FINAL FOR PUBLICATION

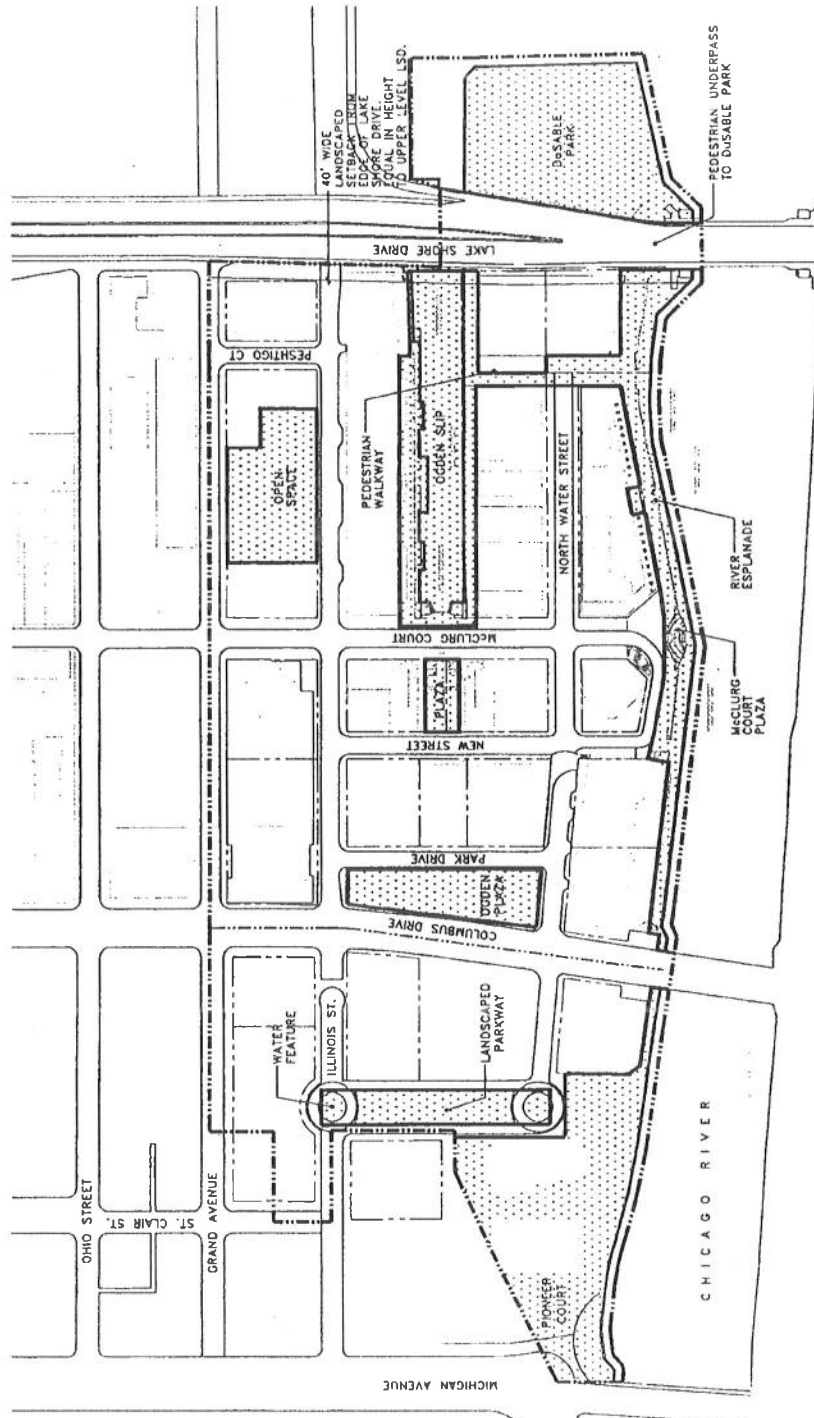




EXHIBIT 6
EXISTING AND PLANNED OPEN SPACES
 SCALE: NTS

Applicant: R&W Sureleville, LLC
 Address: 400 N Lake Shore Dr., Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission Date: TBD

FINAL FOR PUBLICATION

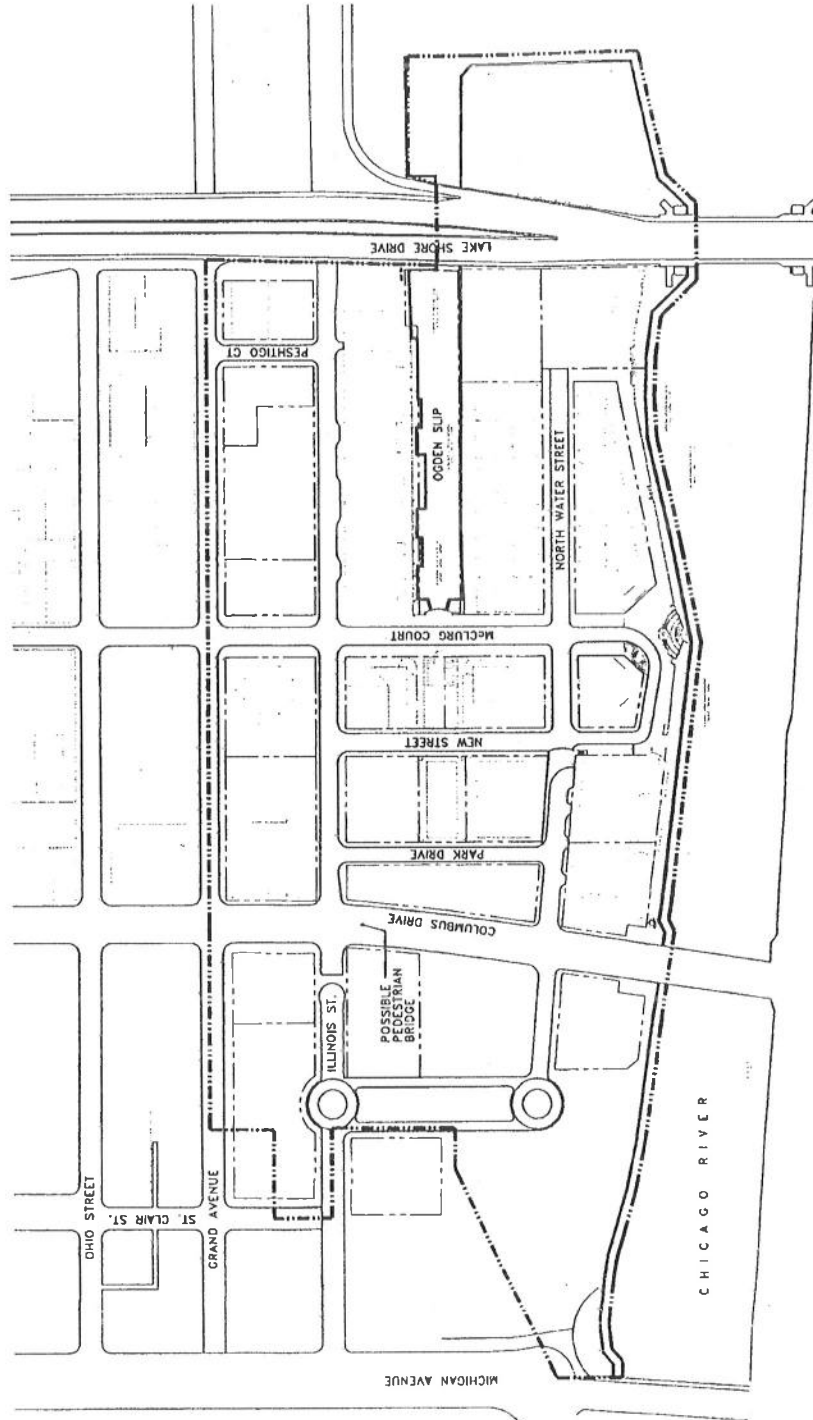
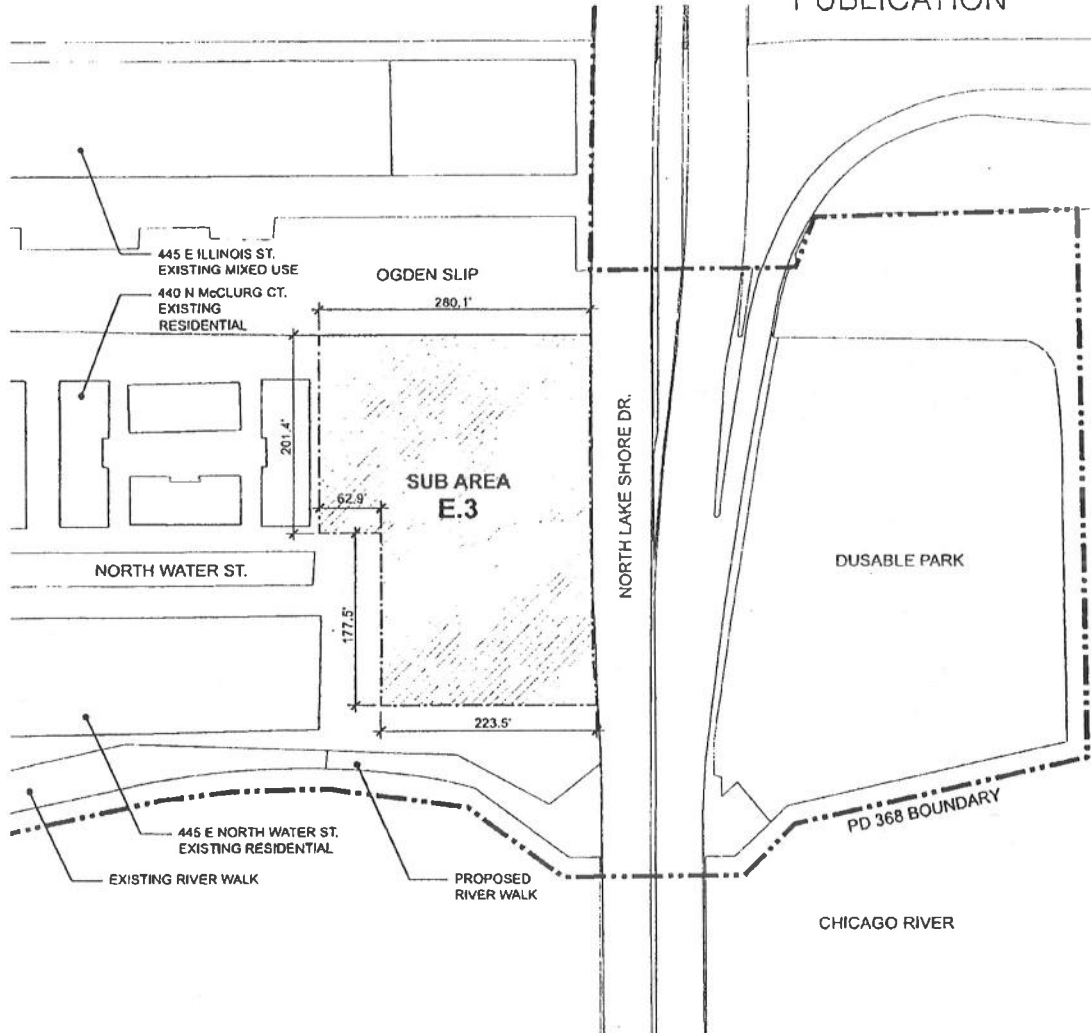


EXHIBIT 7
 PATTERN OF VEHICULAR ROADWAYS
 SCALE: NTS

Applicant: RMW Sreeterville, LLC
 Address: 400 N Lake Shore Dr., Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission Date: T30

FINAL FOR PUBLICATION



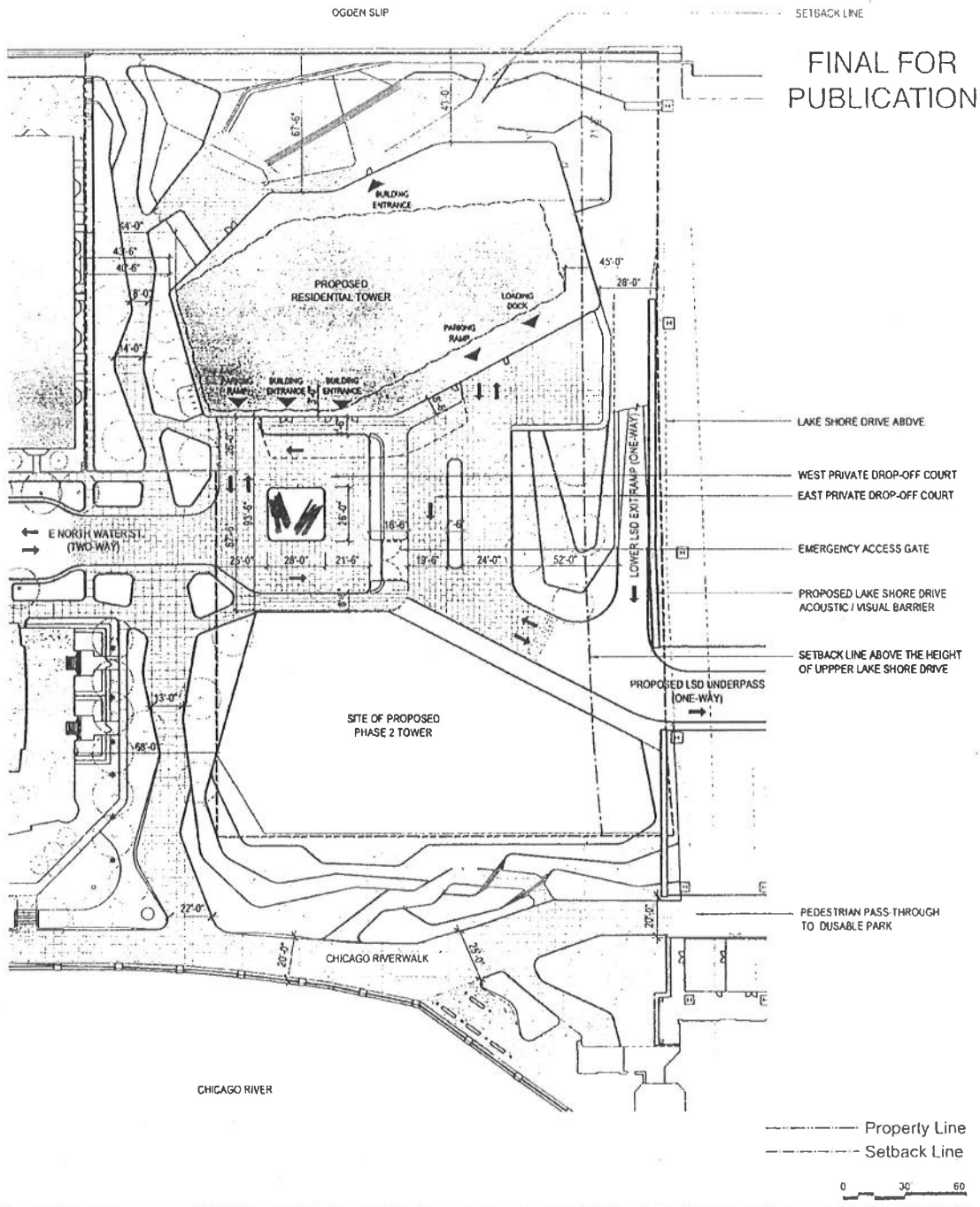
Net Site Area: 95,005

- Sub Area E.3
- Planned Development Boundary
- Property Line

Applicant: RMW Streeterville, LLC
 Address: 400 N Lake Shore Dr.
 Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: May 21, 2020

PROPERTY LINE MAP



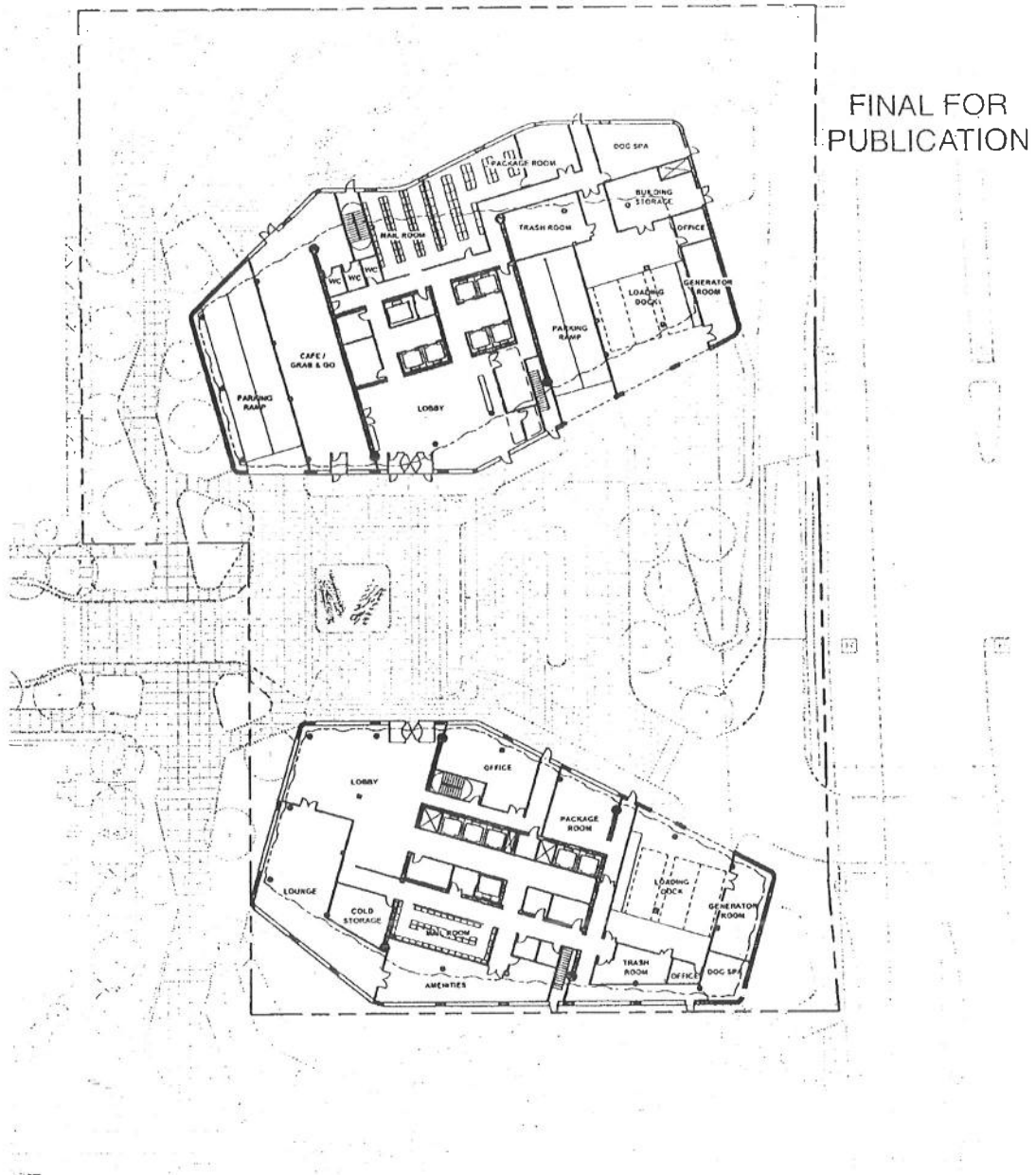


FINAL FOR PUBLICATION

Applicant: RMW Streetville LLC
 Address: 400 N Lake Shore Dr., Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: March 21, 2020

SITE PLAN - PHASE 1



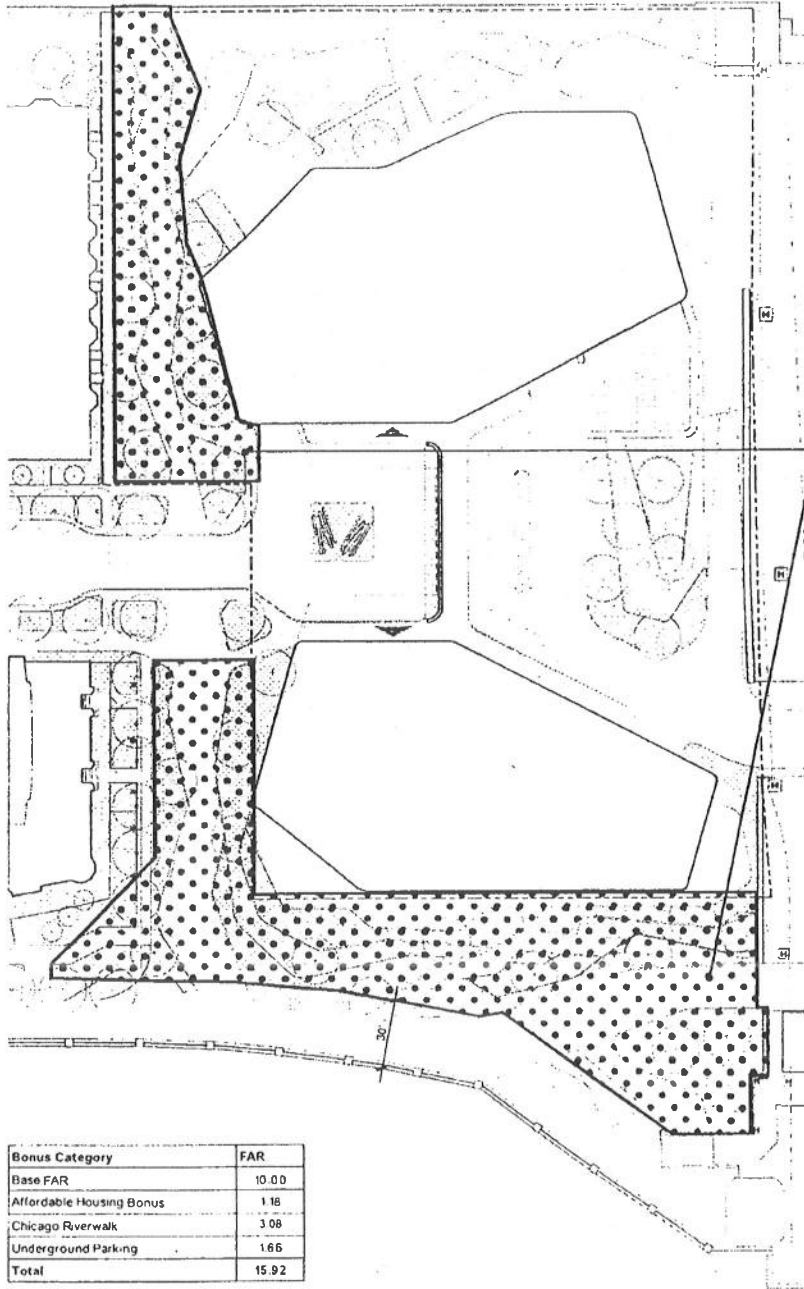


Applicant: RMW Srectorville LLC
Address: 400 N Lake Shore Dr
Chicago, IL 60611
Introduction Date: March 18, 2020
Plan Commission: March 21, 2020

GROUND LEVEL PLAN



FINAL FOR PUBLICATION



17-4-1004
Affordable Housing Bonus
 \$3,856,443 contribution
1 SF of Area = 80% Median Land Value
 $\$3,856,443 / (80\% \times \$43/SF) = 112,106 \text{ SF}$
 $112,106 \text{ SF} = 1.18 \text{ FAR}$

17-4-1016
Underground Parking
 300 spaces provided
(# Spaces x 350 SF) / (Lot Area) x 0.15 x Base FAR
 $(300 \times 350 \text{ SF}) / 95,005 \text{ SF} \times 0.15 \times 10 = 1.16 \text{ FAR}$

17-4-1006
Chicago Riverwalk Improvements
 29,626 SF (21,297+7,965) provided
(Riverwalk Area / Lot Area) x 1.0 x Base FAR
 $(29,626 \text{ SF} / 95,005 \text{ SF}) \times 1.0 \times 10 = 3.08 \text{ FAR}$

Bonus Category	FAR
Base FAR	10.00
Affordable Housing Bonus	1.18
Chicago Riverwalk	3.08
Underground Parking	1.66
Total	15.92

Lot Area: 95,005 SF
 Median Land Value: \$43/SF

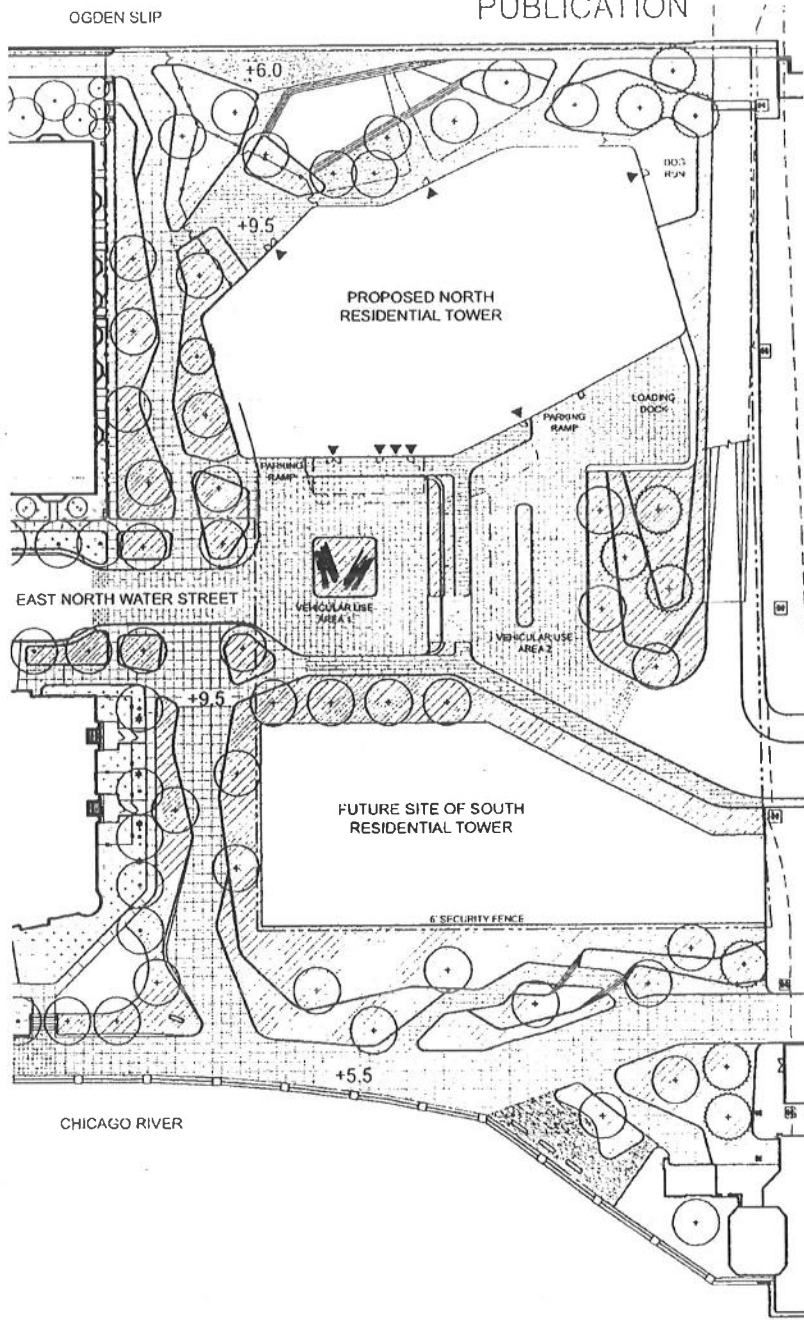


Applicant: HMW Streeleville, LLC
 Address: 400 N Lake Shore Dr.
 Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: May 21, 2020

FAR BONUS CALCULATIONS



FINAL FOR PUBLICATION



Landscape Plan Legend

- Property Line
- ▬ Steps
- ▼ Building Entry
- Fence
- Gate
- ⊙ Existing Light Pole
- Stone Paving
- Concrete Paving
- ⊙ Existing Tree
- ⊙ Existing Planting
- ⊙ Proposed Deciduous Tree
- ⊙ Proposed Coniferous Tree
- ⊙ Proposed Shrub and Perennial Planting
- +0.0 Spot Elevation

Tree Calculations

Total Proposed Site Trees:
 (38) Deciduous Trees
 (10) Evergreen Trees

Total Chicago River Frontage: 222'
 River front trees required: 9
 Proposed Riverfront Trees: 12

Vehicular Use Calculations

Area 1:
 Total Area: 5,670 sf
 Required Internal Landscape
 5% x 5,670 sf = 284 sf
 Actual Landscape Area: 671 sf
 Trees Required: 284/125 = 2 Trees
 Actual Tree Planting = 4 trees

Area 2:
 Total Area: 6,075 sf
 Required Internal Landscape
 5% x 6,075sf = 304 sf
 Actual Landscape Area: 323 sf
 Trees Required: 304/125 = 2 Trees
 Actual Tree Planting = 5 trees

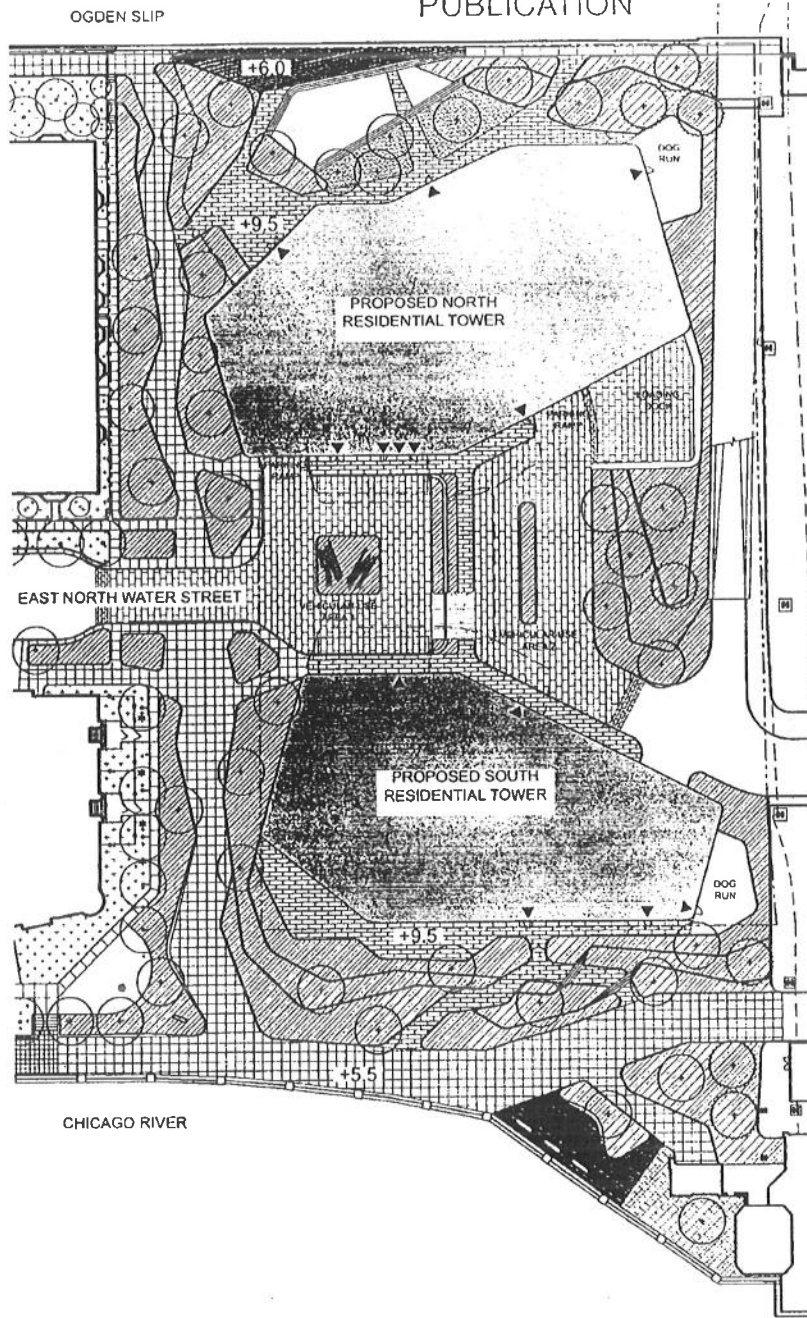
Applicant: RMV Siretlenville, LLC
 Address: 402 N Lake Street Dr
 Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: March 21, 2020

LANDSCAPE PLAN PHASE 1

SCALE: 1"=60'
 0 30' 60'



FINAL FOR PUBLICATION



Landscape Plan Legend

- Property Line
- ▬ Steps
- ▼ Building Entry
- Fence
- Gate
- ⊙ Existing Light Pole
- Stone Paving
- Concrete Paving
- ⊙ Existing Tree
- ⊙ Existing Planting
- ⊙ Proposed Deciduous Tree
- ⊙ Proposed Coniferous Tree
- ⊙ Proposed Shrub and Perennial Planting
- +0.0 Spot Elevation

Tree Calculations

Total Proposed Site Trees:
 (35) Deciduous Trees
 (10) Evergreen Trees

Total Chicago River Frontage: 222'
 River front trees required: 9
 Proposed Riverfront Trees: 12

Vehicular Use Calculations

Area 1:
 Total Area: 5,670 sf
 Required Internal Landscape
 $5\% \times 5,670 \text{ sf} = 284 \text{ sf}$
 Actual Landscape Area: 671 sft
 Trees Required: $284/125 = 2$ Trees
 Actual Tree Planting = 2 trees

Area 2:
 Total Area: 6,075 sf
 Required Internal Landscape
 $5\% \times 6,075 \text{ sf} = 304 \text{ sf}$
 Actual Landscape Area: 323 sft
 Trees Required: $304/125 = 2$ Trees
 Actual Tree Planting = 5 trees

SCALE: 1"=60'

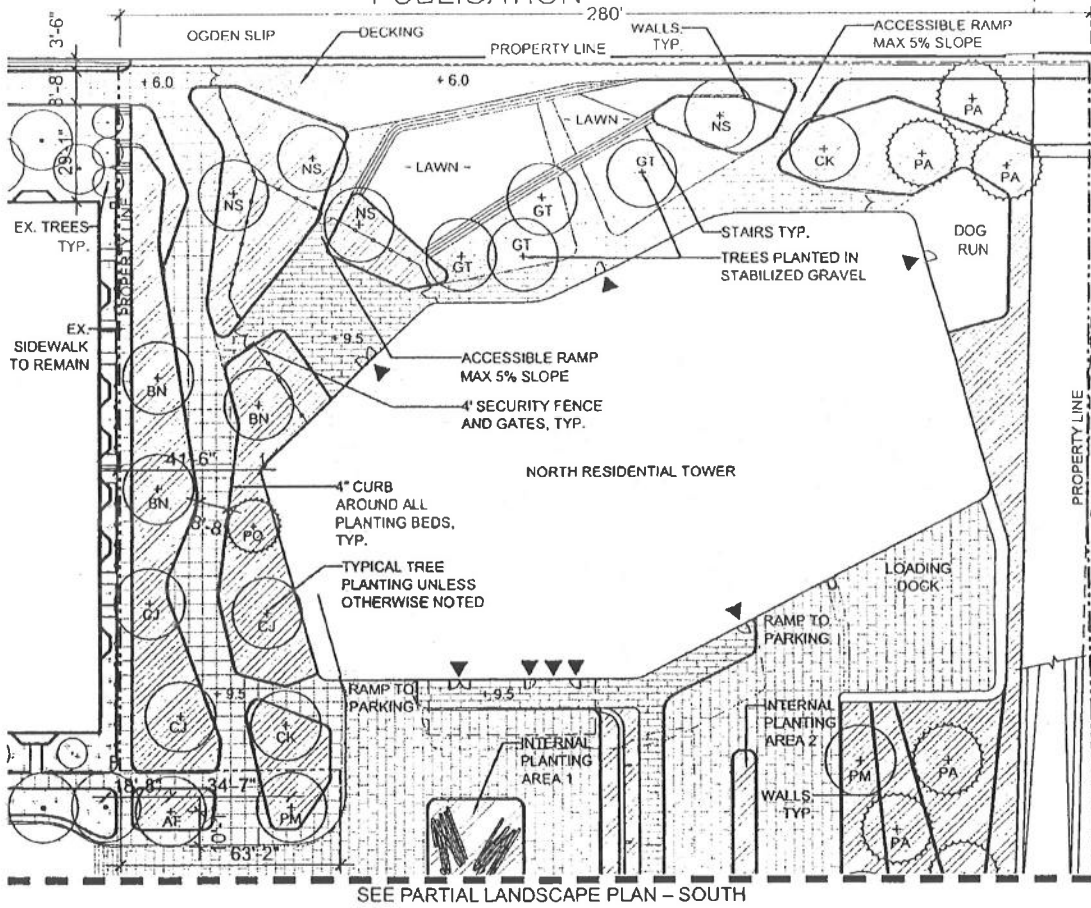


Applicant: RMW Streeer/llc LLC
 Address: 400 N Lake Shore Dr.
 Chicago, IL 60611
 Introduction Date: March 18 2020
 Plan Commission: March 21 2020

LANDSCAPE PLAN PHASE 2



FINAL FOR PUBLICATION



SEE PARTIAL LANDSCAPE PLAN - SOUTH

Landscape Plan Legend

---	Property Line	•	Existing Tree
▬▬▬	Steps	•	Existing Planting
▼	Building Entry	○	Proposed Deciduous Tree
— —	Fence	○	Proposed Coniferous Tree
— —	Gate	○	Proposed Shrub and Perennial Planting
•	Existing Light Pole	+0.0	Spot Elevation
— —	Stone Paving		
— —	Concrete Paving		

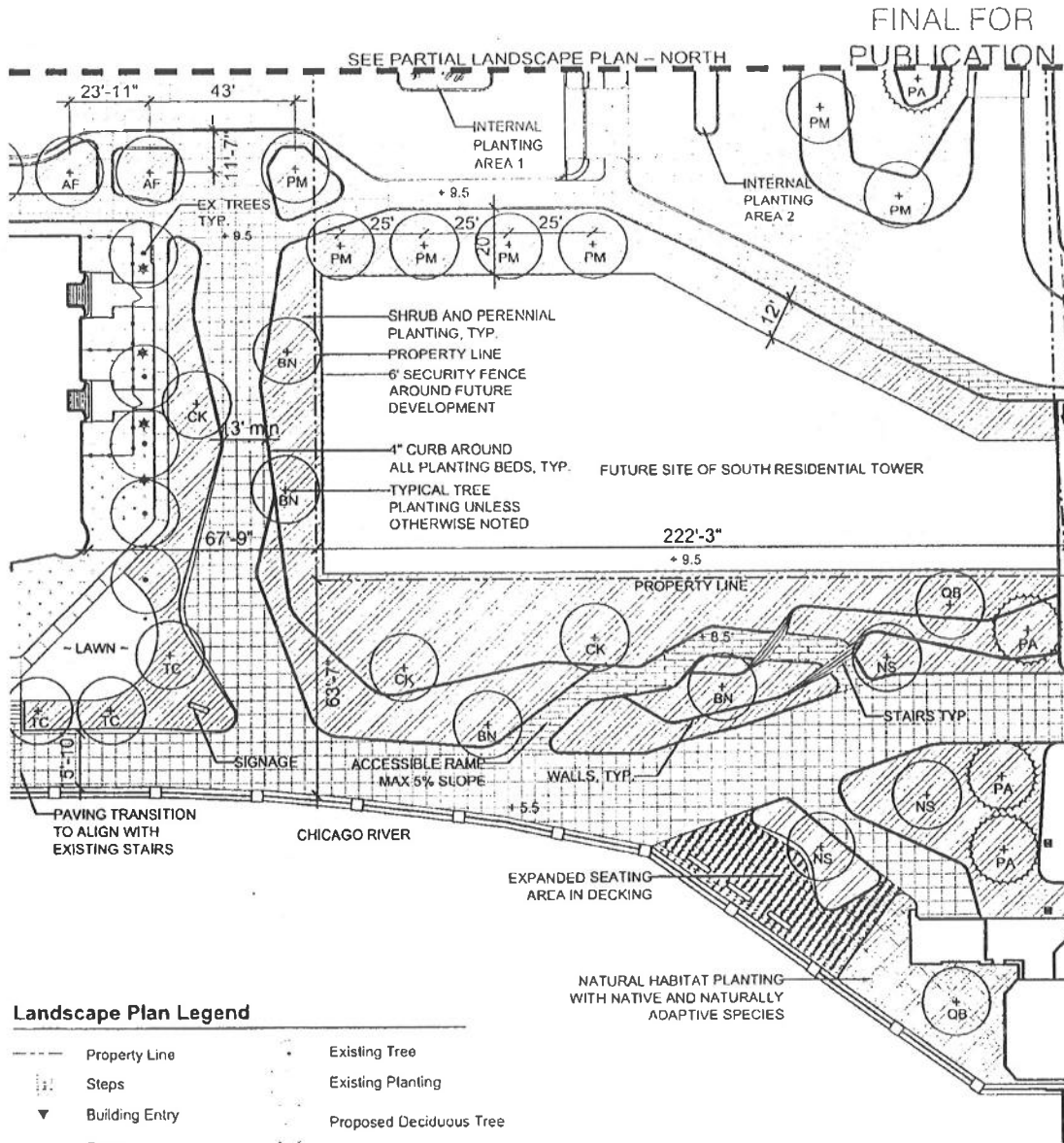
SCALE: 1"=40'



Applicant: RMY Streetsville, LLC
 Address: 493 N Lake Shore Dr
 Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: March 21, 2020

PARTIAL LANDSCAPE PLAN
 NORTH - PHASE 1 & 2



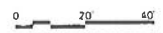


FINAL FOR PUBLICATION

Landscape Plan Legend

---	Property Line	•	Existing Tree
---	Steps	•	Existing Planting
▼	Building Entry	•	Proposed Deciduous Tree
---	Fence	•	Proposed Coniferous Tree
---	Gate	•	Proposed Shrub and Perennial Planting
•	Existing Light Pole	+0.0	Spot Elevation
---	Stone Paving		
---	Concrete Paving		

SCALE: 1"=40'

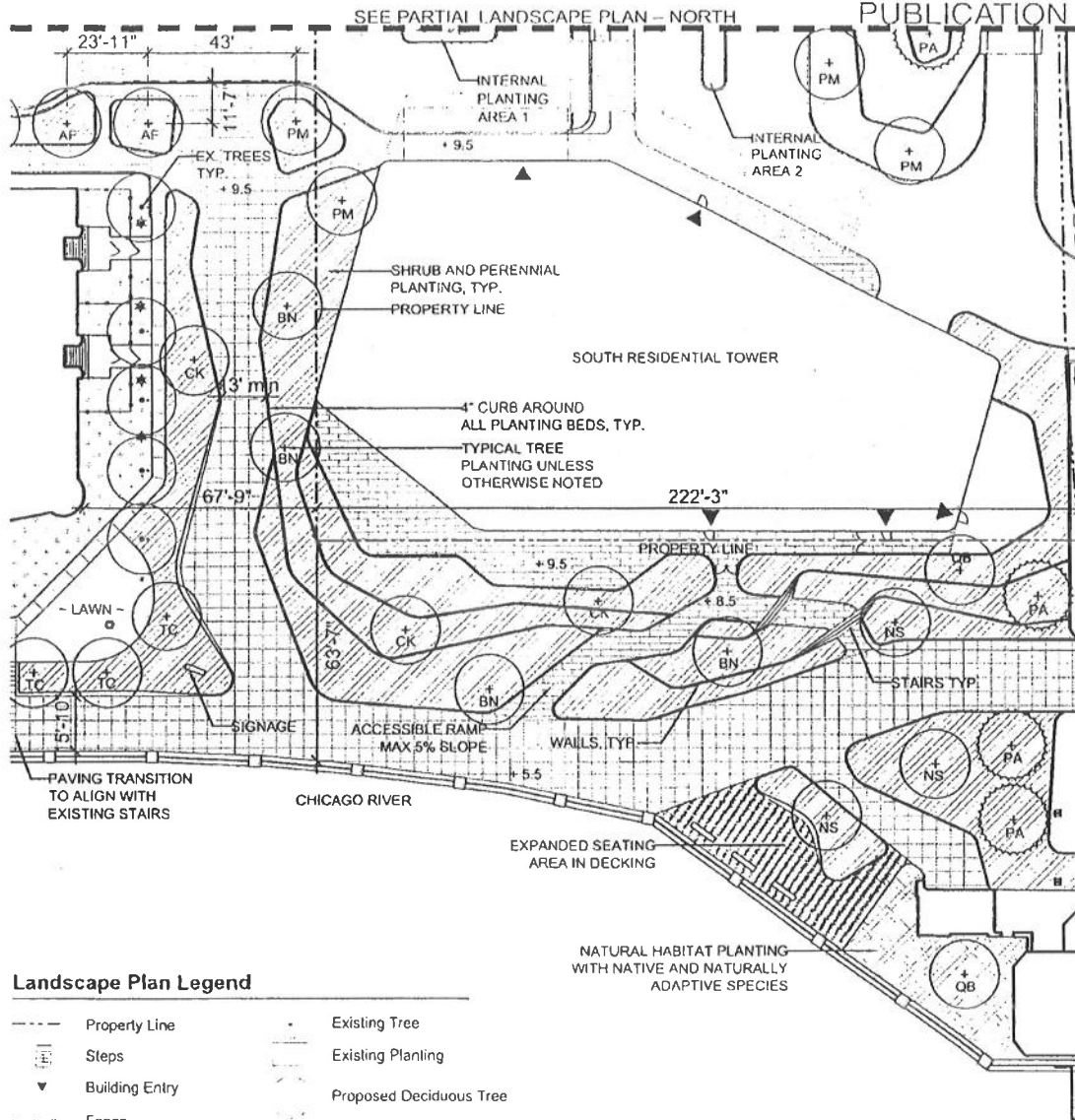


Applicant: RMW Streetsville, LLC
 Address: 402 N Lake Shore Dr, Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: March 21, 2020

**PARTIAL LANDSCAPE PLAN
 SOUTH - PHASE 1**



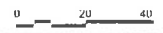
FINAL FOR PUBLICATION



Landscape Plan Legend

---	Property Line	•	Existing Tree
⊞	Steps	•	Existing Planting
▼	Building Entry	○	Proposed Deciduous Tree
---	Fence	○	Proposed Coniferous Tree
⌢	Gate	○	Proposed Shrub and Perennial Planting
•	Existing Light Pole	+0.0	Spot Elevation
⊞	Stone Paving		
⊞	Concrete Paving		

SCALE: 1"=40'

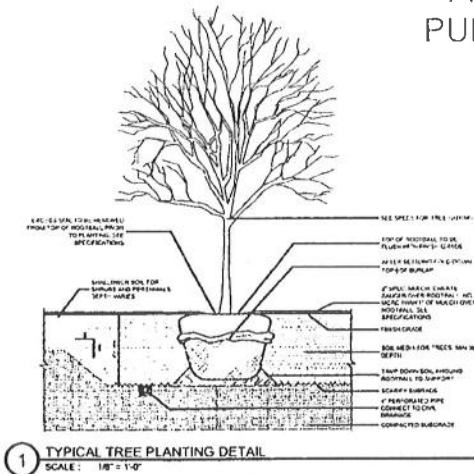


Applicant: RMW Sweetsville LLC
 Address: 400 N Lake Shore Dr
 Chicago IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: March 21, 2020

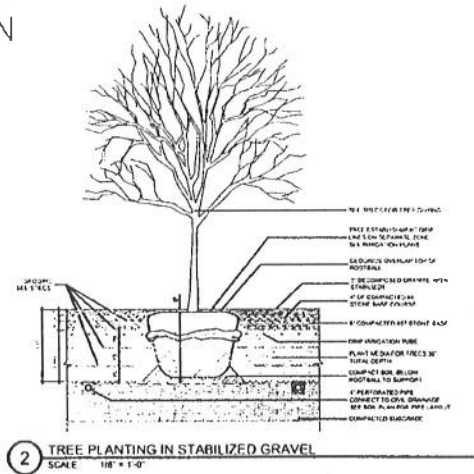
PARTIAL LANDSCAPE PLAN
 SOUTH - PHASE 2



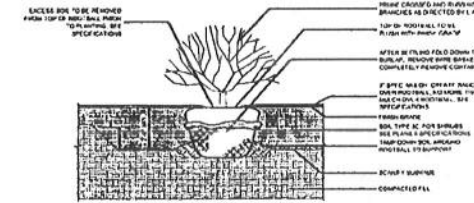
FINAL FOR PUBLICATION



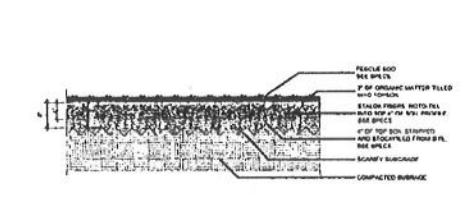
1 TYPICAL TREE PLANTING DETAIL
SCALE: 1/8" = 1'-0"



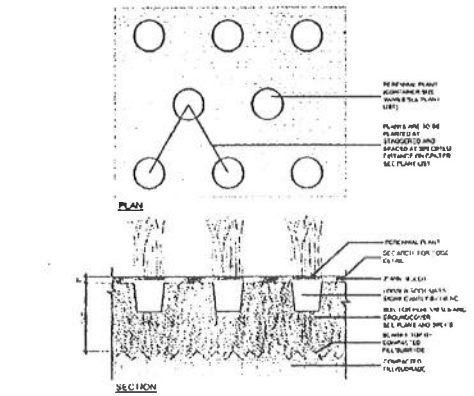
2 TREE PLANTING IN STABILIZED GRAVEL
SCALE: 1/8" = 1'-0"



3 TYPICAL SHRUB PLANTING DETAIL
SCALE: 1/8" = 1'-0"



4 TYPICAL SOD DETAIL FOR HIGH USE AREAS
SCALE: 3/8" = 1'-0"

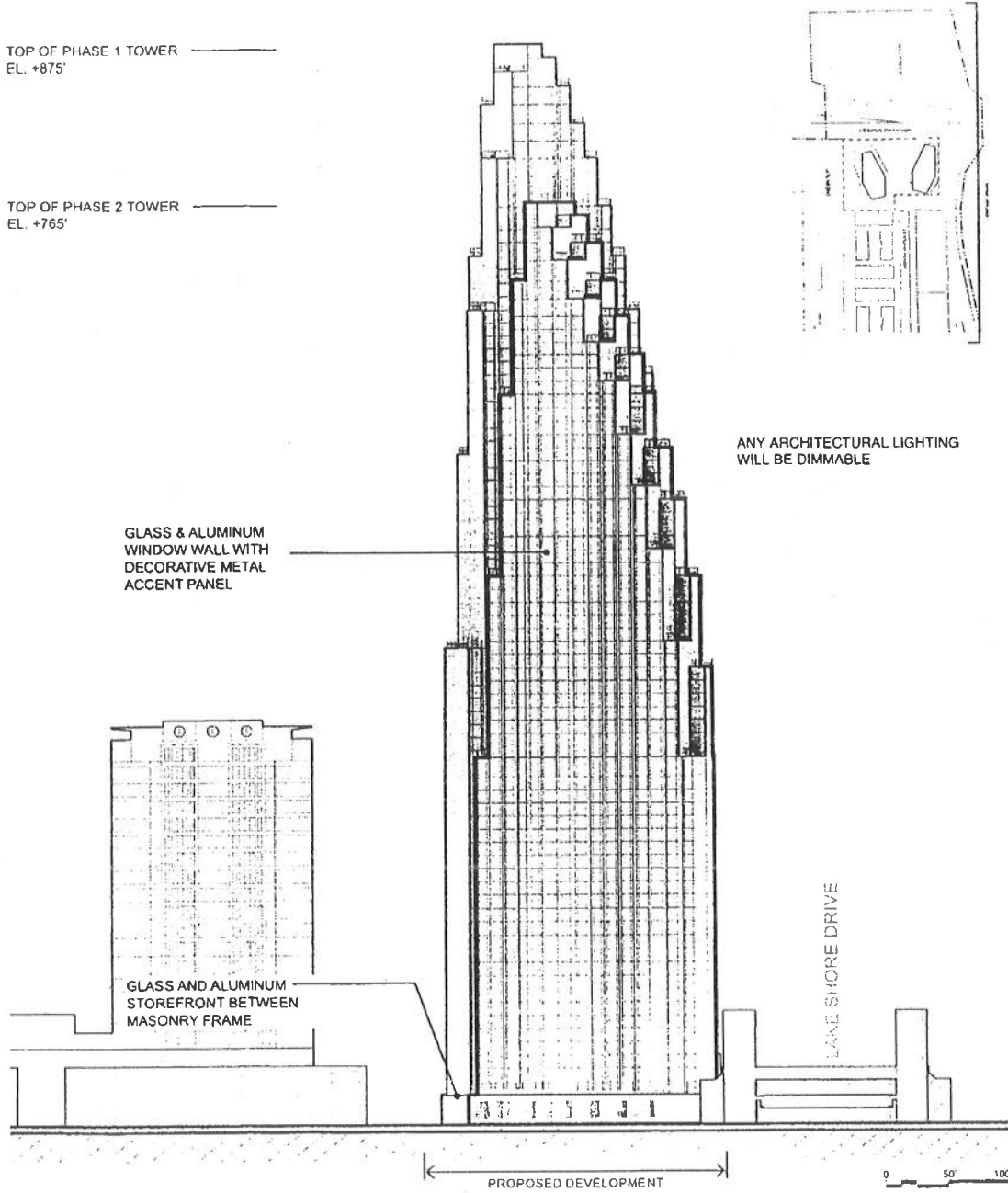


5 TYPICAL PERENNIAL PLANTING DETAIL
SCALE: 3/8" = 1'-0"

Tree Planting Schedule

XX	QTY	Botanical Name	Common Name	Size	Condition
Deciduous Trees					
AF	3	<i>Acer freemanii</i>	Freeman Maple	4" Caliper	B&B
BN	7	<i>Betula nigra 'Heritage'</i>	Heritage River Birch	10-12' Clump	B&B
CJ	3	<i>Cercidiphyllum japonicum</i>	Katsur tree	10-12' Clump	B&B
CK	5	<i>Cornus kousa</i>	Kousa Dogwood	8-10' Clump	B&B
GT	4	<i>Gleditsia inaequalis var. inermis 'Skyline'</i>	Skyline Honeylocust	4" Caliper	B&B
NS	7	<i>Nyssa sylvatica</i>	Black Gum, Tupelo	4" Caliper	B&B
PM	9	<i>Platanus x acerifolia 'Morton Circle'</i>	Exclamation London Planetree	4" Caliper	B&B
OB	2	<i>Quercus bicolor</i>	Swamp White Oak	4" Caliper	B&B
TC	3	<i>Tilia cordata</i>	Littleleaf Linden	4" Caliper	B&B
Coniferous Trees					
XX	QTY	Botanical Name	Common Name	Size	Condition
PA	9	<i>Picea abies</i>	Norway Spruce	10-12'	B&B
PO	1	<i>Picea omorika</i>	Serbian Spruce	10-12'	B&B

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Applicant: FMW Streeterville, LLC
 Address: 400 N Lake Shore Dr.
 Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: Mv 21, 2020

CHICAGO RIVER ELEVATION

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TOP OF PHASE 1 TOWER
EL. +875'

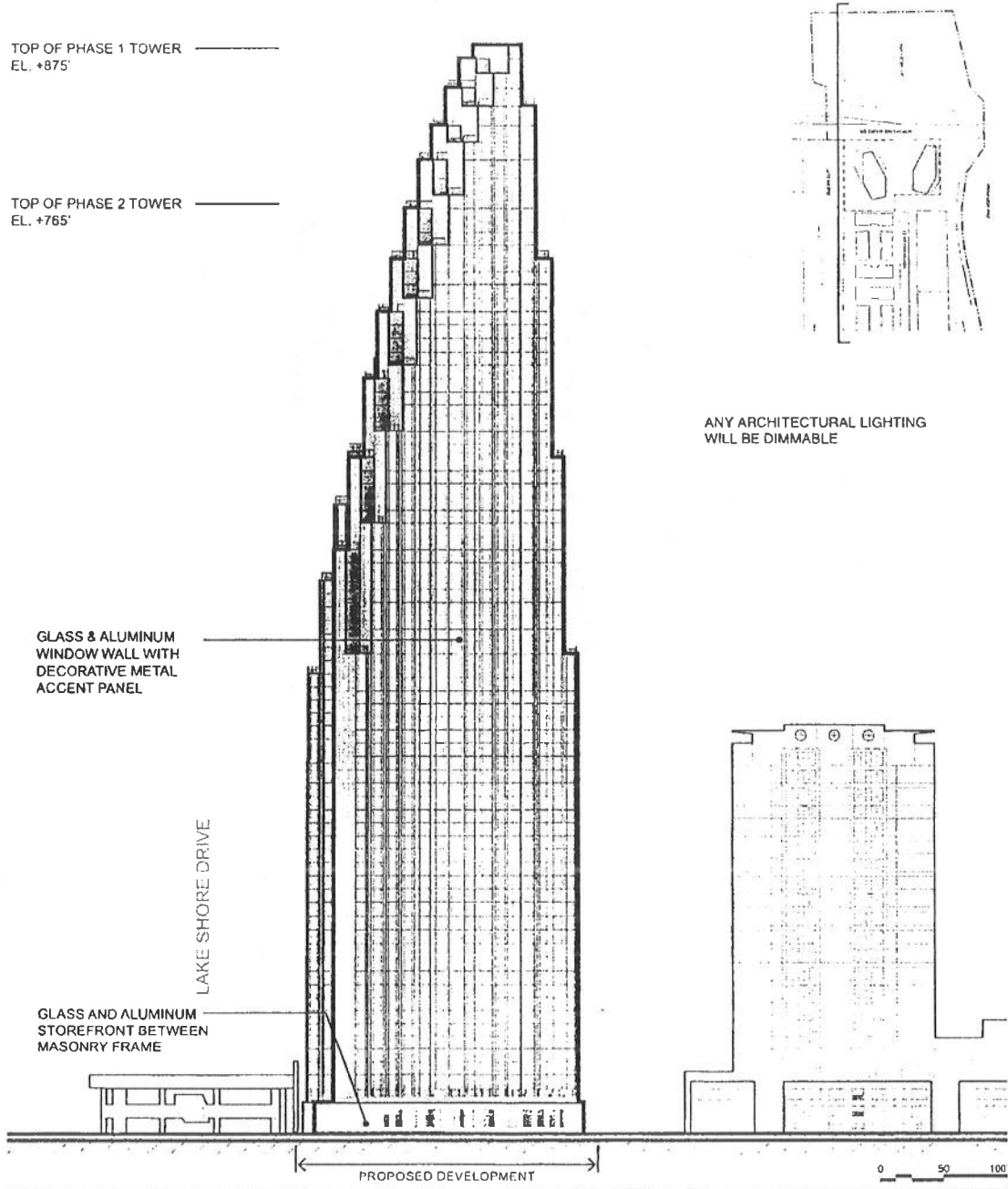
TOP OF PHASE 2 TOWER
EL. +765'

GLASS & ALUMINUM
WINDOW WALL WITH
DECORATIVE METAL
ACCENT PANEL

LAKE SHORE DRIVE

GLASS AND ALUMINUM
STOREFRONT BETWEEN
MASONRY FRAME

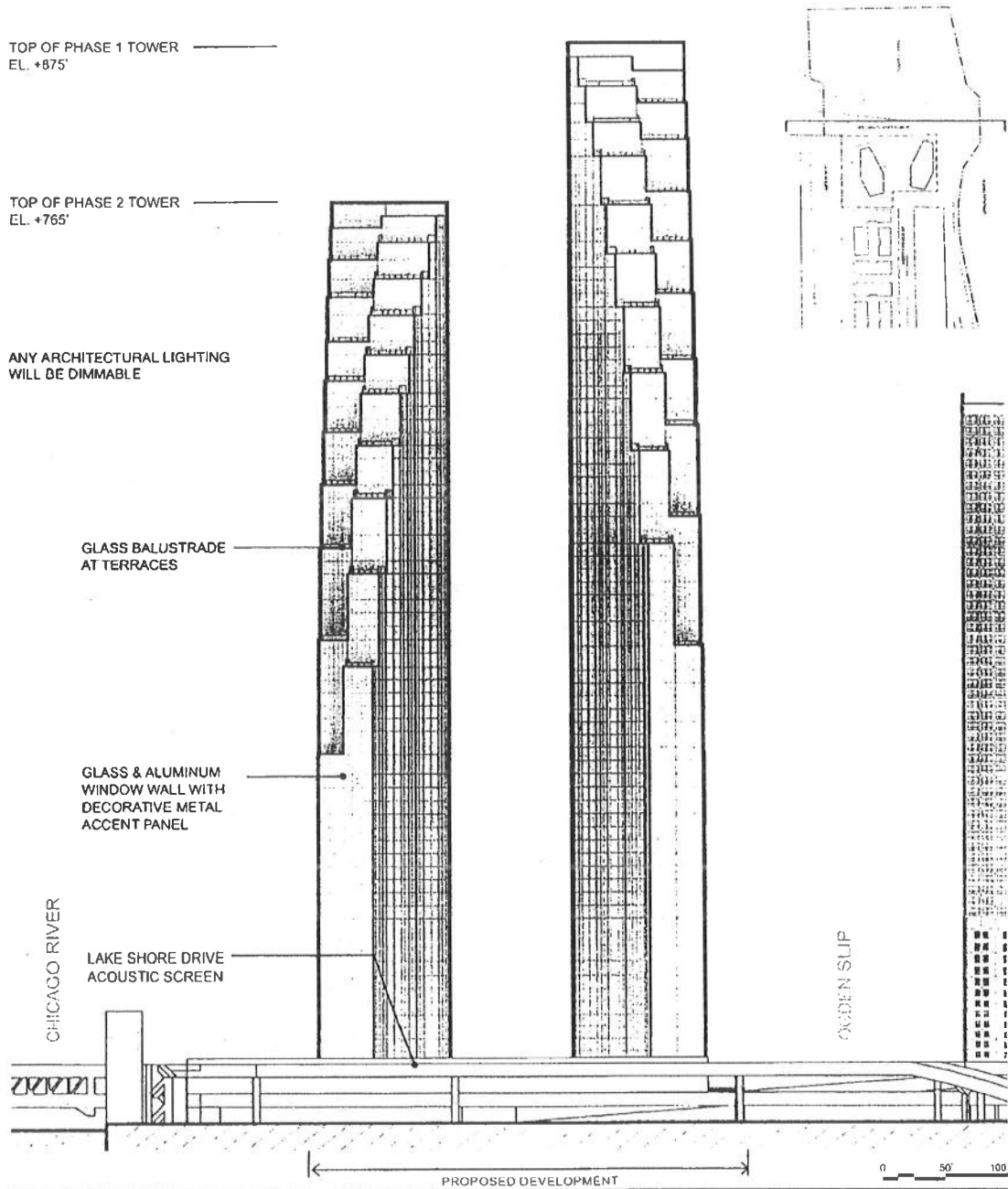
ANY ARCHITECTURAL LIGHTING
WILL BE DIMMABLE



Applicant: RMW Siretervale, LLC
Address: 400 N Lake Shore Dr.,
Chicago, IL 60611
Introduction Date: March 18, 2020
Plan Commission: May 21, 2020

OGDEN SLIP ELEVATION

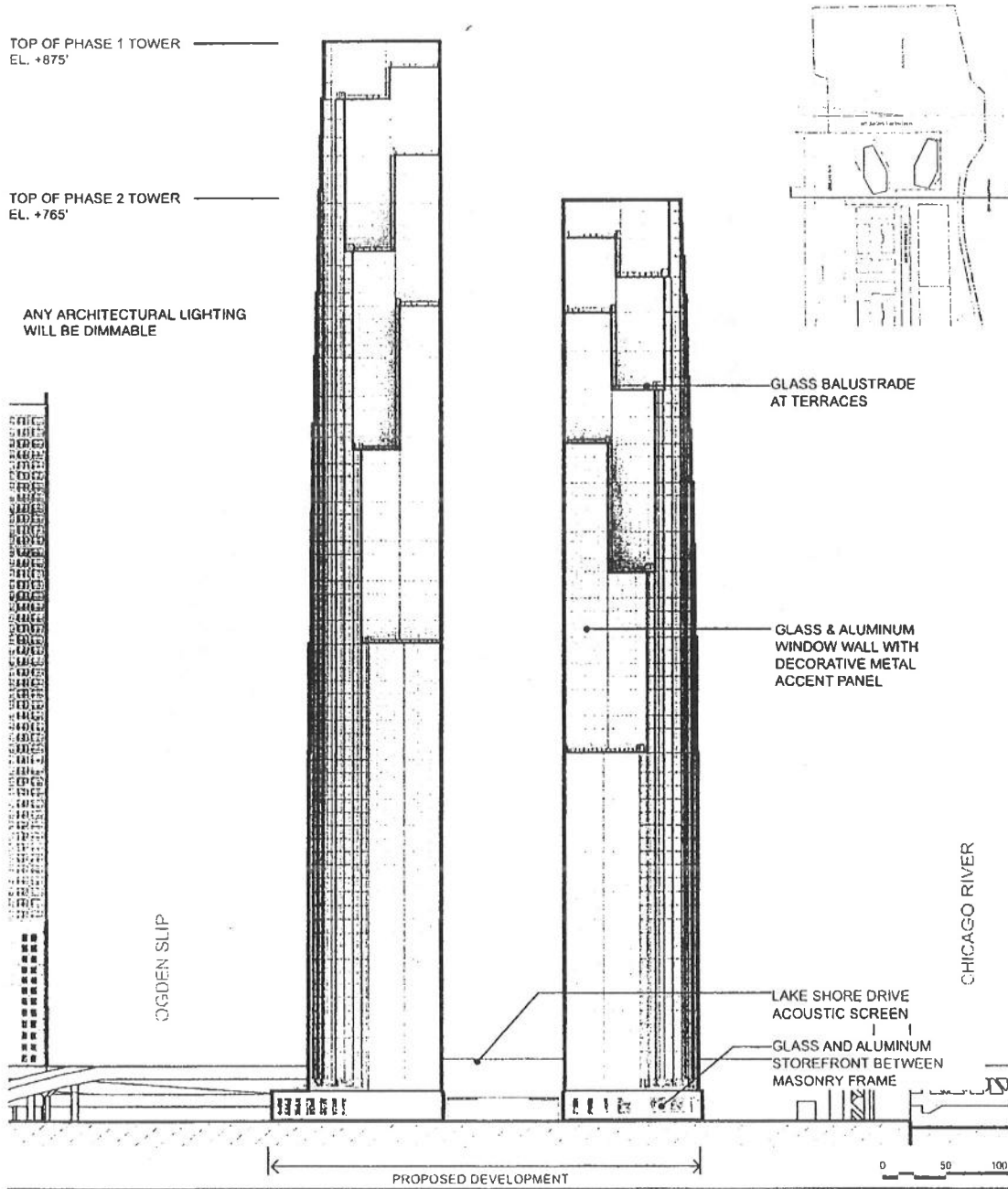
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Applicant: RMW Streeterville, LLC
 Address: 400 N Lake Shore Dr.,
 Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: May 21, 2020

LAKE SHORE DRIVE ELEVATION

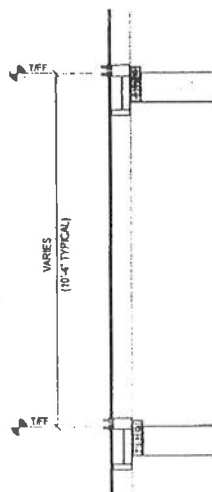
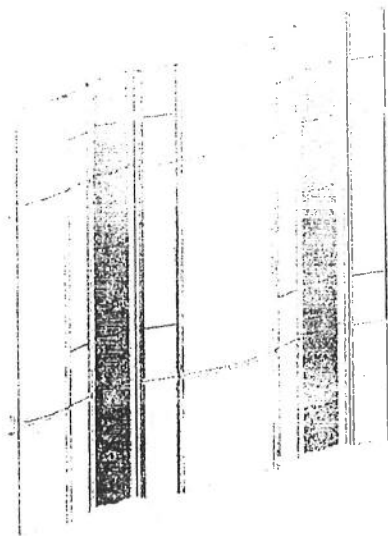
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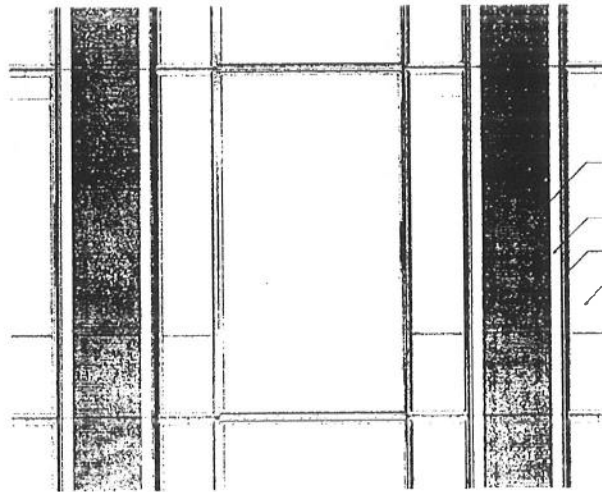
Applicant: RMW Streetville, LLC
 Address: 400 N Lake Shore Dr.,
 Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: May 21, 2020

NORTH WATER STREET ELEVATION

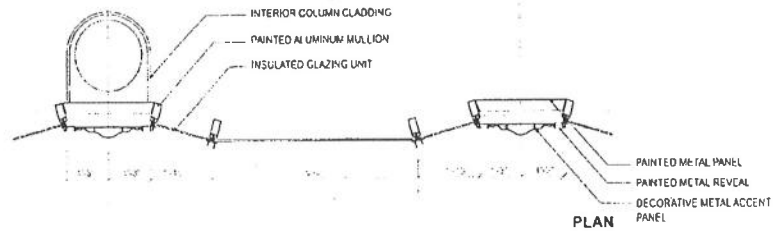
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PUBLICATION



SECTION



ELEVATION



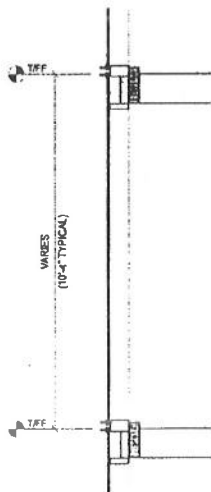
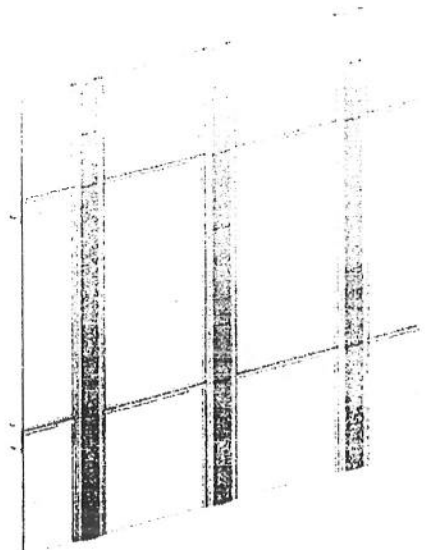
PLAN

Applicant: RMW Stroeter LLC
Address: 400 N Lake Shore Dr.
Chicago IL 60611
Introduction Date: March 19, 2020
Plan Commission: May 21, 2020

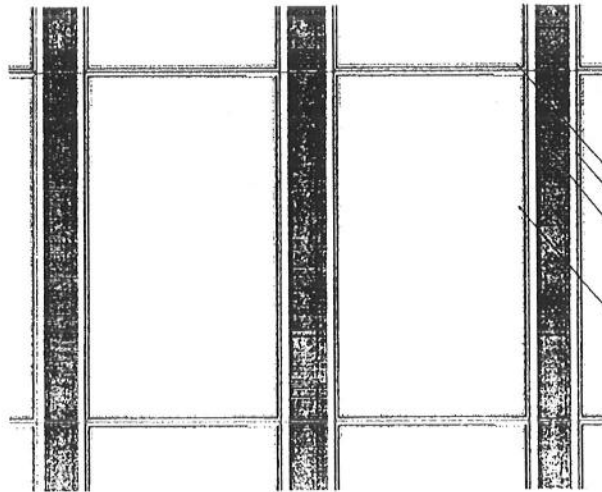
TYPICAL FACADE DETAIL
TOWER NORTH & SOUTH FACADES



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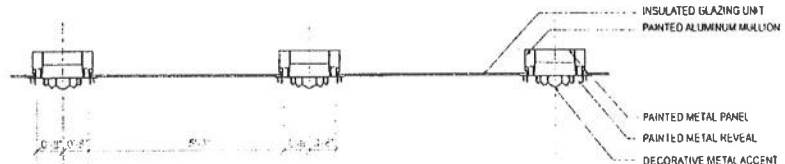


SECTION



ELEVATION

- PAINTED ALUMINUM MULLION
- PAINTED METAL REVEAL
- DECORATIVE METAL ACCENT PANEL
- INSULATED GLAZING UNIT



PLAN

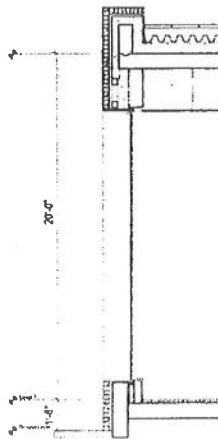
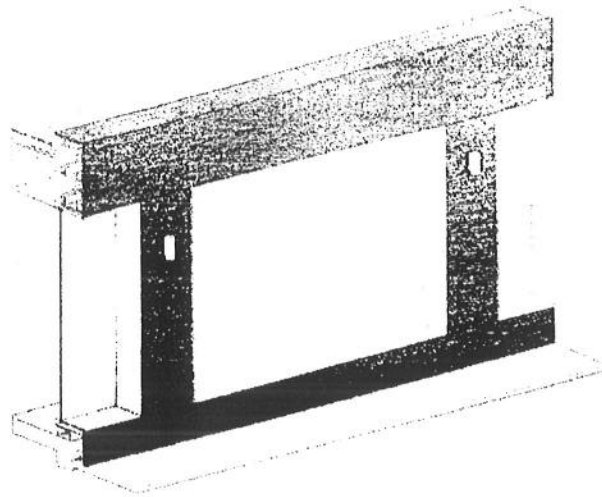
- INSULATED GLAZING UNIT
- PAINTED ALUMINUM MULLION
- PAINTED METAL PANEL
- PAINTED METAL REVEAL
- DECORATIVE METAL ACCENT PANEL

Applicant: HMW Stroesserville, LLC
Address: 400 N Lake Shore Dr
Chicago, IL 60611
Introduction Date: March 16, 2020
Plan Commission: May 21, 2020

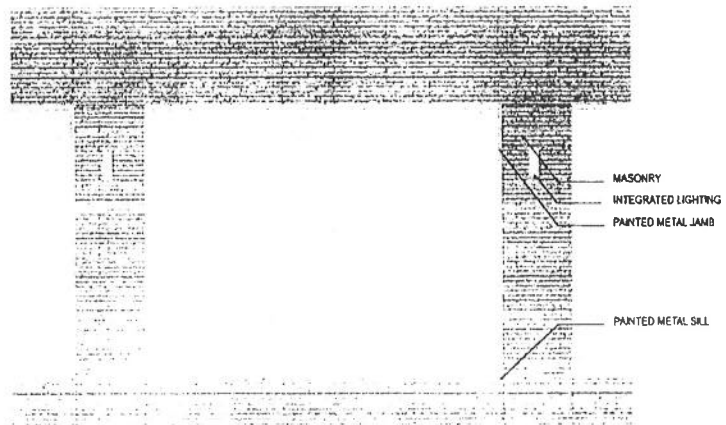
**TYPICAL FACADE DETAIL
TOWER EAST & WEST FACADES**



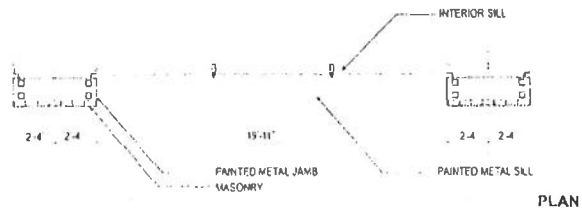
FINAL FOR PUBLICATION



SECTION



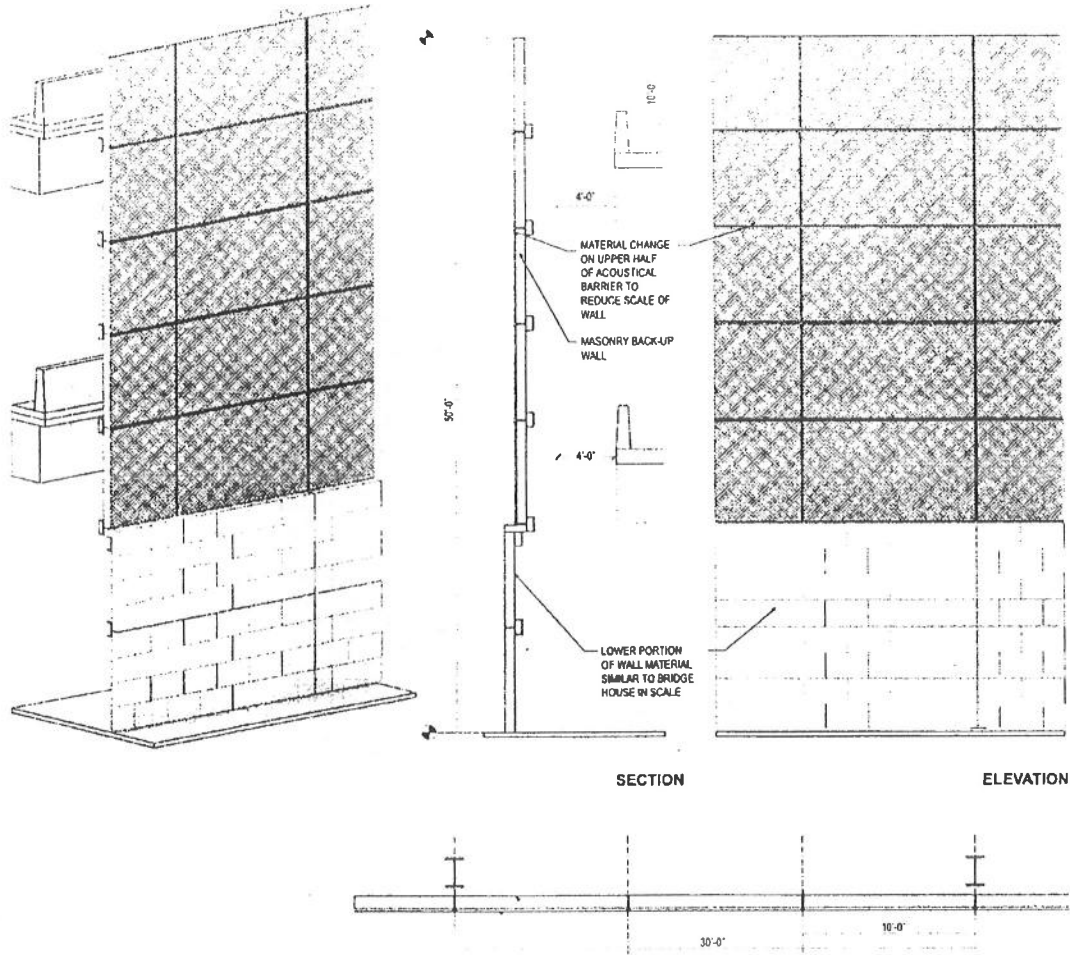
ELEVATION



PLAN



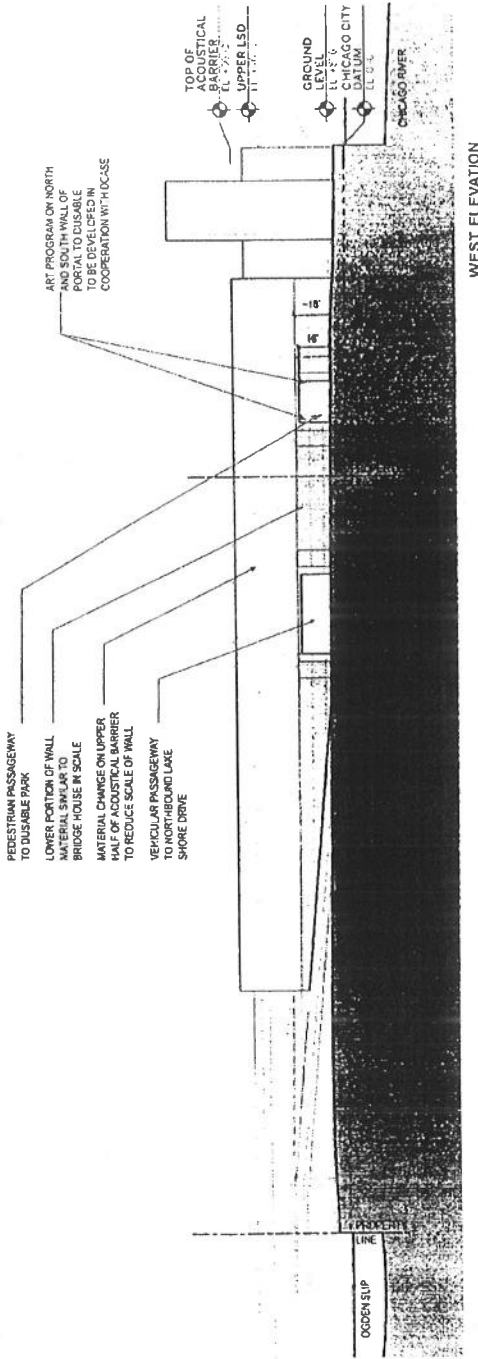
FINAL FOR PUBLICATION



NOTE: THE DESIGN OF THE WALL IS TO BE FURTHER DEVELOPED AND REVIEWED BY DPD



FINAL FOR PUBLICATION



Applicant: HMW Siroterwite, LLC
 Address: 400 N Lake Shore Dr
 Chicago, IL 60611
 Introduction Date: March 18, 2020
 Plan Commission: May 21, 2020

LAKE SHORE DRIVE ACOUSTICAL SCREEN



19987

3/13/2019

REPORTS OF COMMITTEES

97499

*Reclassification Of Area Shown On Map No. 1-E.
(As Amended)
(Application No. CPC No. 4)
(Common Address: 400 N. Lake Shore Dr.)*

RBPD 368,99

[SO2019-259]

Be It Ordained by the City Council of the City of Chicago:

SECTION 1. That the Chicago Zoning Ordinance be amended by changing all the Residential-Business Planned Development Number 368 symbols and indications as shown on Map Number 1-E in the area bounded by:

a line 150 feet east of and parallel to North St. Clair Street; East Grand Avenue; North Lake Shore Drive; the centerline of Ogden Slip to a point 439.74 feet east of North Lake Shore Drive; the centerline of the Turning Basin; the north bank of the Chicago River and the line thereof extended eastward where said bank does not exist; North Michigan Avenue; East North Water Street; North St. Clair Street (as now located); East Illinois Street; North St. Clair Street; and the alley next south of East Grand Avenue,

to the designation of Residential-Business Planned Development Number 368, as amended, which is hereby established in the area above described, subject to the provisions of the Plan of Development herewith attached and made a part thereof and to no others.

SECTION 2. This ordinance shall be in force and effect from and after its passage and due publication.

Plan of Development Statements referred to in this ordinance read as follows:

Residential-Business Planned Development No. 368, As Amended.

Plan Of Development Statements.

1. The area delineated herein as "Residential-Business Planned Development Number 368", as amended, consists of approximately 1,560,904 square feet or 35.83 acres (exclusive of public rights-of-way and dedicated public open space) of real property as shown on the attached Planned Development Boundary Map (the "Property").

2. This plan of development consists of these twenty-one (21) statements and the following exhibits for the entire Planned Development and further defined for Subarea B Parcels 7, 7A, and 8, and Subarea F Parcels 21B and 21C: Bulk Regulations and Data Table for the entire Planned Development; an Existing Zoning Map; Planned Development Boundary and Subareas Map; Development Parcels Map; Maximum Height Zones; Existing and Planned Open Spaces; Pattern of Vehicular Roadways; and Recommended Traffic Improvements. This plan of development is in conformity with the intent and purpose of the Chicago Zoning Ordinance and all requirements hereof, and satisfies the established criteria for approval as a planned development. In any instance where a provision of the Planned Development conflicts with the Chicago Building Code, the Building Code shall control.

This plan of development consists of the following exhibits related to the development of Subparcel E.3: Bulk Regulations and Data Table Note 10; Site Landscape Plan; DuSable Landscape Plan; Ground Floor Plan Overview; Lower Lake Shore Drive Plan Overview; Building Elevations; South Building Elevation; Partial Enlarged South Elevation; Partial East/West Site Section; Partial Enlarged East Elevation; North/South Site Section at Lake Shore Drive; North/South Tower and Parking Section; East/West Parking Section; North/South Overview Section; and Lake Front Trail Alignment Alternate 1 and Alternate 2.

This plan of development consists of the following exhibits related to the development of Subarea B Parcels 7 and 7A: Bulk Regulations and Data Table Note 11; View Corridor Program; Overall Site Plan; Lower East North Water Street Plan, North Park Drive Street Plan, North Park Drive Wayfinding Plan; Upper East North Water Street Plan; Upper East North Water Street Wayfinding Plan; Terrace Level Plan; Landscape Plan; Green Roof Plan; Overall Section A Plan and Partial North Elevation; West Elevation at tower and Partial North/South Section B Plan; Building Elevations (North, South, East and West) prepared by Solomon Cordwell Buenz dated May 24, 2012.

This plan of development consists of the following plans and exhibits related to the development of Parcels P21B and P21C (the "Kraft Parcel"): Bulk Regulations and Data Table Note 12; Site Plan; Ground Floor Plan; Recreation Deck Level Plan; Green Roof Plan; Building Elevations (North and East, and South and West); Landscape Plan; Pocket Park Bonus Landscape Plan; Landscape Sections (A/B and C/D); and Landscape Plant List prepared by GREC Architects LLC and dated December 18, 2014 (the "Plans"). 465 North Park Drive LLC (the "Applicant") owns or controls Subarea B Parcel 8 within this Planned Development. This Plan of Development consists of the following exhibits related to the development of Subarea B Parcel 8: Bulk Regulations and Data Table Note 13; Site Plan; Landscape Plan; Mezzanine, Second Floor, Third Floor, Fourth Floor, and Fourth Floor Mezzanine Plans; 5th Floor Amenity Landscape Plan; 6th Floor Balcony Landscape Plan; 37th Floor Sky Deck Landscape Plan; Plant List and Landscape Details; Green Roof Plan; and Building Elevations (North, South, East and West) prepared by Pappageorge Haymes Partners dated October 15, 2015.

3. The current property owner or an authorized agent shall obtain all required reviews, approvals, licenses and permits in connection with this plan of development. The dedication or vacation of any streets or alleys shall require a separate submittal and approval by the City Council.
4. The requirements, obligations and conditions contained within this Planned Development shall be binding upon each property owner, its successors and assigns (including any condominium association which is formed) and the legal titleholders and any ground lessors. All rights granted hereunder shall inure to the benefit of each property owner, its successors and assigns (including any condominium association which, is formed) and the legal titleholder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the property, at the time applications for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or under single designated control. Subject to the subarea/subparcel control provisions of Section 17-8-0400 of the Chicago Zoning Ordinance, single designated control for purposes of this paragraph shall mean that any application to the City for any amendment to this Planned Development or any other modification or change thereto (administrative, legislative or otherwise) shall be made or authorized by the Equitable Life Assurance Society of the United States or all its successors and assigns as zoning control party for property located west of Columbus Drive, and by all the successors and assigns to the Chicago Dock and Canal Trust, as zoning control parties for the property located east of Columbus Drive. The board of directors of any condominium association shall represent individual condominium owners.
5. Several subareas are delineated on the attached Planned Development Subarea Map for the purposes of establishing use and density controls in connection with this plan of development. Uses permitted below plus thirty-five (+35) feet Chicago City Datum, plus or minus six (\pm 6) feet in respect of design conditions ("Plaza Level") shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District classification; uses permitted at and above the Plaza Level in the area hereinbefore defined shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District classification, except that in that part of the subject area lying within 200 feet of North Michigan Avenue uses shall be in general conformity with the Permitted and Special Uses of the DX-16, Downtown Mixed-Use District classification; uses permitted where no Plaza Level exists shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District Classification. Earth station receiving and transmitting dishes, microwave relay dishes and transmitting or receiving dishes shall be permitted. Residential support services physical fitness/indoor recreation center, and small venue theater are expressly permitted in Subparcel E.3. Non-accessory parking shall be a permitted use in Subarea F only. Underground accessory parking related to the improvements constructed upon Subparcel E.3 shall be a permitted use in Subparcel E.2. All other controls and

regulations set forth herein are made applicable within the general application of this statement. Uses permitted in DuSable Park (Subparcel E.1) shall be recreational and related uses including but not limited to marinas; tennis courts; and similar facilities. Temporary staging of construction materials and related equipment shall be a permitted use in Subparcel E.1 subject to the review and approval of the Commissioner of the Department of Planning and Development and the Chicago Park District. Daycare and other community-oriented uses are expressly permitted and strongly encouraged in all areas of the Planned Development. Agreement on how space for a minimum of one new daycare center shall be provided within Subareas B, D or Subparcel E.3 to service new residents and employees of those subareas must be submitted and approved by the Department of Planning and Development prior to the issuance of any Part II Approval for any improvement on Parcels P1, P3, P7, P7A, P8, P18, or P19.

6. For purposes of Floor Area Ratio ("FAR") calculations, the definitions in the Chicago Zoning Ordinance shall apply, with the following exceptions: (1) in Subarea A, grade is herein established at plus thirty-five (+35) feet Chicago City Datum, plus or minus six (± 6) feet in respect of design conditions ("Plaza Level"); (2) in Subarea B, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus six (± 6) feet in respect of design conditions; and (3) space devoted to heating, ventilation, and air-conditioning equipment shall not be included in FAR regardless of location.
7. Any service drives or other ingress or egress lanes shall be adequately designed and paved in accordance with the regulations of the Chicago Department of Transportation and in compliance with the Municipal Code of the City of Chicago to provide ingress and egress for motor vehicles, including emergency vehicles. Fire lanes shall be adequately designed and paved in compliance with the Municipal Code of the City of Chicago and shall have a minimum of 20 feet to provide ingress and egress for emergency vehicles. There shall be no parking within established fire lanes. Closure of all or part of any public streets or alleys during demolition or construction shall be subject to the review and approval of the Chicago Department of Transportation. All work proposed in the public way must be designed and constructed in accordance with the Chicago Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago.
8. Off-street parking and loading facilities shall be provided in compliance with this plan of development, subject to the review of the Chicago Department of Transportation and approval by the Department of Planning and Development. All parking spaces required to serve buildings or uses shall be located on the same parcel as the building or use served, or (i) if a residential use, within 600 feet walking distance, or (ii) if a non-residential use, within 1,200 feet walking distance. Parking to serve uses in Subarea E.1 or E.3 may be located underneath or west of Lake Shore Drive.

9. Business and business identification signs shall be permitted within the Planned Development subject to the review and approval of the Department of Planning and Development and to the conditions of Statement 11(e). Off-premises signage is prohibited. Temporary signs such as construction and marketing signs may be permitted subject to the aforesaid approvals. Signage for retail and movie theater uses is a special concern. A general signage plan indicating the locations and dimensions of signage for these uses, including all interior signage which is visible from public streets, shall be submitted prior to Part II Approval in accord with Statement 16 hereof (Site Plan Review).
10. The height of buildings within the Planned Development and any appurtenance attached thereto shall be subject to the limitations on the attached exhibit labeled "Maximum Height Zones". Where maximum height zones have been established, building height shall be defined as follows:

"Building height" is the vertical distance from the curb level, grade, or its equivalent, opposite the center of the front of a building to the highest point of the underside of the ceiling beams of the highest habitable floor, in the case of a flat roof; to the deck line of a mansard roof; and, to the mean level of the underside of the rafters between the eaves and the ridge of a gable, hip or gambrel roof. For the purpose of determining height in Subarea B Parcels 7 and 7A, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus 6 feet in respect of design conditions. (For the purpose of determining height, building tops of other configurations may be considered to be the type described herein which most closely approximates the shape of the proposed design). However, in no case shall the "actual" height of a building exceed the "maximum height" by more than 65 feet.
11. The improvements on individual development sites shall be designed, constructed and maintained in accordance with the exhibits attached hereto and the following general design standards:
 - (a) Buildings along Lake Shore Drive shall be designed to minimize building mass directly facing the drive. The base along Lake Shore Drive of any such structure shall be limited to the height of Lake Shore Drive. The tower of such structures shall be set back a minimum of 40 feet from Lake Shore Drive although encroachments into such setback area for design reasons may be allowed by the Commissioner of Planning and Development as a minor change pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance. This 40-foot setback area shall be heavily landscaped with trees and other greenery so as to be visible from the drive.

- (b) Landscaping of buildings at terraces, rooftops, and balconies shall be provided wherever possible and appropriate. Buildings shall be designed with upper-level architectural features that are lit at night wherever possible. Mechanical equipment on rooftops shall be screened with quality materials, and made a feature of the building design, where appropriate. Notwithstanding any statement to the contrary, this Planned Development shall be subject to the provisions of Chapter 17-11 of the Chicago Zoning Ordinance governing landscaping and screening. In any instance where a provision of this Planned Development conflicts with landscape and screening provisions of the Chicago Zoning Ordinance, the Chicago Zoning Ordinance shall control. Nothing in this Planned Development is intended to waive the applicability of the landscape and screening provisions of the Chicago Zoning Ordinance.
- (c) Buildings shall be setback from the property line, if necessary, to achieve a minimum of 12 feet, 6 inches (except the building column may be setback 10 feet, 0 inches in Subarea E-3 along Ogden Slip and the building located in Subarea B, Parcels 7 and 7A, may be located at the property line along North New Street, North Park Drive, Upper East North Water Street and Lower East North Water Street and the building located in Subarea B, Parcel 8, may be located at the property line along North New Street, North Park Drive, and East Illinois Street) in sidewalk width to accommodate street trees. No awnings, canopies, or other building projections shall be allowed that would interfere with street tree canopies except at entrances to hotels, residential entrances or movie theaters.
- (d) Building designs that reflect divisions into base, middle, and top, that have setbacks, cornice lines, changes in plane or materials, articulated surfaces, or other methods of reducing the scale and mass are encouraged. Preferred building materials shall be stone, manufactured stone, brick, finished metal such as stainless steel, or articulated pre-cast concrete in combination with glass at the base. Exposed structural concrete, dryvit or other stucco-like material, or reflective glass shall not be allowed. Materials of upper stories shall be similar to those of the lower; however, the level of detailing may be simplified.
- (e) Buildings shall be designed with clearly delineated signage bands. The quality and amount of signage shall be strictly controlled. The total square footage displayed on any building shall be limited to no more than six times the street frontage on any given street. Preference shall be given to pin-mounted back lit signs with individual letters that are externally lit. Signs behind glass that are visible from the sidewalk shall count toward the permitted sign area. The area of a sign that consists of individual letters shall be measured by drawing a box around the letters. Graphic images which depict tenant logos or products or which may otherwise be construed as advertising shall count as signage in

their entirety. Signage on awnings shall be allowed on the valance only, with a maximum of 5-inch high letters limited to tenant identification or logos only. No electronic moving message board signs shall be allowed. Rooftop signs shall be prohibited.

- (f) No new surface parking lots, except interim lots approved by the Zoning Administrator, shall be allowed. No surface parking lot shall be allowed on the Parcel P21B ("Kraft") park site in Subarea F. The maximum effort shall be made to contain parking in below-ground structures. Above-grade parking structures shall be enclosed, fronted by habitable space, or otherwise designed so as to have a similar appearance to habitable spaces in terms of finish materials, the shape and scale of openings, and the screening of ramps, car lights and ceiling fixtures. Any parking structures facing the Chicago River must be fronted by habitable space or completely enclosed and well-articulated at all levels. The first floor of all structures facing Illinois Street, Grand Avenue, McClurg Court, Park Drive, or Columbus Drive shall maximize space with active uses such as retail, daycare, restaurants, et cetera. Parking structures shall also contain provisions for planting at the base, the roof, or at mid-height ledges.
- (g) Loading docks shall be concealed from public view through screening or landscaping. Curb cuts for loading docks shall be minimized.
- (h) The new roadway structure at upper level Illinois Street shall be finished in highly articulated stone, pre-cast concrete, or other quality material, with particular attention given to views of the structure from Columbus Drive. Terraced planting, pedestrian lighting, decorative railings, banners, and other features shall be used to create a major pedestrian amenity. A major water feature shall be installed at the intersection of upper-level Illinois Street and the NBC Plaza. The underside of upper Illinois Street shall be appropriately lit, structural columns shall be covered, and other elements shall be added to create a safe, well-lit connection to Michigan Avenue.
- (i) The completion of the riveredge esplanade shall be required of the Developers of Parcels 14 and 16, and Parcel 18. Such public spaces shall be developed with the same quality and character of amenities as the existing esplanade adjacent to these areas. In addition, the Developer of Parcel 18 shall be responsible for the development of pedestrian access to DuSable Park under Lake Shore Drive. Such access shall be well lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river esplanade. All plans for pedestrian access to DuSable Park from Parcel 18 shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of any superstructure Part II Approval letters.

- (j) The Developer of Parcel 19 shall develop the following public improvements indicated on Exhibit 6 Existing and Planned Open Spaces concurrently with the development of Parcel 19: a pedestrian walkway from East North Water Street to Ogden Slip and an extension of the Ogden Slip promenade to Lake Shore Drive. The pedestrian walkway from East North Water Street to Ogden Slip shall be developed with the same quality and character of amenities as the existing walkway from the River Esplanade to East North Water Street. The extension of the Ogden Slip promenade shall be developed with the same quality and character of amenities as the existing promenade adjacent to it. In the event that DuSable Park is developed before Parcel 19 is developed, the owner(s) of Parcel 19 shall construct and maintain a temporary pedestrian connection along the slip. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 20 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the slip edge and on the side adjacent to Parcel 19. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development.

In addition, pedestrian access along Ogden Slip under Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 19 shall be solely responsible for the cost of improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such improvements. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the Ogden Slip promenade. However, if Parcel 19 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 19 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the Developer of Parcel E.3 and the Chicago Park District as referenced in Statement Number 11(m) below provides otherwise. All plans for these improvements shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of Part II Approval letters.

- (k) All improvements to be constructed within this Planned Development for which Part II Approval letters are issued after the March 29, 2006, date of City Council approval of the amended Planned Development shall comply with the Department of Planning and Development Chicago Sustainable Development Policy in effect at the time of application for Part II Approval, and the owners shall use best and reasonable efforts to design, construct and maintain all buildings located within this Planned Development in a manner generally consistent with the Leadership in Energy and Environmental Design Green Building Rating System (LEED). A dog-run shall be located within or adjacent to Subparcel E.3. As a result of the architectural design of the tower to be

constructed within Subparcel E.3, a green roof is not feasible. The development of the improvements on Parcel P21C contemplated by this Planned Development amendment shall be LEED certified and have a green roof of approximately 2,177 square feet and a rain water collection system as described in the attached Green Roof Plan.

- (l) Pursuant to the Affordable Housing provision of the City of Chicago Zoning Ordinance, Title 17, Section 17-4-1004, et seq. ("Zoning Ordinance"), Developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 3.00 FAR for the Property. The Developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1004D of the Zoning Ordinance, the total floor area devoted to affordable housing units must equal at least 25 percent of the total increase in floor area allowed under the Affordable Housing Bonus or a cash payment must be made to the City of Chicago Affordable Housing Opportunity Fund based on the increase in allowable floor area multiplied by 80 percent of the median cost of land per buildable square foot. Based on Section 17-4-1004D, the Developer of Parcel E.3 has agreed to provide a cash payment to the City of Chicago Affordable Housing Opportunity Fund in the amount of \$5,700,300.00. Prior to the issuance of permits, the Developer of Parcel E.3 will enter into an Affordable Housing Agreement with the Chicago Department of Planning and Development or provide a letter of credit or other security device in an amount equal to the cash contribution. The Developer of Parcel E.3 must comply with all of the applicable sections of the Affordable Housing Provision of the Zoning Ordinance which sections are hereby incorporated into this Planned Development. The Affordable Housing Agreement required by Section 17-4-1004-E9 is also incorporated into this Planned Development.

Pursuant to the Off-Site Park and Open Space Contributions provision of the City of Chicago Zoning Ordinance, Title 17, Section 17-4-1018, et seq., the Developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 2.16 FAR for the Property. The Developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1018-C of the Zoning Ordinance, a cash payment must be made to the City of Chicago based on the increase in allowable floor area multiplied by 80 percent of the median cost of land per buildable square foot. Based on Section 17-4-1018-C, the Developer of Parcel E.3 has agreed to provide a cash payment to the City of Chicago in the amount of \$4,104,216.00. Prior to the issuance of permits, the Developer of Parcel E.3 will provide a letter of credit or other security device in an amount equal to the cash contribution. The Developer of Parcel E.3 must comply with all of the sections of the Off-Site Park and Open Space Contributions provisions of the Zoning Ordinance which sections are hereby incorporated into this Planned Development. The Off-Site Park and Open Space Contribution Agreement required by Section 17-4-1018-B3 is also incorporated into this Planned Development.

- (m) The Developer of Parcel E.3, the City of Chicago, and the Chicago Park District shall enter into an agreement relating, in part, to the responsibility for the design, funding and construction phasing of DuSable Park, the pedestrian connections to DuSable Park and the Lakefront Trail.
- (n) The improvements contemplated for DuSable Park (Subparcel E.1) must be substantially completed by the Developer of Parcel E.3 prior to the issuance of Certificate of Occupancy for any dwelling unit exceeding the three hundredth (300th) dwelling unit constructed with Subparcel E.3.
- (o) The amendment of this Planned Development concerning development of Parcels P21B and P21C triggers the requirements of Section 2-45-110 of the Municipal Code (the "Affordable Requirements Ordinance" or "ARO"). Any developer of a "residential housing project" within the meaning of the Affordable Requirements Ordinance ("Residential Project") must: (i) develop affordable housing units as part of the Residential Project; (ii) pay a fee in lieu of the development of affordable housing units; or (iii) any combination of (i) and (ii). Further, the amendment of this Planned Development is subject to Section 17-4-1004-D of the Zoning Code, which also requires on-site affordable housing or payment of a fee in lieu of providing affordable housing for rezonings in DC, DX and DR districts that increase the base floor area ratio. If a planned development is subject to the requirements of both sections (2-45-110 and 17-4-1004-D), the developer may elect to satisfy the ARO requirements by complying with the affordable housing floor area bonus provided for in Section 17-4-1004. The owner of Parcels P21B and P21C has elected to comply with Section 17-4-1004. Pursuant to Section 17-4-1004-B of the Zoning Ordinance, the owner of Parcels P21B and P21C has requested an increase in the floor area ratio for the Property, as set forth in the bonus worksheet required under Section 17-4-1003-D and attached hereto as an exhibit ("Bonus Worksheet"). In accordance with the formulas set forth in Section 17-4-1004-C and the Bonus Worksheet, the owner of Parcels P21B and P21C acknowledges and agrees that it must provide either a minimum of at least 21,680 square feet of floor area (the "Affordable Units") in the building receiving the affordable housing floor area bonus ("Eligible Building"), with an affordable unit mix comparable to the overall mix and approved by the Department of Planning and Development prior to issuance of the first building permit, or make a cash payment in lieu of providing affordable housing in the amount of \$2,983,168 ("Cash Payment"), or \$100,000 per unit ("Pro Rata Amount"). Prior to the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation permits, the owner of Parcels P21B and P21C must either make the required Cash Payment or provide a performance bond or other security in the amount of the Cash Payment ensuring construction of the Affordable Units. If the owner of Parcels P21B and P21C elects to construct the Affordable Units, it must also enter into, an Affordable Housing Agreement with the City pursuant to Section 17-4-1004-E9 prior to the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation

permits. The terms of the Affordable Housing Agreement and any amendments thereto would be incorporated herein by this reference. The owner of Parcels P21B and P21C acknowledges and agrees that the Affordable Housing Agreement would be recorded against the Eligible Building and would constitute a lien against each Affordable Unit in an amount equal to the Pro Rata Amount. The City shall execute partial releases of the Affordable Housing Agreement prior to or at the time of the sale of each Affordable Unit to an income-eligible buyer at an affordable price, subject to the simultaneous execution and recording of a mortgage, restrictive covenant or similar instrument against such Affordable Unit. In addition to the Affordable Housing Agreement, the owner of Parcels P21B and P21C acknowledges and agrees that, pursuant to Section 17-4-1003-D3, the Bonus Worksheet will serve as an official record of bonuses and amenities. The owner of Parcels P21B and P21C must comply with the applicable affordable housing standards and requirements set forth in Section 17-4-1004, the terms of which are incorporated herein by this reference. Notwithstanding anything to the contrary contained in Section 17-4-1003-E, the Commissioner of the Department of Planning and Development may enforce remedies for breach of the Affordable Housing Agreement, and enter into settlement agreements with respect to any such breach, subject to the approval of the Corporation Counsel, without amending the Planned Development.

12. Publicly dedicated improvements, including streets, sidewalks, transit and open space amenities shall be designed, constructed and maintained in accordance with the exhibits described in Statement 2 hereof and the "Cityfront Center Internal Design Standards: Section I", dated September 12, 1986.
13. The property owner(s) adjacent to the Chicago River shall develop a continuous pedestrian esplanade along the Chicago River's edge. Completion of the esplanade will occur as follows:
 - (a) The east right-of-way line of McClurg Court to the west right-of-way line of Lake Shore Drive shall be improved concurrently with development of adjacent parcels south of East North Water Street (Parcels 14, 16, and 18). In the event that DuSable Park is developed before Parcel 18 is developed, the owner(s) of Parcel 18 shall construct and maintain a temporary pedestrian connection along the river. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 10 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the river's edge and on the side adjacent to the development parcel. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development; and
 - (b) The west right-of-way line of Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s)

of Parcel 18 shall be solely responsible for improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such improvements. Such access shall be well lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river edge esplanade. However, if Parcel 18 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 18 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the Developer of Parcel E.3 and the Chicago Park District as referenced in Statement Number 11(m) above provides otherwise.

14. The Developer of Parcels P21B and P21C (the "Kraft Parcel"), shall substantially renovate the existing 70,000 square foot park on Parcel P21B in accordance with the Landscape Plan, the Landscape Sections, and the Landscape Plant list. Such renovation shall be commenced no later than three (3) months following issuance of the first occupancy permit for the residential building to be constructed on Parcel P21C as permitted by this Planned Development, and shall be completed no later than one (1) year thereafter. The park, as renovated, shall continue to be privately owned, maintained and subject to occasional partial closure for private use but, subject to the foregoing, shall remain accessible to the public during hours in which public parks are accessible to the public. The public shall have use of the Dog Run indicated on the Landscape Plan subject to any regulations, if imposed, that conform to the protocols of the Chicago Park District for Dog Friendly Areas. The owner(s) of Parcels P21B and P21C (the "Kraft Parcel") shall be responsible for the costs and performance of maintenance of the park in conformance with the Landscape Plan and the Open Space Plan. Nothing contained herein shall preclude residents or other individuals from using the park for other private uses, provided that they obtain permission from the owner(s) of the Kraft Parcel and all necessary governmental approvals and permits.
15. Traffic studies completed by Developers and the City of Chicago project significant peak hour traffic volume increases on Illinois Street and Grand Avenue in particular as a result of new development. Some excess roadway capacity is available to handle this increased traffic, but a number of geometric, signal timing and parking control measures are recommended in addition to active transportation management in the Illinois-Grand corridor. Accordingly, no Part II Submittal shall be approved without a firm agreement between the Developer and the Chicago Department of Transportation regarding the timing and responsibility for any recommended traffic improvements described in Exhibit 8 hereof for streets adjoining the development site. Membership and participation in the Illinois-Grand Corridor Transportation Management Association shall also be required prior to the issuance of any Part II Development Approval.

16. Prior to the issuance by the Department of Planning and Development of a determination pursuant to Section 17-13-0610 of the Chicago Zoning Ordinance ("Part II Approval") for development or redevelopment of any development parcels within the Planned Development, other than alterations to existing buildings which do not increase their height or alter their footprint or construction in accordance with the Plans approved herein, a site plan for the proposed development, including parking areas, shall be submitted to the Zoning Administrator for approval. Review and approval of the site plan by the Zoning Administrator is intended to assure that specific development proposals conform with the general design standards in Statement 11 and to ensure coordination of public improvements described in Statements 12 through 15 at an early stage. No Part II Approval for work for which a Site Plan must be submitted to the Zoning Administrator shall be granted until the Site Plan has been approved by the Zoning Administrator. Further, all Part II Submittals shall be in compliance with the Chicago Landscape Ordinance. At least thirty (30) days prior to the filing of the Developer of Parcel E.3's request for Part II approval for the construction of the superstructure upon Subparcel E.3, the Developer of Parcel E.3 applicant shall submit a detailed Landscape Plan and Elevations for the Subparcel E.3 property to the Department of Planning and Development for review and approval.

Following approval of a Site Plan by the Zoning Administrator, the approved plan shall be kept on permanent file with the Department of Planning and Development and shall be deemed to be an integral part of this Planned Development. The approved Site Plan may be changed or modified pursuant to the minor change provisions of Section 17-13-0611 of the Chicago Zoning Ordinance.

A Site Plan shall, at a minimum, provide the following information with respect to the proposed improvements:

- (1) the boundaries of the Property;
- (2) the footprint of the improvements;
- (3) location and dimensions of all loading berths;
- (4) preliminary landscaping plan prepared by a landscape architect with final landscaping plan to be approved at Part II stage;
- (5) all pedestrian circulation routes;
- (6) the location of any adjacent public improvements;
- (7) a signage plan for any building where retail or theater uses would be present above the ground level;
- (8) preliminary elevations of the improvements, and
- (9) statistical information applicable to the Property limited to the following:

- (a) floor area and floor area ratio;
- (b) uses to be established;
- (c) building heights; and
- (d) all setbacks, required and provided.

A Site Plan shall include such other information as may be necessary to illustrate conformance with the applicable provisions of this Planned Development.

17. If any provision of this Planned Development amendment shall, to any extent, be invalid or unenforceable, the remainder of this Planned Development amendment shall not be affected thereby, and each provision of the Planned Development amendment shall be valid and enforceable to the fullest extent of the law.
18. The terms, conditions and exhibits of this Planned Development ordinance or of an approved Site Plan may be modified administratively by the Zoning Administrator upon the request of the applicant and after a determination by the Zoning Administrator that such a modification is minor, appropriate and consistent with the nature of the improvements contemplated in the Planned Development and the purposes underlying the provisions hereof. Any such modification shall be deemed to be a minor change in the Planned Development as contemplated by Section 17-13-0611 of the Chicago Zoning Ordinance.
19. It is in the public interest to design, construct and maintain the project in a manner which promotes, enables, and maximizes universal access throughout the Property. Plans for all buildings and improvement on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities ("MOPD") to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.
20. It is in the public interest to design, construct and maintain all buildings in a manner that promotes and maximizes the conservation of natural resources. All improvements to be constructed within this Planned Development for which Part II Approval letters are issued after the March 29, 2006, date of the City Council approval of the amended Planned Development shall comply with the Department of Planning and Development Chicago Sustainable Development Policy in effect at the time of application for Part II Approval. The owners of all such improvements shall use best and reasonable efforts to design, construct and maintain all buildings located within the Planned Development in a manner generally consistent with the Leadership in Energy and Environmental Design ("LEED") Green Building Rating System. Copies of these standards may be obtained from the Department of Planning and Development. The development of the improvements on Parcel P21C contemplated by this Planned Development amendment shall be LEED certified and have a green roof of approximately 2,177 square feet and a rain water collection system as described in the attached Green Roof Plan. The development of the improvements on Parcel P8 contemplated by this Planned Development amendment shall be LEED certified and have a Total Green Roof Area of approximately 13,482

square feet, including approximately 1,350 square feet of roof-top pool surface area, as described in the attached Green Roof Plan.

21. Unless substantial construction of the improvements contemplated within Subparcel E.3 has commenced by May 6, 2020 following adoption of this March 2019 amendment, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Subparcel E.3 and the zoning of Subparcel E.3 of the Planned Development shall automatically revert to Residential-Business Planned Development Number 368, as amended on March 29, 2006. Unless substantial construction of the improvements contemplated within Parcels 7 and 7A has commenced within six (6) years following adoption of Residential-Business Planned Development Number 368, as amended on June 6, 2012, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Parcels 7 and 7A and the zoning of Parcels 7 and 7A of the Planned Development shall automatically revert to Residential-Business Planned Development Number 368, as amended on July 9, 2008. Unless substantial construction of the improvements contemplated within Parcels 21B and 21C (the "Kraft Parcel") has commenced within three (3) years following adoption of Residential-Business Planned Development Number 368, as amended on January 21, 2015, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Parcels 21B and 21C (the "Kraft Parcel") and the zoning of Parcels 21B and 21C (the "Kraft Parcel") shall automatically revert to Residential-Business Planned Development Number 368, as amended on June 6, 2012. Unless substantial construction of the improvements contemplated within Subarea B Parcel 8 has commenced within six (6) years following adoption of this Planned Development amendment, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Subarea B Parcel 8 and the zoning of Subarea B Parcel 8 of the Planned Development shall automatically revert to Residential-Business Planned Development Number 368, as amended on May 6, 2015.

[Development Plans, Exhibits and Bulk Regulations and Data Table referred to in these Plan of Development Statements unavailable at time of printing.]

~~Reclassification Of Area Shown On Map No. 1-1.
(Application No. 19930)
(Common Address: 2445 W. Superior St.)~~

[O2019-283]

Be It Ordained by the City Council of the City of Chicago:

SECTION 1. Title 17 of the Municipal Code of Chicago, the Chicago Zoning Ordinance,



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

April 23, 2018

Katherine C. Jahnke Dale
DLA Piper LLP
444 West Lake Street, Suite 900
Chicago, IL 60606

Re: Planned Development No. 368, Subarea E.3 – 400 N. Lake Shore Drive Request for Extension

Dear Ms. Jahnke Dale:

Please be advised that your request for a one-year sunset extension to the three-year construction period for Subarea E.3 of Residential Business Planned Development No. 368 has been considered by the Department of Planning and Development pursuant to Section 17-13-0612-B of the Chicago Zoning Ordinance and Statement No. 21 of the Planned Development ("PD").

Subarea E.3 of Residential Business Planned Development No. 368 was last amended by the City Council on May 6, 2015. Statement No. 21 of the PD states that unless substantial construction of the improvements contemplated within Subarea E.3 has commenced within three (3) years following adoption of this PD as amended on May 6, 2015, and unless completion is thereafter diligently pursued, then this PD shall expire as it relates to Subarea E.3 and the zoning of Subarea E.3 of the PD shall automatically revert to Residential Business Planned Development Number 368, as amended on March 29, 2006.

You are requesting, on behalf of the property owner of Subarea E.3, RMW Acquisition Company LLC, a one year extension as it relates to Subarea E.3. According to your request letter, the developer is working on a revised development plan and intends to submit for an amendment to the PD in the coming months. However, the developer requires a one-year extension as it is unlikely that such amendment will be approved by the May 6, 2018 deadline set forth in the PD.

Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and Residential Business Planned Development No. 368, I hereby approve a one-year sunset extension from May 6, 2018 to May 6, 2019 for Subarea E.3 only.

Sincerely,

Patti Scudiero
Zoning Administrator

Cc: Emily Thrun, Patrick Murphey, Janice Hill, Main File

121 NORTH LASALLE STREET, ROOM 1000, CHICAGO ILLINOIS 60602



DLA Piper LLP (US)
444 West Lake Street, Suite 900
Chicago, Illinois 60606
www.dlapiper.com

Katherine C. Jahnke Dale
katie.dale@dlapiper.com
T 312.368.2153
F 312.251.2856

March 9, 2018

Ms. Patti Scudiero
Zoning Administrator
Department of Planning and Development
121 N. LaSalle St.
Room 900
Chicago, Illinois 60602

**Re: Planned Development No. 368, Subparcel E.3 – 400 Lake Shore Drive
Request for Extension**

Dear Ms. Scudiero:

On behalf of our client, RMW Acquisition Company LLC (the “**Developer**”), and pursuant to Section 17-13-0612-B of the Chicago Zoning Ordinance, we respectfully request your approval of a one-year extension of the sunset provision applicable to Subparcel E.3 set forth in Statement 20 of Planned Development No. 368 (the “**PD**”).

The Developer is working with the Department and Alderman Reilly on a revised development plan and intends to submit for an amendment to the PD in the coming months. However, the Developer requires a one-year extension as it is unlikely that such amendment will be approved by the May 6, 2018 deadline set forth in the PD.

The requested extension is allowed pursuant to Section 17-13-0612-B of the Zoning Ordinance. Thank you for your time and consideration of this request. The required \$1,500 application fee is enclosed. If there is additional information that you require, please do not hesitate to contact me.

Very truly yours,

DLA Piper LLP (US)

A handwritten signature in blue ink that reads "Katherine C. Jahnke Dale".

Katherine C. Jahnke Dale

cc (via e-mail): Patrick Murphey, Teresa McLaughlin, Emily Thrun – DPD
Curt Bailey, Will Tippens – Related Midwest
Rich Klawiter – DLA Piper



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

September 27, 2017

Patrick Carey
Molly's Cupcakes River East
419 E. Illinois Street
Chicago, IL 60611

**Re: Administrative Relief request for Residential Business Planned Development No. 368,
Subarea D, Parcel 20, Molly's Cupcakes awning sign at 419 E. Illinois Street**

Dear Mr. Carey:


Please be advised that your request for a minor change to Residential Business Planned Development No. 368 ("PD 368"), as amended, has been considered by the Department of Planning and Development pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement No. 18 of PD 368.

You are seeking administrative relief on behalf of Molly's Cupcakes at 419 E. Illinois St. from Statement 11e of PD 368 which limits signage on awnings to the valence only. As shown on the attached photograph, the existing open ended, cloth awning contains signage on the sloped area of the awning. On May 9, 2016, similar administrative relief was granted to Target Corporation for their open-ended cloth awnings with signage on the same building. AH-River East LLC is the owner of Parcel 20 and has provided their consent to this request.

With regard to your request, the Department of Planning and Development has determined that allowing this awning will not create an adverse impact on the Planned Development or surrounding neighborhood, will not result in an increase in the bulk or density, and will not change the character of the development, and therefore, would constitute a minor change.

Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and Residential-Business Planned Development No. 368, as amended, I hereby approve the foregoing minor change, but no other changes to this Planned Development. This minor change is valid for twelve (12) months from the date of this letter unless action to implement the minor change is commenced within such time period and thereafter diligently pursued to completion, including, if applicable, construction consistent with the minor change as authorized by a building permit. If action to implement the minor change, including construction, does not begin within the time set forth, or does not proceed with reasonable diligence, then the approval will lapse and become null and void.

Sincerely,



Patricia A. Scudiero
Zoning Administrator

C: Main file





DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

September 27, 2016

John J. George
Schuyler, Roche & Crisham, P.C.
Two Prudential Plaza
180 N. Stetson Avenue
Suite 3700
Chicago, IL 60602

**Re: Advisory Opinion for Residential Business Planned Development No. 368
Subarea A, Parcel 4 and Parcel 5, Existing Parking Garage at 240 E. Illinois Street**

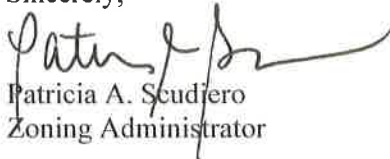
Dear Mr. George:

In response to your recent request, please be advised that the existing parking garage located at 240 E. Illinois Street can continue to be operated as a non-accessory public parking garage, with a maximum of 281 parking spaces. According to your request letter, SP Plus Corp. recently took over operation of the existing public parking garage that was previously operated by Interpark, LLC, and was denied a public parking garage license.

While the most recent version of Planned Development No. 368 states that non-accessory parking is only permitted in Subarea F, we previously issued a letter dated January 7, 2015, which states that although non-accessory parking has not been permitted in Subarea A since the February 27, 2002, approval of the amended Planned Development, up to 281 non-accessory parking spaces as permitted by a minor change letter dated July 12, 2000, may continue in Subarea A, Parcel 4 and Parcel 5 as a legal nonconforming use.

Therefore, a maximum of 281 parking spaces can continue to be operated as non-accessory parking pursuant to Residential Business Planned Development No. 368, as amended. If you have any questions, or need additional information, please contact Teresa McLaughlin of my staff at (312) 744-3509.

Sincerely,


Patricia A. Scudiero
Zoning Administrator

PAS:PM:tm

C: Vicki Lozano, Janice Hill, Main file



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

September 9, 2016

John J. George
Schuyler, Roche & Crisham, P.C.
Two Prudential Plaza
180 N. Stetson St.
Suite 3700
Chicago, IL 60601

Re: Administrative Relief request for Residential Business Planned Development No. 368, Subarea B, Parcel 8, 465 North Park Drive

Dear Mr. George:

Please be advised that your request for a minor change to Residential Business Planned Development No. 368 ("PD 368"), as amended, has been considered by the Department of Planning and Development pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement No. 18 of PD 368.

Your firm represents 465 N. Park Drive, LLC, the owner of Subarea B, Parcel 8 within PD 368. They are constructing a residential tower at 465 N. Park Dr. and on October 27, 2015, they were issued administrative relief from the requirement in Statement No. 15 of the Planned Development which requires membership and participation in the now defunct Illinois-Grand Corridor Transportation Management Association.

You are now seeking administrative relief for modifications to the exterior of the building including: louver, canopy, balcony, and balcony railing adjustments, a change in the stair cladding on the West Elevation from masonry to aluminum panels, a change in the cladding of the building top from louvers to metal panels and fins, and the addition of a mezzanine floor between the 4th floor and amenity deck to convert several 1-story residential units to 2-story units. Additionally, some of the intermediate floor heights have changed slightly, however, the maximum building height remains 535 feet as shown on the attached, revised, North, South, East and West Elevations.

With regard to your request, the Department of Planning and Development has determined that allowing these modifications will not create an adverse impact on the Planned Development or surrounding neighborhood, will not result in an increase in the bulk or density, and will not change the character of the development, and therefore, would constitute a minor change.

Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and Residential-Business Planned Development No. 368, as amended, I hereby approve the foregoing minor change, but no other changes to this Planned Development. This minor change is valid for twelve (12) months from the date of this letter unless action to implement the minor change is commenced within such time period and thereafter diligently pursued to completion, including, if applicable, construction consistent with the minor change as authorized by a building permit. If action to implement the minor change, including construction, does not begin within the time set forth, or does not proceed with reasonable diligence, then the approval will lapse and become null and void.

Sincerely,



Patricia A. Scudiero
Zoning Administrator

PAS:PM:tm

C: Mike Marmo, Erik Glass, Main file

Max. Building Height
535'-0"
Bottom of Ceiling at Last
Occupied Floor
494'-4"

Sky Deck Level
379'-0"

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

Amenity Deck
Level
59'-0"

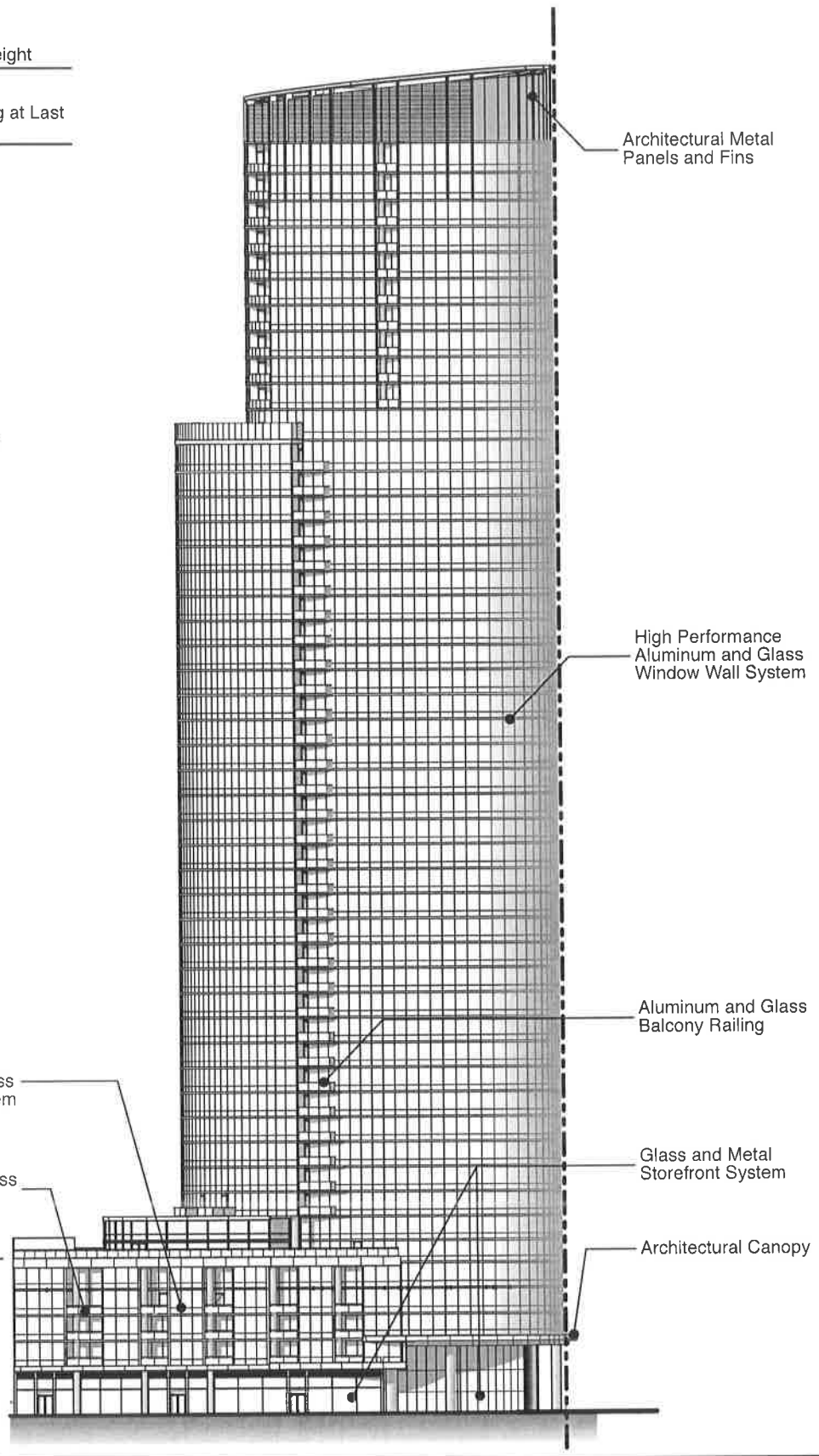
Architectural Metal
Panels and Fins

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

Glass and Metal
Storefront System

Architectural Canopy



Applicant: 465 N Park, LLC
Address: 465-479 N Park Drive; 315-335 E Illinois St
464-478 New Street

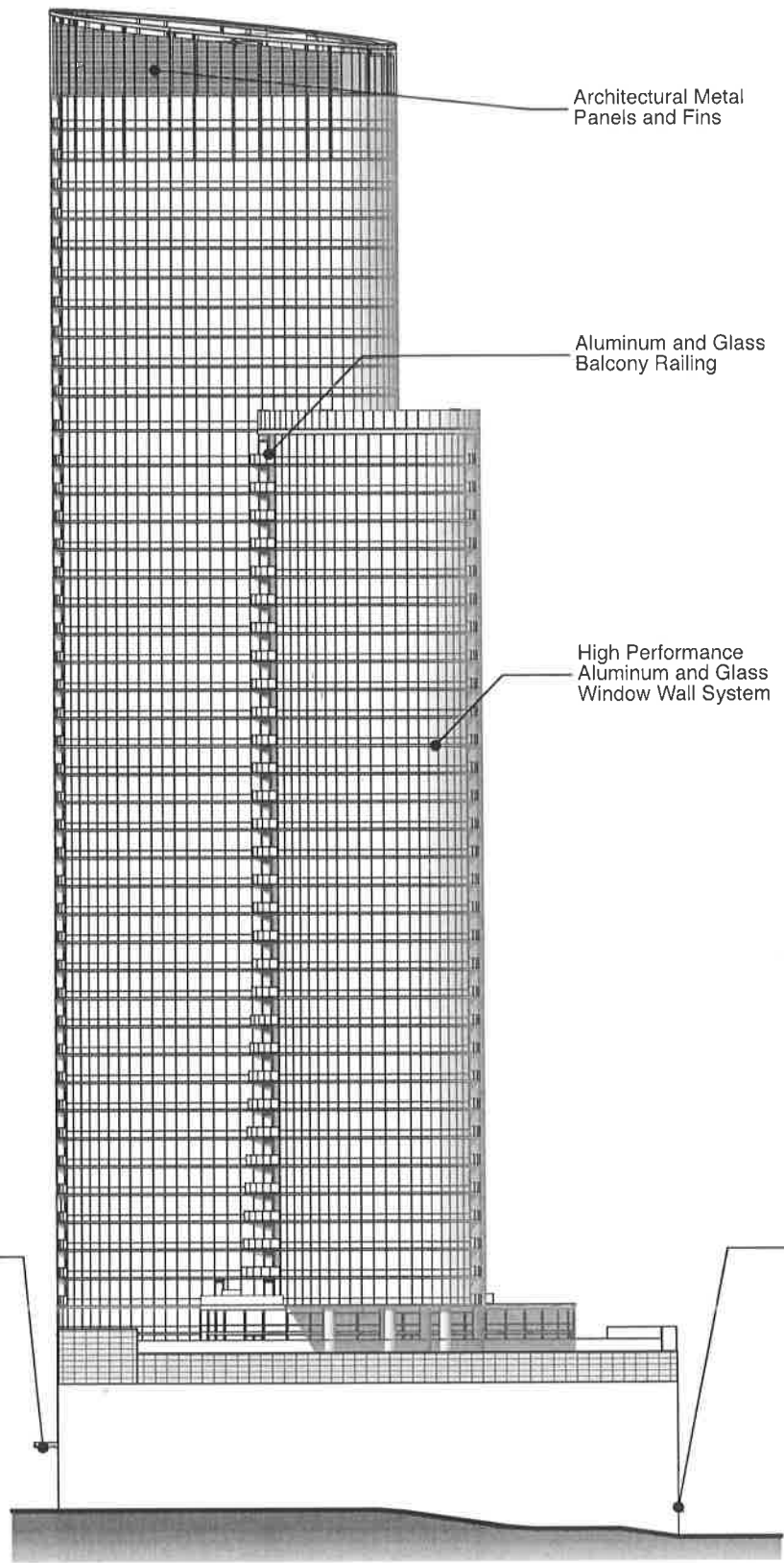
Revised Date: August 10, 2016

North Elevation



Max. Building Height
535'-0"
Bottom of Ceiling at Last
Occupied Floor
494'-4"

Sky Deck Level
379'-0"



Architectural Metal
Panels and Fins

Aluminum and Glass
Balcony Railing

High Performance
Aluminum and Glass
Window Wall System

Architectural Canopy

Amenity Deck
Level
59'-0"

Parking Entry/Exit

Applicant: 465 N Park, LLC
Address: 465-479 N Park Drive; 315-335 E Illinois St
464-478 New Street

Revised Date: August 10, 2016

South Elevation



Max. Building Height
535'-0"
Bottom of Ceiling at Last
Occupied Floor
494'-4"

Sky Deck Level
379'-0"

High Performance
Aluminum and Glass
Window Wall System

Architectural Metal
Louvers

Amenity Deck
Level
59'-0"

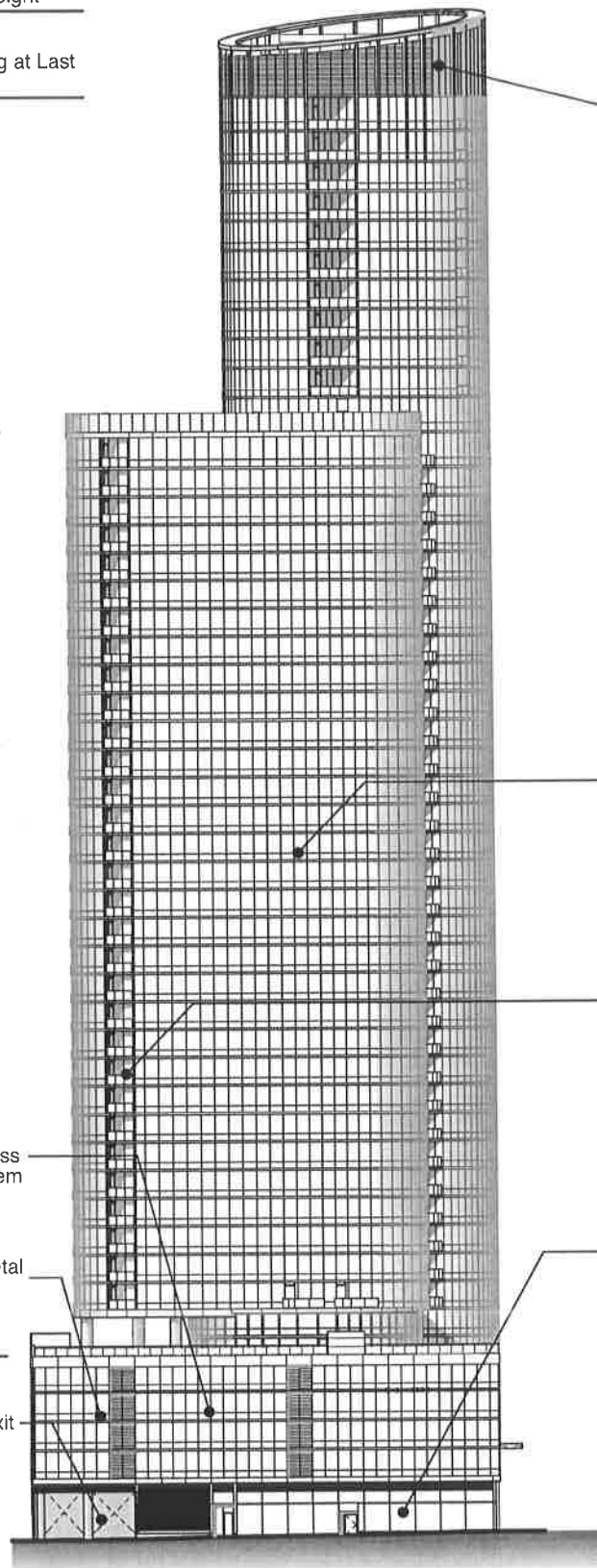
Parking Entry/Exit

Architectural Metal
Panels and Fins

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

Glass and Metal
Storefront System

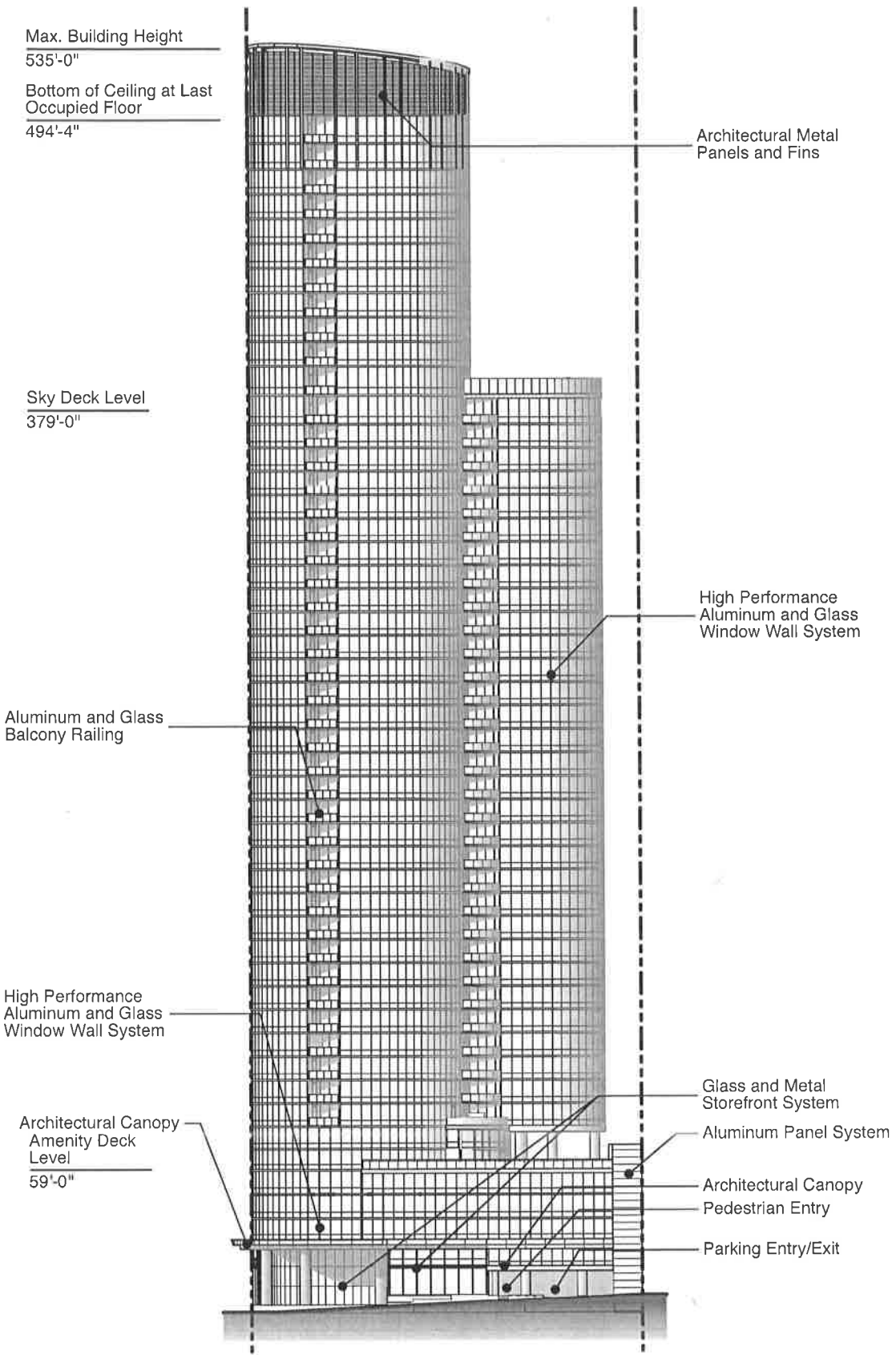


Applicant: 465 N Park, LLC
Address: 465-479 N Park Drive; 315-335 E Illinois St
464-478 New Street

Revised Date: August 10, 2016

East Elevation





Applicant: 465 N Park, LLC
 Address: 465-479 N Park Drive; 315-335 E Illinois St
 464-478 New Street

Revised Date: August 10, 2016

West Elevation





DEPARTMENT OF PLANNING AND DEVELOPMENT

October 27, 2015

CITY OF CHICAGO

John J. George
Schuyler, Roche & Crisham, P.C.
Two Prudential Plaza
180 N. Stetson St., Suite 3700
Chicago, IL 60601

**Re: Administrative Relief request for Residential Business Planned Development No. 368,
Subarea B, Parcel 8, 465 North Park Drive, Illinois-Grand Corridor Traffic Management
Association requirements**

Dear Mr. George:

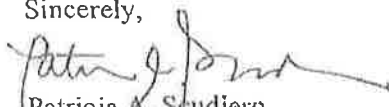
Please be advised that your request for a minor change to Residential Business Planned Development No. 368 ("PD 368"), as amended, has been considered by the Department of Planning and Development pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement No. 18 of PD 368.

Your firm represents 465 N. Park Drive, LLC, who owns or controls Subarea B, Parcel 8 within PD 368. They are also the applicant of a pending zoning amendment application and intend to construct a residential tower on Parcel 8. They are seeking administrative relief from the requirement in Statement No. 15 of the Planned Development which requires membership and participation in the Illinois-Grand Corridor Transportation Management Association ("TMA") prior to the issuance of any Part II approval. Since TMA is no longer a functioning organization, it is impossible to comply with this requirement.

With regard to your request, the Department of Planning and Development has determined that compliance with the last sentence of Statement No. 15 requiring membership and participation in the TMA is not required, and that compliance shall not be a condition of Part II approval, until and unless the TMA is reinstated or reconstituted pursuant to applicable law. This relief will not create an adverse impact on the Planned Development or surrounding neighborhood, will not result in an increase in the bulk or density, and will not change the character of the development, and therefore, would constitute a minor change.

Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and Residential Business Planned Development No. 368, as amended, I hereby approve the foregoing minor change, but no other changes to this Planned Development. This minor change is valid for twelve (12) months from the date of this letter unless action to implement the minor change is commenced within such time period and thereafter diligently pursued to completion, including, if applicable, construction consistent with the minor change as authorized by a building permit. If action to implement the minor change, including construction, does not begin within the time set forth, or does not proceed with reasonable diligence, then the approval will lapse and become null and void.

Sincerely,


Patricia A. Studjero
Zoning Administrator

C: Fred Deters, Mike Marmo, Erik Glass, Main file

The following are said ordinances as passed (the italic heading in each case not being a part of the ordinance):

Reclassification Of Area Shown On Map No. 1-E.
 (As Amended)
 (Application No. MA-192)
 (Common Address: 400 N. Lake Shore Dr.)

RBPD 368, AA

[SO2015-1419]

Be It Ordained by the City Council of the City of Chicago:

SECTION. 1 That the Chicago Zoning Ordinance be amended by changing all the Residential Business Planned Development Number 368 symbols and indications as shown on Map Number 1-E in the area bounded by:

a line 150 feet east of and parallel to North St. Clair Street; East Grand Avenue; North Lake Shore Drive; the centerline of Ogden Slip to a point 439.74 feet east of North Lake Shore Drive; the centerline of the Turning Basin; the north bank of the Chicago River and the line thereof extended eastward where said bank does not exist; North Michigan Avenue; East North Water Street; North St. Clair Street (as now located); East Illinois Street; North St. Clair Street; and the alley next south of East Grand Avenue,

to the designation of Residential-Business Planned Development Number 368, as amended, which is hereby established in the area above described, subject to the provisions at the Plan of Development Statements herewith attached and made a part thereof and to the Bulk Regulations and Data Table and Planned Development Exhibits approved and attached to Residential-Business Planned Development Number 368, as amended January 21, 2015, to no others.

SECTION. 2 This ordinance shall be in force and effect from and after its passage and due publication.

Planned Development Statements referred to in this ordinance read as follows:

Residential-Business Planned Development No 368, As Amended.

Plan Of Development Statements.

1. The area delineated herein as "Residential-Business Planned Development Number 368", as amended, consists of approximately 1,560,904 square feet or 35.83 acres (exclusive of public rights-of-way and dedicated public open space) of real property as shown on the attached Planned Development Boundary Map (the "Property").

2. This plan of development consists of these twenty-one (21) statements and the following exhibits for the entire Planned Development: Bulk Regulations and Data Table for the entire Planned Development; an Existing Zoning Map; Planned Development Boundary and Subareas Map; Development Parcels Map; Maximum Height Zones; Existing and Planned Open Spaces; Pattern of Vehicular Roadways; and Recommended Traffic Improvements. This plan of development is in conformity with the intent and purpose of the Chicago Zoning Ordinance and all requirements hereof, and satisfies the established criteria for approval as a planned development. In any instance where a provision of the planned development conflicts with the Chicago Building Code, the Building Code shall control.

This plan of development consists of the following exhibits related to the development of Subparcel E.3: Bulk Regulations and Data Table Note 10; Site Landscape Plan; DuSable Landscape Plan; Ground Floor Plan Overview; Lower Lake Shore Drive Plan Overview; Building Elevations; South Building Elevation; Partial Enlarged South Elevation; Partial East/West Site Section; Partial Enlarged East Elevation; North/South Site Section at Lake Shore Drive; North/South Tower and Parking Section; East/West Parking Section; North/South Overview Section; and Lake Front Trail Alignment Alternate 1 and Alternate 2.

This plan of development consists of the following exhibits related to the development of Subarea B Parcels 7 and 7A: Bulk Regulations and Data Table Note 11; View Corridor Program; Overall Site Plan; Lower East North Water Street Plan, North Park Drive Street Plan, North Park Drive Wayfinding Plan; Upper East North Water Street Plan; Upper East North Water Street Wayfinding Plan; Terrace Level Plan; Landscape Plan; Green Roof Plan; Overall Section A Plan and Partial North Elevation; West Elevation at tower and Partial North/South Section B Plan; Building Elevations (North, South, East and West) prepared by Solomon Cordwell Buenz dated May 24, 2012.

This plan of development consists of the following plans and exhibits related to the development of Parcels P21B and P21C (the Kraft Parcel): Bulk Regulations and Data Table Note 12; Site Plan; Ground Floor Plan; Recreation Deck Level Plan; Green Roof Plan; Building Elevations (North and East, and South and West); Landscape Plan; Pocket Park Bonus Landscape Plan; Landscape Sections (A/B and C/D); and Landscape Plant List prepared by GREC Architects, LLC and dated December 18, 2014 (the "Plans").

All of the exhibits cited, above, shall be those approved with Residential-Business Planned Development Number 368, as amended January 21, 2015.

3. The current property owner or an authorized agent shall obtain all required reviews, approvals, licenses and permits in connection with this plan of development. The dedication or vacation of any streets or alleys shall require a separate submittal and approval by the City Council.
4. The requirements, obligations and conditions contained within this planned development shall be binding upon each property owner, its successors and assigns

(including any condominium association which is formed) and the legal titleholders and any ground lessors. All rights granted hereunder shall inure to the benefit of each property owner, its successors and assigns (including any condominium association which is formed) and the legal titleholder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the property, at the time applications for amendments, modifications or changes (administrative, legislative or otherwise) to this planned development are made, shall be under single ownership or under single designated control. Subject to the subarea/subparcel control provisions of Section 17-8-0400 of the Chicago Zoning Ordinance, single designated control for purposes of this paragraph shall mean that any application to the City for any amendment to this planned development or any other modification or change thereto (administrative, legislative or otherwise) shall be made or authorized by the Equitable Life Assurance Society of the United States or all its successors and assigns as zoning control party for property located west of Columbus Drive, and by all the successors and assigns to the Chicago Dock and Canal Trust, as zoning control parties for the property located east of Columbus Drive. The board of directors of any condominium association shall represent individual condominium owners.

5. Several subareas are delineated on the attached planned development Subarea Map for the purposes of establishing use and density controls in connection with this plan of development. Uses permitted below +35 feet Chicago City Datum plus or minus 6 feet in respect of design conditions ("Plaza Level") shall be in general conformity with the Permitted and Special Uses of the DX12, Downtown Mixed-Use District classification; uses permitted at and above the Plaza Level in the area hereinbefore defined shall be in general conformity with the Permitted and Special Uses of the DX12, Downtown Mixed-Use District classification, except that in that part of the subject area lying within 200 feet of North Michigan Avenue uses shall be in general conformity with the Permitted and Special Uses of the DX16, Downtown Mixed-Use District classification; uses permitted where no Plaza Level exists shall be in general conformity with the Permitted and Special Uses of the DX12, Downtown Mixed-Use District Classification. Earth station receiving and transmitting dishes, microwave relay dishes and transmitting or receiving dishes shall be permitted. Residential support services, physical fitness/indoor recreation center, and small venue theater are expressly permitted in Subparcel E.3. Non-accessory parking shall be a permitted use in Subarea F only.

Underground accessory parking related to the improvements constructed upon Subparcel E.3 shall be a permitted use in Subparcel E.2. All other controls and regulations set forth herein are made applicable within the general application of this statement. Uses permitted in DuSable Park (Subparcel E.1) shall be recreational and related uses including but not limited to marinas; tennis courts; and similar facilities. Temporary staging of construction materials and related equipment shall be a permitted use in Subparcel E.1 subject to the review and approval of the Commissioner of the Department of Planning and Development and the Chicago Park District. Daycare and other community-oriented uses are expressly permitted and strongly encouraged in all areas of the planned development. Agreement on how space for a minimum of one new daycare center shall be provided within Subareas B, D or Subparcel E.3 to service new

residents and employees of those subareas must be submitted and approved by the Department of Planning and Development prior to the issuance of any Part II Approval for any improvement on Parcels P1, P3, P7, P7A, P8, P18, or P19.

6. For purposes of Floor Area Ratio ("FAR") calculations, the definitions in the Chicago Zoning Ordinance shall apply, with the following exceptions: (1) in Subarea A, grade is herein established at plus thirty-five (+35) feet Chicago City Datum, plus or minus six (± 6) feet in respect of design conditions ("Plaza Level"); (2) in Subarea B, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus six (± 6) feet in respect of design conditions; and (3) space devoted to heating, ventilation, and air-conditioning equipment shall not be included in FAR regardless of location.
7. Any service drives or other ingress or egress lanes shall be adequately designed and paved in accordance with the regulations of the Chicago Department of Transportation and in compliance with the Municipal Code of the City of Chicago to provide ingress and egress for motor vehicles, including emergency vehicles. Fire lanes shall be adequately designed and paved in compliance with the Municipal Code of the City of Chicago and shall have a minimum of 20 feet to provide ingress and egress for emergency vehicles. There shall be no parking within established fire lanes. Closure of all or part of any public streets or alleys during demolition or construction shall be subject to the review and approval of the Chicago Department of Transportation. All work proposed in the Public Way must be designed and constructed in accordance with the Chicago Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago.
8. Off-street parking and loading facilities shall be provided in compliance with this plan of development, subject to the review of the Chicago Department of Transportation and approval by the Department of Planning and Development. All parking spaces required to serve buildings or uses shall be located on the same parcel as the building or use served, or (i) if a residential use, within 600 feet walking distance, or (ii) if a non-residential use, within 1,200 feet walking distance. Parking to serve uses in Subarea E.1 or E.3 may be located underneath or west of Lake Shore Drive.
9. Business and business identification signs shall be permitted within the planned development subject to the review and approval of the Department of Planning and Development and to the conditions of Statement 11(e). Off-premises signage is prohibited. Temporary signs such as construction and marketing signs may be permitted subject to the aforesaid approvals. Signage for retail and movie theater uses is a special concern. A general signage plan indicating the locations and dimensions of signage for these uses, including all interior signage which is visible from public streets, shall be submitted prior to Part II Approval in accord with Statement 16 hereof (Site Plan Review).
10. The height of buildings within the planned development and any appurtenance attached thereto shall be subject to the limitations on the attached exhibit labeled "Maximum Height Zones". Where maximum height zones have been established, building height shall be defined as follows:

"Building height" is the vertical distance from the curb level, grade, or its equivalent, opposite the center of the front of a building to the highest point of the underside of the ceiling beams of the highest habitable floor, in the case of a flat roof; to the deck line of a mansard roof; and, to the mean level of the underside of the rafters between the eaves and the ridge of a gable, hip or gambrel roof. For the purpose of determining height in Subarea B Parcels 7 and 7A, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus 6 feet in respect of design conditions. (For the purpose of determining height, building tops of other configurations may be considered to be the type described herein which most closely approximates the shape of the proposed design). However, in no case shall the "actual" height of a building exceed the "maximum height" by more than 65 feet.

11. The improvements on individual development sites shall be designed, constructed and maintained in accordance with the exhibits attached hereto and the following general design standards:
 - (a) Buildings along Lake Shore Drive shall be designed to minimize building mass directly facing the Drive. The base along Lake Shore Drive of any such structure shall be limited to the height of Lake Shore Drive. The tower of such structures shall be set back a minimum of 40 feet from Lake Shore Drive although encroachments into such setback area for design reasons may be allowed by the Commissioner of Planning and Development as a minor change pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance. This 40-foot setback area shall be heavily landscaped with trees and other greenery so as to be visible from the drive.
 - (b) Landscaping of buildings at terraces, rooftops, and balconies shall be provided wherever possible and appropriate. Buildings shall be designed with upper-level architectural features that are lit at night wherever possible. Mechanical equipment on rooftops shall be screened with quality materials, and made a feature of the building design, where appropriate. Notwithstanding any statement to the contrary, this planned development shall be subject to the provisions of Chapter 17-11 of the Chicago Zoning Ordinance governing landscaping and screening. In any instance where a provision of this planned development conflicts with landscape and screening provisions of the Chicago Zoning Ordinance, the Chicago Zoning Ordinance shall control. Nothing in this planned development is intended to waive the applicability of the landscape and screening provisions of the Chicago Zoning Ordinance.
 - (c) Buildings shall be setback from the property line, if necessary, to achieve a minimum of 12 feet, 6 inches (except the building column may be setback 10 feet, 0 inches in Subarea E-3 along Ogden Slip and the building located in Subarea B, Parcels 7 and 7A, may be located at the property line along North New Street, North Park Drive, Upper East North Water Street and Lower East North Water Street) in sidewalk width to accommodate street trees. No awnings, canopies, or other building projections shall be allowed that would interfere with street tree canopies except at entrances to hotels, residential entrances or movie theaters.

- (d) Building designs that reflect divisions into base, middle, and top, that have setbacks, cornice lines, changes in plane or materials, articulated surfaces, or other methods of reducing the scale and mass are encouraged. Preferred building materials shall be stone, manufactured stone, brick, finished metal such as stainless steel, or articulated pre-cast concrete in combination with glass at the base. Exposed structural concrete, dryvit or other stucco-like material, or reflective glass shall not be allowed. Materials of upper stories shall be similar to those of the lower; however, the level of detailing may be simplified.
- (e) Buildings shall be designed with clearly delineated signage bands. The quality and amount of signage shall be strictly controlled. The total square footage displayed on any building shall be limited to no more than six (6) times the street frontage on any given street. Preference shall be given to pin-mounted back lit signs with individual letters that are externally lit. Signs behind glass that are visible from the sidewalk shall count toward the permitted sign area. The area of a sign that consists of individual letters shall be measured by drawing a box around the letters. Graphic images which depict tenant logos or products or which may otherwise be construed as advertising shall count as signage in their entirety. Signage on awnings shall be allowed on the valance only, with a maximum of 5-inch high letters limited to tenant identification or logos only. No electronic moving message board signs shall be allowed. Rooftop signs shall be prohibited.
- (f) No new surface parking lots, except interim lots approved by the Zoning Administrator, shall be allowed. No surface parking lot shall be allowed on the Parcel P21B ("Kraft") park site in Subarea F. The maximum effort shall be made to contain parking in below-ground structures. Above-grade parking structures shall be enclosed, fronted by habitable space, or otherwise designed so as to have a similar appearance to habitable spaces in terms of finish materials, the shape and scale of openings, and the screening of ramps, car lights and ceiling fixtures. Any parking structures facing the Chicago River must be fronted by habitable space or completely enclosed and well-articulated at all levels. The first floor of all structures facing Illinois Street, Grand Avenue, McClurg Court, Park Drive, or Columbus Drive shall maximize space with active uses such as retail, daycare, restaurants, et cetera. Parking structures shall also contain provisions for planting at the base, the roof, or at mid-height ledges.
- (g) Loading docks shall be concealed from public view through screening or landscaping. Curb cuts for loading docks shall be minimized.
- (h) The new roadway structure at upper level Illinois Street shall be finished in highly articulated stone, pre-cast concrete, or other quality material, with particular attention given to views of the structure from Columbus Drive. Terraced planting, pedestrian lighting, decorative railings, banners, and other features shall be used to create a major pedestrian amenity. A major water feature shall be installed at the intersection of upper-level Illinois Street and the

NBC Plaza. The underside of upper Illinois shall be appropriately lit, structural columns shall be covered, and other elements shall be added to create a safe, well-lit connection to Michigan Avenue.

- (i) The completion of the riveredge esplanade shall be required of the developers of Parcels 14 and 16, and Parcel 18. Such public spaces shall be developed with the same quality and character of amenities as the existing esplanade adjacent to these areas. In addition, the developer of Parcel 18 shall be responsible for the development of pedestrian access to DuSable Park under Lake Shore Drive. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river esplanade. All plans for pedestrian access to DuSable Park from Parcel 18 shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of any superstructure Part II Approval letters.
- (j) The developer of Parcel 19 shall develop the following public improvements indicated on Exhibit 6 Existing and Planned Open Spaces concurrently with the development of Parcel 19: a pedestrian walkway from East North Water Street to Ogden Slip and an extension of the Ogden Slip promenade to Lake Shore Drive. The pedestrian walkway from East North Water Street to Ogden Slip shall be developed with the same quality and character of amenities as the existing walkway from the River Esplanade to East North Water Street. The extension of the Ogden Slip promenade shall be developed with the same quality and character of amenities as the existing promenade adjacent to it. In the event that DuSable Park is developed before Parcel 19 is developed, the owner(s) of Parcel 19 shall construct and maintain a temporary pedestrian connection along the slip. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 20 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the slip edge and on the side adjacent to Parcel 19. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development.

In addition, pedestrian access along Ogden Slip under Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 19 shall be solely responsible for the cost of improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such improvements. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the Ogden Slip promenade. However, if Parcel 19 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 19 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the Developer of Parcel E.3 and the Chicago Park District as referenced in Statement Number 11(m) below provides otherwise.

All plans for these improvements shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of any Part II Approval letters.

- (k) All improvements to be constructed within this planned development for which Part II Approval letters are issued after the March 29, 2006 date of City Council approval of the amended planned development shall comply with the Department of Planning and Development Chicago Sustainable Development Policy in effect at the time of application for Part II Approval, and the owners shall use best and reasonable efforts to design, construct and maintain all buildings located within this Planned Development in a manner generally consistent with the Leadership in Energy and Environmental Design Green Building Rating System (LEED). A dog-run shall be located within or adjacent to Subparcel E.3. As a result of the architectural design of the tower to be constructed within Subparcel E.3, a green roof is not feasible. The development of the improvements on Parcel P21C contemplated by this Planned Development amendment shall be LEED certified and have a green roof of approximately 2,177 square feet and a rain water collection system as described in the attached Green Roof Plan.
- (l) Pursuant to the Affordable Housing provision of the City of Chicago Zoning Ordinance, Title 17, Section 17-4-1004, et seq. ("Zoning Ordinance") Developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 3.00 FAR for the Property. The Developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1004D of the Zoning Ordinance, the total floor area devoted to affordable housing units must equal at least 25 percent of the total increase in floor area allowed under the Affordable Housing Bonus or a cash payment must be made to the City of Chicago Affordable Housing Opportunity Fund based on the increase in allowable floor area multiplied by 80 percent of the median cost of land per buildable square foot. Based on Section 17-4-1004D, the Developer of Parcel E.3 has agreed to provide a cash payment to the City of Chicago Affordable Housing Opportunity Fund in the amount of \$5,700,300.00. Prior to the issuance of permits, the Developer of Parcel E.3 will enter into an Affordable Housing Agreement with the Chicago Department of Planning and Development or provide a letter of credit or other security device in an amount equal to the cash contribution. The Developer of Parcel E.3 must comply with all of the applicable sections of the Affordable Housing Provision of the Zoning Ordinance which sections are hereby incorporated into this planned development. The Affordable Housing Agreement required by Section 17-4-1004-E9 is also incorporated into this planned development.

Pursuant to the Off-Site Park and Open Space Contributions provision of the City of Chicago Zoning Ordinance, Title 17, Section 17-4-1018, et seq., the Developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 2.16 FAR for the Property. The Developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1018-C of the Zoning Ordinance, a cash payment

must be made to the City of Chicago based on the increase in allowable floor area multiplied by 80 percent of the median cost of land per buildable square foot. Based on Section 17-4-1018-C, the Developer of Parcel E.3 has agreed to provide a cash payment to the City of Chicago in the amount of \$4,104,216.00. Prior to the issuance of permits, the Developer of Parcel E.3 will provide a letter of credit or other security device in an amount equal to the cash contribution. The Developer of Parcel E.3 must comply with all of the sections of the Off-Site Park and Open Space Contributions provisions of the Zoning Ordinance which sections are hereby incorporated into this planned development. The Off-Site Park and Open Space Contribution Agreement required by Section 17-4-1018-B3 is also incorporated into this planned development.

- (m) The Developer of Parcel E.3, the City of Chicago, and the Chicago Park District shall enter into an agreement relating, in part, to the responsibility for the design, funding and construction phasing of DuSable Park, the pedestrian connections to DuSable Park and the Lakefront Trail.
- (n) The improvements contemplated for DuSable Park (Subparcel E.1) must be substantially completed by the Developer of Parcel E.3 prior to the issuance of Certificate of Occupancy for any dwelling unit exceeding the three hundredth (300th) dwelling unit constructed with Subparcel E.3.
- (o) The amendment of this Planned Development concerning development of Parcels P21B and P21C triggers the requirements of Section 2-45-110 of the Municipal Code (the "Affordable Requirements Ordinance" or "ARO"). Any developer of a "residential housing project" within the meaning of the Affordable Requirements Ordinance ("Residential Project") must: (i) develop affordable housing units as part of the Residential Project; (ii) pay a fee in lieu of the development of affordable housing units; or (iii) any combination of (i) and (ii). Further, the amendment of this Planned Development is subject to Section 17-4-1004-D of the Zoning Code, which also requires on-site affordable housing or payment of a fee in lieu of providing affordable housing for rezonings in DC, DX and DR districts that increase the base floor area ratio. If a planned development is subject to the requirements of both sections (2-45-110 and 17-4-1004-D), the developer may elect to satisfy the ARO requirements by complying with the affordable housing floor area bonus provided for in Section 17-4-1004. The owner of Parcels P21B and P21C has elected to comply with Section 17-4-1004. Pursuant to Section 17-4-1004-B of the Zoning Ordinance, the owner of Parcels P21B and P21C has requested an increase in the floor area ratio for the Property, as set forth in the bonus worksheet required under Section 17-4-1003-D and attached hereto as an Exhibit ("Bonus Worksheet"). In accordance with the formulas set forth in Section 17-4-1004-C and the Bonus Worksheet, the owner of Parcels P21B and P21C acknowledges and agrees

that it must provide either a minimum of at least 21,680 square feet of floor area (the "Affordable Units") in the building receiving the affordable housing floor area bonus ("Eligible Building"), with an affordable unit mix comparable to the overall mix and approved by the Department of Planning and Development prior to issuance of the first building permit, or make a cash payment in lieu of providing affordable housing in the amount of \$2,983,168 ("Cash Payment"), or \$100,000 per unit ("Pro Rata Amount"). Prior to the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation permits, the owner of Parcels P21B and P21C must either make the required Cash Payment or provide a performance bond or other security in the amount of the Cash Payment ensuring construction of the Affordable Units. If the owner of Parcels P21B and P21C elects to construct the Affordable Units, it must also enter into an Affordable Housing Agreement with the City pursuant to Section 17-4-1004-E9 prior to the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation permits. The terms of the Affordable Housing Agreement and any amendments thereto would be incorporated herein by this reference. The owner of Parcels P21B and P21C acknowledges and agrees that the Affordable Housing Agreement would be recorded against the Eligible Building and would constitute a lien against each Affordable Unit in an amount equal to the Pro Rata Amount. The City shall execute partial releases of the Affordable Housing Agreement prior to or at the time of the sale of each Affordable Unit to an income-eligible buyer at an affordable price, subject to the simultaneous execution and recording of a mortgage, restrictive covenant or similar instrument against such Affordable Unit. In addition to the Affordable Housing Agreement, the owner of Parcels P21B and P21C acknowledges and agrees that, pursuant to Section 17-4-1003-D3, the Bonus Worksheet will serve as an official record of bonuses and amenities. The owner of Parcels P21B and P21C must comply with the applicable affordable housing standards and requirements set forth in Section 17-4-1004, the terms of which are incorporated herein by this reference. Notwithstanding anything to the contrary contained in Section 17-4-1003-E, the Commissioner of the Department of Planning and Development may enforce remedies for breach of the Affordable Housing Agreement, and enter into settlement agreements with respect to any such breach, subject to the approval of the Corporation Counsel, without amending the Planned Development.

12. Publicly dedicated improvements, including streets, sidewalks, transit and open space amenities shall be designed, constructed and maintained in accordance with the exhibits described in Statement 2 hereof and the "Cityfront Center Internal Design Standards: Section I", dated September 12, 1986.
13. The property owner(s) adjacent to the Chicago River shall develop a continuous pedestrian esplanade along the Chicago River's edge. Completion of the esplanade will occur as follows:

- (a) The east right-of-way line of McClurg Court to the west right-of-way line of Lake Shore Drive shall be improved concurrently with development of adjacent parcels south of East North Water Street (Parcels 14,16, and 18). In the event that DuSable Park is developed before Parcel 18 is developed, the owner(s) of Parcel 18 shall construct and maintain a temporary pedestrian connection along the river. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 10 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the river's edge and on the side adjacent to the development parcel. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development; and
- (b) The west right-of-way line of Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 18 shall be solely responsible for improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such improvements. Such access shall be well lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river edge esplanade. However, if Parcel 18 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 18 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the Developer of Parcel E.3 and the Chicago Park District as referenced in Statement Number 11(m) above provides otherwise.
14. The developer of Parcels P21B and P21C (the Kraft Parcel), shall substantially renovate the existing 70,000 square foot park on Parcel P21B in accordance with the Landscape Plan, the Landscape Sections, and the Landscape Plant list. Such renovation shall be commenced no later than three (3) months following issuance of the first occupancy permit for the residential building to be constructed on Parcel P21C as permitted by this Planned Development, and shall be completed no later than one (1) year thereafter. The park, as renovated, shall continue to be privately owned, maintained and subject to occasional partial closure for private use but, subject to the foregoing, shall remain accessible to the public during hours in which public parks are accessible to the public. The public shall have use of the Dog Run indicated on the Landscape Plan subject to any regulations, if imposed, that conform to the protocols of the Chicago Park District for Dog Friendly Areas. The owner(s) of Parcels P21B and P21C (the Kraft Parcel) shall be responsible for the costs and performance of maintenance of the park in conformance with the Landscape Plan and the Open Space Plan. Nothing contained herein shall preclude residents or other individuals from using the park for other private uses, provided that they obtain permission from the owner(s) of the Kraft Parcel and all necessary governmental approvals and permits.

15. Traffic studies completed by developers and the City of Chicago project significant peak hour traffic volume increases on Illinois Street and Grand Avenue in particular as a result of new development. Some excess roadway capacity is available to handle this increased traffic, but a number of geometric, signal timing and parking control measures are recommended in addition to active transportation management in the Illinois-Grand corridor. Accordingly, no Part II submittal shall be approved without a firm agreement between the developer and the Chicago Department of Transportation regarding the timing and responsibility for any recommended traffic improvements described in Exhibit 8 hereof for streets adjoining the development site. Membership and participation in the Illinois-Grand Corridor Transportation Management Association shall also be required prior to the issuance of any Part II development approval.
16. Prior to the issuance by the Department of Planning and Development of a determination pursuant to Section 17-13-0610 of the Chicago Zoning Ordinance ("Part II approval") for development or redevelopment of any development parcels within the planned development, other than alterations to existing buildings which do not increase their height or alter their footprint or construction in accordance with the Plans approved herein, a site plan for the proposed development, including parking areas, shall be submitted to the Zoning Administrator for approval. Review and approval of the site plan by the Zoning Administrator is intended to assure that specific development proposals conform with the general design standards in Statement 11 and to ensure coordination of public improvements described in Statements 12 through 15 at an early stage. No Part II approval for work for which a Site Plan must be submitted to the Zoning Administrator shall be granted until the Site Plan has been approved by the Zoning Administrator. Further, all Part II submittals shall be in compliance with the Chicago Landscape Ordinance. At least thirty (30) days prior to the filing of the Developer of Parcel E.3's request for Part II approval for the construction of the superstructure upon Subparcel E.3, the Developer of Parcel E.3 Applicant shall submit a detailed Landscape Plan and Elevations for the Subparcel E.3 property to the Department of Planning and Development for review and approval.

Following approval of a Site Plan by the Zoning Administrator, the approved plan shall be kept on permanent file with the Department of Planning and Development and shall be deemed to be an integral part of this planned development. The approved Site Plan may be changed or modified pursuant to the minor change provisions of Section 17-13-0611 of the Chicago Zoning Ordinance.

A Site Plan shall, at a minimum, provide the following information with respect to the proposed improvements:

- (1) the boundaries of the Property;
- (2) the footprint of the improvements;
- (3) location and dimensions of all loading berths;

- (4) preliminary landscaping plan prepared by a landscape architect with final landscaping plan to be approved at Part II stage;
- (5) all pedestrian circulation routes;
- (6) the location of any adjacent public improvements;
- (7) a signage plan for any building where retail or theater uses would be present above the ground level;
- (8) preliminary elevations of the improvements; and
- (9) statistical information applicable to the Property limited to the following:
 - (a) floor area and floor area ratio;
 - (b) uses to be established;
 - (c) building heights; and
 - (d) all setbacks, required and provided.

A Site Plan shall include such other information as may be necessary to illustrate conformance with the applicable provisions of this planned development.

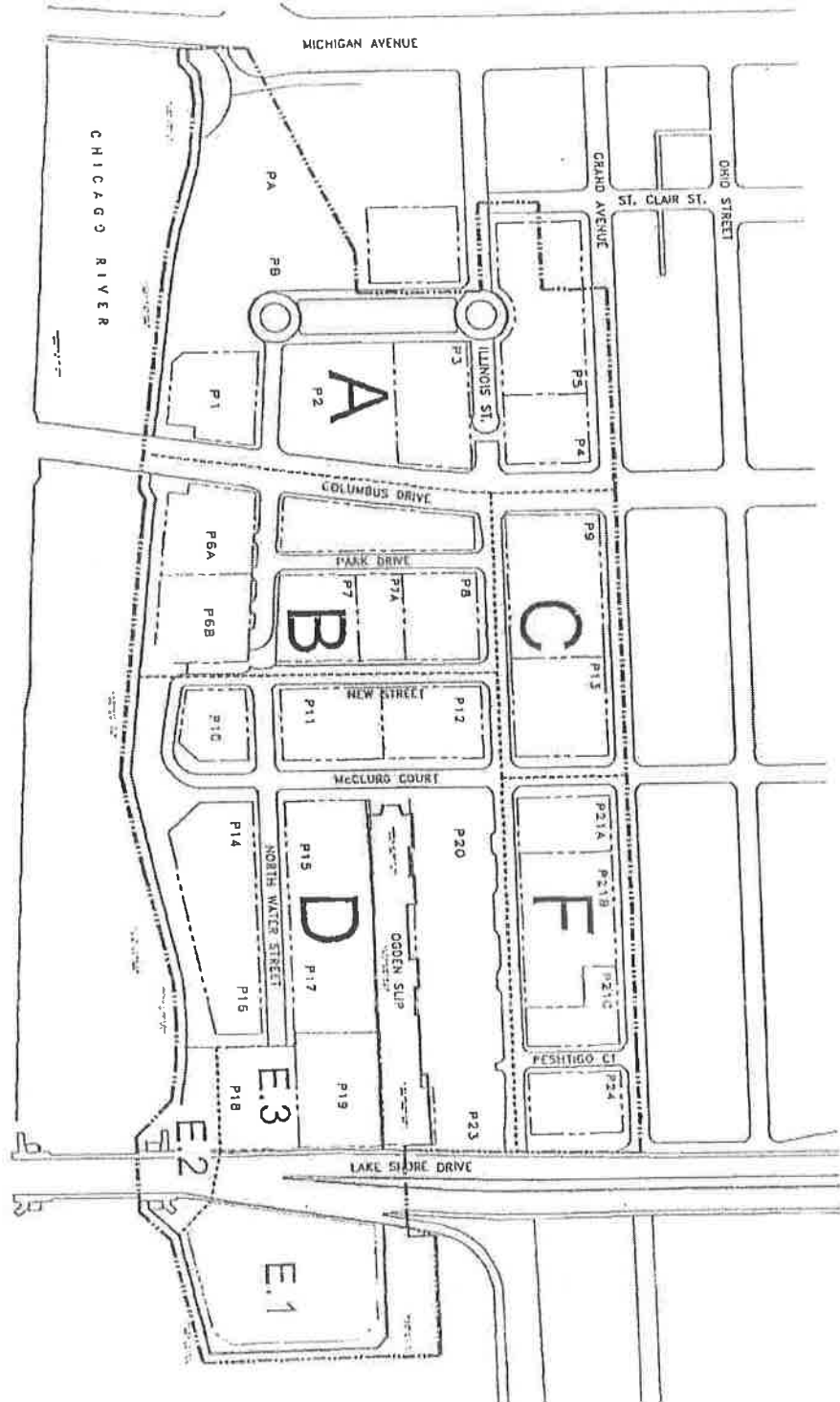
17. If any provision of this planned development amendment shall, to any extent, be invalid or unenforceable, the remainder of this planned development amendment shall not be affected thereby, and each provision of the planned development amendment shall be valid and enforceable to the fullest extent of the law.
18. The terms, conditions and exhibits of this Planned Development Ordinance or of an approved Site Plan may be modified administratively by the Zoning Administrator upon the request of the applicant and after a determination by the Zoning Administrator that such a modification is minor, appropriate and consistent with the nature of the improvements contemplated in the planned development and the purposes underlying the provisions hereof. Any such modification shall be deemed to be a minor change in the planned development as contemplated by Section 17-13-0611 of the Chicago Zoning Ordinance.
19. It is in the public interest to design, construct and maintain the project in a manner which promotes, enables, and maximizes universal access throughout the Property. Plans for all buildings and improvement on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities ("MOPD") to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.

20. It is in the public interest to design, construct and maintain all buildings in a manner that promotes and maximizes the conservation of natural resources. All improvements to be constructed within this Planned Development for which Part II Approval letters are issued after ~~the March 29~~, 2006, date of the City Council approval of the amended Planned Development shall comply with the Department of Planning and Development Chicago Sustainable Development Policy in effect at the time of application for Part II Approval. The owners of all such improvements shall use best and reasonable efforts to design, construct and maintain all buildings located within the Planned Development in a manner generally consistent with the Leadership in Energy and Environmental Design ("LEED") Green Building Rating System. Copies of these standards may be obtained from the Department of Planning and Development. The development of the improvements on Parcel P21C contemplated by this Planned Development amendment shall be LEED certified and have a green roof of approximately 2,177 square feet and a rain water collection system as described in the attached Green Roof Plan.
21. Unless substantial construction of the improvements contemplated within Subparcel E.3 has commenced within three (3) years following adoption of this planned development amendment, and unless completion is thereafter diligently pursued, then this planned development shall expire as it relates to Subparcel E.3 and the zoning of Subparcel E.3 of the planned development shall automatically revert to Residential-Business Planned Development Number 368, as amended on March 29, 2006. Unless substantial construction of the improvements contemplated within Subparcels 7 and 7A has commenced within six (6) years following adoption of this planned development on May 6, 2012, and unless completion is thereafter diligently pursued, then this planned development shall expire as it relates to Subparcels 7 and 7A and the zoning of Subparcels 7 and 7A of the planned development shall automatically revert to Residential-Business Planned Development Number 368, as amended on July 9, 2008. Unless substantial construction of the improvements contemplated within Parcels P21B and P21C (the Kraft Parcel) has commenced within three (3) years following adoption of this planned development on January 21, 2015, and unless completion is thereafter diligently pursued, then this planned development shall expire as it relates to Parcels P21B and P21C (the Kraft Parcel) and the zoning of Parcels P21B and P21C (the Kraft Parcel) shall automatically revert to Residential-Business Planned Development Number 368, as amended on May 6, 2012.

(Exhibits referred to in this Residential-Business Planned Development Number 368, as amended (Statement 2) printed in the *Journal of the Proceedings of the City Council of the City of Chicago* of January 21, 2015, pages 102108 -- 102182.)

[Exhibit 4 -- Parcels Map referred to in these Plan of Development Statements printed on page 109093 of this *Journal*.]

Applicant: RMW Streeterville, LLC
Address: 451 East Grand Avenue, Chicago IL 60611
Introduction Date: September 10, 2014
Plan Commission: 780



FINAL FOR PUBLICATION

EXHIBIT 4
PD PARCELS MAP
SCALE: NTS

Alderman Burke invoked Rule 14 of the City Council's Rules of Order and Procedure, disclosing that he had represented parties to these ordinances in previous and unrelated matters.

The following are said ordinances as passed (the italic heading in each case not being a part of the ordinance):

Reclassification Of Area Shown On Map No. 1-E.

(As Amended)

(Application No. 18163)

(Common Address: 451 E. Grand Ave.)

R B P D 368, 00

[SO2014-6807]

Be It Ordained by the City Council of the City of Chicago:

SECTION 1. That the Chicago Zoning Ordinance be amended by changing all of the Residential Business Planned Development Number 368 symbols and indications as shown on Map Number 1-E in the area bounded by:

a line 150 feet east of and parallel to North St. Clair Street; East Grand Avenue; North Lake Shore Drive; the centerline of Ogden Slip to a point 439.74 feet east of North Lake Shore Drive, the centerline of the turning basin; the north bank of the Chicago River and the line thereof extended eastward where said bank does not exist; North Michigan Avenue; East North Water Street; North St. Clair Street (as now located); East Illinois Street; North St. Clair Street; and the alley next south of East Grand Avenue,

to those of Residential-Business Planned Development Number 368, as amended.

SECTION 2. This ordinance shall be in force and effect from and after its passage.

Plan of Development Statements referred to in this ordinance read as follows:

Residential-Business Planned Development No. 368, As Amended.

Plan Of Development Statements.

1. The area delineated herein as "Residential-Business Planned Development Number 368", as amended, consists of approximately 1,560,904 square feet or 35.83 acres (exclusive of public rights-of-way and dedicated public open space) of real property as shown on the attached Planned Development Boundary Map (the "Property").

2. This plan of development consists of these twenty-one (21) Statements and the following exhibits for the entire Planned Development: Bulk Regulations and Data Table for the entire ~~Planned Development~~; an Existing Zoning Map; Planned Development Boundary and Subareas Map; Development Parcels Map; Maximum Height Zones; Existing and Planned Open Spaces; Pattern of Vehicular Roadways; and Recommended Traffic Improvements. This plan of development is in conformity with the intent and purpose of the Chicago Zoning Ordinance and all requirements hereof, and satisfies the established criteria for approval as a planned development. In any instance where a provision of the planned development conflicts with the Chicago Building Code, the Building Code shall control.

This plan of development consists of the following exhibits related to the development of Subparcel E.3: Bulk Regulations and Data Table Note 10; Site Landscape Plan; DuSable Landscape Plan; Ground Floor Plan Overview; Lower Lake Shore Drive Plan Overview; Building Elevations; South Building Elevation; Partial Enlarged South Elevation; Partial East/West Site Section; Partial Enlarged East Elevation; North/South Site Section at Lake Shore Drive; North/South Tower and Parking Section; East/West Parking Section; North/South Overview Section; and Lake Front Trail Alignment Alternate 1 and Alternate 2.

This plan of development consists of the following exhibits related to the development of Subarea B Parcels 7 and 7A: Bulk Regulations and Data Table Note 11; View Corridor Program; Overall Site Plan; Lower East North Water Street Plan; North Park Drive Street Plan; North Park Drive Wayfinding Plan; Upper East North Water Street Plan; Upper East North Water Street Wayfinding Plan; Terrace Level Plan; Landscape Plan; Green Roof Plan; Overall Section A Plan and Partial North Elevation; West Elevation at tower and Partial North/South Section B Plan; Building Elevations (North, South, East and West) prepared by Solomon Cordwell Buenz dated May 24, 2012.

The applicant for purposes of this amendment, RMW Streeterville LLC (the "Applicant"), owns or controls Parcels P21B and P21C, also known as the Kraft Parcel, in Subarea F within this planned development (the "Kraft Parcel"). This plan of development consists of the following plans and exhibits related to the development of Parcels P21B and P21C (the Kraft Parcel): Bulk Regulations and Data Table Note 12; Site Plan; Ground Floor Plan; Recreation Deck Level Plan; Green Roof Plan; Building Elevations (North and East, and South and West); Landscape Plan; Pocket Park Bonus Landscape Plan; Landscape Sections (A/B and C/D); and Landscape Plant List prepared by GREC Architects, LLC and dated December 18, 2014 (the "Plans").

3. The current property owner or an authorized agent shall obtain all required reviews, approvals, licenses and permits in connection with this plan of development. The dedication or vacation of any streets or alleys shall require a separate submittal and approval by the City Council.

4. The requirements, obligations and conditions contained within this planned development shall be binding upon the Applicant, its successors and assigns (including any condominium association which is formed) and, if different than the Applicant, the legal titleholders and any ground lessors. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns (including any condominium association which is formed) and, if different than the Applicant, the legal titleholder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the Property, at the time applications for amendments, modifications or changes (administrative, legislative or otherwise) to this planned development are made, shall be under single ownership or under single designated control. Subject to the subarea/subparcel control provisions of Section 17-8-0400 of the Chicago Zoning Ordinance, single designated control for purposes of this paragraph shall mean that any application to the City for any amendment to this planned development or any other modification or change thereto (administrative, legislative or otherwise) shall be made or authorized by the Equitable Life Assurance Society of the United States or all its successors and assigns as zoning control party for property located west of Columbus Drive, and by all the successors and assigns to the Chicago Dock and Canal Trust, as zoning control parties for the property located east of Columbus Drive. The board of directors of any condominium association shall represent individual condominium owners.

5. Several subareas are delineated on the attached planned development Subarea Map for the purposes of establishing use and density controls in connection with this plan of development. Uses permitted below +35 feet Chicago City Datum plus or minus 6 feet in respect of design conditions ("Plaza Level") shall be in general conformity with the Permitted and Special Uses of the DX-12 Downtown Mixed-Use District classification; uses permitted at and above the Plaza Level in the area hereinbefore defined shall be in general conformity with the Permitted and Special Uses of the DX-12 Downtown Mixed-Use District classification, except that in that part of the subject area lying within 200 feet of North Michigan Avenue uses shall be in general conformity with the Permitted and Special Uses of the DX-16 Downtown Mixed-Use District classification; uses permitted where no Plaza Level exists shall be in general conformity with the Permitted and Special Uses of the DX-12 Downtown Mixed-Use District Classification. Earth station receiving and transmitting dishes, microwave relay dishes and transmitting or receiving dishes shall be permitted. Residential support services, physical fitness/indoor recreation center, and small venue theater are expressly permitted in Subparcel E.3. Non-accessory parking shall be a permitted use in Subarea F only. Underground accessory parking related to the improvements constructed upon Subparcel E.3 shall be a permitted use in Subparcel E.2. All other controls and regulations set forth herein are made applicable within the general application of this statement. Uses permitted in DuSable Park (Subparcel E.1) shall be recreational and related uses including but not limited to marinas; tennis courts; and similar facilities. Temporary staging of construction materials and related equipment shall be a permitted use in Subparcel E.1 subject to the review and approval of the Commissioner of the Department of Planning and Development and the Chicago Park District. Daycare and other community-oriented uses are expressly permitted and strongly encouraged in all

areas of the planned development. Agreement on how space for a minimum of one new daycare center shall be provided within Subareas B, D or Subparcel E.3 to service new residents ~~and employees~~ of those subareas must be submitted and approved by the Department of Planning and Development prior to the issuance of any Part II Approval for any improvement on Parcels P1, P3, P7, P7A, P8, P18, or P19.

6. For purposes of Floor Area Ratio ("FAR") calculations, the definitions in the Chicago Zoning Ordinance shall apply, with the following exceptions: (1) in Subarea A, grade is herein established at plus thirty-five (+35) feet Chicago City Datum, plus or minus six (± 6) feet in respect of design conditions ("Plaza Level"); (2) in Subarea B, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus six (± 6) feet in respect of design conditions; and (3) space devoted to heating, ventilation, and air-conditioning equipment shall not be included in FAR regardless of location.
7. Any service drives or other ingress or egress lanes shall be adequately designed and paved in accordance with the regulations of the Chicago Department of Transportation and in compliance with the Municipal Code of the City of Chicago to provide ingress and egress for motor vehicles, including emergency vehicles. Fire lanes shall be adequately designed and paved in compliance with the Municipal Code of the City of Chicago and shall have a minimum of 20 feet to provide ingress and egress for emergency vehicles. There shall be no parking within established fire lanes. Closure of all or part of any public streets or alleys during demolition or construction shall be subject to the review and approval of the Chicago Department of Transportation. All work proposed in the public way must be designed and constructed in accordance with the Chicago Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago.
8. Off-street parking and loading facilities shall be provided in compliance with this plan of development, subject to the review of the Chicago Department of Transportation and approval by the Department of Planning and Development. All parking spaces required to serve buildings or uses shall be located on the same parcel as the building or use served, or (i) if a residential use, within 600 feet walking distance, or (ii) if a non-residential use, within 1,200 feet walking distance. Parking to serve uses in Subarea E.1 or E.3 may be located underneath or west of Lake Shore Drive.
9. Business and business identification signs shall be permitted within the planned development subject to the review and approval of the Department of Planning and Development and to the conditions of Statement 11(e). Off-premises signage is prohibited. Temporary signs such as construction and marketing signs may be permitted subject to the aforesaid approvals. Signage for retail and movie theater uses is a special concern. A general signage plan indicating the locations and dimensions of signage for these uses, including all interior signage which is visible from public streets, shall be submitted prior to Part II Approval in accord with Statement 16 hereof (Site Plan Review).

10. The height of buildings within the planned development and any appurtenance attached thereto shall be subject to the limitations on the attached exhibit labeled "Maximum Height Zones". Where maximum height zones have been established, building height shall be defined as follows:

"Building height" is the vertical distance from the curb level, grade, or its equivalent, opposite the center of the front of a building to the highest point of the underside of the ceiling beams of the highest habitable floor, in the case of a flat roof; to the deck line of a mansard roof; and, to the mean level of the underside of the rafters between the eaves and the ridge of a gable, hip or gambrel roof. For the purpose of determining height in Subarea B Parcels 7 and 7A, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus 6 feet in respect of design conditions. (For the purpose of determining height, building tops of other configurations may be considered to be the type described herein which most closely approximates the shape of the proposed design). However, in no case shall the "actual" height of a building exceed the "maximum height" by more than 65 feet.

11. The improvements on individual development sites shall be designed, constructed and maintained in accordance with the exhibits attached hereto and the following general design standards:
 - (a) Buildings along Lake Shore Drive shall be designed to minimize building mass directly facing the drive. The base along Lake Shore Drive of any such structure shall be limited to the height of Lake Shore Drive. The tower of such structures shall be set back a minimum of 40 feet from Lake Shore Drive although encroachments into such setback area for design reasons may be allowed by the Commissioner of Planning and Development as a minor change pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance. This 40-foot setback area shall be heavily landscaped with trees and other greenery so as to be visible from the drive.
 - (b) Landscaping of buildings at terraces, rooftops, and balconies shall be provided wherever possible and appropriate. Buildings shall be designed with upper level architectural features that are lit at night wherever possible. Mechanical equipment on rooftops shall be screened with quality materials, and made a feature of the building design, where appropriate. Notwithstanding any statement to the contrary, this planned development shall be subject to the provisions of Chapter 17-11 of the Chicago Zoning Ordinance governing landscaping and screening. In any instance where a provision of this planned development conflicts with landscape and screening provisions of the Chicago Zoning Ordinance, the Chicago Zoning Ordinance shall control. Nothing in this planned development is intended to waive the applicability of the landscape and screening provisions of the Chicago Zoning Ordinance.

- (c) Buildings shall be setback from the Property line, if necessary, to achieve a minimum of 12 feet, 6 inches (except the building column may be setback 10 feet, 0 inches in Subarea E.3 along Ogden Slip and the building located in Subarea B, Parcels 7 and 7A, may be located at the property line along North New Street, North Park Drive, Upper East North Water Street and Lower East North Water Street) in sidewalk width to accommodate street trees. No awnings, canopies, or other building projections shall be allowed that would interfere with street tree canopies except at entrances to hotels, residential entrances or movie theaters.
- (d) Building designs that reflect divisions into base, middle, and top, that have setbacks, cornice lines, changes in plane or materials, articulated surfaces, or other methods of reducing the scale and mass are encouraged. Preferred building materials shall be stone, manufactured stone, brick, finished metal such as stainless steel, or articulated pre-cast concrete in combination with glass at the base. Exposed structural concrete, dryvit or other stucco-like material, or reflective glass shall not be allowed. Materials of upper stories shall be similar to those of the lower; however, the level of detailing may be simplified.
- (e) Buildings shall be designed with clearly delineated signage bands. The quality and amount of signage shall be strictly controlled. The total square footage displayed on any building shall be limited to no more than six (6) times the street frontage on any given street. Preference shall be given to pin-mounted back lit signs with individual letters that are externally lit. Signs behind glass that are visible from the sidewalk shall count toward the permitted sign area. The area of a sign that consists of individual letters shall be measured by drawing a box around the letters. Graphic images which depict tenant logos or products or which may otherwise be construed as advertising shall count as signage in their entirety. Signage on awnings shall be allowed on the valance only, with a maximum of 5-inch high letters limited to tenant identification or logos only. No electronic moving message board signs shall be allowed. Rooftop signs shall be prohibited.
- (f) No new surface parking lots, except interim lots approved by the Zoning Administrator, shall be allowed. No surface parking lot shall be allowed on the Parcel P21B ("Kraft") park site in Subarea F. The maximum effort shall be made to contain parking in below-ground structures. Above-grade parking structures shall be enclosed, fronted by habitable space, or otherwise designed so as to have a similar appearance to habitable spaces in terms of finish materials, the shape and scale of openings, and the screening of ramps, car lights and ceiling fixtures. Any parking structures facing the Chicago River must be fronted by habitable space or completely enclosed and well-articulated at all levels. The first floor of all structures facing Illinois Street, Grand Avenue, McClurg Court, Park Drive, or Columbus Drive shall maximize space with active uses such as retail, daycare, restaurants, et cetera. Parking structures shall also contain provisions for planting at the base, the roof, or at mid-height ledges.

- (g) Loading docks shall be concealed from public view through screening or landscaping. Curb cuts for loading docks shall be minimized.
- (h) The new ~~roadway structure~~ at upper level Illinois Street shall be finished in highly articulated stone, pre-cast concrete, or other quality material, with particular attention given to views of the structure from Columbus Drive. Terraced planting, pedestrian lighting, decorative railings, banners, and other features shall be used to create a major pedestrian amenity. A major water feature shall be installed at the intersection of upper-level Illinois Street and the NBC Plaza. The underside of upper Illinois Street shall be appropriately lit, structural columns shall be covered, and other elements shall be added to create a safe, well-lit connection to Michigan Avenue.
- (i) The completion of the river edge esplanade shall be required of the developers of Parcels 14 and 16, and Parcel 18. Such public spaces shall be developed with the same quality and character of amenities as the existing esplanade adjacent to these areas. In addition, the developer of Parcel 18 shall be responsible for the development of pedestrian access to DuSable Park under Lake Shore Drive. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river esplanade. All plans for pedestrian access to DuSable Park from Parcel 18 shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of any superstructure Part II Approval letters.
- (j) The developer of Parcel 19 shall develop the following public improvements indicated on Exhibit 6 Existing and Planned Open Spaces concurrently with the development of Parcel 19: a pedestrian walkway from East North Water Street to Ogden Slip and an extension of the Ogden Slip promenade to Lake Shore Drive. The pedestrian walkway from East North Water Street to Ogden Slip shall be developed with the same quality and character of amenities as the existing walkway from the river esplanade to East North Water Street. The extension of the Ogden Slip promenade shall be developed with the same quality and character of amenities as the existing promenade adjacent to it. In the event that DuSable Park is developed before Parcel 19 is developed, the owner(s) of Parcel 19 shall construct and maintain a temporary pedestrian connection along the slip. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 20 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the slip edge and on the side adjacent to Parcel 19. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development.

In addition, pedestrian access along Ogden Slip under Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 19 shall be solely responsible for the cost of improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such improvements. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the Ogden Slip promenade. However, if Parcel 19

should be developed before the construction of DuSable Park, then the owner(s) of Parcel 19 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the developer of Parcel E.3 and the Chicago Park District as referenced in Statement Number 11(m) below provides otherwise.

All plans for these improvements shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of any Part II Approval letters.

- (k) All improvements to be constructed within this planned development for which Part II Approval letters are issued after the March 29, 2006 date of City Council Approval of the amended planned development shall comply with the Department of Planning and Development Chicago Sustainable Development Policy in effect at the time of application for Part II Approval, and the owners shall use best and reasonable efforts to design, construct and maintain all buildings located within this planned development in a manner generally consistent with the Leadership in Energy and Environmental Design Green Building Rating System (LEED). A dog-run shall be located within or adjacent to Subparcel E.3. As a result of the architectural design of the tower to be constructed within Subparcel E.3, a green roof is not feasible. The development of the improvements on Parcel P21C contemplated by this planned development amendment shall be LEED certified and have a green roof of approximately 2,177 square feet and a rain water collection system as described in the attached Green Roof Plan.
- (l) Pursuant to the Affordable Housing Provision of the City of Chicago Zoning Ordinance, Title 17, Chapter 17-4-1004, et seq. ("Zoning Ordinance") developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 3.00 FAR for the Property. The developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1004D of the Zoning Ordinance, the total floor area devoted to affordable housing units must equal at least 25 percent of the total increase in floor area allowed under the Affordable Housing Bonus or a cash payment must be made to the City of Chicago Affordable Housing Opportunity Fund based on the increase in allowable floor area multiplied by 80 percent of the median cost of land per buildable square foot. Based on Section 17-4-1004D, the developer of Parcel E.3 has agreed to provide a cash payment to the City of Chicago Affordable Housing Opportunity Fund in the amount of \$5,700,300.00. Prior to the issuance of permits, the developer of Parcel E.3 will enter into an Affordable Housing Agreement with the Chicago Department of Planning and Development or provide a letter of credit or other security device in an amount equal to the cash contribution. The developer of Parcel E.3 must comply with all of the applicable sections of the Affordable Housing Provision of the Zoning Ordinance which sections are hereby incorporated into this planned development. The Affordable Housing Agreement required by Section 17-4-1004-E9 is also incorporated into this planned development.

Pursuant to the Off-Site Park and Open Space Contributions provision of the City of Chicago Zoning Ordinance, Title 17, Chapter 17-4-1018, et seq., the developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 2.16 FAR for the Property. The developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1018-C of the Zoning Ordinance, a cash payment must be made to the City of Chicago based on the increase in allowable floor area multiplied by 80 percent of the median cost of land per buildable square foot. Based on Section 17-4-1018-C, the developer of Parcel E.3 has agreed to provide a cash payment to the City of Chicago in the amount of \$4,104,216.00. Prior to the issuance of permits, the developer of Parcel E.3 will provide a letter of credit or other security device in an amount equal to the cash contribution. The developer of Parcel E.3 must comply with all of the sections of the Off-Site Park and Open Space Contributions provisions of the Zoning Ordinance which sections are hereby incorporated into this planned development. The Off-Site Park and Open Space Contribution Agreement required by Section 17-4-1018-B3 is also incorporated into this planned development.

- (m) The developer of Parcel E.3, the City of Chicago, and the Chicago Park District shall enter into an agreement relating, in part, to the responsibility for the design, funding and construction phasing of DuSable Park, the pedestrian connections to DuSable Park and the Lakefront Trail.
- (n) The improvements contemplated for DuSable Park (Subparcel E.1) must be substantially completed by the developer of Parcel E.3 prior to the issuance of Certificate of Occupancy for any dwelling unit exceeding the three hundredth (300th) dwelling unit constructed with Subparcel E.3.
- (o) The Applicant acknowledges and agrees that the amendment of this planned development concerning development of Parcels P21B and P21C triggers the requirements of Section 2-45-110 of the Municipal Code (the "Affordable Requirements Ordinance" or "ARO"). Any developer of a "residential housing project" within the meaning of the Affordable Requirements Ordinance ("Residential Project") must: (i) develop affordable housing units as part of the Residential Project; (ii) pay a fee in lieu of the development of affordable housing units; or (iii) any combination of (i) and (ii). The Applicant further acknowledges and agrees that the amendment is subject to Section 17-4-1004-D of the Zoning Code, which also requires on-site affordable housing or payment of a fee in lieu of providing affordable housing for rezonings in DC, DX and DR districts that increase the base floor area ratio. If a planned development is subject to the requirements of both sections (2-45-110 and 17-4-1004-D), the developer may elect to satisfy the ARO requirements by complying with the affordable housing floor area bonus provided for in Section 17-4-1004. Applicant has elected to comply with Section 17-4-1004. Pursuant to Section 17-4-1004-B of the Zoning Ordinance, the Applicant has requested an increase in the floor area ratio for the Property, as set forth in the

bonus worksheet required under Section 17-4-1003-D and attached hereto as an exhibit ("Bonus Worksheet"). In accordance with the formulas set forth in Section 17-4-1004-C and the Bonus Worksheet, the Applicant acknowledges and agrees that it must provide either a minimum of at least 21,680 square feet of floor area (the "Affordable Units") in the building receiving the affordable housing floor area bonus ("Eligible Building"), with an affordable unit mix comparable to the overall mix and approved by the Department of Planning and Development prior to issuance of the first building permit, or make a cash payment in lieu of providing affordable housing in the amount of \$2,983,168 ("Cash Payment"), or \$100,000 per unit ("Pro Rata Amount"). Prior to the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation permits, the Applicant must either make the required Cash Payment or provide a performance bond or other security in the amount of the Cash Payment ensuring construction of the Affordable Units. If the Applicant elects to construct the Affordable Units, it must also enter into an Affordable Housing Agreement with the City pursuant to Section 17-4-1004-E9 prior to the issuance of any building permits for the Eligible Building, including, without limitation, excavation or foundation permits. The terms of the Affordable Housing Agreement and any amendments thereto would be incorporated herein by this reference. The Applicant acknowledges and agrees that the Affordable Housing Agreement would be recorded against the Eligible Building and would constitute a lien against each Affordable Unit in an amount equal to the Pro Rata Amount. The City shall execute partial releases of the Affordable Housing Agreement prior to or at the time of the sale of each Affordable Unit to an income-eligible buyer at an affordable price, subject to the simultaneous execution and recording of a mortgage, restrictive covenant or similar instrument against such Affordable Unit. In addition to the Affordable Housing Agreement, the Applicant acknowledges and agrees that, pursuant to Section 17-4-1003-D3, the Bonus Worksheet will serve as an official record of bonuses and amenities. The Applicant must comply with the applicable affordable housing standards and requirements set forth in Section 17-4-1004, the terms of which are incorporated herein by this reference. Notwithstanding anything to the contrary contained in Section 17-4-1003-E, the Commissioner of the Department of Planning and Development may enforce remedies for breach of the Affordable Housing Agreement, and enter into settlement agreements with respect to any such breach, subject to the approval of the Corporation Counsel, without amending the planned development.

12. Publicly dedicated improvements, including streets, sidewalks, transit and open space amenities shall be designed, constructed and maintained in accordance with the exhibits described in Statement 2 hereof and the "Cityfront Center Internal Design Standards: Section I", dated September 12, 1986.
13. The property owner(s) adjacent to the Chicago River shall develop a continuous pedestrian esplanade along the Chicago River's edge. Completion of the esplanade will occur as follows:

- (a) The east right-of-way line of McClurg Court to the west right-of-way line of Lake Shore Drive shall be improved concurrently with development of adjacent parcels south of East North Water Street (Parcels 14, 16 and 18). In the event that DuSable Park is developed before Parcel 18 is developed, the owner(s) of Parcel 18 shall construct and maintain a temporary pedestrian connection along the river. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 10 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the river's edge and on the side adjacent to the development parcel. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development; and
- (b) The west right-of-way line of Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 18 shall be solely responsible for improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such improvements. Such access shall be well lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river edge esplanade. However, if Parcel 18 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 18 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the developer of Parcel E.3 and the Chicago Park District as referenced in Statement Number 11(m) above provides otherwise.
14. Applicant, as developer of Parcels P21B and P21C (the Kraft Parcel), shall substantially renovate the existing 70,000-square foot park on Parcel P21B in accordance with the Landscape Plan, the Landscape Sections, and the Landscape Plant list. Such renovation shall be commenced no later than three (3) months following issuance of the first occupancy permit for the residential building to be constructed on Parcel P21C as permitted by this amendment, and shall be completed no later than one (1) year thereafter. The park, as renovated, shall continue to be privately owned, maintained and subject to occasional partial closure for private use but, subject to the foregoing, shall remain accessible to the public during hours in which public parks are accessible to the public. The public shall have use of the Dog Run indicated on the Landscape Plan subject to any regulations, if imposed, that conform to the protocols of the Chicago Park District for Dog Friendly Areas. The owner(s) of Parcels P21B and P21C (the Kraft Parcel) shall be responsible for the costs and performance of maintenance of the park in conformance with the Landscape Plan and the Open Space Plan. Nothing contained herein shall preclude residents or other individuals from using the park for other private uses, provided that they obtain permission from the owner(s) of the Kraft Parcel and all necessary governmental approvals and permits.

15. Traffic studies completed by developers and the City of Chicago project significant peak hour traffic volume increases on Illinois Street and Grand Avenue in particular as a result of new development. Some excess roadway capacity is available to handle this increased traffic, but a number of geometric, signal timing and parking control measures are recommended in addition to active transportation management in the Illinois-Grand corridor. Accordingly, no Part II Submittal shall be approved without a firm agreement between the developer and the Chicago Department of Transportation regarding the timing and responsibility for any recommended traffic improvements described in Exhibit 8 hereof for streets adjoining the development site. Membership and participation in the Illinois-Grand Corridor Transportation Management Association shall also be required prior to the issuance of any Part II Development Approval.
16. Prior to the issuance by the Department of Planning and Development of a determination pursuant to Section 17-13-0610 of the Chicago Zoning Ordinance ("Part II Approval") for development or redevelopment of any development parcels within the planned development, other than alterations to existing buildings which do not increase their height or alter their footprint or construction in accordance with the plans approved herein, a site plan for the proposed development, including parking areas, shall be submitted to the Zoning Administrator for approval. Review and approval of the site plan by the Zoning Administrator is intended to assure that specific development proposals conform with the general design standards in Statement 11 and to ensure coordination of public improvements described in Statements 12 through 15 at an early stage. No Part II Approval for work for which a Site Plan must be submitted to the Zoning Administrator shall be granted until the Site Plan has been approved by the Zoning Administrator. Further, all Part II Submittals shall be in compliance with the Chicago Landscape Ordinance. At least thirty (30) days prior to the filing of the developer of Parcel E.3's request for Part II Approval for the construction of the superstructure upon Subparcel E.3, the developer of Parcel E.3 Applicant shall submit a detailed Landscape Plan and Elevations for the Subparcel E.3 property to the Department of Planning and Development for review and approval.

Following approval of a Site Plan by the Zoning Administrator, the approved plan shall be kept on permanent file with the Department of Planning and Development and shall be deemed to be an integral part of this planned development. The approved Site Plan may be changed or modified pursuant to the minor change provisions of Section 17-13-0611 of the Chicago Zoning Ordinance.

A Site Plan shall, at a minimum, provide the following information with respect to the proposed improvements:

- (1) the boundaries of the Property;
- (2) the footprint of the improvements;
- (3) location and dimensions of all loading berths;

- (4) preliminary landscaping plan prepared by a landscape architect with final landscaping plan to be approved at Part II stage;
- (5) all pedestrian circulation routes;
- (6) the location of any adjacent public improvements;
- (7) a signage plan for any building where retail or theater uses would be present above the ground level;
- (8) preliminary elevations of the improvements; and
- (9) statistical information applicable to the Property limited to the following:
 - (a) floor area and floor area ratio;
 - (b) uses to be established;
 - (c) building heights; and
 - (d) all setbacks, required and provided.

A Site Plan shall include such other information as may be necessary to illustrate conformance with the applicable provisions of this planned development.

17. If any provision of this planned development amendment shall, to any extent, be invalid or unenforceable, the remainder of this planned development amendment shall not be affected thereby, and each provision of the planned development amendment shall be valid and enforceable to the fullest extent of the law.
18. The terms, conditions and exhibits of this planned development ordinance or of an approved Site Plan may be modified administratively by the Zoning Administrator upon the request of the Applicant and after a determination by the Zoning Administrator that such a modification is minor, appropriate and consistent with the nature of the improvements contemplated in the planned development and the purposes underlying the provisions hereof. Any such modification shall be deemed to be a minor change in the planned development as contemplated by Section 17-13-0611 of the Chicago Zoning Ordinance.
19. It is in the public interest to design, construct and maintain the project in a manner which promotes, enables, and maximizes universal access throughout the Property. Plans for all buildings and improvement on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities ("MOPD") to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.

20. The Applicant acknowledges that it is in the public interest to design, construct and maintain all buildings in a manner that promotes and maximizes the conservation of natural resources. ~~All~~ improvements to be constructed within this planned development for which Part II Approval letters are issued after the March 29, 2006 date of the City Council approval of the amended planned development shall comply with the Department of Planning and Development Chicago Sustainable Development Policy in effect at the time of application for Part II Approval. The owners of all such improvements shall use best and reasonable efforts to design, construct and maintain all buildings located within the planned development in a manner generally consistent with the Leadership in Energy and Environmental Design ("LEED") Green Building Rating System. Copies of these standards may be obtained from the Department of Planning and Development. The development of the improvements on Parcel P21C contemplated by this planned development amendment shall be LEED certified and have a green roof of approximately 2,177 square feet and a rain water collection system as described in the attached Green Roof Plan.
21. Unless substantial construction of the improvements contemplated within Subparcel E.3 has commenced within six years following adoption of this planned development on July 9, 2008, and unless completion is thereafter diligently pursued, then this planned development shall expire as it relates to Subparcel E.3 and the zoning of Subparcel E.3 of the planned development shall automatically revert to Residential-Business Planned Development Number 368, as amended on March 29, 2006. Unless substantial construction of the improvements contemplated within Subparcels 7 and 7A has commenced within six years following adoption of this planned development on May 6, 2012, and unless completion is thereafter diligently pursued, then this planned development shall expire as it relates to Subparcels 7 and 7A and the zoning of Subparcels 7 and 7A of the planned development shall automatically revert to Residential-Business Planned Development Number 368, as amended on July 9, 2008. Unless substantial construction of the improvements contemplated within Parcels P21B and P21C (the Kraft Parcel) has commenced within three (3) years following adoption of this planned development, and unless completion is thereafter diligently pursued, then this planned development shall expire as it relates to Parcels P21B and P21C (the Kraft Parcel) and the zoning of Parcels P21B and P21C (the Kraft Parcel) shall automatically revert to Residential-Business Planned Development Number 368, as amended on May 6, 2012.

[Exhibits 2, 3, 4, 5, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22 and 23; View Corridor Program; Overall Site Plan; Street Plans; Wayfinding Plans; Terrace Level Plan; Landscape Plans; Plant List and Landscape Details; Green Roof Plan; Building Elevations; Plan and Elevations with Lighting Concept; Site Plan; Ground Floor, Rec Deck Level+44 and Green Roof Plans; and Application for Zoning Bonus Review referred to in these Plan of Development Statements printed on pages 102131 through 102182 of this *Journal*.]

Exhibit 1 -- Bulk Regulation and Data Table and Exhibit 8 -- Recommended Traffic Improvements referred to in these Plan of Development Statements read as follows:

Exhibit 1.
(To Plan Of Development Statements)

Bulk Regulations And Data Table.

Subarea	Net Site Area See Note (1) Square Feet Acres	Maximum Retail Square Feet (1000s)	Maximum Commercial Square Feet (1000s)	Maximum Hotel Rooms	Maximum Dwelling Units	Maximum F.A.R.
A	380,796 8.74	5.40 See Note (5)	5,259	1,800	Permitted See Notes (2) & (3)	13.81 See Note (6)
B See Note (11)	183,449 4.21	40	2,482	1,606	671 See Note (8)	13.53 See Note (7)
C	122,303 2.81	140	850	540	630	12.72
D	361,234 8.29	170	500	0	2,350	8.60
E	346,038 7.94	110 See Note (9)	5 See Note (4)	0	1,200	6.83
E.1	232,841 5.34	0	5 See Note (4)	Not Permitted	Not Permitted	0.02
E.2	18,191.63 0.42	0	0	0	0	0
E.3	95,005 2.18	110 See Note (9)	0	0	1,200	25,000 See Note (10)
F See Note (12)	167,104 3.83	150	0	0	1,118	11.57
Total	1,560,904 35.83	1,040	9,096	3,946	5,969 See Note (2)	10.84

Gross Site Area = Net Site Area: 1,560,904 square feet (35.83 acres) plus area in or proposed to be in public right-of-way: 940,843 square feet (21.60 acres) plus area in or proposed to be in public parks or open space: 302,531 square feet (6.94 acres) = 2,804,226 square feet (64.38 acres).

Off-Street Parking	Minimum	Maximum
Business Uses	1:5,000 square feet	As determined by DHED in consultation with CDOT
Hotel Uses	1:4 Rooms	
Residential Uses	55% dwelling units	
Non-accessory Parking (Allowed in Subarea F only)	200 spaces	600 spaces
Off-Street Loading:	Per DX12 requirements	
Minimum Peripheral Setbacks:	Sufficient to allow for street trees and pedestrian walkways (minimum 12 feet, 6 inches from building to curb face)	
Minimum Upper Level Setbacks:	40 feet from Lake Shore Drive at level of Upper Lake Shore Drive	
Note (1):	For the purpose of this Planned Development Net Site Area shall equal the entire land area (at Plaza Level where such is established, and otherwise at grade) within the boundaries of the planned development, less the area now dedicated or proposed to be dedicated to public use.	
Note (2):	Dwelling units shall be permitted in Subarea A of this planned development subject to the provisions of the DX-16 Downtown Mixed-Use district classification. Any such units so built will not affect the total of 5,654 dwelling units permitted in Subareas B, C, D, E and F. Dwelling units are permitted below the second floor in all subareas except Subarea E.	
Note (3):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. This permissible number of hotel rooms within the planned development shall not exceed 3,946 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses.	
Note (4):	Although Subarea E (DuSable Park) has been dedicated to public park uses, it is included in Net Site Area because a maximum of 5,000 square feet of park and recreation-related floor area may be constructed within its boundaries.	

- Note (5): Assumes 410,000 square feet allocated to development Parcels 4 and 5 and the remaining 130,000 square feet allocated to remaining development parcels within Subarea A.
- Note (6): Assumes floor area allocated to existing buildings as follows: 401 North Michigan Avenue (760,241 square feet), University of Chicago Gleacher Center (240,000 square feet), NBC Tower (912,000 square feet); and, to future development as follows: Parcel 1 (776,250 square feet); Parcel 3 (970,000 square feet) and Parcels 4/5 (1,600,000 square feet).
- Note (7): Assumes floor area allocated to existing Sheraton Hotel at 860,379 square feet and 497,634 square feet allocated to Parcel 8 pursuant to a Part II Approval dated August 19, 2008 and 847,290 square feet allocated, via the May 24, 2012 amendment to Parcels 7 and 7A.
- Note (8): For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units above 400. The permissible number of hotel rooms within the planned development shall not exceed 3,946 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses. Accessory hotel uses on Parcels 7, 7A and 8 combined shall not exceed 50,000 square feet.
- Note (9): Residential support services, physical fitness/indoor recreation center, and small venue theater (for building residents only) are expressly permitted in Subarea E.3.
- Note (10): FAR Bonus Calculations

Subarea E.3 (Parcels 18 and 19, combined)

Net Site Area = 95,005 square feet

Base FAR	10.00
Downtown Affordable Housing Zoning Bonus	3.00 (a)
Offsite contribution to DuSable Park	2.16 (b)
Public Plazas	5.44 (c)
Chicago Riverwalk	0.40 (d)
Water Features	1.00 (e)
Underground Parking and Loading	<u>3.00 (f)</u>
Total FAR:	25.00

- a) Based on a contribution of \$5,700,300.00 to the City of Chicago Affordable Housing Opportunity Fund.
- b) Based on a contribution of \$4,104,216.00 to City of Chicago for Off-Site Park Improvements (to DuSable Park).
- c) Based on the provision of 51,730 square feet of on-site public plaza.
- d) Based on the provision of improvements to 3,800 square feet at off-site open spaces.
- e) Based on the provision of 48,669 square feet of water features in on-site public open spaces.
- f) Based on the provision of 171 underground parking spaces on Lower Levels 1 and 2, at least 265 underground parking spaces on Lower Level 3 and lower, and 7 underground loading docks on lower level.

Note (11): Bulk Regulations and Data Table Subarea B (Parcels 7 and 7A) Net Site Area = 68,385 square feet

Maximum Floor Area Ratio (FAR):	12.39
Maximum Percentage of Land Coverage:	Per Site Plans
Maximum Number of Dwelling Units:	398
Maximum Number of Hotel Keys:	400
Maximum Number of Off-Street Parking Spaces (Residential):	219
Maximum Number of Off-Street Parking Spaces (Hotel):	11
Minimum Number of Bike Parking Spaces:	50
Minimum Periphery Setbacks:	Per Site Plans
Maximum Building Height:	590 feet (plus 45 feet for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)

Minimum Number of Off-Street Loading Berths, Residential:	2 (10 feet by 25 feet) spaces
---	-------------------------------

Minimum Number of Off-Street Loading Berths, Hotel:	2 (10 feet by 25 feet) spaces
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Note (12): Bulk Regulations and Data Table

Subarea F Net Site Area:	167,104 square feet (overall)
--------------------------	-------------------------------

Maximum Floor Area Ratio (FAR):	11.57 (overall Subarea F after Floor Area Bonuses)
---------------------------------	--

Base FAR:	8.98 (overall Subarea F; see note (a) below)
-----------	--

Affordable Housing Bonus:	0.52 (See note (b) below)
---------------------------	---------------------------

Underground Parking Bonus:	1.00 (See note (c) below)
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Plaza/Pocket Park Bonus:	1.07 (See note (d) below)
--------------------------	---------------------------

Total FAR:	11.57
------------	-------

For Parcel P21C:

Maximum Number of Dwelling Units:	350
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Minimum Number of Accessory Parking Spaces:	296
---	-----

Minimum Number of Bike Parking Spaces:	50
--	----

Minimum Periphery Setbacks and Site Coverage:	Per Site Plan
---	---------------

Maximum Building Height:	785 feet
--------------------------	----------

Minimum Number of Off-Street Loading Berths:	3 (10 feet by 25 feet)
--	------------------------

- a) Base FAR of 8.98 results from an increase in net site area from 100,456 square feet to 167,104 square feet for the inclusion of Parcel P21B into the net site area by this amendment and a commensurate reduction of FAR from 14.93.
- b) 86,720 square feet bonus floor area based on a contribution of \$2,983,168 to the City of Chicago Housing Opportunity Fund as set forth in Statement 11(o).
- c) 167,208 square feet bonus floor area based on 120 underground parking spaces on Levels -1 and -2 and 176 underground parking spaces on Levels -3 and -4.
- d) 179,670 square feet bonus floor area based on providing or reconstructing 20,008 square feet of plaza/pocket park area on Parcel P21B in accordance with the Pocket Park Bonus Landscape Plan.

Exhibit 8.

(To Plan Of Development Statements)

Recommended Traffic Improvements.

The following is a summary prepared by the Chicago Department of Transportation of the traffic impacts and proposed mitigation efforts for the River East, Grand Pier and North Bridge developments along the Illinois-Grand corridor, as described in traffic studies prepared by traffic consultants for the developers and the City (KLOA and Barlon-Aschman, respectively):

General Impacts:

The three developments will generate roughly 3,000 trips (1,600 inbound and 1,400 outbound) during the PM peak hour. About 1,350 trips (750 inbound, 600 outbound) will be generated during AM peak hour.

There will be traffic volume increases on Illinois and Grand, between State Street and Lake Shore Drive, of roughly 500 to 700 vehicles per hour during the PM peak hour. During the AM peak hour, traffic volume will increase on Illinois and Grand by roughly 200 to 300 vehicles per hour. Existing peak volumes on Illinois and Grand range between 1,000 and 1,500 vehicles per hour; with these developments, volumes would range between 1,500 and 2,000 vehicles per hour.

Some excess capacity is available to handle this increased demand, but a number of geometric, signal timing, and parking control measures are recommended to further accommodate this increase in traffic.

Geometric And Signal Operations Improvements:

In order to increase ~~overall~~ intersection capacity and address heavy traffic circulation demand, it is proposed to widen McClurg Court between Illinois and Grand to provide double left turn lanes northbound at Grand and southbound at Illinois. McClurg would be further widened on the west side to provide a drop-off lane at the proposed residential building.

It is also proposed to widen McClurg between Ohio and Grand to provide separate southbound right turn and through traffic lanes, and to provide a smoother northbound alignment through the Grand Avenue intersection. The right-of-way for this widening would need to be obtained from the adjacent property owners.

The traffic signals at McClurg-Grand and at McClurg-Illinois would be modified to accommodate the street widening and to provide left turn arrow signal indications for northbound traffic at Grand and southbound traffic at Illinois.

On Grand Avenue at State Street, the CTA subway entrances at the northeast and northwest corners will be relocated out of the Grand Avenue right-of-way. This will allow the widening of Grand Avenue at this intersection to provide four westbound lanes compared with the three lanes currently available at this "bottleneck" location.

Restriping of various street segments is proposed in an effort to make more efficient use of pavement space and increase traffic capacity. Striping of left turn lanes, where appropriate, would be done on State, Wabash, and Rush at their intersections with Illinois, Grand, Ohio, and Ontario. Illinois would be restriped at Columbus to provide three through lanes, and separate left turn and right turn lanes.

Parking Controls:

Metered on-street parking generally will need to be eliminated on Illinois and Grand, from State Street to Lake Shore Drive in order to provide additional traffic capacity or to make the curb lane available for various pickup/dropoff activities. Sufficient off-street parking, provided as part of these developments, is intended to satisfy the demand for parking in the corridor.

It is proposed to eliminate parking on Illinois Street, from State Street to Michigan Avenue in order to provide three eastbound traffic lanes, compared with the two existing lanes. This increase in traffic capacity is needed to handle the increased demand on this segment of Illinois Street.

It is proposed to eliminate parking on the south side of Grand Avenue east of Columbus Drive to provide a separate left turn lane on Grand Avenue at the approach to the Columbus Drive signal. This would increase the through traffic capacity by removing the turning movements from the adjacent through traffic lane.

Parking would also be eliminated on both sides of Grand Avenue east of McClurg Court, in order to provide separate left turn and right turn lanes on the approach to the traffic signal. Again, ~~traffic capacity~~ would be increased by segregating the through and turning traffic movements.

The elimination of parking is also proposed on the south side of Ontario Street at Fairbanks Court in order to provide a westbound left turn lane on Ontario Street. The striping of an optional through-left lane was also recommended as a further capacity improvement, although conflicts between turning vehicles and pedestrians in the south crosswalk will require further analysis.

Transportation Management:

Active traffic management in the corridor will be undertaken by the Transportation Management Association which has been established. The Transportation Management Association will meet to exchange information on traffic operations needs and problems, changing development conditions, construction activities, special events, and other factors which may affect transportation in the corridor. Various City agencies, including Chicago Department of Transportation, Planning, Police, Streets and Sanitation, and the CTA, will coordinate efforts with corridor property managers to address evolving transportation demands.

Strict enforcement of existing and proposed parking restrictions will be necessary to ensure that street space needed for traffic capacity is available. Of particular concern is the need to keep Illinois Street clear, east of Columbus Drive; Grand Avenue, west of Michigan Avenue; Ohio Street, west of Michigan Avenue; and Ontario Street, west of St. Clair Street.

Improved public transit service as appropriate to serve the needs of the corridor will be developed. Chicago Department of Transportation and the Transportation Management Association will be reviewing service needs and developing strategies for best providing public transportation, whether through modifications of CTA service or additional shuttle bus operations.

Site Specific Improvements:

Parcels 4 And 5:

The proposed lower level loading dock layout requires a number of traffic control measures in order to mitigate the potential effect on Illinois Street traffic. These measures include prohibition of on-street loading, provision of a dock master during loading dock hours, limitation on loading dock hours to prohibit backing maneuvers between 7:00 A.M. and 9:00 A.M. and between 4:00 P.M. and 7:00 P.M., Monday through Friday, and implementation of loading dock control as part of an overall Traffic Management Plan to be implemented by the Illinois-Grand Corridor Transportation Management Association.

Parcels P7, P7A And P8:

There should be no ~~curb cuts~~ on Illinois Street. Curb cuts providing access to loading docks should be located ~~only~~ on Lower North Water Street or New Street.

Parcels P9 And P13:

The increase in hotel development along Columbus Drive between Grand Avenue and Illinois Street and along Park Drive between Illinois and North Water Streets will concentrate taxi and other traffic movement in this area. Signing and striping is needed to prevent traffic from driving across Illinois Street in order to access Park Drive rather than turning left onto eastbound Illinois Street. Vaulted sidewalks are also indicated in the public way on both Grand Avenue and Illinois Street. Although vaulted sidewalks are not generally recommended, they are acceptable in this instance to allow for the placement of parking underground.

Parcels P14 And P16:

The vacation of River Drive east of McClurg Court may result in hundreds of residential units being accessed from a single cul-de-sac street, North Water Street east of McClurg Court. The sewer on North Water Street is seven to eight feet below the pavement, and its reconstruction at some time in the future, or any other significant utility maintenance, could severely restrict access to these residences. Widening of North Water Street to 44 feet from its existing 40-foot width is recommended in order to provide more flexibility to maintain two-way traffic in the event of any future construction activities.

The Kraft Building Site:

There is no objection to vacating Peshtigo Court in the future. If Peshtigo Court is eliminated and another north/south street is added, its location must be checked with respect to the location of the drop-off lanes on Illinois Street at North Pier terminal. If Peshtigo Court is retained, adding another north/south street between Peshtigo Court and McClurg Court is not recommended.

Parcels P18 And P19:

Although it is physically feasible to add signalized access to these sites from intermediate level Lake Shore Drive, access from this roadway is not recommended. Also, the ADA accessibility of any pedestrian bridge built across Ogden Slip should be reviewed.

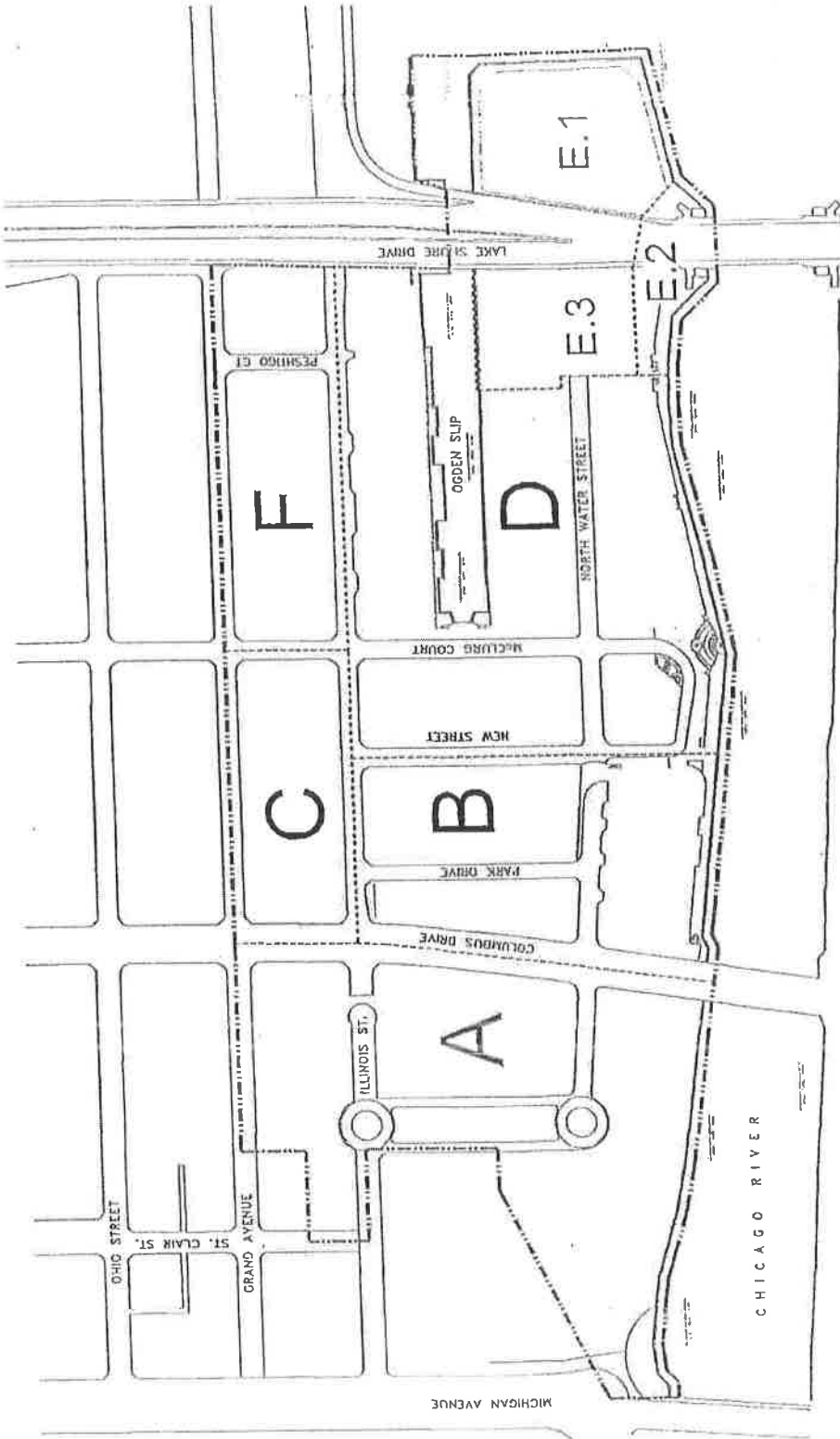


EXHIBIT 3
PD BOUNDARY & SUB AREA MAP
 SCALE: NTS

Applicant: RMW Streeterville, LLC
 Address: 451 East Grand Avenue, Chicago IL 60611
 Introduction Date: September 10, 2014
 Plan Commission: TBD

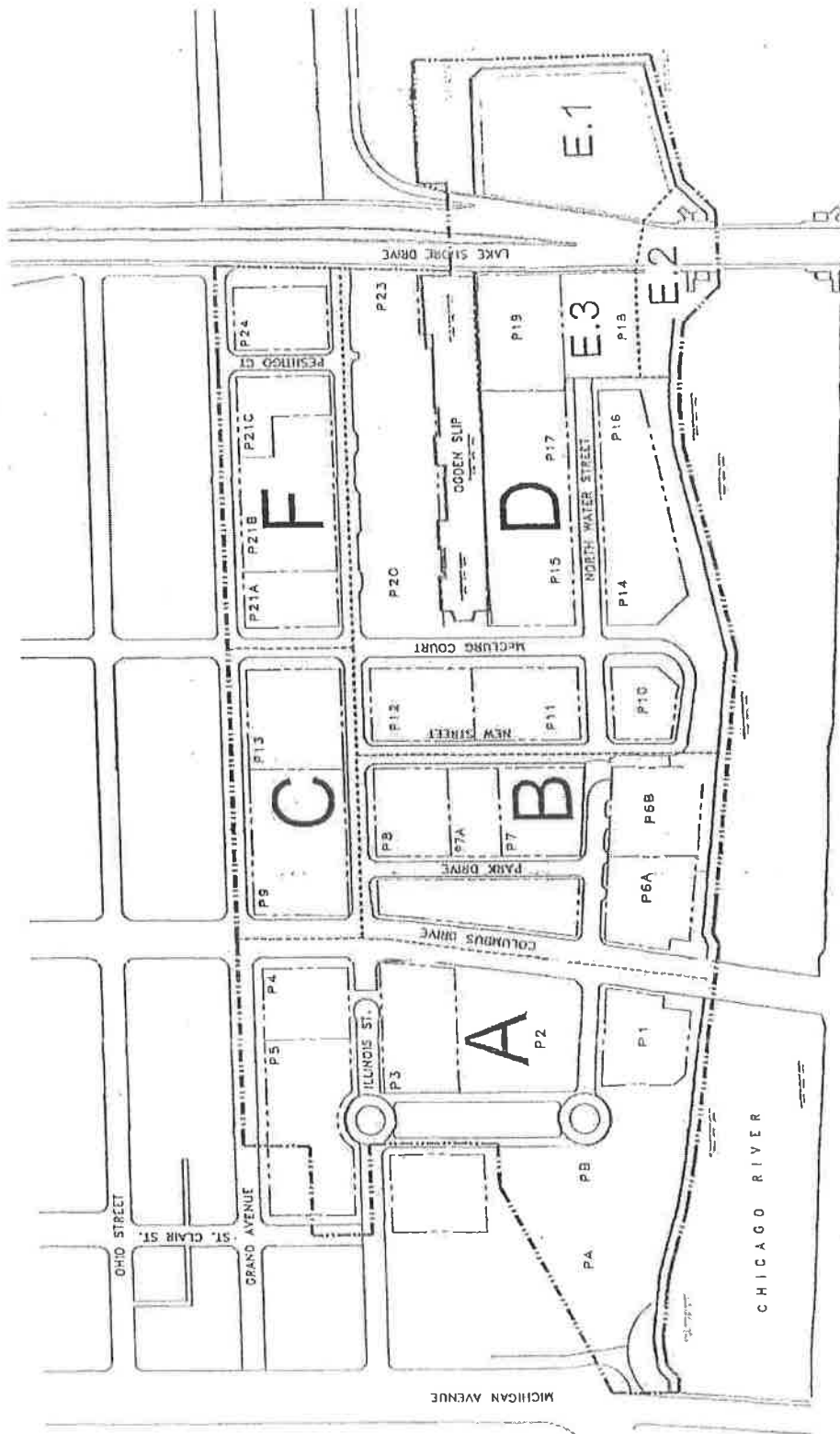


EXHIBIT 4
PD PARCELS MAP
 SCALE: NTS

Applicant: RMW Streeterville, LLC
 Address: 451 East Grand Avenue, Chicago IL 60611
 Introduction Date: September 10, 2014
 Plan Commission: TBD

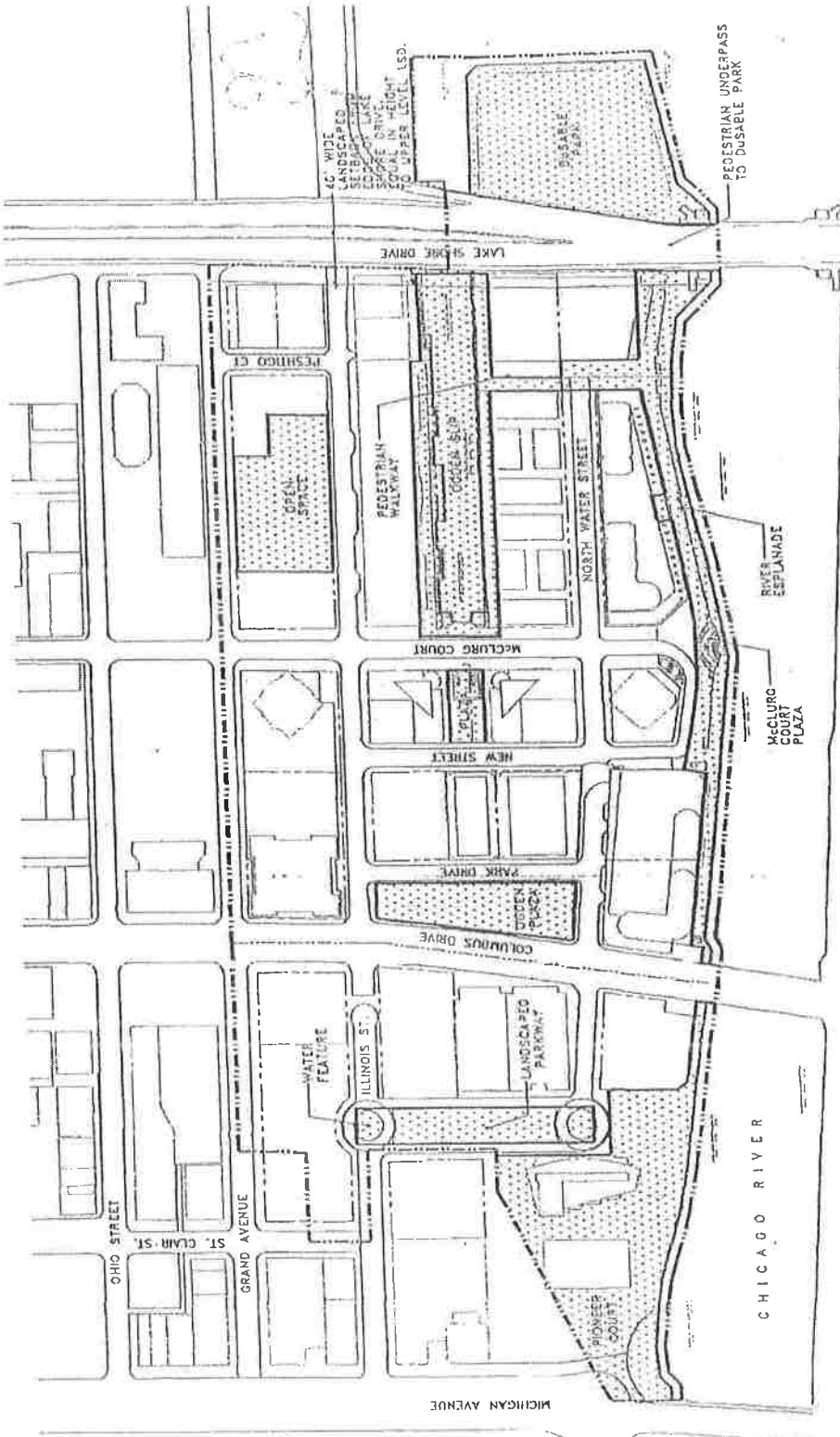


EXHIBIT 6
EXISTING AND PLANNED OPEN SPACES
 SCALE: NTS

Applicant: RMW Streeterville, LLC
 Address: 451 East Grand Avenue, Chicago IL 60611
 Introduction Date: September 10, 2014
 Plan Commissioner: TEO

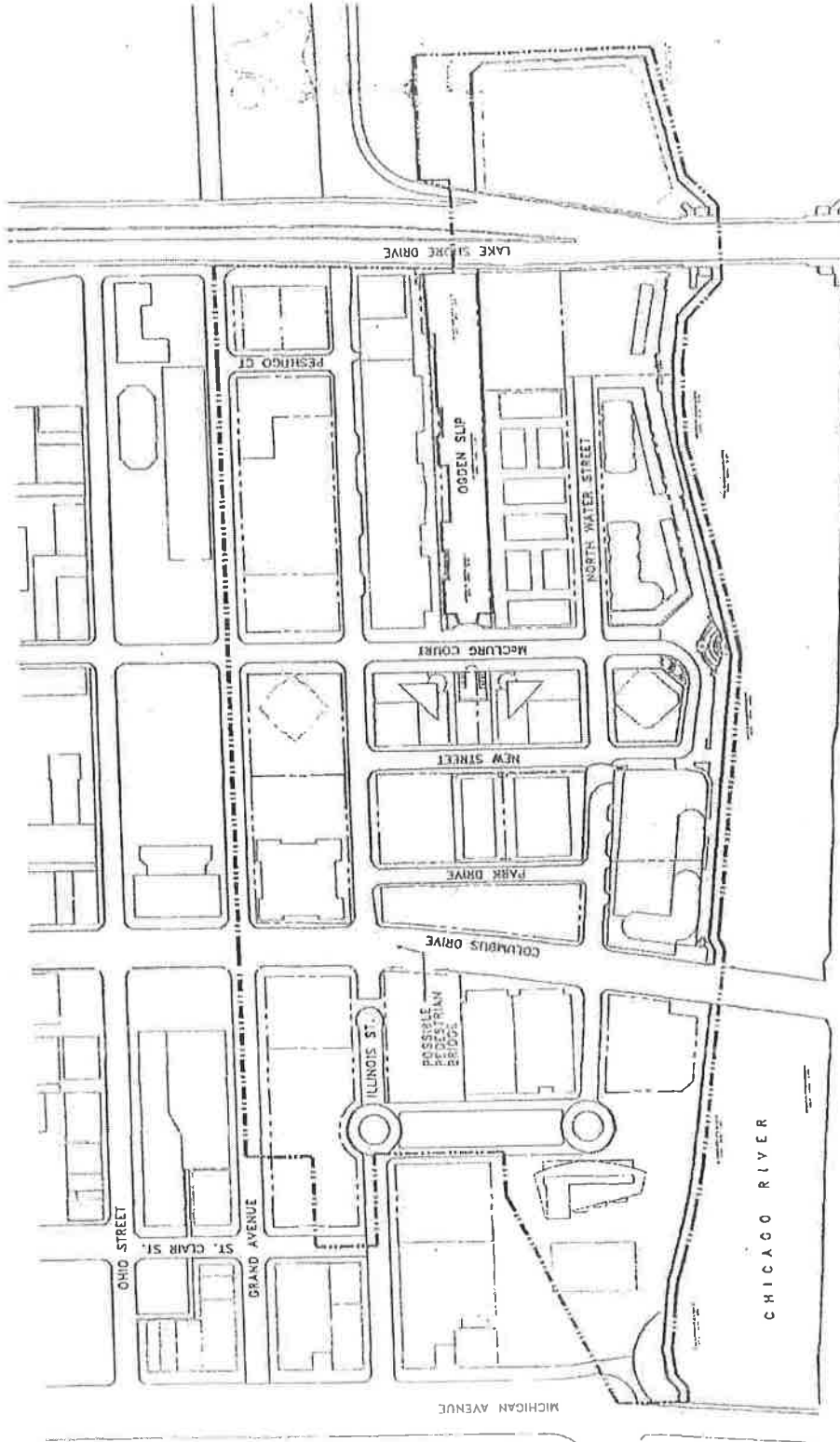
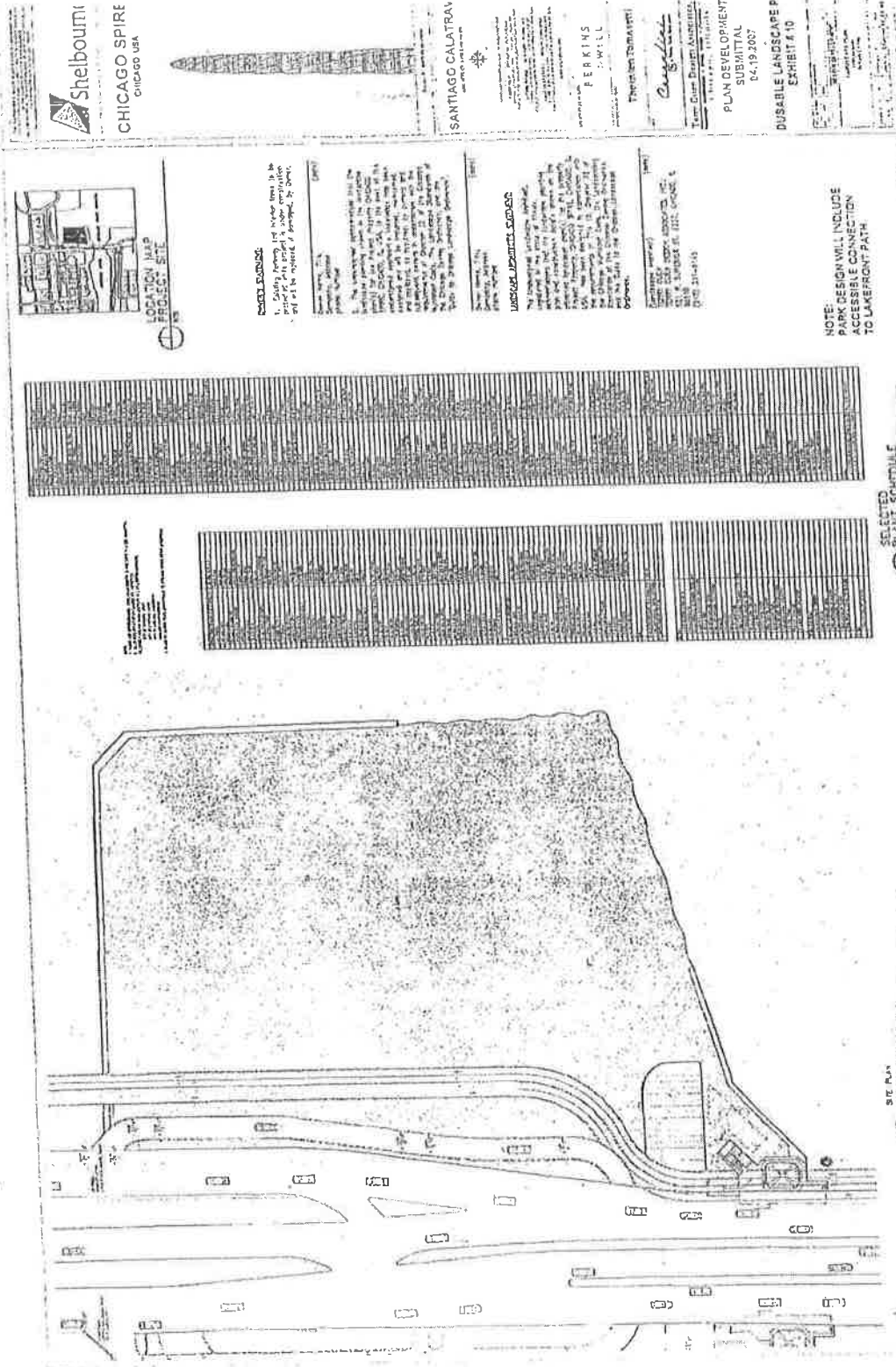
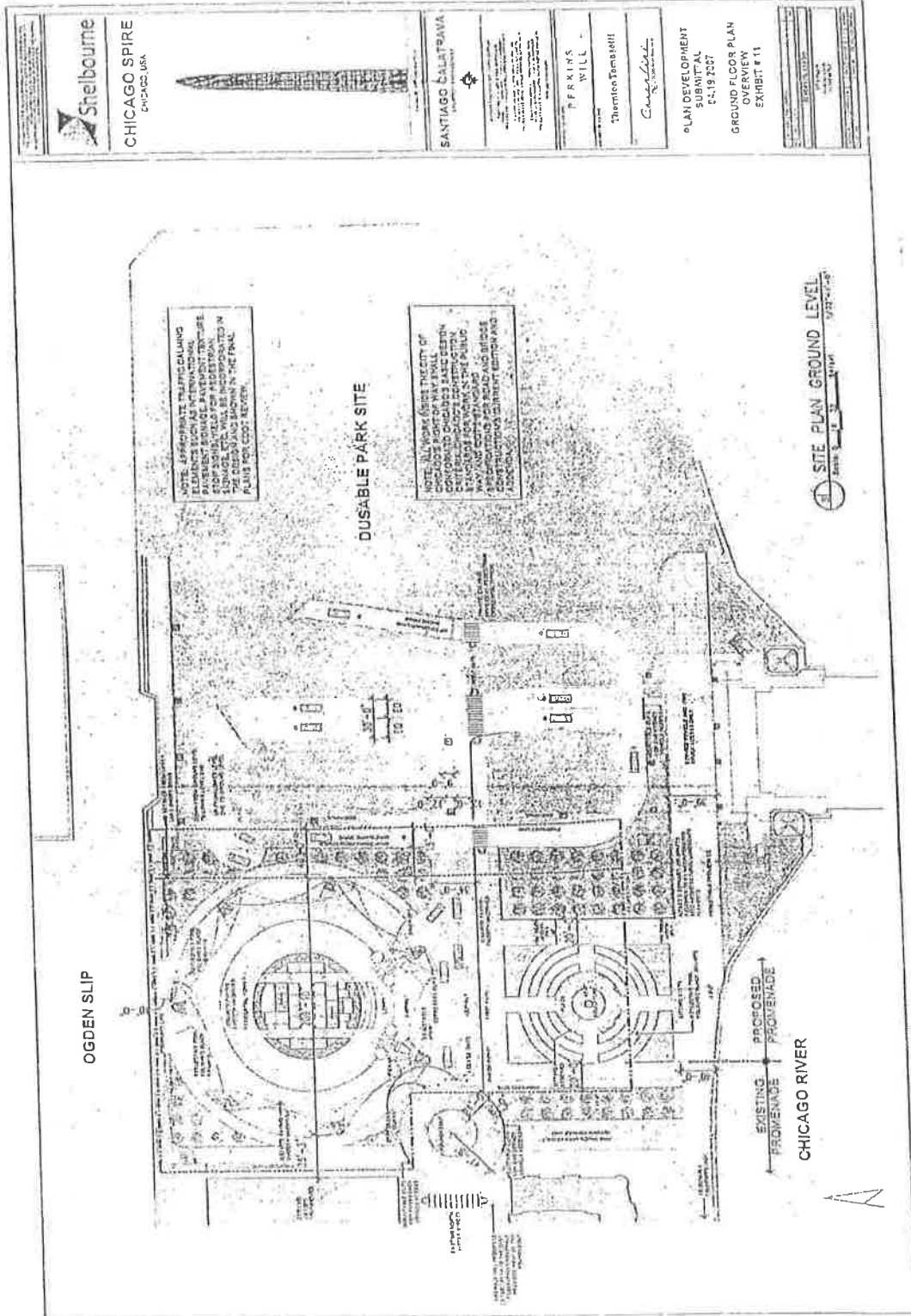


EXHIBIT 7
PATTERN OF VEHICULAR ROADWAYS
 SCALE: NTS

Applicant: RMW Streeterville, LLC
 Address: 451 East Grand Avenue, Chicago IL 60611
 Introduction Date: September 10, 2014
 Plan Commission: TBD



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 CHICAGO, ILL.

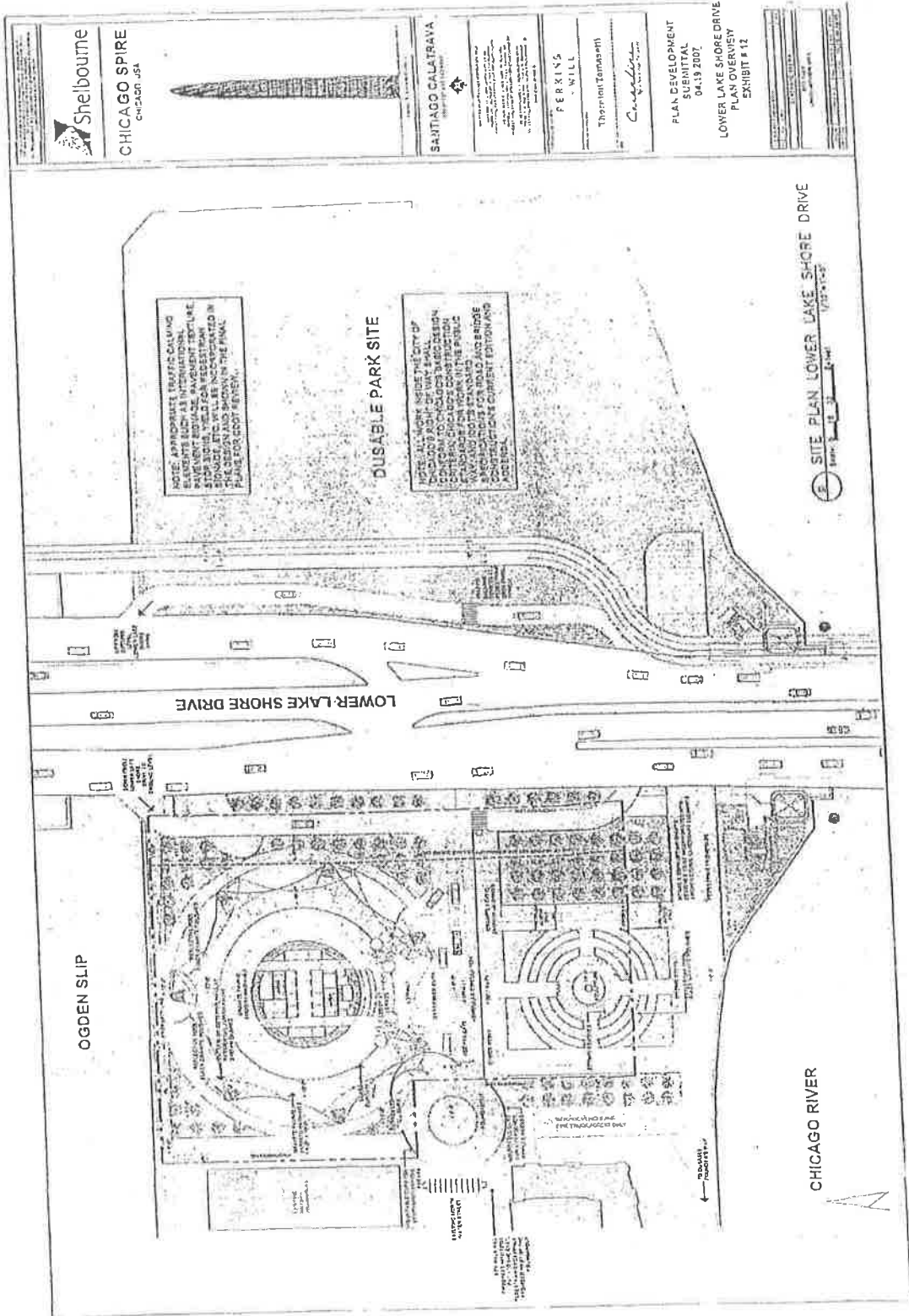


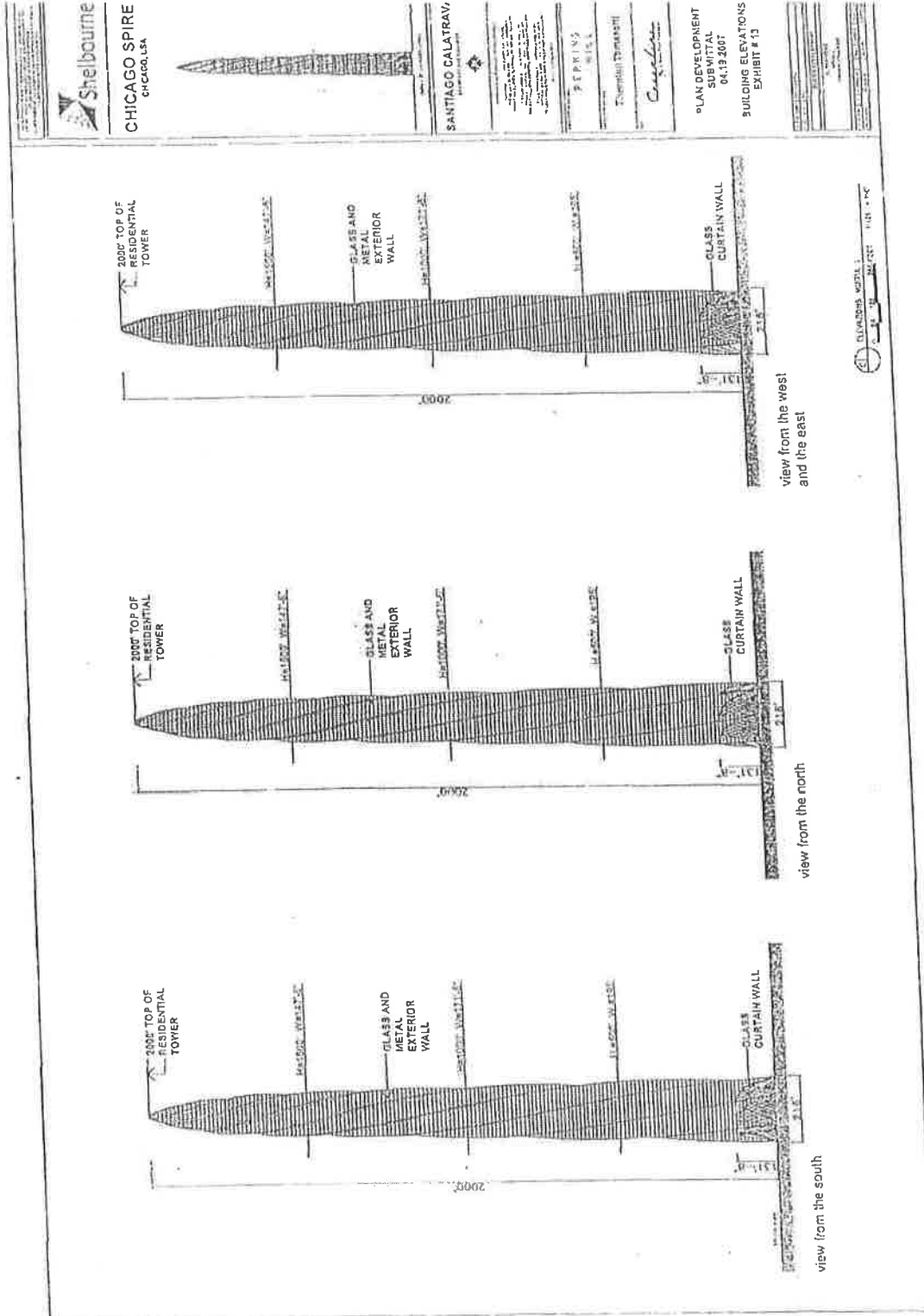
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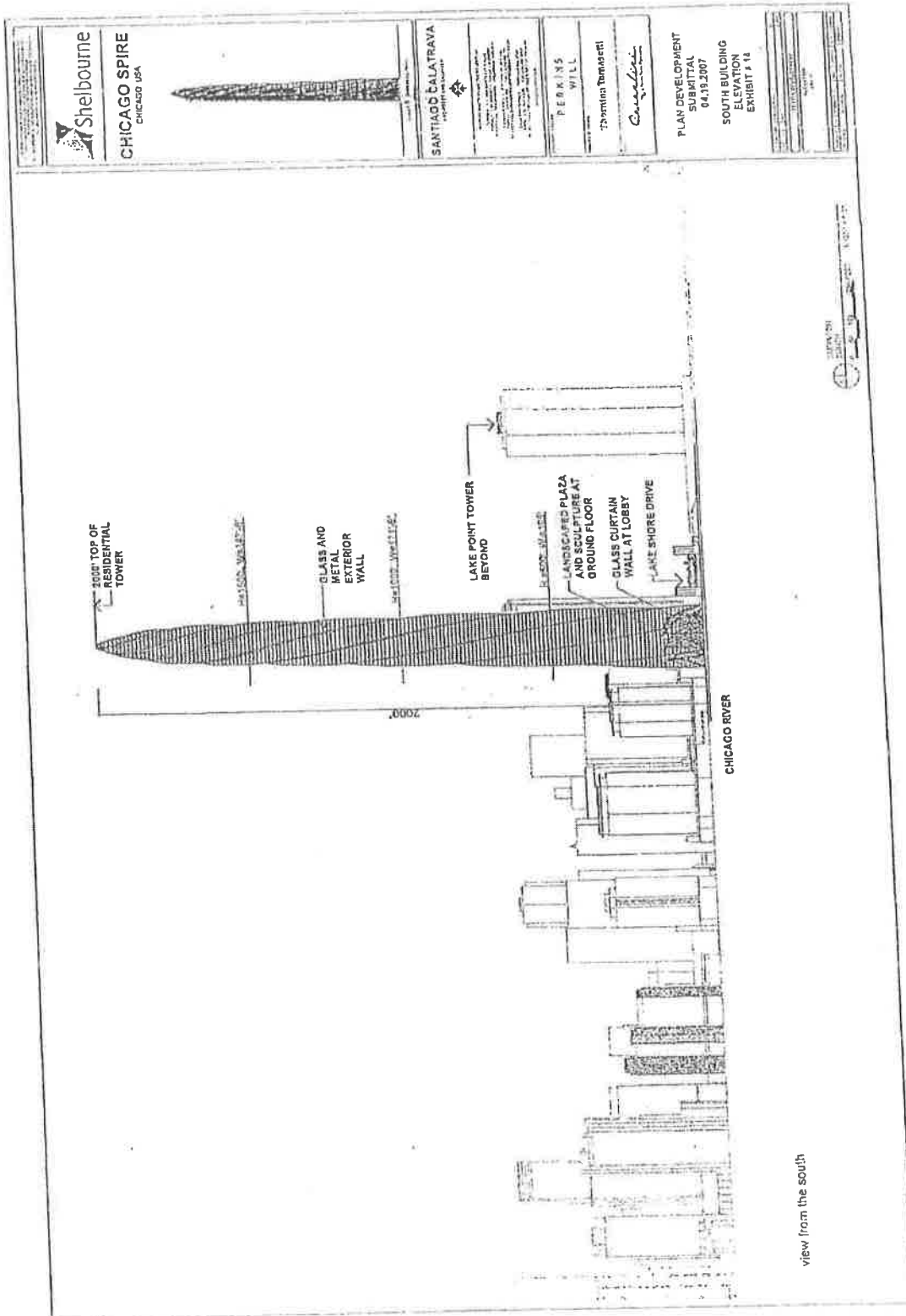
PERKINS+WILL
 ARCHITECTS

PLAN DEVELOPMENT
 SUBMITTAL
 11.19.14
 GROUND FLOOR PLAN
 OVERVIEW
 EXHIBIT # 11

DATE	11.23.14
SCALE	AS SHOWN
PROJECT	CHICAGO SPIRE
CLIENT	CHICAGO
ARCHITECT	PERKINS+WILL
ENGINEER	CHICAGO ENGINEERS
LANDSCAPE ARCHITECT	CHICAGO LANDSCAPE ARCHITECTS
PLANNING	CHICAGO PLANNING
ENVIRONMENTAL	CHICAGO ENVIRONMENTAL
CONSTRUCTION	CHICAGO CONSTRUCTION
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FINANCE	CHICAGO FINANCE
HR	CHICAGO HR







Shelbourne
CHICAGO SPIRE
CHICAGO USA

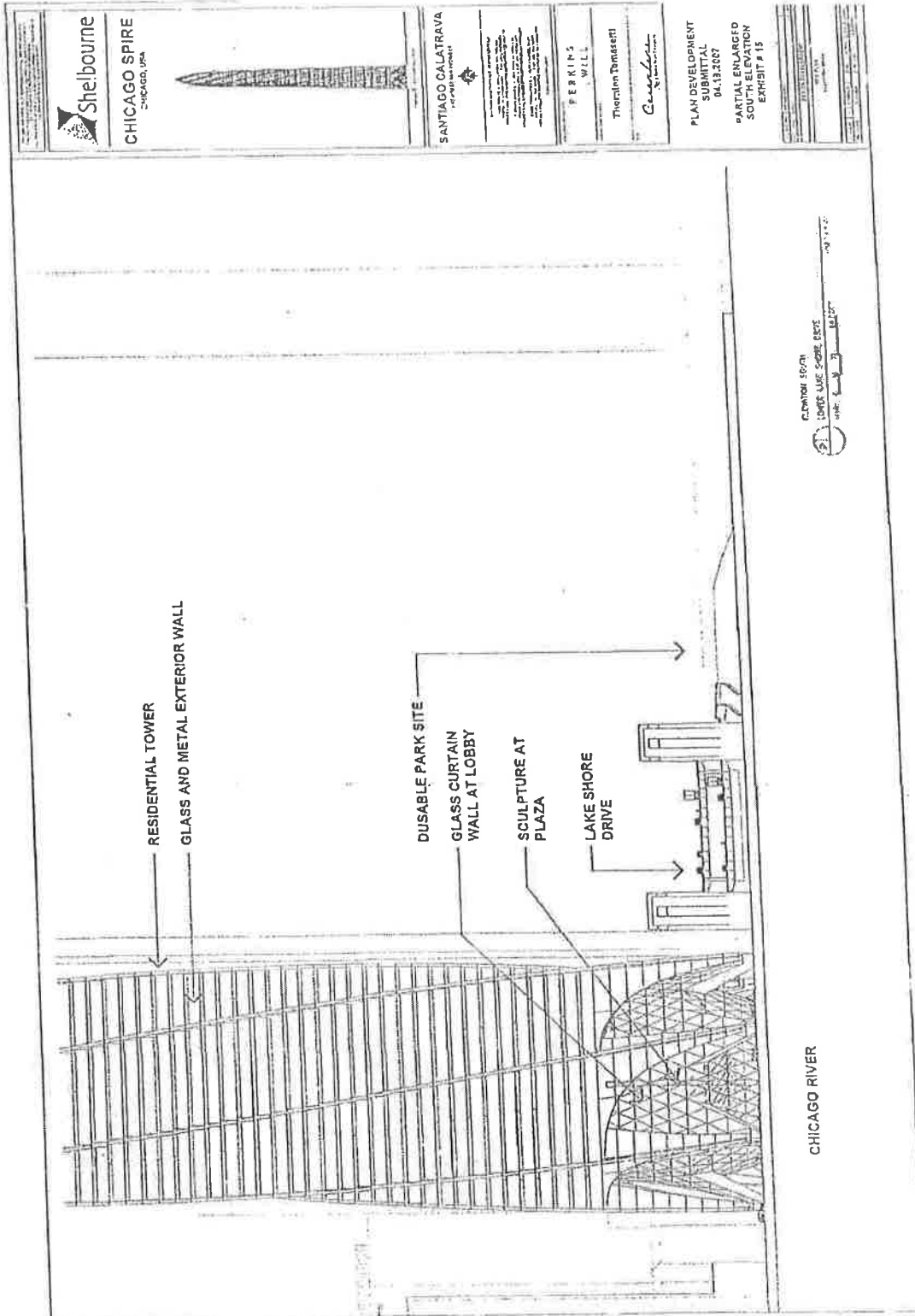


SANTIAGO CALATRAVA
ARCHITECTS

PERKINS
WILL
700 North Dearborn Street
Chicago, IL 60610

PLAN DEVELOPMENT
SUBMITTAL
04.19.2007
SOUTH BUILDING
ELEVATION
EXHIBIT # 14






Shelbourne
 CHICAGO SPIRE
 CHICAGO, ILL.

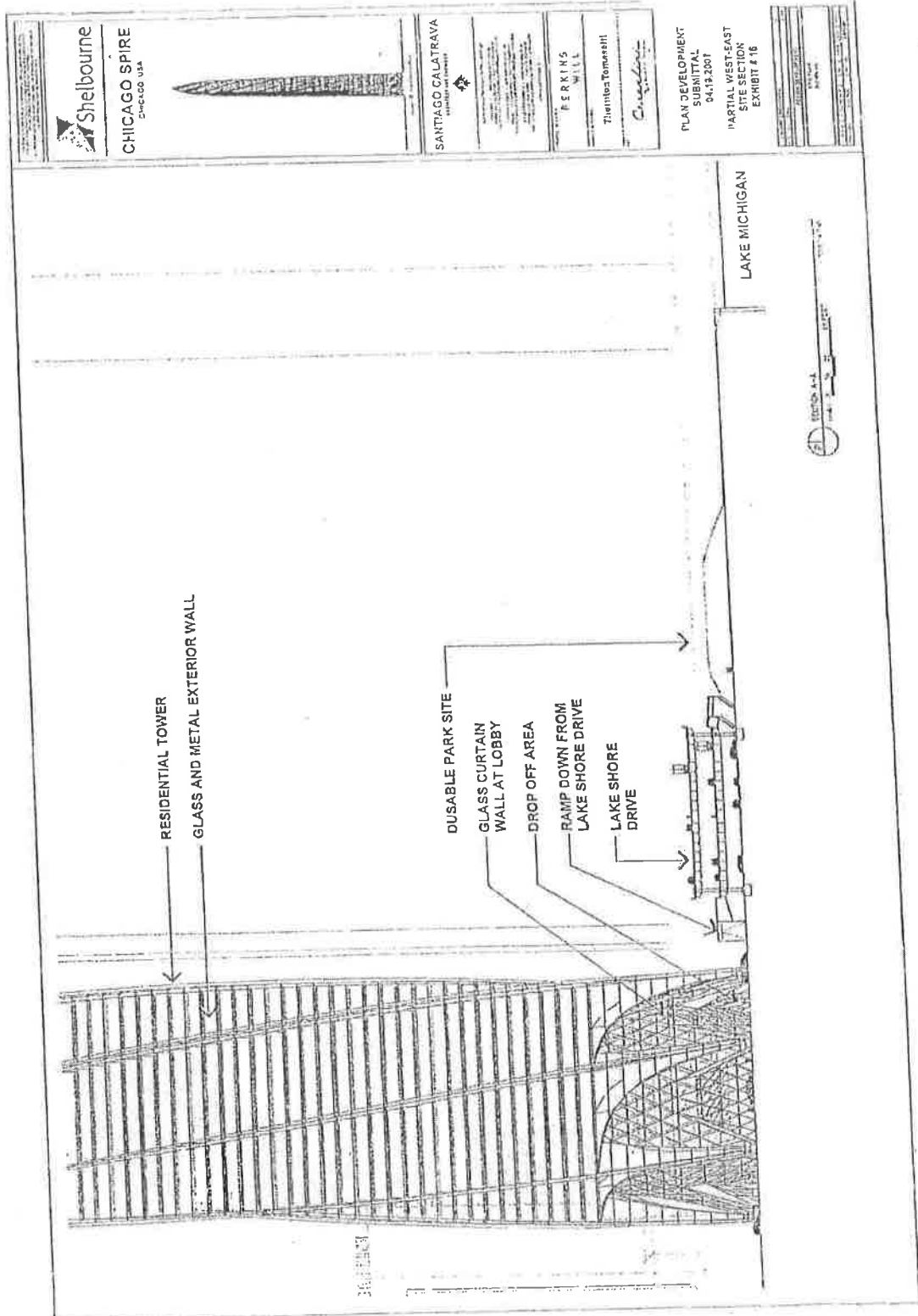


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 ARCHITECT
 1100 N. LAKE SHORE DRIVE
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 TEL: 312.427.1234
 FAX: 312.427.1235
 WWW.SANTIAGOCALATRAVA.COM

PERKINS+WILL
 Thornton Tomasetti
 CHICAGO, ILL.

PLAN DEVELOPMENT
 SUBMITTAL
 04.13.2007
 PARTIAL ENLARGED
 SOUTH ELEVATION
 EXHIBIT # 15

DATE	DESCRIPTION



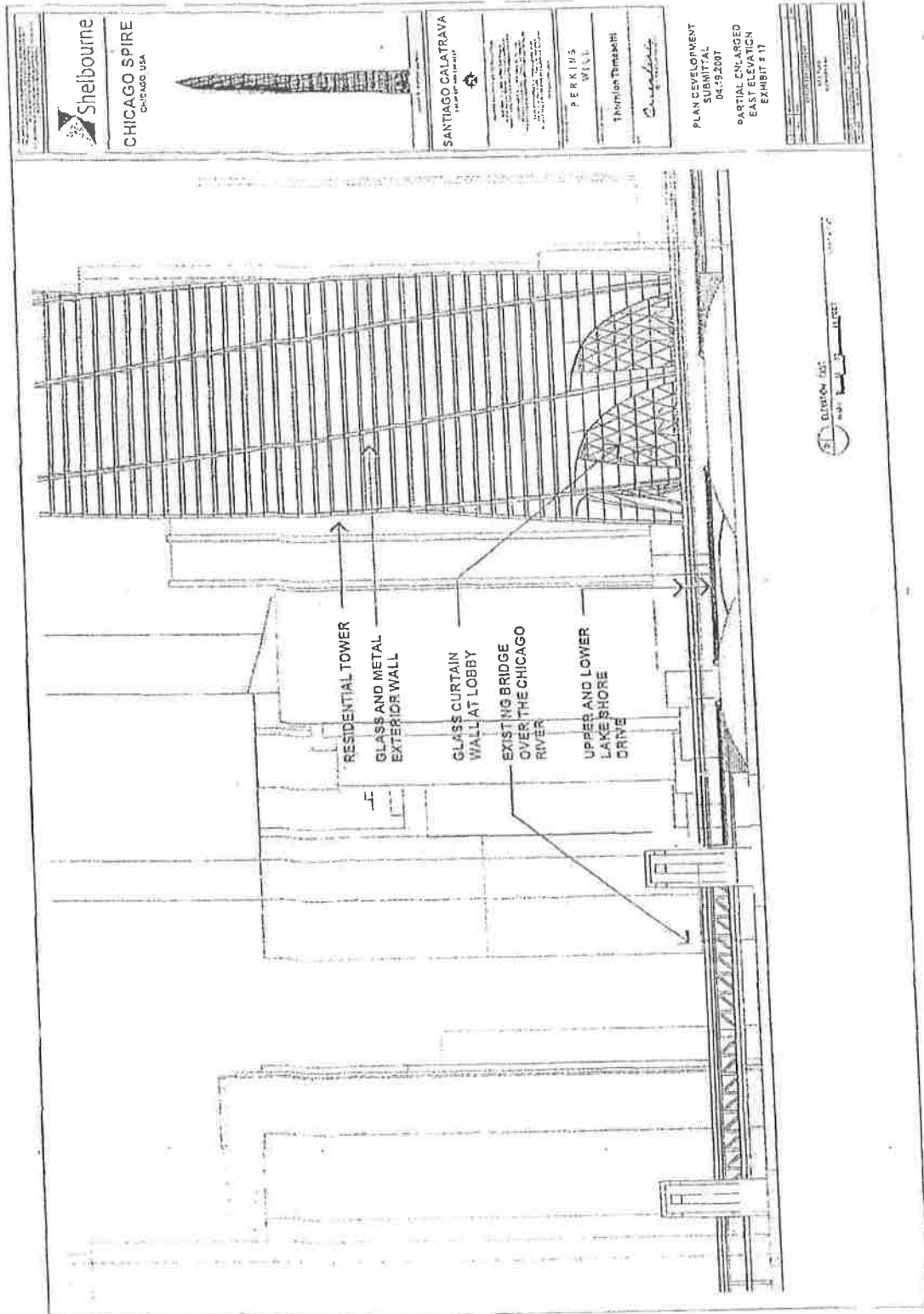
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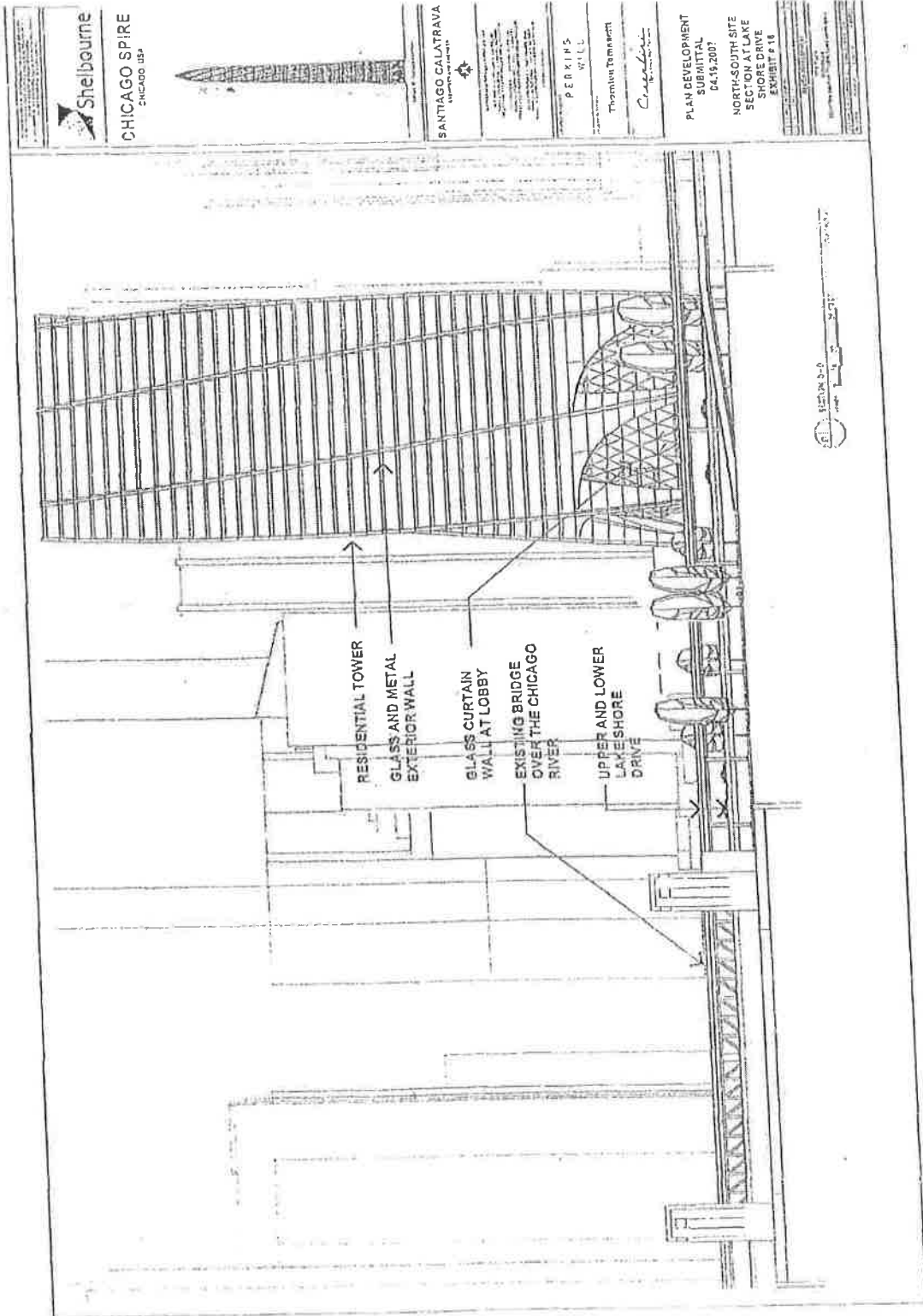


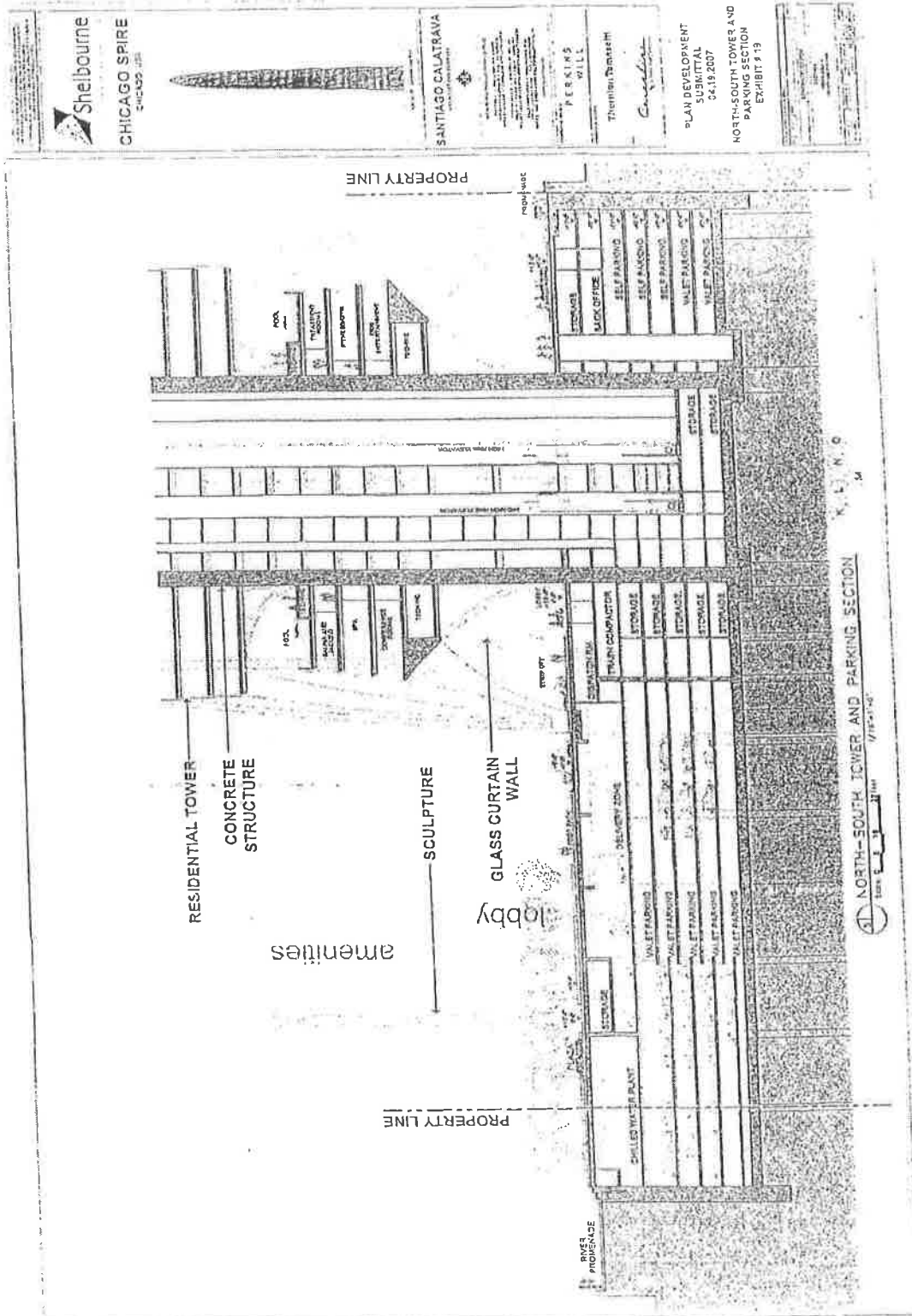
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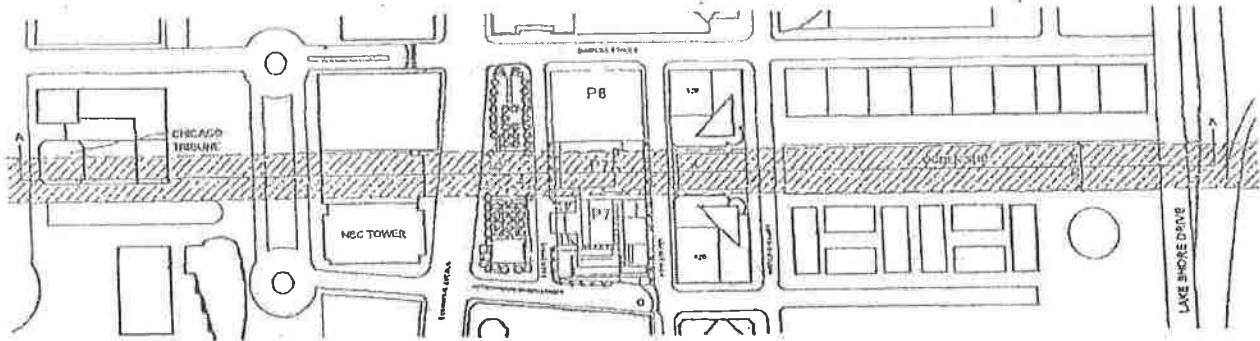
PLAN DEVELOPMENT
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 04.19.2011
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 SITE SECTION
 EXHIBIT # 16

DATE	DESCRIPTION

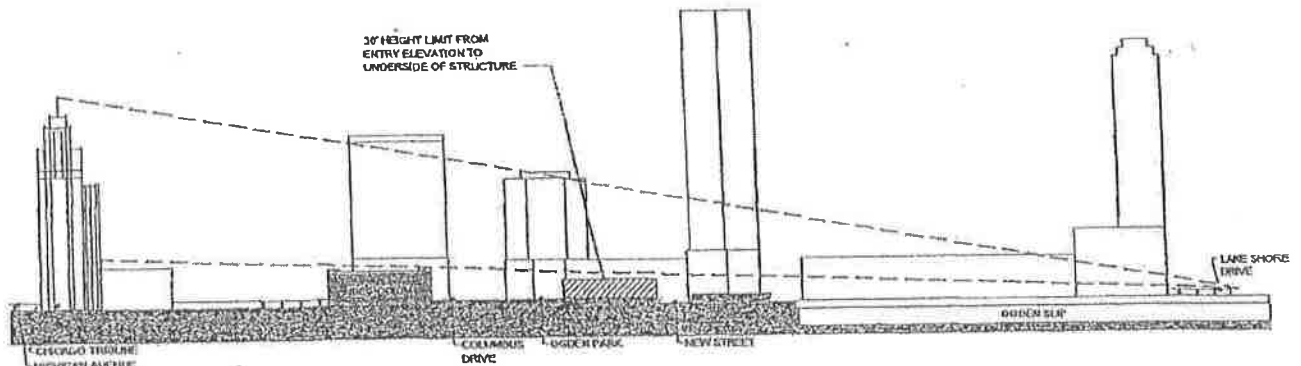








SITE PLAN INDICATING 100' VIEW CORRIDOR



SITE SECTION "A" THROUGH VIEW CORRIDOR

VIEW CORRIDOR PROGRAM

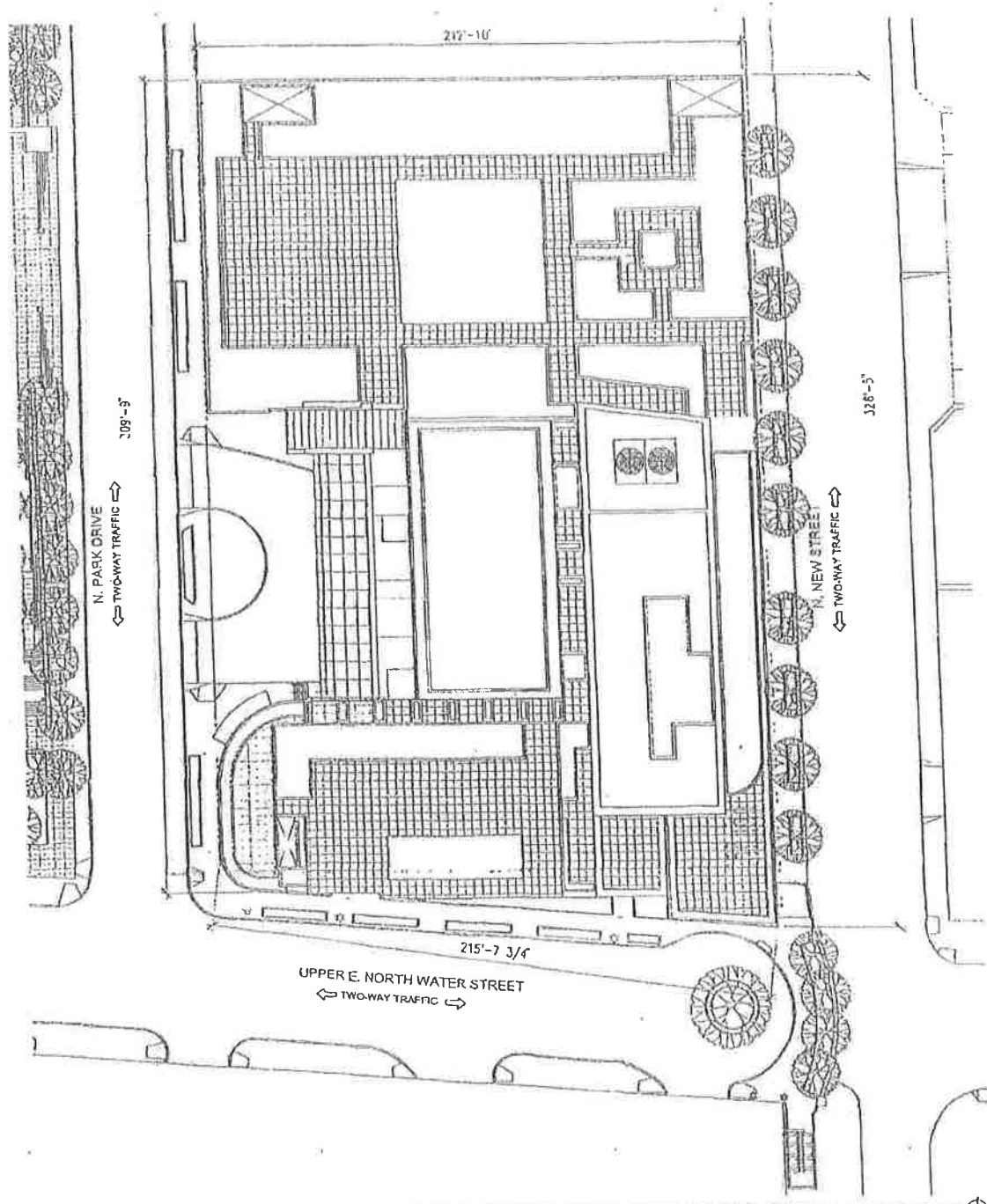
Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

NTS 



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OVERALL SITE PLAN

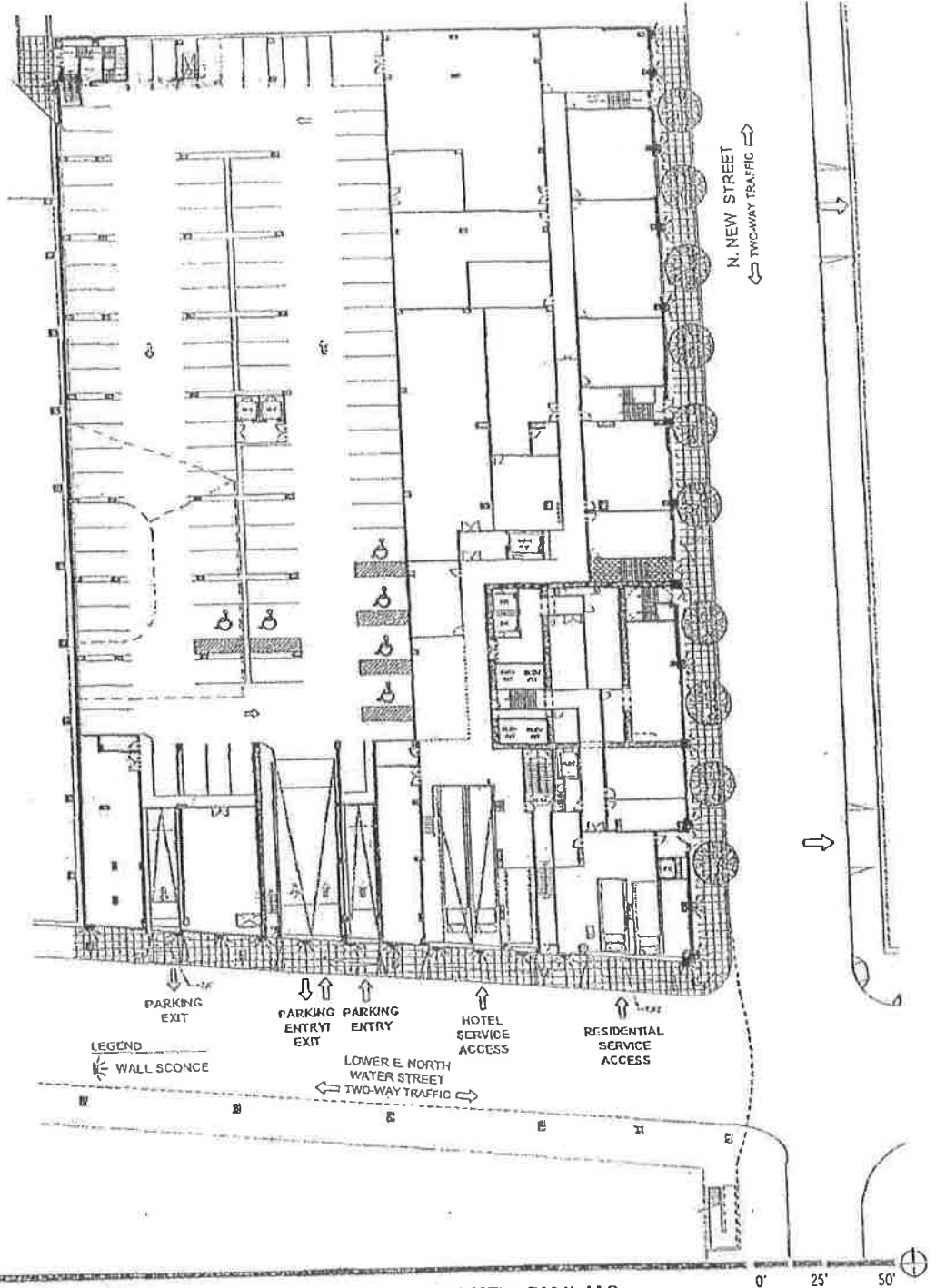


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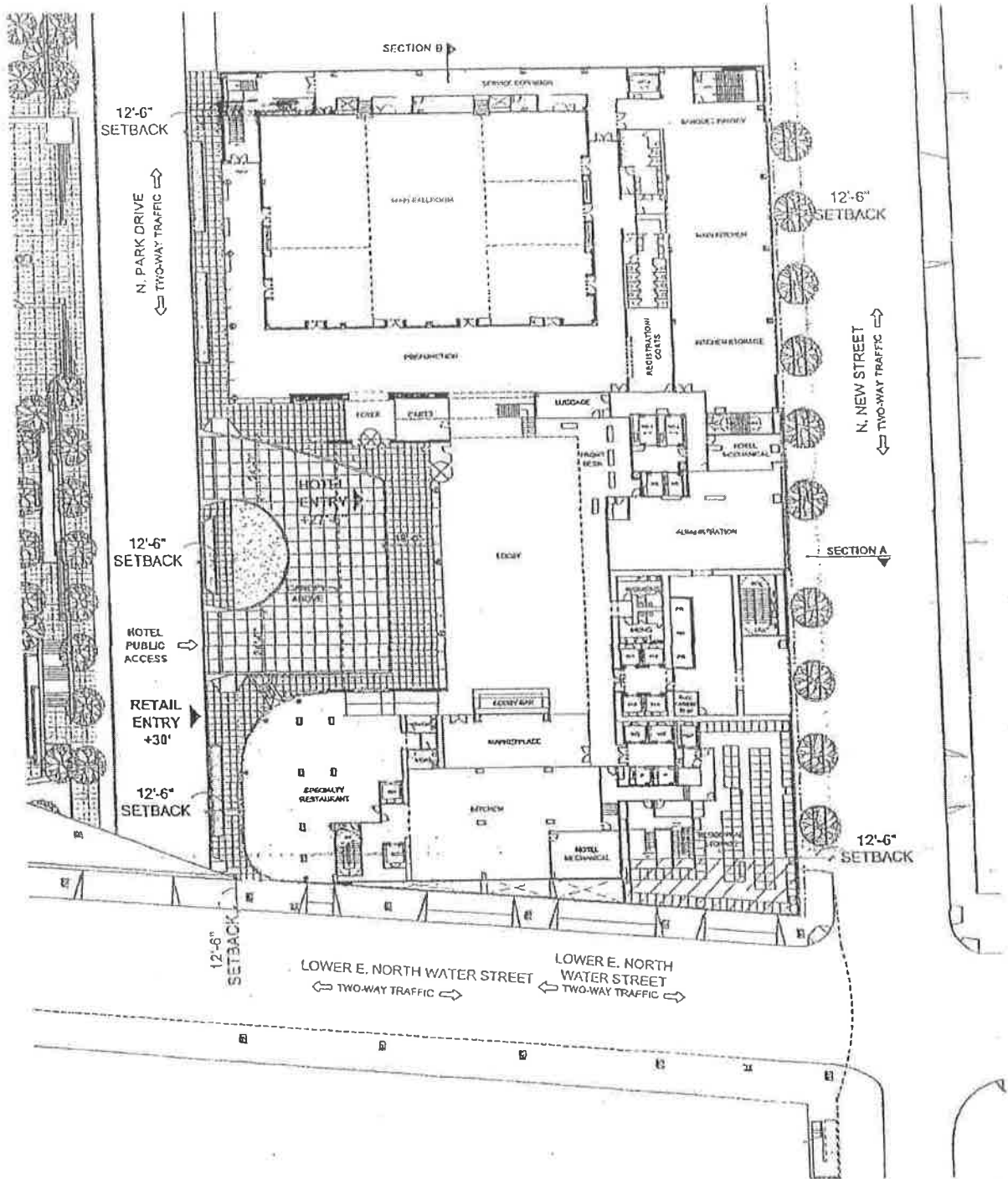
**LOWER E. NORTH
WATER STREET PLAN**



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 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:



**NORTH PARK DRIVE
STREET PLAN**

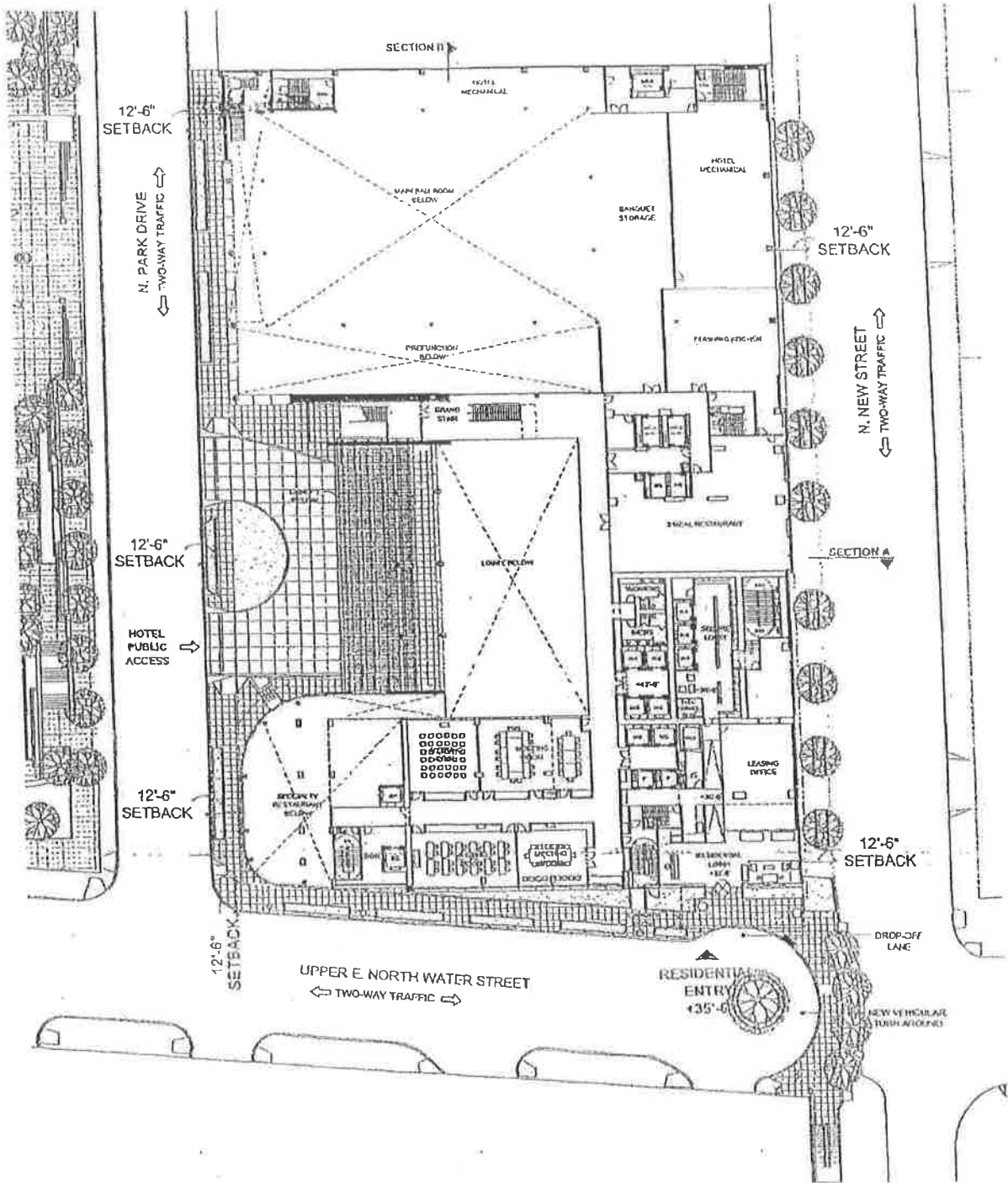


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Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

0' 25' 50'



UPPER E. NORTH WATER STREET PLAN

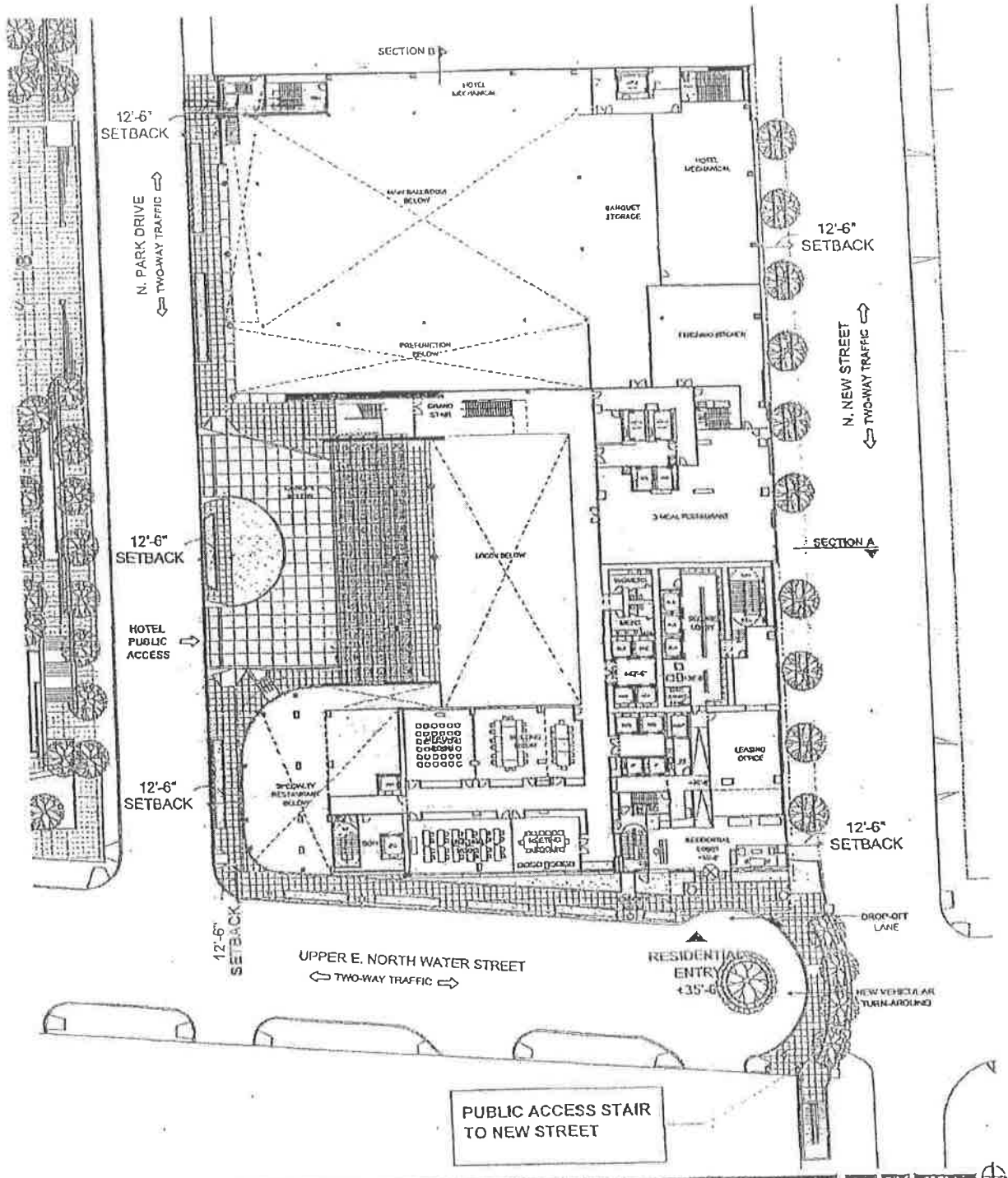


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Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:





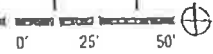
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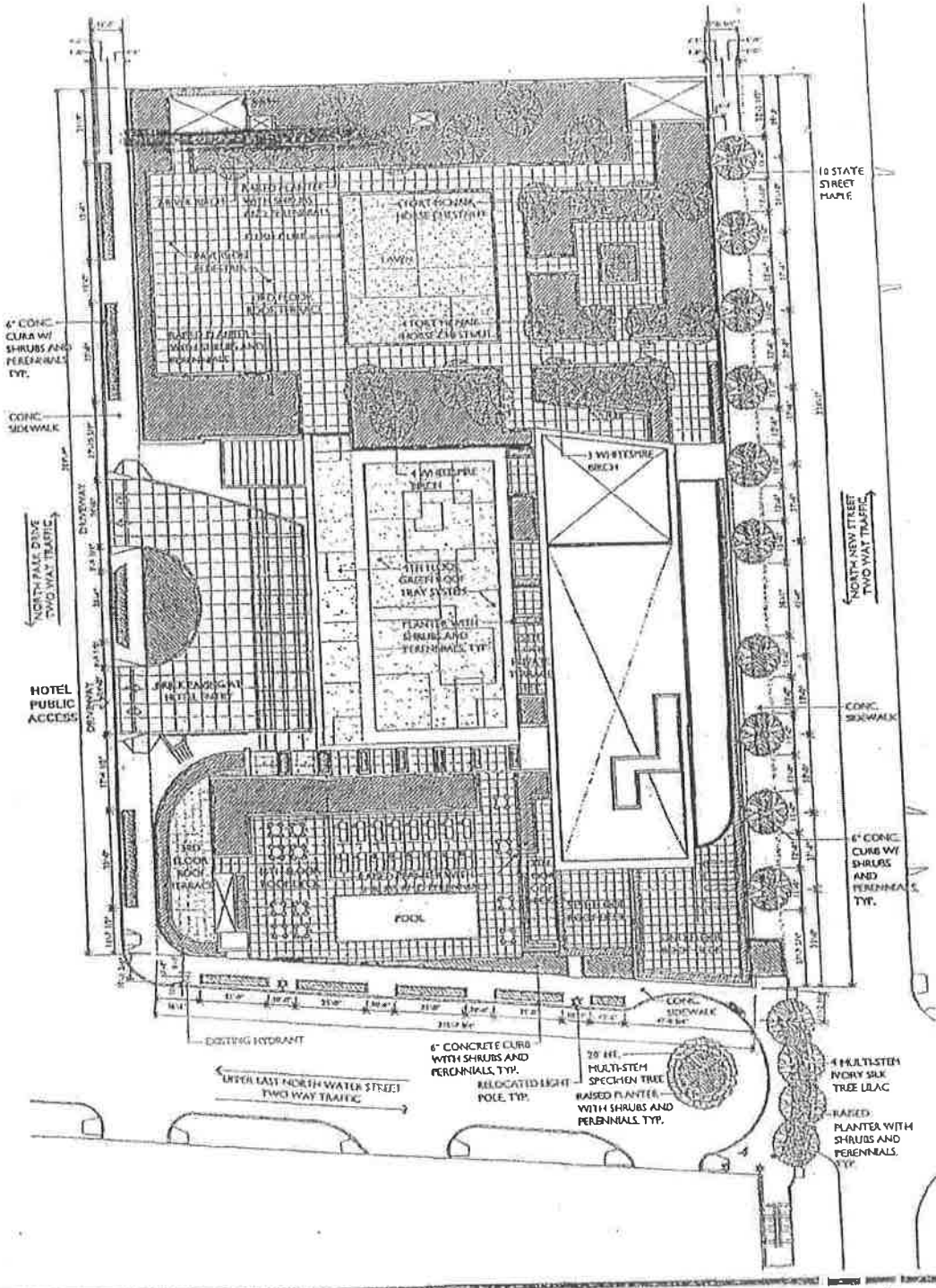


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Address: 320-42 E. Upper North Water St.;
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Date: May 24, 2012
Revised:





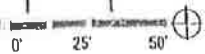
LANDSCAPE PLAN

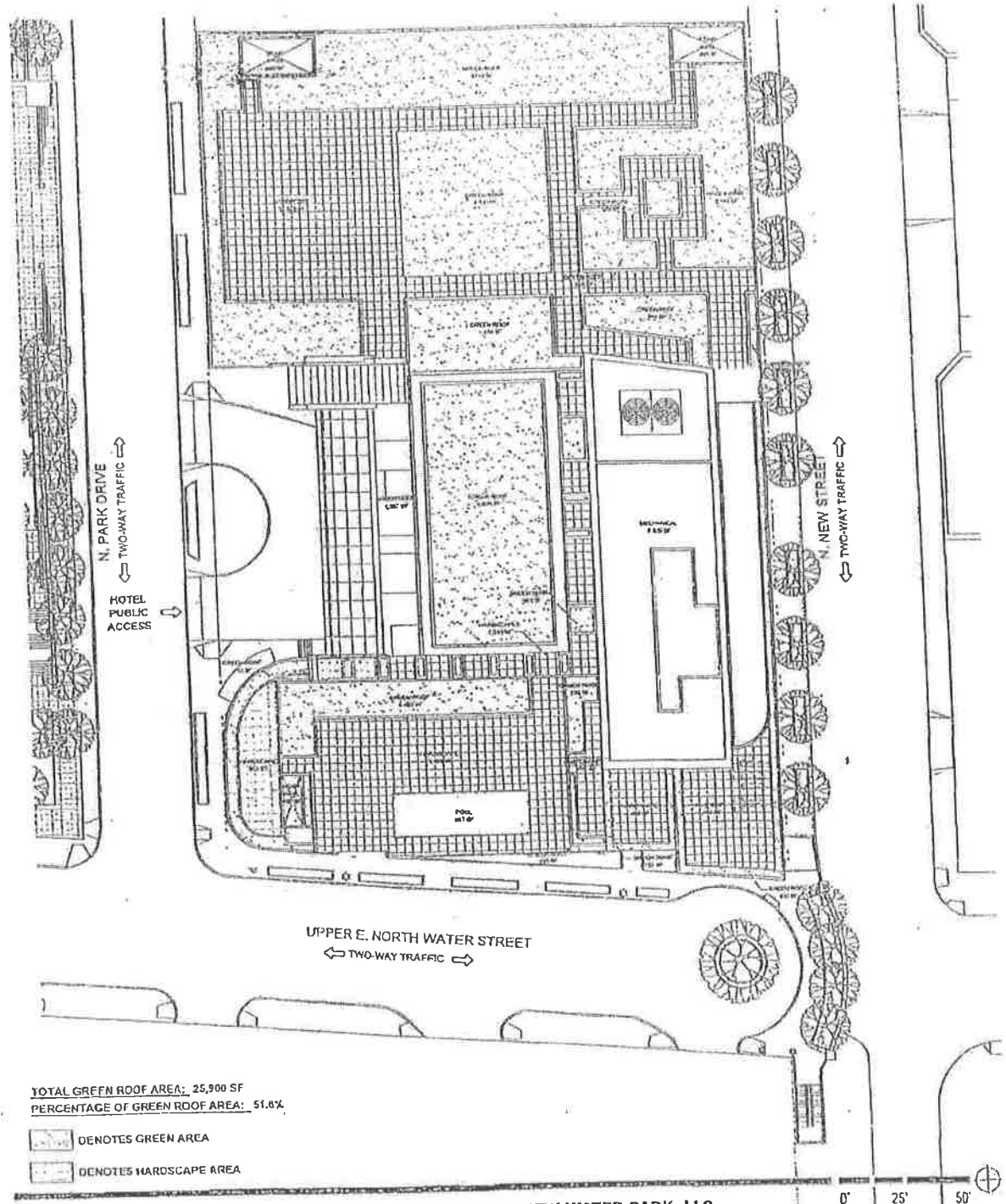


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Applicant: NEW WATER PARK, LLC
 Address: 320-42 E. Upper North Water St.;
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 432-62 N. New St.

Date: May 24, 2012
 Revised:





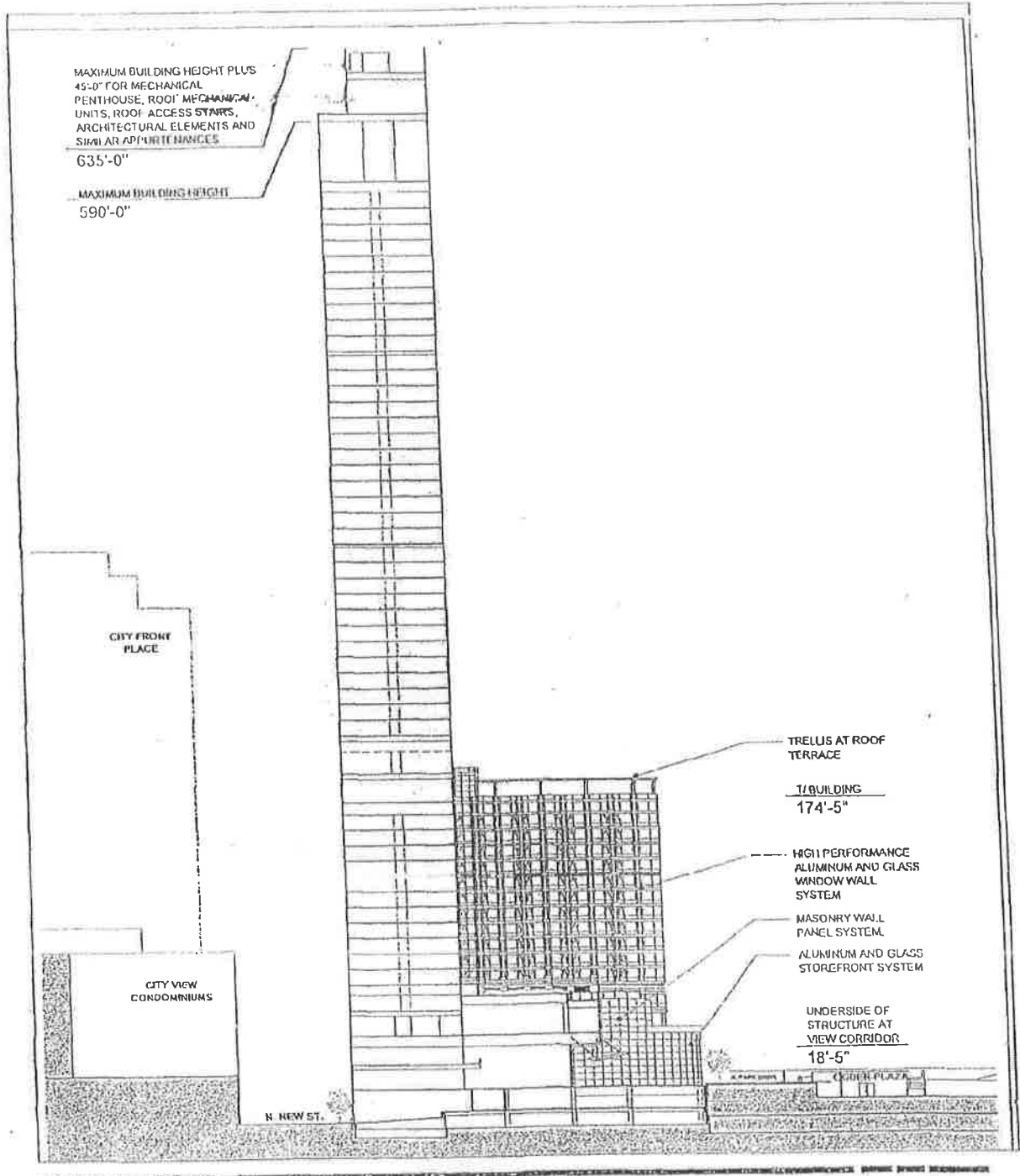
GREEN ROOF PLAN



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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
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 432-62 N. New St.

Date: May 24, 2012
Revised:



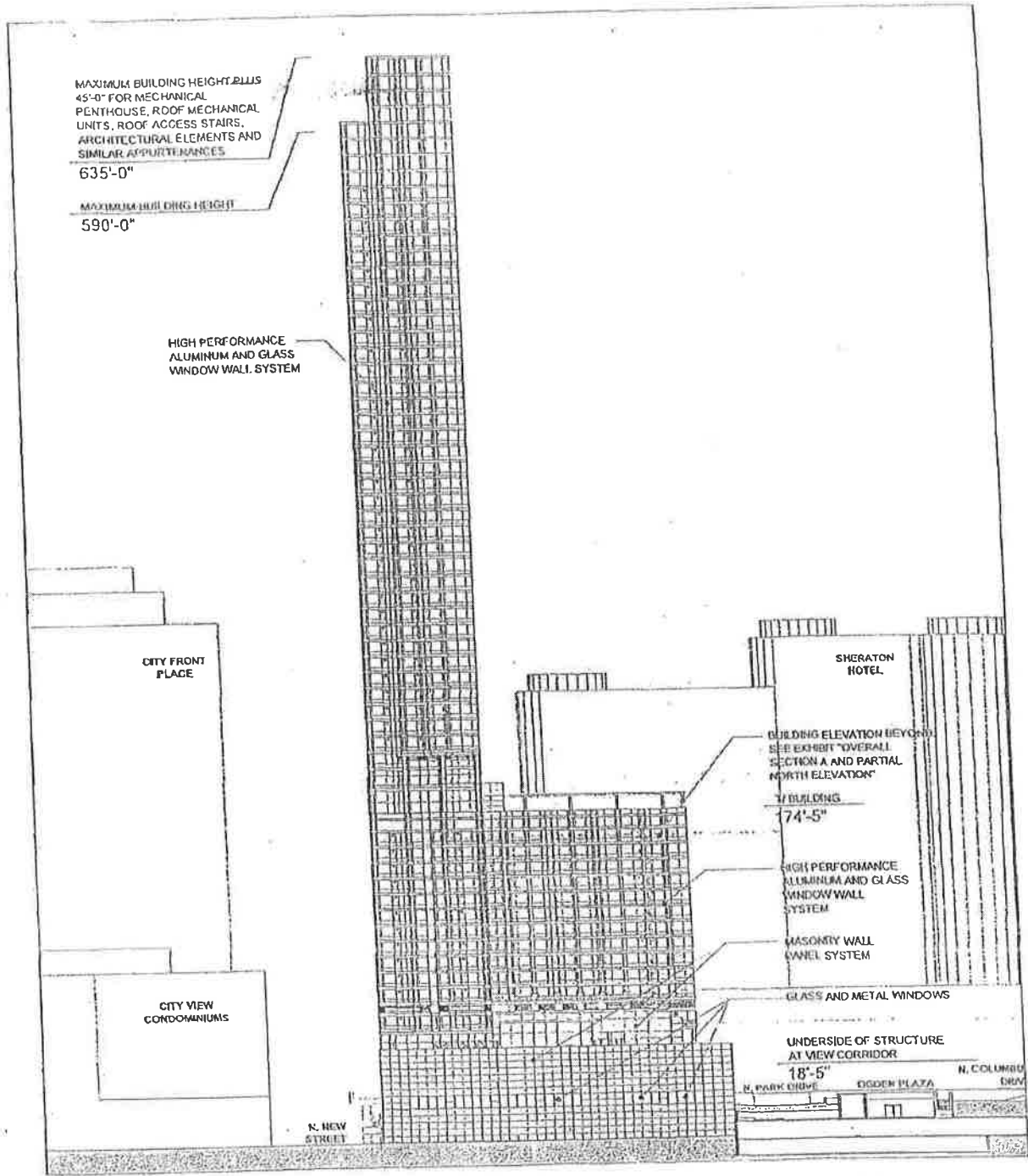
**OVERALL SECTION A AND
PARTIAL NORTH ELEVATION**



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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
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Date: May 24, 2012
Revised:



NORTH ELEVATION

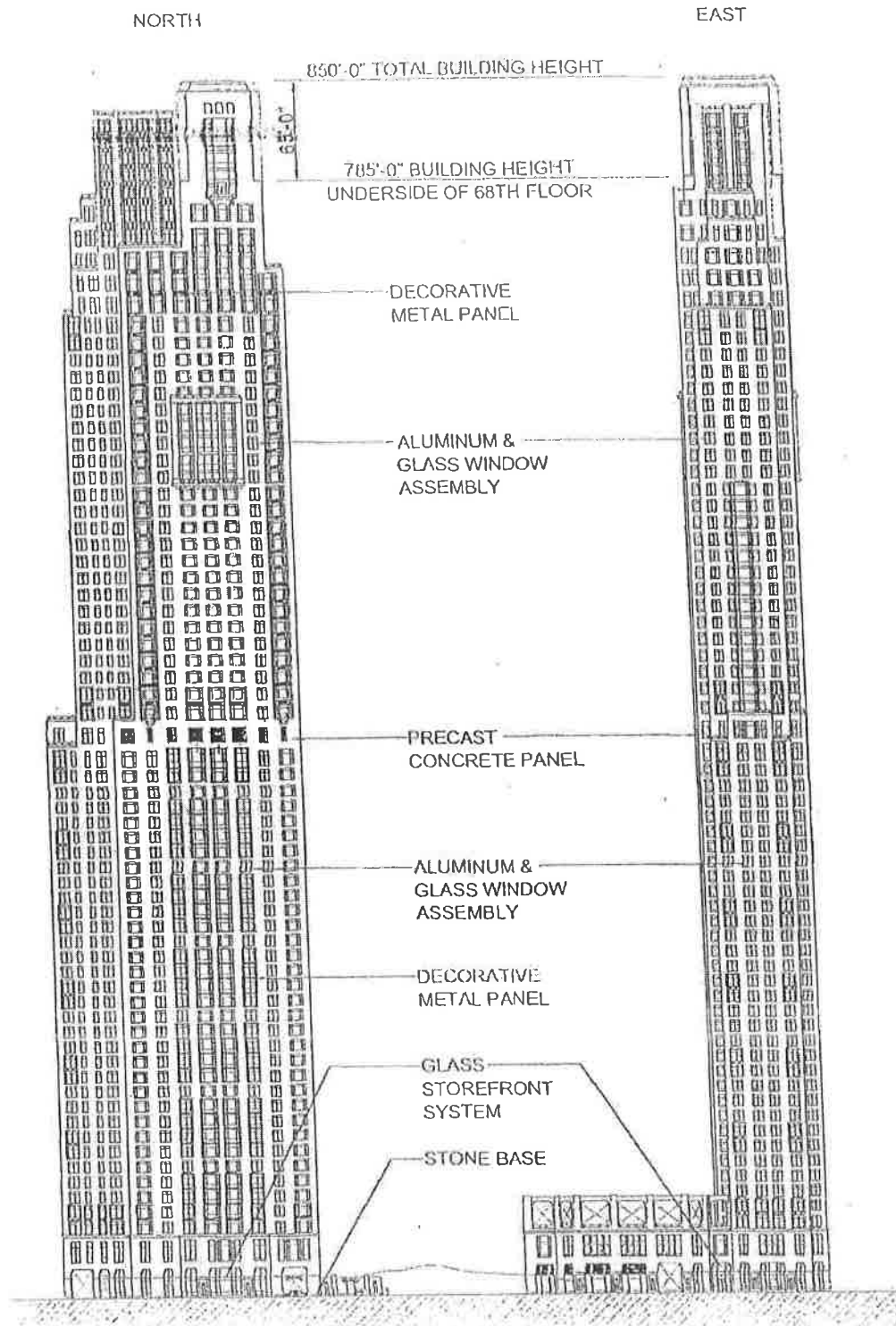


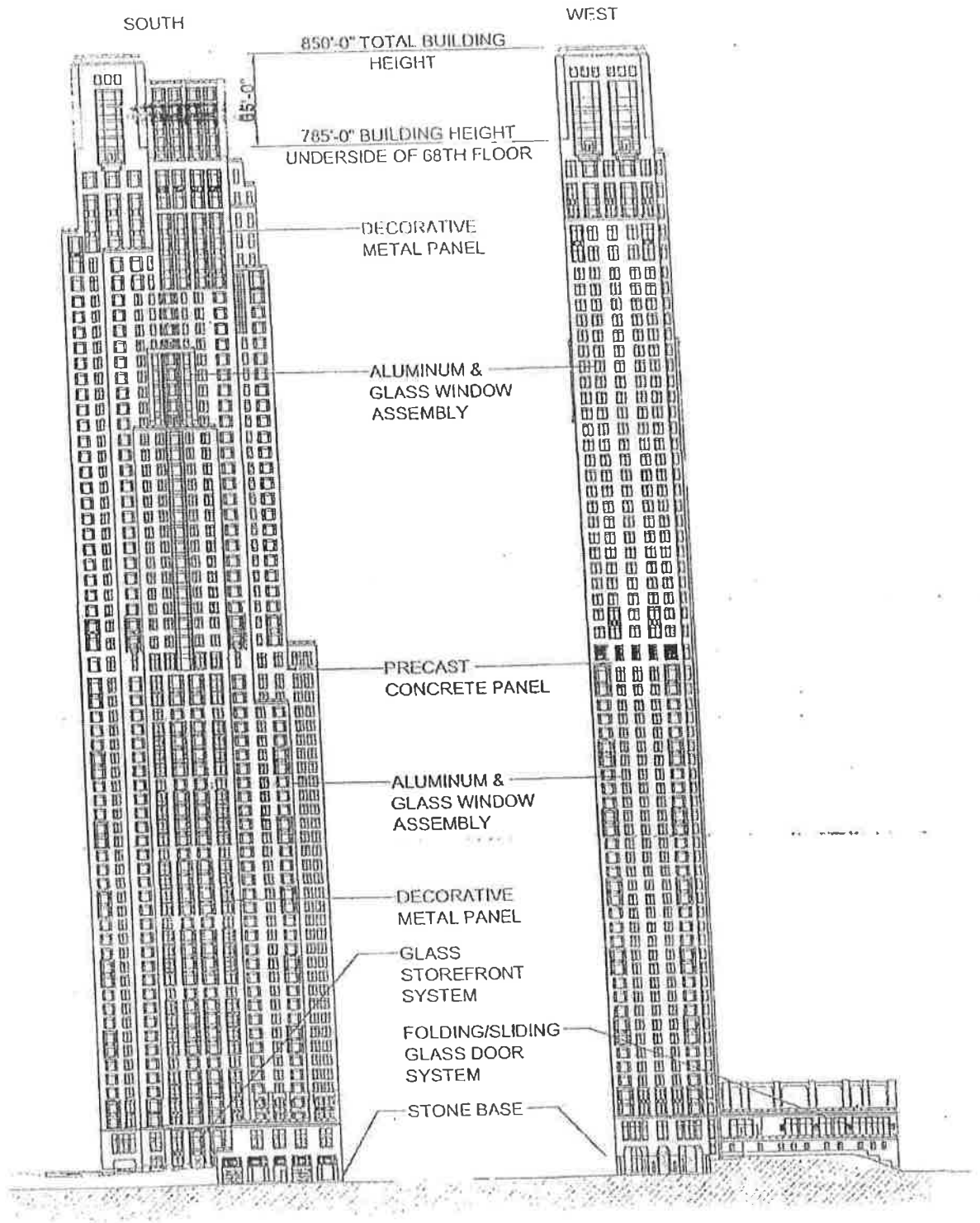
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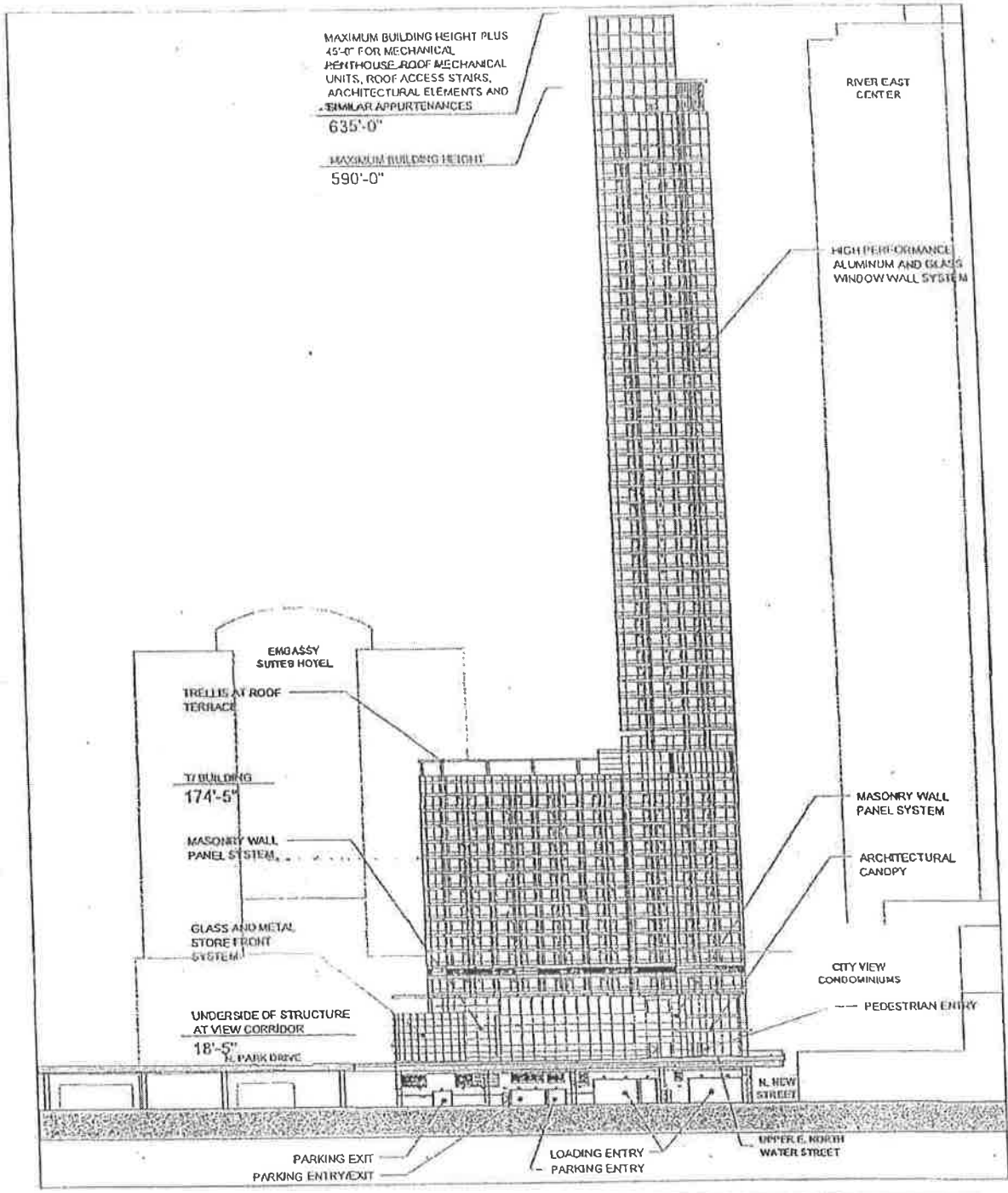
Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:









SOUTH ELEVATION

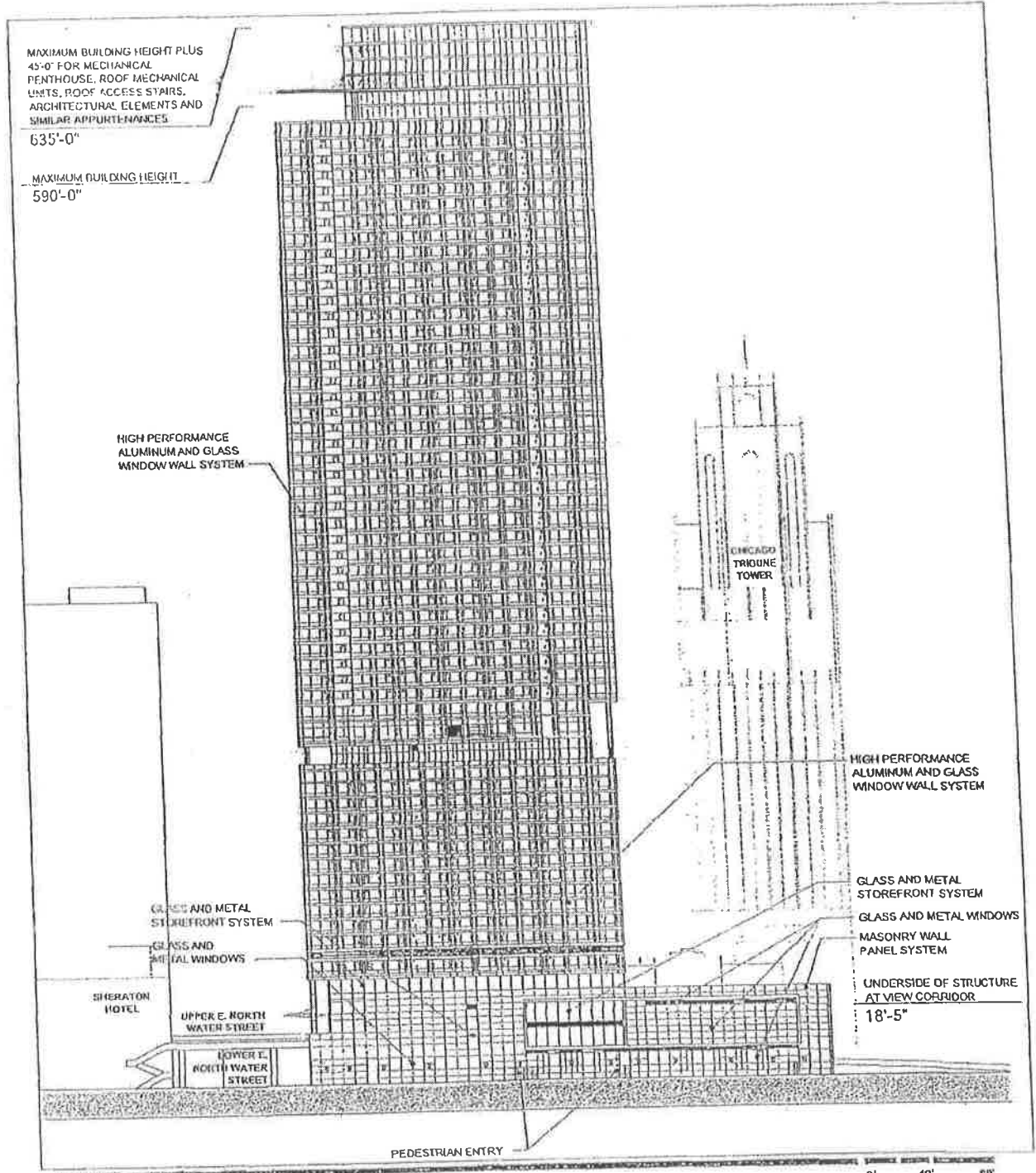
Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:



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0' 40' 80'



EAST ELEVATION

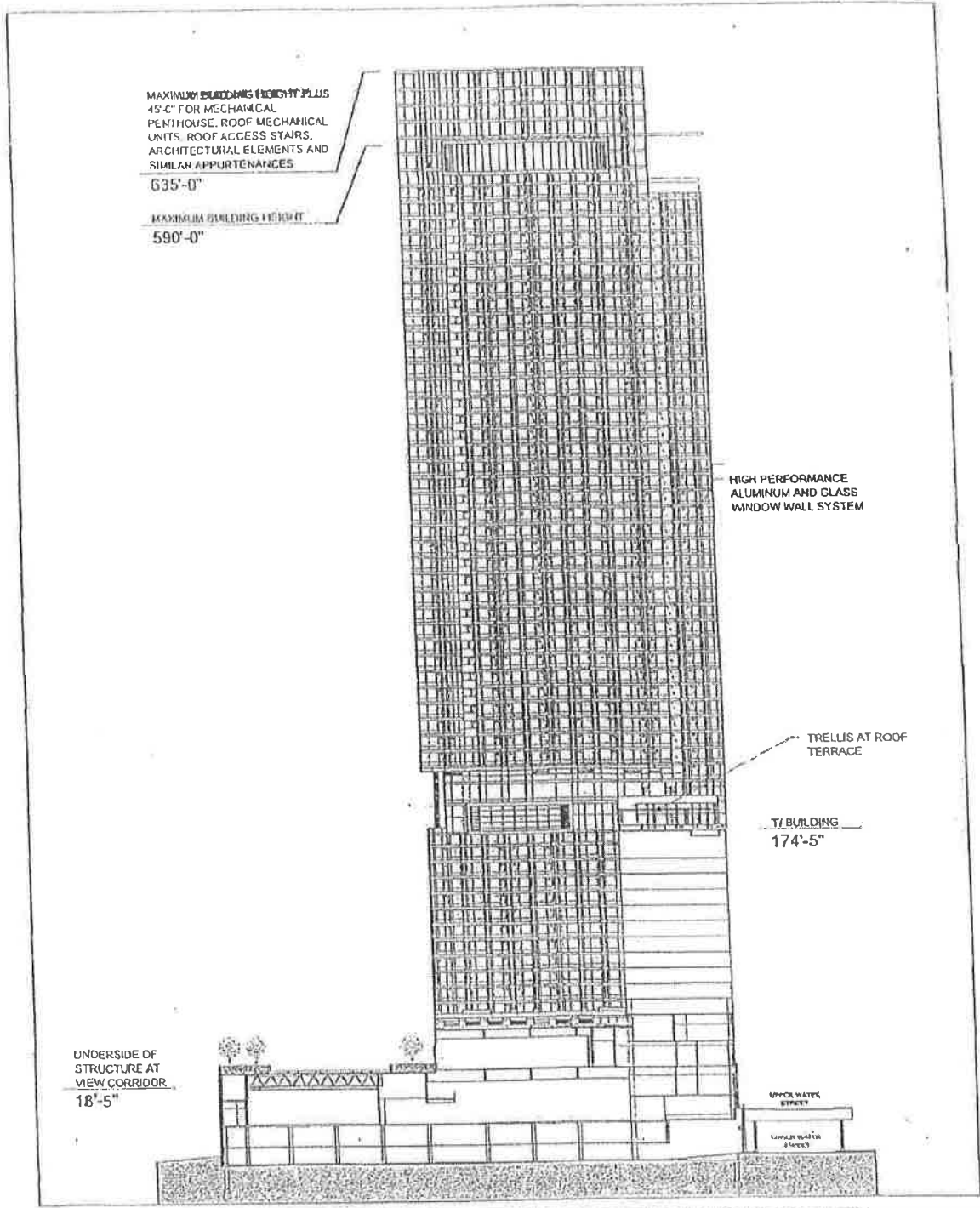
Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:



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0' 40' 80'



**WEST ELEVATION AT
TOWER AND PARTIAL
NORTH-SOUTH SECTION B**

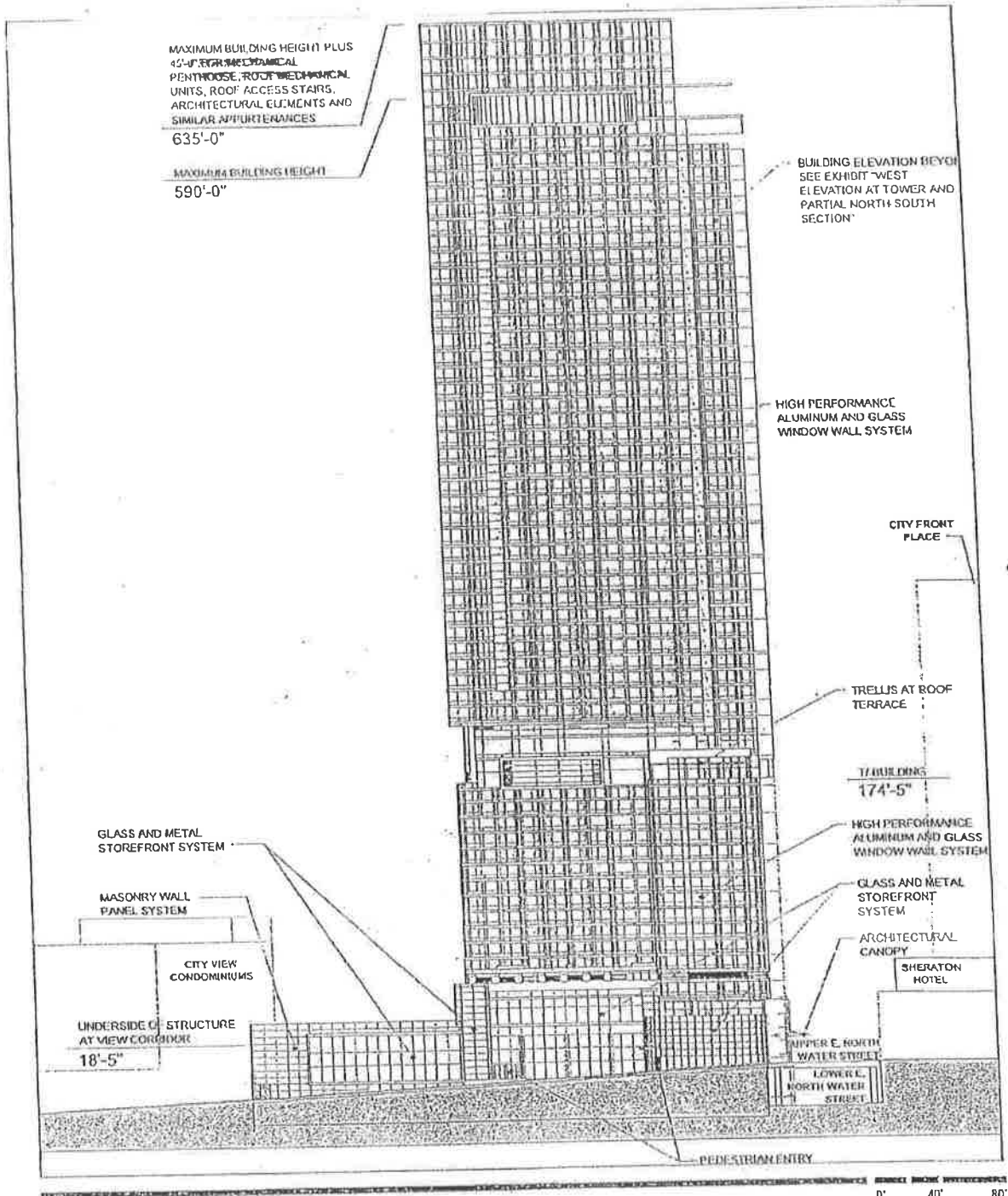


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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

0 40 80



**WEST ELEVATION AT
NORTH PARK DRIVE**

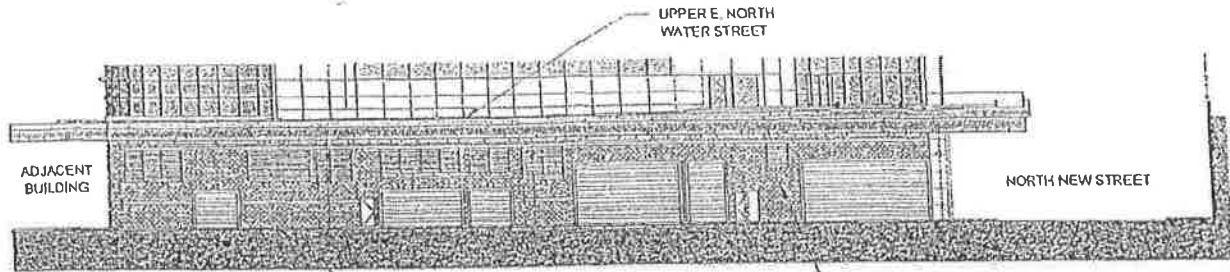


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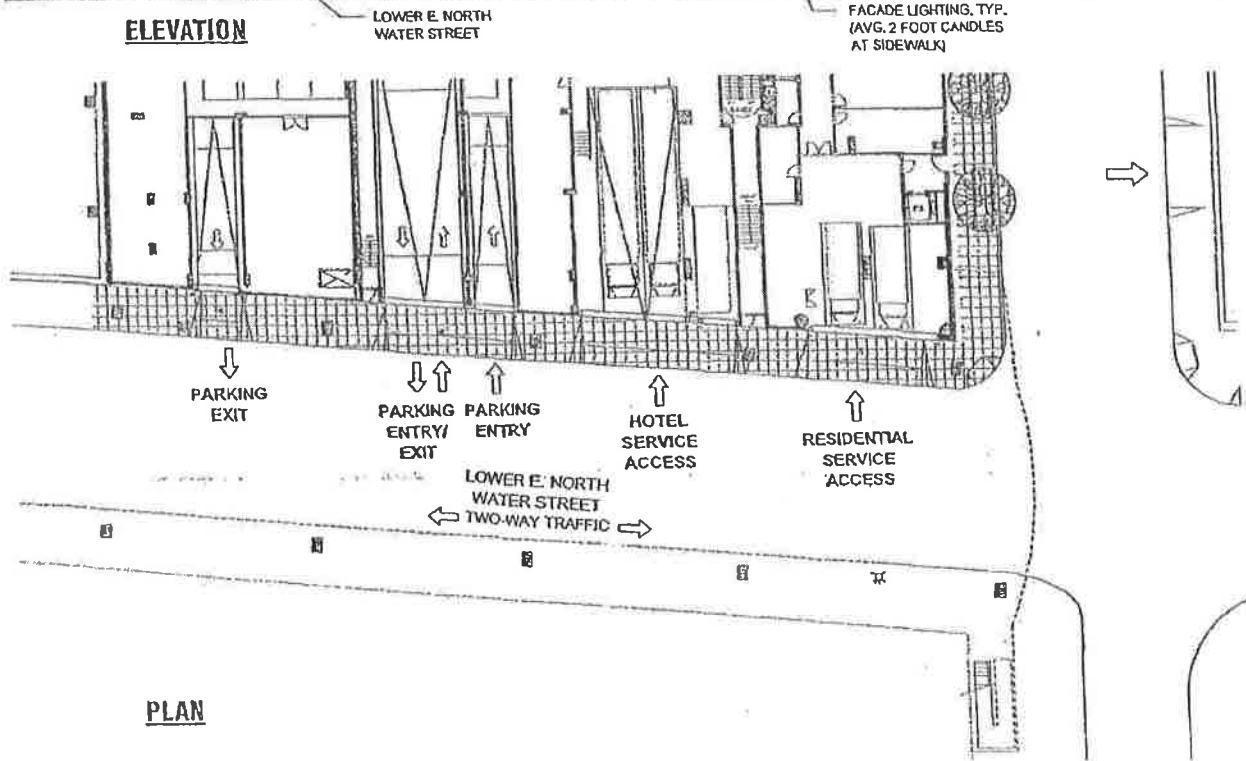
Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

0' 40' 80'



ELEVATION



PLAN



**PROPOSED LOWER E.
NORTH WATER STREET
PLAN & ELEVATION
WITH LIGHTING CONCEPT**

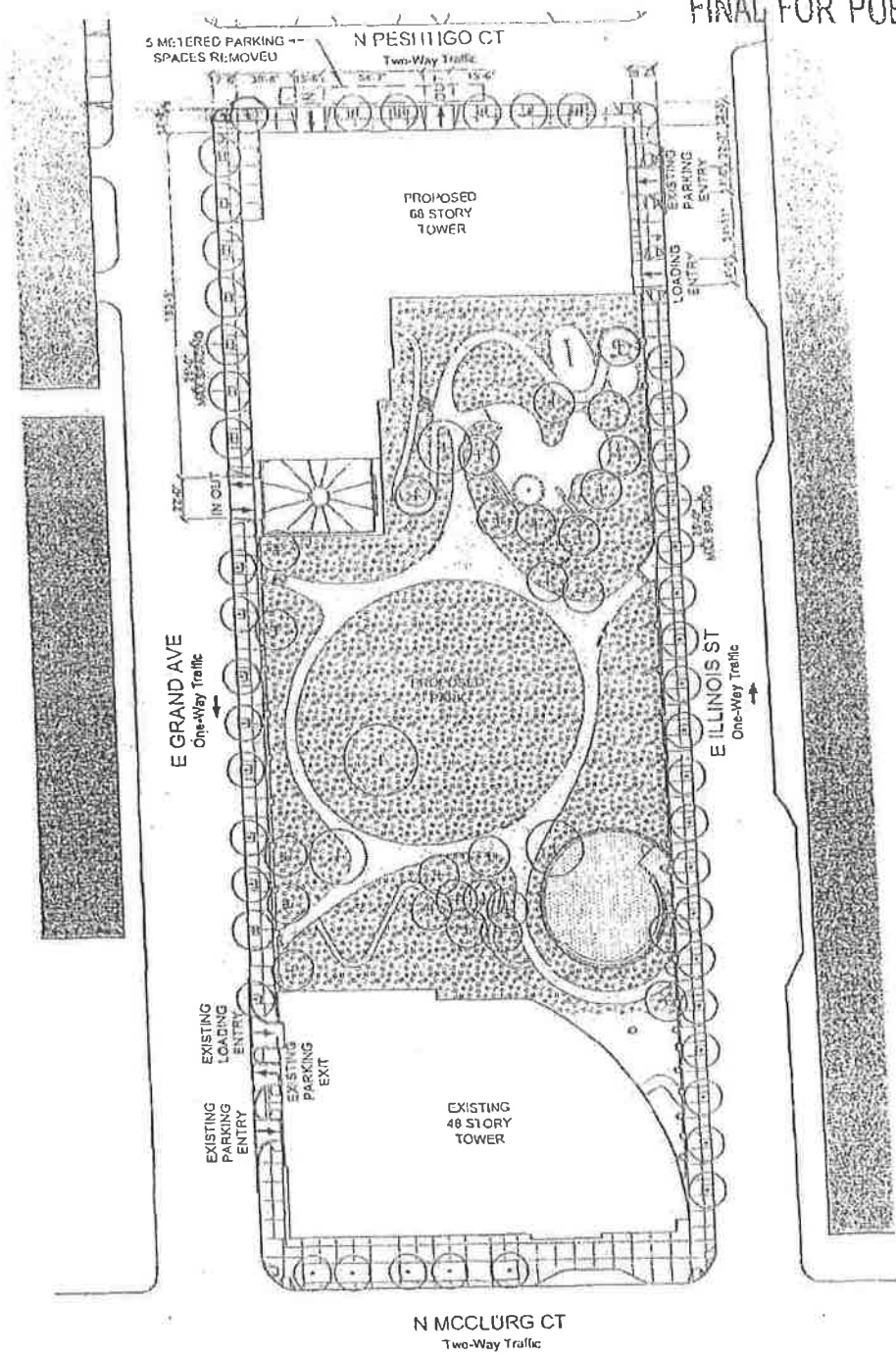
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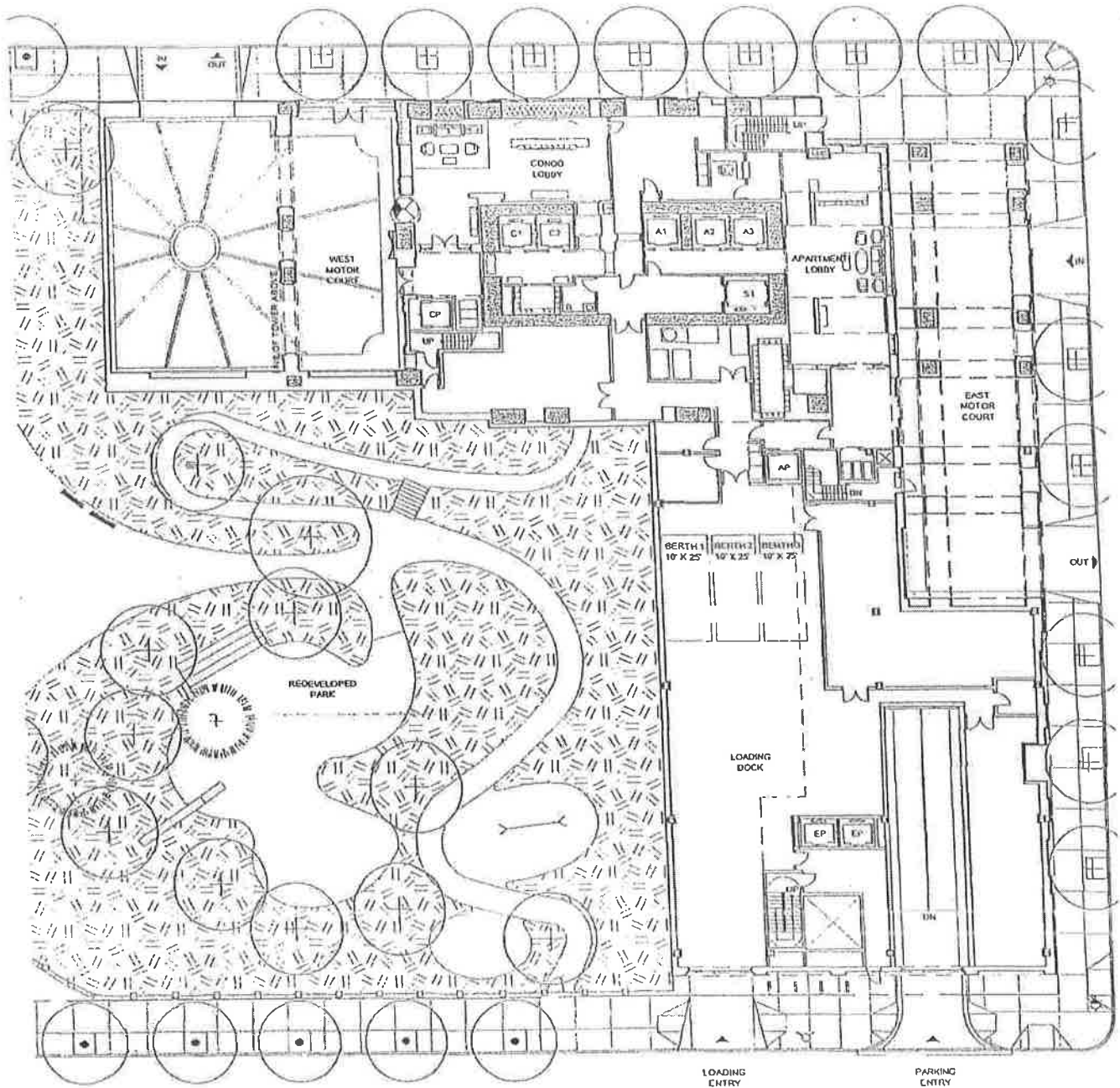
Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:



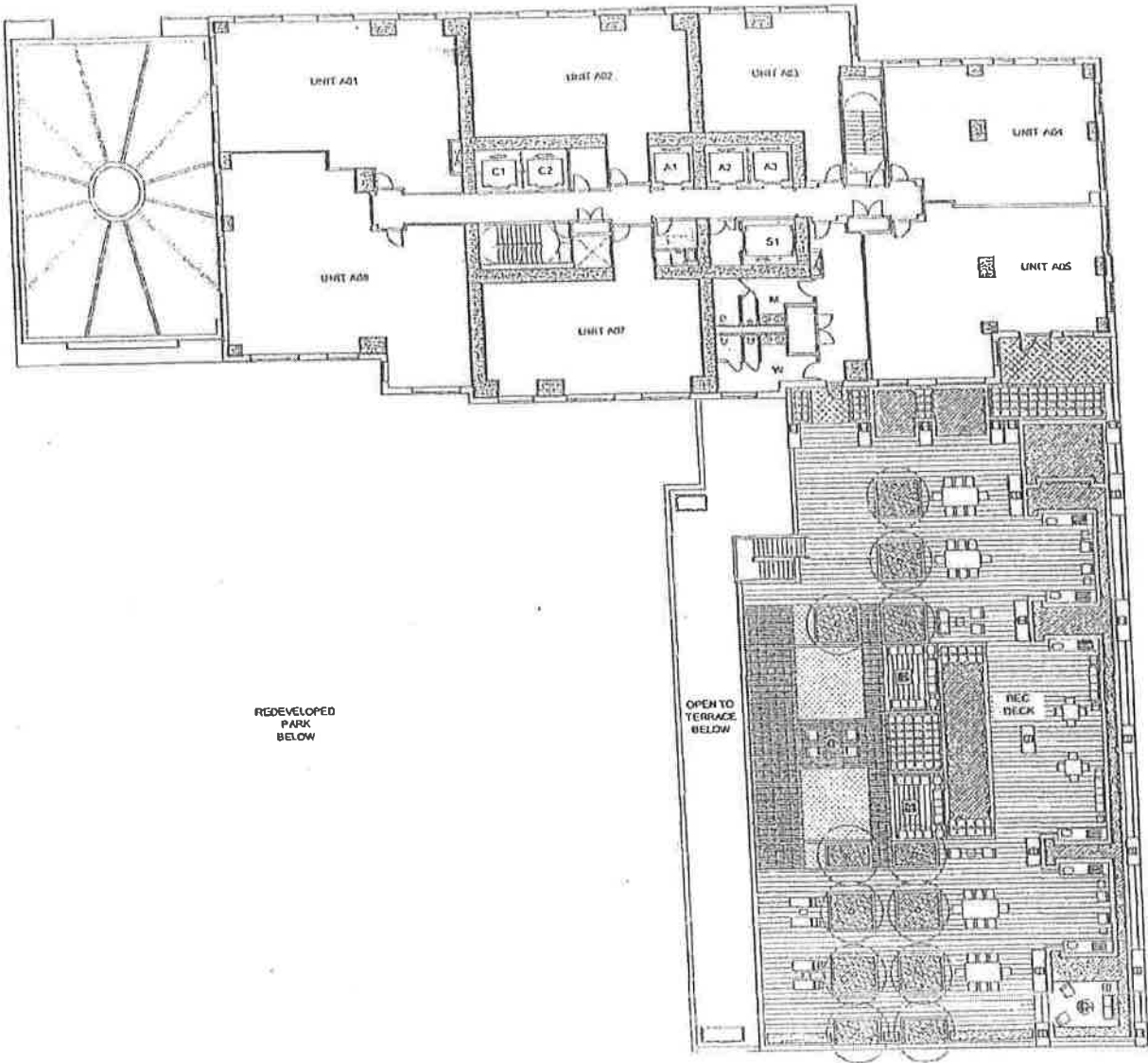
FINAL FOR PUBLICATI





Applicant: RMW Streeterville, LLC
Address: 451 East Grand Avenue, Chicago IL 60611
Introduction Date: September 10, 2014
Plan Commission: December 18, 2014

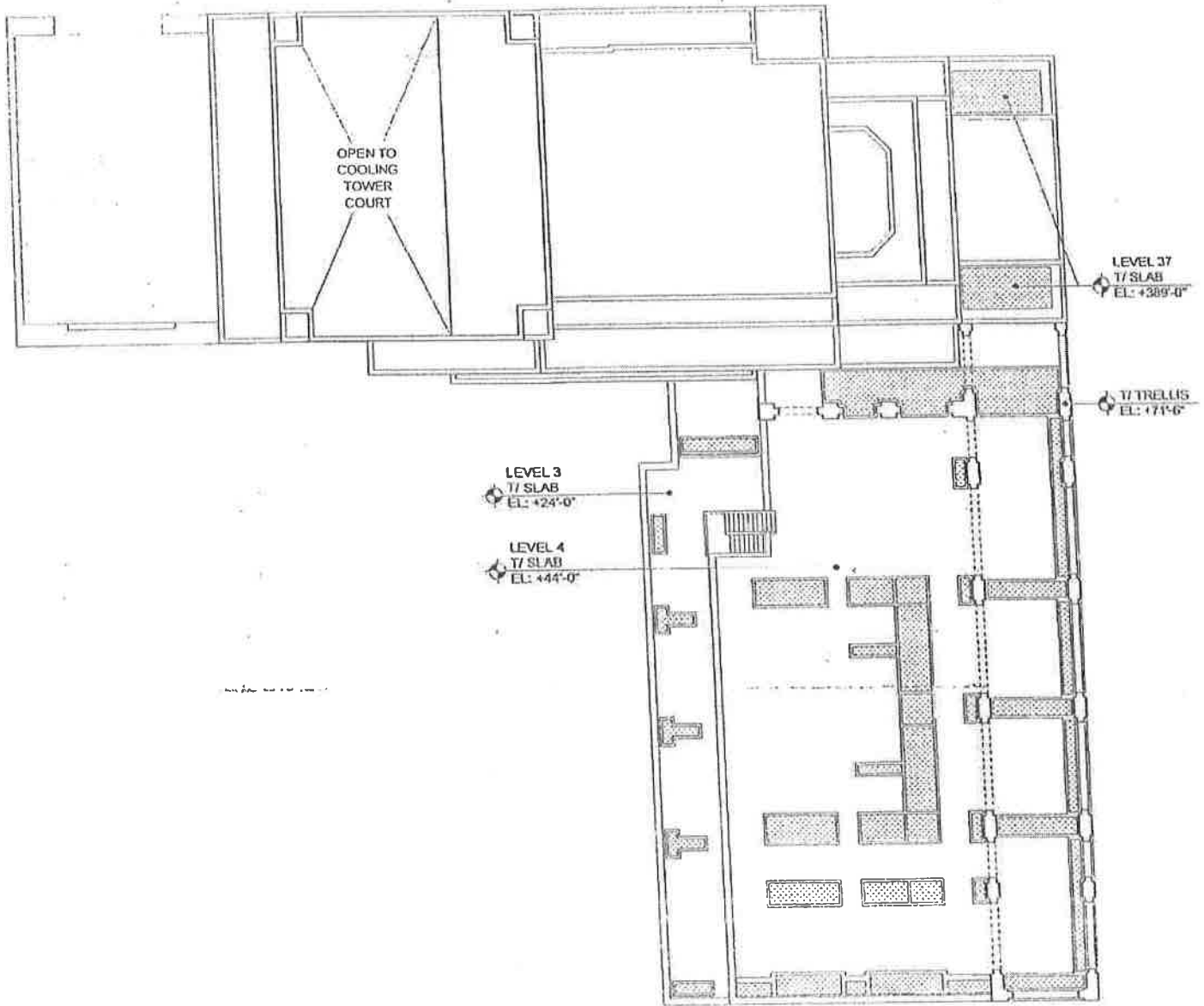
GROUND FLOOR
SCALE 1/32" = 1'-0"



Applicant: RMW Streeterville, LLC
Address: 451 East Grand Avenue, Chicago IL 60611
Introduction Date: September 10, 2014
Plan Commission: December 18, 2014

REC DECK LEVEL +44'
SCALE: 1/32"=1'-0"





GREEN ROOF CALCULATION

TOTAL GROSS-AREA OF ROOF = 21,325 SF

NET AREA OF ROOF = 16,589 SF

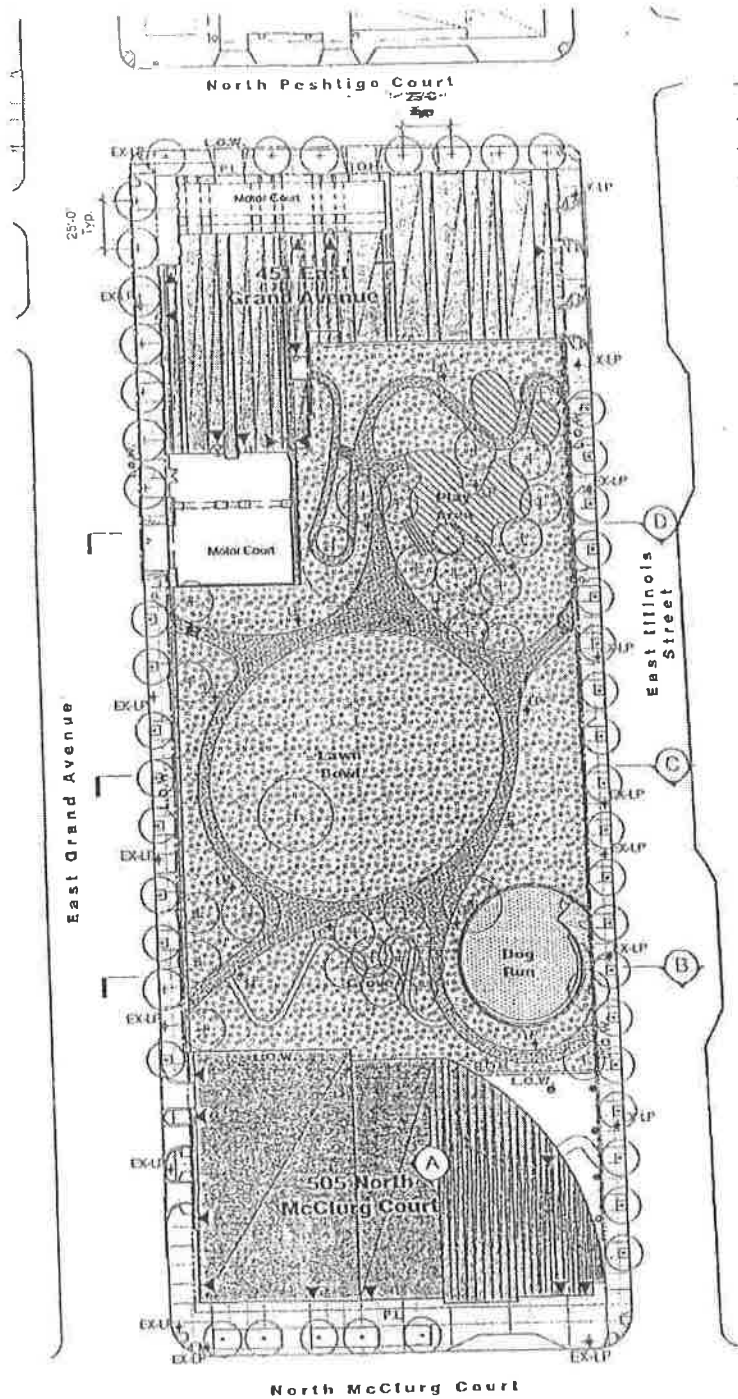
TOTAL AREA OF GREEN ROOF PROVIDED ON TOWER = 2,177 SF

RAINWATER HARVESTING WILL BE AN INTEGRAL PART OF PROJECT IRRIGATION. A SEPARATE RAINWATER COLLECTION TANK WILL BE PROVIDED AND WILL PROVIDE WATER FOR THE IRRIGATION OF THE AMENITY DECK LANDSCAPE

GREEN ROOF PLAN

SCALE: 1/32" = 1'-0"





Landscape Plan Legend

- L.O.W. — Limit of Work
- P.L. --- Property Line
- B.O.H. --- Building Overhang
- P.P.B. --- Pocket Park Boundary
- 4" I Metal Fence
- 4'H Metal Gate
- Dog Run Chain Link Fence
- Dog Run Chain Link Gate
- ▼ Building Entry
- * Play Equipment - Slide
- ≡ Steps
- ... Bike Racks
- EX-LP Existing Light Pole
- LP Light Pole
- ▬ Bleacher Seating
- ▬ Bench Seating
- Asphalt Pavement, <5% Slope
- Concrete Pavement
- Decomposed Granite Pavement
- Play Mulch
- Lawn
- Existing Street Tree
- + Proposed Deciduous Tree (48 Trees)
- ⊕ Proposed Coniferous Tree (2 Trees)

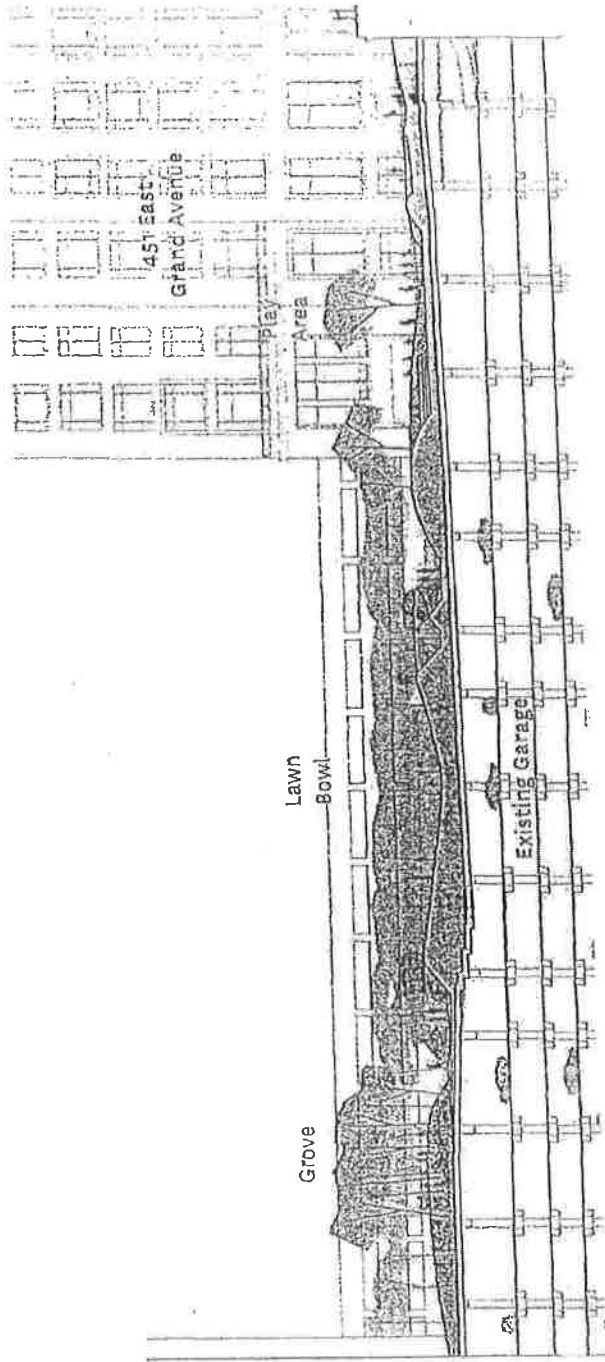
Landscape Information

Total Site Area: 70,250 SF
 Landscape Area: 50,950 SF

Applicant: RMW Streeterville, LLC
 Address: 451 East Grand Avenue, Chicago IL 60611
 Introduction Date: September 10, 2014
 Plan Commission: December 18, 2014

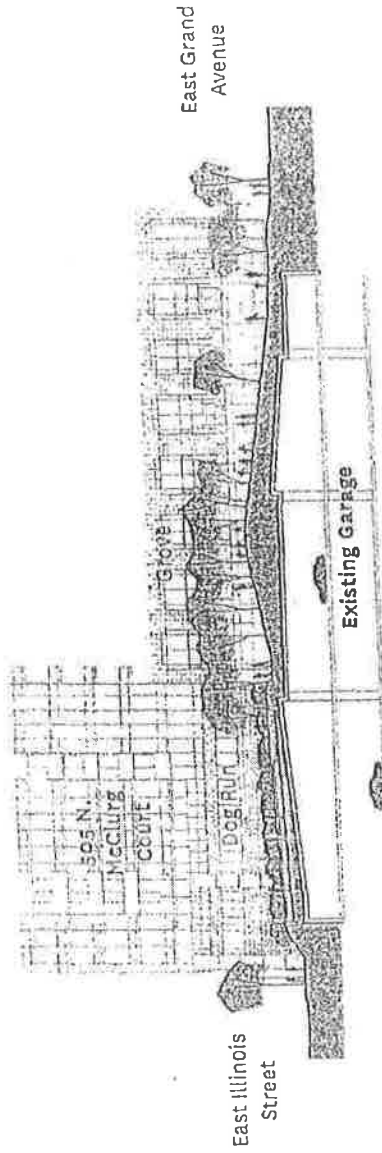
LANDSCAPE PLAN
 SCALE: 1"=80'





505 N. McClurg Court

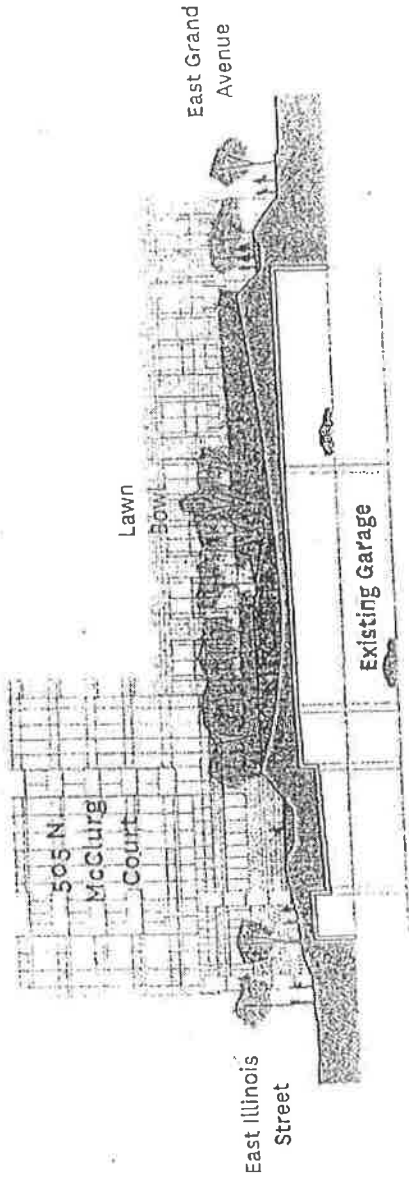
A - section



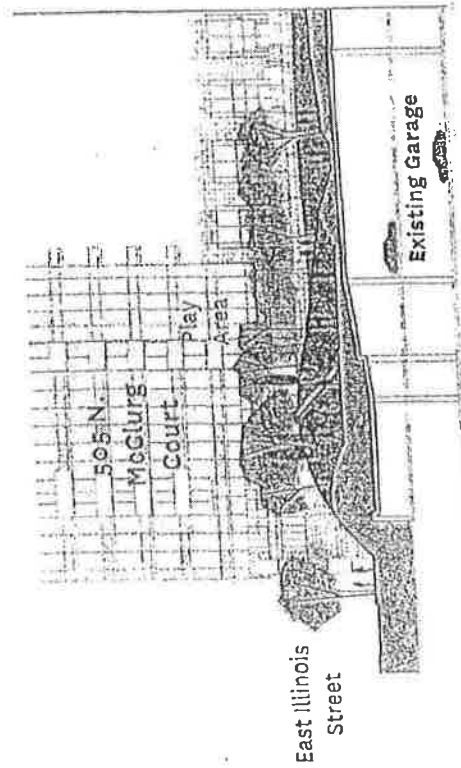
B - section

Applicant: RMW Streeterville, LLC
 Address: 451 East Grand Avenue, Chicago IL 60611
 Introduction Date: September 10, 2014
 Plan Commission: December 18, 2014

LANDSCAPE SECTIONS
 SCALE: 1" = 40'



C - section



D - section



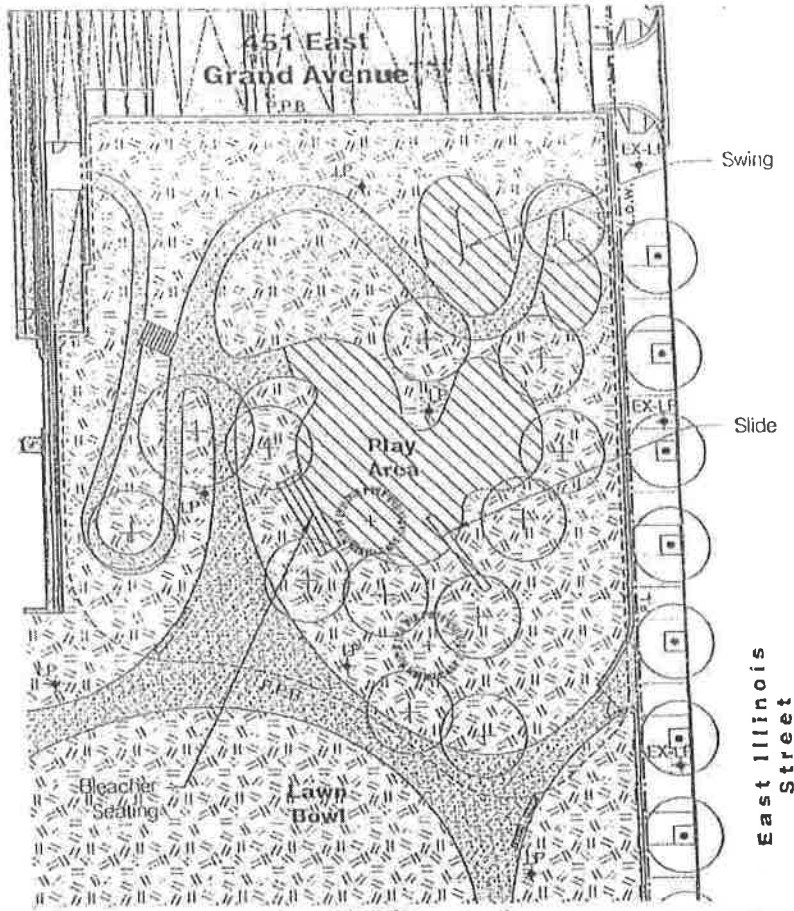
LIST OF POSSIBLE TREE SPECIES

Shade Trees

Scientific Name	Common Name
<i>Quercus robur</i> 'Pyramich'	Skymaster English Oak
<i>Acer campestre</i>	Hedge Maple
<i>Acer ginnala</i>	Amur Maple
<i>Acer saccharum</i> 'Fall Fiesta'	Fall Fiesta Sugar Maple
<i>Aesculus hippocastanum</i> 'Baumannii'	Baumann Horsechestnut
<i>Aesculus octandra</i>	Yellow Buckeye
<i>Carpinus caroliniana</i>	American Hornbeam
<i>Catalpa ovata</i>	Chinese Catalpa
<i>Catalpa speciosa</i>	Northern Catalpa
<i>Celtis laevigata</i>	Sugarberry
<i>Celtis occidentalis</i> 'Chicagoland'	Chicagoland Hackberry
<i>Cladrastis kentukea</i>	American Yellowwood
<i>Fagus grandifolia</i>	American Beech
<i>Fagus sylvatica</i> 'Purpurea'	Copper Beech
<i>Ginkgo biloba</i>	Ginkgo (Male Only)
<i>Ginkgo biloba</i> 'Magyar'	Magyar Ginkgo
<i>Gleditsia triacanthos</i> var. <i>inermis</i> 'Skyline'	Skyline Honeylocust
<i>Gymnocladus dioica</i>	Kentucky Coffeetree
<i>Nyssa sylvatica</i>	Black Gum, Tupelo
<i>Platanus occidentalis</i>	American Sycamore
<i>Platanus x acerifolia</i> 'Morton Euclid'	Ovation London Planetree
<i>Populus tremuloides</i>	Quaking Aspen
<i>Quercus bicolor</i>	Swamp White Oak
<i>Quercus</i> 'Fastigiata' x <i>Q. bicolor</i> 'Long'	Regal Prince English Oak
<i>Quercus macrocarpa</i>	Bur Oak
<i>Quercus prinus</i>	Chesnut Oak
<i>Quercus robur</i>	English Oak
<i>Robinia pseudoacacia</i> 'Chicago Blues'	Chicago Blues Black Locust
<i>Tilia americana</i>	American Linden
<i>Ulmus americana</i> 'Princeton'	Princeton Elm
<i>Zelkova serrata</i> 'Musashino'	Village Green Japanese Zelkova

Coniferous Trees

Scientific Name	Common Name
<i>Abies concolor</i>	White Fir
<i>Larix decidua</i>	European Larch
<i>Taxodium distichum</i>	Baldcypress
<i>Thuja occidentalis</i>	Eastern Arborvitae



Pocket Park Legend

- L.O.W. — Limit of Work
- P.L. --- Property Line
- B.O.H. --- Building Overhang
- P.P.B. --- Pocket Park Boundary
- 4'H Metal Fence ---
- 4'H Metal Gate —
- ▼ Building Entry
- ≡ Steps
- ⋮ Bike Racks
- EX-LP Existing Light Pole
- LP Light Pole
- Bench Seating —
- Asphalt Pavement, <5% Slope
- Concrete Pavement
- Decomposed Granite Pavement
- Play Mulch
- Lawn
- Existing Street Tree
- Proposed Deciduous Tree (13 Trees)
- Proposed Coniferous Tree (2 Trees)

Pocket Park Information

- Size: 20,608 SF
- Landscape Area: 13,300 SF (64%)
- Tree Quantity: 15
- Seating: 100 LF
- Perimeter: 575 LF
- Street Frontage: 154 LF (27% of Perimeter)
- Length: 160 LF
- Width: 140 LF

Design Description

Containing a series of interconnected play areas for children of all ages and their families, the pocket park along E. Illinois Street will be an amenity for residents of the Streeterville neighborhood and for visitors. Conventional play equipment including swings and a slide will be coupled with opportunities for sensory play that engages children with the nature that surrounds the play area. Some areas will have topography to encourage different ways to play, while bleacher-style seating will provide a place for all to stop and rest or to gather groups together for more structured activities. Planting is integrated to provide seasonal interest and shade.





CITY OF CHICAGO
 DEPARTMENT OF PLANNING AND DEVELOPMENT
 BUREAU OF ZONING AND LAND USE
 APPLICATION FOR ZONING BONUS REVIEW

WORKSHEET: FAR BONUS CALCULATION

Property Address: 451 East Grand Zoning District: RBPD No. 368 (Underlying DX-12)

ON-SITE BONUSES						
Amenity	Amenity area (in sq.ft.)	Lot area (in sq.ft.)	Premium Factor	Base FAR	FAR Bonus calculated (A/B) * C * D	FAR Bonus Cap compare with
Formula:	A	B	C	D		
Affordable Housing – On-Site			4	(1)		1.00 (-5) 1.75 (-7) 2.50 (-10) 3.60 (-12) 4.80 (-16)
Public Plaza and Pocket Park	20,008	167,104	1	8.98	1.07	6
Chicago Riverwalk			1			-
Winter Garden			1			3
Through-Block Connection (Indoor)			0.66			-
Through-Block Connection (Outdoor)			1			-
Sidewalk Widening			2			-
Arcade			1.25			2
Water Feature			0.3			1
Upper-Level Setbacks (-7 & -10 Districts)			0.3			1
Upper-Level Setbacks (-12 & -16 Districts)			0.4			25% of D
Lower-Level Planting Terrace			1			-
Green Roofs			0.3			2
Underground Parking (Levels -1 & -2)	42,000	167,104	0.15	8.98	0.3	30% of D
Underground Parking (Level -3 or lower)	61,600	167,104	0.2	8.98	0.7	30% of D
Underground Loading			0.15			30% of D
Parking Concealed by Occupiable Space			0.4			25% of D
Total FAR Bonus On-Site Improvements					2.08	

OFF-SITE BONUSES

Calculation of Financial Contribution

Formula: Cash contribution for 1 sq.ft. of FAR bonus = 0.8 x median cost of 1 sq. ft. of buildable floor area

Amenity	Bonused Square Feet Desired	Discount Factor	median cost of 1 sq.ft. of buildable floor area (in \$): See City Survey of Land Cost	Base FAR	Financial Contribution
	A	B	C	D	E=A*B*C
Off-Site Park or Riverwalk		0.8			
Street Lighting and Landscaping		0.8			
Transit Station Improvements		0.8			
Pedway Improvements		0.8			
Adopt-A-Landmark		0.8			
Affordable Housing	86,720	0.8	\$43	8.98	\$2,983,168
Education		0.8			
Totals	86,720				\$2,983,168

Comparison to FAR Bonus Cap

Amenity	Total Bonused Square Feet Desired	Lot Area (in sq. ft.)	Base FAR	FAR Bonus calculated	FAR Bonus Cap:
	F	G	H	I = (F/G) * H	Compare with
Off-Site Park or Riverwalk					20% of H
Street Lighting and Landscaping					20% of H
Transit Station Improvements					20% of H
Pedway Improvements					20% of H
Adopt-A-Landmark					20% of H (-5)
Affordable Housing	86,720	167,104	8.98	0.52	25% of H (-7, -10) 30% of H (-12, -16)
Education					25% of H (-10) 30% of H (-12, -16)

If FAR Bonus calculated exceeds FAR Bonus Cap, the effective FAR Bonus for Off-Site Improvements is equal to the FAR Bonus Cap

Summary

Base FAR	8.98
FAR Bonus for On-Site Improvements	2.07
FAR Bonus for Off-Site Improvements	0.52
Total FAR	11.57
Total Financial Contribution	\$2,983,168

Maximum Floor Area with Base FAR	1,499,510
Floor Area with FAR Bonus On-Site Improvements	346,878
Floor Area with FAR Bonus Off-Site Improvements	86,720
Total Maximum Floor Area	1,933,108

Signature of Applicant

Date

Received by (Dept. of Planning & Dev)

Date



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

January 7, 2015

Mitchel A. Carrel
Freeborn & Peters LLP
311 South Wacker Drive; Suite 3000
Chicago, IL 60606

Re: Request for Minor Change to the April 22, 2005 Site Plan Approval for Parcels P4 and P5 of Subarea A of Residential Business Planned Development No. 368, as it pertains to Subparcels C/D (214-236 East Illinois Street/215-237 East Grand Avenue) thereof. Commonly known as 220 East Illinois Street and 221 East Grand Avenue.

Dear Mr. Carrel:

Please be advised that your request on behalf of Optima, Inc. and the applicant hereunder, Optima Center Chicago II, LLC, for Minor Change approval in connection with the development of Subparcels C/D has been considered by the Department of Planning and Development. This Minor Change letter would supersede that approved on September 9, 2014.

On April 22, 2005, the Department of Planning and Development, pursuant to the provisions of the Statement No. 16 of the Planned Development #368, issued a Site Plan Approval letter pertaining to Parcels P4 and P5 of Subarea A, setting forth development parameters and requirements for three high-rise buildings to be constructed on Subparcels A, B and C/D. Subparcel A, the easternmost of the three parcels, Subparcel B, the westernmost of the three parcels, and Subparcel C below Upper Illinois Street have since been developed.

Optima seeks changes to the approved Site Plan as it pertains to Subparcel C at Upper Illinois Street, and above, and to Subparcel D, both in the middle development parcel. Optima's proposed building consists of a tower atop a parking base, both enclosed with a glass exterior to be constructed in accordance with the plans, elevations and project data (collectively, the "Plans") prepared by Optima, Inc., and dated October 24, 2014.

The project involves a mixed-use residential/commercial tower that is approximately 560 feet tall, as measured from Upper Illinois Street to the underside of the top ceiling joist which is exclusive of non-habitable rooftop improvements, a maximum of 710,000 square feet of floor area, a maximum of 498 residential units, approximately 65,000 square feet of commercial/retail/office space located above and below Upper Illinois Street (exclusive of existing grocery or other uses), 353 accessory parking spaces, two loading spaces, and 50 bicycle parking spaces. This is generally smaller than the building for Subparcels C/D approved on

April 22, 2005. That building was 694 feet high and contained 350 residential units and 300 hotel keys.

Features of the proposal for Subparcels C/D (220 East Illinois Street/221 East Grand Avenue) include:

- A tower generally located on Subparcel D along East Grand Avenue extending fifty-three habitable floors above Upper East Illinois Street; a plaza on Subparcel C fronting on Upper East Illinois Street; and an eight-level plus mezzanine wing along the east side of Subparcels C/D abutting the parking structure on Subparcel A.
- A landscaped plaza at Upper East Illinois Street with a curbside drop-off lane.
- Plaza-level residential, commercial/office, and/or retail space.
- Five levels of accessory parking spaces for the residential, hotel and related retail, commercial, and office uses accessed from the existing parking structure to the east on Subparcel A and from an existing curb cut on East Grand Avenue.
- Forty-three residential unit floors, two full and two partial amenity floors, as well as mechanical penthouses and other uses.
- Glass cladding on all four sides: gray with red-colored ceramic frit on the five parking floors, clear, opaque or other colored glass on the other floors.
- 498 residential dwelling units, at least 63 of which must be efficiency units.
- Approximately 65,000 total square feet of commercial/office/retail floor space.
- 353 accessory parking spaces (which equates to 0.68 spaces per residential unit and 1 space per 5000 square feet of commercial/retail/office space).
- 2 loading docks @ 10' x 25' accessible from the alley north of Lower East Illinois Street.
- 50 bicycle storage spaces.
- A dog run located on the Level 8 terrace along the west side of the building.
- A green roof of approximately 8,059 square feet (exceeding 50% of net roof area) and LEED certification.
- Common open space on the first (Upper Illinois) and eighth floors, containing a total 24,982 square feet (which equates to approximately 50 square feet per dwelling unit).

I have reviewed the Plans, the 2005 Site Plan Letter and the applicable requirements of the Planned Development, as amended, and find that:

(i) The Plans substantially conform with the 2005 Site Plan Letter and the applicable provisions of the Planned Development.

(ii) As required by Statement No. 11(f) of the Planned Development, the materials of the exterior enclosure of the structure's parking base are similar in terms of finish materials, the shape and scale of openings and the screening of ramps, car lights and ceiling fixtures to the exterior enclosure of the habitable spaces of the tower above.

(iii) Approval of the proposed Plans is permitted as a Minor Change pursuant to 17-13-0611 because it does not change the character of the approved Planned Development, does not increase the floor area ratio or number of dwelling units permitted in the overall Planned Development or Subarea A of the Planned Development, does not reduce the minimum distance between buildings and does not reduce the periphery setbacks.

Accordingly, for the reasons stated above, I hereby approve the requested Minor Changes to the April 22, 2005, Site Plan Approval Letter for Subparcels C/D of Parcels P4 and P5 of Subarea A of Planned Development No. 368, but no others. These Minor Changes supersede those approved on September 9, 2014. The following Plans, prepared by Optima, Inc., dated October 24, 2014, are hereby made part of the Parcel P4 and P5 Site Plan Approval:

- SPD-A102 Landscape Plan;
- SPD-A103 Landscape Plan;
- SPD-A104 Landscape Plan;
- SPD-A201 Site Plan – Roof Level;
- SPD-A202 Level 1 – Upper Illinois;
- SPD-A203 Lower Illinois Level;
- SPD-A204 Level 2 – Hotel Parking;
- SPD-A205 Level 3 - Parking;
- SPD-A206 Level 4-5 - Parking;
- SPD-A207 Level 6 - Parking;
- SPD-A208 Level 9;
- SPD-A209 Level 20;
- SPD-A210 Level 53;
- SPD-A401 South Elevation;
- SPD-A402 North Elevation;
- SPD-A403 East Elevation;
- SPD-A404 West Elevation;
- SPD-A405 West Elevation Hotel Entrance; and
- SPD-A406 South Elevation at Courtyard.

In addition to granting amended Site Plan approval to the above described building, I hereby grant amended Site Plan approval to the following:

- a) Revision of the phase-related scheduling in the April 22, 2005 Site Plan Approval letter to allow combination of the project improvements of Subparcels C and D into Phase III;
- b) Substitution of the proposed building façade to allow the materials and articulation consistent with the adjacent 200 E. Illinois project (Subparcel B) including glass cladding on all sides: gray glass with red-colored ceramic frit on the parking floors and clear, opaque, or other colored glass on the other floors as shown on the plans, notwithstanding Statements No. 11 (d) and (f) in the Planned Development;
- c) Retention and permanent continued operation of the E. Grand Avenue parking ramps and curb cut, notwithstanding the Minor Change letter of May 19, 2004;
- d) Provision of a building setback along E. Grand Avenue which allows a sidewalk of 10'-2", more nearly matching the sidewalks provided at buildings to either side, approximately 9'-4", or less; although this sidewalk would be less than the 12'-6" called for in the Planned Development, it would still allow for street trees and would provide a consistent sidewalk width on this block; and
- e) Creation of a drop-off zone along Upper Illinois Street and relocation, subject to all applicable City of Chicago approvals, of nine existing landscape planters to a location along Upper Illinois Street west of the property.

This Minor Change approval to the April 22, 2005 Site Plan Approval for Parcels P4 & P5 supersedes that issued on September 9, 2014, and is subject to the following provisions:

- 1) The development of Subparcels C/D shall have a green roof of at least 8,059 square feet and shall be LEED certified.
- 2) The 498 dwelling units on Subparcels C/D must include at least 63 efficiency units as defined by Section 17-17-0249 of the Zoning Code.
- 3) Signage on all Subparcels (A, B, C, & D), including temporary signs for construction and marketing, shall be reviewed and approved separately subject to Statements No. 9 and 11(e) of the Planned Development. This supersedes any signage provisions of the April 22, 2005 Site Plan Approval letter.
- 4) A maximum of 281 non-accessory parking spaces may remain as a legal non-conforming use in the above-Plaza-level parking garage on Subparcel A as permitted by the Minor Change letter dated July 12, 2000.
- 5) On a Planned Development Minor Change letter, dated June 6, 2014, I waived the requirement of the Planned Development's Statement No. 15 for membership and participation in the Illinois-Grand Corridor Traffic Management Association (the "TMA") until and unless the TMA is reinstated or reconstituted pursuant to applicable law.


The following table summarizes the development on Parcels P4 & P5, as authorized by PD #368, the Site Plan Minor Change of April 22, 2005, subsequent revisions, and Part II approvals:

Parameter	PD #368 requirements	Existing and Proposed Actual Total – Parcels P4 & P5	Existing and Proposed Actual Total – Subparcels A-D		
			A and C (below Plaza level)	B	C (Plaza level & above) and D
Net Site Area		108,215 s.f.			
FAR	14.785	14.100			
FAR Floor Area	1,600,000 s.f. a)	1,525,846 s.f.	420,947 s.f.	394,899 s.f.	710,000 s.f.
Building Height	na	na	420'	410'	560'
Dwelling Units	1,082 b)	1,104	281	325	498 b)
Hotel Keys	1,800 c)	none	na	na	None
Commercial Floor Area	5,259,000 s.f. d)	136,422 s.f.	0	0	65,000 s.f. g)
Retail Floor Area	410,000 e)		62,000 s.f.	9,422 s.f. f)	
Accessory Parking Spaces	635 h)	931	340	238	353
Non-accessory Parking Spaces	281 i)	281	281	0	0
Loading Berths		11	7	2	2
Bicycle Parking Spaces		313	83	180	50

Notes:

- a) As per Bulk Regulations and Data Table, Note (6).
- b) As per Bulk Regulations and Data Table, Notes (2) and (3), units are allowed on DX-16 standards: 1 unit per 100 square feet of Net Site Area for non-efficiency units and 1 unit per 65 square feet of Net Site Area for efficiency units as defined by Section 17-17-0249 of the Zoning Code. Hotel rooms may be interchanged at the rate of 0.5 residential unit per hotel room.
- c) Maximum hotel rooms for the entire Subarea A, absent any hotel room/residential unit conversions.
- d) Maximum commercial/office floor area for the entire Subarea A.
- e) As per Bulk Regulations and Data Table, Note (5).
- f) As per Part II of Dec. 11, 2011. Up to 26,500 s.f. permitted by Site Plan Minor Change of Dec. 5, 2011.
- g) This square footage may be split between commercial, office and retail uses.
- h) 1,104 residential units @ 0.55 spaces per unit; 136,422 s.f. business (commercial & retail) @ 1 space per 5,000 s.f..
- i) Although non-accessory parking has not been permitted in Subarea A since the Feb. 27, 2002, approval of the amended Planned Development, up to 281 non-accessory parking spaces as permitted by the Minor Change letter of July 12, 2000, may continue in Subarea A, Parcel P4/P5 as a legal nonconforming use.

Sincerely,


Patricia A. Scudiero
Zoning Administrator

PAS:HG.f.d

cc: Heather Gleason, Mike Marmo, Erik Glass, Planned Development Files



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

October 28, 2014

Mara S. Georges
Daley and Georges, Ltd.
20 South Clark Street
Suite 400
Chicago, IL 60603-1835

**Re: Advisory Opinion for Residential Business Planned Development No. 368
Built and remaining floor Area within Sub area A**

Dear Ms. Georges:

This letter is in response to your recent request regarding the remaining floor area available within Sub area A of Planned Development No. 368, ("PD 368") as amended. You also state in your request that you are particularly interested in allocations for 401 N. Michigan Avenue, which is located within Sub area A.

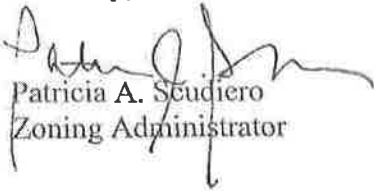
The table below includes several square footage estimates for three existing buildings and one building recently issued a caisson permit. Therefore, the total built and remaining floor area are estimates only. In regards to 401 N. Michigan Ave., we do not know the actual built floor area, therefore, we include the assumed amount of 760,241 square feet ("SF") identified within Note 6 of the Bulk Regulations and Data Table for PD 368, as amended. Also, please note that the building to be located at 214-236 E. Illinois St. and 221 E. Grand Ave. has an estimated total square footage of 710,000 SF. However, a more precise number will be assigned when a Part II is issued for the entire building's construction, rather than just the caissons.

Sub area A Address	Floor Area	Comments
401 N Michigan (Equitable)	760,241.00	*Per PD Bulk Table, Note 6 assumption
455 N Cityfront Plaza Dr. (NBC)	912,000.00	*Per PD Bulk Table, Note 6 assumption
450 N Cityfront Plaza Dr. (U of C)	240,000.00	*Per PD Bulk Table, Note 6 assumption
200 E Illinois (Phase 1 only)	186,649.00	Part II issued 2/11/2004
240 E Illinois (Parcels 4 and 5)	417,737.00	Part II issued 8/31/2005
240 E Illinois (Floor expansion)	3,210.51	Part II issued 7/25/2008
200-215 E IL/500-09 N St Clair	394,899.00	Part II issued 12/5/2011
214-236 E IL/221 E Grand	710,000.00	*Caisson Part II only issued 9/18/2014
Total Estimated Floor Area Used	3,624,736.50	*Estimate only

Sub Area A Total Floor Area Allowed	5,258,792.70	Net site Area x Maximum FAR
Total Estimated Floor Area Used	3,624,736.50	
Total Estimated Floor Area Remaining	1,634,056.20	

Based on a net site area of 380,796 SF and a maximum floor area ratio of 13.81, Sub area A is allowed a total of 5,258,792.7 SF of buildable floor area. Based on an estimate of 3,624,736.50 SF used, there is approximately 1,634,056.2 SF of floor area remaining within Sub area A. If you have any questions or require additional information, please contact Teresa McLaughlin (312 744-4891) or Mike Marmo (312 744-9238) of my staff.

Sincerely,



Patricia A. Scudiero
Zoning Administrator

PAS:HG:tm

C: Heather Gleason, Mike Marmo, Fred Deters, Vicki Lozano, Main file



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

September 9, 2014

Mitchel A. Carrel
Freeborn & Peters LLP
311 South Wacker Drive; Suite 3000
Chicago, IL 60606

Re: Request for Minor Change to the April 22, 2005 Site Plan Approval for Parcels P4 and P5 of Subarea A of Residential Business Planned Development No. 368, as it pertains to Subparcels C/D (214-236 East Illinois Street/215-237 East Grand Avenue) thereof. Commonly known as 220 East Illinois Street and 221 East Grand Avenue.

Dear Mr. Carrel:

Please be advised that your request on behalf of Optima, Inc. and the applicant hereunder, Optima Center Chicago II, LLC, for Minor Change approval in connection with the development of Subparcels C/D has been considered by the Department of Planning and Development.

On April 22, 2005, the Department of Planning and Development, pursuant to the provisions of the Statement No. 16 of the Planned Development #368, issued a Site Plan Approval letter pertaining to Parcels P4 and P5 of Subarea A, setting forth development parameters and requirements for three high-rise buildings to be constructed on Subparcels A, B and C/D. Subparcel A, the easternmost of the three parcels, Subparcel B, the westernmost of the three parcels, and Subparcel C below Upper Illinois Street have since been developed.

Optima seeks changes to the approved Site Plan as it pertains to Subparcel C at Upper Illinois Street, and above, and to Subparcel D, both in the middle development parcel. Optima's proposed building consists of a tower atop a parking base, both enclosed with a glass exterior to be constructed in accordance with the plans, elevations and project data (collectively, the "Plans") prepared by Optima, Inc., and dated March 10, 2014.

The project involves a mixed-use hotel/residential/commercial tower that is approximately 560 feet tall, as measured from Upper Illinois Street to the underside of the top ceiling joist which is exclusive of non-habitable rooftop improvements, a maximum of 710,000 square feet of floor area, a maximum of 381 residential units, 270 hotel keys, approximately 37,300 square feet of accessory hotel uses, an additional approximately 10,000 square feet of commercial/retail/office space located above and below Upper Illinois Street (exclusive of existing grocery or other uses), 329 accessory parking spaces, two loading spaces, and 50 bicycle parking spaces. This is generally smaller than the building for Subparcels C/D approved on April 22, 2005. That building was 694 feet high and contained 350 residential units and 300 hotel keys.

Features of the proposal for Subparcels C/D (220 East Illinois Street/221 East Grand Avenue) include:

- A tower generally located on Subparcel D along East Grand Avenue extending fifty-three habitable floors above Upper East Illinois Street; a plaza on Subparcel C fronting on Upper East Illinois Street; and a nine-level wing along the east side of Subparcels C/D abutting the parking structure on Subparcel A.
- A landscaped plaza at Upper East Illinois Street with a curbside drop-off lane and covered walkways to the residential and hotel entrances.
- Plaza-level residential and hotel lobbies, hotel accessory/support spaces and commercial/office and/or retail space.
- Five levels of accessory parking spaces for the residential, hotel and related retail, commercial, and office uses accessed from the existing parking structure to the east on Subparcel A and from an existing curb cut on East Grand Avenue.
- Twelve hotel room floors, 32 residential unit floors, three amenity floors, as well as mechanical penthouses and other uses.
- Glass cladding on all four sides, dark or gray on the five parking floors, clear or opaque on the other floors.
- 381 residential dwelling units and 270 hotel keys.
- Approximately 47,300 total square feet of commercial/office/retail floor space (approximately 37,300 square feet of hotel accessory support space, counted as commercial space; and approximately 10,000 square feet of commercial/retail/office floor space. This number is exclusive of any residential accessory, related or support space.
- 329 accessory parking spaces (which equates to 0.66 spaces per residential unit, 0.25 spaces per hotel key, and 1 space per 5000 square feet of commercial/retail/office space).
- 2 loading docks @ 10' x 25' accessible from the alley north of Lower East Illinois Street.
- 50 bicycle storage spaces.
- A dog run located on the Level 9 terrace along the north side of the building.
- A green roof of approximately 8,187 square feet (approximately 60% of net root area) and LEED certification.
- Common open space on the first (Upper Illinois) and ninth floors, containing a total 16,493 square feet (which equates to approximately 43 square feet per dwelling unit).

I have reviewed the Plans, the 2005 Site Plan Letter and the applicable requirements of the Planned Development, as amended, and find that:

- (i) The Plans substantially conform with the 2005 Site Plan Letter and the applicable provisions of the Planned Development.
- (ii) As required by Statement No. 11(f) of the Planned Development, the materials of the exterior enclosure of the structure's parking base are similar in terms of finish materials, the shape and scale of openings and the screening of ramps, car lights and ceiling fixtures to the exterior enclosure of the habitable spaces of the tower above.
- (iii) Approval of the proposed Plans is permitted as a Minor Change pursuant to 17-13-0611 because it does not change the character of the approved Planned Development, does not

increase the floor area ratio or number of dwelling units permitted in the overall Planned Development or Subarea A of the Planned Development, does not reduce the minimum distance between buildings and does not reduce the periphery setbacks.

Accordingly, for the reasons stated above, I hereby approve the requested Minor Changes to the April 22, 2005, Site Plan Approval Letter for Subparcels C/D of Parcels P4 and P5 of Subarea A of Planned Development No. 368, but no others. The following Plans, prepared by Optima, Inc., dated March 10, 2014, are hereby made part of the Parcel P4 and P5 Site Plan Approval:

- SPD-A102 Landscape Plan;
- SPD-A103 Landscape Plan;
- SPD-A104 Landscape Plan;
- SPD-A201 Site Plan – Roof Level;
- SPD-A202 Level 1 – Upper Illinois;
- SPD-A203 Lower Illinois Level;
- SPD-A204 Level 2 – Hotel Parking;
- SPD-A205 Level 3 - Parking;
- SPD-A206 Level 4-5 - Parking;
- SPD-A207 Level 6 - Parking;
- SPD-A208 Level 9;
- SPD-A209 Level 20;
- SPD-A210 Level 53;
- SPD-A401 South Elevation;
- SPD-A402 North Elevation;
- SPD-A403 East Elevation;
- SPD-A404 West Elevation;
- SPD-A405 West Elevation Hotel Entrance; and
- SPD-A406 South Elevation at Courtyard.

In addition to granting amended Site Plan approval to the above described building, I hereby grant amended Site Plan approval to the following:

- a) Revision of the phase-related scheduling in the April 22, 2005 Site Plan Approval letter to allow combination of the project improvements of Subparcels C and D into Phase III;
- b) Substitution of the proposed building façade to allow the materials and articulation consistent with the adjacent 200 E. Illinois project (Subparcel B) including glass cladding on all sides, gray on the parking floors and clear on the other floors as shown on the plans, notwithstanding Statements No. 11 (d) and (f) in the Planned Development;
- c) Retention and permanent continued operation of the E. Grand Avenue parking ramps and curb cut, notwithstanding the Minor Change letter of May 19, 2004;
- d) Provision of a building setback along E. Grand Avenue which allows a sidewalk of 10'-2", more nearly matching the sidewalks provided at buildings to either side, approximately 9'-4", or less; although this sidewalk would be less than the 12'-6" called for in the Planned Development, it would still allow for street trees and would provide a consistent sidewalk width on this block; and

- c) Creation of a drop-off zone along Upper Illinois Street and relocation, subject to all applicable City of Chicago approvals, of nine existing landscape planters to the median strip along Upper Illinois Street east of the property.

This Minor Change approval to the April 22, 2005 Site Plan Approval for Parcels P4 & P5 is subject to the following provisions:

- 1) The development of Subparcels C/D shall have a green roof of at least 8,187 square feet and shall be LEED certified.
- 2) Signage on all Subparcels (A, B, C, & D), including temporary signs for construction and marketing, shall be reviewed and approved separately subject to Statements No. 9 and 11(e) of the Planned Development. This supersedes any signage provisions of the April 22, 2005 Site Plan Approval letter.
- 3) A maximum of 281 non-accessory parking spaces may remain as a legal non-conforming use in the above-Plaza-level parking garage on Subparcel A as permitted by the Minor Change letter dated July 12, 2000.
- 4) On a Planned Development Minor Change letter, dated June 6, 2014, I waived the requirement of the Planned Development's Statement No. 15 for membership and participation in the Illinois-Grand Corridor Traffic Management Association (the "TMA") until and unless the TMA is reinstated or reconstituted pursuant to applicable law.


The following table summarizes the development on Parcels P4 & P5, as authorized by PD # 368, the Site Plan Minor Change of April 22, 2005, subsequent revisions, and Part II approvals:

Parameter	PD #368 requirements	Existing and Proposed Actual Total – Parcels P4 & P5	Existing and Proposed Actual Total – Subparcels A-D		
			A and C (below Plaza level)	B	C (Plaza level & above) and D
Net Site Area		108,215 s.f.			
FAR	14.785	14.100			
FAR Floor Area	1,600,000 s.f. a)	1,525,846 s.f.	420,947 s.f.	394,899 s.f.	710,000 s.f.
Building Height	na	na	420'	410'	560'
Dwelling Units	1,082 b)	987	281	325	381
Hotel Keys	1,800 c)	270	na	na	270
Commercial Floor Area	5,259,000 s.f. d)	37,300 s.f.	0	0	37,300 s.f. f)
Retail Floor Area	410,000 e)	81,422 s.f.	62,000 s.f.	9,422 s.f. g)	10,000 s.f. h)
Accessory Parking Spaces	635 i)	907	340	238	329
Non-accessory Parking Spaces	281 j)	281	281	0	0
Loading Berths		11	7	2	2
Bicycle Parking Spaces		313	83	180	50

Notes:

- a) As per Bulk Regulations and Data Table, Note (6).
- b) As per Bulk Regulations and Data Table, Notes (2) and (3), units are allowed on DX-16 standards, 1 unit per 100 square feet of Net Site Area and residential units and hotel rooms may be interchanged at the rate of 0.5 residential unit per hotel room.
- c) Maximum hotel rooms for the entire Subarea A, absent any hotel room/residential unit conversions.
- d) Maximum commercial/office floor area for the entire Subarea A.
- e) As per Bulk Regulations and Data Table, Note (5).
- f) Accessory hotel uses charged against Commercial space, as per Bulk Regulations and Data Table, Note (3).
- g) As per Part II of Dec. 11, 2011. Up to 26,500 s.f. permitted by Site Plan Minor Change of Dec. 5, 2011.
- h) This square footage may be split between commercial, office and retail uses.
- i) 987 residential units @ 0.55 spaces per unit; 118,722 s.f. business (commercial & retail) @ 1 space per 5,000 s.f.; 270 hotel rooms @ 0.25 space per room.
- j) Although non-accessory parking has not been permitted in Subarea A since the Feb. 27, 2002, approval of the amended Planned Development, up to 281 non-accessory parking spaces as permitted by the Minor Change letter of July 12, 2000, may continue in Subarea A, Parcel P4/P5 as a legal nonconforming use.

Sincerely,


Patricia A. Scudiero
Zoning Administrator

PAS:HG.fd

cc: Heather Gleason, Mike Marmo, Erik Glass, Planned Development Files



MAIN FILE

DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

July 15, 2014

Richard F. Klawiter
DLA Piper LLP
203 North LaSalle Street
Suite 1900
Chicago, IL 60601-1293


**Re: Advisory Opinion for Residential Business Planned Development No. 368
Sub Area F, Kraft Parcel**

Dear Mr. Klawiter:

We have reviewed your request seeking confirmation that the privately-owned and maintained park in Sub Area F of Residential Business Planned Development No. 368 ("PD 368"), and known as the Kraft Parcel, may be included in the net site area of Sub Area F through a legislative amendment to the Planned Development. You are seeking this on behalf of RMW Streeterville LLC ("RMW"), the owner of the Kraft Parcel. According to your request letter, RMW intends to construct a residential project on the Kraft Parcel and, in connection therewith, renovate the park.

The Planned Development can be amended to include the park square footage within the Sub Area F net site area; however, there would have to be a corresponding reduction in the FAR to maintain the current amount of developable floor area. On July 8, 1998, PD 368 was amended and Sub Area F was added with a net site area of 143,516 s.f. and an FAR of 10.45, permitting 1,499,732 s.f. of developable floor area. On February 27, 2002, PD 368 was amended and the net site area of Sub Area F was decreased to 100,436 s.f. and its FAR was increased to 14.93, retaining the same amount of developable floor area (1,499,509 s.f.). Increasing the net site area of Sub Area F and an accompanying reduction in FAR would not, in itself, result in an increase in the amount of developable floor area in Sub Area F. Any increase in developable floor area would have to be the result of separate action in legislative amendment of the Planned Development. The same applies to the permitted number of residential units.

Sincerely,


Patricia A. Scudiero
Zoning Administrator

PAS:HG:fd

cc: Heather Gleason, Fred Deters, Vicki Lozano, Main file



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

June 20, 2014

Thomas J. Murphy, P.C.
111 West Washington Street
Suite 1920
Chicago, IL 60602

Re: **One-year sunset extension for Residential Business Planned Development Number 368
Subarea E.3, 400 North Lake Shore Drive, Chicago Spire Site**

Dear Mr. Murphy:


Please be advised that your request for a one-year sunset extension to the six-year construction period for Subarea E.3 of Residential Business Planned Development No. 368 has been considered by the Department of Planning and Development pursuant to Section 17-13-0612-B of the Chicago Zoning Ordinance and Statement No. 21 of the Planned Development.

Residential Business Planned Development No. 368 was last amended by the Chicago City Council on June 6, 2012. Statement No. 21 of the Planned Development states that unless substantial construction of the improvements contemplated within Subarea E.3 has commenced within six (6) years following adoption of this planned development on July 9, 2008, and unless completion is thereafter diligently pursued, then this planned development shall expire as it relates to Subarea E.3 and the zoning of Subarea E.3 of the planned development shall automatically revert to Residential Business Planned Development Number 368, as amended on March 29, 2006.

You are requesting, on behalf of the property owner of Subarea E.3, Shelbourne North Water Street LP, a one year extension as it relates to Subarea E.3, 400 N. Lake Shore Drive, and the site of the Chicago Spire. According to your request letter, \$135 million in funds have been pledged under a Planned Investment Agreement that will allow the owner to emerge from bankruptcy and resume construction in 12 months.

Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and Residential Business Planned Development No. 368, I hereby approve a one-year sunset extension from July 9, 2014 to July 9, 2015 for Subarea E.3 only.

Sincerely,


Patricia A. Scudiero
Zoning Administrator

PAS:HG:tm

C: Patti Scudiero, Heather Gleason, Fred Deters, Mike Marmo, Erik Glass, Main file



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

June 6, 2014

Mitchell A. Carrel
Freeborn & Peters LLP
311 South Wacker Drive
Suite 3000
Chicago, IL 60606

Re: Administrative Relief request for Residential Business Planned Development No. 368, Sub parcels C and D within Subarea A, 214-236 E. Illinois St./215-237 E. Grand Ave.; Illinois-Grand Corridor Traffic Management Association

Dear Mr. Carrel:

Please be advised that your request for a minor change to Residential Business Planned Development No. 368 ("PD 368"), as amended, has been considered by the Department of Planning and Development pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement No. 18 of PD 368.


Your firm represents Optima, Inc. and the applicant, Optima Center Chicago II, LLC. You are seeking administrative relief from the requirement in Statement No. 15 of the Planned Development which requires membership and participation in the Illinois-Grand Corridor Transportation Management Association ("TMA") prior to the issuance of any Part II approval. You are also seeking acknowledgement that the TMA cannot carry out the public functions identified within Exhibit 8 of the PD. To the best of everyone's knowledge, TMA is no longer a functioning organization.

Optima Center Chicago II, LLC, is the owner of all the land within Sub parcels C and D that comprise the project as identified in a related, revised Site Plan Approval request dated May 29, 2014. The project and ownership does not include those portions of Sub parcel C that comprise the existing grocery store's parking and loading area lying between +11.34 and +25.67 CCD and below +36 CCD, serving the adjacent grocery store located on the adjacent property. Optima is the zoning control party for its project and no consents are required pursuant to submitted excerpts of the Declaration of Covenants, Conditions, Restrictions, and Easements. While there is also a Declaration of Zoning Rights, dated October 3, 2008, the parties to that agreement are both Optima-related entities (the agreement was executed prior to the time that Optima purchased the property that comprises the current project).

With regard to your request, the Department of Planning and Development has determined that compliance with the last sentence of Statement No. 15 requiring membership and participation in the TMA is not required, and that compliance shall not be a condition of Part II approval, until and unless the TMA is reinstated or reconstituted pursuant to applicable law. We also acknowledge that the TMA cannot carry out the functions identified within Exhibit 8 of the PD. If the TMA is reconstituted, Optima Center Chicago II, LLC, or its successors shall join as full participating members. This relief and acknowledgement will not create an adverse impact on the Planned Development or surrounding neighborhood, will not result in an increase in the bulk or density, and will not change the character of the development, and therefore, would constitute a minor change.

Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and Residential-Business Planned Development No. 368, as amended, I hereby approve the foregoing minor change, but no other changes to this Planned Development. This minor change is valid for twelve (12) months from the date of this letter unless action to implement the minor change is commenced within such time period and thereafter diligently pursued to completion, including, if applicable, construction consistent with the minor change as authorized by a building permit. If action to implement the minor change, including construction, does not begin within the time set forth, or does not proceed with reasonable diligence, then the approval will lapse and become null and void.

Sincerely,



Patricia A. Scudiero
Zoning Administrator

PAS:HG:tm

C: Fred Deters, Mike Marmo, Erik Glass, Main file

PROJECT PLANS

(The Following Plans are Attached)

Drawing	Date	Description
SPD-A102	03/10/14	Landscape Plan
SPD-A103	03/10/14	Landscape Plan
SPD-A104	03/10/14	Landscape Plan
SPD-A201	03/10/14	Site Plan - Roof Level
SPD-A202	03/10/14	Level 1 - Upper Illinois
SPD-A203	03/10/14	Lower Illinois Level
SPD-A204	03/10/14	Level 2 - Hotel Parking
SPD-A205	03/10/14	Level 3 - Parking
SPD-A206	03/10/14	Level 4-5 - Parking
SPD-A207	03/10/14	Level 6 - Parking
SPD-A208	03/10/14	Level 9
SPD-A209	03/10/14	Level 20
SPD-A210	03/10/14	Level 53
SPD-A401	03/10/14	South Elevation
SPD-A402	03/10/14	North Elevation
SPD-A403	03/10/14	East Elevation
SPD-A404	03/10/14	West Elevation
SPD-A405	03/10/14	West Elev. Hotel Entrance
SPD-A406	03/10/14	South Elev. At Courtyard

