



DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

March 17, 2015

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

**Re: Administrative Relief request for Residential-Business Planned Development No. 489
Block 37, New Randolph St. Entrance, 25 W. Randolph St. and 108 N. State St.**

Dear Ms. Georges:

Please be advised that your request for a minor change to Residential-Business Planned Development No. 489 ("PD 489"), 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. 14 of PD 489.

Your client and the owner of the Block 37 retail subarea in PD 489, 108 North State Street (Chicago) Owner LLC (the "Owner"), is seeking administrative relief to allow for a new building entrance on Randolph St. Your firm represents the Owner and its parent, CIM Group, LP, and there are no other property owners of the retail subarea. This new entrance is a result of the proposed realignment of an interior mall common area pathway to allow for the expansion of the retail tenant Zara.

Zara is currently located on the Randolph St. side of the building in a 14,995 square foot store on the first two floors. They are seeking to expand and relocate to the northeast corner of the building. Zara's proposed new space will be two levels with frontage on both Randolph St. and State St. and will increase in size to approximately 27,000 square feet. The design and materials of the new interior mall common area and new exterior entrance will be similar to what currently exists.

Pursuant to Statement No. 14 of the PD, the location and relocation of demising walls or division of interior spaces shall not require any further approvals. Also, Statement No. 8b (2) states that the configuration, location, and design of the atrium (interior mall common area) may be modified from time to time to accommodate the needs of tenants or a design plan without the necessity of a minor change/administrative relief provided it meets several requirements. According to your request letter, these requirements will be met. Therefore, administrative relief is not required for the proposed internal layout and pathway alterations. However, it is

required for the new Randolph St. entrance and subsequent substitution of elevation drawings. The following drawings, prepared by OKW Architects and dated February 27, 2015, shall be inserted into the main file, Proposed Elevations – Randolph Street and Proposed Randolph St. Rendering. The Proposed Level 1 and Level 2 Plans are included for reference only.

With regard to your request, the Department of Planning and Development has determined that allowing the proposed new entry along Randolph St. 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. 489, 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.

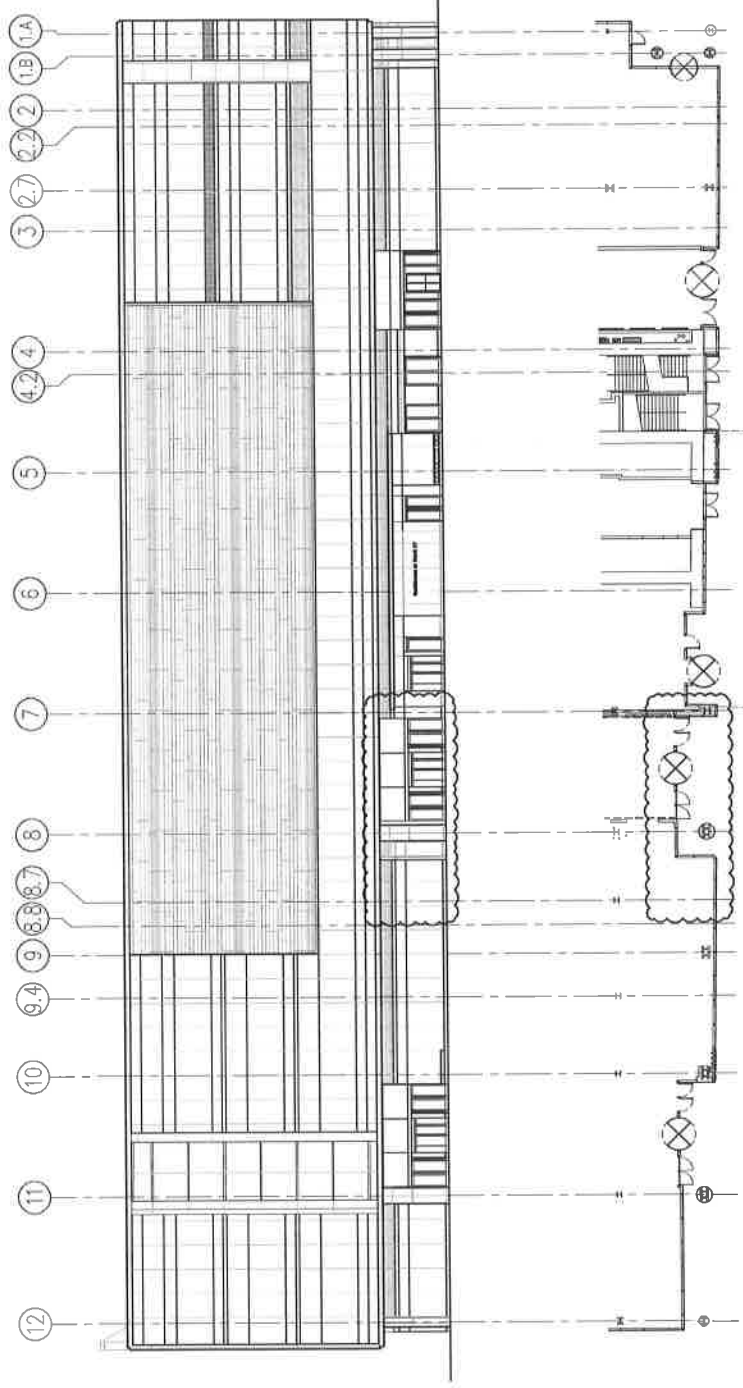
Sincerely,



Patricia A. Scudiero
Zoning Administrator

PAS:HG:tm

C: Mike Marmo, Erik Glass, Main file



OKW Architects

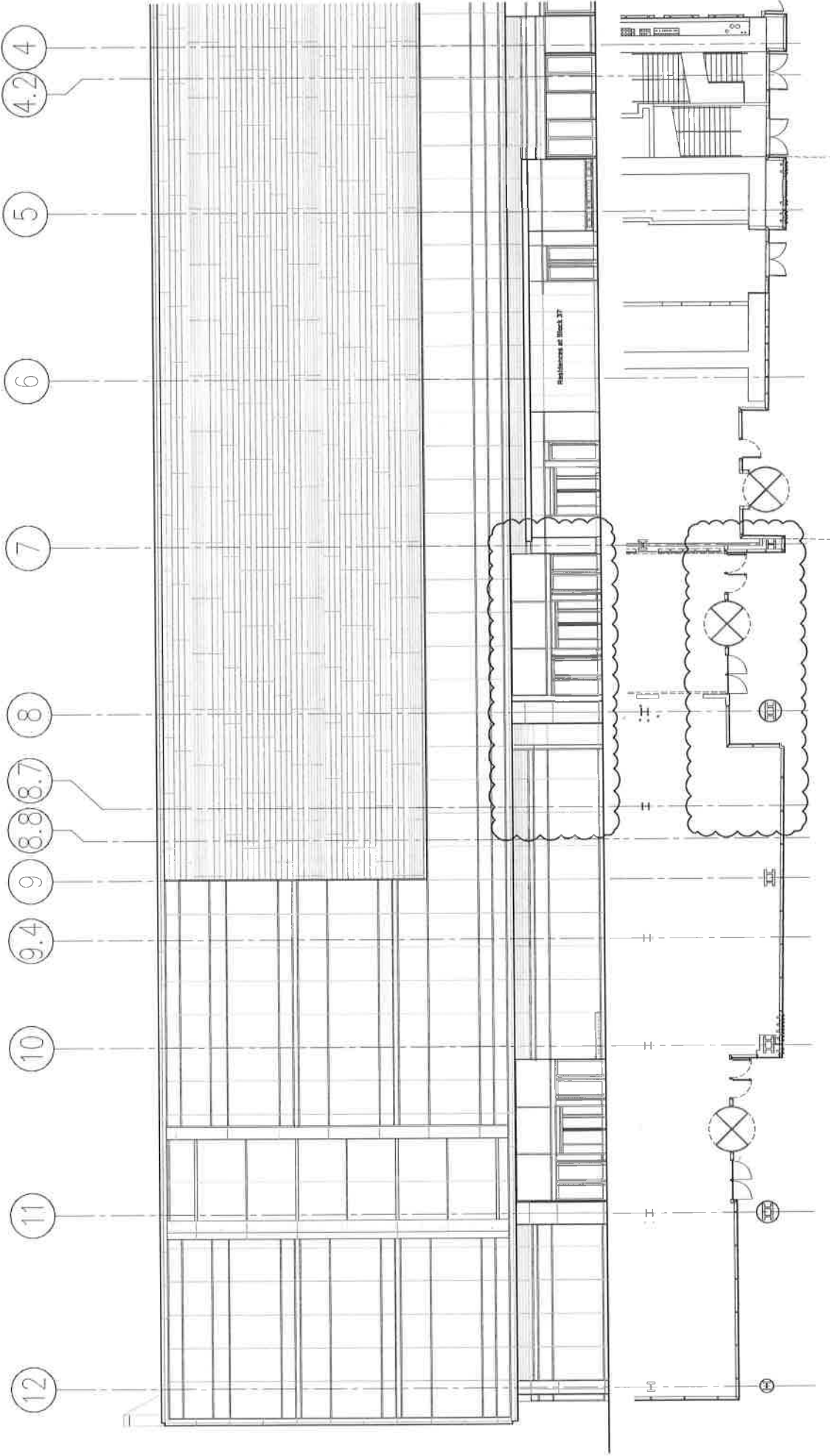
PROJECT NUMBER: 12042

CIM GROUP

PROPOSED ELEVATION - RANDOLPH STREET
BLOCK 37 - 108 N. STATE STREET

CHICAGO, IL

DATE: 02/27/2015

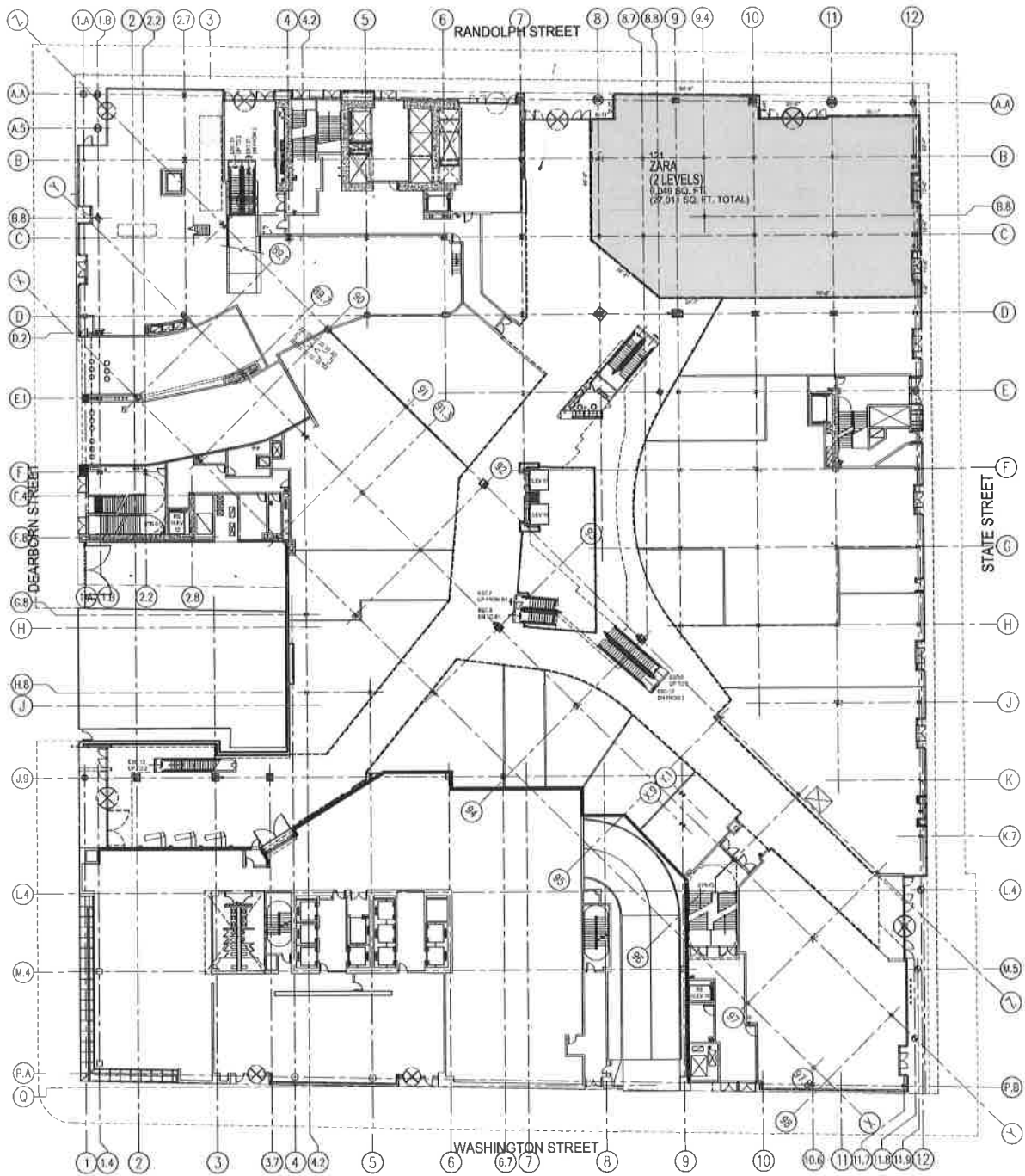


OKW Architects
PROJECT NUMBER: 1042

CIM GROUP

PROPOSED ELEVATION - RANDOLPH STREET
BLOCK 37 - 108 N. STATE STREET
CHICAGO, IL





LEVEL 1 PLAN - PROPOSED





DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

August 29, 2014

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

RE: Site Plan Approval for Residential Business Planned Development No. 489, Block 37,
125 East Randolph Street/108 North State Street

Dear Ms. Georges:

Please be advised that your request on behalf of the owner of the property, CIM Group, LP ("Owner"), for site plan approval has been considered by the Department of Planning and Development. The Owner seeks to satisfy Statement No. 9 of Residential Business Planned Development No. 489 ("PD 489") as amended. They are seeking site plan approval for the construction of a 38-story, 436'-5" tall tower with 690 dwelling units above the existing four-story retail building at 125 W. Randolph Street and 108 N. State Street. The Department notes that the height of the building as proposed complies with the height restrictions as shown in the WLS-TV Block 37 exhibit that is part of the planned development ordinance.

We also note that the planned development originally allowed a maximum of 400 dwelling units and a maximum of 500 hotel keys. However, a footnote in the 2007 amendment to the PD, allowed the maximum number of residential units to increase as long as there was a corresponding decrease in hotel units. Likewise, hotel keys could be increased as long as there was a corresponding decrease in residential units. For this site plan approval, the applicant has chosen to increase the dwelling units to 690, thus out of a total of 900 total units and keys in the PD, 690 residential units have been allocated, leaving 210 hotel keys still permissible on the property. The applicant also proposes to consolidate the dwelling units into one tower, where the original PD contemplated two towers—one with hotel keys, one residential.

No new parking spaces will be provided; however, there are currently 439 parking spaces (338 marked, 99 valet, and 2 Zipcar spaces) located on three levels beneath the existing retail base.

PD 489 requires a minimum of 300 parking spaces and the 439 existing spaces will be shared by the retail users and proposed residential apartment users. The applicant has committed to providing 150 parking spaces for the residential dwelling units. The Department took into consideration that the project sits on top of two CTA transit stations—the Washington/Dearborn Station on the Blue Line and the Washington/State Street Station on the Red Line in determining the required parking for the residential use. The project will provide 328 bike parking spaces with the ability to expand should the need for more bike storage arise.

The proposed residential tower will contain 757,862 square feet of floor area, which is in addition to the existing retail and office buildings on the property that contain 831,388 square feet of floor area, according to the Department's Part II documents. Therefore, at the completion of this phase of construction, a total of 1,589,250 square feet of floor area will be used for a total of 13.29 FAR out of the 20.0 FAR available under the planned development.

The Department's previous Part IIs for this project note that the underground parking bonuses, underground loading bonus and through-block connection bonus have been built and therefore, based on the bonus amounts allowed in the planned development, the bonus points have been awarded for a total of the maximum total permitted of 20.0 FAR on the property. With the addition of this project, they are not technically using any of that bonus floor area as with a 13.29 FAR total; the project has not technically even reached the base zoning of a 16.0 yet. If any entity wishes to use the remaining development rights, however, the Department notes that all of the bonus floor area available in the planned development has been awarded, thus the upper level setback and green roof bonuses are no longer available to the project and any future project will need to use the remaining FAR in the current planned development ordinance up to 20.0 or amend the planned development and add bonus floor area as it may qualify for it under the Chicago Zoning Ordinance at the time of application.

The north (Randolph St.) elevation of the proposed building will extend over the property line at various points, however, at no point will it extend as far over the property line as the existing building. The property owner purchased the air rights along Randolph St. prior to the construction of the existing retail building as evidenced by the survey submitted with this site plan approval request.

Pursuant to Statement 15 of Planned Development Number 489, the project is choosing to be LEED certified to meet the sustainability requirements in the PD, which offered a choice of either LEED certification or the installation of a green roof. However, the applicant is also adding a green roof pursuant to the exhibit called out below in order to gain points for their LEED certification. The Department thus acknowledges that as currently planned, the project would satisfy Statement 15 of the planned development.

We have reviewed the information submitted and determined that it meets the requirements of Statement No. 9. Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and PD 489, I hereby approve this site plan. The following drawings, prepared by Solomon Cordwell Buenz, and dated June 26, 2014 (unless otherwise noted below,) are hereby made part of the site plan approval:

Plat of Survey (Figure 2.1)
Building Data (Figure 3-dated 8/21/14)
Proposed 1st Floor Plan (Figure 4.1)
Proposed 5th Floor Plan (Figure 4.2)
Proposed Residential Plan (Figure 4.3)
Property Line Diagram (Figure 4.3A)
Proposed 39th & Roof Plans (Figure 4.4)
Proposed North Elevation (Figure 5.1)
Proposed East Elevation (Figure 5.2)
Proposed South Elevation (Figure 5.3)
Proposed West Elevation (Figure 5.4)
Existing Ground Floor/Level 1 – Sub Area Plan, Block 37 Residential Tower (8/12/14)
Existing Level B1 – Sub Area Plan, Block 37 Residential Tower (8/12/14)
Existing Levels B2-B4 – Sub Area Plan, Block 37 Residential Tower (8/12/14)
Existing Levels 2-4 – Sub Area Plan, Block 37 Residential Tower (8/12/14)
Existing/Proposed Level 5 – Sub Area Plan, Block 37 Residential Tower (8/12/14)
Green Roof Plan (8/28/2014)

Sincerely,

A handwritten signature in black ink, appearing to read "Patricia A. Scudiero". The signature is fluid and cursive, with a long horizontal stroke at the end.

Patricia A. Scudiero
Zoning Administrator

PAS:HG:tm

C: Heather Gleason, Mike Marmo, Erik Glass, Main file

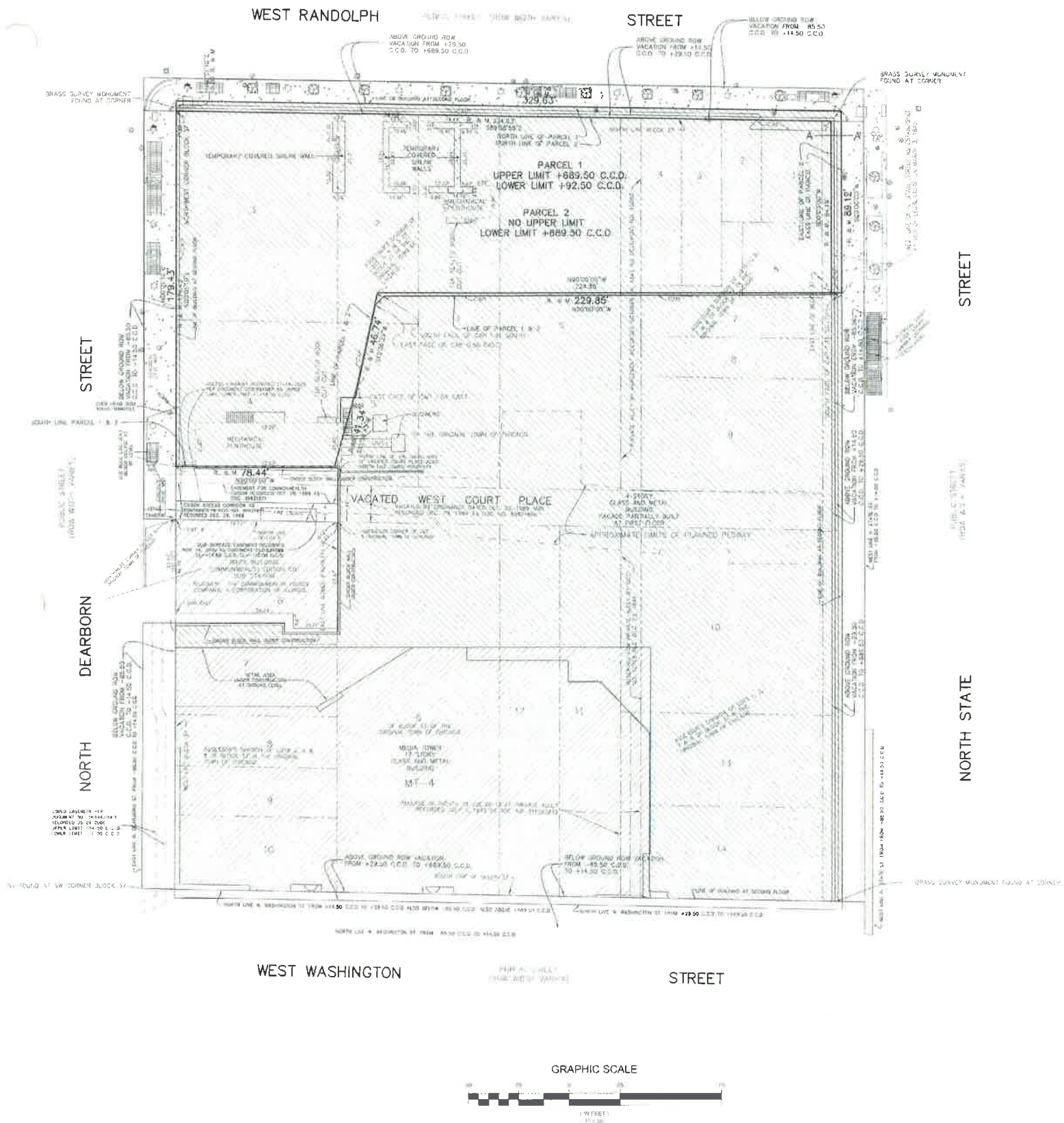


FIGURE 2.1
PLAT OF SURVEY



NOT TO SCALE



© 2014 Solomon Cordwell Buenz



PROJECT ADDRESS: 25 W RANDOLPH STREET
 APPLICANT: PD489
 PROJECT: BLOCK 37 RESIDENTIAL TOWER
 DATE: 06.26.2014

Total Site Area	119,558
Base FAR	16
Bonus FAR	4
Total Site Allowable FAR	20
Total FAR Area Available	2,391,160
Existing FAR Used (retail + office)	831,388
Remaining FAR Available	1,559,772

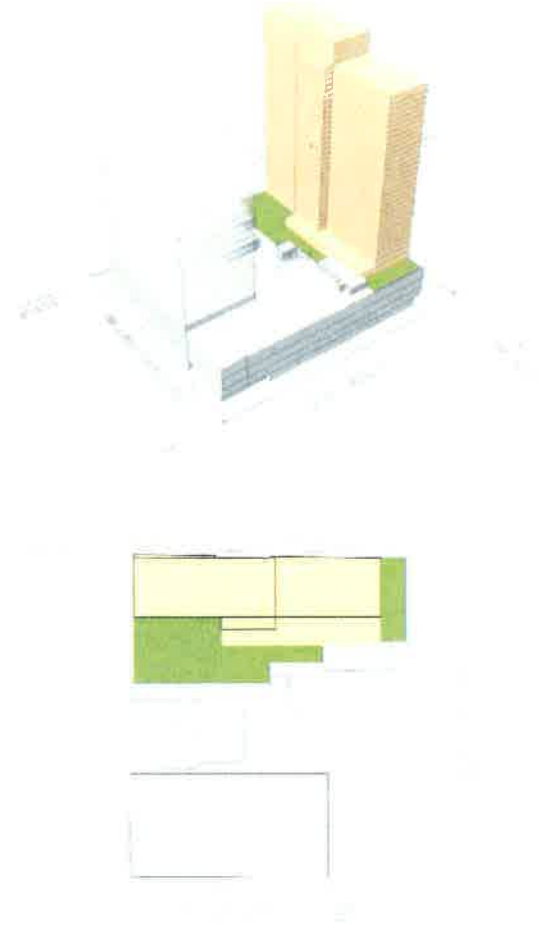
ALLOWABLE BUILD-OUT

400 Dwelling + 500 Hotel or 900 Units



CIM DESIGN

690 Units



PLANNED DEVELOPMENT 2005 PD (Ammended 2013)		CIM DESIGN
FAR Area (Sq. Ft)	1,559,772 available for Residential & Hotel	757,862 : Apartment
Dwelling Units or Hotel Keys	400 Dwelling Units & 500 Hotel Keys or 900 Units Hotel Keys may be converted to Dwelling Units with a corresponding decrease in Keys	690
Max Building Height	Varies: 437' Max at North Property Line	436'-5"
Floors (Including Retail Podium)	Pending Design Proposal	38
Project GSF		769,655 GSF

*NOTE: All parking/loading required by PD are met with the existing built garage and loading dock.

FIGURE 3
BUILDING DATA



NOT TO SCALE



© 2014 Solomon Cordwell Buenz



CIM GROUP

PROJECT ADDRESS: 25 W. RANDLOPH STREET
 APPLICANT: PD489
 PROJECT: BLOCK 37 RESIDENTIAL TOWER
 DATE: 08.21.2014

The floor plan for the NIC (North Island Centre) shows a large yellow area labeled 'LOBBY' and a smaller yellow area labeled 'SECURE LOBBY'. The 'SECURE LOBBY' contains three orange rectangular areas. The 'LOBBY' contains an 'OPTIONAL SLAVE FIRE CONTROL PANEL' and a 'RE' (Retail Entrance) area. A 'CANOPY' is indicated above the lobby. A 'WC' (Water Closet) and 'CART STORAGE' area are located near the bottom left. A 'NIC' label is at the bottom center. A note at the bottom states: 'PARKING SHUTTLE AND FIREMAN'S CAR FOR RETAIL PODIUM'. The plan also shows various doors, windows, and structural elements like columns and walls.



POWER CONSTRUCTION **CIM GROUP**

PROJECT ADDRESS: 25 W. RANDLOPH STREET
APPLICANT: PD489
PROJECT: BLOCK 37 RESIDENTIAL TOWER
DATE: 06.26.2014



FIGURE 4.2
PROPOSED 5TH FLOOR PLAN



NOT TO SCALE



© 2014 Solomon Cordwell Buenz



PROJECT ADDRESS: 25 W. RANDLOPH STREET
 APPLICANT: PD489
 PROJECT: BLOCK 37 RESIDENTIAL TOWER
 DATE: 06.26.2014



UPPERTIER MODIFICATION



TYPICAL TIER FLOOR PLAN

FIGURE 4.3
PROPOSED RESIDENTIAL PLAN



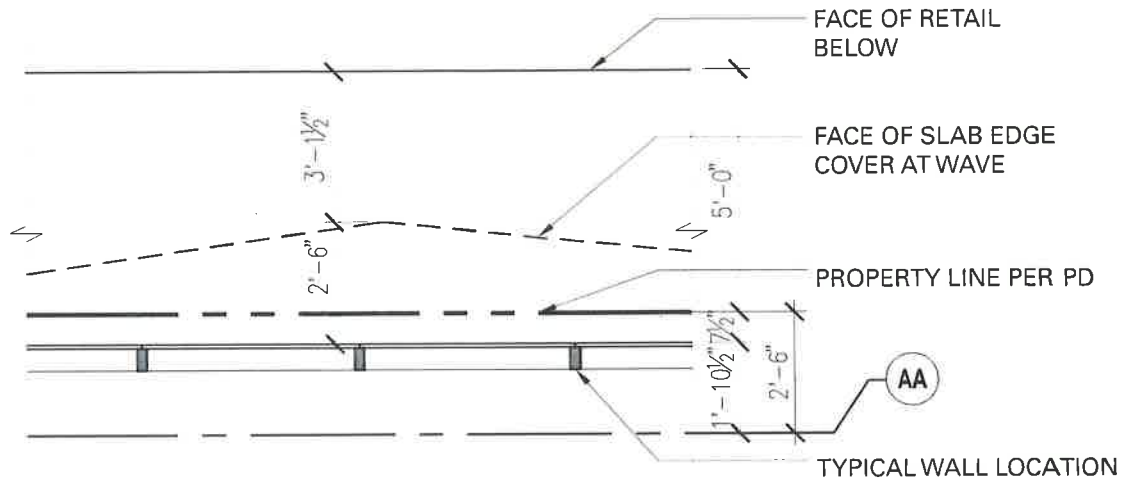
NOT TO SCALE



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PROJECT ADDRESS: 25 W. RANDLOPH STREET
 APPLICANT: PD489
 PROJECT: BLOCK 37 RESIDENTIAL TOWER
 DATE: 06.26.2014



PROPERTY LINE DIAGRAM



TYPICAL FLOOR KEY PLAN

WAVE NAME	SF OVER PROPERTY LINE	# OF FLOORS WITH WAVE	TOT. SF OVER PROPERTY LINE
WAVE A	50.50	24	1212 SF
WAVE B	46.22	31	1433 SF
WAVE C	48.51	7	340 SF

TOTAL SF OVER PROPERTY LINE 2985 SF

**FIGURE 4.3A
PROPERTY LINE DIAGRAM**



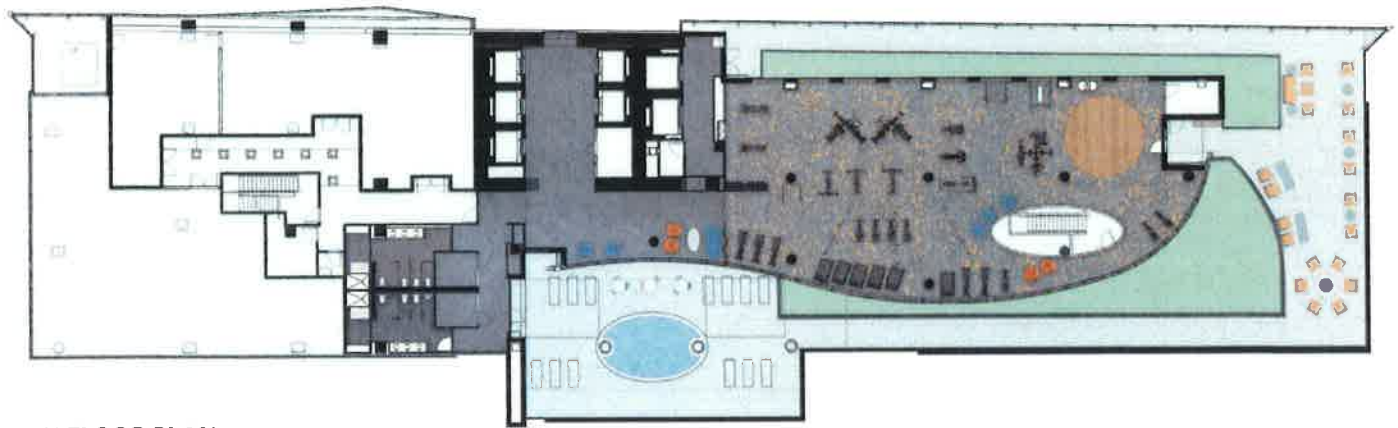
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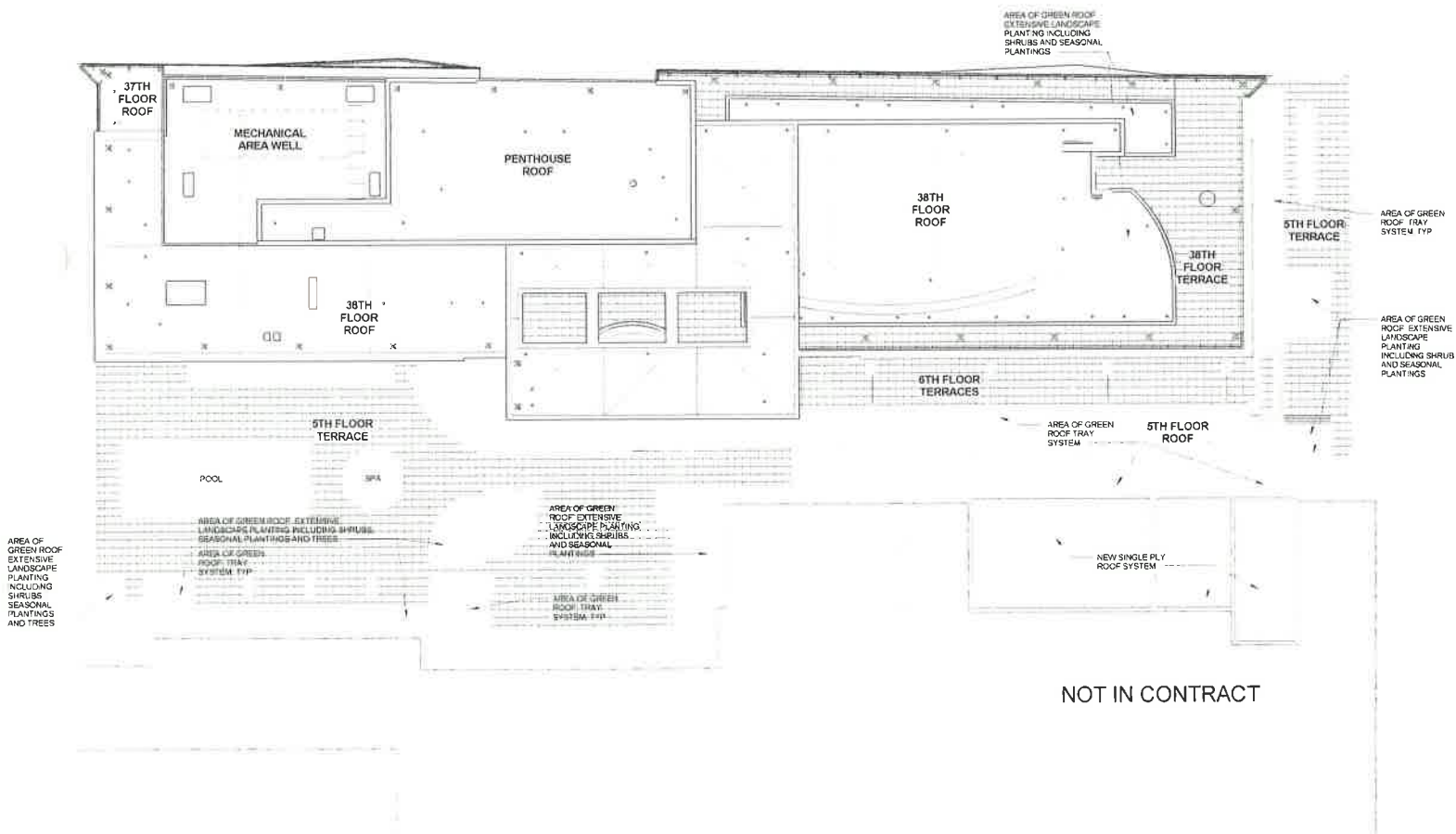
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PROJECT ADDRESS: 25 W. RANDLOPH STREET
 APPLICANT: PD489
 PROJECT: BLOCK 37 RESIDENTIAL TOWER
 DATE: 06.26.2014



38TH FLOOR PLAN



NOT IN CONTRACT

ROOF PLAN

* NOTE: This project will meet the requirements of LEED Certification in lieu of the green roof requirements set forth in PD489

**FIGURE 4.4
PROPOSED 39TH & ROOF
PLANS**



NOT TO SCALE



© 2014 Solomon Cordwell Buenz



PROJECT ADDRESS: 25 W. RANDLOPH STREET
APPLICANT: PD489
PROJECT: BLOCK 37 RESIDENTIAL TOWER
DATE: 06.26.2014

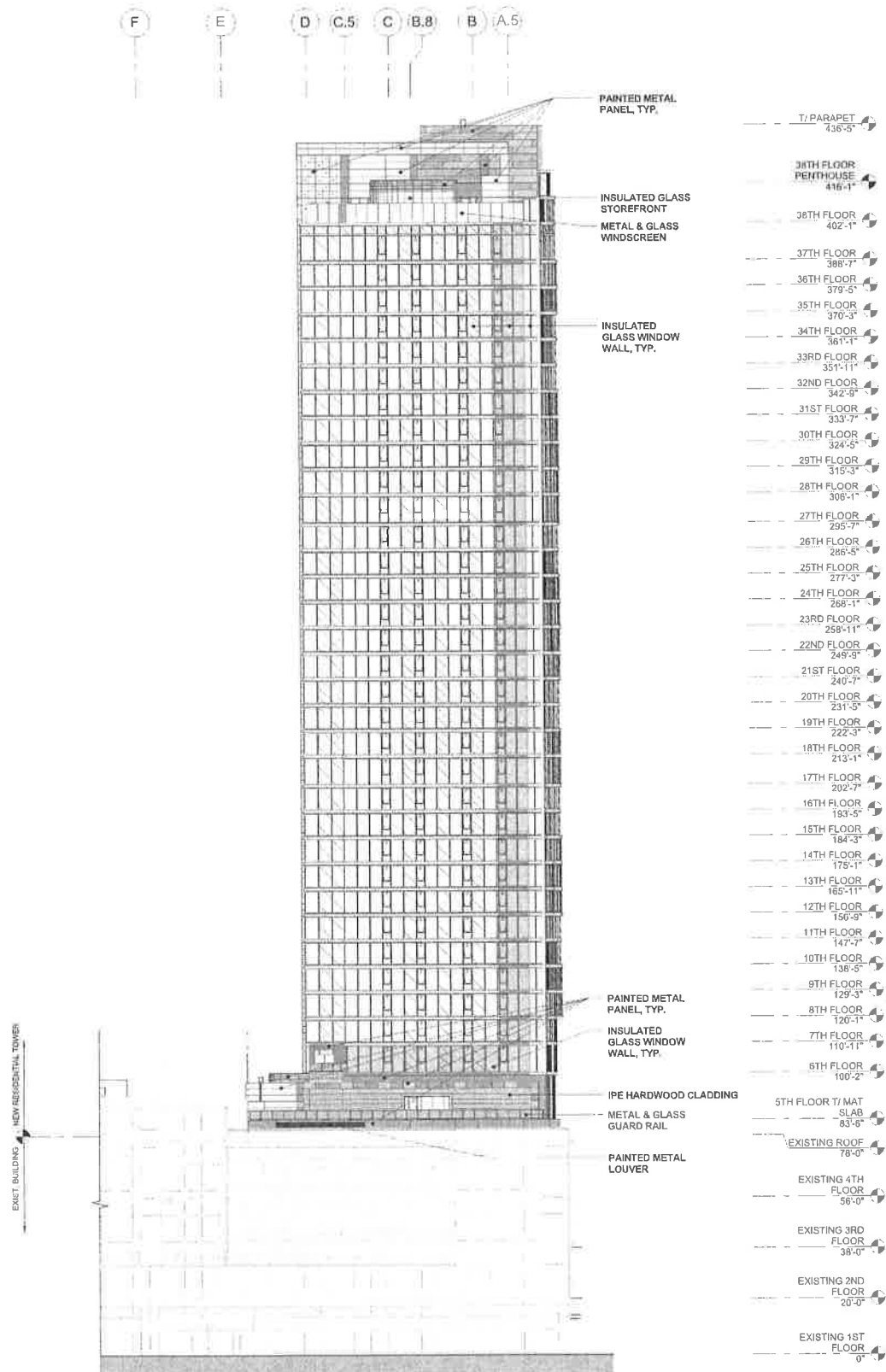


FIGURE 5.2
PROPOSED EAST ELEVATION



NOT TO SCALE

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PROJECT ADDRESS: 25 W. RANDLOPH STREET
APPLICANT: PD489
PROJECT: BLOCK 37 RESIDENTIAL TOWER
DATE: 06.26.2014

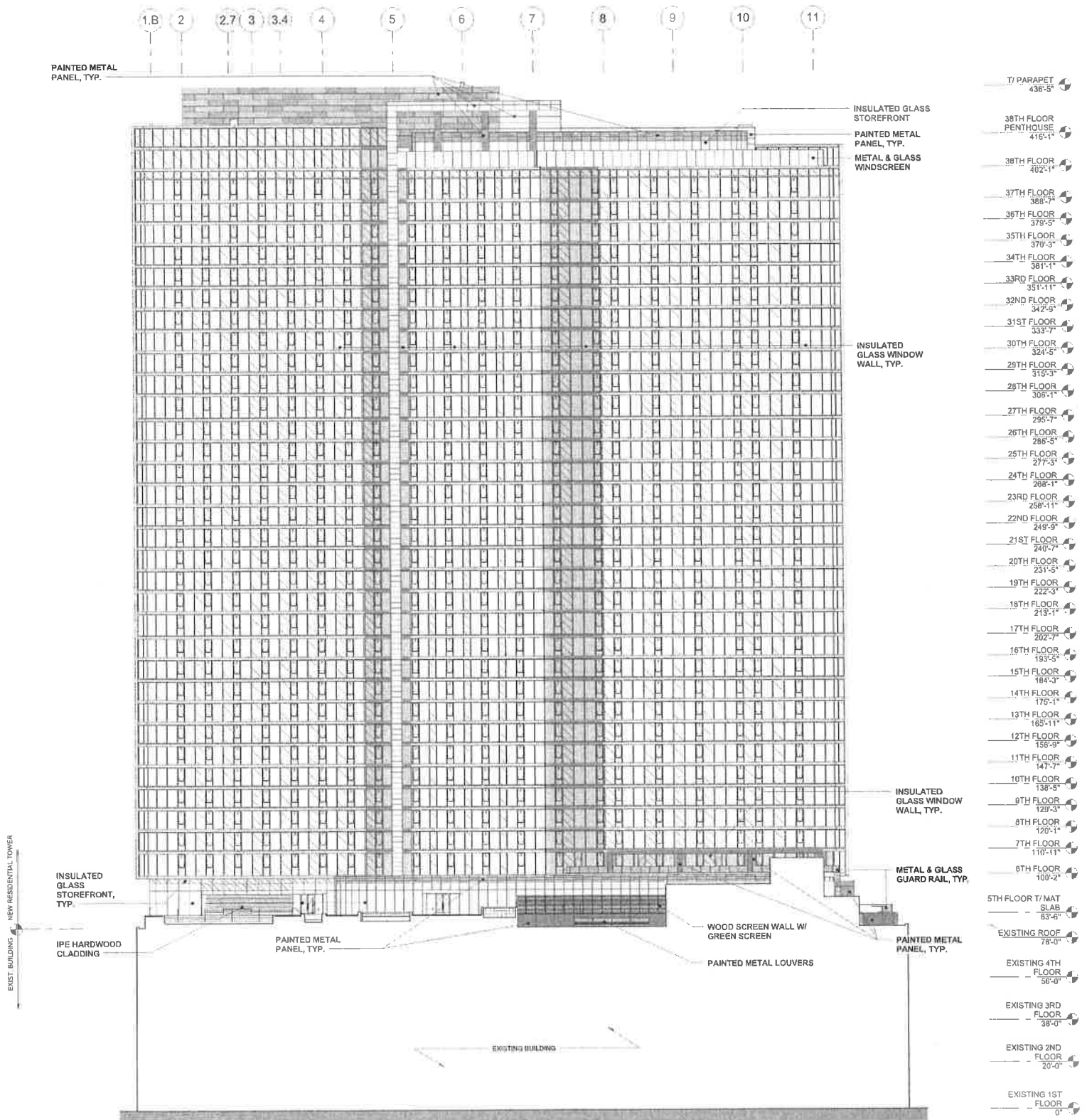


FIGURE 5.3
PROPOSED SOUTH ELEVATION



NOT TO SCALE



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PROJECT ADDRESS: 25 W. RANDLOPH STREET
 APPLICANT: PD489
 PROJECT: BLOCK 37 RESIDENTIAL TOWER
 DATE: 06.26.2014

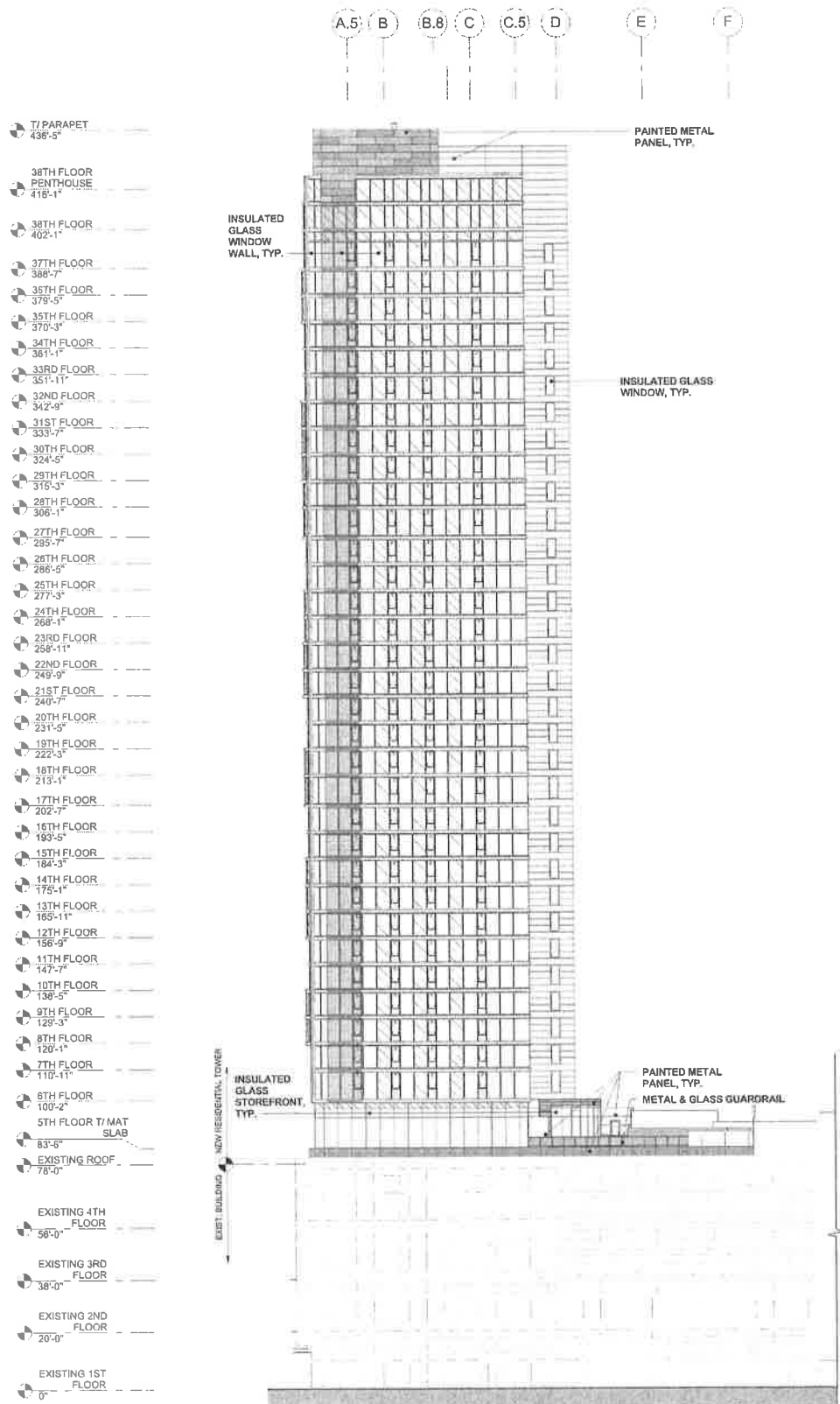


FIGURE 5.4
PROPOSED WEST ELEVATION



NOT TO SCALE



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PROJECT ADDRESS: 25 W. RANDLOPH STREET
 APPLICANT: PD489
 PROJECT: BLOCK 37 RESIDENTIAL TOWER
 DATE: 06.26.2014

RANDOLPH STREET

DEARBORN STREET

STATE STREET

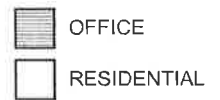
WASHINGTON STREET



© 2013 SCB

EXISTING GROUND FLOOR / LEVEL 1 - SUB AREA PLAN
BLOCK 37 RESIDENTIAL TOWER

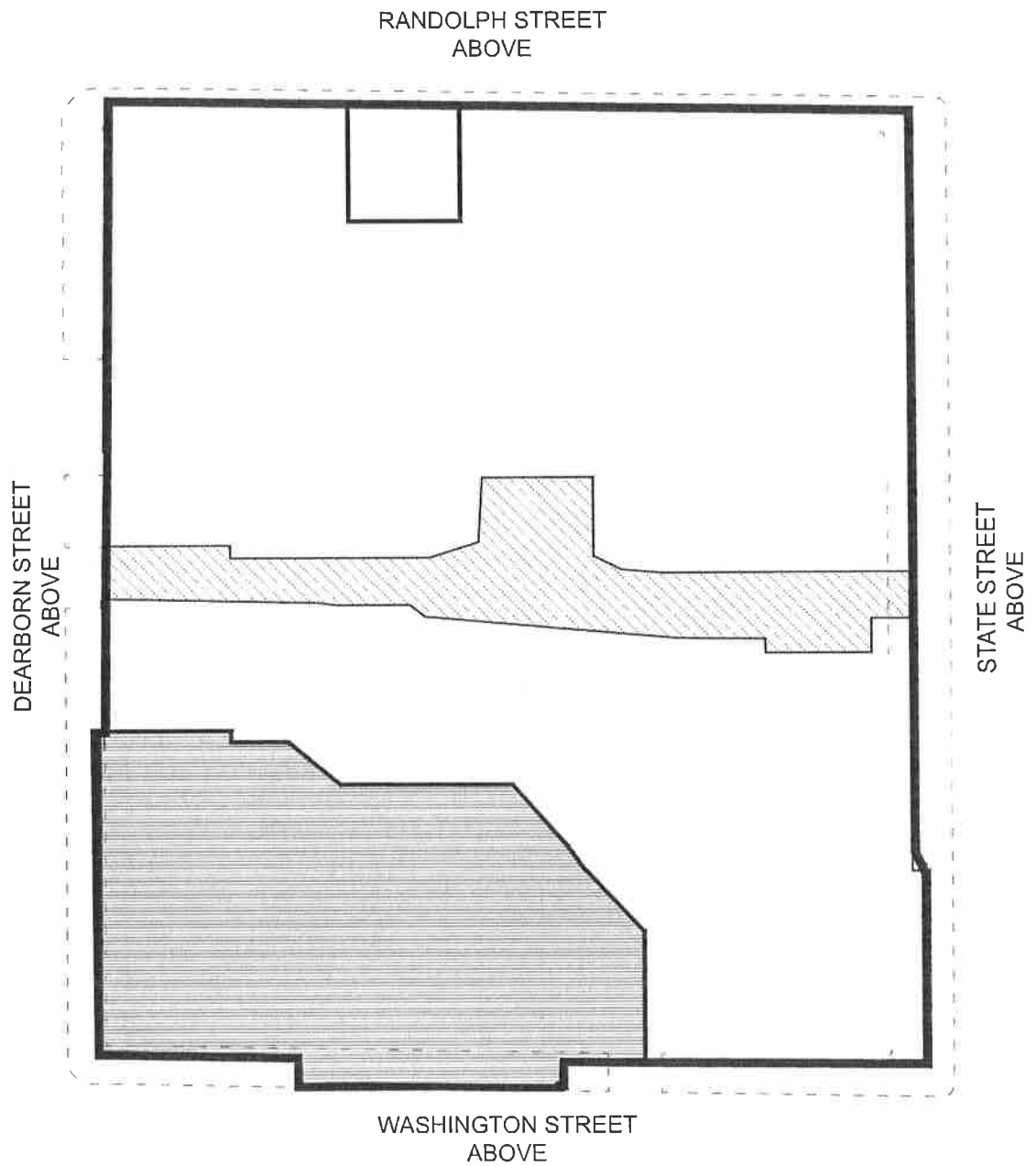
08/12/2014
2012057



0 32 64



SHEET 1 OF 5



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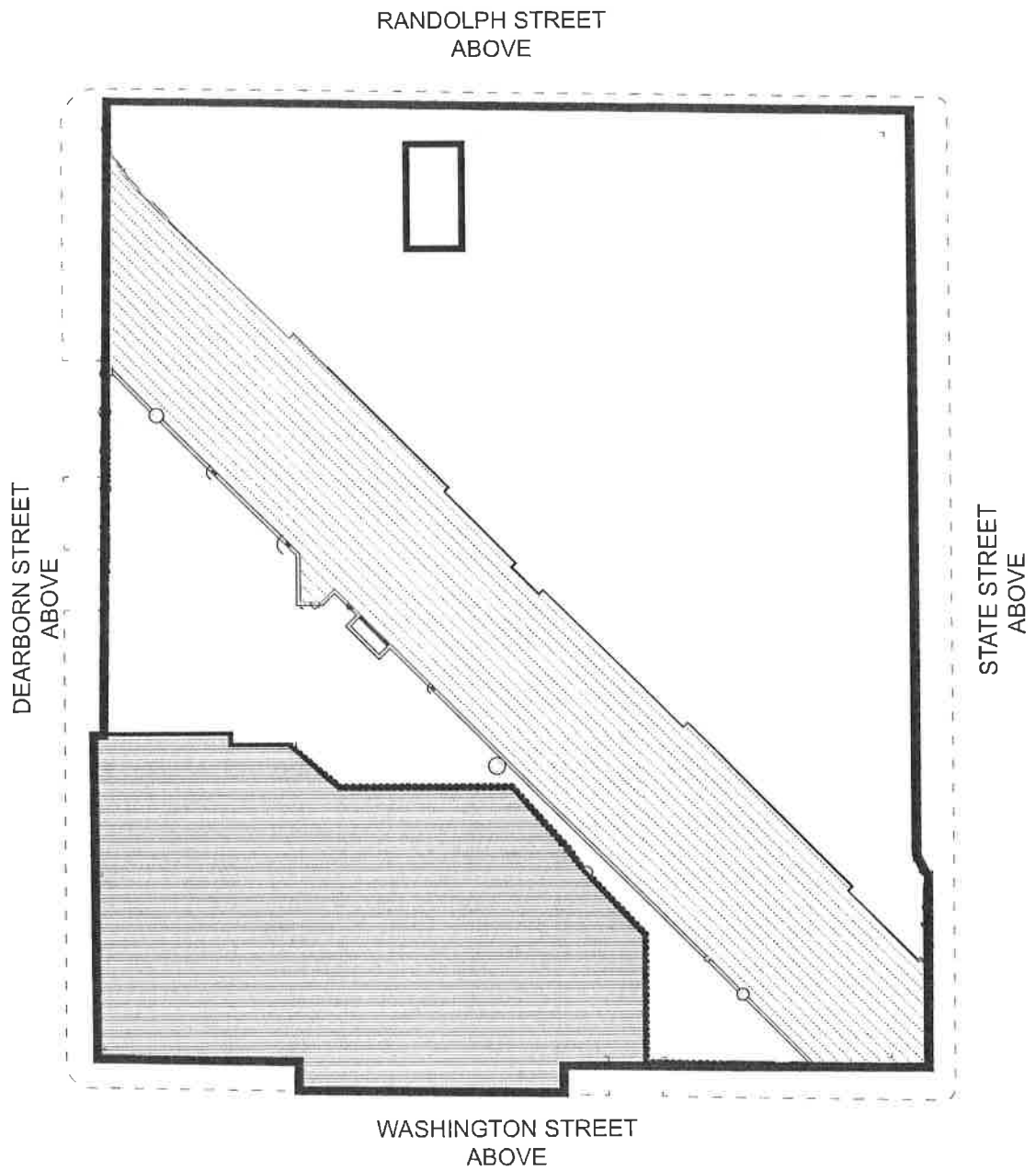
EXISTING LEVEL B1 - SUB AREA PLAN
BLOCK 37 RESIDENTIAL TOWER

08/12/2014
2012057

-  CTA
-  OFFICE
-  RESIDENTIAL

0 32 64

 SHEET 2 OF 5



© 2013 SCB

**EXISTING LEVELS B2-B4 - SUB AREA PLAN
BLOCK 37 RESIDENTIAL TOWER**

08/12/2014
2012057

-  CTA
-  OFFICE
-  RESIDENTIAL

0 36 64



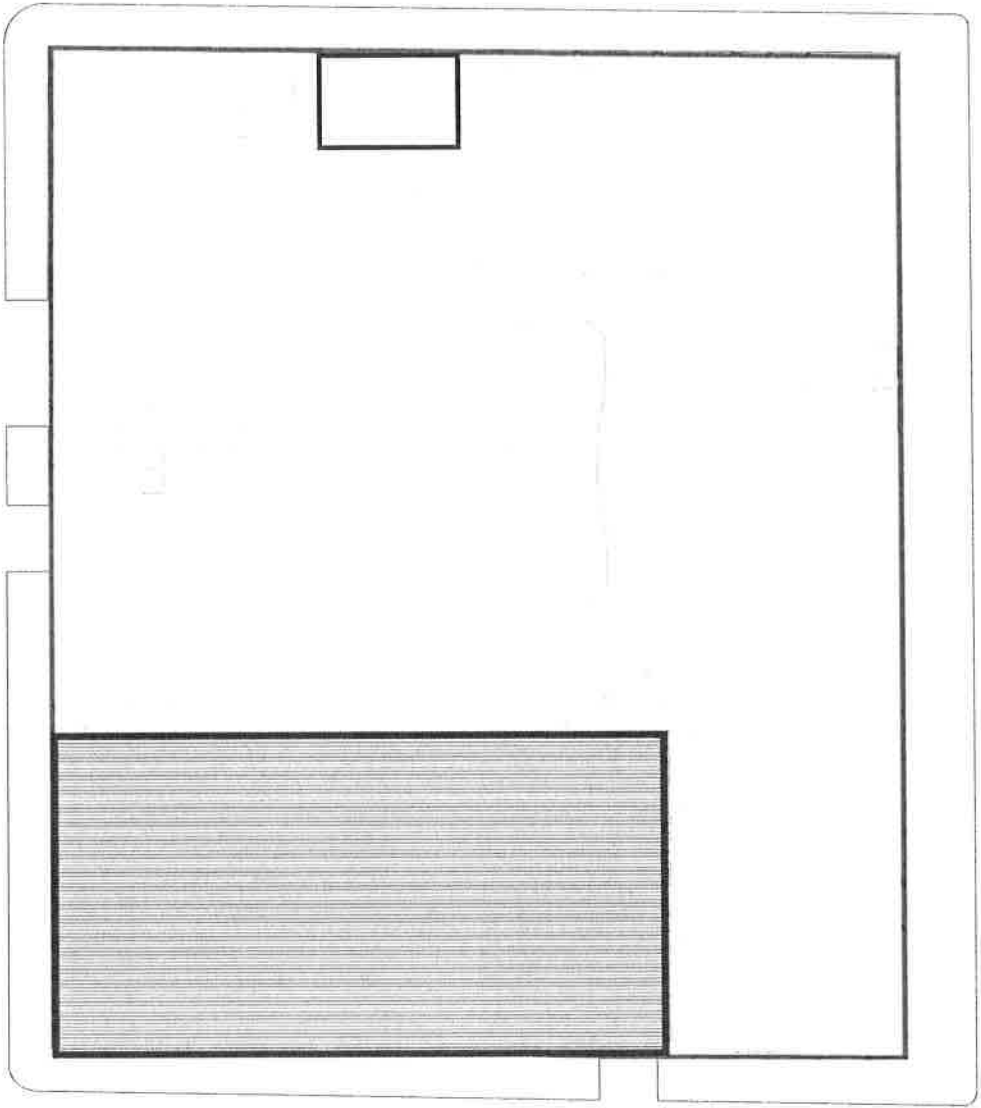
SHEET 3 OF 5

RANDOLPH STREET
BELOW

DEARBORN STREET
BELOW

STATE STREET
BELOW

WASHINGTON STREET
BELOW



© 2013 SCB

EXISTING LEVELS 2-4 - SUB AREA PLAN
BLOCK 37 RESIDENTIAL TOWER



0 32 64

2012057

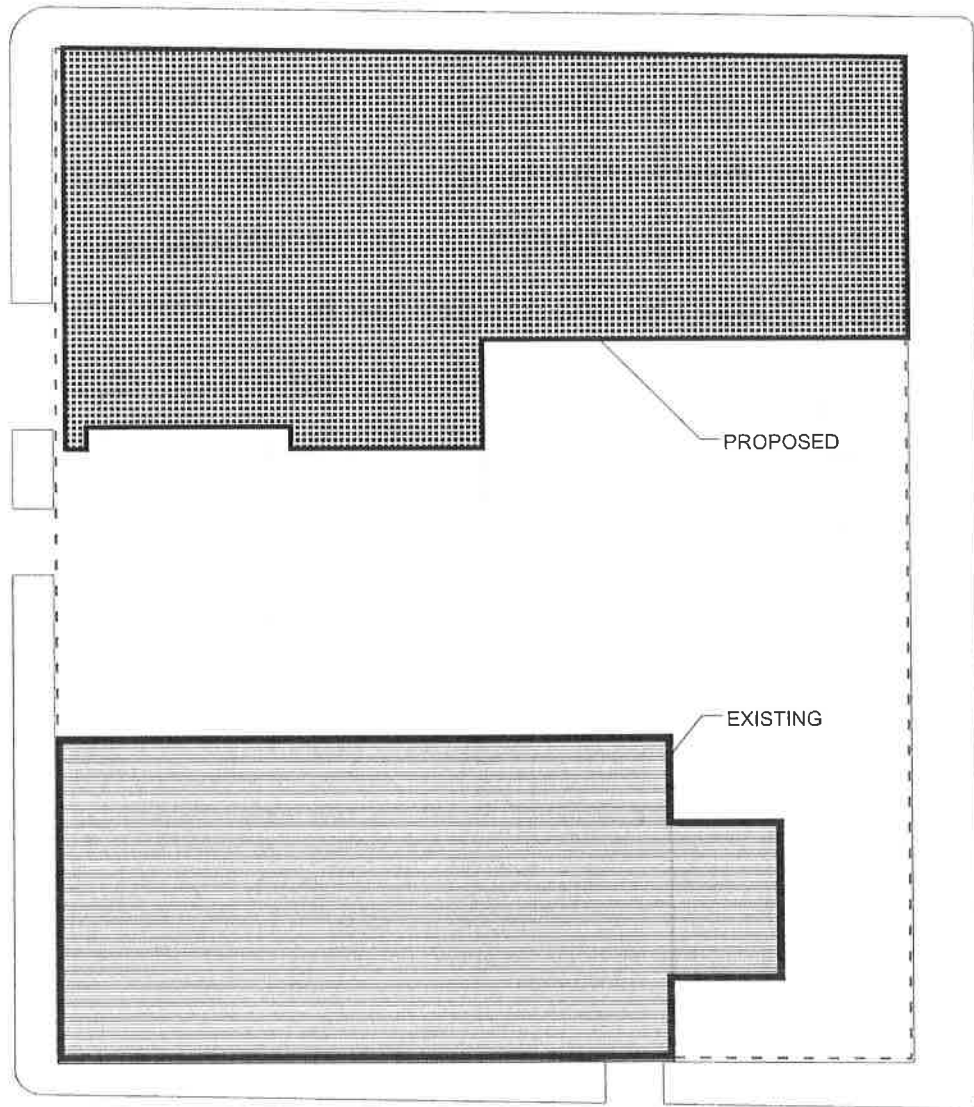


SHEET 4 OF 5

RANDOLPH STREET
BELOW

DEARBORN STREET
BELOW

STATE STREET
BELOW



PROPOSED

EXISTING

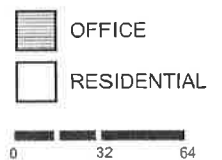
WASHINGTON STREET
BELOW



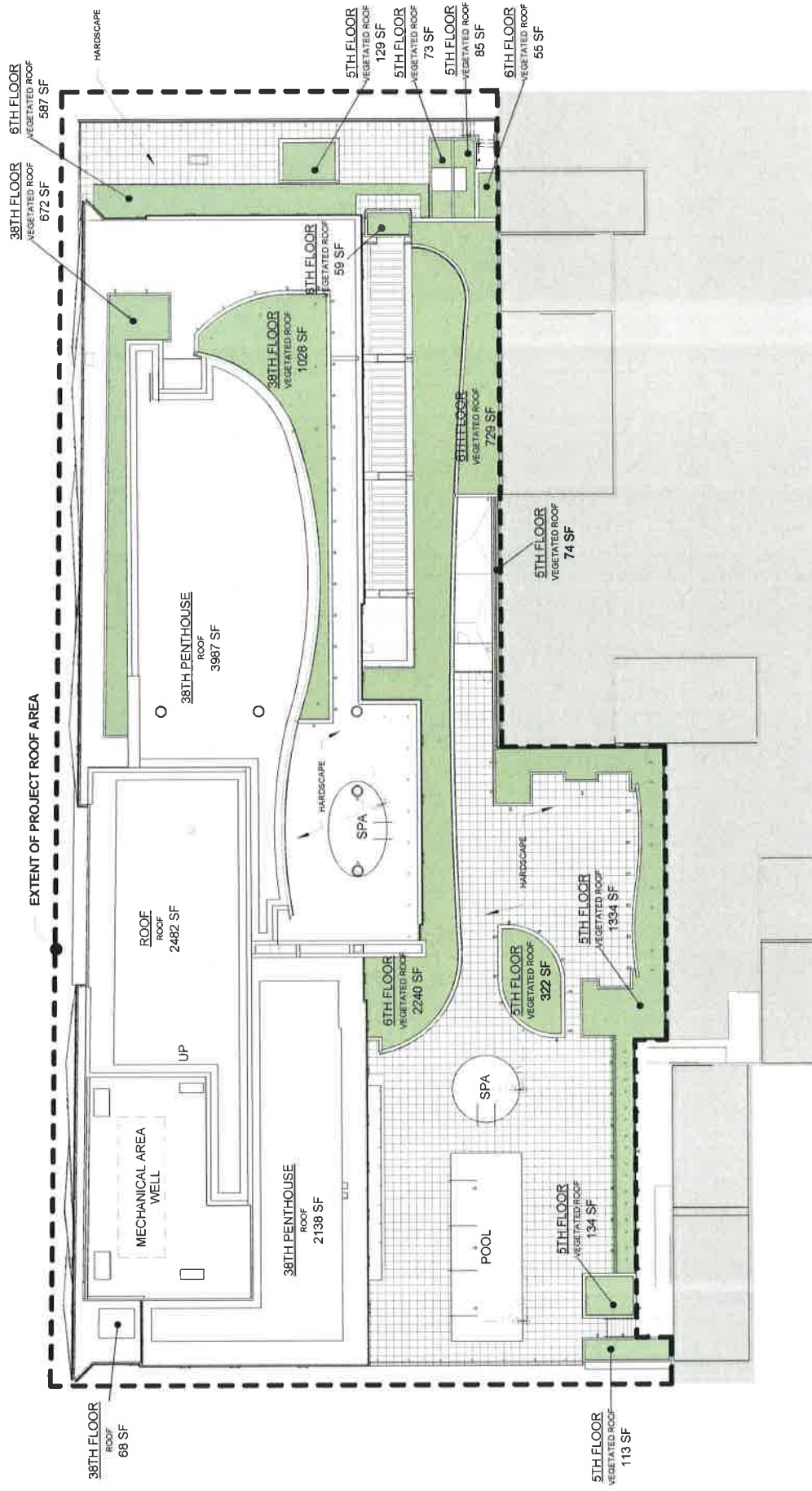
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EXISTING / PROPOSED LEVEL 5 - SUB AREA PLAN
BLOCK 37 RESIDENTIAL TOWER

08/12/2014
2012057



SHEET 5 OF 5



SITE PLAN REVIEW

Green Roof Plan
BLOCK 37 RESIDENTIAL TOWER
CIM Group

08/28/2014
2012057

DSK241





DEPARTMENT OF PLANNING AND DEVELOPMENT
CITY OF CHICAGO

April 11, 2014

Mark Vande Hey
Prudential Real Estate Investors
180 N. Stetson Avenue
Suite 3275, Two Prudential Plaza
Chicago, IL 60601

**Re: Administrative Relief request for Residential Business Planned Development No. 489, as amended
Block 37, Dearborn and Washington Streets electronic media sign**

Dear Mr. Vande Hey:

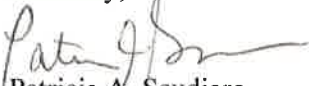
Please be advised that your request for a minor change to Residential Business Planned Development No. 489 ("PD 489"), as amended, has been considered by the Department of Planning and Development pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement No. 14 of PD 489.

You represent PR 22 West Washington, LLC, the owner of the office building located at 22 W. Washington Street. You are seeking an administrative relief to reduce the size of the media sign along Dearborn St. to what currently exists. As indicated on the attached, the approved media sign was to extend on both sides of the existing sign and wrap around to Washington St. The existing sign will remain as is and the existing framing will be covered with tinted glass to match the rest of the building. CIM, the owner of 108 N. State Street, has also provided their consent for this request.

With regard to your request, the Department of Planning and Development has determined that allowing a reduction in the size of the media sign 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. 489, 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.

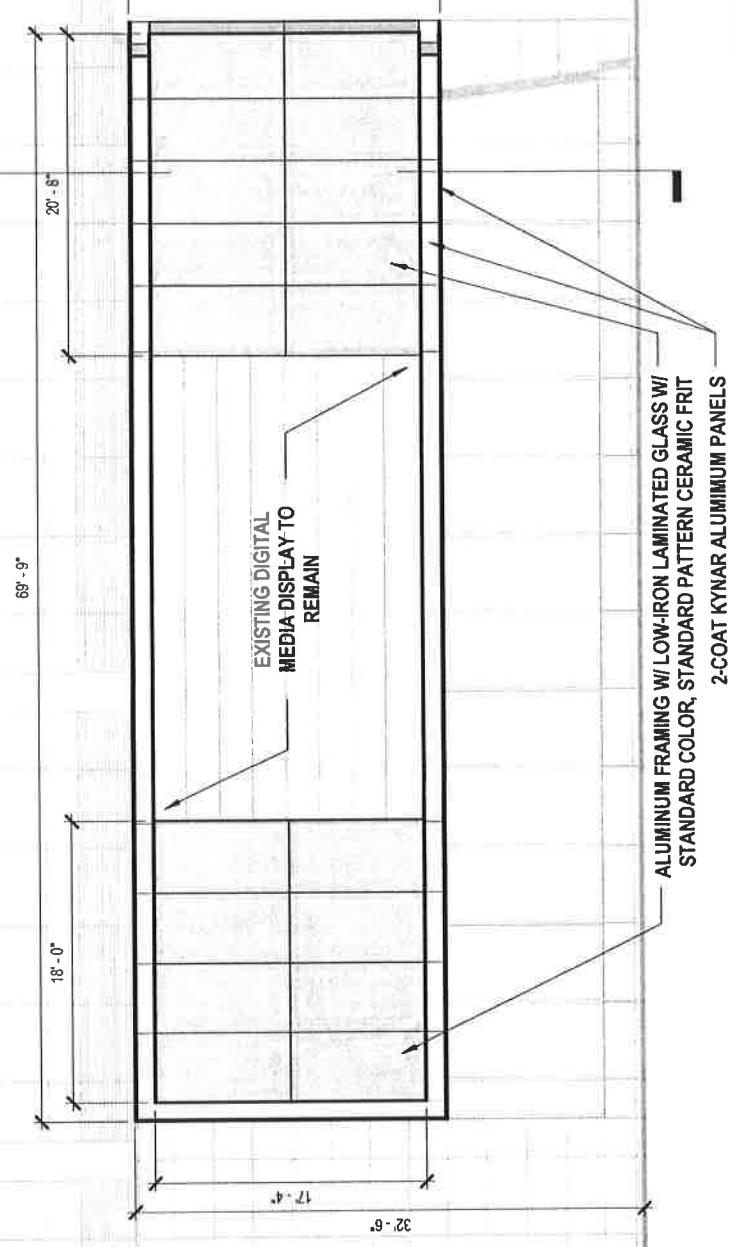
Sincerely,


Patricia A. Scudiero
Zoning Administrator

C: Lee Golub, Richard Cooke, Mike Marmo, Erik Glass, Janice Hill, Main file

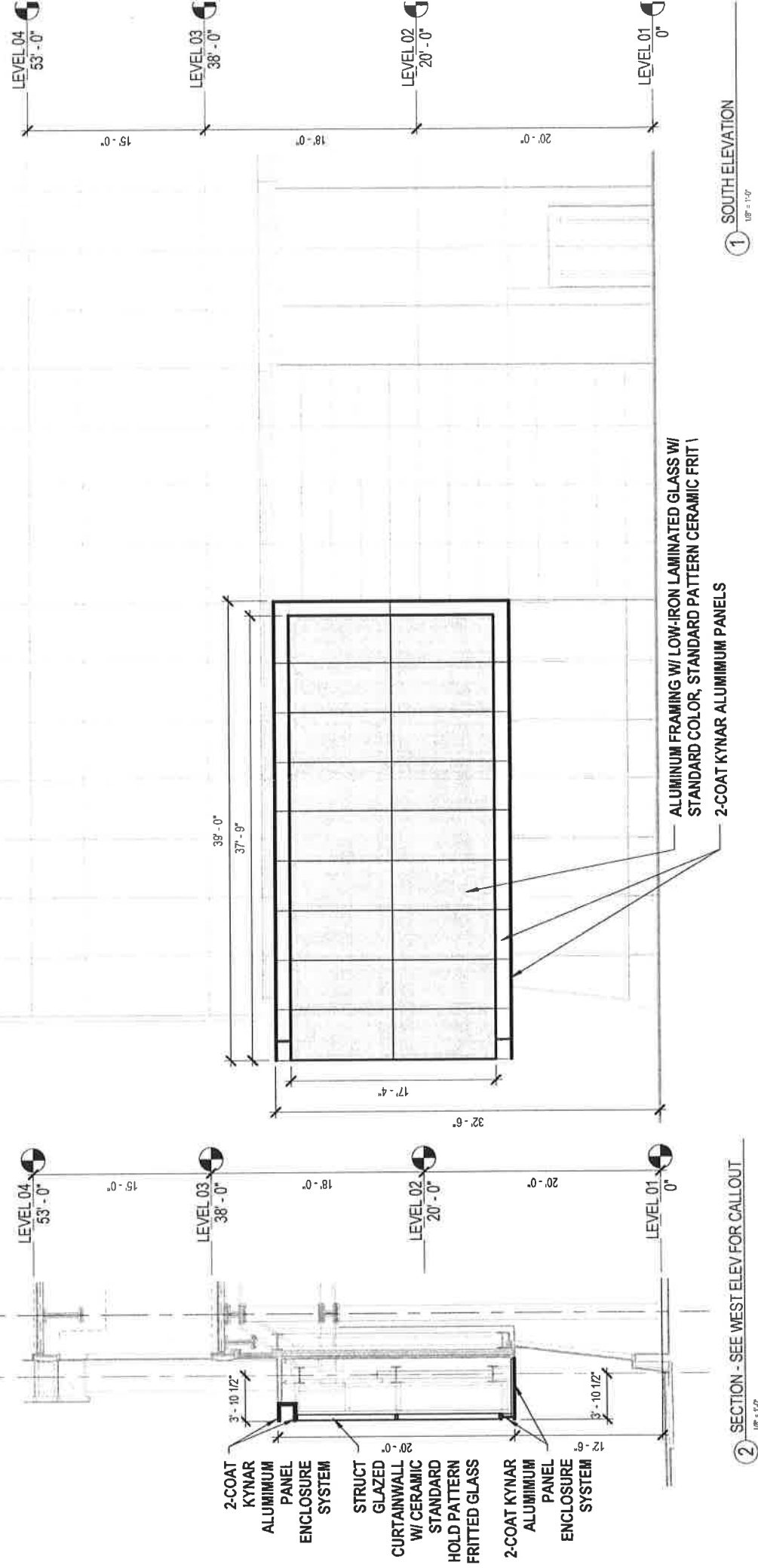
K.4 K.9 L.4 M.4 N.1 N.3 N.5 N.9 Q

LEVEL 04
53'-0"
15'-0"
LEVEL 03
38'-0"
18'-0"
LEVEL 02
20'-0"
20'-0"
LEVEL 01
0'-0"



1 PARTIAL WEST ELEVATION
1/8" = 1'-0"

1 1.4 2 3 3.7



17641

3/13/2013

REPORTS OF COMMITTEES

49195

Reclassification Of Area Shown On Map No. 1-F.
(As Amended)
(Application No. 17641)
(Common Address: 108 N. State St.)

BBPD 489, AA

[SO2012-8205]

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, is amended by changing all the Residential-Business Planned Development Number 489 symbols and indications as shown on Map Number 1-F in the area bounded by:

West Randolph Street; North State Street; West Washington Street; North Dearborn Street; a line 131.13 feet north of the north line of West Washington Street; a line 54 feet east of the east line of North Dearborn Street; a line 126.46 feet north of the north line of West Washington Street; a line 80 feet east of the east line of North Dearborn Street; a line 192.79 feet south of the south line of West Randolph Street; and North Dearborn Street,

to those of Residential-Business Planned Development Number 489, as amended, which is hereby established in the area above described, subject to such use and bulk regulations as are set forth in the attached Plan of Development.

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

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

Residential-Business Planned Development Number 489, As Amended.

Plan Of Development Statements.

1. The area delineated herein as Residential-Business Planned Development Number 489, as amended, consists of approximately one hundred nineteen thousand five hundred fifty-eight (119,558) square feet (two and seventy-four hundredths (2.74) acres) of real property (the "Primary P.D. Parcel) and includes for development purposes certain above grade and below grade portions of surrounding rights-of-way as described in statement Number 2 (the "R.O.W. Encroachment Areas") as depicted on the attached Right-of-Way Adjustment Map (the Primary P.D. Parcel and the R.O.W. Encroachment Areas are collectively referred to as the "Property"). These plan of development statements, together with the attached exhibits and plans, are referred to as the "Planned Development". Block 37 LLC is deemed the "Applicant" for this Planned Development. In addition, it is acknowledged that there are certain below

grade improvements which are not located within the Property, which are intended to be used primarily for a pedway, "back of house" functions and a foundation wall and which are intended to be located in the subsurface areas of certain property owned by Commonwealth Edison Company ("ComEd") having approximate dimensions of nine (9) feet by eighty (80) feet and zoned DX-16 Downtown Mixed-Use District and located immediately north of ComEd's existing substation building, as depicted on the attached Below Grade Easement Area Plan (such property owned by ComEd is referred to herein as the "Below Grade Easement Area" and the improvements intended to be located therein are referred to as the "Below Grade Easement Area Improvements"). The Applicant has executed an easement agreement with ComEd to use the Below Grade Easement Area and therefore is entitled to use such area in connection with the improvements contemplated by this Planned Development. In addition, subject to the provisions of Statement 8 below regarding the Applicant's control thereof, Applicant will grant an easement to the City over a portion of the Below Grade Easement Area for the purposes of a public pedway. Notwithstanding that the Below Grade Easement Area is a part of a different zoning lot than the Property, the Below Grade Easement Area and the Below Grade Easement Area Improvements shall be permitted and regulated as a part of this Planned Development only and shall not be regulated under the provisions applicable in the DX-16 Downtown Mixed-Use District (or such other district or designation as such areas may lawfully be classified). Nothing herein shall be construed to apply to the above-grade areas of such property owned by ComEd; provided, however that, subject to the approval thereof by ComEd and ComEd's commitment to maintain the same on an ongoing basis, Applicant shall construct a decorative fencing treatment on property owned by ComEd abutting the Dearborn right-of-way along the ComEd Access Area (as defined in statement Number 10b), as shown on the Street Level Plan.

2. The Applicant shall obtain all applicable official reviews, approvals or permits which are necessary to implement this Planned Development. Any dedication or vacation of streets or alleys, easements or any adjustment of rights-of-way shall require a separate submittal on behalf of the Applicant or its successors, assignees or grantees and approval by the City Council. The Planned Development includes certain projections above, into and below the R.O.W. Encroachment Areas, as depicted on the Right-of-Way Adjustment Plans attached hereto, which are necessary, integral and appropriate components of the improvements contemplated by this Planned Development. The Planned Development also includes certain projections below street level/grade of the right-of-way adjacent to the Property which are necessitated primarily by the need to accommodate those underground public transportation facilities generally depicted on the Floor Plans for levels LL1 -- LL3 attached hereto and other uses that serve the general public within the boundaries of the Property. It is acknowledged that the Applicant has, in accordance with established procedures, applicable laws, and the specific limitations stated on the Right-of-Way Adjustments Plans, obtained fee title to that property constituting the R.O.W. Encroachment Areas through vacation and conveyance by the City.

3. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal titleholders and any ground/air-rights lessors except as provided herein. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns and, if different than the Applicant, the legal titleholders and any ground/air-rights 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. Single designated control for purposes of this statement 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 all the owners of the Property and any ground/air-rights lessors of the Property, subject, however, to the following exceptions and conditions: (a) any changes or modifications to this Planned Development applicable to or in a given subarea designated pursuant to Statement Number 10 below need only be made or authorized by the owners and/or any ground/air-rights lessors of such subarea; provided, however, that for so long as the Applicant or any affiliate thereof owns or controls any part of the Property, any application to the City for any such changes or modifications (administrative, legislative or otherwise) must in all cases be authorized by the Applicant; (b) where portions of the improvements located on the Property have been submitted to the Illinois Condominium Property Act, the term "owner" shall be deemed to refer solely to the condominium association of the owners of such portions of the improvements and not to the individual unit owners therein; and (c) ComEd's consent for any such changes or modifications (administrative, legislative or otherwise) with respect to the Below Grade Easement Area shall not be required and control thereof shall be deemed to be vested in the Applicant. Nothing herein shall prohibit or in any way restrict the alienation, sale or any other transfer of all or any portion of the Property or any rights, interests or obligations therein including any ground or air-rights leases. Upon any alienation, sale or any other transfer of all or any portion of the Property or the rights therein including any ground or air-rights leases (but not including an assignment or transfer of rights pursuant to a mortgage or otherwise as collateral for any indebtedness) and solely with respect to the portion of the Property so transferred, the term "Applicant" shall be deemed amended to apply to the transferee thereof (and its beneficiaries if such transferee is a land trust) and the seller or transferor thereof (and its beneficiaries if such seller or transferor is a land trust) shall thereafter be released from any and all obligations or liability hereunder; provided, however that the Applicant's right to authorize changes or modifications to this Planned Development for so long as it owns or controls all or any portion of the Property as set forth in clause (a) of this Statement Number 3 above shall not be deemed amended or transferred to apply to a transferee (or its beneficiaries as aforesaid) unless expressly assigned in a written instrument executed by the original Applicant hereunder. It is acknowledged that the Property is further subject to the terms of a redevelopment agreement between the City of Chicago and the Applicant (as amended from time to time, the "Redevelopment Agreement"), which Redevelopment Agreement governed the conveyance of the Property to the Applicant (or any affiliates

thereof) and other matters relating to the use and development of the Property, and in the event of any conflict, contradiction or ambiguity between the terms of such Redevelopment Agreement and this Planned Development, the more restrictive terms shall govern.

4. The following uses shall be permitted in this Planned Development: all uses permitted in the DX-16 Downtown Mixed-Use District including, but not limited to: retail and commercial uses including but not limited to freestanding carts and kiosks; offices, business, not-for-profit and professional; hotels; dwelling units and other residential uses; radio and television broadcast studios; transportation ticket offices; air freight transfer facilities (subject to the approval of the Department and C.D.O.T. in their sole discretion); night clubs, taverns, and other entertainment uses; food markets; physical culture and health services; public and/or quasi-public utility and service uses (including but not limited to electric substations, railroad passenger stations, street railway terminals and railroad rights-of-way); convention centers and meeting halls; public uses (including, but not limited to, activities such as entertainment, exhibits, dining, gatherings, retail sales and passive uses); publicly available pedway uses (including, but not limited to, public pedestrian travel and retail sales); electronic data storage centers; radio and television towers; broadcast and telecommunications structures (including related equipment and transmitting and receiving antennae); microwave relay towers; telephone transmission equipment buildings; wireless communication facilities (including towers, earth station antennas and parabolic dishes which shall not be subject to diameter or size limitations); day care centers; accessory parking; access for the benefit of ComEd for its existing substation building located on property adjacent to the Property as more specifically set forth in Statement 10(b); and other accessory uses.
5. This Planned Development consists of seventeen (17) statements: a Bulk Regulations and Data Table; the WLS TV Block 37 Plan View of WLS and Block 37; and the following exhibits, maps and plans, prepared by Perkins & Will and dated November 18, 2004 and revised December 14, 2006 (collectively, the "Original Exhibits"): an Existing Zoning Map; an Existing Land-Use Plan; a Planned Development Property and Boundary Map; Level 1 Right-of-Way Adjustment Plan; Levels 2 and 3 Right-of-Way Adjustment Plan; Level 4 Right-of-Way Adjustment Plan; a Level 5 Right of-Way Adjustment Plan; a Level 6 and above Right-of-Way Adjustment Plan; a Lower Levels 1 -- 3 Right-of-Way Adjustment Plan; a Site Plan; a Street Level Plan; East, West, North and South Elevations; Lower Level Floor Plans (including a Lower Level 1 and Pedway Plan); East, West, North and South Signage Elevations and a Signage Elevations General Notes Plan; a Below Grade Easement Area Plan; and a Tower Envelope Plan. Also incorporated herein by reference are the approved administrative relief request granted on February 14, 2007 and the exhibits attached thereto prepared by Gensler and revised January 19, 2007 (collectively, the "Administrative Relief Exhibits"). The Administrative Relief Exhibits revised or superseded some, but not all, of the Original Exhibits. To the extent that there is a conflict between the Administrative Relief Exhibits and the Original Exhibits, the Administrative Relief Exhibits shall control. Except as revised and superseded by the Administrative Relief Exhibits, the Original

Exhibits are in full force and effect. Full size sets of both the Original Exhibits and the Administrative Relief Exhibits are on file with the Department. These and no other zoning or signage controls shall apply to the Property. This Planned Development conforms to the intent and purpose of the Chicago Zoning Ordinance, Title 17 of the Municipal Code of Chicago and all requirements thereof, and satisfies the established criteria for approval as a planned development.

6. The location and square footage for business identification signs shown on the Signage Plan attached hereto are hereby approved, subject to the specific limitations stated therein. All other business identification signage located on or designed to be viewed from the exterior of any buildings shall be subject to the review and approval of the Department. Temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development subject to the review and approval of the Department. No approvals shall be required for any signage located in and designed to be viewed solely from the interior of any improvements on the Property. In addition to the foregoing, individual store front displays shall be permitted as long as they comply with the State Street Development Plan and Design Guidelines as adopted by the Chicago Plan Commission on May 13, 1993, in effect as of the date hereof, except to the extent said plan and guidelines may be hereafter amended to provide for requirements which are less restrictive than those currently in place. Electronic business identification signage for on-site entertainment uses only shall be permitted along Randolph Street as long as such signage is located no closer than twenty (20) feet from the intersection of State Street and Randolph Street. Electronic media signage shall be permitted to be located on the exterior of the office building at the corner of Washington and Dearborn Streets for the benefit of the media tenant intended to be located therein and limited to the following types of content: a) media tenant station graphic or logo elements; b) live and taped civic events; c) public service announcements; d) live and taped network or syndicated news broadcasts, including, during such broadcasts only, taped promotional announcements and commercials; and e) educational, cultural and athletic events, such as live sporting events already broadcast on CBS. Caps of broadcasting time may be filled by broadcasts of any non-commercial still or video imagery that promotes the City of Chicago, media tenant station graphics, and weather and traffic imagery. The media tenant may broadcast civic events and ceremonies that occur at Daley Plaza, i.e., events including the Mayor or events of major civic interest that would supersede regular programming. To facilitate the broadcast of these events, the City will allow CBS to install a fixed camera (pedestal) in an agreed upon spot in the Plaza. Prior to January 1 of each year, the media tenant shall work with the Mayor's Office of Special Events to create a broadcast schedule (the "Broadcast Schedule") for the following year. The purpose of the Broadcast Schedule is to prioritize the civic events and ceremonies at Daley Plaza to avoid scheduling conflicts with the media tenant's other broadcasts. The Commissioner of the Department of Housing and Economic Development shall have the authority to administratively adjust these requirements and limitations upon the written request of the Applicant.

In the event of any inconsistency between this Planned Development or of the modification or changes thereto and the State Street/Wabash Avenue Corridor Special Sign District or any City Plans for this site related to signage, the terms of this Planned Development and the modifications or changes thereto shall govern.

7. The improvements authorized by this Planned Development shall be designed, constructed and maintained in substantial conformance with the plans and exhibits set forth in statement Number 5 and the following:
 - a. The improvements shown in the plans and exhibits identified in statement Number 5 include, among other components, areas for three (3) towers, including the office tower shown at the corner of Washington and Dearborn Streets. In addition to the office tower to be located at the corner of Washington Street and Dearborn Street, the Applicant shall have the right to construct not more than two (2) towers within the area designated on the Tower Envelope Plan as the "North Tower Envelope", which towers may be constructed to the maximum height provided for in this Planned Development; provided however, that the construction of said additional towers shall not cause the maximum overall floor area permitted by this Planned Development to be exceeded. In the event the Applicant wishes to construct more than two (2) additional towers within the North Tower Envelope or wishes to locate said additional towers outside the area of the North Tower Envelope, the Applicant shall seek a minor change in accordance with the provisions of statement Number 14 below.
 - b. Applicant has set aside and designated certain areas on the exterior of the improvements for a possible "artistic frieze" display as designated on the elevations referenced in statement Number 5 (the "Artistic Frieze Display Areas"). Applicant shall consult with the commissioner of the Department of Cultural Affairs regarding the Artistic Frieze Display Areas. The content and design of the Artistic Frieze Display Areas shall be consistent with the design of the portion of the improvements in the Planned Development on which they intended to be installed and shall be subject to the review and approval of the commissioner of the Department.
 - c. It is acknowledged that each retailer with at grade frontage along a public right-of-way shall be permitted to have at least one dedicated retail entrance.
 - d. In the event construction of the tower improvements to be located within the North Tower Envelope has not commenced within the time frame set forth in the Redevelopment Agreement, the Applicant shall install a green grid system in such unimproved portions above the base until such time as construction begins on the applicable tower(s).
8. The improvements intended to be constructed pursuant to the Planned Development are intended to contain publicly available areas comprising an east/west pedestrian

pedway as depicted on the Lower Level 1 and Pedway Plan (the "Pedway") and the street level atrium as depicted on the Site Plan (the "Atrium"). The Pedway and the Atrium are collectively referred to herein as the "Publicly Available Areas". The following standards shall apply to the Publicly Available Areas:

- a. Uses. The uses of the Publicly Available Areas shall be subject to the conditions stated herein. The Publicly Available Areas shall be open to the public, in addition to being open to the occupants of the improvements, for the following purposes:
 - (1) Pedway. For public pedestrian travel underground between points lying to the east and west of the Property, for access to permitted uses which may be located in or adjacent to the Pedway and for such other uses permitted pursuant to this Planned Development as may be approved by the Commissioner of the Department and the Commissioner of the Department of Transportation.
 - (2) The Atrium. For programmed civic events, for informal gathering (subject in all cases to statement Number 8e below) and for public pedestrian access to and from the Pedway and to and from such other private uses within the improvements as may be made available by the Applicant. In addition, uses permitted by the Planned Development (including the use of retail kiosks and carts) may occupy portions of the Atrium. The design of any such kiosks and carts shall be subject to the reasonable approval of the Department.
- b. Design. The Publicly Available Areas shall be designed and constructed in general accordance with the Site Plan and the Lower Level 1 and Pedway Plan, subject to the following:
 - (1) Pedway. The configuration and location of the Pedway as depicted on the Lower Level 1 and Pedway Plan may be modified by the Applicant from time to time to accommodate the needs of Applicant's Pedway tenants without the necessity of a minor change as described by statement Number 14, provided that the Pedway design (a) has a minimum floor to ceiling height of fourteen (14) feet and a minimum width of fifteen (15) feet; (b) is constructed of quality materials comparable to other portions of the City pedway network constructed or renovated within five (5) years of the date hereof; (c) is of similar character and quality materials otherwise as the other improvements on the Property; and (d) connects to the pedway network located to the east and west of the Property. Other proposed modifications to the configuration of the Pedway may be permitted, but only has a minor change as described by statement Number 14.
 - (2) Atrium. The configuration, location and design of the Atrium may be modified by the Applicant from time to time to accommodate the needs of

tenants or Applicant's design plan without the necessity of a minor change as described in statement Number 14, provided that (a) the Atrium design contains at least sixteen thousand (16,000) square feet of floor area located entirely on the ground floor in a contiguous horizontal plane; (b) view corridors to Atrium areas are visible to pedestrians from adjacent sidewalks; (c) the Atrium shall accommodate, subject to statement Number 8e below, programmatic public gatherings and events; (d) the Atrium design is of comparable character and quality to the other improvements on the Property; and (e) amenities for use by the general public as informal gathering space are provided such as benches, landscaping and similar items to define through design elements the civic use of central portions of the Atrium. For the purposes of calculating said sixteen thousand (16,000) square feet of floor area of the Atrium, the area of all entry walkways, cart/kiosk areas and floor openings to the Pedway level and vertical and horizontal circulation areas shall be included. Nothing herein shall prohibit Applicant from utilizing the Atrium areas for retail, commercial, entertainment and other permitted uses hereunder during times when, or in locations where, public gathering and events are not taking place.

- c. Maintenance. The Applicant shall be responsible to assure that the Publicly Available Areas are maintained and managed for the purposes herein intended, including without limitation, assuring that all Publicly Available Areas and facilities are clean, litter free and in good working order and that any landscaping or plant material is in a healthy condition.
- d. Hours.
 - (1) Pedway.
 - (a) The Pedway shall be accessible twenty-four (24) hours per day, seven (7) days per week, subject to such reasonable terms and conditions regarding control, security and other operational matters as are agreed to by the Applicant and the City.
 - (b) The City acknowledges that the existing pedway will be closed while the below-grade and retail base improvements are under construction. The Applicant shall use reasonable efforts to minimize the length of time of such closure and will open the Pedway access to publicly available use as soon as life safety and building requirements and other relevant considerations will allow.
 - (2) The Atrium shall open during hours which are consistent with the hours of operations of the retail/entertainment components of the Planned Development.

- e. Control. The Applicant shall retain ownership of the Publicly Available Areas. In addition, the Applicant shall control and have sole discretion over Pedway signage (including business identification, temporary and advertising). The requirements of this Planned Development applicable to the Publicly Available Areas shall not be construed to permit interference with the reasonable private operation of the improvements by the Applicant and tenants consistent with the private operation and maintenance of an economically viable quality retail/hotel/residential office mixed-use project. The Applicant shall retain control over all activities and shall retain the right to approve and limit all uses of the Publicly Available Areas including but not limited to, programmatic public gathering and events; provided that such control, approval and limitation shall not conflict with the other provisions of this Planned Development. Access to all uses developed on the Property may be by means of the Publicly Available Areas.
 - f. Duration. The requirements of this statement Number 8 regarding the Publicly Available Areas shall remain operative at all times during which this Planned Development is in effect and the improvements constructed pursuant hereto are used for the purposes set forth in this Planned Development.
9. Prior to issuance by the Department of a determination pursuant to Section 17-13-0610 of the Chicago Zoning Ordinance ("Part II Approval") for any development of a hotel, residential or other tower above the retail base on the Property (but specifically excluding the south and west elevations of the office tower at the corner of Dearborn and Washington Streets), elevations for the proposed development shall be submitted to the Department for approval. This approval is intended to assure that the hotel and residential towers conform to the bulk regulations of this Planned Development and that the elevations of the hotel, residential and/or other tower as well as the north and east elevations of the office tower at the corner of Dearborn and Washington Streets are architecturally consistent with the design characteristics and quality of materials of the other improvements on the Property. Such elevations shall only be required to include the area or subarea of the Property (if so designated pursuant to statement Number 10) for which approval is being sought by the Applicant. No Part II Approval for development of the hotel, residential or other component within the Property, as applicable, shall be granted until the applicable elevations have been approved. In the event of any inconsistency between approved elevations and the terms of the Planned Development in effect at the time of approval of such site plan or of the modifications thereto, the terms of the Planned Development shall govern. The elevations submitted for approval shall, at a minimum, provide the following information with respect to the proposed improvements:
- the location of such component within the Property boundaries;
 - roof plan (if applicable);
 - cross-sections of the improvements and material details;

- statistical information for the applicable improvements, including floor area and floor area ratio, uses to be established and building heights and setbacks; and
 - such other information as may be necessary to demonstrate conformity with the applicable provisions of the Planned Development.
10. (a) Subject in all cases to the other statements, terms, regulations and provisions of this Planned Development, the Applicant shall have the right to designate subareas (which may include below grade subareas for CTA and other below-grade uses) within the Planned Development from time to time in order to promote orderly development, to facilitate financing, acquisition, leasing or disposition of the Property or relevant portions thereof, to designate zoning control or to otherwise administer this Planned Development. The designation and redesignation of subareas shall not in and of itself require an amendment or minor change to this Planned Development; provided, however, Applicant shall provide notice of all material terms of any such designation to the Department, including the designated area and the bulk regulations that will apply therein, for the Department's administrative purposes to facilitate Part II review for any such designated subarea. In furtherance of the foregoing, and in all cases subject to the other statements, terms, regulations and provisions of this Planned Development, the Applicant may allocate or assign the development rights under the Planned Development to and among the designated subareas including, but not limited to, floor area and floor area ratio, signage, building height, and parking; provided, however, that the regulations and limitations set forth in the Bulk Regulations and Data Table and the plans and exhibit identified in statement Number 5 applicable to the entirety of the Planned Development shall not be exceeded or increased as a result of any such designation(s).
- (b) A subarea is hereby designated for ComEd's benefit for surface access over the area bounded by a line seven feet north of the north line of vacated West Court Place; a line eighty and three-hundredths (80.03) feet east of the east line of North Dearborn Street; the centerline of vacated West Court Place; and North Dearborn Street, as depicted on the Site Plan (the "ComEd Access Area"). No additional development or improvements shall be permitted in the above-grade portion of the ComEd Access Area unless and until (i) the Applicant and ComEd agree on the terms and conditions of such development or improvements and (ii) the Department approves any such development or improvements, which approval may be implemented administratively in accordance with the provisions of statement 14.
- (c) It is acknowledged that, pursuant to statement 10, the Applicant has designated three (3) additional subareas -- the Residential Subarea, the Office Subarea and the CTA Subarea. The Residential Subarea is generally located in the North Tower Envelope, as depicted on the Tower Envelope Plan, above the retail podium. The Office Subarea is generally located in the area designated as "Media Tenant" on the Site Plan. The CTA Subarea is generally located on those areas designated for CTA

use on the Lower Level 1 and Pedway Plan, the Lower Level 2 Plan and the Lower Level 3 Plan. The agreement effectuating the designation of these subareas is on file with the Department.

11. Off-street parking and loading facilities shall be provided in compliance with this Planned Development. A minimum of two percent of all parking spaces provided pursuant to this Planned Development shall be designated and designed for parking for the handicapped. Any service drive or other ingress or egress shall be adequately designed and paved in accordance with CDOT's regulations in effect at the time of construction and in compliance with the Municipal Code of the City of Chicago, to provide ingress and egress for motor vehicles, including emergency vehicles. There shall be no parking within such paved areas. Ingress and egress shall be subject to the review and approval of the Department and CDOT. Applicant shall be permitted to utilize mechanical stackers, vehicular elevators or other mechanical parking devices subject to any required review and approval of the City department having applicable jurisdiction. For the purposes of satisfying minimum parking requirements set forth in the Bulk Regulations and Data Table, each space where a vehicle may be parked on such mechanical parking device, within the applicable manufacturer's specifications, shall count toward the minimum parking space requirements of this Planned Development. Applicant shall further be permitted to operate all and any part of its off-street parking facilities with valet service in order to satisfy the required number of off-street parking spaces.
12. In addition to the maximum heights of the buildings and any appurtenances attached thereto described in this Planned Development, the height of any improvements shall also be subject to (a) height limitations as certified and approved by the Federal Aviation Administration and (b) for so long as such limitations are required for the continued use of transmission satellites, the WLS TV Block 37 Plan View of WLS and Block 37.
13. For purposes of floor area, floor area ratio and building height calculations, the definitions of the Chicago Zoning Ordinance in effect as of the date hereof shall apply; provided, however, that in addition to the other exclusions from floor area for purposes of determining floor area ratio permitted by the Chicago Zoning Ordinance, floor area devoted to mechanical equipment which exceeds five thousand (5,000) square feet in any single location within the improvements and all rooftop mechanical equipment shall be excluded. The calculation of floor area ratio shall be made based on the net site area of the Primary P.D. Parcel. In addition, and except with respect to the height limitation for the WLS TV Block 37 Plan View of WLS and Block 37, the calculation of any building height shall not include elevator shafts, ingress/egress towers mechanical penthouses and enclosures, telecommunications facilities or architectural design elements such as spires.
14. The requirements of the Planned Development may be modified administratively by the Commissioner of the Department (the "Commissioner") upon application and a determination by the Commissioner that such modification is minor, appropriate and

consistent with the nature of the improvements contemplated by the Planned Development and the purposes underlying the provisions hereof. Any such modification of the requirements of the Planned Development by the Commissioner shall be deemed to be a minor change in the Planned Development as contemplated by Section 17-13-0611 of the Chicago Zoning Ordinance. Notwithstanding the provisions of Section 17-13-0611 of the Chicago Zoning Ordinance, such minor changes shall include a reduction in the minimum required distance between structures, a reduction in periphery setbacks, an increase of the maximum percent of land covered and changes to the location, size or display of signage. It is acknowledged that the demising walls for the interior spaces are illustrative only and that the location and relocation of demising walls or division of interior spaces shall not be deemed to require any further approvals pursuant hereto.

15. 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. The Applicant shall use commercially reasonable efforts to design, construct and maintain all buildings located within the Property in a manner generally consistent with the Leadership in Energy and Environmental Design ("LEED") Green Building Rating System; provided, however, nothing set forth in this Planned Development shall be construed to require Applicant to obtain LEED certification for any of the improvements on the Property. In furtherance of the foregoing, Applicant agrees that the retail portion of the building will have either a seventy-five percent (75%) net green roof or a fifty percent (50%) net green roof and the building will be LEED certified; the residential and hotel buildings will have a fifty percent (50%) net green roof or the building will be LEED certified; and the office building will have a one hundred percent (100%) net green roof -- all as set forth in the Redevelopment Agreement. It is acknowledged that Applicant shall only be entitled to bonuses for green roof areas which are in excess of the requirements set forth in this statement 15.
16. The Applicant acknowledges that 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 new buildings and improvements 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. No approvals shall be granted pursuant to 17-13-0610 of the Chicago Zoning Ordinance until the Director of MOPD has approved detailed construction drawings for each new building or improvement.
17. Unless substantial construction of the improvements contemplated by this Planned Development has commenced within six years of the effective date hereof and unless completion of those improvements is thereafter diligently pursued, then this Planned Development shall expire and the zoning of the Property shall automatically revert to the underlying DX-16 Downtown Mixed-Use District. The six year period may be extended for up to one (1) additional year if, before expiration, the Commissioner of the Department determines that good cause for an extension is shown. In no event shall the terms of this paragraph apply to tower improvements within the North Tower Envelope after construction of the retail base has commenced.

[Bulk Regulations and Data Table; Existing Zoning Map; Existing Land-Use Plan; Planned Development Property and Boundary Map; Right-of-Way Adjustment Plans; Site Plan; Street Level Plan; Building Elevations; Floor Plans; Signage Elevations; Below Grade Easement Area Plan; and Administrative Relief Exhibits referred to in these Plan of Development Statements unavailable at time of printing.]

Reclassification Of Area Shown On Map No. 2-I.
(Application No. 17655)
(Common Address: 2847 W. Jackson Blvd.)

[O2013-35]

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 RT4 Residential Two-Flat, Townhouse and Multi-Unit District symbols and designations as shown on Map Number 2-I in the area bounded by:

West Jackson Boulevard; a line 143.56 feet east of and parallel to North Francisco Avenue; the alley next south of and parallel to West Jackson Boulevard; and a line 118.56 feet east of and parallel to North Francisco Avenue,

to those of a B3-3 Community Shopping District and a corresponding use district is hereby established in the area above described.

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

Reclassification Of Area Shown On Map No. 3-I.
(Application No. A-7870)
(Common Address: 2612 -- 2620 W. Division St.)

[O2013-408]

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, is hereby amended by changing all of the B1-1 Neighborhood Shopping District symbols and indications as shown on Map Number 3-I in the area bounded by:



DEPARTMENT OF HOUSING AND ECONOMIC DEVELOPMENT

CITY OF CHICAGO

March 1, 2013

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. 489, Block 37
108 North State Street**


Dear Ms. Georges:

This letter is in response to your most recent zoning advisory request for the above location. According to your letter dated January 3, 2013, your client, CIM Group ("CIM") is now proposing a 39-story residential tower with 900 dwelling units and 0 hotel keys. The proposed building would contain approximately 900,000 square feet and would also seek to utilize up to 40,000 square feet of retail space on the 4th floor of the currently existing mall for residential amenities such as a leasing office, gym space or other residential features.

CIM seeks to confirm that the proposed development would be allowed under the property's existing zoning and that the project remains below the allowable remaining floor area of 1,559,772 SF. The last Part II issued on July 13, 2009, identifies the total floor area approved and built as 831,388 SF and the total number of parking spaces provided as 439 spaces. As you are aware, the Planned Development allows a maximum building height of 675 feet, subject to the terms of Statement Numbers 12 and 13. Also, pursuant to the PD's Bulk Regulations and Data Table, a maximum of 400 dwelling units and a maximum of 500 hotel keys are allowed. The maximum number of dwelling units may be increased as long as there is a corresponding decrease in the maximum number of hotel keys and the maximum number of hotel keys may be increased as long as there is a corresponding decrease in the maximum number of dwelling units. Therefore, if 900 dwelling units are proposed, 0 hotel keys are allowed. The proposed building's floor area of approximately 900,000 SF cannot exceed the remaining floor area of 1,559,772 SF. See Section 17-17-0305-A of the Chicago Zoning Ordinance for further information in regards to floor area calculations. Also, pursuant to Statement Number 9, site plan approval for the proposed residential tower is required in order to assure conformance with the Planned Development.

If you have more detailed information or drawings and wish to discuss this proposal further, please contact Loretta Walsh at (312) 744-4182 to schedule an intake meeting with our Planned Development staff.

Sincerely,


Patricia A. Scudjèro
Zoning Administrator

c: Vicki Lozano, Main file



DEPARTMENT OF HOUSING AND ECONOMIC DEVELOPMENT
CITY OF CHICAGO

October 1, 2012

Mara S. Georges
KattenMuchinRosenman LLP
525 W. Monroe Street
Chicago, IL 60661-3693

**Re: Advisory Opinion for Residential Business Planned Development No. 489
Block 37, 108 North State Street**


Dear Ms. Georges:

In response to your zoning advisory request, we have reviewed our Part II records to determine the remaining floor area available within Residential Business Planned Development No. 489 ("PD"). As you know, the PD has a net site area of 119,558 square feet ("SF") and a maximum permitted floor area ratio of 20.0, resulting in an allowable floor area of 2,391,160 SF. The last Part II issued on July 13, 2009, identifies the total floor area approved and built as 831,388 SF. Therefore, there is 1,559,772 SF remaining (2,391,160 – 831,388).

Your letter states that CIM Group is proposing to construct a 32-story residential tower with the following characteristics: 450,000 gross square feet, 382,500 net rentable square feet, and 450 units. The PD allows a maximum building height of 675 feet, subject to terms of Statement Numbers 12 and 13, a maximum of 400 dwelling units and a maximum of 500 hotel keys. As you know, the PD does allow for the maximum number of dwelling units to be increased as long as there is a corresponding decrease in the maximum number of hotel keys. Also, pursuant to Statement Number 9, site plan approval for the proposed residential tower is required in order to assure conformance with the PD.

Your letter asks what available floor area will remain after the proposed tower is built. While you indicated the building's gross SF and net rentable SF, it is unclear what the proposed building's floor area, as defined by Section 17-17-0305 of the Chicago Zoning Ordinance, is. The remaining floor area after construction of the proposed tower is equal to the proposed tower's floor area subtracted from the current remaining floor area (1,559,772 SF).

Sincerely,


Patricia A. Scudiero
Zoning Administrator

PAS: HG: tm



City of Chicago
Richard M. Daley, Mayor

Department of Planning
and Development

Lori T. Healey
Commissioner

City Hall, Room 1000
121 North LaSalle Street
Chicago, Illinois 60602
(312) 744-4190
(312) 744-2271 (FAX)
(312) 744-2578 (TTY)

<http://www.cityofchicago.org>

February 14, 2007

Andrew P. Scott
DLA PIPER US LLP
203 N. LaSalle Street
Suite 1900
Chicago, Illinois 60601-1263

**Re: Administrative Relief request for Residential Business Planned
Development No. 489, Block 37 Retail Component**

Dear Mr. Scott:

Please be advised that your request for a minor change to Residential Business Planned Development No. 489 has been considered by the Department of Planning and Development pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement No. 14 of the Planned Development.

Specifically, you are requesting the following design changes:

- Replace the artistic frieze with a metal weave on the Washington, State and Randolph Street elevations. This design will continue the horizontal banding nature of the original Planned Development design and will integrate the required mechanical louvers into the woven skin facade.
- Include vertical elements (i.e., bay windows) on the exterior design to further articulate the facade and project above the parapet line of the retail building.
- Include five vertical bay windows on the State Street elevation to reflect the geometry and detail elements of the Macy's State Street facade. The State, Randolph, and Washington facades will include larger expanses of glass to provide light and views into the retail areas.
- Align the three primary street level entrances with surrounding urban icons as follows: State/Washington entry will align with the Macy's clock; State/Randolph entry will align with the Chicago Theater marquee; and the Dearborn entry will align with the Picasso sculpture in Daley Plaza..
- The street level retail will now consist of 100% open, clear glass and include an articulated bay for individual tenant entries from the streetscape.
- The landscaping on the sidewalks adjacent to the property will be modified in order to address future conditions. For example, North Dearborn Street is not suitable for the planting of street trees due to the numerous existing below-grade improvements and the proposed vent shafts to accommodate the CTA facility. Accordingly, the developer will add historic light poles with hanging landscape baskets to compensate for the loss of trees on North Dearborn Street. In addition, the planters along North State Street will be upgraded and consolidated.



- The North and East Elevations contain Public Art Display Areas. No signage will be permitted in the Public Art Display Areas.

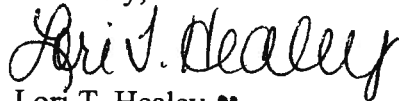
The following drawings, prepared by Gensler, and dated January 19, 2007, shall be substituted in place of the previously approved drawings:


- Site Plan
- Street Level Plan
- Roof Plan
- North Elevation
- South Elevation
- East Elevation
- West Elevation
- Lower Level 1 & Pedway Plan
- Lower Level 2 Plan
- Lower Level 3 Plan
- Lower Level 4 Plan

With regard to your request, the Department of Planning and Development, has determined that these proposed design changes would not create an adverse impact on the Planned Development or surrounding neighborhood, would 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. 489, I hereby approve the foregoing minor change, but no other changes to this Planned Development.

Sincerely,



Lori T. Healey 
Commissioner

LTH:MRD:tm

cc: Kathleen Nelson, Terri Haymaker, Mike Marmo, Pat Haynes, DPD files

AMENDMENT OF PRIOR ORDINANCE WHICH AUTHORIZED
AMENDMENT OF TITLE 17 OF MUNICIPAL CODE OF
CHICAGO (CHICAGO ZONING ORDINANCE) BY
RECLASSIFICATION OF AREA SHOWN
ON MAP NUMBER 1-F.

(As Amended)
(Application Number A-7071)

R BPD 489,99

(Committee Meeting Held January 18, 2007)

The Committee on Zoning submitted the following report:

CHICAGO, February 7, 2007.

To the President and Members of the City Council:

Reporting for your Committee on Zoning, for which a meeting was held on January 18, 2007, I beg leave to recommend that Your Honorable Body Pass various ordinances transmitted herewith for the purpose of reclassifying particular areas.

I beg leave to recommend the appointments of the following individuals as members of the Chicago Plan Commission. They are as follows:

MA-97 to reappoint Doris B. Holleb as a member of the Chicago Plan Commission to a term effective immediately and expiring January 25, 2010;

MA-98 to reappoint Nancy A. Pacher as a member of the Chicago Plan Commission to a term effective January 26, 2007 and expiring January 25, 2012;

MA-99 to appoint D. Lyneir Richardson as a member of the Chicago Plan Commission to a term effective immediately and expiring January 25, 2010, to succeed Peter C. B. Bynoe, who has resigned;

MA-96 to reappoint Linda A. Searl as a member of the Chicago Plan Commission to a term effective immediately and expiring January 25, 2011; and

MA-100 to appoint David Weinstein as a member of the Chicago Plan Commission to a term effective immediately and expiring January 25, 2011, to succeed Allison S. Davis, whose term has expired.

I beg leave to recommend the passage of one text amendment known as TAD-386 which was corrected and amended in its amended form regarding Permitted Uses/Parks and Open Spaces.

I beg leave to recommend the passage of nine ordinances which were corrected and amended in their amended form. They are Application Numbers 16005, 16003, 15202, 15655, 15600, 15843, 15939, 15917 and A-7071.

Please let the record reflect that Alderman Thomas Allen abstained from voting on Application Number 15644 under the provisions of Rule 14 of the City Council's Rules of Order and Procedure.

Please let the record reflect that I, William J. P. Banks, abstained from voting and recused myself on Application Numbers 15993, 16009, 16003, 15977, 15904, 15815, 15875 and 15644 under the provisions of Rule 14 of the City Council's Rules of Order and Procedure.

At this time, I move for passage of the substitute ordinance transmitted herewith.

Again, please let the record reflect that I abstain from voting on Application Numbers 15993, 16009, 16003, 15977, 15904, 15815, 15875 and 15644 under the provisions of Rule 14 of the City Council's Rules of Order and Procedure.

Respectfully submitted,

(Signed) WILLIAM J. P. BANKS,
Chairman.

On motion of Alderman Banks, the said proposed substitute ordinance transmitted with the foregoing committee report was *Passed* by yeas and nays as follows:

Yeas -- Aldermen Flores, Haithcock, Preckwinkle, Hairston, Lyle, Beavers, Harris, Beale, Pope, Balcer, Cárdenas, Olivo, T. Thomas, Coleman, L. Thomas, Rugai, Troutman, Brookins, Muñoz, Zalewski, Chandler, Solis, Ocasio, Burnett, E. Smith, Carothers, Reboyras, Suarez, Matlak, Mell, Austin, Colón, Banks, Mitts, Allen, Laurino, O'Connor, Doherty, Natarus, Daley, Tunney, Levar, Shiller, Schulter, M. Smith, Moore, Stone -- 47.

Nays -- None.

Alderman Beavers moved to reconsider the foregoing vote. The motion was lost.

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

The following is said ordinance as passed:

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

SECTION 1. That the Plan of Development Statements, Plan of Development Bulk Regulations and Data Table, exhibits and plans for Residential-Business Planned Development Number 489, as amended (bounded by West Randolph Street, North State Street, West Washington Street and North Dearborn Street), as approved on May 11, 2005 and published in the *Journal of the Proceedings of the City Council of the City of Chicago*, page 46813, are hereby deleted and replaced in their entirety with the Plan of Development Statements, Plan of Development Bulk Regulations and Data Table, exhibits and plans attached hereto as Exhibit A.

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

Exhibit "A" referred to in this ordinance reads as follows:

Exhibit "A".
(To Ordinance)

Residential-Business Planned Development Number 489, As Amended.

Plan Of Development Statements.

1. The area delineated herein as Residential-Business Planned Development Number 489, as amended, consists of approximately one hundred nineteen thousand five hundred fifty-eight (119,558) square feet (two and seventy-four hundredths (2.74) acres) of real property (the "Primary P.D. Parcel") and includes for development purposes certain above grade and below grade portions of surrounding rights-of-way as described in Statement Number 2 (the "R.O.W. Encroachment Areas") as depicted on the attached Right-of-way Adjustment Map (the Primary P.D. Parcel and the R.O.W. Encroachment Areas are collectively referred to as the "Property"). These plan of development statements, together with the attached exhibits and plans, are referred to as the "Planned Development".

Block 37, L.L.C. is deemed the "Applicant" for this Planned Development. In addition, it is acknowledged that there are certain below grade improvements which are not located within the Property, which are intended to be used primarily for a pedway, "back of house" functions and a foundation wall and which are intended to be located in the subsurface areas of certain property owned by Commonwealth Edison Company ("ComEd") having approximate dimensions of nine (9) feet by eighty (80) feet and zoned DX-16 Downtown Mixed-Use District and located immediately north of ComEd's existing substation building, as depicted on the attached Below Grade Easement Area Plan (such property owned by ComEd is referred to herein as the "Below Grade Easement Area" and the improvements intended to be located therein are referred to as the "Below Grade Easement Area Improvements"). The Applicant has executed an easement agreement with ComEd to use the Below Grade Easement Area and therefore is entitled to use such area in connection with the improvements contemplated by this Planned Development. In addition, subject to the provisions of Statement 8 below regarding the Applicant's control thereof, Applicant will grant an easement to the City over a portion of the Below Grade Easement Area for the purposes of a public pedway. Notwithstanding that the Below Grade Easement Area is a part of a different zoning lot than the Property, the Below Grade Easement Area and the Below Grade Easement Area Improvements shall be permitted and regulated as a part of this Planned Development only and shall not be regulated under the provisions applicable in the DX-16 Downtown Mixed-Use District (or such other district or designation as such areas may lawfully be classified). Nothing herein shall be construed to apply to the above-grade areas of such property owned by ComEd; provided, however, that, subject to the approval thereof by ComEd and ComEd's commitment to maintain the same on an ongoing basis, Applicant shall construct a decorative fencing treatment on property owned by ComEd abutting the Dearborn right-of-way along the ComEd Access Area (as defined in Statement Number 10b), as shown on the Street Level Plan.

2. The Applicant shall obtain all applicable official reviews, approvals or permits which are necessary to implement this Planned Development. Any dedication or vacation of streets or alleys, easements or any adjustment of rights-of-way shall require a separate submittal on behalf of the Applicant or its successors, assignees or grantees and approval by the City Council. The Planned Development includes certain projections above, into and below the R.O.W. Encroachment Areas, as depicted on the Right-of-Way Adjustment Plans attached hereto, which are necessary, integral and appropriate components of the improvements contemplated by this Planned Development. The Planned Development also includes certain projections below street level/grade of the right-of-way adjacent to the Property which are necessitated primarily by the need to accommodate

those underground public transportation facilities generally depicted on the Floor Plans for levels LL1 -- LL3 attached hereto and other uses that serve the general public within the boundaries of the Property. It is acknowledged that the Applicant has, in accordance with established procedures, applicable laws, and the specific limitations stated on the Right-of-Way Adjustments Plans, obtained fee title to that property constituting the R.O.W. Encroachment Areas through vacation and conveyance by the City.

3. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal titleholders and any ground/air-rights lessors except as provided herein. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns and, if different than the Applicant, the legal titleholders and any ground/air-rights 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. Single designated control for purposes of this Statement 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 all the owners of the Property and any ground/air-rights lessors of the Property, subject, however, to the following exceptions and conditions: (a) any changes or modifications to this Planned Development applicable to or in a given subarea designated pursuant to Statement Number 10 below need only be made or authorized by the owners and/or any ground/air-rights lessors of such subarea; provided, however, that for so long as the Applicant or any affiliate thereof owns or controls any part of the Property, any application to the City for any such changes or modifications (administrative, legislative or otherwise) must in all cases be authorized by the Applicant; (b) where portions of the improvements located on the Property have been submitted to the Illinois Condominium Property Act, the term "owner" shall be deemed to refer solely to the condominium association of the owners of such portions of the improvements and not to the individual unit owners therein; and (c) ComEd's consent for any such changes or modifications (administrative, legislative or otherwise) with respect to the Below Grade Easement Area shall not be required and control thereof shall be deemed to be vested in the Applicant. Nothing herein shall prohibit or in any way restrict the alienation, sale or any other transfer of all or any portion of the Property or any rights, interests or obligations therein including any ground or air-rights leases. Upon any alienation, sale or any other transfer of all or any

portion of the Property or the rights therein including any ground or air-rights leases (but not including an assignment or transfer of rights pursuant to a mortgage or otherwise as collateral for any indebtedness) and solely with respect to the portion of the Property so transferred, the term the Applicant shall be deemed amended to apply to the transferee thereof (and its beneficiaries if such transferee is a land trust) and the seller or transferor thereof (and its beneficiaries if such seller or transferor is a land trust) shall thereafter be released from any and all obligations or liability hereunder; provided, however, that the Applicant's right to authorize changes or modifications to this Planned Development for so long as it owns or controls all or any portion of the Property as set forth in clause (a) of this Statement Number 3 above shall not be deemed amended or transferred to apply to a transferee (or its beneficiaries as aforesaid) unless expressly assigned in a written instrument executed by the original Applicant hereunder. It is acknowledged that the Property is further subject to the terms of a redevelopment agreement between the City of Chicago and the Applicant (the "Redevelopment Agreement"), which Redevelopment Agreement governed the conveyance of the Property to the Applicant (or any affiliates thereof) and other matters relating to the use and development of the Property, and in the event of any conflict, contradiction or ambiguity between the terms of such Redevelopment Agreement and the terms of this Planned Development, the more restrictive terms shall govern.

4. The following uses shall be permitted in this Planned Development: all uses permitted in the DX-16 Downtown Mixed-Use District including, but not limited to: retail and commercial uses including but not limited to free-standing carts and kiosks; offices, business, not-for-profit and professional; hotels; dwelling units and other residential uses; radio and television broadcast studios; transportation ticket offices; air freight transfer facilities (subject to the approval of the Department and C.D.O.T. in their sole discretion); night clubs, taverns, and other entertainment uses; food markets; physical culture and health services; public and/or quasi-public utility and service uses (including but not limited to electric substations, railroad passenger stations, street railway terminals and railroad rights-of-way); convention centers and meeting halls; public uses (including, but not limited to, activities such as entertainment, exhibits, dining, gatherings, retail sales and passive uses); publicly available pedway uses (including, but not limited to, public pedestrian travel and retail sales); electronic data storage centers; radio and television towers; broadcast and telecommunications structures (including related equipment and transmitting and receiving antennae); microwave relay towers; telephone transmission equipment buildings; wireless communication facilities (including towers, earth station antennas and parabolic dishes which shall not be subject to diameter or size limitations);

day care centers; accessory parking; access for the benefit of ComEd for its existing substation building located on property adjacent to the Property as more specifically set forth in Statement 10(b); and other accessory uses.

5. This Planned Development consists of seventeen (17) statements; a Bulk Regulations and Data Table; the WLS TV Block 37 Plan View of WLS and Block 37; the following exhibits, maps and plans, prepared by Perkins & Will and dated November 18, 2004 and most recently revised December 14, 2006: an Existing Zoning Map; an Existing Land-Use Plan; a Planned Development Property and Boundary Map; Level 1 Right-of-Way Adjustment Plan; Levels 2 and 3 Right-of-Way Adjustment Plan; Level 4 Right-of-Way Adjustment Plan; a Level 5 Right-of-Way Adjustment Plan; a Level 6 and above Right-of-Way Adjustment Plan; a Lower Levels 1 -- 3 Right-of-Way Adjustment Plan; a Site Plan; a Street Level Plan; East, West, North and South Elevations; Lower Level Floor Plans (including a Lower Level 1 and Pedway Plan; East, West, North and South Signage Elevations and a Signage Elevations General Notes Plan; a Below Grade Easement Area Plan; and a Tower Envelope Plan. Full size sets are on file with the Department. These and no other zoning or signage controls shall apply to the Property. This Planned Development conforms to the intent and purpose of the Chicago Zoning Ordinance, Title 17 of the Municipal Code of Chicago and all requirements thereof, and satisfies the established criteria for approval as a planned development.
6. The location and square footage for business identification signs shown on the Signage Plan attached hereto are hereby approved, subject to the specific limitations stated therein. All other business identification signage located on or designed to be viewed from the exterior of any buildings shall be subject to the review and approval of the Department. Temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development subject to the review and approval of the Department. No approvals shall be required for any signage located in and designed to be viewed solely from the interior of any improvements on the Property. In addition to the foregoing, individual store front displays shall be permitted as long as they comply with the State Street Development Plan and Design Guidelines as adopted by the Chicago Plan Commission on May 13, 1993, in effect as of the date hereof, except to the extent said plan and guidelines may be hereafter amended to provide for requirements which are less restrictive than those currently in place. Electronic business identification signage for on-site entertainment uses only shall be permitted along Randolph Street as long as such signage is located no closer than twenty (20) feet from the intersection of State Street and Randolph Street. Electronic media signage shall be permitted to be located on the exterior of the office building at the

corner of Washington Street and Dearborn Street for the benefit of the media tenant intended to be located therein and limited to the following types of content: a) media tenant station graphic or logo elements; b) live and taped civic events; c) public service announcements; d) live and taped network or syndicated news broadcasts, including, during such broadcasts only, taped promotional announcements and commercials; and e) educational, cultural and athletic events, such as live sporting events already broadcast on CBS. Gaps of broadcasting time may be filled by broadcasts of any non-commercial still or video imagery that promotes the City of Chicago, media tenant station graphics, and weather and traffic imagery. The media tenant may broadcast civic events and ceremonies that occur at Daley Plaza, i.e., events including the Mayor or events of major civic interest that would supersede regular programming. To facilitate the broadcast of these events, the City will allow CBS to install a fixed camera (pedestal) in an agreed-upon spot in the Plaza. Prior to January 1 of each year, the media tenant shall work with the Mayor's Office of Special Events to create a broadcast schedule (the "Broadcast Schedule") for the following year. The purpose of the Broadcast Schedule is to prioritize the civic events and ceremonies at Daley Plaza to avoid scheduling conflicts with the media tenant's other broadcasts. The Commissioner of the Department of Planning and Development shall have the authority to administratively adjust these requirements and limitations upon the written request of the Applicant.

7. The improvements authorized by this Planned Development shall be designed, constructed and maintained in substantial conformance with the plans and exhibits set forth in Statement Number 5 and the following:
 - a. The improvements shown in the plans and exhibits identified in Statement Number 5 include, among other components, areas for three (3) towers, including the office tower shown at the corner of Washington and Dearborn Streets. In addition to the office tower to be located at the corner of Washington Street and Dearborn Street, the Applicant shall have the right to construct not more than two (2) towers within the area designated on the Tower Envelope Plan as the "North Tower Envelope", which towers may be constructed to the maximum height provided for in this Planned Development; provided, however, that the construction of said additional towers shall not cause the maximum overall floor area permitted by this Planned Development to be exceeded. In the event the Applicant wishes to construct more than two (2) additional towers within the North Tower Envelope or wishes to locate said additional towers outside of the area of the North Tower Envelope, the Applicant shall seek a minor change in accordance with the provisions of Statement Number 14 below.

- b. Applicant has set aside and designated certain areas on the exterior of the improvements for a possible "artistic frieze" display as designated on the elevations referenced in Statement Number 5 (the "Artistic Frieze Display Areas"). Applicant shall consult with the commissioner of the Department of Cultural Affairs regarding the Artistic Frieze Display Areas. The content and design of the Artistic Frieze Display Areas shall be consistent with the design of the portion of the improvements in the Planned Development on which they intended to be installed and shall be subject to the review and approval of the commissioner of the Department.
 - c. It is acknowledged that each retailer with at grade frontage along a public right-of-way shall be permitted to have at least one dedicated retail entrance.
 - d. In the event construction of the tower improvements to be located within the North Tower Envelope has not commenced within eighteen (18) months of completion of the retail base and related infrastructure, the Applicant shall install a green grid system in such unimproved portions above the base until such time as construction begins on the applicable tower(s).
8. The improvements intended to be constructed pursuant to the Planned Development are intended to contain publicly available areas comprising an east/west pedestrian pedway as depicted on the Lower Level 1 and Pedway Plan (the "Pedway") and the street level atrium as depicted on the Site Plan (the "Atrium"). The Pedway and the Atrium are collectively referred to herein as the "Publicly Available Areas". The following standards shall apply to the Publicly Available Areas:
- a. Uses. The uses of the Publicly Available Areas shall be subject to the conditions stated herein. The Publicly Available Areas shall be open to the public, in addition to being open to the occupants of the improvements, for the following purposes:
 - (1) Pedway. For public pedestrian travel underground between points lying to the east and west of the Property, for access to permitted uses which may be located in or adjacent to the Pedway and for such other uses permitted pursuant to this Planned Development as may be approved by the Commissioner of the Department and the Commissioner of the Department of Transportation.
 - (2) The Atrium. For programmed civic events, for informal gathering (subject in all cases to Statement Number 8e

below) and for public pedestrian access to and from the Pedway and to and from such other private uses within the improvements as may be made available by the Applicant. In addition, uses permitted by the Planned Development (including the use of retail kiosks and carts) may occupy portions of the Atrium. The design of any such kiosks and carts shall be subject to the reasonable approval of the Department.

b. Design. The Publicly Available Areas shall be designed and constructed in general accordance with the Site Plan and the Lower Level 1 and Pedway Plan, subject to the following:

- (1) Pedway. The configuration and location of the Pedway as depicted on the Lower Level 1 and Pedway Plan may be modified by the Applicant from time to time to accommodate the needs of Applicant's Pedway tenants without the necessity of a minor change as described by Statement Number 14, provided that the Pedway design (a) has a minimum floor to ceiling height of fourteen (14) feet and a minimum width of fifteen (15) feet; (b) is constructed of quality materials comparable to other portions of the City pedway network constructed or renovated within five (5) years of the date hereof; (c) is of similar character and quality materials otherwise as the other improvements on the Property; and (d) connects to the pedway network located to the east and west of the Property. Other proposed modifications to the configuration of the Pedway may be permitted, but only as a minor change as described by Statement Number 14.
- (2) Atrium. The configuration, location and design of the Atrium may be modified by the Applicant from time to time to accommodate the needs of tenants or Applicant's design plan without the necessity of a minor change as described in Statement Number 14, provided that (a) the Atrium design contains at least sixteen thousand (16,000) square feet of floor area located entirely on the ground floor in a contiguous horizontal plane; (b) view corridors to Atrium areas are visible to pedestrians from adjacent sidewalks; (c) the Atrium shall accommodate, subject to Statement Number 8e below, programmatic public gatherings and events; (d) the Atrium design is of comparable character and quality to the other improvements on the Property; and (e) amenities for use by the general public as informal

gathering space are provided such as benches, landscaping and similar items to define through design elements the civic use of central portions of the Atrium. For the purposes of calculating said sixteen thousand (16,000) square feet of floor area of the Atrium, the area of all entry walkways, cart/kiosk areas and floor openings to the Pedway level and vertical and horizontal circulation areas shall be included. Nothing herein shall prohibit Applicant from utilizing the Atrium areas for retail, commercial, entertainment and other permitted uses hereunder during times when, or in locations where, public gatherings and events are not taking place.

- c. **Maintenance.** The Applicant shall be responsible to assure that the Publicly Available Areas are maintained and managed for the purposes herein intended, including without limitation, assuring that all Publicly Available Areas and facilities are clean, litter free and in good working order and that any landscaping or plant material is in a healthy condition.

- d. **Hours.**

- (1) **Pedway.**

- (a) The Pedway shall be accessible twenty-four (24) hours per day, seven (7) days per week, subject to such reasonable terms and conditions regarding control, security and other operational matters as are agreed to by the Applicant and the City.
 - (b) The City acknowledges that the existing pedway will be closed while the below-grade and retail base improvements are under construction. The Applicant shall use reasonable efforts to minimize the length of time of such closure and will open the Pedway access to publicly available use as soon as life safety and building requirements and other relevant considerations will allow.

- (2) The Atrium shall open during hours which are consistent with the hours of operations of the retail/entertainment components of the Planned Development.

- e. Control. The Applicant shall retain ownership of the Publicly Available Areas. In addition, the Applicant shall control and have sole discretion over Pedway signage (including business identification, temporary and advertising). The requirements of this Planned Development applicable to the Publicly Available Areas shall not be construed to permit interference with the reasonable private operation of the improvements by the Applicant and tenants consistent with the private operation and maintenance of an economically viable quality retail/hotel/residential office mixed-use project. The Applicant shall retain control over all activities and shall retain the right to approve and limit all uses of the Publicly Available Areas including but not limited to, programmatic public gathering and events; provided that such control, approval and limitation shall not conflict with the other provisions of this Planned Development. Access to all uses developed on the Property may be by means of the Publicly Available Areas.
 - f. Duration. The requirements of this Statement Number 8 regarding the Publicly Available Areas shall remain operative at all times during which this Planned Development is in effect and the improvements constructed pursuant hereto are used for the purposes set forth in this Planned Development.
9. Prior to issuance by the Department of a determination pursuant to Section 17-13-0610 of the Chicago Zoning Ordinance ("Part II approval") for any development of a hotel, residential or other tower above the retail base on the Property (but specifically excluding the south and west elevations of the office tower at the corner of Dearborn and Washington Streets), elevations for the proposed development shall be submitted to the Department for approval. This approval is intended to assure that the hotel and residential towers conform to the bulk regulations of this Planned Development and that the elevations of the hotel, residential and/or other tower as well as the north and east elevations of the office tower at the corner of Dearborn and Washington Streets are architecturally consistent with the design characteristics and quality of materials of the other improvements on the Property. Such elevations shall only be required to include the area or subarea of the Property (if so designated pursuant to Statement Number 10) for which approval is being sought by the Applicant. No Part II approval for development of the hotel, residential or other component within the Property, as applicable, shall be granted until the applicable elevations have been approved. In the event of any inconsistency between approved elevations and the terms of the Planned Development in effect at the time of approval of such site plan or of the modifications thereto, the terms of the Planned Development shall govern. The elevations submitted for approval shall, at a minimum, provide the following information with respect to the proposed improvements:

- the location of such component within the Property boundaries;
 - roof plan (if applicable);
 - cross-sections of the improvements and material details;
 - statistical information for the applicable improvements, including floor area and floor area ratio, uses to be established and building heights and setbacks; and
 - such other information as may be necessary to demonstrate conformity with the applicable provisions of the Planned Development.
10. (a) Subject in all cases to the other statements, terms, regulations and provisions of this Planned Development, the Applicant shall have the right to designate subareas (which may include below grade subareas for C.T.A. and other below-grade uses) within the Planned Development from time to time in order to promote orderly development, to facilitate financing, acquisition, leasing or disposition of the Property or relevant portions thereof, to designate zoning control or to otherwise administer this Planned Development. The designation and redesignation of subareas shall not in and of itself require an amendment or minor change to this Planned Development; provided, however, Applicant shall provide notice of all material terms of any such designation to the Department, including the designated area and the bulk regulations that will apply therein, for the Department's administrative purposes to facilitate Part II review for any such designated subarea. In furtherance of the foregoing, and in all cases subject to the other statements, terms, regulations and provisions of this Planned Development, the Applicant may allocate or assign the development rights under this Planned Development to and among the designated subareas, including, but not limited to, floor area and floor area ratio, signage, building height, and parking; provided, however, that the regulations and limitations set forth in the Bulk Regulations and Data Table and the plans and exhibits identified in Statement Number 5 applicable to the entirety of the Planned Development shall not be exceeded or increased as a result of any such designation(s).
- (b) A subarea is hereby designated for ComEd's benefit for surface access over the area bounded by a line seven feet north of the north line of vacated West Court Place; a line eighty and three-hundredths (80.03) feet east of the east line of North Dearborn Street; the centerline of vacated West Court Place; and North Dearborn Street, as depicted on the Site Plan (the "ComEd Access Area"). No additional development or improvements shall be permitted in the above-grade portion of the ComEd Access Area unless and until (i) the Applicant and ComEd agree on the terms and conditions of such development or improvements and (ii) the Department approves any such development or improvements, which approval may be implemented administratively in accordance with the provisions of Statement 14.

- (c) It is acknowledged that, pursuant to Statement 10, the Applicant has designated three (3) additional subareas -- the Residential Subarea, the Office Subarea and the C.T.A. Subarea. The Residential Subarea is generally located in the North Tower Envelope, as depicted on the Tower Envelope Plan, above the retail podium. The Office Subarea is generally located in the area designated as "Media Tenant" on the Site Plan. The C.T.A. Subarea is generally located on those areas designated for C.T.A. use on the Lower Level 1 and Pedway Plan, the Lower Level 2 Plan and the Lower Level 3 Plan. The agreement effectuating the designation of these subareas is on file with the Department.
11. Off-street parking and loading facilities shall be provided in compliance with this Planned Development. A minimum of two percent of all parking spaces provided pursuant to this Planned Development shall be designated and designed for parking for the handicapped. Any service drive or other ingress or egress shall be adequately designed and paved in accordance with C.D.O.T.'s regulations in effect at the time of construction and in compliance with the Municipal Code of the City of Chicago, to provide ingress and egress for motor vehicles, including emergency vehicles. There shall be no parking within such paved areas. Ingress and egress shall be subject to the review and approval of the Department and C.D.O.T.. Applicant shall be permitted to utilize mechanical stackers, vehicular elevators or other mechanical parking devices subject to any required review and approval of the City department having applicable jurisdiction. For the purposes of satisfying minimum parking requirements set forth in the Bulk Regulations and Data Table, each space where a vehicle may be parked on such mechanical parking device, within the applicable manufacturer's specifications, shall count toward the minimum parking space requirements of this Planned Development. Applicant shall further be permitted to operate all or any part of its off-street parking facilities with valet service in order to satisfy the required number of off-street parking spaces.
 12. In addition to the maximum heights of the buildings and any appurtenances attached thereto described in this Planned Development, the height of any improvements shall also be subject to (a) height limitations as certified and approved by the Federal Aviation Administration and (b) for so long as such limitations are required for the continued use of transmission satellites, the WLS TV Block 37 Plan View of WLS and Block 37.
 13. For purposes of floor area, floor area ratio and building height calculations, the definitions of the Chicago Zoning Ordinance in effect as of the date hereof shall apply; provided, however, that in addition to the other exclusions from floor area for purposes of determining floor area ratio permitted by the Chicago Zoning Ordinance, floor area devoted to mechanical equipment which exceeds five thousand (5,000) square feet in any single location within the improvements and all rooftop mechanical

equipment shall be excluded. The calculation of floor area ratio shall be made based on the net site area of the Primary P.D. Parcel. In addition, and except with respect to the height limitation for the WLS TV Block 37 Plan View of WLS and Block 37, the calculation of any building height shall not include elevator shafts, ingress/egress towers mechanical penthouses and enclosures, telecommunications facilities or architectural design elements such as spires.

14. The requirements of the Planned Development may be modified administratively by the Commissioner of the Department (the "Commissioner") upon application and a determination by the Commissioner that such modification is minor, appropriate and consistent with the nature of the improvements contemplated by this Planned Development and the purposes underlying the provisions hereof. Any such modification of the requirements of the Planned Development by the Commissioner shall be deemed to be a minor change in the Planned Development as contemplated by Section 17-13-0611 of the Chicago Zoning Ordinance. Notwithstanding the provisions of Section 17-13-0611 of the Chicago Zoning Ordinance, such minor changes shall include a reduction in the minimum required distance between structures, a reduction in periphery setbacks, an increase of the maximum percent of land covered and changes to the location, size or display of signage. It is acknowledged that the demising walls for the interior spaces are illustrative only and that the location and relocation of demising walls or division of interior spaces shall not be deemed to require any further approvals pursuant hereto.
15. 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. The Applicant shall use commercially reasonable efforts to design, construct and maintain all buildings located within the Property in a manner generally consistent with the Leadership in Energy and Environmental Design ("L.E.E.D.") Green Building Rating System; provided, however, nothing set forth in this Planned Development shall be construed to require Applicant to obtain L.E.E.D. certification for any of the improvements on the Property. In furtherance of the foregoing, Applicant agrees that the retail portion of the building will have either a seventy-five percent (75%) net green roof or a fifty percent (50%) net green roof and the building will be L.E.E.D. certified; the residential and hotel buildings will have a fifty (50%) net green roof or the building will be L.E.E.D. certified; and the office building will have a one hundred percent (100%) net green roof -- all as set forth in the Redevelopment Agreement. It is acknowledged that Applicant shall only be entitled to bonuses for green roof areas which are in excess of the requirements set forth in this Statement 15.
16. The Applicant acknowledges that 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 new buildings and improvements on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities ("M.O.P.D.") to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility. No approvals shall be granted pursuant to 17-13-0610 of the Chicago Zoning Ordinance until the Director of M.O.P.D. has approved detailed construction drawings for each new building or improvement.

17. Unless substantial construction of the improvements contemplated by this Planned Development has commenced within six (6) years of the effective date hereof and unless completion of those improvements is thereafter diligently pursued, then this Planned Development shall expire and the zoning of the Property shall automatically revert to the underlying DX- 16 Downtown Mixed-Use District. The six (6) year period may be extended for up to one (1) additional year if, before expiration, the Commissioner of the Department determines that good cause for an extension is shown. In no event shall the terms of this paragraph apply to tower improvements within the North Tower Envelope after construction of the retail base has commenced.

[Existing Zoning Map; Existing Land-Use Plan; Planned Development Property and Boundary Map; Levels 1, 2, 3, 4, 5 and 6 Right-of-Way Adjustment Maps; Lower Levels 1 through 3 Right-of-Way Adjustment Maps; Pedway Plan; Site Plan; Lower and Street Level Plans; Building and Signage Elevations; General Notes; Below Grade Easement Area; Tower Envelope Plan; and WLS Height Limitations referred to in these Plan of Development Statements printed on pages 98567 through 98592 blank of this Journal.]

Bulk Regulations and Data Table referred to in these Plan of Development Statements reads as follows:

Residential-Business Planned Development.

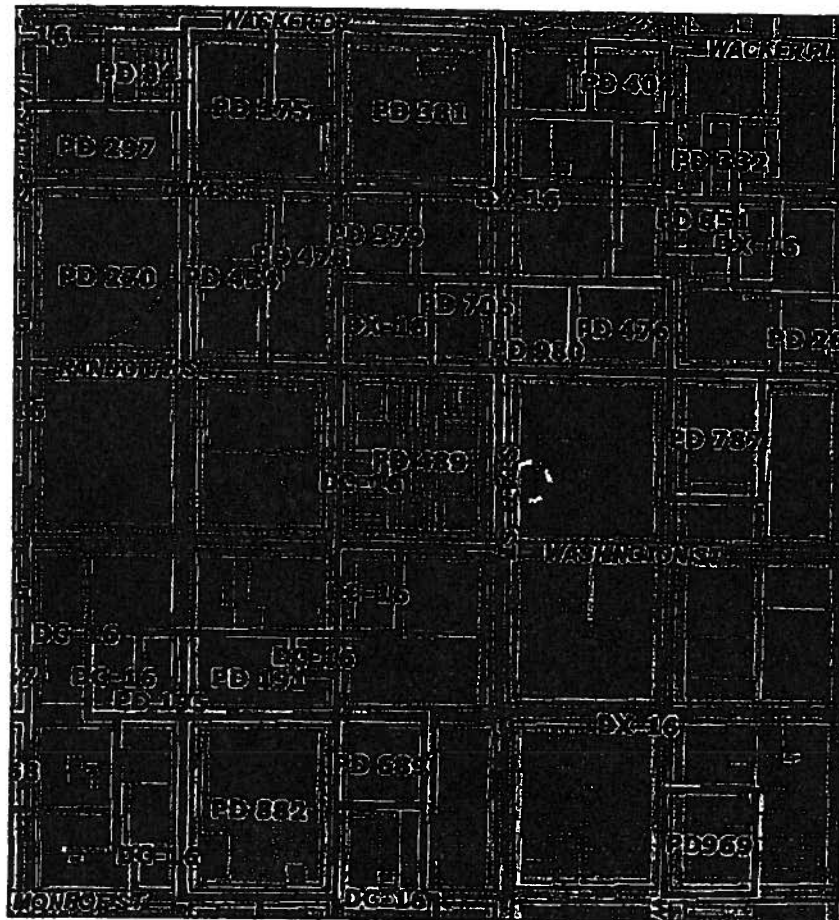
*Plan Of Development
Bulk Regulations And Data Table.*

Gross Site Area (190,659 square feet (4.37 acres)) = Net Site Area (119,558 square feet (2.74 acres)) + Area Remaining in Public Right-of-Way (71,101 square feet (1.63 acres)).

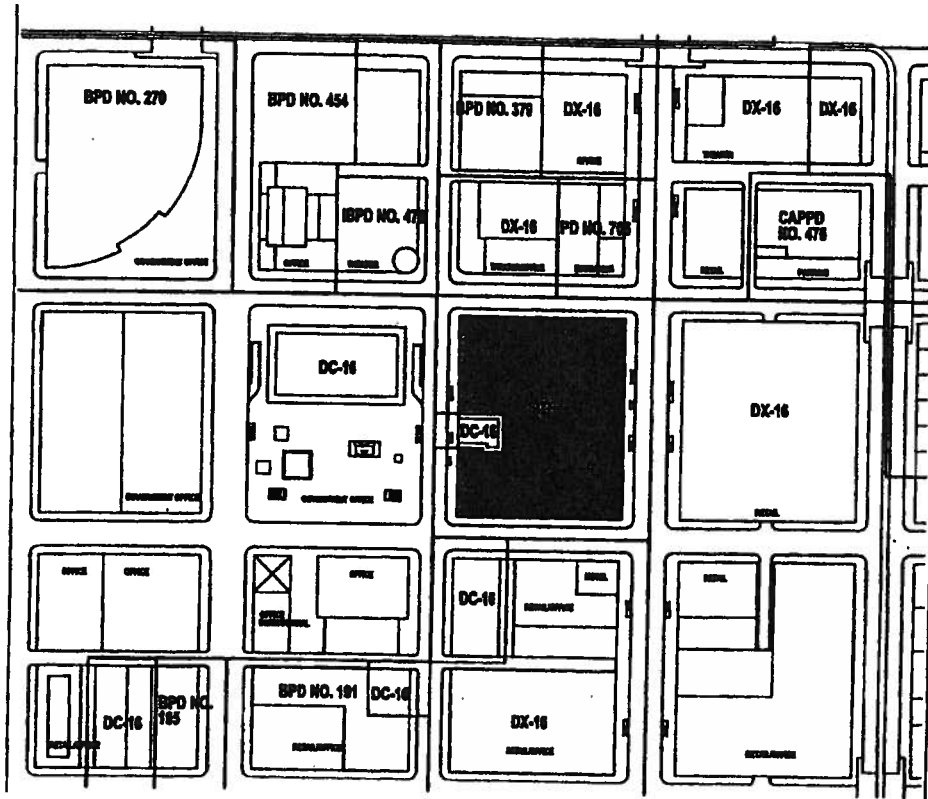
Maximum Permitted Floor Area Ratio:	20.0
Base:	16.0
Bonuses:	4.0 Maximum
Bonus Calculations:	
Green Roof:	To be determined based on design and in accordance with Statement 15
Through Block Connection:	1.53 (based on 17,300 square foot through block connection)
Upper Level Setbacks:	To be determined based on design
Below Grade Parking (LL-2):	0.87 (based on 124 parking spaces)
Below Grade Parking (LL-3 and LL-4):	2.68 (based on 286 parking spaces)
Below Grade Loading:	0.16 (based on 6 loading berths)
Maximum Building Height:	675 feet, subject to terms of Statement Numbers 12 and 13
Setbacks from Property Line:	In substantial conformance with the Site Plan
Maximum Number of Dwelling Units:	400 ⁽¹⁾
Maximum Number of Keys:	500 ⁽¹⁾
Minimum Number of Off-Street Parking Spaces:	300
Minimum Number of Off-Street Loading Berths:	6

(1) The maximum number of hotel rooms/keys may be increased as long as there is a corresponding decrease in the maximum number of dwelling units, and the maximum number of dwelling units may be increased as long as there is a corresponding decrease in the maximum number of hotel rooms/keys.

Existing Zoning Map.



Existing Land-Use Plan.

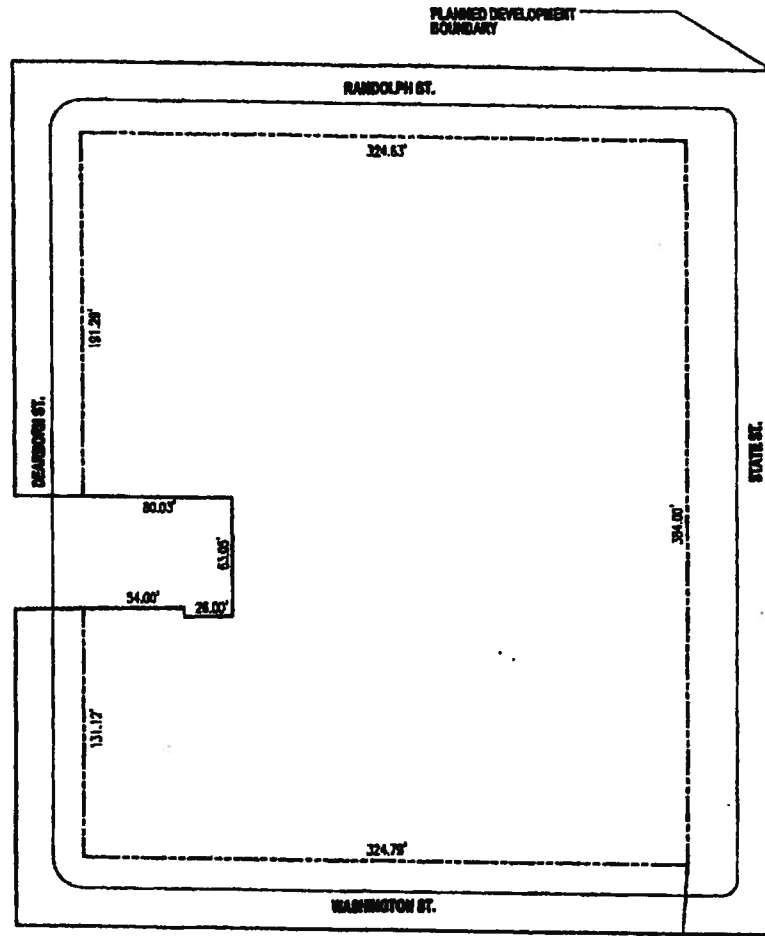


2/7/2007

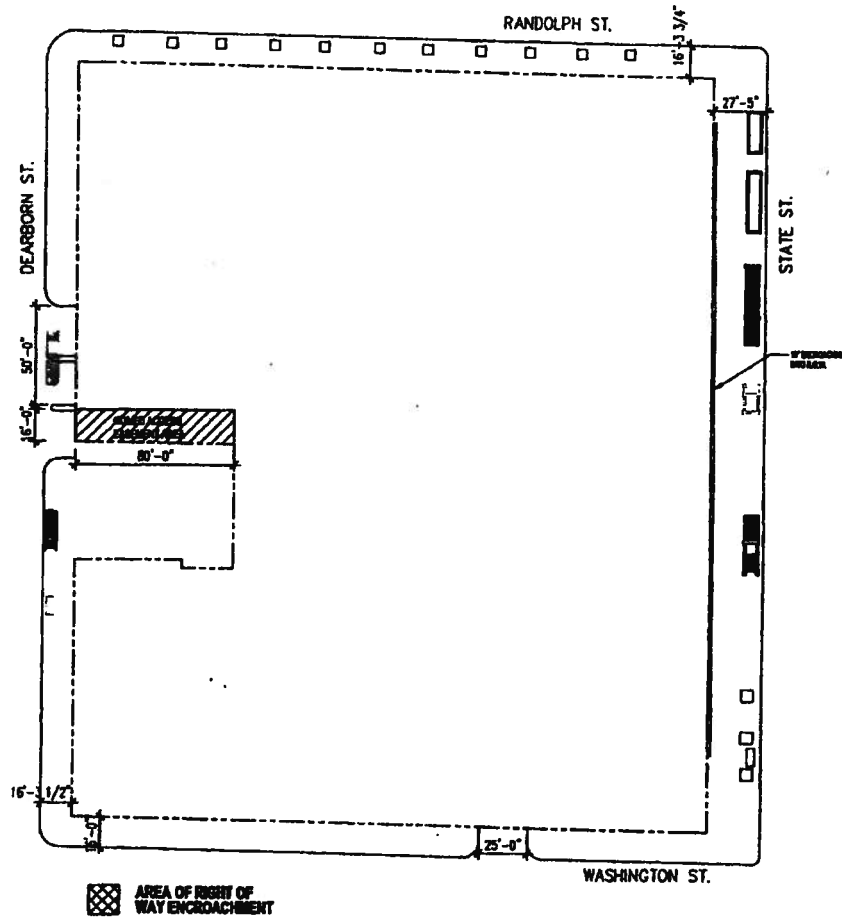
REPORTS OF COMMITTEES

98569

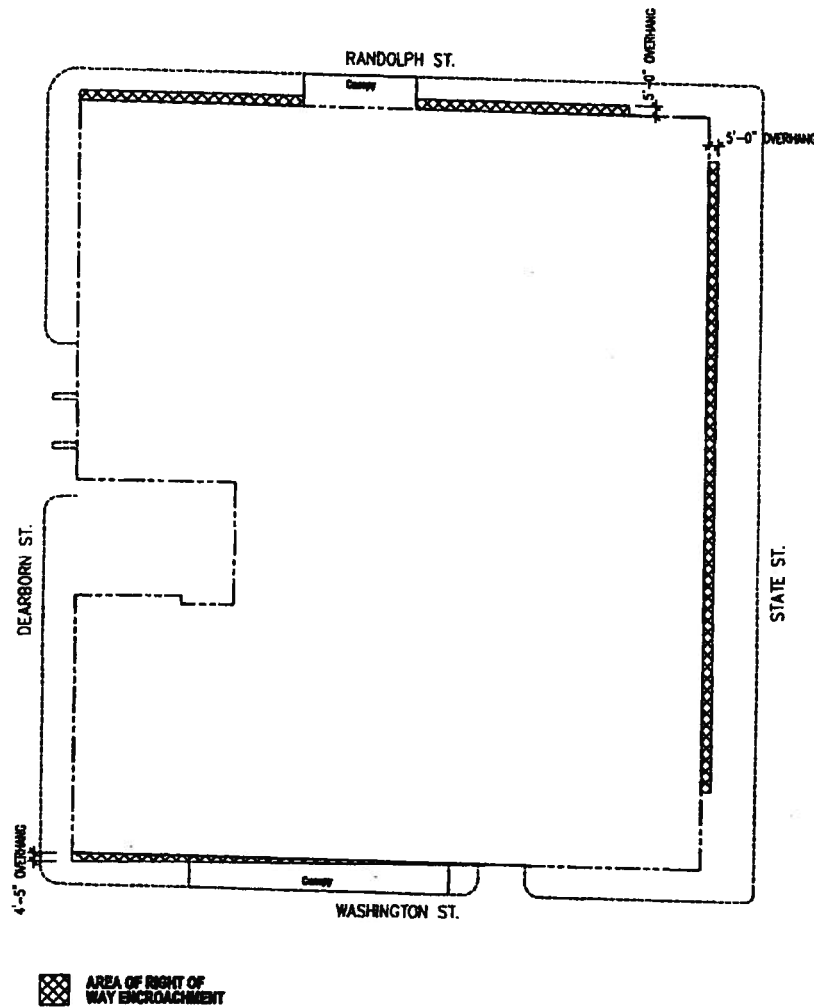
Planned Development Property And Boundary Map.



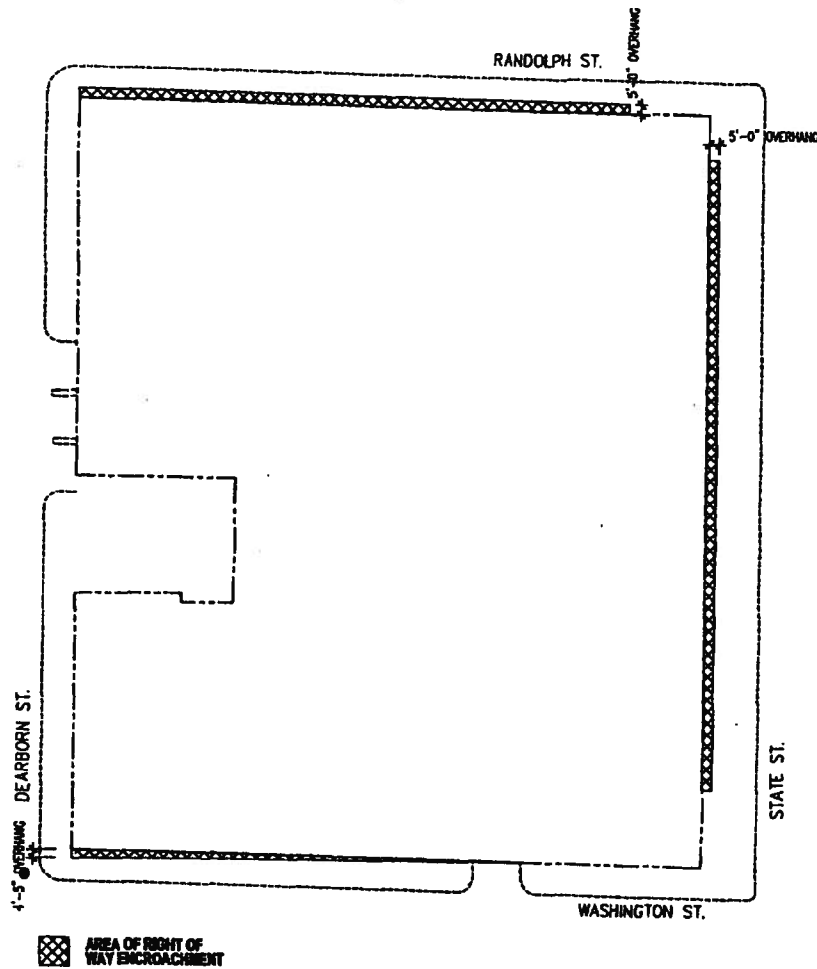
Level 1 Right-Of-Way Adjustment.



Levels 2 And 3 Right-Of-Way Adjustment.



Level 4 Right-Of-Way Adjustment.

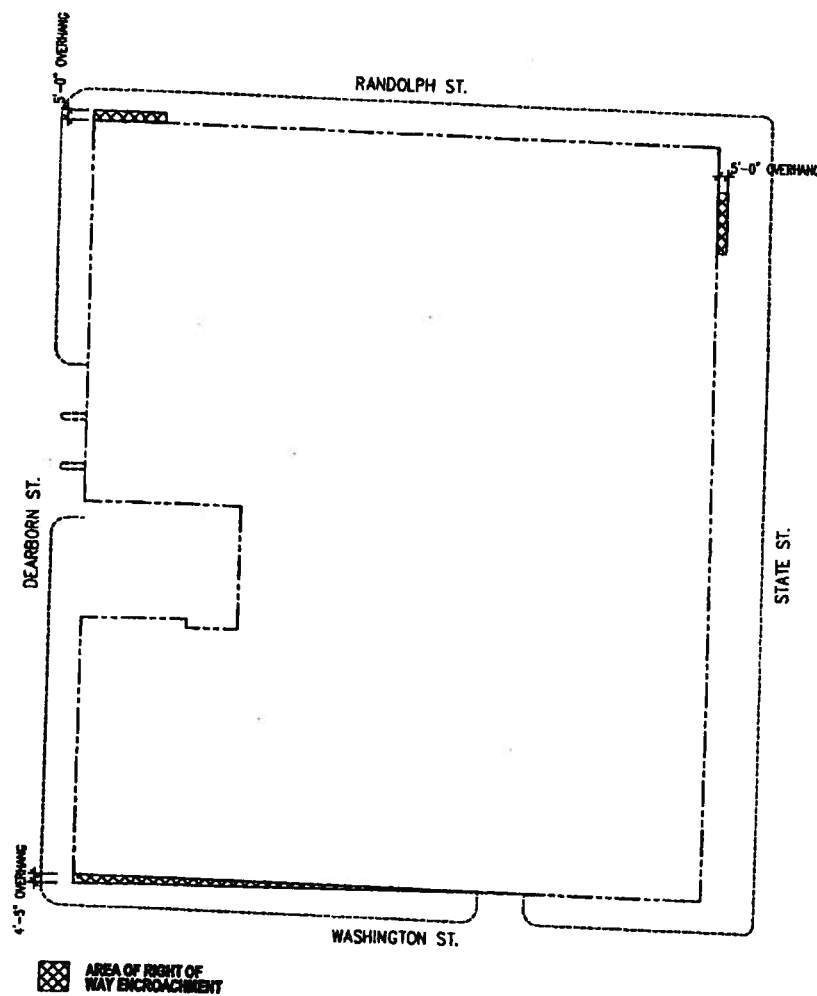


2/7/2007

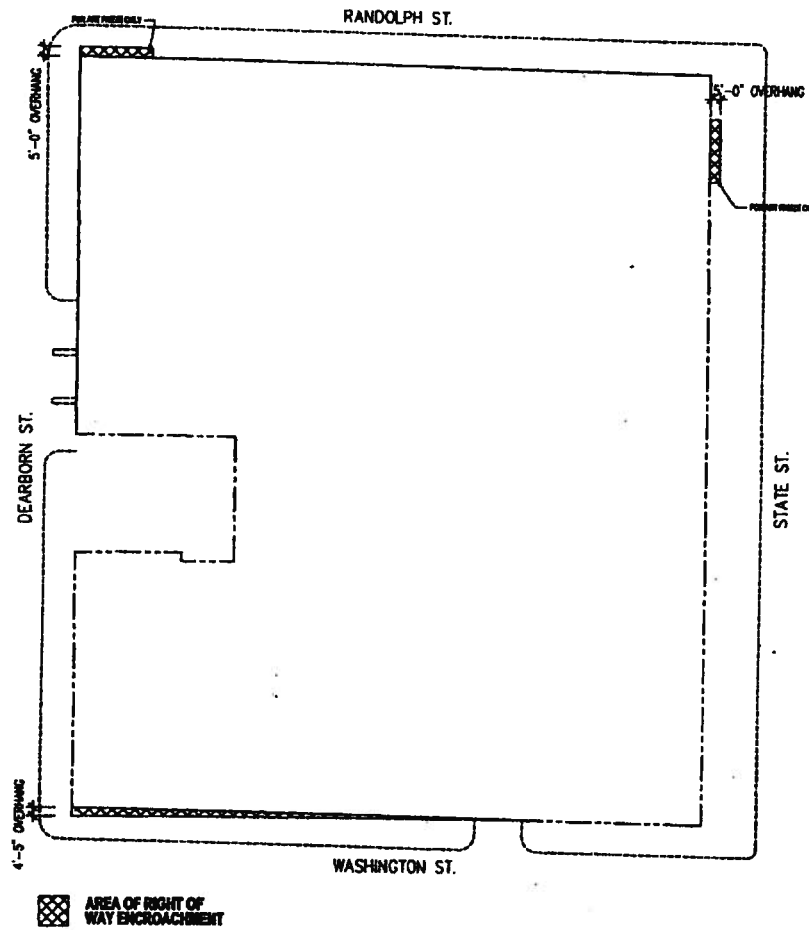
REPORTS OF COMMITTEES

98573

Level 5 Right-Of-Way Adjustment.



Level 6 And Above Right-Of-Way Adjustment.

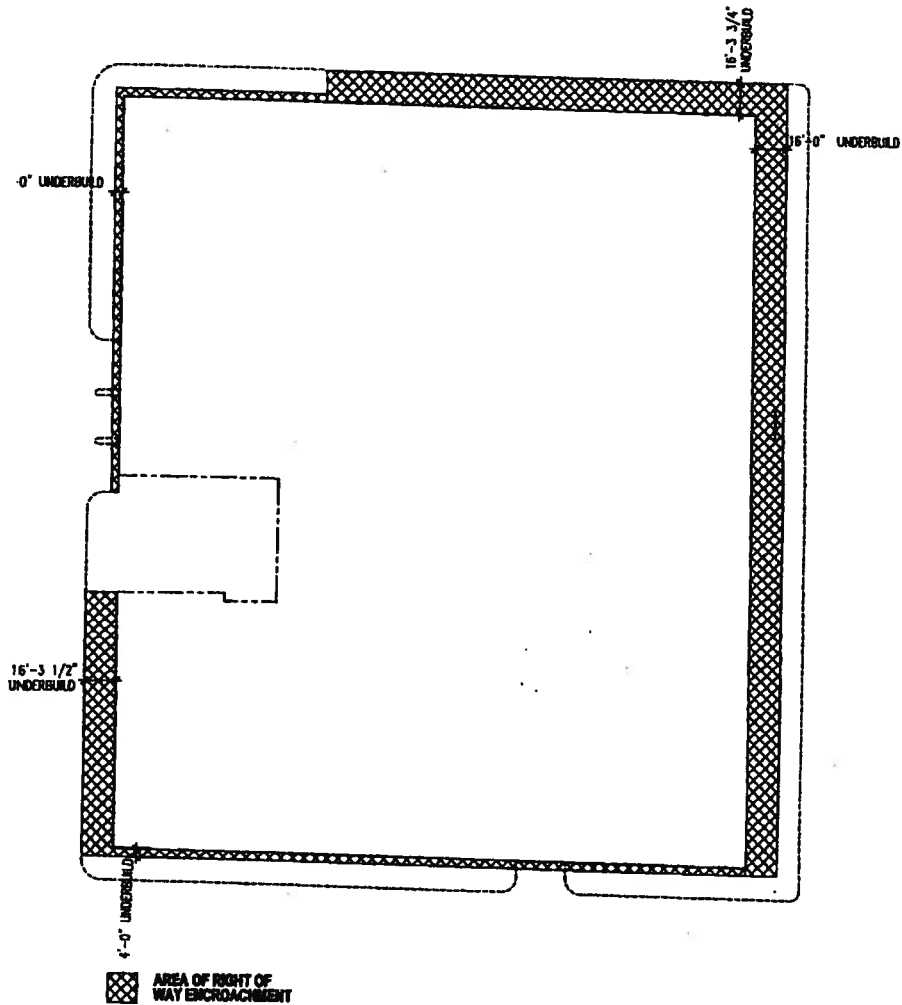


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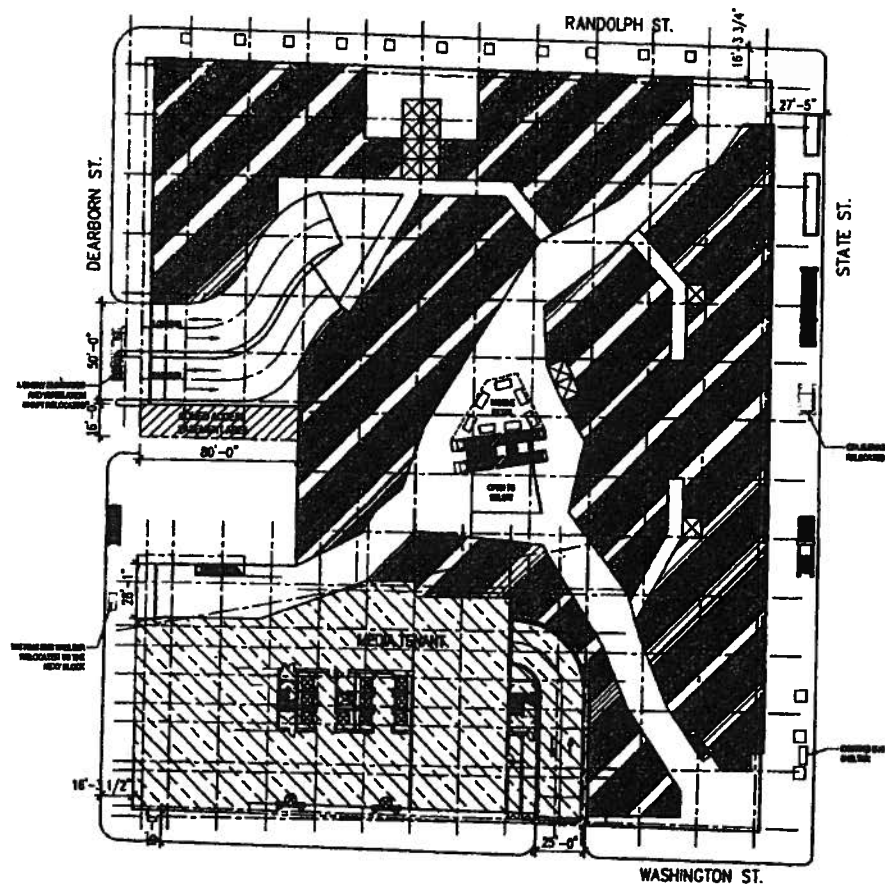
REPORTS OF COMMITTEES

98575

Lower Levels 1 -- 3 Right-Of-Way Adjustment.



Site Plan.

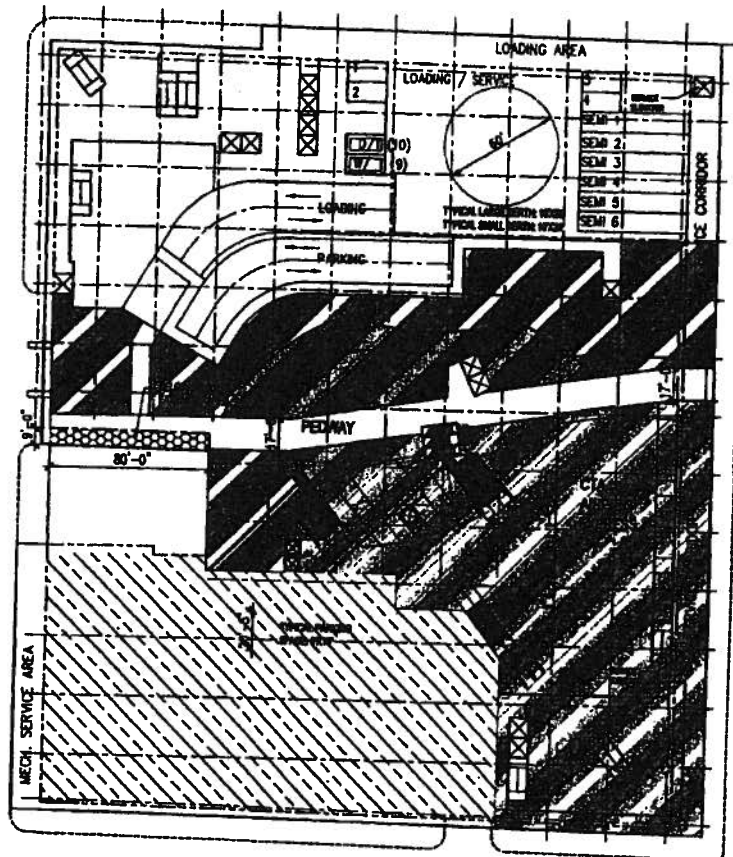


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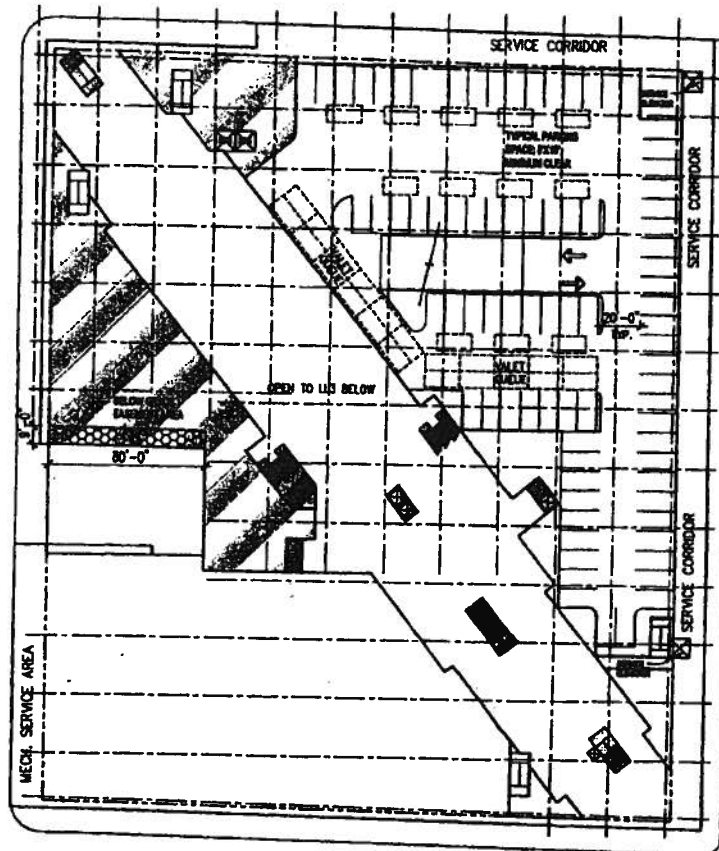
REPORTS OF COMMITTEES

98577

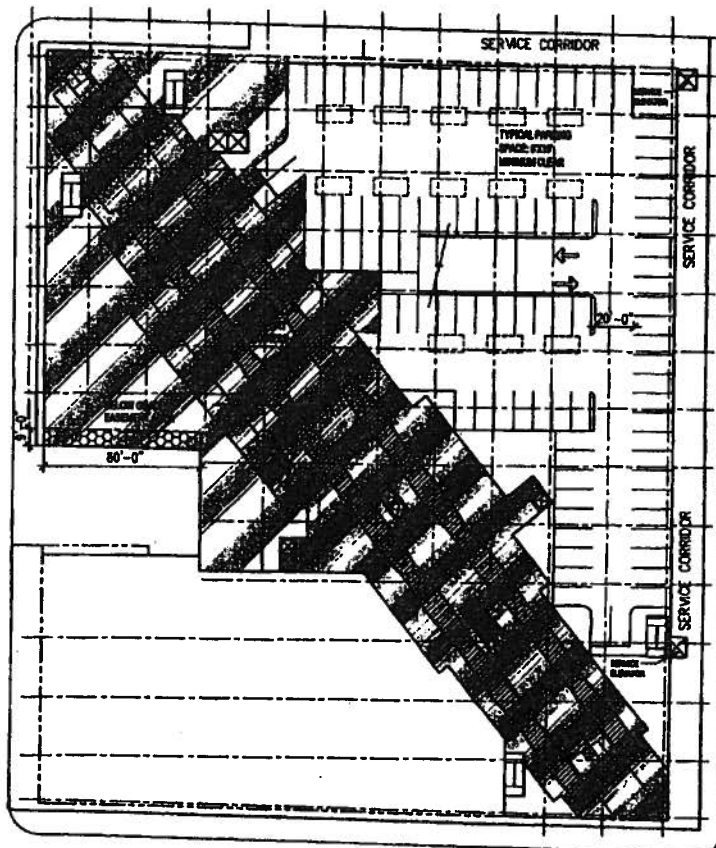
Lower Level 1 And Pedway Plan.



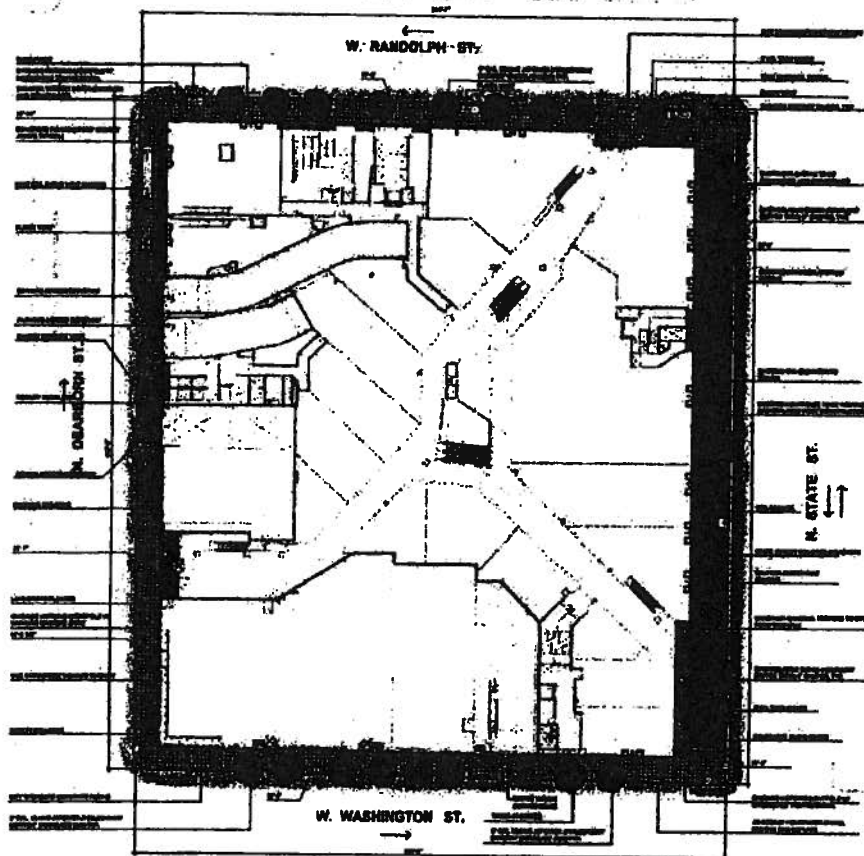
Lower Level 2.



Lower Level 3.



Street Level Plan.

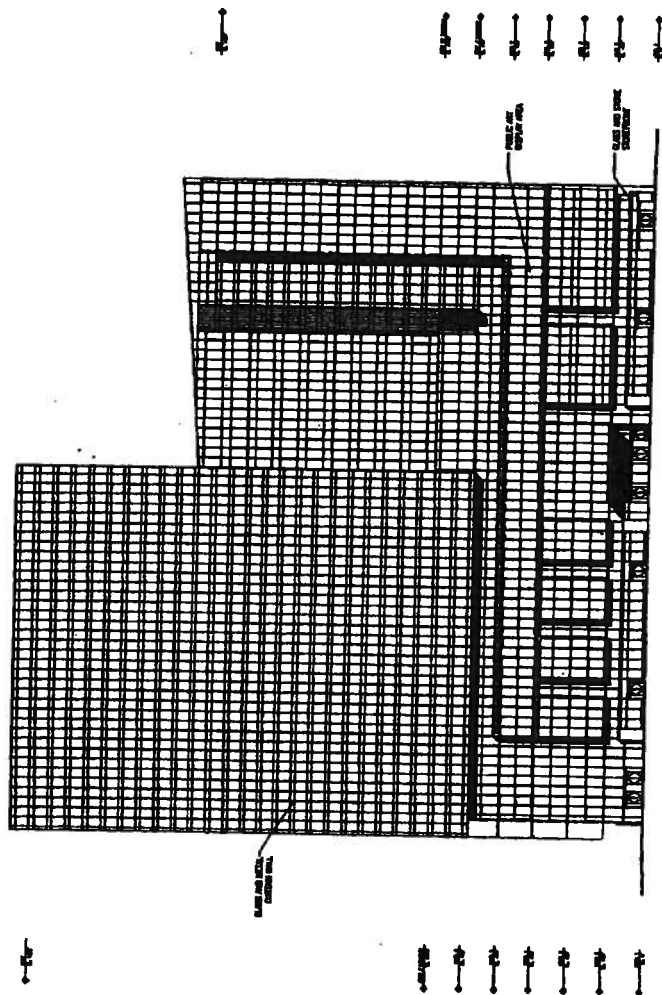


2/7/2007

REPORTS OF COMMITTEES

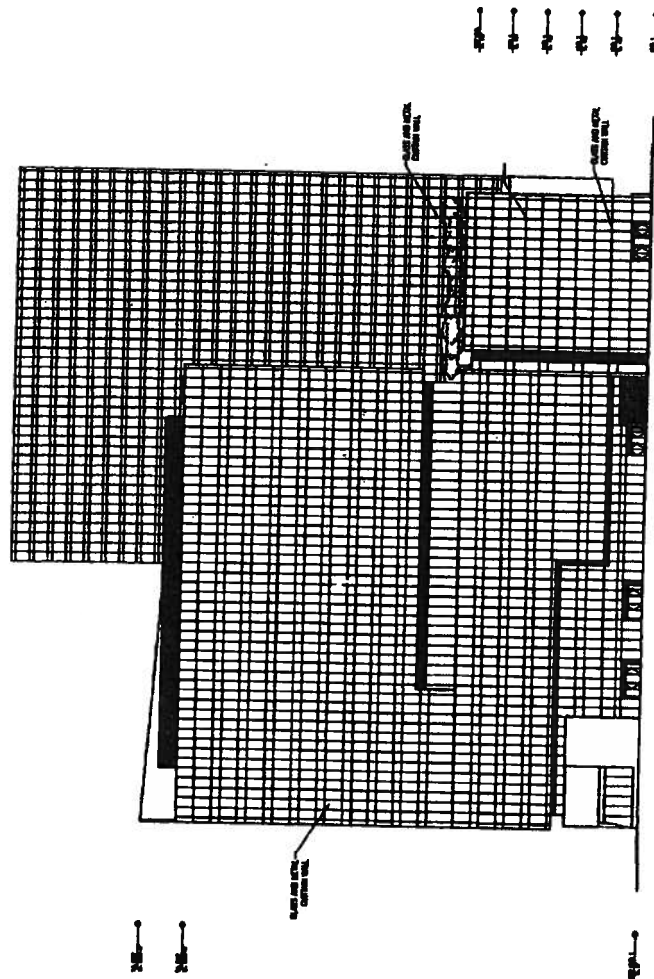
98581

North Elevation.



100 NORTH STATE STREET, CHICAGO, IL

South Elevation.



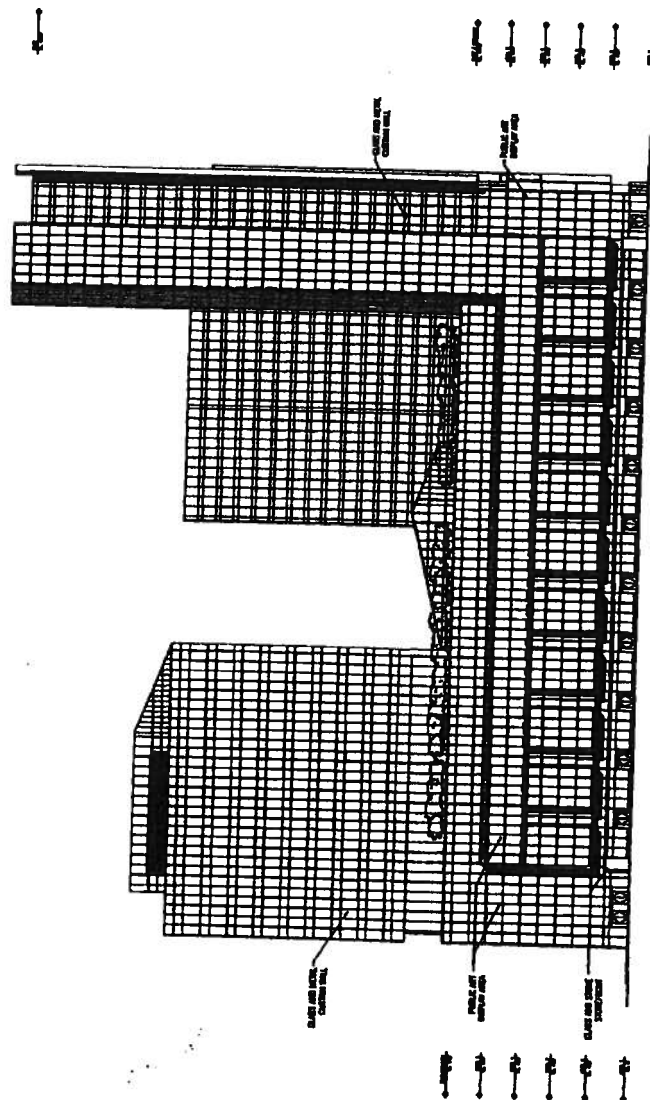
108 NORTH STATE STREET, CHICAGO, IL

2/7/2007

REPORTS OF COMMITTEES

98583

East Elevation.

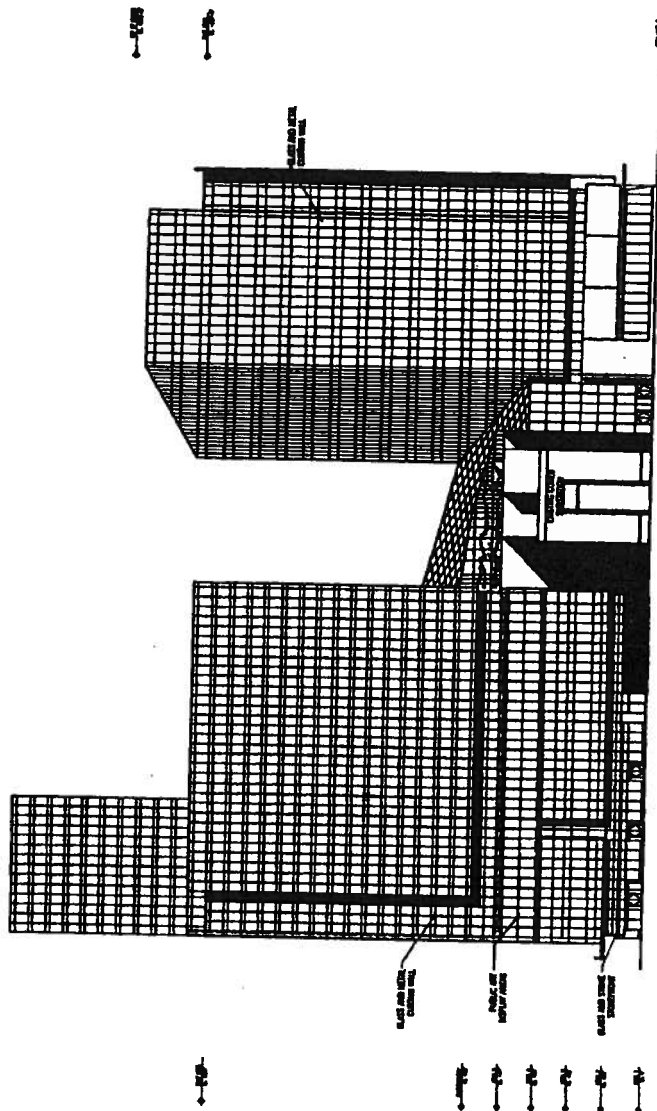


108 NORTH STATE STREET, CHICAGO, IL

EAST ELEVATION



West Elevation.



108 NORTH STATE STREET, CHICAGO, IL

WEST ELEVATION



RESIDENTIAL SIGNAGE

GLASS AND METAL CURTAIN WALL

PUBLIC ART DISPLAY AREA

GLASS AND STONE CURTAIN WALL

NOTE: AT THE CORNER ENTRANCE, THE AREA DESIGNATED FOR SIGNAGE WILL INCLUDE NO MORE THAN 80% OF THE TOTAL SQUARE FOOTAGE DEVOTED SPECIFICALLY TO LETTER, IMAGE OR LOGO SIGNAGE.

NOTE: THE AREA ABOVE THE ENTRY TO THE HOTEL RESIDENTIAL WILL INCLUDE NO MORE THAN 80% OF THE TOTAL SQUARE FOOTAGE DEVOTED SPECIFICALLY TO LETTER, IMAGE OR LOGO SIGNAGE.

NOTE ON THE CORNER ENTRY TO THE BUILDING ABOVE THE ENTRY TO THE RETAIL, THE AREA DESIGNATED FOR SIGNAGE WILL INCLUDE NO MORE THAN 80% OF THE TOTAL SQUARE FOOTAGE DEVOTED SPECIFICALLY TO LETTER, IMAGE OR LOGO SIGNAGE.

MARQUEE SIGNS

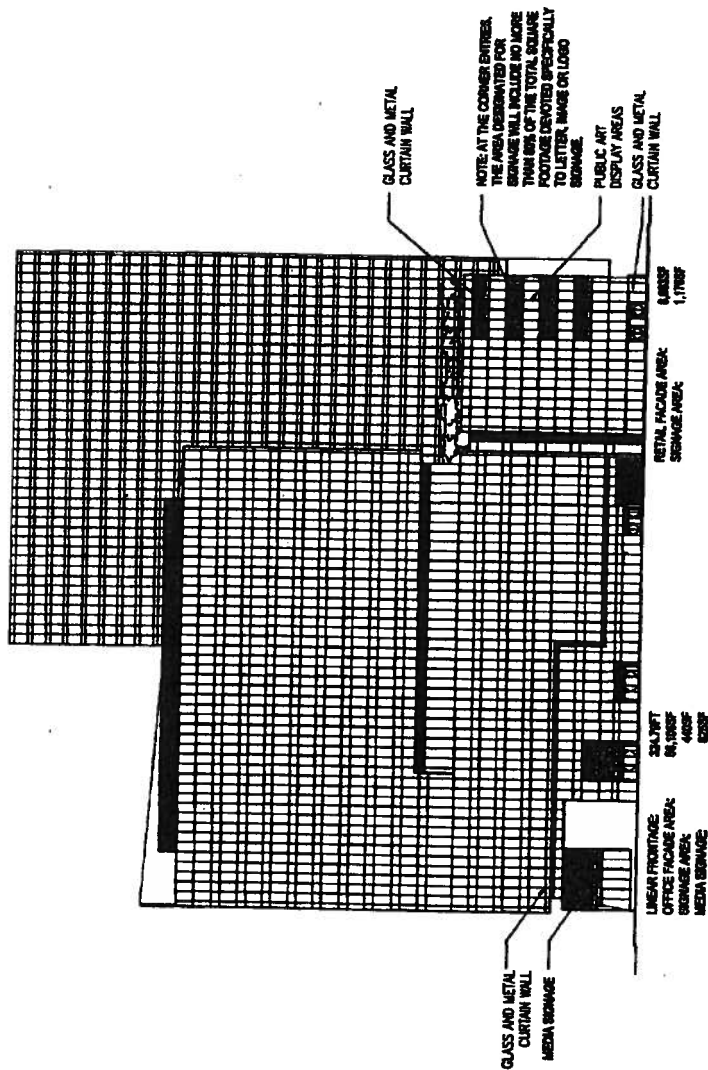
LINEAR FOOTAGE:	304.00 FT
RETAIL FACADE AREA:	20,778 SF
SIGNAGE AREA:	6,391 SF
MARQUEE:	528 SF
RESIDENTIAL FACADE AREA:	20,778 SF
SIGNAGE AREA:	600 SF

NORTH SIGNAGE ELEVATION

168 NORTH STATE STREET, CHICAGO, IL

0 20' 40'

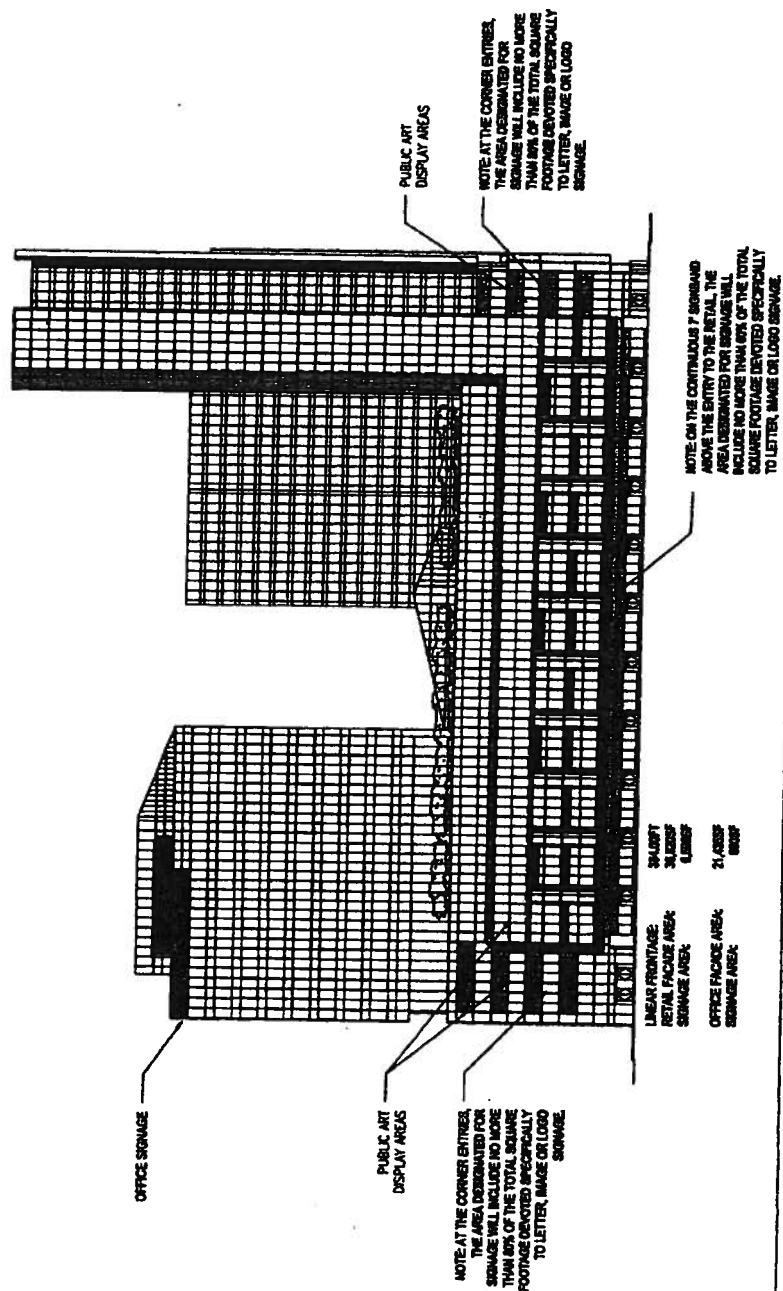
South Signage Elevation.



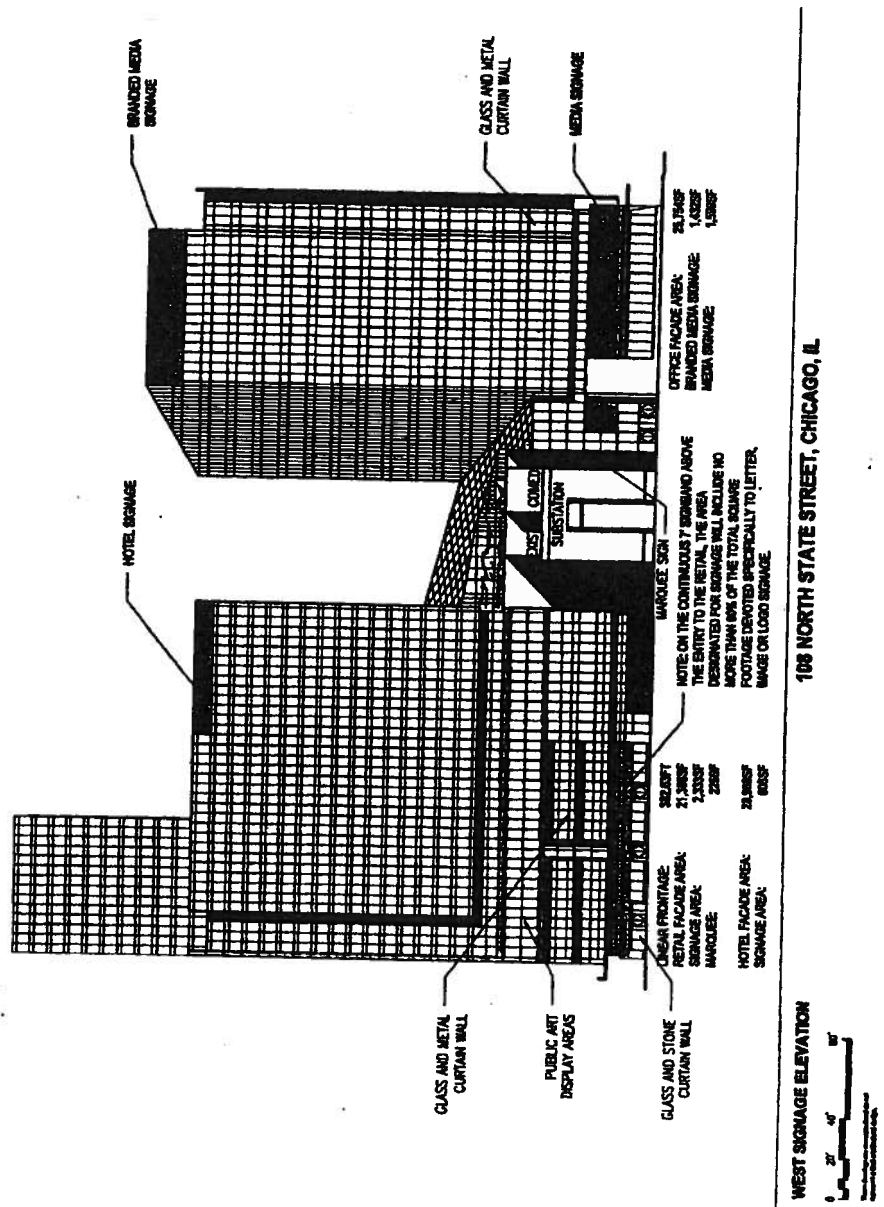
108 NORTH STATE STREET, CHICAGO, IL

SOUTH SIGNAGE ELEVATION

East Signage Elevation.



West Signage Elevation.

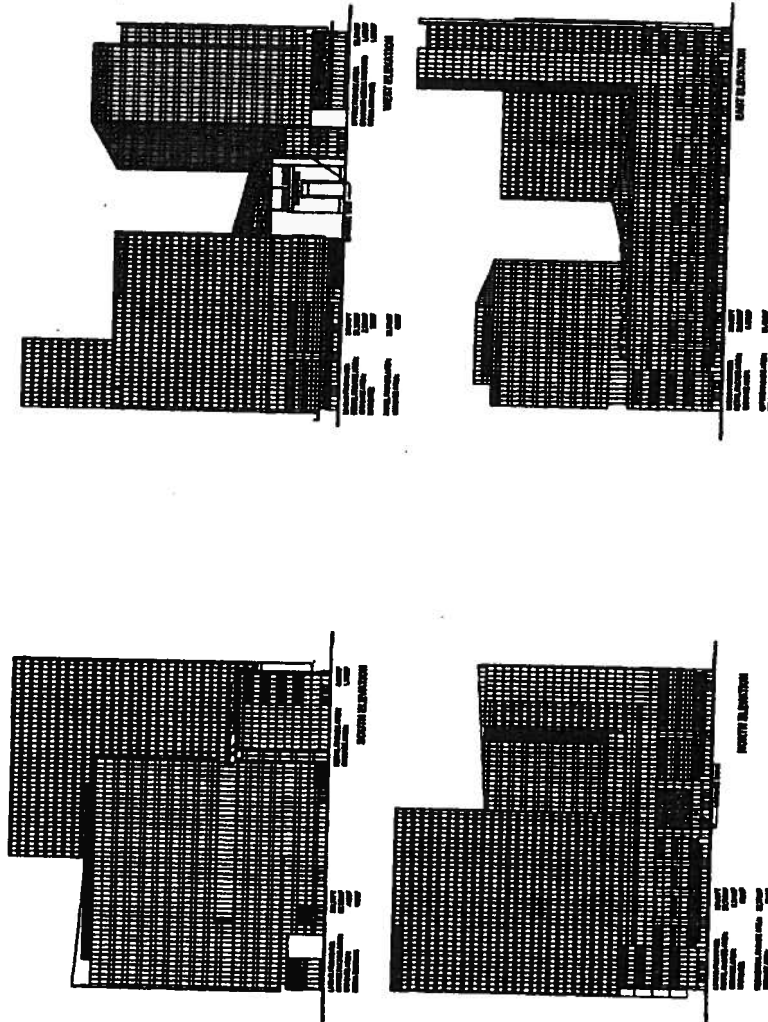


2/7/2007

REPORTS OF COMMITTEES

98589

Signage Elevations -- General Notes.

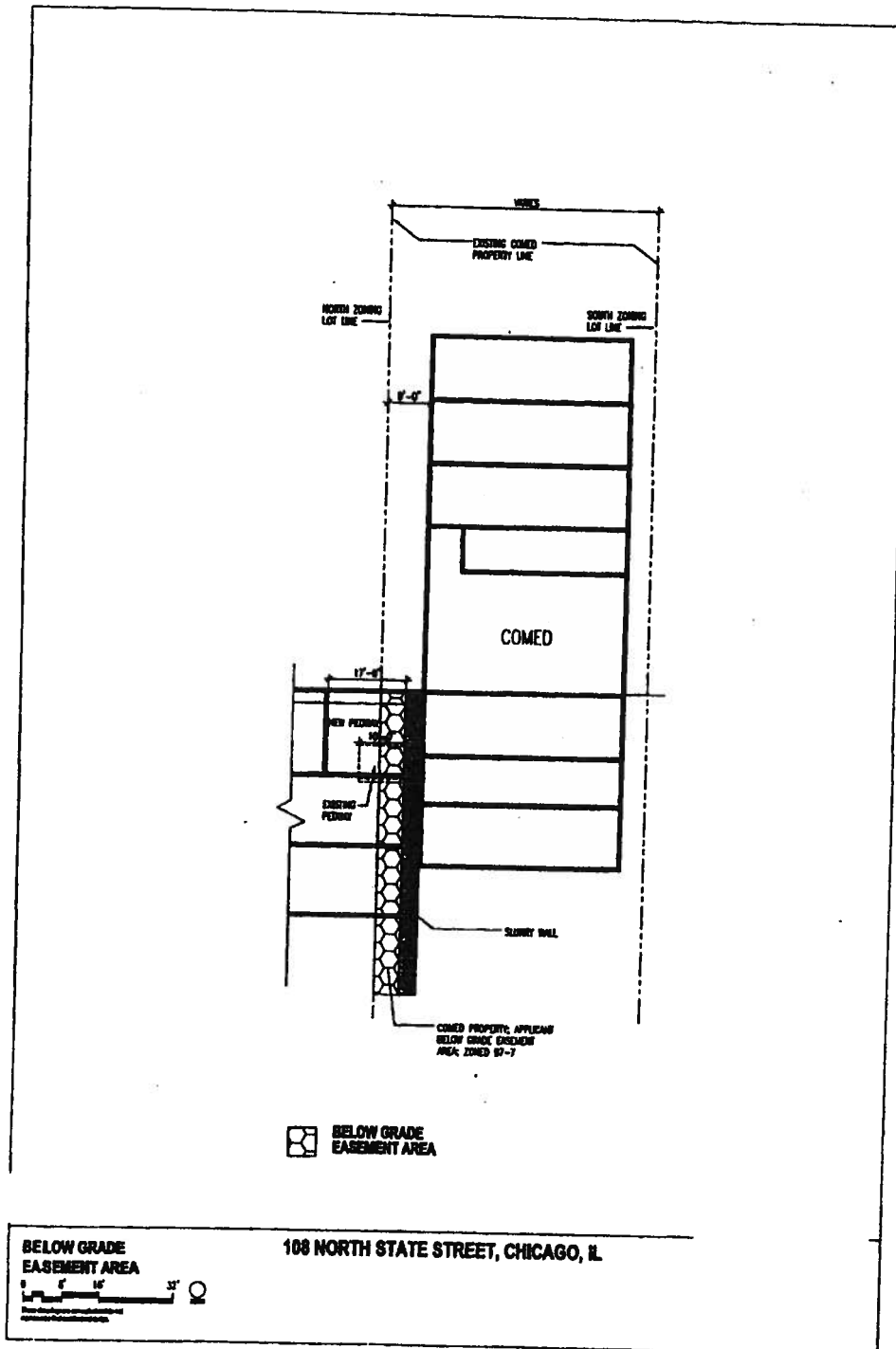


108 NORTH STATE STREET, CHICAGO, IL

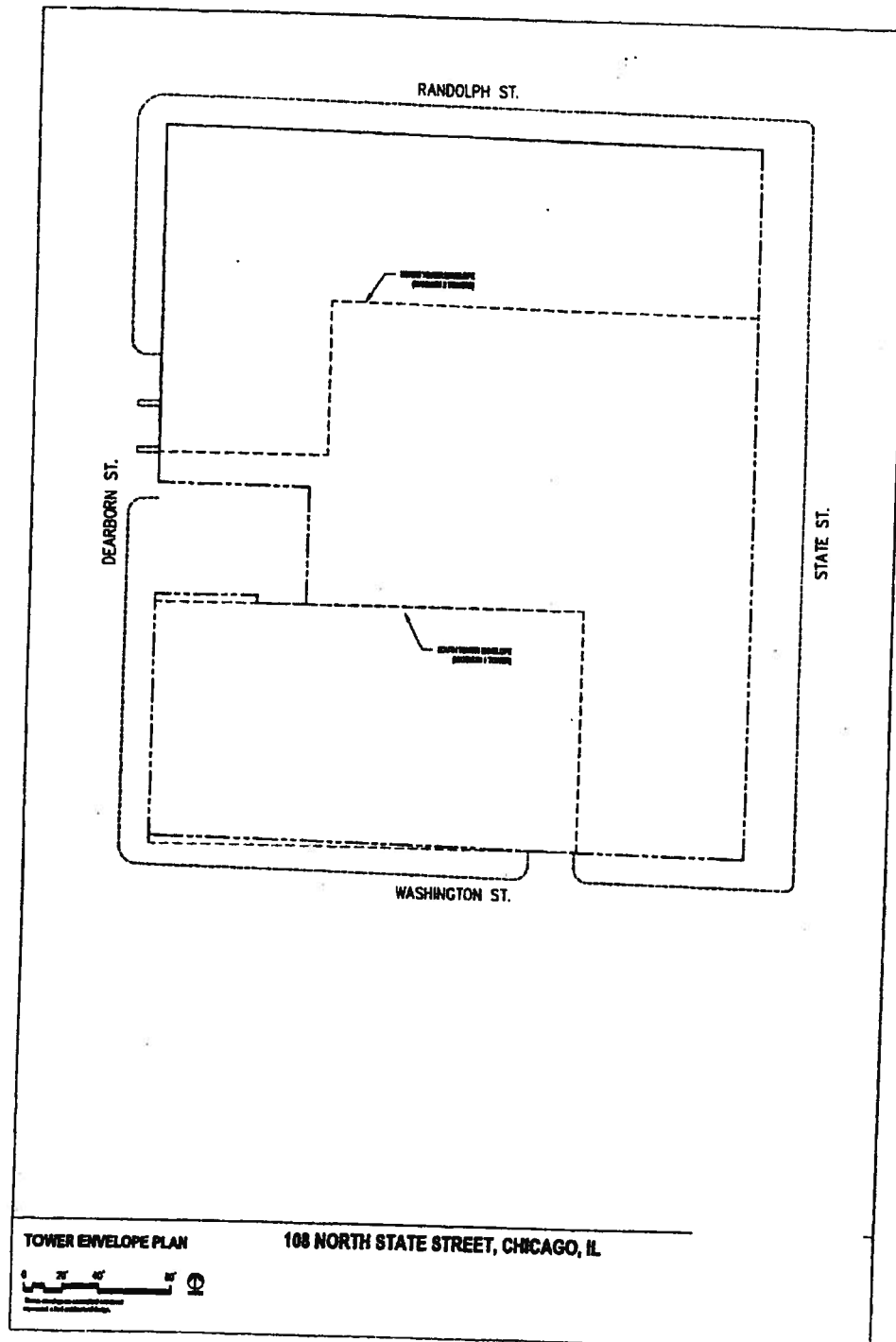
SIGNAGE ELEVATIONS - GENERAL NOTES

0' 5' 10' 15'

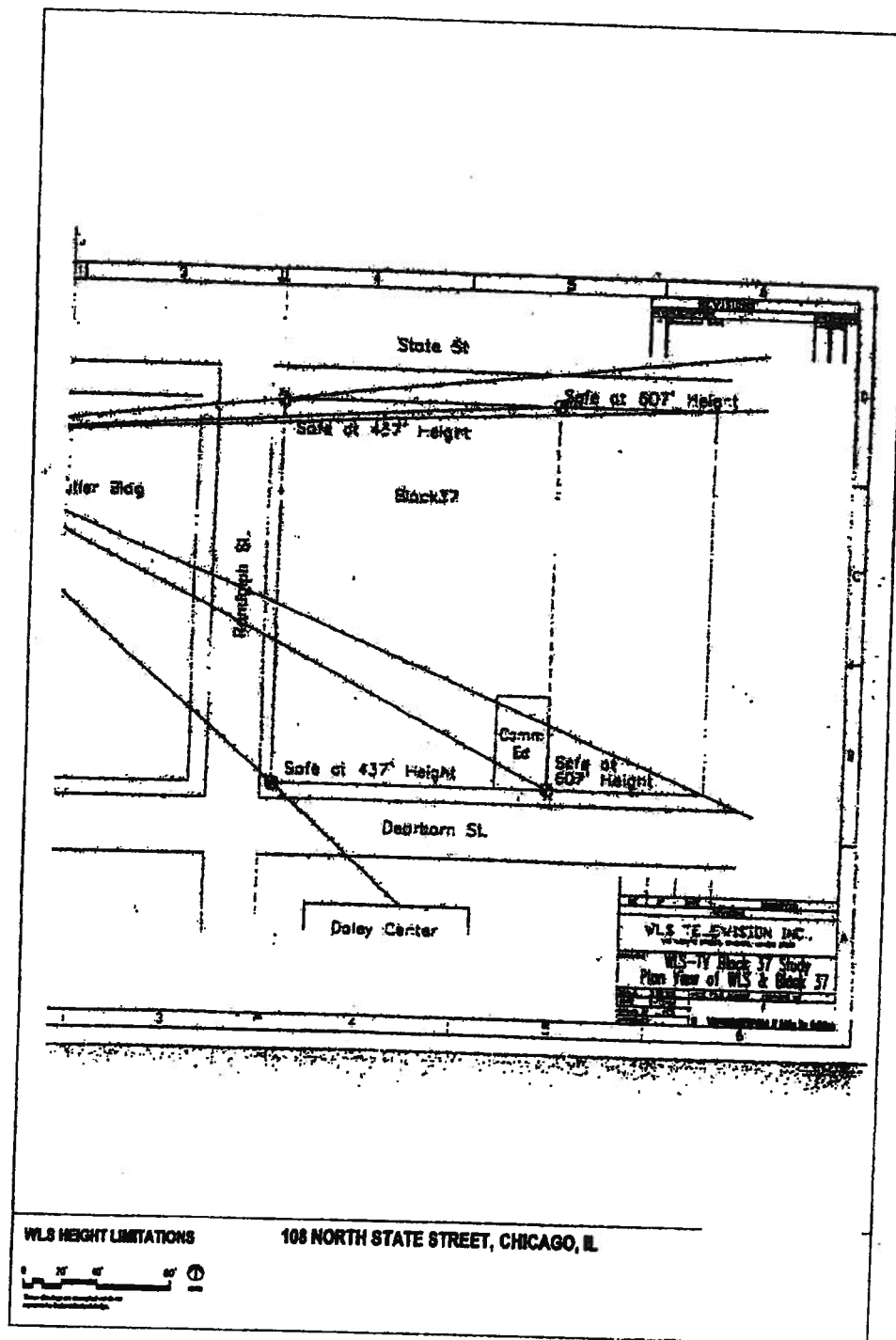
Below Grade Easement Area.



Tower Envelope Plan.



WLS Height Limitations.





City of Chicago
Richard M. Daley, Mayor

Department of Planning
and Development

Denise M. Casalino, P.E.
Commissioner

City Hall, Room 1000
21 North LaSalle Street
Chicago, Illinois 60602
312) 744-4190
312) 744-2271 (FAX)
312) 744-2578 (TTY)
<http://www.cityofchicago.org>

August 1, 2005

Mr. Andrew P. Scott
DLA Piper Rudnick Gray Cary US LLP
203 North LaSalle Street Suite 1900
Chicago, Illinois 60601

Re: Residential Business Planned Development No. 489, as amended
Request for Administrative Relief

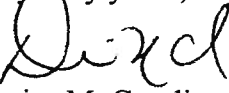

Dear Mr. Scott,

Please be advised that your request for a minor change to Residential Business Planned Development No. 489, as amended, on behalf of Block 37, L.L.C., has been considered by the Department of Planning and Development pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance and Statement No. 14 of the Planned Development.

Specifically, you requested a substitution of the Lower Levels 1-3 Right-of-Way Adjustment Map, dated November 18, 2004 and published in the City Council Journal, with a revised map, prepared by Perkins and Will and dated July 29, 2005. In the Revised Map, the areas marked as right-of-way encroachment are increased to accommodate the updated design plans for the proposed CTA tunnel connection and to conform with the vacation ordinances pending before the City Council.

The Department has reviewed the request and determined that the proposed change would be appropriate and consistent with the Chicago Zoning Ordinance. This minor change does not affect the character of the project nor is there any increase in the buildable floor area. The FAR continues to be based on the original net site area. Accordingly, I hereby approve the requested minor change to Residential Business Planned Development No. 489, as amended, but no other changes to this development.

Very truly yours,


Denise M. Casalino, P.E.
Commissioner 

DMC:SRP:pas

cc: DPD Files



DLA Piper Rudnick Gray Cary US LLP
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293
T 312.368.4000
F 312.236.7516
W www.dlapiper.com

ANDREW P. SCOTT
andrew.scott@dlapiper.com
T 312.368.2126 F 312.630.5326

July 29, 2005

VIA MESSENGER

Ms. Denise Casalino
Commissioner, Department of Planning & Development
121 North LaSalle Street
Room 1000
Chicago, Illinois 60602
ATTN: Mr. Steve Patterson

**Re: Residential Business Planned Development No. 489, as amended
Request for Administrative Relief**

Dear Commissioner Casalino:

On behalf of Block 37, L.L.C., the developer of the property commonly known as 108 North State Street (the "Property"), I am writing to request administrative relief for Residential Planned Development No. 489, as amended, which was published in the City of Chicago City Council Journal of Proceedings on June 8, 2005 (the "Planned Development"). We are requesting a minor change to allow the substitution of the current Lower Levels 1-3 Right-of-Way Adjustment Map, dated November 18, 2004 and as published in the City Council Journal (the "Original Map") with the attached, revised Lower Levels 1-3 Right-of-Way Adjustment Map, dated July 29, 2005 (the "Revised Map"). We are seeking this change in part to accommodate the updated design plans for the proposed CTA tunnel connection at the southeast corner of the Property and in part to conform the map with the below grade areas to be vacated as part of the development. The Original Map and Revised Map are attached hereto as Exhibit A-1 and Exhibit A-2, respectively.

Block 37, L.L.C.'s request meets the criteria for administrative relief under the Planned Development. Statement No. 14 of the Planned Development provides that "the requirements of the Planned Development may be modified, administratively, by the Commissioner of the Department of Planning and Development upon application . . . and a determination by the Commissioner of the Department of Planning and Development that such modification is minor, appropriate and consistent with the nature of the improvements contemplated by this Planned Development and the purposes underlying the provisions thereof." The proposed change is

minor in that the additional area to be vacated is small in relation to the areas already approved for vacation, and in that the change seeks only to conform the Map with the right-of-way vacation applications and existing vacation ordinance. The proposed changes also are appropriate and consistent with the nature of the improvements contemplated by the Planned Development because they (a) reflect the additional area to be vacated will accommodate the updated design of the CTA tunnel, an integral part of the new CTA station facility on the Property and (b) conform the below-grade right of way adjustment maps with the vacation ordinances already passed by City Council. Accordingly, the instant request meets the criteria for administrative relief under the Planned Development.

Thank you for your consideration of this request. If you have any questions, please feel free to contact me at (312) 368-2126.

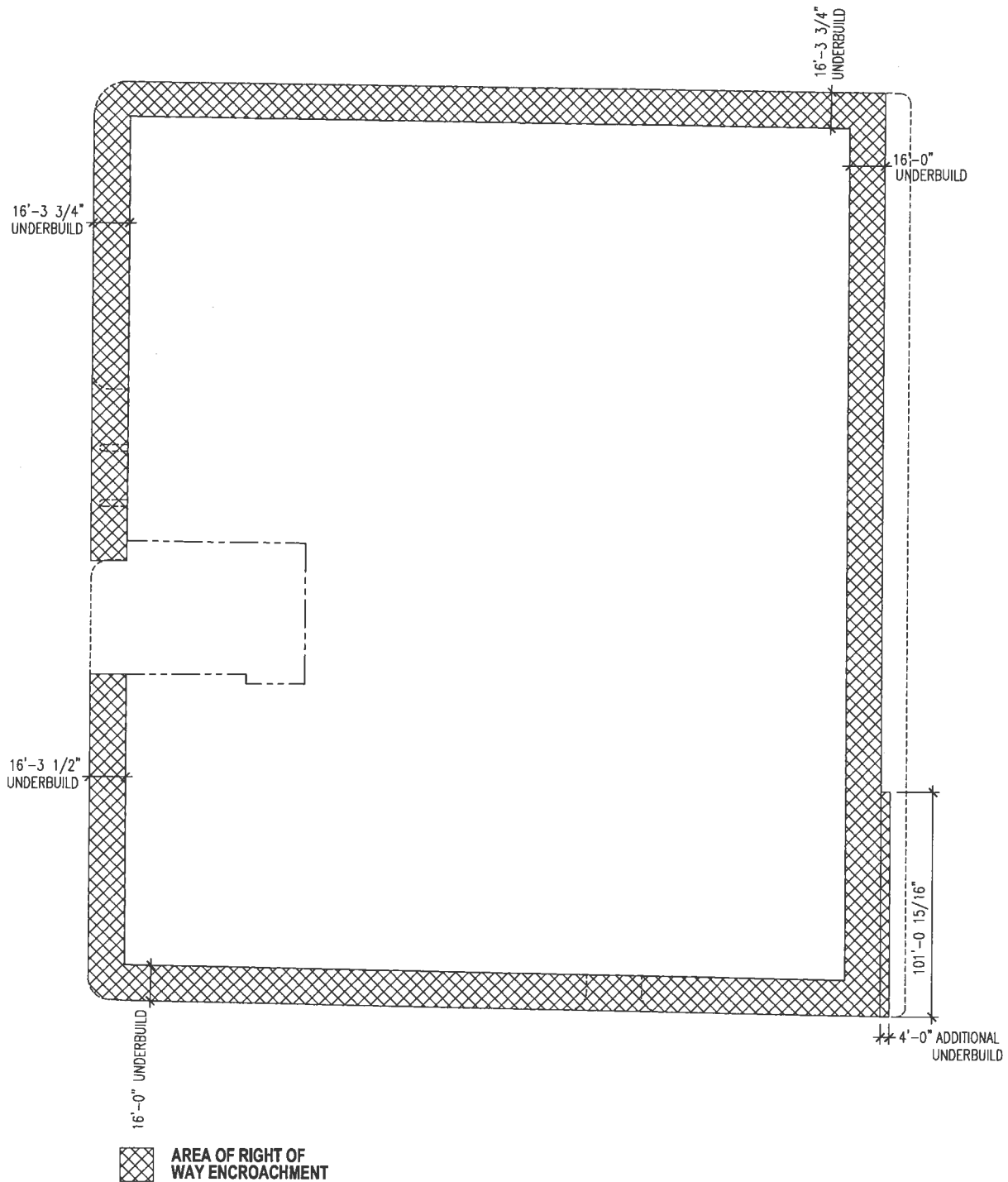
Sincerely,

DLA PIPER RUDNICK GRAY CARY US LLP

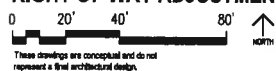
Andrew P. Scott

APS/mfd
Enclosure

cc: David Reifman



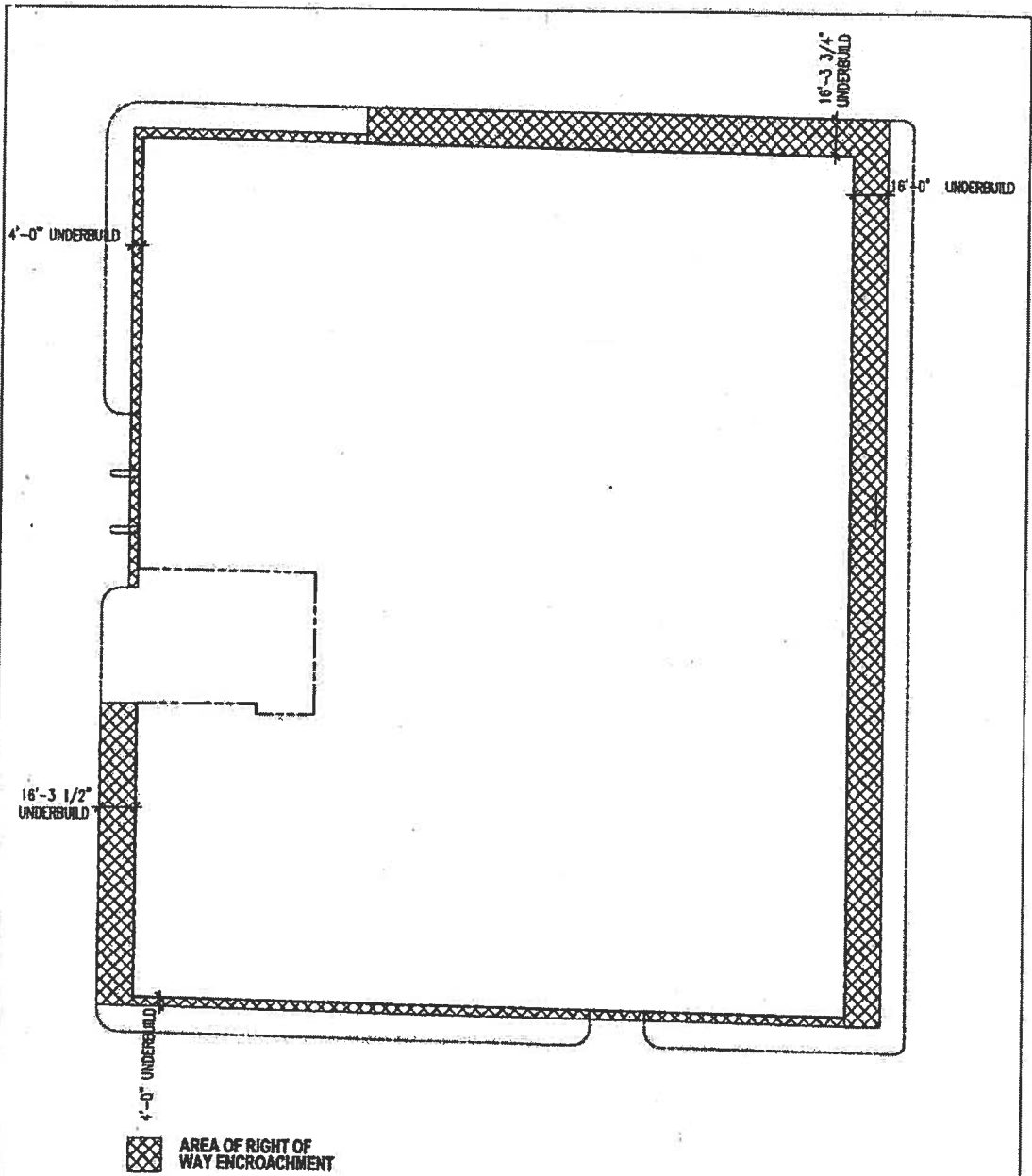
**LOWER LEVELS 1-3
RIGHT OF WAY ADJUSTMENT**



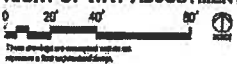
108 NORTH STATE STREET, CHICAGO, IL

APPLICANT: BLOCK 37 LLC
1300 WILSON BLVD, SUITE 400
ARLINGTON, VIRGINIA 22209
DATE: JULY 29, 2005

**PERKINS
& WILL**



**LOWER LEVELS 1-3
RIGHT OF WAY ADJUSTMENT**



These drawings are prepared under the supervision of a Professional Engineer.

108 NORTH STATE STREET, CHICAGO, IL

APPLICANT: BLOCK 87 LLC
1300 WILSON BLVD, SUITE 400
ARLINGTON, VIRGINIA 22204
DATE: NOVEMBER 18, 2004

**P E R K I N S
& W I L L**

COMMITTEE ON ZONING.

**AMENDMENT OF TITLE 17 OF MUNICIPAL CODE OF CHICAGO
(CHICAGO ZONING ORDINANCE) BY RECLASSIFICATION
OF AREA SHOWN ON MAP NUMBER 1-F.****(As Amended)****(Application Number 14523)**

RBPO 489

(Committee Meeting Held December 9, 2004)

The Committee on Zoning submitted the following report:

CHICAGO, May 11, 2005.

To the President and Members of the City Council:

Reporting for your Committee on Zoning, for which a meeting was held on December 9, 2004, I beg leave to recommend that Your Honorable Body *Pass* one ordinance transmitted herewith for the purpose of reclassifying a particular area. It is Application Number 14523 and the common address is 108 North State Street. This ordinance was corrected and amended in its amended form.

At this time, I move for passage of the substitute ordinance transmitted herewith.

Respectfully submitted,

(Signed) WILLIAM J. P. BANKS,
Chairman.

On motion of Alderman Stone, the said proposed substitute ordinance transmitted with the foregoing committee report was *Passed* by yeas and nays as follows:

Yeas -- Aldermen Flores, Haithcock, Tillman, Preckwinkle, Hairston, Lyle, Beavers, Stroger, Beale, Pope, Balcer, Cárdenas, Olivo, Burke, T. Thomas, Coleman, L. Thomas, Murphy, Rugai, Troutman, Brookins, Muñoz, Zalewski, Chandler, Solis, Ocasio, E. Smith, Carothers, Reboyras, Suarez, Matlak, Mell, Austin, Colón, Mitts, Allen, Laurino, O'Connor, Doherty, Natarus, Daley, Tunney, Levar, Shiller, Schulter, M. Smith, Moore, Stone -- 48.

Nays -- None.

Alderman Beavers moved to reconsider the foregoing vote. The motion was lost.

The following is said ordinance as passed:

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 489, as amended, and B7-7 General Central Business District symbols and indications as shown on Map Number 1-F in the area bounded by:

West Randolph Street; North State Street; West Washington Street; a line 131.12 feet north of the north line of West Washington Street; a line 54 feet east of the east line of North Dearborn Street; a line 126.45 feet north of the north line of West Washington Street; a line 80 feet west of the west line of North Dearborn Street; a line 191.29 feet north of the north line of West Washington Street; and North Dearborn Street,

to those of a Residential-Business Planned Development, as amended (2004) which is hereby established in the area described above, subject to such use and bulk regulations as are set forth in the Plan of Development attached hereto and made a part hereof and to no others.

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

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

*Residential-Business Planned Development
Number 489, As Amended.*

Plan Of Development Statements.

1. The area delineated herein as Residential-Business Planned Development

Number 489, as amended, consists of approximately one hundred nineteen thousand five hundred fifty-eight (119,558) square feet (two and seventy-four hundredths (2.74) acres) of real property (the "Primary P.D. Parcel") and includes for development purposes certain above grade and below-grade portions of surrounding rights-of-way as described in Statement Number 2 (the "R.O.W. Encroachment Areas") as depicted on the attached Right-of-Way Adjustment Map (the Primary P.D. Parcel and the R.O.W. Encroachment Areas are collectively referred to as the "Property"). The Property is currently owned and controlled by the City of Chicago (the "City"). These plan of development statements, together with the attached exhibits and plans, are referred to as the "Planned Development". Block 37, L.L.C., a Delaware limited liability company (the "Applicant"), is the Applicant for this Planned Development with the authorization of the City. In addition, it is acknowledged that there are certain below-grade improvements which are not located within the Property, which are intended to be used primarily for a pedway, "back of house" functions and a foundation wall and which are intended to be located in the subsurface areas of certain property owned by Commonwealth Edison Company ("ComEd") having approximate dimensions of nine (9) feet by eighty (80) feet and zoned B7-7 General Central Business District and located immediately north of ComEd's existing substation building, as depicted on the attached Below Grade Easement Area Plan (such property owned by ComEd is referred to herein as the "Below Grade Easement Area" and the improvements intended to be located therein are referred to as the "Below Grade Easement Area Improvements"). The Applicant's right to use the Below Grade Easement Area is contingent upon the execution of an easement agreement between the Applicant and ComEd. In addition, subject to the provisions of Statement 8 below regarding the Applicant's control thereof, Applicant will grant an easement to the City over a portion of the Below Grade Easement Area for the purposes of a public pedway. Notwithstanding that the Below Grade Easement Area is a part of a different zoning lot than the Property, the Below Grade Easement Area and the Below Grade Easement Area Improvements shall be permitted and regulated as a part of this Planned Development only and shall not be regulated under the provisions applicable in the B7-7 district (or such other district or designation as such areas may lawfully be classified). Nothing herein shall be construed to apply to the above-grade areas of such property owned by ComEd; provided, however, that, subject to the approval thereof by ComEd and ComEd's commitment to maintain the same on an ongoing basis, Applicant shall construct a decorative fencing treatment on the property owned by ComEd abutting the Dearborn right-of-way along the ComEd Access Area (as defined in Statement Number 10b), as shown on the Streetscape and Landscape Plan.

2. The Applicant shall obtain all applicable official reviews, approvals or permits which are necessary to implement this Planned Development. Any dedication or vacation of streets or alleys, easements or any adjustment of rights-of-way shall require a separate submittal on behalf of the Applicant or its successors, assignees or grantees and approval by the City Council. The Planned Development includes certain projections above, into and below the R.O.W. Encroachment Areas, as depicted on the Right-of-Way Adjustment Plans attached hereto, which are necessary, integral and appropriate components of the improvements contemplated by this Planned Development. The Planned Development also includes certain projections below street level/grade of the right-of-way adjacent to the Property which are necessitated primarily by the need to accommodate those underground public transportation facilities generally depicted on the Floor Plans for levels LL1 -- LL3 attached hereto and other uses that serve the general public within the boundaries of the Property. Accordingly, it is acknowledged that the Applicant intends to seek, subject to the appropriate authority, established procedures and applicable laws, and subject to the specific limitations stated on the Right-of-Way Adjustments Plans, the conveyance of fee title (or such other real property interests as may be acceptable to the Applicant and the City) to that property constituting the R.O.W. Encroachment Areas, and the terms and conditions of such conveyance (among other relevant matters) shall be set forth in a separate redevelopment agreement between the City and the Applicant (the "Redevelopment Agreement").
3. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal titleholders and any ground/air-rights lessors except as provided herein. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns and, if different than the Applicant, the legal titleholders and any ground/air-rights lessors. Furthermore, pursuant to the requirements of Section 11.11-1 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. Single designated control for purposes of this Statement 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 all the owners of the Property and any ground/air-rights lessors of the Property subject, however, to the following exceptions and conditions: (a) any changes or modifications to this Planned Development applicable to or in a given subarea designated pursuant to Statement Number 10 below

need only be made or authorized by the owners and/or any ground/air-rights lessors of such subarea; provided, however, that for so long as the Applicant or any affiliate thereof owns or controls any part of the Property, any application to the City for any such changes or modifications (administrative, legislative or otherwise) must in all cases be authorized by the Applicant; (b) where portions of the improvements located on the Property have been submitted to the Illinois Condominium Property Act, the term owner shall be deemed to refer solely to the condominium association of the owners of such portions of the improvements and not to the individual unit owners therein; and (c) ComEd's consent for any such changes or modifications (administrative, legislative or otherwise) with respect to the Below Grade Easement Area shall not be required and control thereof shall be deemed to be vested in the Applicant. Nothing herein shall prohibit or in any way restrict the alienation, sale or any other transfer of all or any portion of the Property or any rights, interests or obligations therein including any ground or air rights leases. Upon any alienation, sale or any other transfer of all or any portion of the Property or the rights therein including any ground or air rights leases (but not including an assignment or transfer of rights pursuant to a mortgage or otherwise as collateral for any indebtedness) and solely with respect to the portion of the Property so transferred, the term the Applicant shall be deemed amended to apply to the transferee thereof (and its beneficiaries if such transferee is a land trust) and the seller or transferor thereof (and its beneficiaries if such seller or transferor is a land trust) shall thereafter be released from any and all obligations or liability hereunder; provided, however, that the Applicant's right to authorize changes or modifications to this Planned Development for so long as it owns or controls all or any portion of the Property as set forth in clause (a) of this Statement Number 3 above shall not be deemed amended or transferred to apply to a transferee (or its beneficiaries as aforesaid) unless expressly assigned in a written instrument executed by the original Applicant hereunder. It is acknowledged that the Property is intended to be further subject to the terms of the Redevelopment Agreement at such time as it is duly adopted, executed and delivered by the parties thereto, which Redevelopment Agreement is intended to govern the conveyance of the Property to the Applicant (or any affiliates thereof) and other matters relating to the use and development of the Property, and in the event of any conflict, contradiction or ambiguity between the terms of such Redevelopment Agreement and the terms of this Planned Development, the more restrictive terms shall govern.

4. The following uses shall be permitted in this Planned Development: all uses permitted in the B6-7 Restricted Central Business and B7-7 General Central Business zoning districts including, but not limited to: retail and

commercial uses including but not limited to free-standing carts and kiosks; offices, business, not-for-profit and professional; hotels; dwelling units and other residential uses; radio and television broadcast studios; transportation ticket offices; air freight transfer facilities (subject to the approval of the Department and C.D.O.T. in their sole discretion); night clubs, taverns and other entertainment uses; food markets; physical culture and health services; public and/or quasi-public utility and service uses (including but not limited to electric substations, railroad passenger stations, street railway terminals and railroad rights-of-way); convention centers and meeting halls; public uses (including, but not limited to, activities such as entertainment, exhibits, dining, gatherings, retail sales and passive uses); publicly available pedway uses (including, but not limited to, public pedestrian travel and retail sales); electronic data storage centers; radio and television towers; broadcast and telecommunications structures (including related equipment and transmitting and receiving antennae); microwave relay towers; telephone transmission equipment buildings; wireless communication facilities (including towers, earth station antennas and parabolic dishes which shall not be subject to diameter or size limitations); day care centers; accessory parking; access for the benefit of ComEd for its existing substation building located on property adjacent to the Property as more specifically set forth in Statement 10(b); and other accessory uses.

5. This Planned Development consists of seventeen (17) statements; a Bulk Regulations and Data Table; the WLS TV Block 37 Plan View of WLS and Block 37; and the following exhibits, maps and plans, prepared by Perkins & Will and dated November 18, 2004: an Existing Zoning Map; an Existing Land-Use Plan; a Planned Development Property and Boundary Map; Level 1 Right-of-Way Adjustment Plan; Levels 2 and 3 Right-of-Way Adjustment Plan; Level 4 Right-of-Way Adjustment Plan; a Level 5 Right-of-Way Adjustment Plan; a Level 6 and Above Right-of-Way Adjustment Plan; a Lower Levels 1 -- 3 Right-of-Way Adjustment Plan; a Site Plan; a Streetscape and Landscape Plan; East, West, North and South Elevations; Lower Level Floor Plans (including a Lower Level 1 and Pedway Plan; East, West, North and South Signage Elevations and a Signage Elevations General Notes Plan; a Below Grade Easement Area Plan; and a Tower Envelope Plan. Full size sets are on file with the Department. These and no other zoning or signage controls shall apply to the Property. This Planned Development conforms to the intent and purpose of the Chicago Zoning Ordinance, Title 17 of the Municipal Code of Chicago and all requirements thereof, and satisfies the established criteria for approval as a planned development.
6. The location and square footage for business identification signs shown on

the Signage Plan attached hereto are hereby approved, subject to the specific limitations stated therein. All other business identification signage located on or designed to be viewed from the exterior of any buildings shall be subject to the review and approval of the Department. Temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development subject to the review and approval of the Department. No approvals shall be required for any signage located in and designed to be viewed solely from the interior of any improvements on the Property. In addition to the foregoing, individual store front displays shall be permitted as long as they comply with the State Street Development Plan and Design Guidelines as adopted by the Chicago Plan Commission on May 13, 1993, in effect as of the date hereof, except to the extent said plan and guidelines may be hereafter amended to provide for requirements which are less restrictive than those currently in place. Electronic business identification signage for on-site entertainment uses only shall be permitted along Randolph Street as long as such signage is located no closer than twenty (20) feet from the intersection of State Street and Randolph Street. Electronic media signage shall be permitted to be located on the exterior of the office building at the corner of Washington Street and Dearborn Street for the benefit of the media tenant intended to be located therein and having content consistent with media use requirements including live and taped broadcasts, graphic/station logo elements, live and taped civic events, network and syndicated programming, and taped promotional announcements and commercials internal and adjacent to accepted news and programming; in no event shall third party purchase of blocks of time be permitted.

7. The improvements authorized by this Planned Development shall be designed, constructed and maintained in substantial conformance with the plans and exhibits set forth in Statement Number 5 and the following:
 - a. The improvements shown in the plans and exhibits identified in Statement Number 5 include, among other components, areas for three (3) towers, including the office tower shown at the corner of Washington and Dearborn Streets. In addition to the office tower to be located at the corner of Washington Street and Dearborn Street, the Applicant shall have the right to construct not more than two (2) towers within the area designated on the Tower Envelope Plan as the "North Tower Envelope", which towers may be constructed to the maximum height provided for in this Planned Development; provided, however, that the construction of said additional towers shall not cause the maximum overall floor area permitted by this Planned Development to be exceeded. In the event the Applicant wishes to construct more than two (2) additional towers within the

North Tower Envelope or wishes to locate said additional towers outside of the area of the North Tower Envelope, the Applicant shall seek a minor change in accordance with the provisions of Statement Number 14 below.

- b. Applicant has set aside and designated certain areas on the exterior of the improvements for a possible "artistic frieze" display as designated on the elevations referenced in Statement Number 5 (the "Artistic Frieze Display Areas"). Applicant shall consult with the commissioner of the Department of Cultural Affairs regarding the Artistic Frieze Display Areas. The content and design of the Artistic Frieze Display Areas shall be consistent with the design of the portion of the improvements in the Planned Development on which they intended to be installed and shall be subject to the review and approval of the commissioner of the Department.
 - c. It is acknowledged that each retailer with at grade frontage along a public right-of-way shall be permitted to have at least one (1) dedicated retail entrance.
 - d. In the event construction of the tower improvements to be located within the North Tower Envelope has not commenced within eighteen (18) months of completion of the retail base and related infrastructure, the Applicant shall install a green grid system in such unimproved portions above the base until such time as construction begins on the applicable tower(s).
8. The improvements intended to be constructed pursuant to the Planned Development are intended to contain publicly available areas comprising an east/west pedestrian pedway as depicted on the Lower Level 1 and Pedway Plan (the "Pedway") and the street level atrium as depicted on the Site Plan (the "Atrium"). The Pedway and the Atrium are collectively referred to herein as the "Publicly Available Areas". The following standards shall apply to the Publicly Available Areas:
- a. Uses. The uses of the Publicly Available Areas shall be subject to the conditions stated herein. The Publicly Available Areas shall be open to the public, in addition to being open to the occupants of the improvements, for the following purposes:
 - (1) Pedway. For public pedestrian travel underground between points lying to the east and west of the Property, for access to permitted uses which may be located in or adjacent to the

Pedway and for such other uses permitted pursuant to this Planned Development as may be approved by the Commissioner of the Department and the Commissioner of the Department of Transportation.

- (2) The Atrium. For programmed civic events, for informal gathering (subject in all cases to Statement Number 8e. below) and for public pedestrian access to and from the Pedway and to and from such other private uses within the improvements as may be made available by the Applicant. In addition, uses permitted by the Planned Development (including the use of retail kiosks and carts) may occupy portions of the Atrium. The design of any such kiosks and carts shall be subject to the reasonable approval of the Department.
- b. Design. The Publicly Available Areas shall be designed and constructed in general accordance with the Site Plan and the Lower Level 1 and Pedway Plan, subject to the following:
 - (1) Pedway. The configuration and location of the Pedway as depicted on the Lower Level 1 and Pedway Plan may be modified by the Applicant from time to time to accommodate the needs of Applicant's Pedway tenants without the necessity of a minor change as described by Statement Number 14, provided that the Pedway design (a) has a minimum floor to ceiling height of fourteen (14) feet and a minimum width of fifteen (15) feet; (b) is constructed of quality materials comparable to other portions of the City pedway network constructed or renovated within five (5) years of the date hereof; (c) is of similar character and quality materials otherwise as the other improvements on the Property; and (d) connects to the pedway network located to the east and west of the Property. Other proposed modifications to the configuration of the Pedway may be permitted, but only as a minor change as described by Statement Number 14.
 - (2) Atrium. The configuration, location and design of the Atrium may be modified by the Applicant from time to time to accommodate the needs of tenants or Applicant's design plan without the necessity of a minor change as described in Statement Number 14, provided that (a) the Atrium design contains at least sixteen thousand (16,000) square feet of

floor area located entirely on the ground floor in a contiguous horizontal plane; (b) view corridors to Atrium areas are visible to pedestrians from adjacent sidewalks; (c) the Atrium shall accommodate, subject to Statement Number 8e below, programmatic public gatherings and events; (d) the Atrium design is of comparable character and quality to the other improvements on the Property; and (e) amenities for use by the general public as informal gathering space are provided such as benches, landscaping and similar items to define through design elements the civic use of central portions of the Atrium. For the purposes of calculating said sixteen thousand (16,000) square feet of floor area of the Atrium, the area of all entry walkways, cart/kiosk areas and floor openings to the Pedway level and vertical and horizontal circulation areas shall be included. Nothing herein shall prohibit Applicant from utilizing the Atrium areas for retail, commercial, entertainment and other permitted uses hereunder during times when, or in locations where, public gatherings and events are not taking place.

- c. **Maintenance.** The Applicant shall be responsible to assure that the Publicly Available Areas are maintained and managed for the purposes herein intended, including without limitation, assuring that all Publicly Available Areas and facilities are clean, litter free and in good working order and that any landscaping or plant material is in a healthy condition.
- d. **Hours.**
 - (1) **Pedway.**
 - (a) The Pedway shall be accessible twenty-four (24) hours per day, seven (7) days per week, subject to such reasonable terms and conditions regarding control, security and other operational matters as are agreed to by the Applicant and the City.
 - (b) The City acknowledges that the existing pedway will be closed while the below-grade and retail base improvements are under construction. The Applicant shall use reasonable efforts to minimize the length of time of such closure and will open the Pedway access to publicly available use as soon as life safety and building requirements and other relevant considerations will allow.

- (2) The Atrium shall open during hours which are consistent with the hours of operations of the retail/entertainment components of the Planned Development.
 - e. Control. The Applicant shall retain ownership of the Publicly Available Areas. In addition, the Applicant shall control and have sole discretion over Pedway signage (including business identification, temporary and advertising). The requirements of this Planned Development applicable to the Publicly Available Areas shall not be construed to permit interference with the reasonable private operation of the improvements by the Applicant and tenants consistent with the private operation and maintenance of an economically viable quality retail/hotel/residential office mixed-use project. The Applicant shall retain control over all activities and shall retain the right to approve and limit all uses of the Publicly Available Areas including but not limited to, programmatic public gathering and events; provided that such control, approval and limitation shall not conflict with the other provisions of this Planned Development. Access to all uses developed on the Property may be by means of the Publicly Available Areas.
 - f. Duration. The requirements of this Statement Number 8 regarding the Publicly Available Areas shall remain operative at all times during which this Planned Development is in effect and the improvements constructed pursuant hereto are used for the purposes set forth in this Planned Development.
9. Prior to issuance by the Department of a determination pursuant to Section 11.11-3(b) of the Chicago Zoning Ordinance ("Part II approval") for any development of a hotel, residential or other tower above the retail base on the Property (but specifically excluding the south and west elevations of the office tower at the corner of Dearborn and Washington Streets), elevations for the proposed development shall be submitted to the Department for approval. This approval is intended to assure that the hotel and residential towers conform to the bulk regulations of this Planned Development and that the elevations of the hotel, residential and/or other tower as well as the north and east elevations of the office tower at the corner of Dearborn and Washington Streets are architecturally consistent with the design characteristics and quality of materials of the other improvements on the Property. Such elevations shall only be required to include the area or subarea of the Property (if so designated pursuant to Statement Number 10) for which approval is being sought by the Applicant. No Part II approval for development of the hotel, residential

or other component within the Property, as applicable, shall be granted until the applicable elevations have been approved. In the event of any inconsistency between approved elevations and the terms of the Planned Development in effect at the time of approval of such site plan or of the modifications thereto, the terms of the Planned Development shall govern. The elevations submitted for approval shall, at a minimum, provide the following information with respect to the proposed improvements:

- the location of such component within the Property boundaries;
- roof plan (if applicable);
- cross-sections of the improvements and material details;
- statistical information for the applicable improvements, including floor area and floor area ratio, uses to be established and building heights and setbacks; and
- such other information as may be necessary to demonstrate conformity with the applicable provisions of the Planned Development.

10. (a) Subject in all cases to the other statements, terms, regulations and provisions of this Planned Development, the Applicant shall have the right to designate subareas (which may include below-grade subareas for C.T.A. and other below-grade uses) within the Planned Development from time to time in order to promote orderly development, to facilitate financing, acquisition, leasing or disposition of the Property or relevant portions thereof, to designate zoning control or to otherwise administer this Planned Development. The designation and redesignation of subareas shall not in and of itself require an amendment or minor change to this Planned Development; provided, however, Applicant shall provide notice of all material terms of any such designation to the Department, including the designated area and the bulk regulations that will apply therein, for the Department's administrative purposes to facilitate Part II review for any such designated subarea. In furtherance of the foregoing, and in all cases subject to the other statements, terms, regulations and provisions of this Planned Development, the Applicant may allocate or assign the development rights under this Planned Development to and among the designated subareas, including, but not limited to, floor area and floor area ratio, signage, building height, and parking; provided, however, that the regulations and limitations set forth in the Bulk Regulations and Data Table and the plans and exhibits identified in Statement Number 5 applicable to the entirety of the Planned Development shall not be exceeded or increased as a result of any such designation(s).

(b) A subarea is hereby designated for ComEd's benefit for surface access over the area bounded by a line seven feet north of the north line of vacated West Court Place; a line 80.03 feet east of the east line of North Dearborn Street; the centerline of vacated West Court Place; and North Dearborn Street, as depicted on the Site Plan (the "ComEd Access Area"). No additional development or improvements shall be permitted in the above-grade portion of the ComEd Access Area unless and until (i) the Applicant and ComEd agree on the terms and conditions of such development or improvements and (ii) the Department approves any such development or improvements, which approval may be implemented administratively in accordance with the provisions of Statement 14.

11. Off-street parking and loading facilities shall be provided in compliance with this Planned Development. A minimum of two percent (2%) of all parking spaces provided pursuant to this Planned Development shall be designated and designed for parking for the handicapped. Any service drive or other ingress or egress shall be adequately designed and paved in accordance with C.D.O.T.'s regulations in effect at the time of construction and in compliance with the Municipal Code of the City of Chicago, to provide ingress and egress for motor vehicles, including emergency vehicles. There shall be no parking within such paved areas. Ingress and egress shall be subject to the review and approval of the Department and C.D.O.T.. Applicant shall be permitted to utilize mechanical stackers, vehicular elevators or other mechanical parking devices subject to any required review and approval of the City department having applicable jurisdiction. For the purposes of satisfying minimum parking requirements set forth in the Bulk Regulations and Data Table, each space where a vehicle may be parked on such mechanical parking device, within the applicable manufacturer's specifications, shall count toward the minimum parking space requirements of this Planned Development. Applicant shall further be permitted to operate all or any part of its off-street parking facilities with valet service in order to satisfy the required number of off-street parking spaces.
12. In addition to the maximum heights of the buildings and any appurtenances attached thereto described in this Planned Development, the height of any improvements shall also be subject to (a) height limitations as certified and approved by the Federal Aviation Administration and (b) for so long as such limitations are required for the continued use of transmission satellites, the WLS TV Block 37 Plan View of WLS and Block 37.
13. For purposes of floor area, floor area ratio and building height calculations, the definitions of the Chicago Zoning Ordinance in effect as of the date hereof shall apply; provided, however, that in addition to the other exclusions from floor area for purposes of determining floor area

ratio permitted by the Chicago Zoning Ordinance, the floor area devoted to mechanical equipment which exceeds five thousand (5,000) square feet in any single location within the improvements and all rooftop mechanical equipment shall be excluded. The calculation of floor area ratio shall be made based on the net site area of the Primary P.D. Parcel. In addition, and except with respect to the height limitation for the WLS TV Block 37 Plan View of WLS and Block 37, the calculation of any building height shall not include elevator shafts, ingress/egress towers mechanical penthouses and enclosures, telecommunications facilities or architectural design elements such as spires.

14. The requirements of the Planned Development may be modified administratively by the Commissioner of the Department (the "Commissioner") upon application and a determination by the Commissioner that such modification is minor, appropriate and consistent with the nature of the improvements contemplated by this Planned Development and the purposes underlying the provisions hereof. Any such modification of the requirements of the Planned Development by the Commissioner shall be deemed to be a minor change in the Planned Development as contemplated by Section 11.11-3(c) of the Chicago Zoning Ordinance. Notwithstanding the provisions of Section 11.11-3(c) of the Chicago Zoning Ordinance, such minor changes shall include a reduction in the minimum required distance between structures, a reduction in periphery setbacks, an increase of the maximum percent of land covered and changes to the location, size or display of signage. It is acknowledged that the demising walls for the interior spaces are illustrative only and that the location and relocation of demising walls or division of interior spaces shall not be deemed to require any further approvals pursuant hereto.
15. 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. The Applicant shall use commercially reasonable efforts to design, construct and maintain all buildings located within the Property in a manner generally consistent with the Leadership in Energy and Environmental Design ("L.E.E.D.") Green Building Rating System; provided, however, nothing set forth in this Planned Development shall be construed to require Applicant to obtain L.E.E.D. certification for any of the improvements on the Property. In furtherance of the foregoing, Applicant agrees that the retail portion of the building will have either a seventy-five percent (75%) net green roof or a fifty percent (50%) net green roof and the building will be L.E.E.D. certified; the residential and hotel buildings will have a fifty percent (50%) net green

roof or the building will be L.E.E.D. certified; and the office building will have a one hundred percent (100%) net green roof.

16. The Applicant acknowledges that 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 new buildings and improvements on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities ("M.O.P.D.") to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility. No approvals shall be granted pursuant to Section 11.11-3(b) of the Chicago Zoning Ordinance until the Director of M.O.P.D. has approved detailed construction drawings for each new building or improvement.
17. Unless substantial construction of the improvements contemplated by this Planned Development has commenced within six (6) years of the effective date hereof and unless completion of those improvements is thereafter diligently pursued, then this Planned Development shall expire and the zoning of the Property shall automatically revert to the underlying B7-7 General Central Business District classification. The six (6) year period may be extended for up to one (1) additional year if, before expiration, the Commissioner of the Department determines that good cause for an extension is shown. In no event shall the terms of this paragraph apply to tower improvements within the North Tower Envelope after construction of the retail base has commenced.

[WLS-TV and Block 37 Study Plan View; Existing Zoning Map; Existing Land-Use Plan; Planned Development Property and Boundary Map; Levels 1, 2, 3, 4, 5 and 6 and Above Right-of-Way Adjustment; Lower Levels 1 -- 3 Right-of-Way Adjustment; Site Plan; Streetscape and Landscape Plan; North, South, East and West Elevations; Lower Level 1 and Pedway Plan, Lower Levels 2 and 3; North, South, East and West Signage Elevations; Signage Elevations -- General Notes; Below-Grade Easement Area; and Tower Envelope Plan referred to in these Plan of Development Statements printed on pages 46814 through 46839 of this *Journal*.]

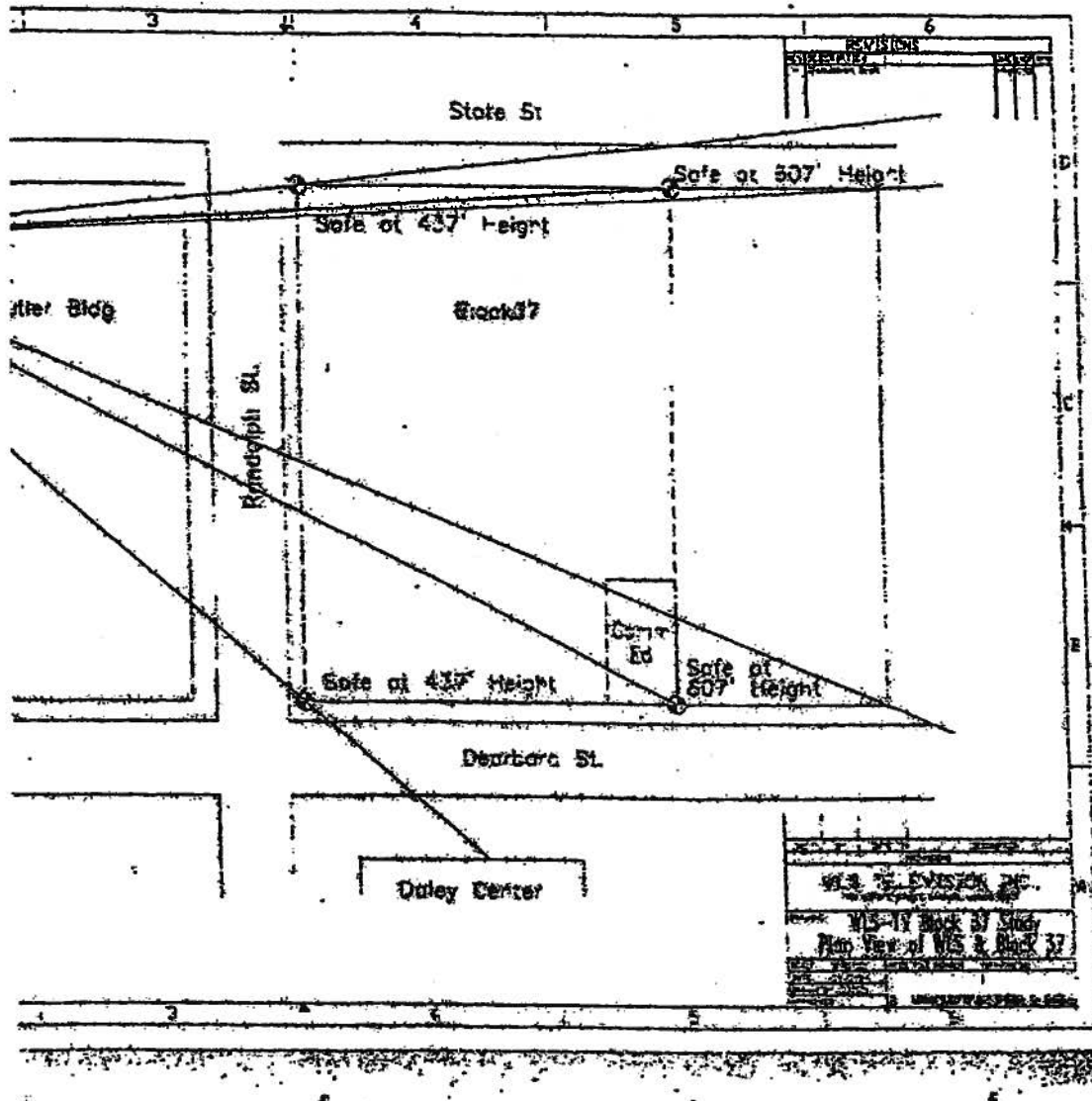
Bulk Regulations and Data Table referred to in these Plan of Development Statements reads as follows:

*Residential-Business Planned Development.**Plan Of Development Bulk Regulations And Data Table.*

Gross Site Area (190,659 square feet (4.37 acres)) = Net Site Area (119,558 square feet (2.74 acres)) + Area Remaining in Public Right-of-Way (71,101 square feet (1.63 acres)).

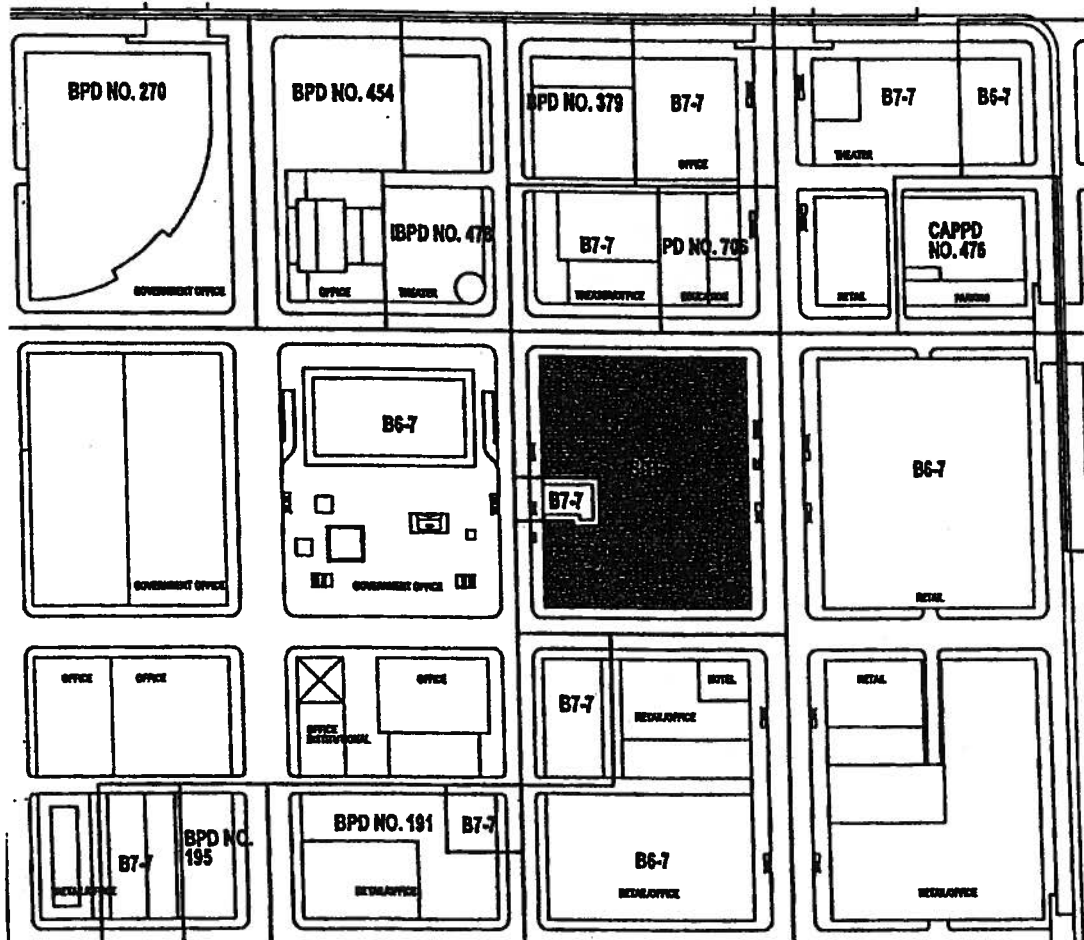
Maximum Permitted Floor Area Ratio:	20.0
Base:	16.0
Bonuses for green roof, through block connection, upper level setbacks and below-grade parking:	4.0
Maximum Building Height:	675 feet, subject to the terms of Statement Numbers 12 and 13
Setbacks From Property Line:	In substantial conformance with the Site Plan
Maximum Number of Dwelling Units:	400
Maximum Number of Keys:	500
Maximum Number of Off-Street Parking Spaces:	300
Minimum Number of Off-Street Loading Berths:	6

WLS-TV Block 37 Study Plan View.

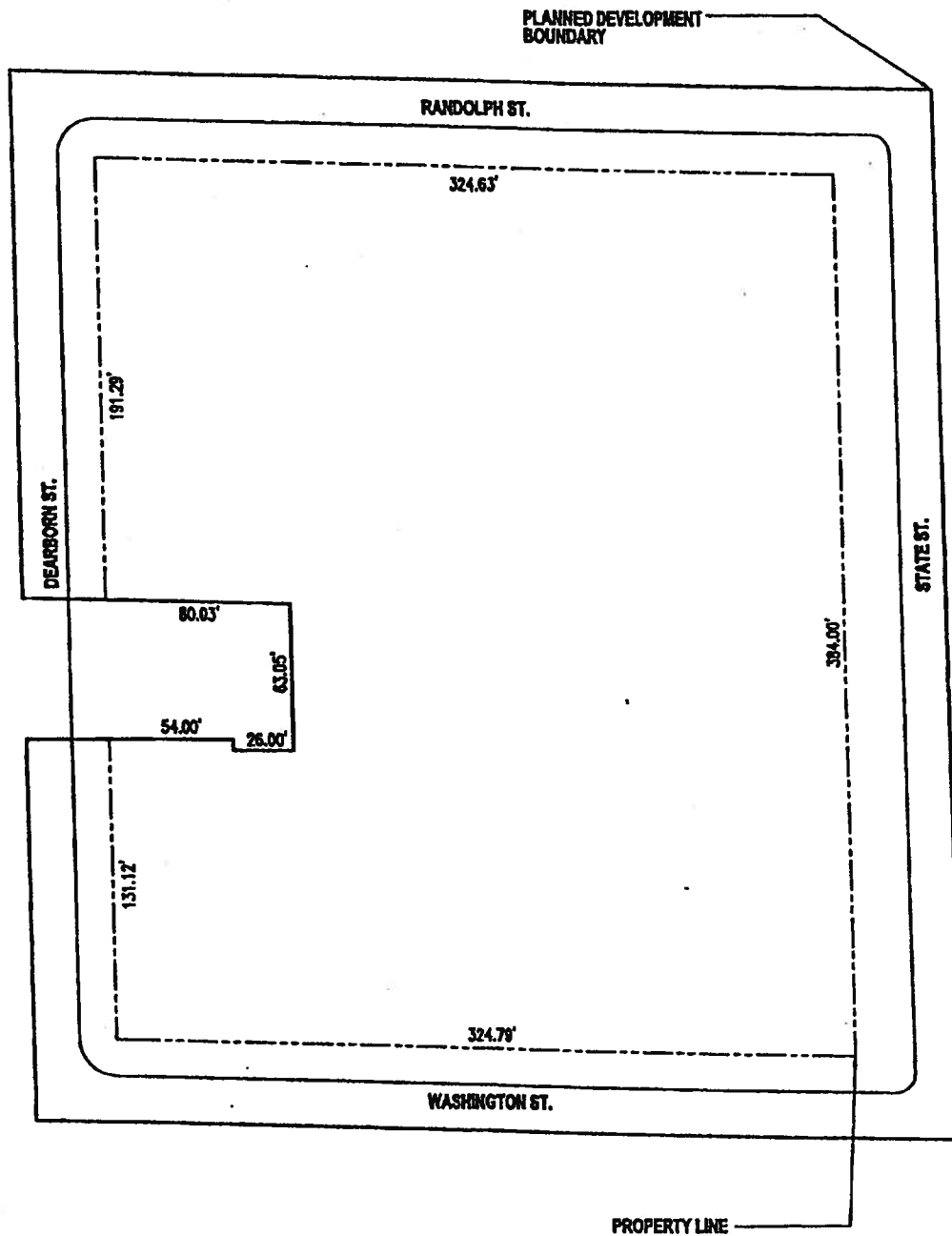


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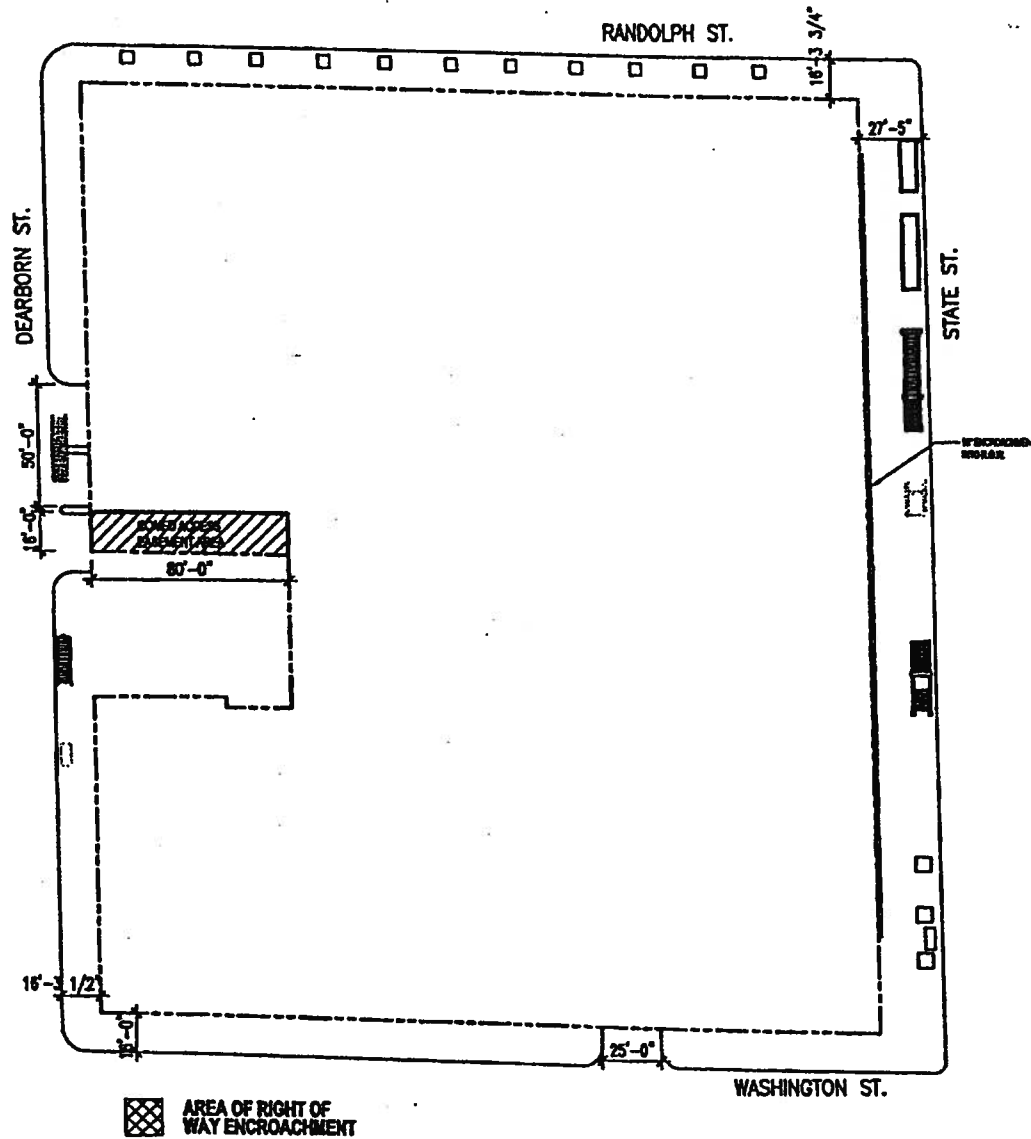
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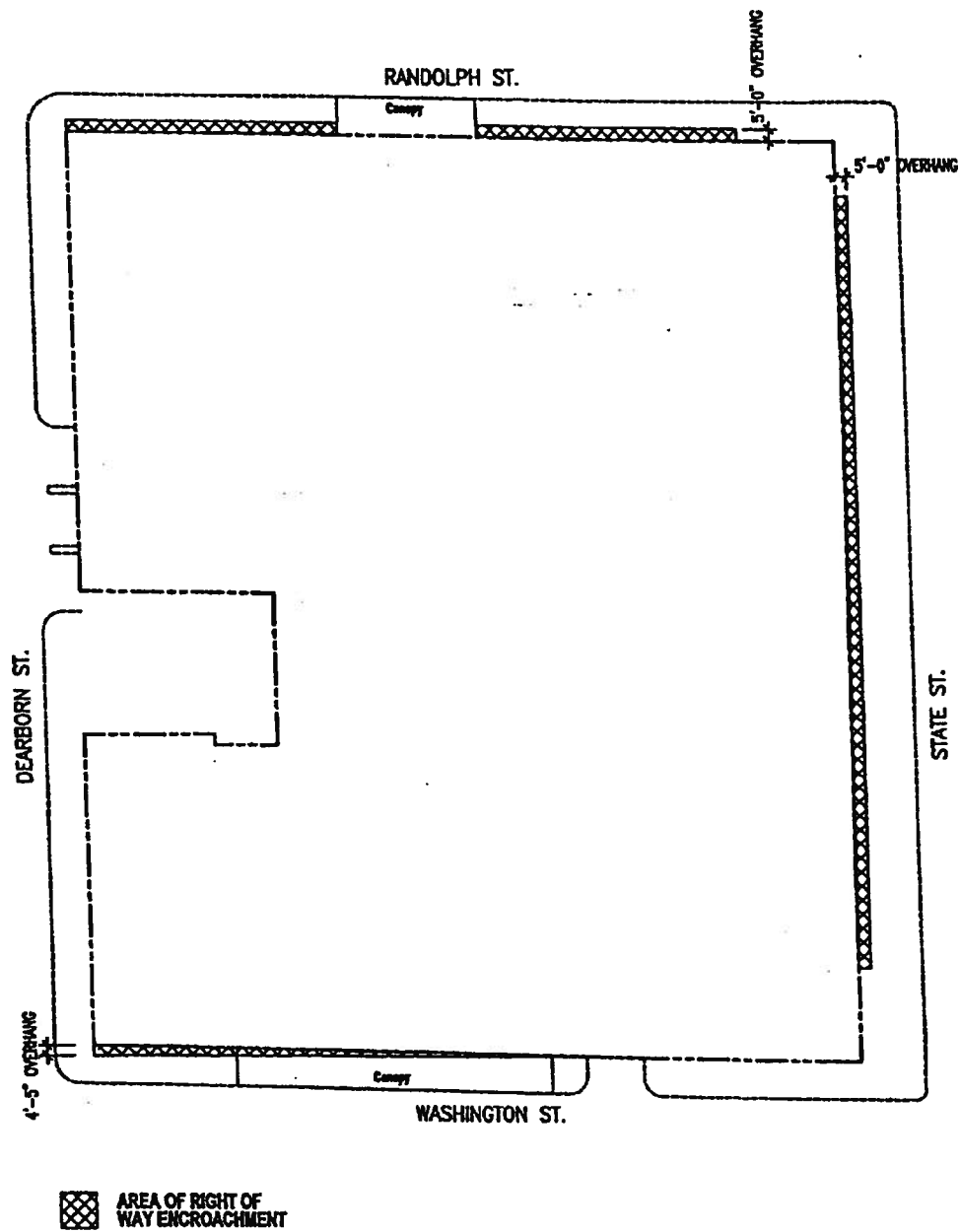
Planned Development Property
And Boundary Map.



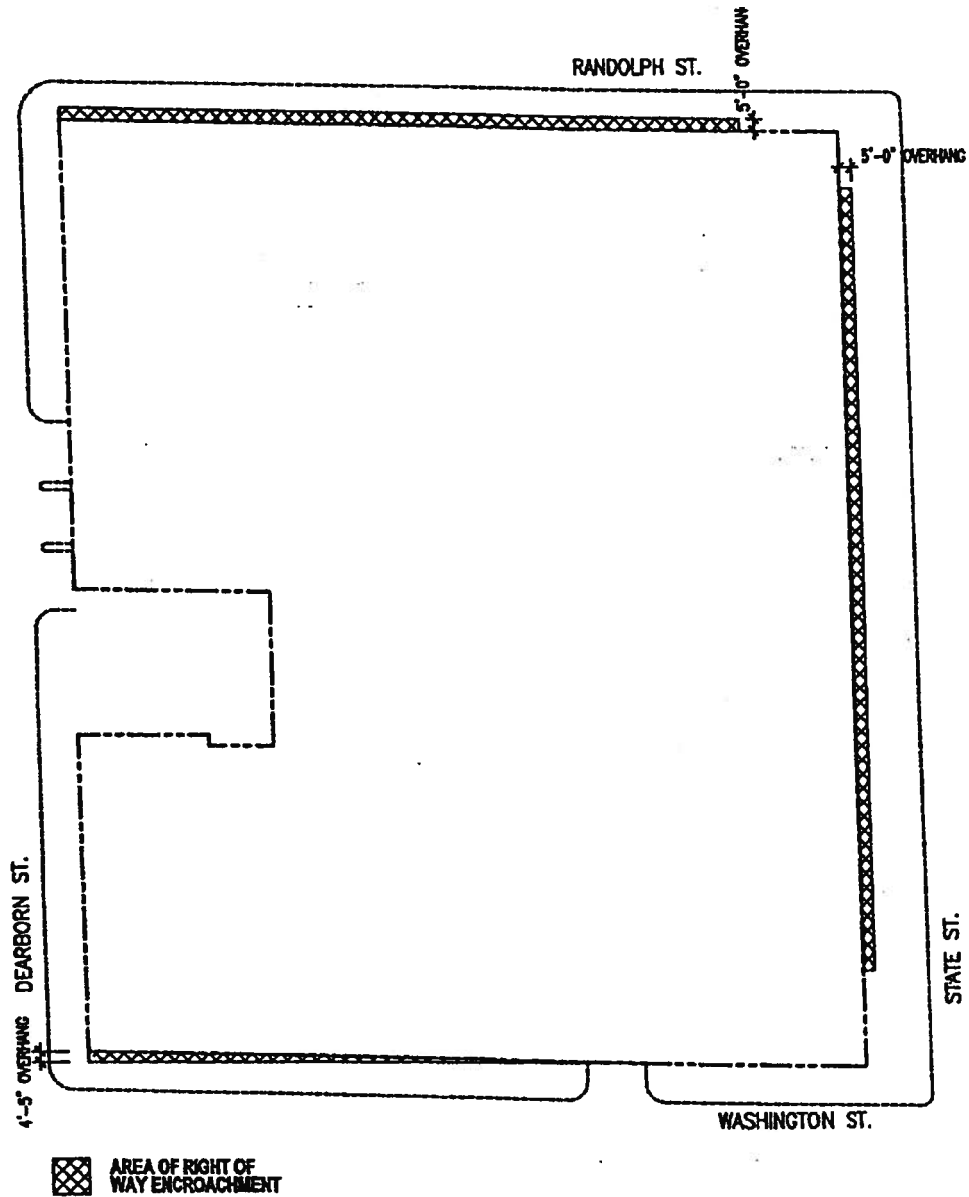
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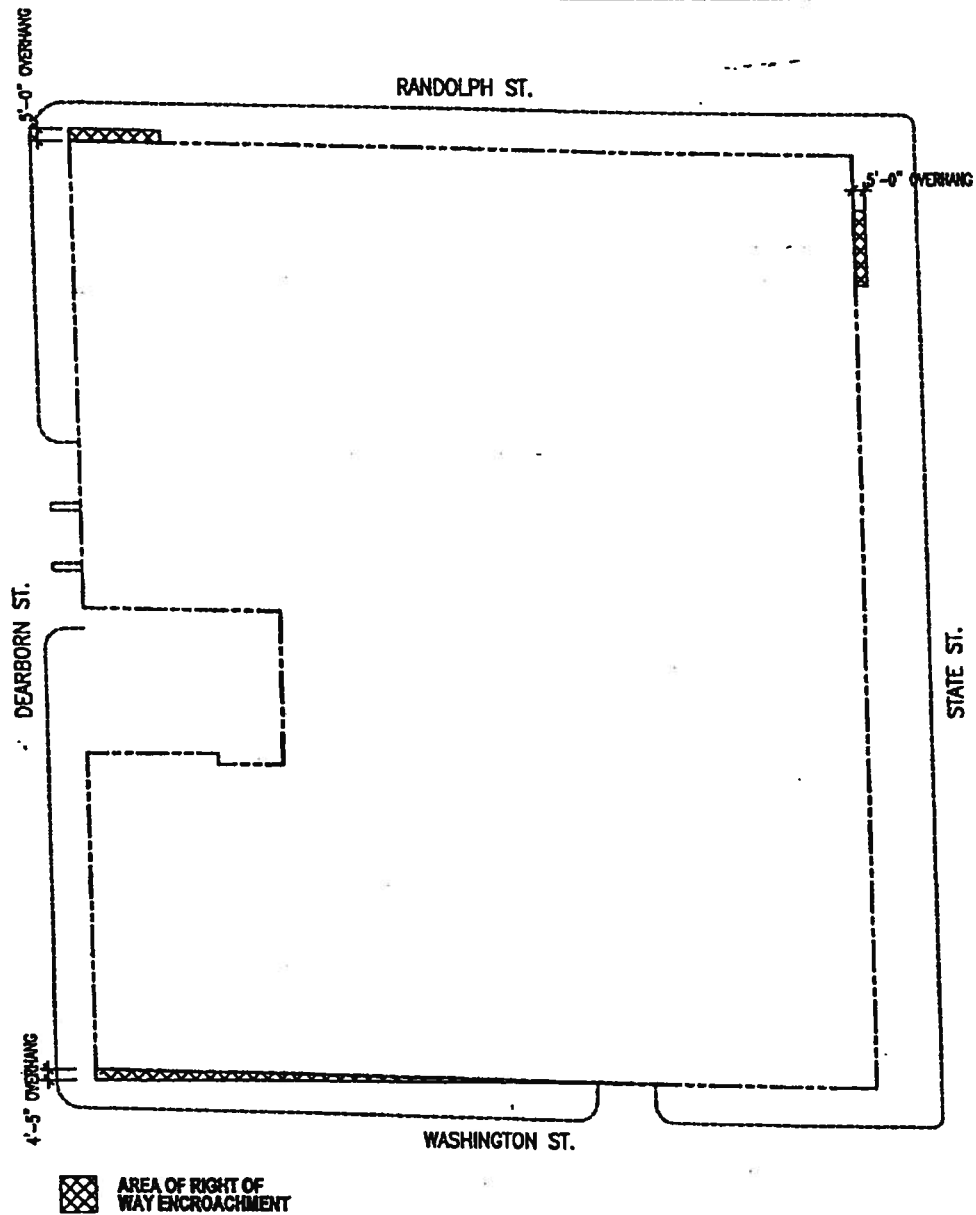
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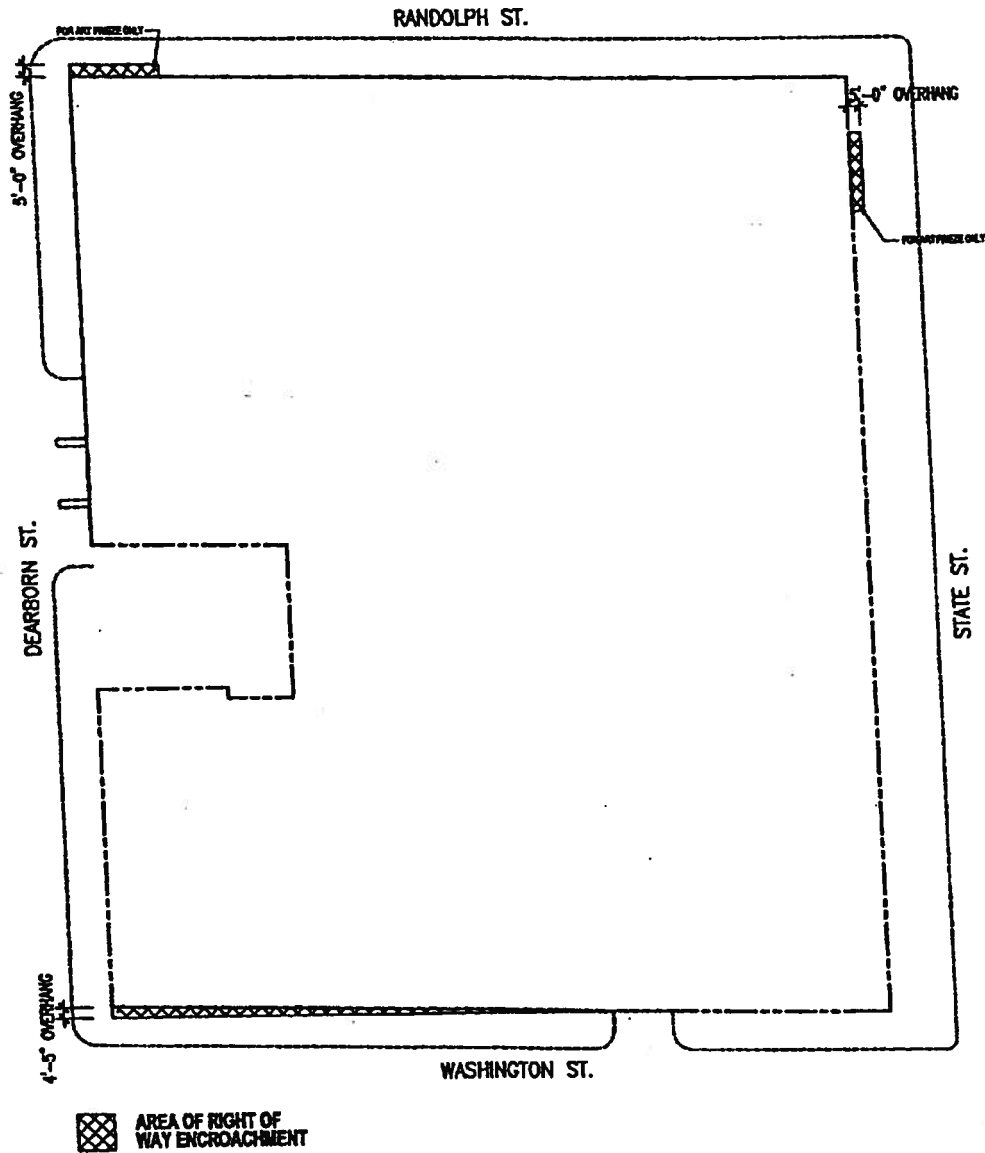
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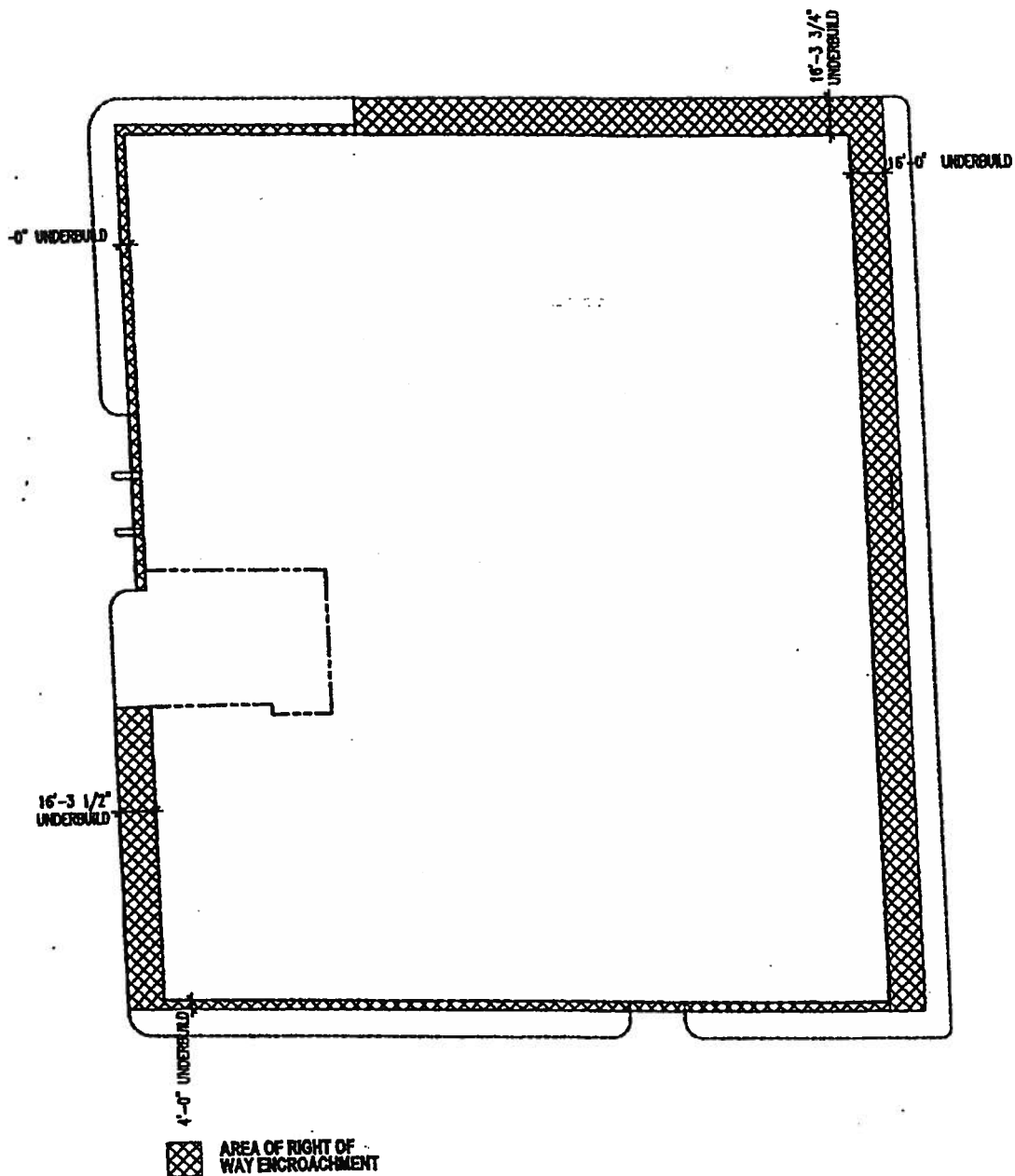
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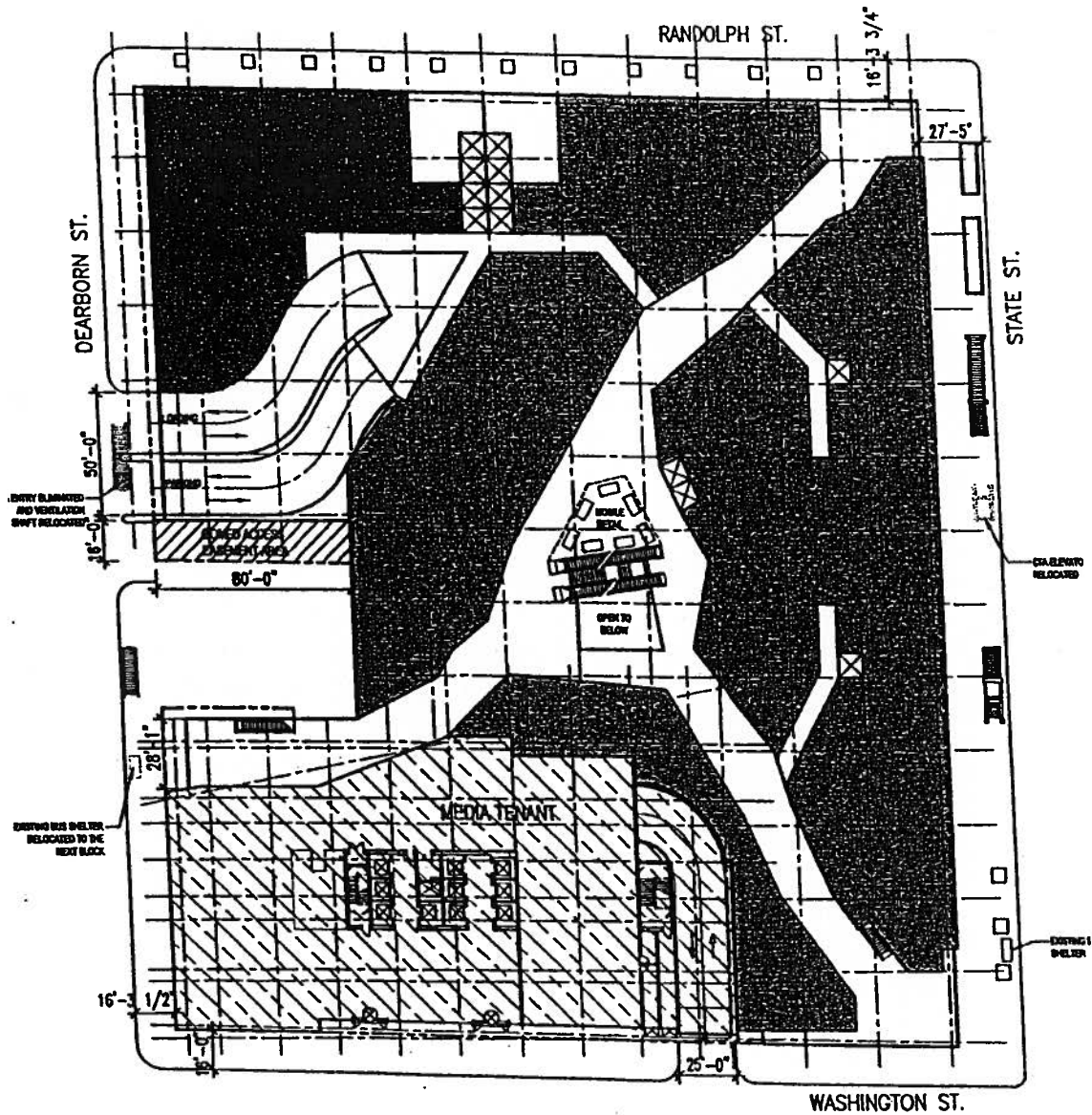
Level 6 And Above Right-Of-Way
Adjustment.



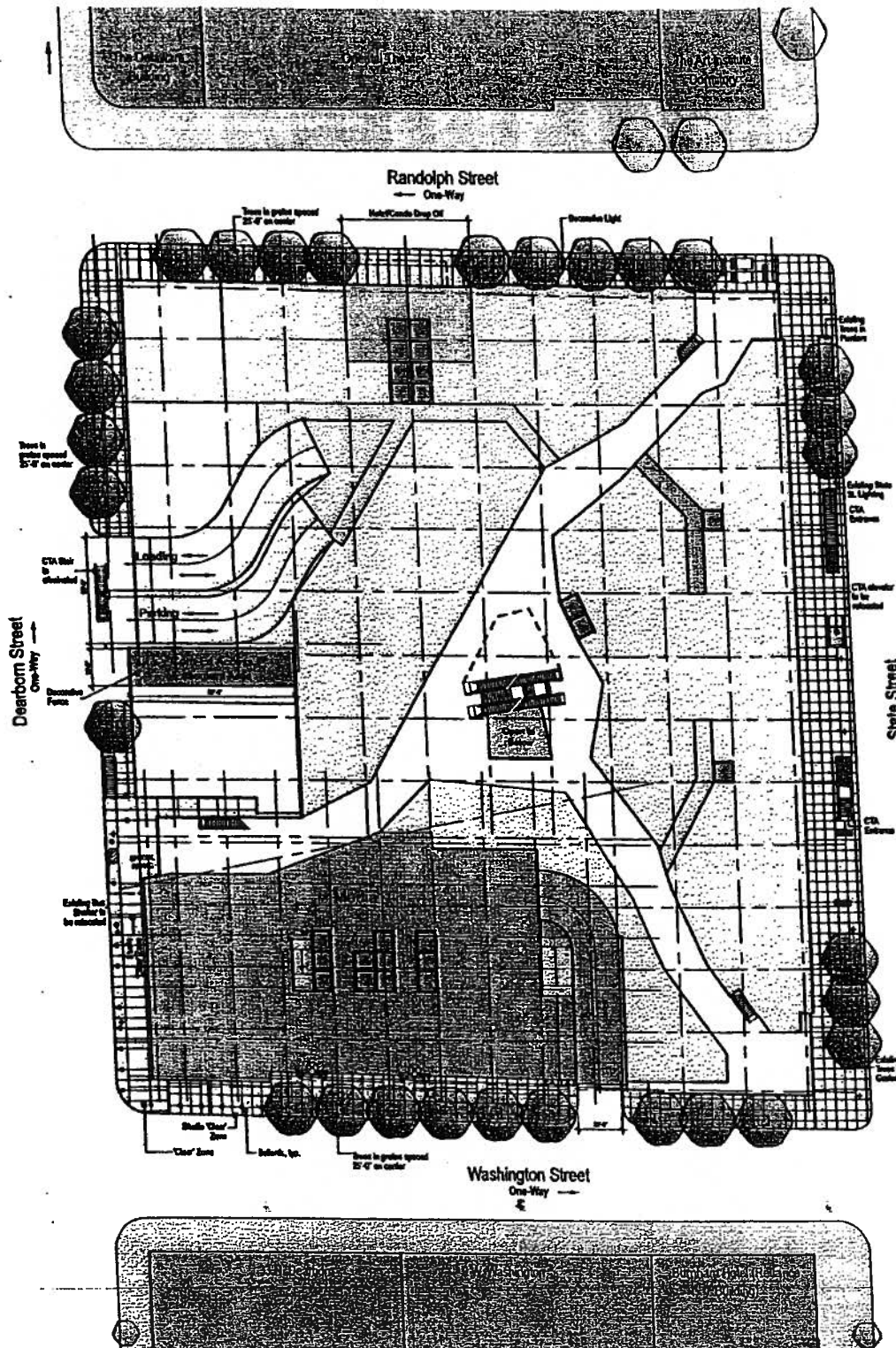
Lower Levels 1 -- 3 Right-Of-Way
Adjustment.



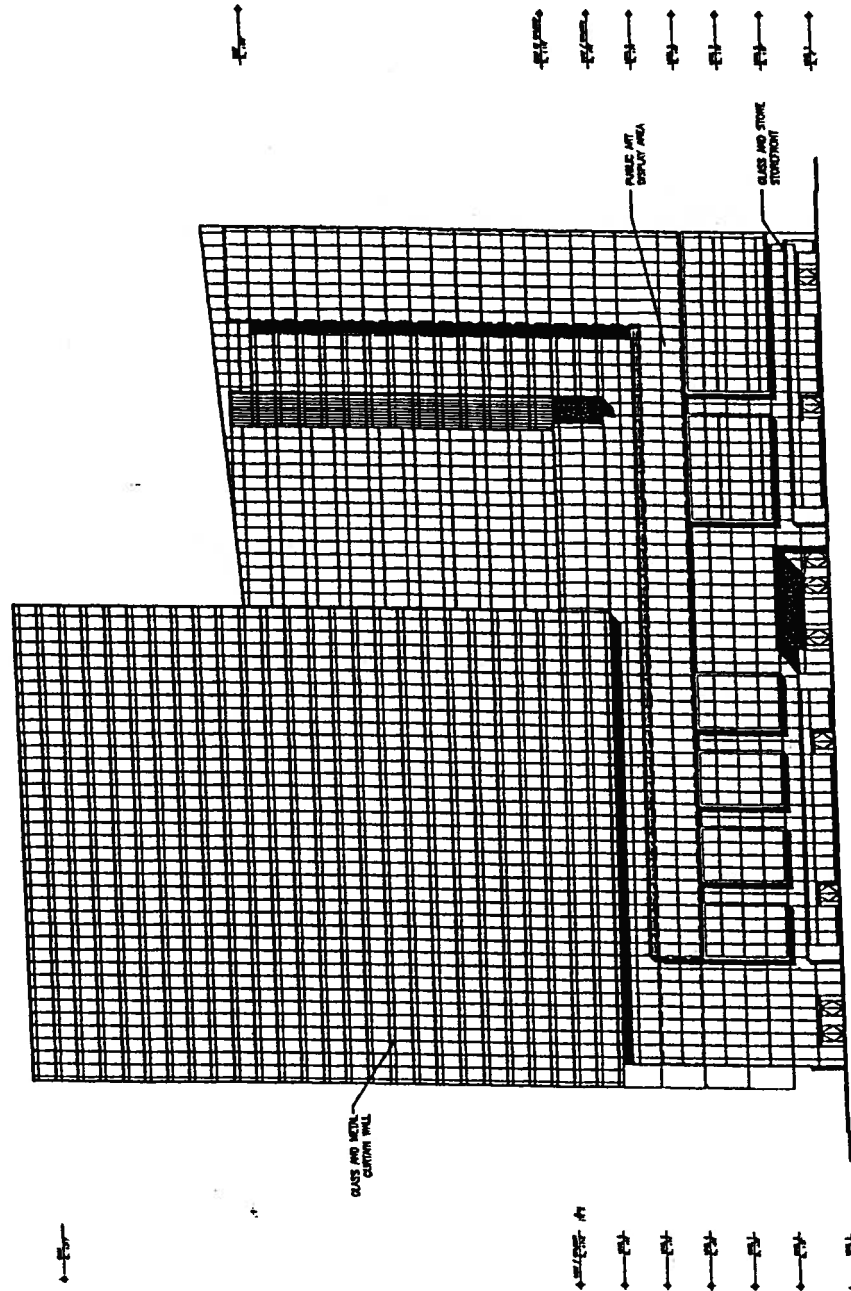
Site Plan.



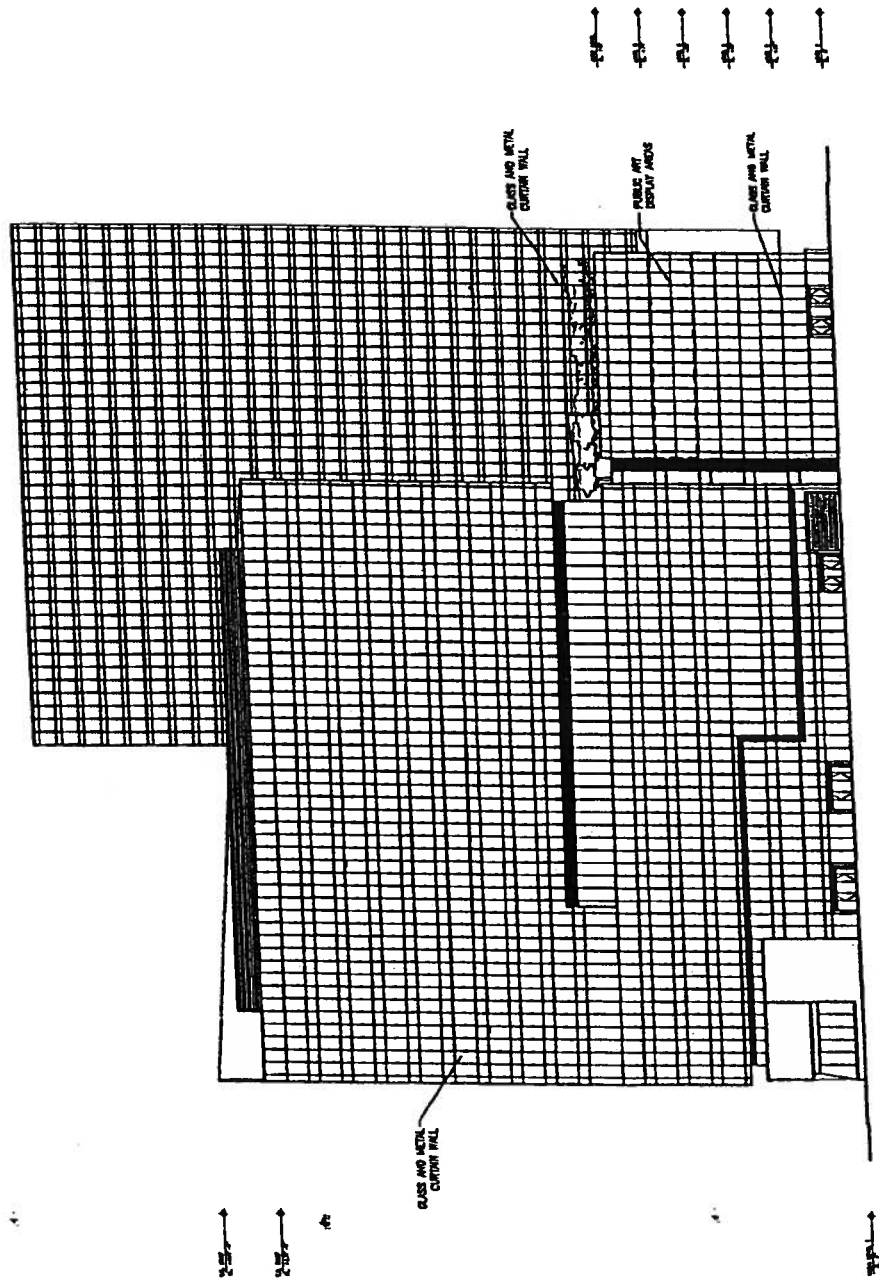
Streetscape And Landscape Plan.



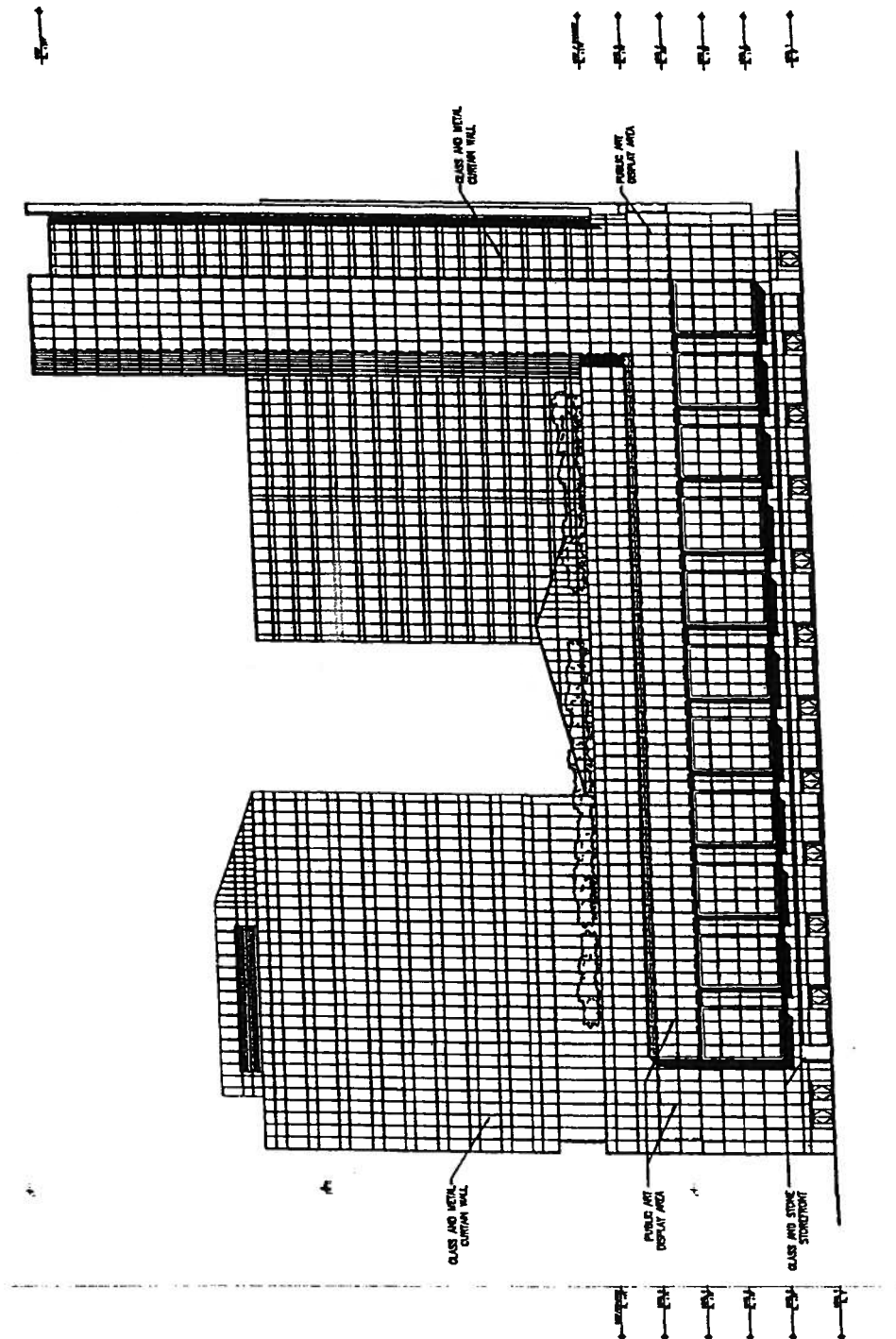
North Elevation.



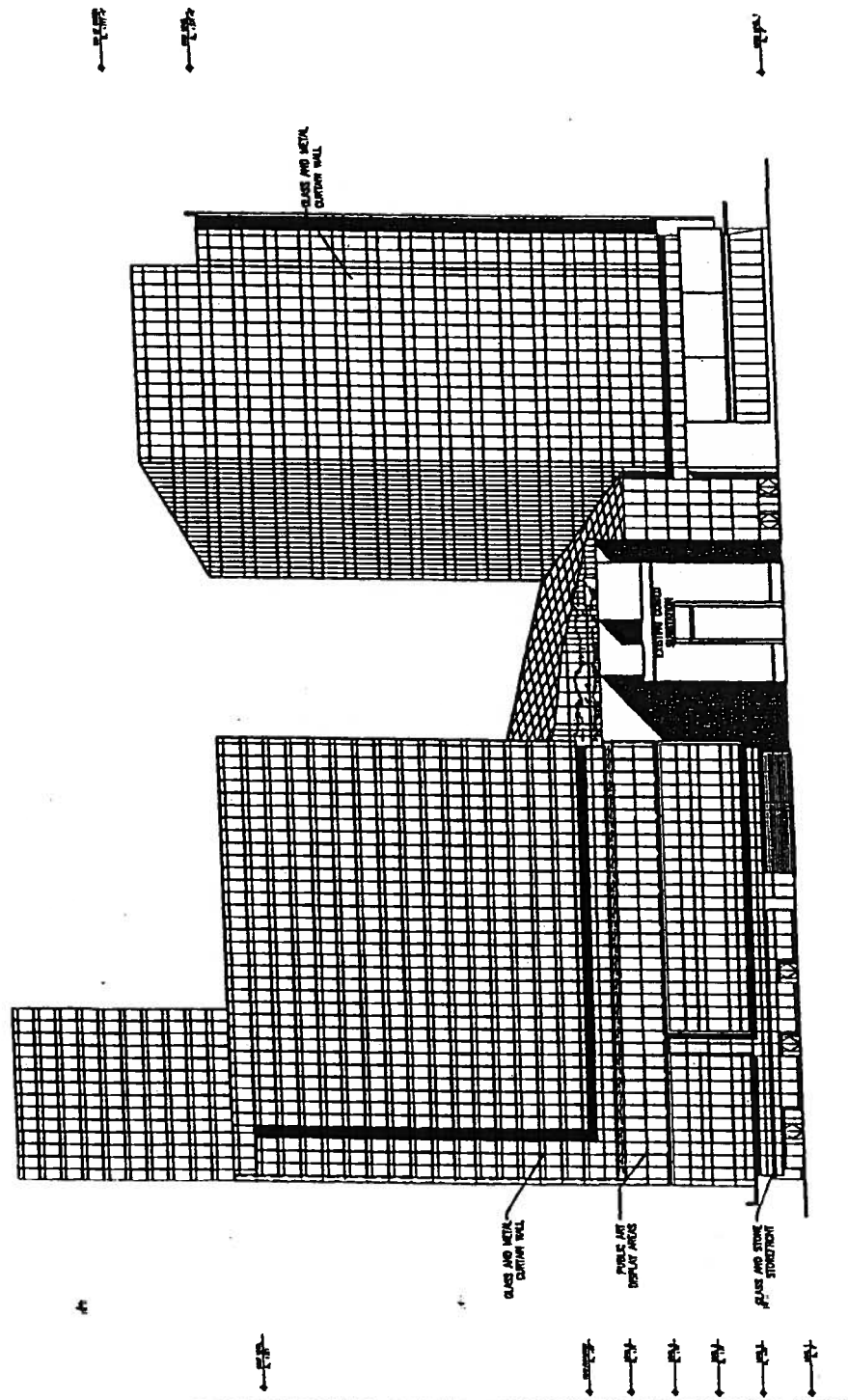
South Elevation.



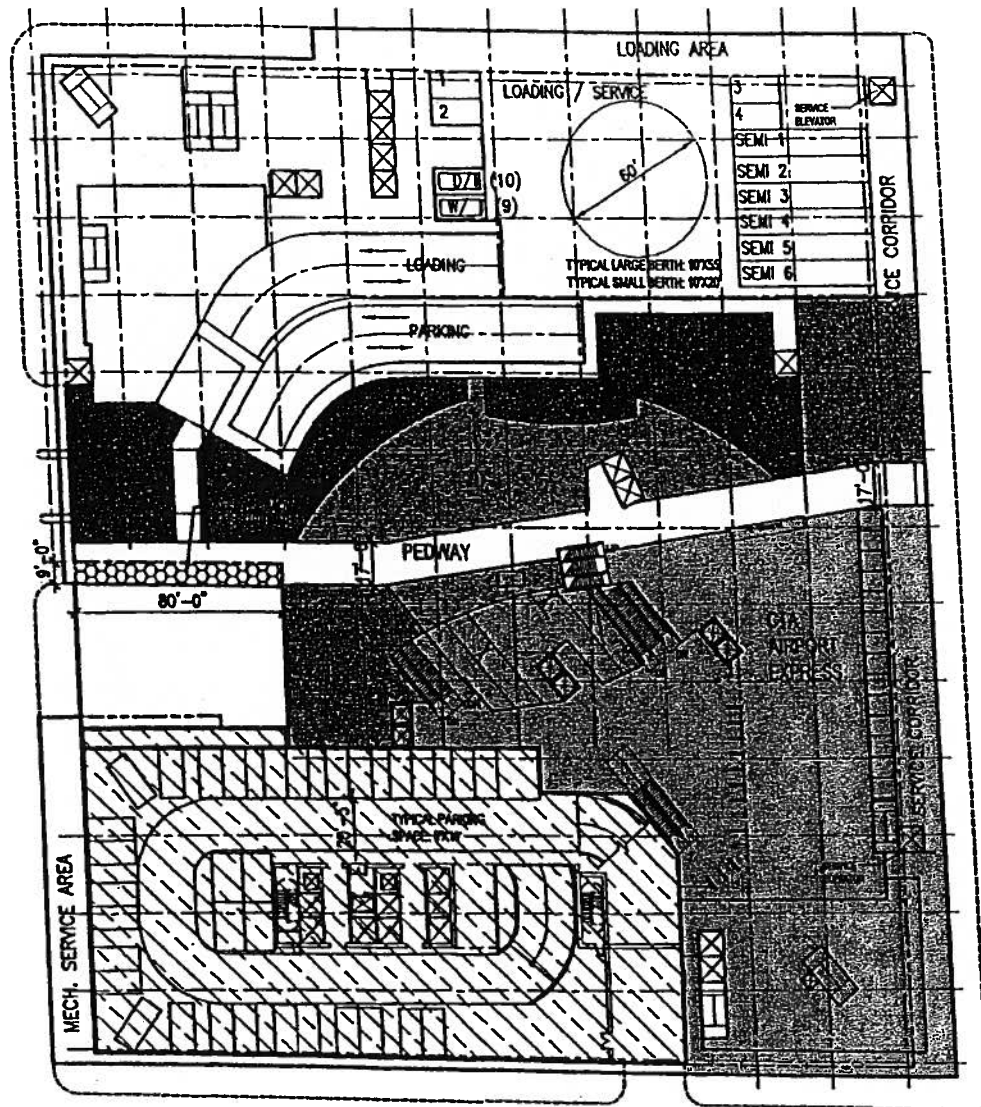
East Elevation.



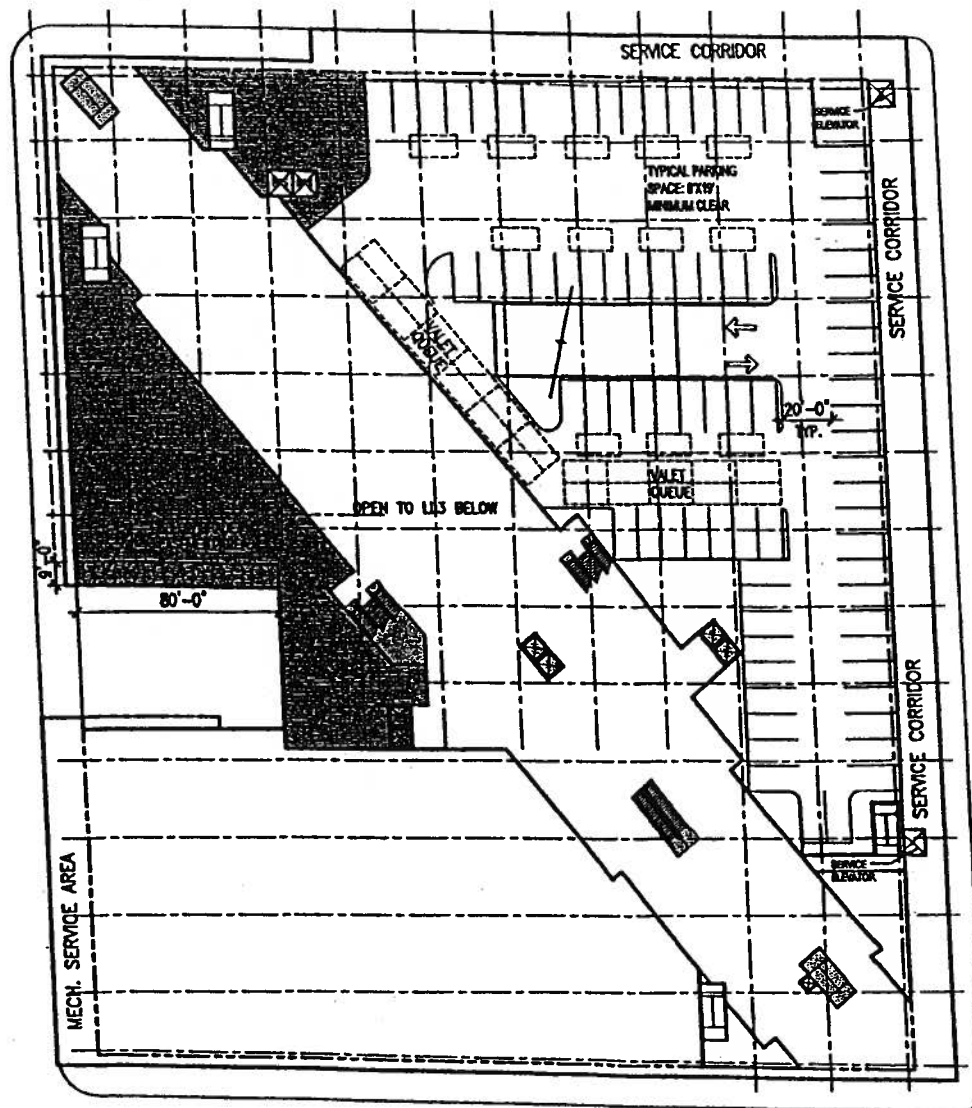
West Elevation.



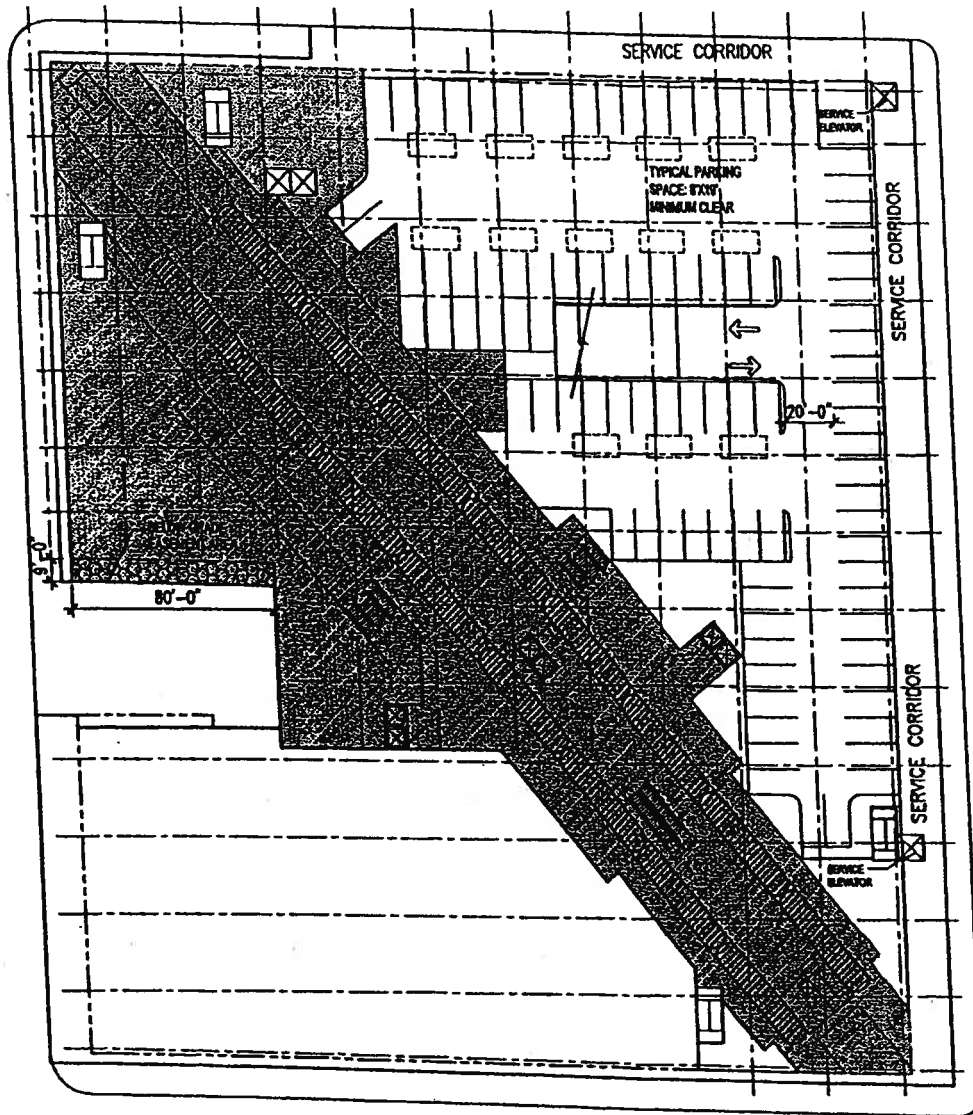
Lower Level 1 And Pedway Plan.



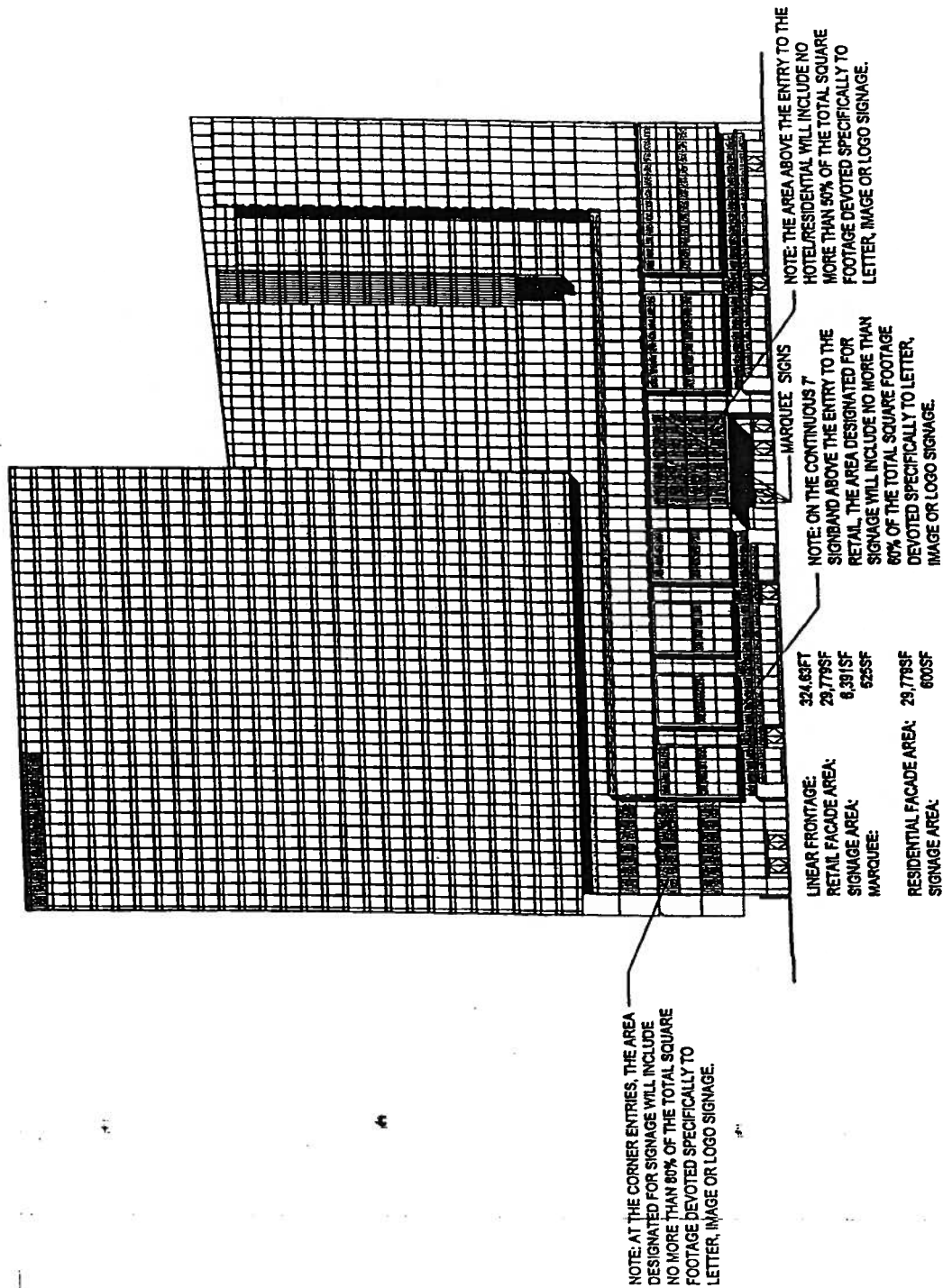
Lower Level 2.



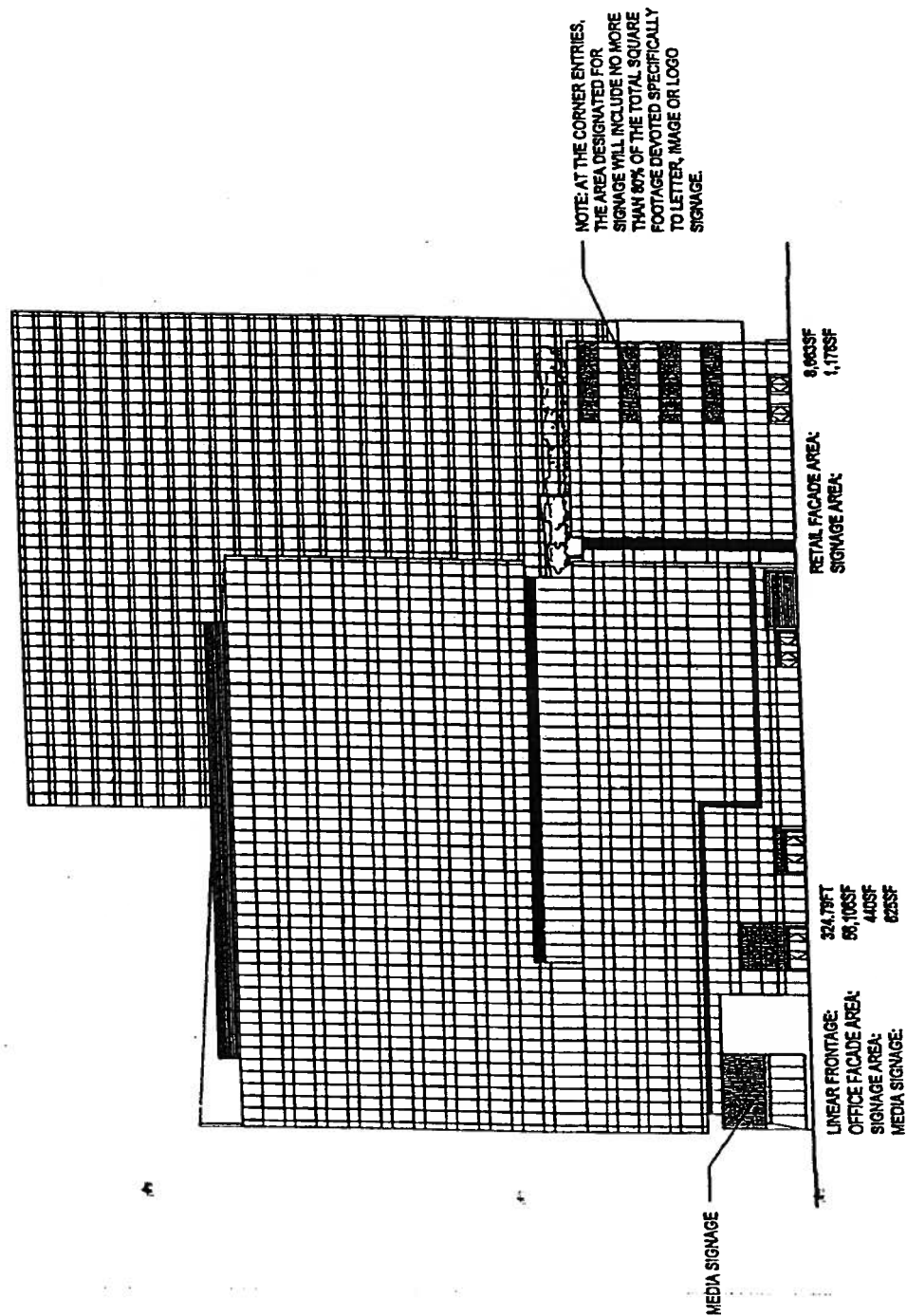
Lower Level 3.



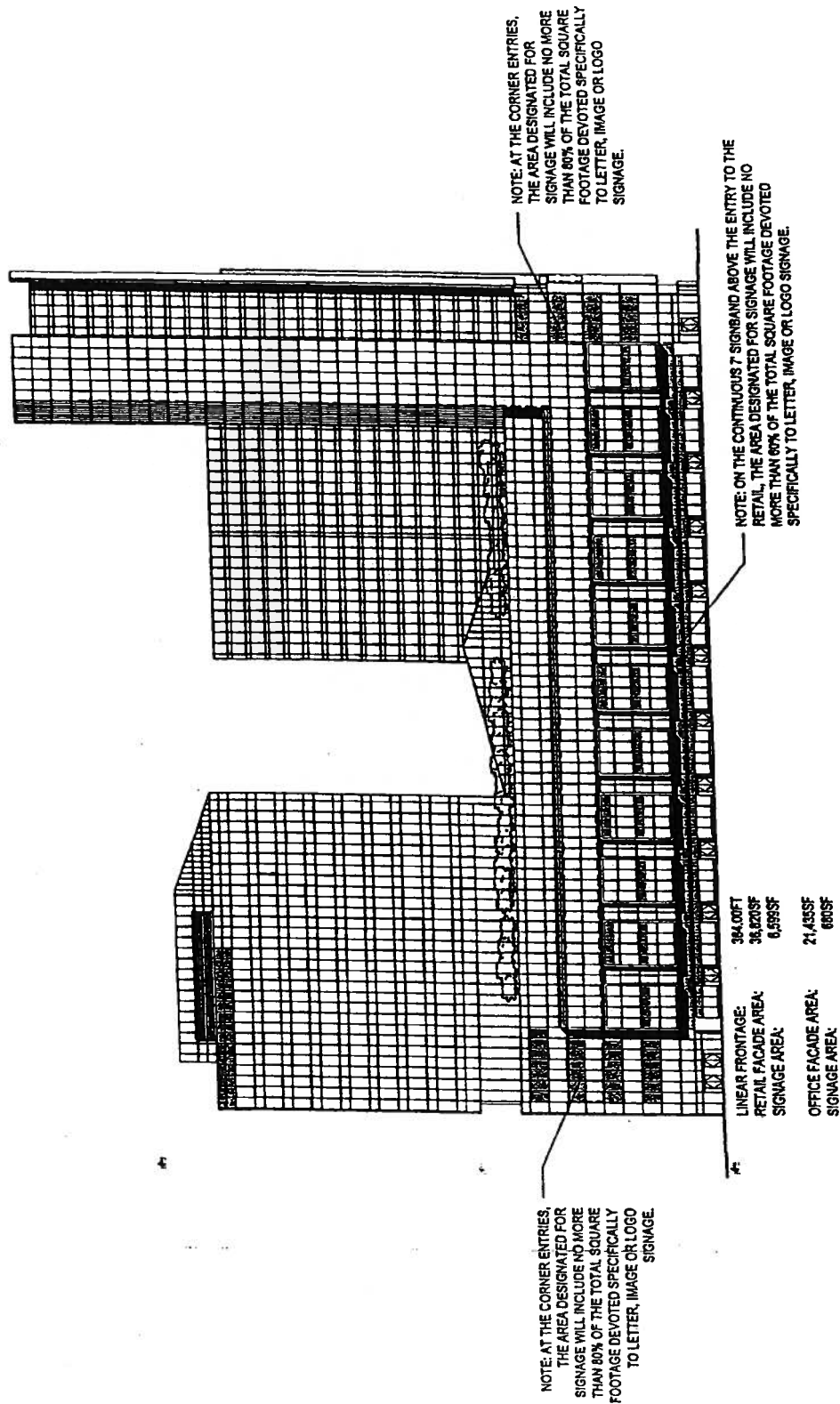
North Signage Elevation.



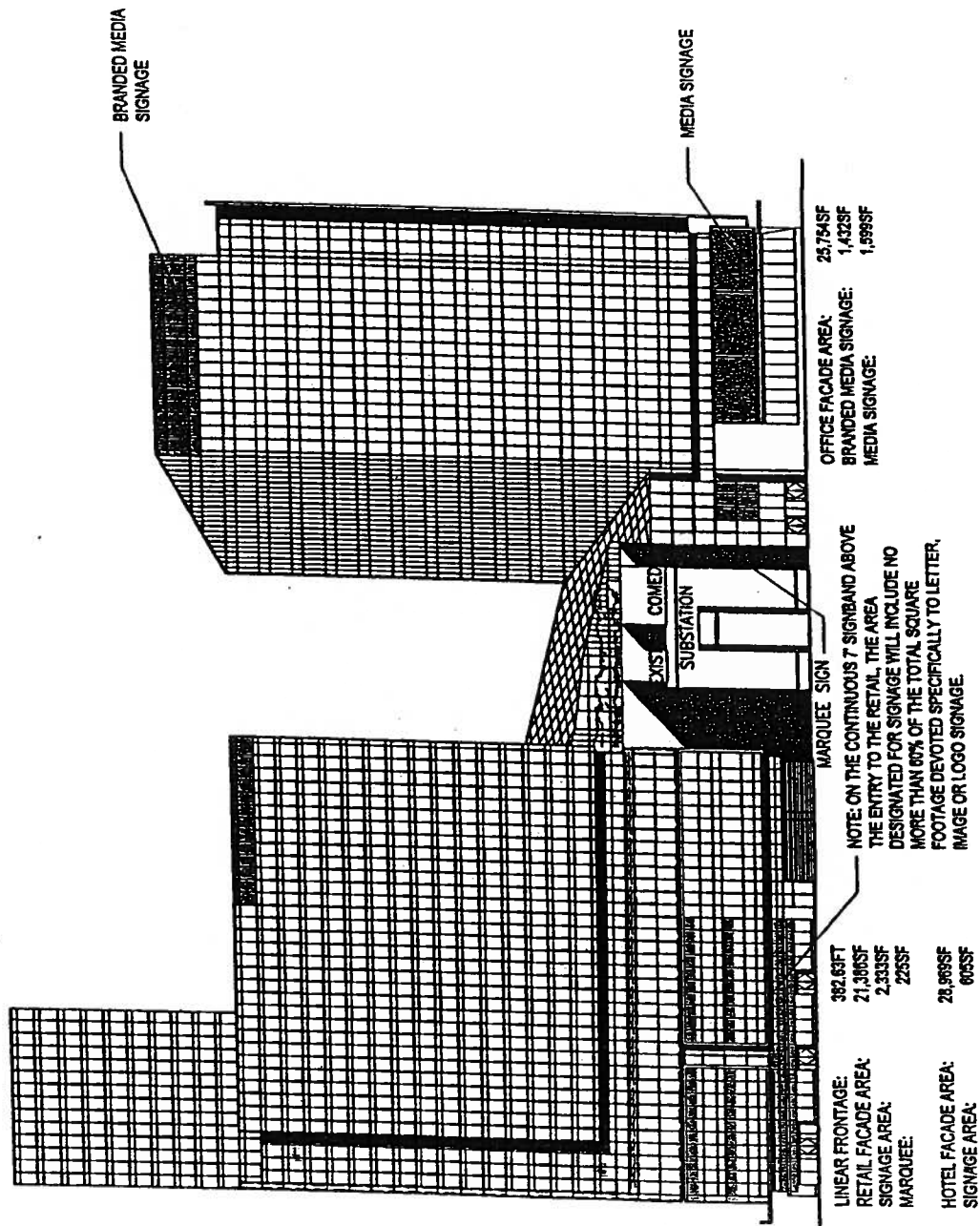
South Signage Elevation.



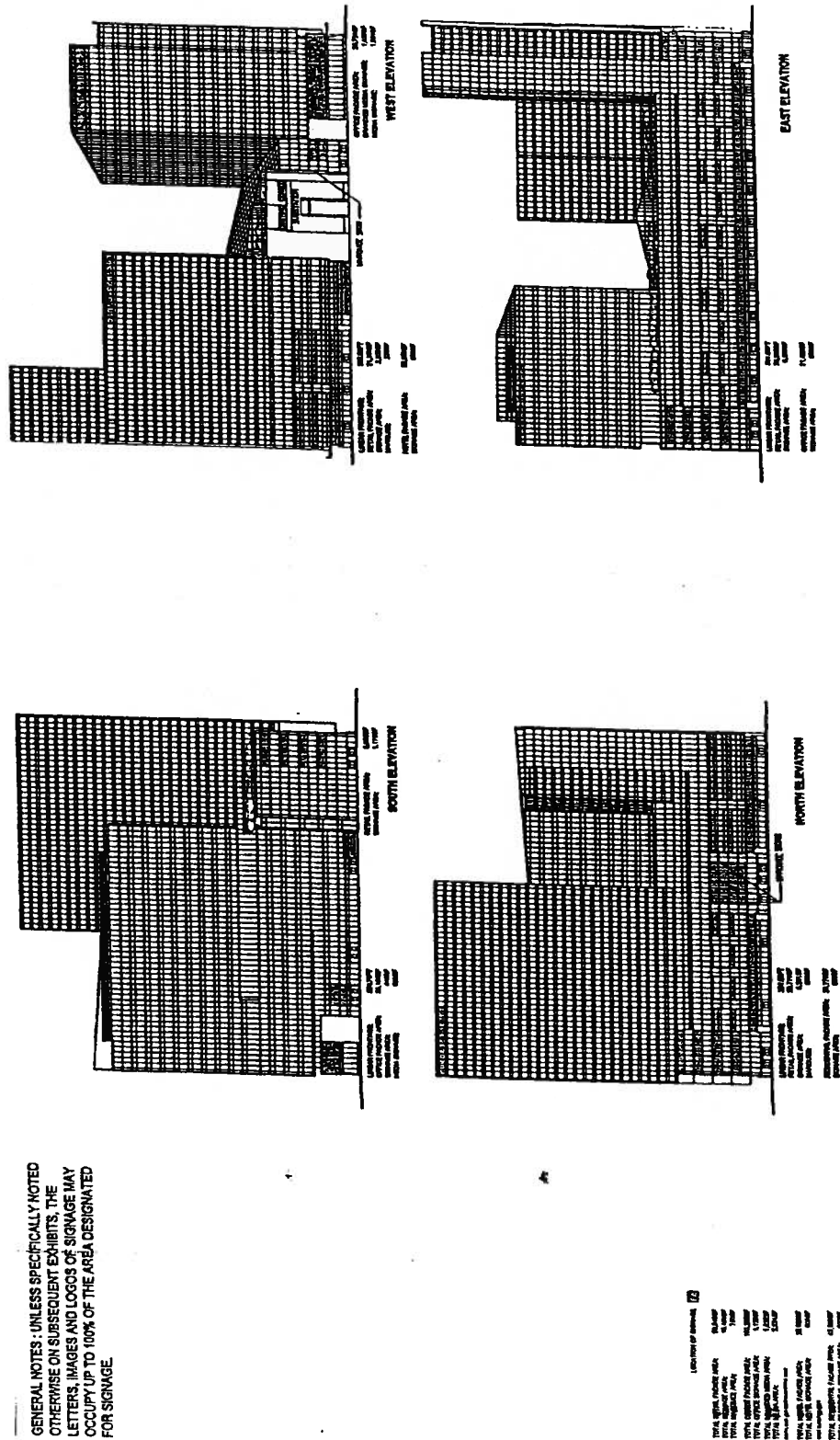
East Signage Elevation.



West Signage Elevation.

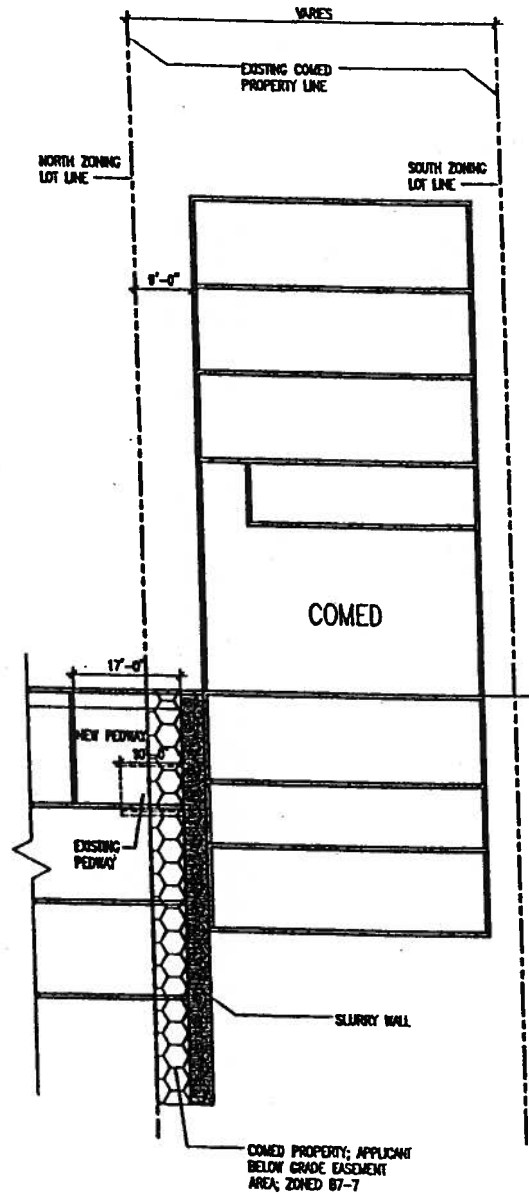


Signage Elevations -- General Notes.



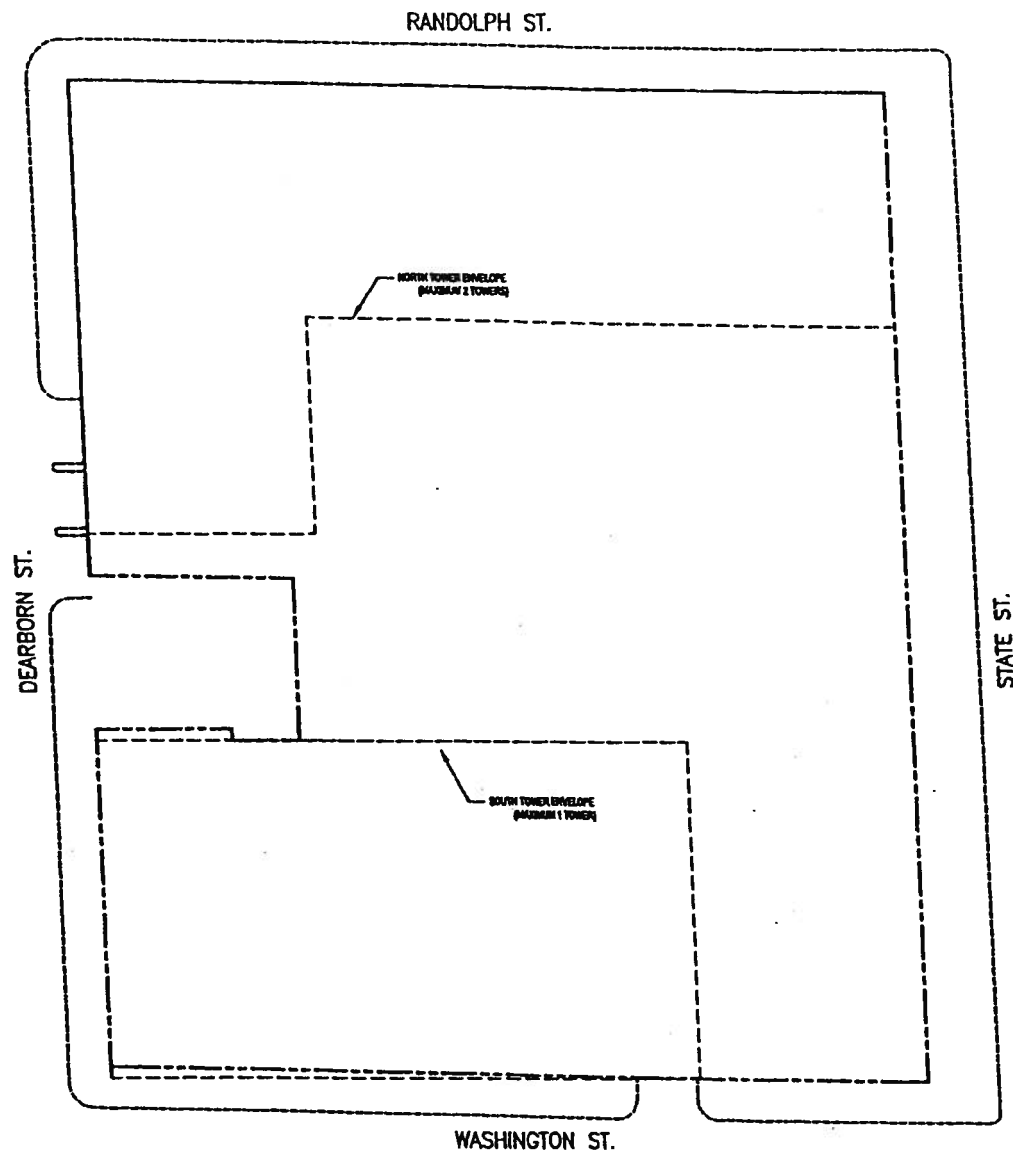
GENERAL NOTES : UNLESS SPECIFICALLY NOTED OTHERWISE ON SUBSEQUENT EXHIBITS, THE LETTERS, IMAGES AND LOGOS OF SIGNAGE MAY OCCUPY UP TO 100% OF THE AREA DESIGNATED FOR SIGNAGE.

Below-Grade Easement Area.



 BELOW GRADE
EASEMENT AREA

Tower Envelope Plan.



13042

52048

JOURNAL--CITY COUNCIL--CHICAGO

2/7/2001

*Reclassification Of Area Shown On Map Number 7-I.
(Application Number 13125)*

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 C1-1 Restricted Commercial District symbols and indications as shown on Map Number 7-I in the area bounded by:

West George Street; North Campbell Avenue; a line 75 feet south of West George Street; and the alley next west of and parallel to North Campbell Avenue,

to those of a C1-2 Restricted Commercial District and a corresponding use district is hereby established in the area above described.

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

AMENDMENT OF TITLE 17 OF MUNICIPAL CODE OF
CHICAGO (CHICAGO ZONING ORDINANCE) BY
RECLASSIFICATION OF AREA SHOWN
ON MAP NUMBER 1-F.
(As Amended)
(Application Number 13042)

RBPD 489AA

(Committee Meeting Held January 30, 2001)

The Committee on Zoning submitted the following report:

CHICAGO, February 7, 2001.

To the President and Members of the City Council:

Reporting for your Committee on Zoning, for which a meeting was held on January 30, 2001, I beg leave to recommend that Your Honorable Body Pass various

ordinances transmitted herewith for the purpose of reclassifying particular areas.

I beg leave to recommend the passage of ten ordinances which were corrected and amended in their amended form. They are Application Numbers A-4525, A-4529, TAD-267, A-4551, 13219, 13221, 13042, 13163, 12259 and 13150.

Please let the record reflect that I, William J. P. Banks, abstained from voting and recused myself on the following matters under the provisions of Rule 14 of the City Council's Rules of Order and Procedure. They are Application Numbers A-4519, 13210 and 13125.

At this time, I move for passage of the ordinance transmitted therewith.

Again, please let the record reflect that I abstain from voting on Application Numbers A-4519, 13210 and 13125.

Respectfully submitted,

(Signed) WILLIAM J. P. BANKS,
Chairman.

On motion of Alderman Banks, the said proposed substitute ordinance transmitted with the foregoing committee report was *Passed* by yeas and nays as follows:

Yeas -- Aldermen Granato, Haithcock, Tillman, Preckwinkle, Hairston, Lyle, Beavers, Beale, Pope, Balcer, Frias, Olivo, T. Thomas, Coleman, L. Thomas, Murphy, Rugai, Troutman, DeVille, Munoz, Zalewski, Chandler, Solis, Ocasio, Burnett, E. Smith, Carothers, Wojcik, Suarez, Matlak, Mell, Austin, Banks, Mitts, Allen, Laurino, O'Connor, Doherty, Natarus, Daley, Hansen, Levar, Shiller, Schulter, Moore, Stone -- 46.

Nays -- None.

Alderman Natarus moved to reconsider the foregoing vote. The motion was lost

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

The following is said ordinance as passed:

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 B7-7 General Central Business District and Business Planned Development Number 489 symbols and indications as shown on Map Number 1-F in the area bounded by:

West Randolph Street; North State Street; West Washington Street; North Dearborn Street; excluding therefrom the following: all that property lying below the following described plane: a line commencing at a point on the centerline of North Dearborn Street 285.96 feet north of West Washington Street at an elevation of 82.44 feet C.C.D. and traveling easterly a distance of 86.5 feet to a point; a vertical line from the last described point to a point 91.44 feet C.C.D.; a line from the last described point traveling easterly a distance of 12 feet to a point; a vertical line from the last described point to a point 93.44 feet C.C.D.; a line from the last described point traveling easterly a distance of 31.40 feet to a point; a line from the last described point traveling southerly a distance of 63.50 feet to a point; a line from the last described point traveling westerly a distance of 31.40 feet to a point; a vertical line from the last described point to a point 91.44 feet C.C.D.; a line for the last described point traveling westerly a distance of 12 feet to a point; a vertical line from the last described point to a point 82.44 feet C.C.D.; a line from the last described point traveling westerly to a point on the centerline of North Dearborn Street 222.46 feet north of West Washington Street; and North Dearborn Street (all dimensions are approximate),

to those of Residential-Business Planned Development Number 489, as amended, which is hereby established in the area described above, subject to such use and bulk regulations as are set forth in the Plan of Development attached hereto and made a part hereof and to no others.

SECTION 2. That the Chicago Zoning Ordinance be amended by changing all the Business Planned Development Number 489 symbols and indications as shown on Map Number 1-F in the area described as follows:

the following approximately described property lying below the following described plane: a line commencing at a point on the centerline of North Dearborn Street 285.96 feet north of West Washington Street at an elevation of 82.44 feet C.C.D. and traveling easterly a distance of 86.5 feet to a point; a vertical line from the last described point to a point 91.44 feet C.C.D.; a line from the last described point traveling easterly a distance of 12 feet to a point; a vertical line from the last described point to a point 93.44 feet C.C.D.; a line from the last described point traveling easterly a distance of 31.40 feet to a point; a line from the last described point traveling southerly a distance of 63.50 feet to a point; a line from the last described point raveling westerly a distance of 31.40

feet to a point; a vertical line from the last described point to a point 91.44 feet C.C.D.; a line for the last described point traveling westerly a distance of 12 feet to a point; a vertical line from the last described point to a point 82.44 feet C.C.D.; a line from the last described point traveling westerly to a point on the centerline of North Dearborn Street 222.46 feet north of West Washington Street; and North Dearborn Street (all dimensions are approximate):

Parcel 1:

North Dearborn Street; a line 51.17 feet south of and parallel to vacated West Court Place; a line 54 feet east of and parallel to North Dearborn Street; a line 54.50 feet south of and parallel to vacated West Court Place; a line 41.20 feet east of and parallel to North Dearborn Street; a line 61.50 feet south of and parallel to vacated West Court Place (all dimensions are approximate); and

Parcel 2:

a line 80.02 feet east of and parallel to North Dearborn Street; the south line of vacated West Court Place; a line 95.02 feet east of and parallel to North Dearborn Street; and a line 45 feet south of and parallel to vacated West Court Place (all dimensions are approximate),

to those of B7-7 General Central Business District.

SECTION 3. This ordinance shall be in full 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
Number 489, As Amended.*

Plan Of Development Statements.

1. The area delineated herein as a Residential-Business Planned Development Number 489, as amended, consists of approximately one hundred twenty-four thousand four hundred forty-one (124,441) square feet (two and eighty-six hundredths (2.86) acres) of property and air rights (the "Property") which is depicted on the attached Planned Development Boundary and Property

Line Map and is owned or controlled by the Applicant, FJV Venture, or affiliates thereof (hereafter the "Applicant"). Said Property includes air rights over the Commonwealth Edison Substation and related property. These Plan of Development Statements, together with the exhibits hereto, may hereafter be referred to as the "Planned Development".

2. The Applicant shall obtain all applicable official reviews, approvals or permits which are necessary to implement this Planned Development. Public rights-of-way and easements shall be retained, vacated or dedicated as necessary to accommodate the development contemplated by this Planned Development. Any dedication or vacation of streets or alleys or easements or any adjustment of rights-of-way shall require a separate submittal on behalf of the Applicant or its successors, assignees or grantees and approval by the City Council. The Department of Planning and Development (the "Department") has determined and acknowledges that certain projections over the public right-of-way, as depicted on the Extensions Over Right-of-Way plan prepared by Solomon Cordwell Buenz dated January 25, 2001 and made part hereof, are necessary, integral and appropriate components of the building contemplated by this Planned Development (the "Building") and that the public interest is served by permanently allowing such projections. Accordingly, the Department recommends, subject to its jurisdiction and authority and to established procedures and applicable laws, that the City grant the Applicant title or permanent easements, requiring no compensation or payment from the Applicant, authorizing such projections to extend into and encroach upon the public ways. In the event that the Applicant is unable to obtain said easements prior to construction, the Applicant shall have the right to modify said portions of the Building design to eliminate the extensions and encroachments, provided that such modifications are approved by the Department, which approval shall be limited to assuring that the modifications would be compatible with the architectural design of the Building.
3. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns (including any condominium or homeowners' association which is formed) and, if different than the Applicant, the legal title holder(s) and any ground lessor(s). All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns (including any condominium or homeowners' association that is formed) and, if different than the Applicant, the legal title holder(s) and any ground lessor(s). Furthermore, pursuant to the requirements of Section 11.11-1 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. Single designated control for purposes of this Statement 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 all of the owners of the Property (or where a condominium or homeowners' association has been formed on behalf of the condominium owners or homeowners, by said association).

4. This Planned Development consists of sixteen (16) Statements; a Bulk Regulations and Data Table; an Existing Zoning Map; an Existing Land-Use Map; a Planned Development Property and Boundary Map; and the following additional exhibits prepared by Solomon Cordwell Buenz, dated January 25, 2001: (a) a Ground Floor/Site/Landscape Plan; (b) a Pedway Plan; (c) a Roof Garden Plan, an Enlarged Roof Garden Plan, North Portion and South Portion, and two (2) Sections Through Roof Garden exhibits (collectively the "Roof Garden Plan"); (d) a Schematic Building Section; (e) a North Building Elevation, a South Building Elevation, a West Building Elevation, an East Building Elevation, a North and East Base Elevation and a South and West Base Elevation (collectively the "Elevations"); (f) a Partial Signage North and East Base Elevation and a Partial Signage South and West Base Elevation (collectively referred to as the "Partial Signage Elevations"); (g) an Atrium and Balcony Details exhibit; and (h) an Extensions Over Right-of-Way plan. Full size sets are on file with the Department. These and no other zoning controls shall apply to the Property. This Planned Development conforms to the intent and purpose of the Chicago Zoning Ordinance, Title 17 of the Municipal Code of Chicago and all requirements thereof, and satisfies the established criteria for approval as a planned development.
5. The following uses shall be permitted in this Planned Development: uses permitted in the B7-7 General Central Business zoning district including, but not limited to, retail uses, commercial uses, office uses, hotel uses, residential uses, publicly available plaza uses (including, but not limited to, outdoor activities such as entertainment, exhibits, dining, gatherings, retail sales and passive uses), publicly available pedway uses (including, but not limited to, public pedestrian travel and retail sales), accessory parking and accessory uses. Broadcast and telecommunications structures (including related equipment and parabolic transmitting and receiving antennae) and earth receiving dishes shall also be permitted; provided, however, that such structures shall be appropriately screened.

6. Signs on the Building are subject to the following:

a. Business Identification Signs.

- (1) All business identification signs shall, except as described in Section a.(2) of this Statement Number 6 below, conform with the provisions of the "State Street/Wabash Avenue Corridor" Sign Ordinance (Section 5.22 of the Chicago Zoning Ordinance, Title 17 of the Chicago Municipal Code) in the form adopted by the Chicago City Council on August 30, 2000 (the "Sign Ordinance"), and with the following "Additional Business Identification Sign Requirements":

- (a) Signs should be compatible with the Building design and with other high-quality signs within the immediate area of the Building.
- (b) Signs should not obscure architectural details. Signs should be sized to fit within architectural elements such as sign bands, fascias and glazed areas, where applicable.
- (c) Signs located on a marquee or canopy should be fixed flat to the surface or suspended within, above or below the outer marquee or canopy limits. Signs should not extend beyond the horizontal perimeter of a marquee or canopy.

- (2) The following are hereby authorized as exceptions to the Sign Ordinance and the Additional Business Identification Sign Requirements for purposes of this Planned Development:

- (a) The allowable area of sign "A", as depicted on the Partial Sign Elevations, shall be permitted to exceed the maximum individual sign area permitted in the second sentence of Section (b)(1) of the Sign Ordinance by fifty (50) square feet.
- (b) Business identification signs and banners which are not visible from a public street shall be permitted within the Pedway and the Entrance

Atriums (as defined in Statement Number 7 of this Planned Development) and shall not be included in any sign area calculations.

- (c) Business identification signs and banners that identify the restaurant and other business uses on the Roof Garden (as defined in Statement Number 7 of this Planned Development) shall be permitted on the Roof Garden and shall not be included in any sign area calculation; provided, however, that other than for the purposes of sponsorship communication, business identification signs for businesses not located on the Roof Garden are not permitted.
- (d) Logos, identification signs or plaques, or architectural features that identify that the Roof Garden is a publicly available area, along with related information, shall be permitted on the exterior of the Building. The area of such items shall not be included in any sign area calculation.
- (e) The allowable aggregate area of business identification signs facing or visible from State Street shall be permitted to exceed the maximum aggregate sign area permitted in the first sentence of Section (b)(1) of the Sign Ordinance by two (2) times the lineal State Street frontage; provided seventy-five percent (75%) of such excess area shall be attributable only to businesses located within the Pedway or within the Roof Garden (as those terms are defined in Statement Number 7 of this Planned Development).
- (f) Sign and banner projections shall be permitted to exceed the restrictions on projections contained in Section (b)(2) and Section (b)(5) of the Sign Ordinance as and to the extent depicted on the Extensions Over Right-of-Way Plan exhibit to this Planned Development;
- (g) The requirements of the first sentence of Section (b)(7) of the Sign Ordinance pertaining to certain sign design specifications may be modified in

connection with this Planned Development if the Department determines that such modifications would be compatible with the goals of the Sign Ordinance; and

- (h) Advertising signs, restricted by Section (b)(8) of the Sign Ordinance, shall be permitted within the interior of the Building (including, without limitation, the Pedway, the Entrance Atriums and the Roof Garden) so long as such advertising signs are located on kiosks, directory sign boxes or other similar structures; are not visible to pedestrians on the surrounding public streets; and are located and designed to be compatible with the design of the portion of the Building within which they are located. Other advertising signs are permitted in the Pedway subject to Department review and approval.

b. Directional And Informational Signs.

- (1) the Entrance Atriums shall contain directional and informational signs informing visitors that the Publicly Available Areas, as defined in Statement Number 7 of this Planned Development, are open to the public during specified hours, that the Entrance Atriums provide access to the Pedway and the Roof Garden, and describing the hours of operation of the Pedway, Entrance Atriums and the Roof Garden;
- (2) the Pedway shall contain directional and informational signs informing visitors of the location of the Dearborn and State Street C.T.A. stations; and
- (3) the directional and informational signs described in Section b.(1) and (2) of this Statement Number 6 above, shall be so located and designed as to be reasonably informative and visible to the public.

c. Temporary Signs. Temporary signs such as, but not limited to, construction, marketing and seasonal activities signs shall be permitted, provided that they are so located and designed as to be

Maximum Floor Area Ratio: 18.0

Maximum Percentage of Land Coverage: 100%

Minimum Number of Loading Spaces Required: 14

Total Maximum Building Area: 2,239,938 square feet (excluding mechanical and below grade floors)

Gross Site Area Calculations:

- Net site area: 120,279 square feet
- Approximate area to remain in public right-of-way: 70,273 square feet
- Approximate gross site area: 190,552 square feet

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

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 M1-5 Restricted Manufacturing District symbols and indications as shown on Map No. 1-F in area bounded by:

the alley next north of and parallel to West Erie Street; North Franklin Street; West Erie Street; and a line parallel to and 150.94 feet west of North Franklin Street,

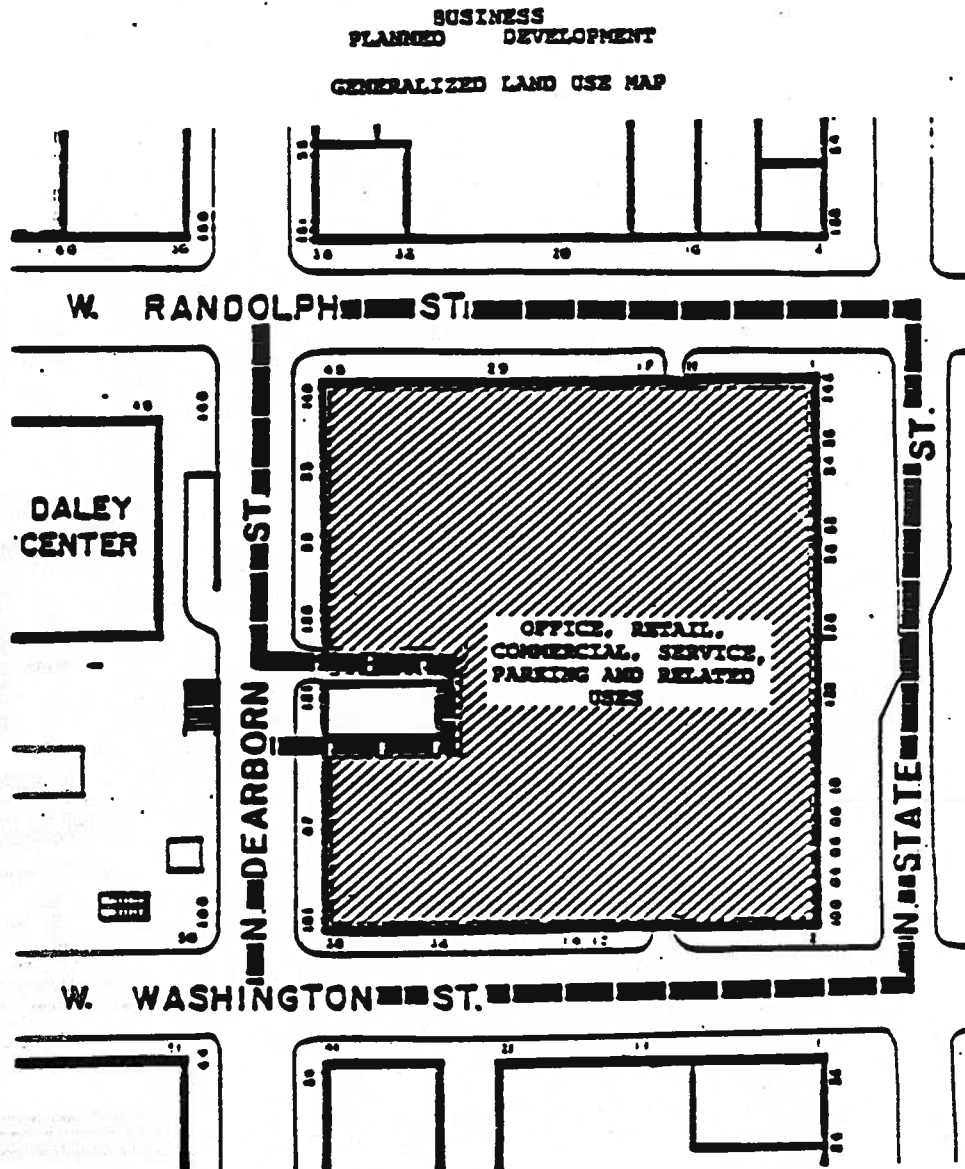
to those of a C2-5 General Commercial District and a corresponding use district is hereby established in the area above described.

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

10/4/89

UNFINISHED BUSINESS

5691



APPLICANT: FJV Venture, an Illinois
Joint Venture, as Agent
for the City of Chicago
980 N. Michigan Av.
Chicago, IL 60611

DATE: June 13, 1989

PLANNED DEVELOPMENT
BOUNDARY

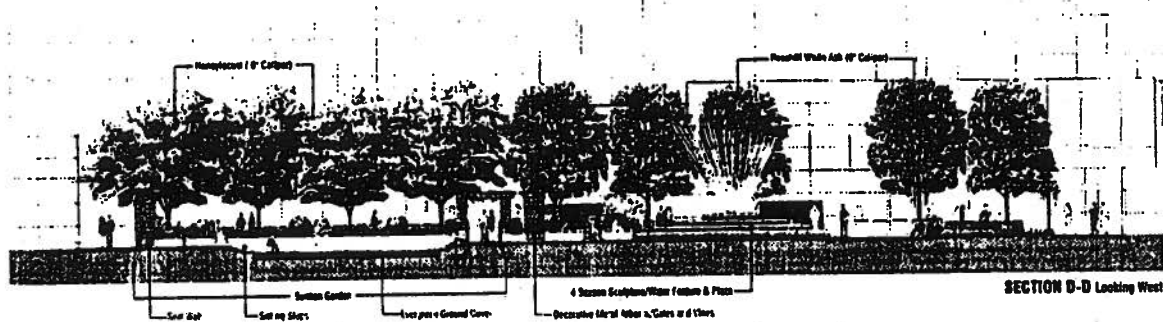
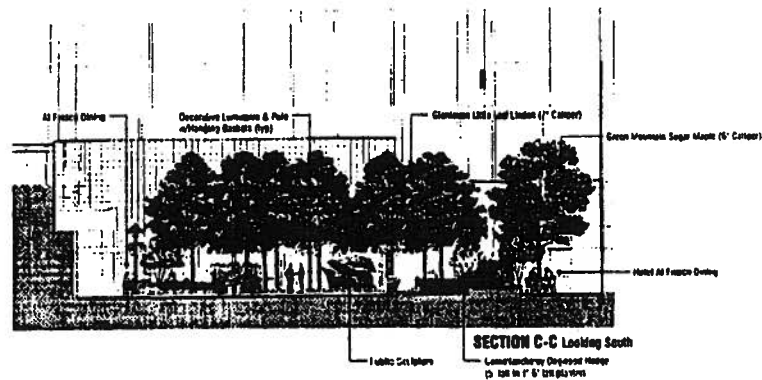
PROPERTY LINE

SUBJECT PROPERTY

Roof Garden Elevation Drawing -- Sections A-A And B-B.



Roof Garden Elevation Drawing -- Sections C-C And D-D.



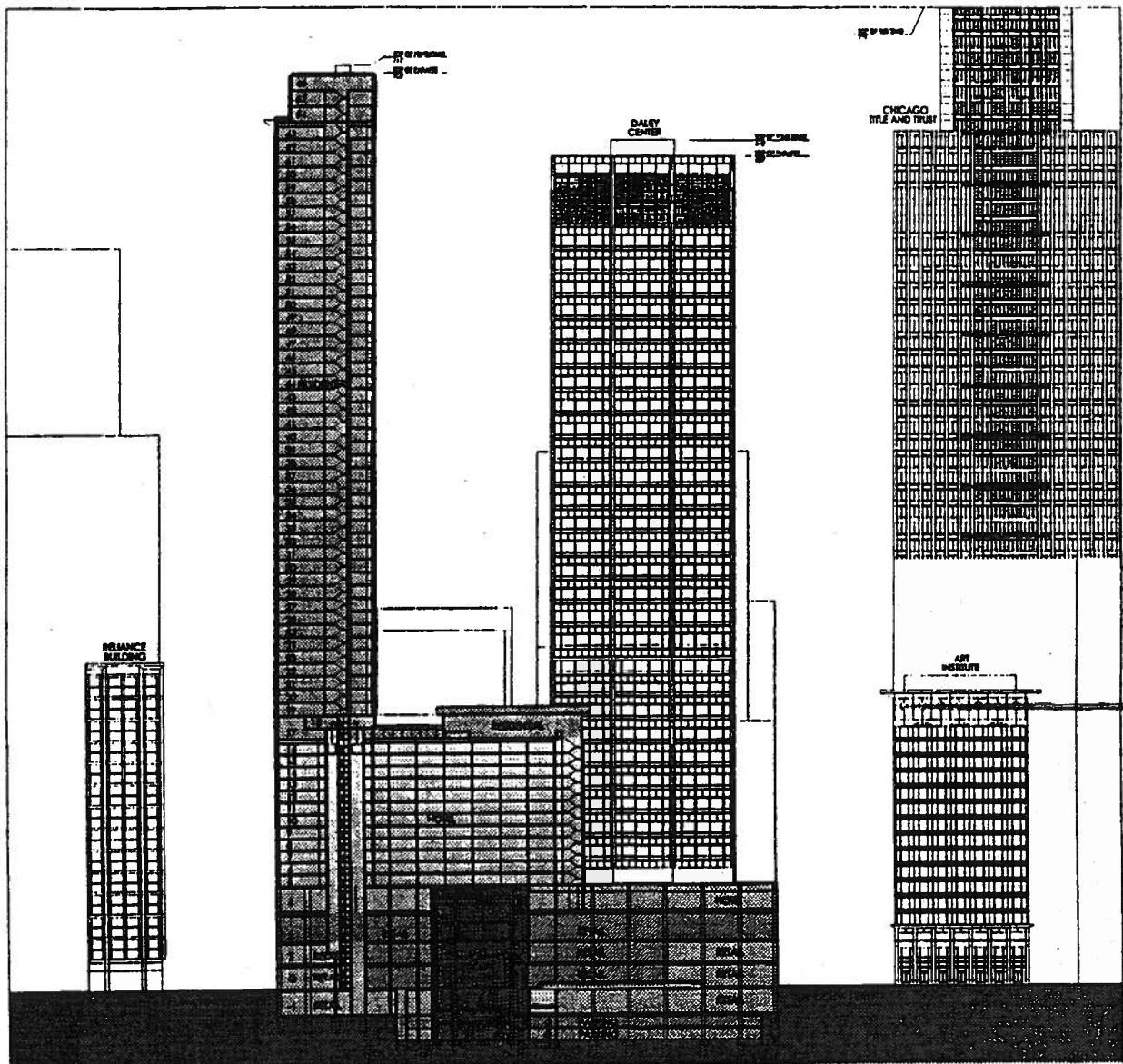
100 NORTH STATE STREET
© Solomon Cordwell Buenz & Associates, Inc. January 23, 2001

SECTIONS C-C & D-D THROUGH ROOF GARDEN

© Solomon Cordwell Buenz & Associates, Inc.

January 25, 2001

Schematic Building Section.

**100 NORTH STATE STREET**

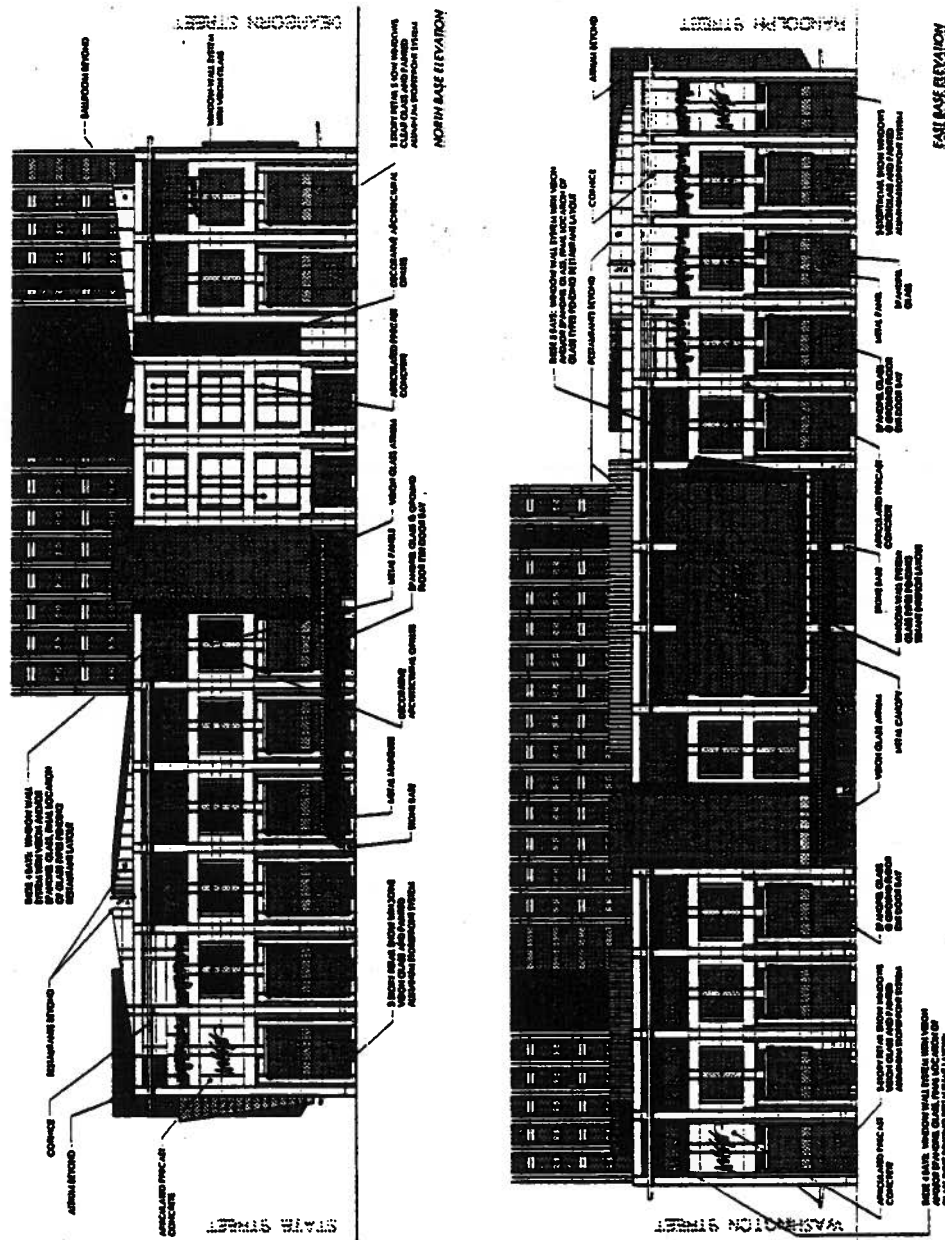
© Solomon Cordwell Buenz & Associates, Inc.

January 25, 2001

SCHEMATIC BUILDING SECTION

0 10 20 30

North And East Base Elevations.



NORTH AND EAST BASE ELEVATIONS

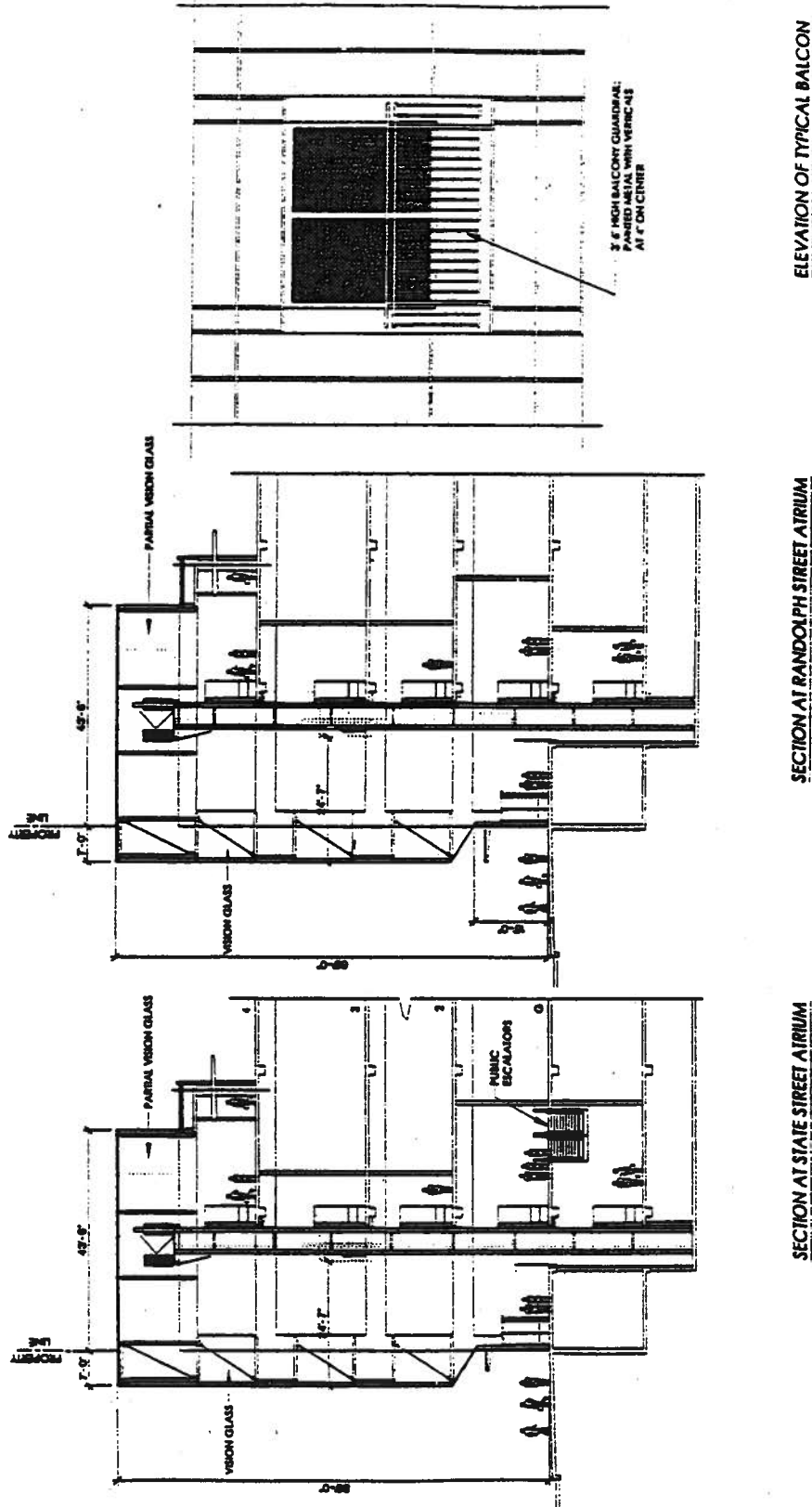
100 NORTH STATE STREET

© Solomon Cordwell Buenz & Associates, Inc.

January 21, 2001

13

Atrium And Balcony Details.



100 NORTH STATE STREET

January 25, 2001
© Solomon Cordwell Buenes & Associates, Inc.

10516

Gross Site Area = Net Site Area: 20,795 square feet (.48 acres)
plus area to remain in public right-of-way: 10,613.66 square
feet (.24 acres) = 31,408.66 (.72 acres)

Off-Street Parking And Loading Controls:

Minimum number of off-street parking spaces: 0
Maximum number of off-street parking spaces: 260
Minimum number of off-street loading berths: 2

Bulk Regulations:

Minimum setbacks:

Wells Street:

20 feet at the first story above grade only, except
that columns or piers supporting upper stories are
permitted

All other boundaries:

0

PD# 439

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

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 B7-7 General Central Business District and the B6-7 Restricted Central Business District symbols and indications as shown on Map No. 1-F in the area bounded by:

West Randolph Street; North State Street; West Washington Street; North Dearborn Street; a line 51.17 feet south of West Court Place; a line 54 feet east of North Dearborn Street; a line 54.50 feet south of West Court Place; a line 80.02 feet east of North Dearborn Street; the center line of West Court Place; and North Dearborn Street,

to the designation of a Business Planned Development which is hereby established in the area described above, subject to such use and bulk regulations as are set forth on the Plan of Development herewith attached and made a part hereof and to no others.

(Continued on page 5685)

(Continued from page 5680)

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

Plan of Development attached to this ordinance reads as follows:

Business Planned Development No. 489
(As Amended)

Plan Of Development

Statements.

1. The area delineated herein as a phased Business Planned Development (the "Planned Development") consists of approximately 120,279 square feet or 2.76 acres of real property. However, for calculation of the maximum building area only, the net site area shall include the Commonwealth Edison substation and shall equal a total area of 124,441 square feet or 2.86 acres. It is bounded on the north by West Randolph Street; on the east by North State Street; on the south by West Washington Street and generally on the west by North Dearborn Street (the "Property"), as shown on the attached "Property Line and Planned Development Boundary Map". The various parcels comprising the property are separately owned by the City of Chicago and the applicant.
2. This Plan of Development consists of twelve (12) statements; an Existing Zoning Map, a Property Line and Planned Development Boundary Map, a Generalized Land Use Map, and a Table of Use and Bulk Regulations and Related Controls. The Plan of Development is applicable to the area delineated herein and these and no other controls shall apply to the delineated area, except for the terms and conditions contained in a Redevelopment Agreement between the City of Chicago and the applicant executed on October 22, 1987. This Plan of Development conforms to the intent and purpose of the Chicago Zoning Ordinance and all requirements thereof, and satisfies the established criteria for approval as a planned development.
3. The applicant or its successors, assignees, grantees or such other person or entity as may then own or control the subject property shall obtain all required reviews, approvals, licenses and permits in connection with this Planned Development.

4. The uses permitted in the Planned Development shall be those shown as Permitted and Special Uses in the B7-7 General Central Business District Classification. Earth station receiving dishes shall also be permitted.
5. Any service drive or other ingress or egress for motor vehicles, including those utilizing the West Washington and West Randolph Streets right-of-ways, shall be adequately designed and paved in accordance with the now published regulations of the Bureau of Traffic Engineering and Operations and in compliance with the Municipal Code of the City of Chicago, except that the maximum height of the vertical clearance for loading facilities shall be twelve (12) feet.
6. The height restrictions of any building or appurtenance attached thereto shall be subject to:
 - (a) Height limitations as certified on F.A.A. Form 7460-1 or successor forms involving the same subject matter and approved by the Federal Aviation Administration; and
 - (b) Airport Zoning regulations now in effect as established by the Departments of Planning, Aviation and Law, and approved by the City Council.
7. All required loading facilities will be provided below grade.
8. For purposes of floor area ratio (F.A.R.) calculations, the definitions in the Chicago Zoning Ordinance shall apply, provided, however, that floor area devoted to mechanical uses in excess of 5,000 square feet per floor shall not be included as floor area in the F.A.R. calculations.
9. Business and business identification signs shall be permitted within the Planned Development subject to the review and approval of the Departments of Planning, Zoning and Inspectional Services. If applicable, pursuant to the provisions of Chapter 86, Section 86.1-11 of the Municipal Code, City Council approval shall also be required. The City Council shall also make such grants of privilege or authorize other action as may be necessary for any overhang on the State Street facade that encroaches in the right-of-way by not more than ten (10) feet.
10. The applicant or its successors, assignees, and grantees, to the extent that it is consistent with the public health, safety and welfare, shall make reasonable efforts to maintain the pedway between Dearborn and State Street for pedestrian circulation during demolition of the existing improvements within the Planned Development boundaries. Provision shall be made during hours in which the building is open for a pedestrian route at least +/- sixteen (16) feet wide (except that any required structural supports may be placed within that +/- 16-foot width) at the first level below grade interconnecting the subway stations located between State Street and Dearborn Street. The subway access on the east side of Dearborn Street shall be incorporated into the development.

11. Street level arcades on Randolph and Washington Streets will maintain a +/- sixteen (16) foot clear width for pedestrian circulation.
12. The Plan of Development hereby attached shall be subject to the "Rules, Regulations and Procedures in Relation to Planned Development Amendments" as promulgated by the Commissioner of the Department of Planning and in force on the date of this application.

[Existing Zoning Map, Boundary and Property Line Map and Generalized Land Use Map and Existing Land Use Map printed on pages 5689 through 5692 of this Journal.]

Use and Bulk Regulations and Data attached to this Plan of Development reads as follows:

*Business Planned Development No. _____
(As Amended)*

Planned Development

Use And Bulk Regulations And Data.

Business Planned Development for that certain property located in the area bounded by West Randolph Street, North State Street, West Washington Street and generally by North Dearborn Street.

Net Site Area: Approximately 124,441.0¹ square feet.

General Description of Land Use: Office, retail, commercial², entertainment services and related accessory uses, and such other special uses and permitted uses as are currently included within the B7-7 zoning districts; the operation of earth station receiving dishes.

¹ Includes Commonwealth Edison Substation for calculation of total maximum building area, only, per North Loop Guidelines, "Maximum Development Parameters, by Block" Table, footnote 6a.

² Minimum retail commercial and entertainment space shall be 250,000 square feet above grade; the maximum shall be determined pursuant to North Loop Guidelines, "Maximum Development Parameters, by Block" Table, footnote 6b.

reasonably informative and visible to the public.

d. Sign Approval.

- (1) The design, materials, size, illumination level and location of the signs described in Sections a. through c. of this Statement Number 6 above, shall be subject to approval by the Department prior to issuance of Part II Approval for said signs, which approval shall be limited to assuring compliance with the applicable standards for such signs as described in this Statement Number 6.
- (2) The Department may, without the necessity of a minor change as described by Statement Number 14 of this Planned Development, authorize signs which do not meet all of the aforesaid standards (including, without limitation, standards with regard to sign size and location) of this Statement Number 6.

e. Pre-Approved Signs. The location, content and size of the signs depicted on the Partial Signage Elevations are hereby deemed approved by the Department; provided, however, that with respect to the two (2) "B" signs depicted on the East Base Elevation of the Partial Sign Elevations, the Applicant shall first undertake a design analysis to determine whether the business identification purposes of said two (2) signs may be incorporated in architectural features (the "Alternate Signs") in a manner satisfactory to the Department, the Applicant and the Building's anchor retailer (the "Anchor Retailer"). If the Applicant and the Anchor Retailer reach agreement on a design for the Alternate Signs, said signs shall be submitted to the Department for approval, which approval shall be limited to assuring that the Alternate Signs are compatible with the design of the building and with the State Street area. In the event of the Department's approval, the Alternate Signs shall be deemed substituted for the two (2) "B" signs depicted on the East Base Elevation of the Partial Sign Elevations. If, however, following reasonable and diligent efforts of the Applicant, working in conjunction with the Anchor Retailer, the Applicant advises the Department that the aforesaid agreement cannot be achieved or, if the Applicant and the Anchor Retailer reach agreement on the Alternate signs, but the Department fails to approve said Alternate Signs, then the Applicant shall have no further obligation under this Section E of this Statement Number 6 pertaining to the

Alternate Signs and no substitution or change to the two (2) "B" signs depicted on the East Base Elevation of the Partial Sign Elevations shall thereby be made.

7. The Building shall contain the following three (3) publicly available areas: an east/west and north/south pedestrian pedway as depicted on the Pedway Plan (the "Pedway"); a rooftop garden located on the roof of the retail base structure as depicted on the Roof Garden Plan (the "Roof Garden"); and two (2) entrance atriums, one (1) along the Randolph Street frontage and the other along the State Street frontage, to provide public access to the Pedway and the Roof Garden, as depicted on the Ground Floor/Site/Landscape Plan (the "Entrance Atriums"). The three (3) publicly available areas are collectively referred to herein as the "Publicly Available Areas". The following standards shall apply to the Publicly Available Areas:

- a. Uses. The uses of the Publicly Available Areas shall be subject to the conditions stated herein and to the provisions of an easement to be granted by the Applicant to the City or its designate in connection with a separate Redevelopment Agreement pertaining to the development of the Property (the "Easement"). Said Easement shall be executed and recorded prior to issuance of Part II approval for the full building permit; provided, however, that this requirement shall not prohibit the issuance of Part II approval for partial building permits such as, but not limited to, caissons-only and foundation-only permits. The Publicly Available Areas shall be open to the public, in addition to being open to the occupants of the Building, for the following purposes:

- (1) Pedway. For the publicly available pedway uses described in Statement Number 5 of this Planned Development. Public pedestrian travel underground shall be between points lying to the east, west and north of the Subject Property and for access to permitted uses which may be located in or adjacent to the Pedway. Uses permitted by this Planned Development may occupy the areas adjacent to and bordering the Pedway. Portions of the Pedway may be used for retail activities including, but not limited to, newsstands, kiosks, merchandise carts and similar venues.

- (2) Roof Garden.

- (a) For the publicly available plaza uses described in

Statement Number 5 of this Planned Development. The areas depicted on the Roof Garden Plan as "Al Fresco Dining" may be limited to outdoor dining areas associated exclusively with the use of the adjacent or proximate Roof Garden restaurants. The area depicted on the Roof Garden Plan as the "Multi-Function Space" may be used for private functions including those related to the hotel, restaurant and residences, subject to the limitations described in Section e.(1) of this Statement Number 7. Portions of the Roof Garden may be used for retail activities including, but not limited to, kiosks, merchandise carts and similar venues.

- (b) The Applicant acknowledges that it is the City's goal to create and promote public interest in, and patronage of, the Roof Garden by making available high quality, dynamic and exciting year-round events, programs and activities on the Roof Garden (the "Roof Garden Activities"). The Applicant further acknowledges that, in order to achieve said goal, a public, not-for-profit or other such entity (the "Programming Entity") which is independent of the Applicant will need to be created or designated to be responsible for the Roof Garden Activities (including, without limitation, planning, scheduling, oversight and funding). Accordingly, the Roof Garden shall be available to the Programming Entity (when established) for said purposes; provided, however, that such activities must be in accordance with the provisions of this Planned Development and must maintain levels of sound and lighting which are not disruptive to the Building. Additionally, the Applicant shall contribute the following at no cost or expense to, and for the benefit of, the Programming Entity (when established):
 - (i) traditional, seasonal and holiday decorations on the Roof Garden;
 - (ii) four season landscaping on the Roof Garden;

- (iii) the use of the Roof Garden physical premises and access ways pursuant to this Planned Development and the Easement (including fit-out as reasonably necessary (such as electrical outlets), an area for storage of materials (not to exceed one thousand (1,000) square feet), areas for the display of various art and sculpture, and trash receptacles);
- (iv) the use of space within the Entrance Atriums and Pedway to advertise the Roof Garden Activities; and
- (v) the following services: (a) Roof Garden maintenance including, but not limited to, cleaning, security and landscape care; (b) coordination of Roof Garden Activities with the Building through a representative from the Applicant's on-site Property Management personnel (the "Program Facilities Coordinator"), as may be designated by the Applicant from time to time. The Program Facilities Coordinator will act as the point of contact for reasonable communication and coordination with the Programming Entity with regard to Roof Garden Activities to ensure that: (1) the Roof Garden Activities do not conflict with Building activities; (2) the Programming Entity or its delegates have access to the necessary areas on the Roof Garden and the designated storage area within the Building for set-up and break-down of equipment, props, and staging materials for scheduled activities and events, and that freight elevators and loading areas, if necessary, are reasonably available; and (3) the Roof Garden Activities are otherwise reasonably coordinated with the activities and requirements of the Building. The Applicant may, from time to time, change the identity of the Program Facilities Coordinator; and (c) the Applicant

shall, in conjunction with the City, provide the following described assistance with the initial set-up and deployment of the Programming Entity; provided, however, that the Applicant's obligations in this regard will not include primary administration of the Programming Entity or legal documentation related to said set-up and deployment: initiate the initial meetings and discussions with the City, the Programming Entity, and any other necessary party relating to the creation, funding and structure of the Programming Entity; provide initial guidance and consultation in connection with the creation of the Programming Entity; and assist in the initial identification of funding sources; and, in conjunction with the City and the Programming Entity, provide guidance for the initial organization of the Roof Garden Activities (such as annual budget administrative procedures, agreements or contracts relating to initial vendors and suppliers).

- (3) Entrance Atriums. For public pedestrian access to and from the Pedway and the Roof Garden and to and from such other private uses within the Building as may be made available by the Applicant.
- b. Design. The Publicly Available Areas shall be designed and constructed in general accordance with the Ground Floor/Site/Landscape Plan; the Pedway Plan; and the Roof Garden Plan; subject to the following:
- (1) Pedway. The configuration of the Pedway as depicted on the Pedway Plan may be modified by the Applicant from time to time to accommodate the needs of Applicant's Pedway tenants without the necessity of a minor change as described by Statement Number 14, provided that such change: (a) does not shift the location of any wall along the Pedway corridor in any direction in excess of fifteen (15)

feet; (b) that in no event is the minimum Pedway width less than thirteen (13) feet, ten (10) inches; and (c) that the Pedway shall, in any event, connect to the pedway network located to the east and west of the Property and to the Randolph and State Street Entrance Atriums. Other proposed modifications to the configuration of the Pedway may be permitted, but only as a minor change as described by Statement Number 14.

- (2) **Roof Garden.** The Department and the Applicant acknowledge that the Roof Garden Plan is preliminary and in the process of refinement by the Applicant, in consultation with the City. The Department acknowledges that the Roof Garden Plan, as depicted and described on the (sub)exhibits hereto, is acceptable as a preliminary plan. Part II approval for the Roof Garden shall not be issued until the Department has approved the final Roof Garden Plan, provided that such approval is limited to assuring that the Plan adequately achieves the goal of promoting the public use of the Roof Garden balanced with the private operation and maintenance of an economically viable and first-class quality retail/hotel/residential mixed-use project. Once the Department has approved the final Roof Garden Plan, said Plan shall be deemed an integral part of this Planned Development, but may be amended from time to time at the request of the Applicant, subject to approval by the Department without the necessity of a "minor change" as described by Statement Number 14 of this Planned Development.

- c. **Access.** The Publicly Available Areas shall be handicapped accessible.
- d. **Maintenance.** The Applicant shall adequately maintain the Publicly Available Areas for the purposes herein intended, including without limitation, assuring that all Publicly Available Areas and facilities are clean, litter free and in good working order and that any landscaping or plant material is in a healthy condition.
- e. **Hours.**
- (1) **Roof Garden.** The Roof Garden shall be open to the public

no later than 7:00 A.M. every day and shall close no earlier than the time the restaurants located adjacent to the Roof Garden close. The Applicant may, from time to time, close the Multi-Function Space in the Roof Garden, depicted on the Roof Garden Plan, for private functions including those associated with the hotel, restaurant and residences; provided, however, that (a) such closure shall not constitute more than ten percent (10%) of the total time that the Roof Garden is open for use by the public each month, unless otherwise approved and permitted by the Programming Entity; and (b) the Multi-Function Space shall be publicly available for an aggregate minimum of eight (8) hours every day.

(2) Pedway.

- (a) The hours of operation of the Pedway are divided into two (2) categories: Monday through Friday between 6:00 A.M. and 8:00 P.M. and on Saturday between 8:00 A.M. and 6:30 P.M. or such other hours as the Applicant may request and the City may approve (the "Day Time Hours") and all other hours of every day (the "Night Time/Weekend Hours"). With respect to the Night Time/Weekend Hours, the Chicago Transit Authority (C.T.A.) and the Chicago Department of Transportation (C.D.O.T.) (collectively referred to herein as the "Agencies") have requested that the Pedway also be available for public use in order to satisfy certain government requirements upon the Agencies relating to handicapped accessibility between the Red and Blue Line transit stations which are located, respectively, to the east and west of the Property. Accordingly, the Pedway shall also be open during the Night Time/Weekend Hours (which, together with the Day Time Hours, means that the Pedway would be open seven (7) days per week and twenty-four (24) hours per day), subject to the following conditions: (1) the Applicant is provided reasonable opportunity to determine that alternative methods of satisfying the aforesaid government requirements are not feasible and, if after said reasonable opportunity, the Applicant believes that an alternative method is feasible, then

the Department and the Agencies shall jointly consider such methods. If the Department and the Agencies agree to said alternative method, said method shall be implemented. (2) If no alternative method is identified or agreed upon, then the Pedway shall be open to the public during the aforesaid Night Time/Weekend Hours, provided that it shall be a continuing condition of the availability of the Pedway during the Night Time/Weekend Hours that the existing C.T.A. transfer tunnel connecting the C.T.A. Red Line station and the C.T.A. Blue Line station (the "Transfer Tunnel") be closed to public access for a minimum of eight (8) hours during the Night Time/Weekend Hours everyday, thus diverting all transfers between the two (2) C.T.A. stations during that time period to occur via the Pedway, except as otherwise required during emergencies, special events or high-demand holidays, such as July 4th and December 31st. The aforesaid minimum number of hours during which the Transfer Tunnel must be closed to public access may be adjusted from time to time by the Agencies with the written concurrence of the Applicant, if any.

If, prior to the time the Applicant seeks Part II Approval for the full building permit (which shall not include, applications for caissons-only or foundation-only permits), the Agencies advise the Applicant and the Department in writing that closing of the Transfer Tunnel, including the conditions of such closure as aforesaid, is not feasible and if no alternative method of meeting the aforesaid government requirements on the Agencies has been agreed upon, then Part II Approval for the full permit for the Building shall be withheld until the Applicant, the Agencies and the Department meet and a course of action is determined.

- (b) The aforesaid hourly restrictions shall apply solely to public passage through the Pedway and shall not impose any requirements upon the hours that retail uses in or adjacent to the Pedway may be open or closed.

- (c) The City acknowledges that the existing pedway will be closed for a portion of the period during which the Building is under construction. The Applicant shall use reasonable efforts to minimize the length of time of such closure and will open the Pedway access to publicly available use as soon as life safety and building requirements and other relevant considerations will allow.
 - (3) Entrance Atriums. The Entrance Atriums shall open at 6:00 A.M. and shall close no earlier than the time the restaurants located on the Roof Garden close.
 - f. Control. The Applicant shall retain ownership of the Publicly Available Areas. The requirements contained in this Planned Development that are applicable to the Publicly Available Areas shall not be construed to permit interference with the Applicant's reasonable private operation of the Building (including, without limitation, the Publicly Available Areas and the uses thereof) consistent with the private operation and maintenance of an economically viable and first class quality retail/hotel/residential mixed-use project. The Applicant shall retain control over all activities and shall retain the right to approve and limit all uses of the Publicly Available Areas; provided that such control, approval and limitation shall not conflict with the other provisions of this Planned Development. Access to all uses developed on the Property may be by means of the Publicly Available Areas. All requirements and conditions contained in this Planned Development with respect to the Publicly Available Areas are subject to the terms of the Easement and, in the event of a conflict between the terms of this Planned Development and the Easement, the terms of the Easement shall govern.
8. This Planned Development is subject to the following additional provisions:
- a. Decorative lighting of the Building shall be provided to accent the Building's appearance at night. The design of such lighting is subject to the approval of the Department prior to Part II Approval for said lighting, provided that such approval is limited to assuring that it is compatible with the exterior design of the Building.

- b. Residential condominium balconies shall not be used for storage areas for bikes, equipment, garbage cans or similar items. Seasonal furniture and equipment (such as barbeque grills) shall be removed in off-season. In connection with review of the construction documents relating to the residential tower for Part II Approval, the Department shall determine whether planter boxes on residential balconies are required and, if so required, such planter boxes shall be incorporated.
 - c. In connection with the construction of the Building, subject to Applicant having first-obtained the approval, if any, from the Commonwealth Edison Company ("ComEd"), the Applicant shall, in cooperation with the City, remove the 1929 decorative low relief limestone panel entitled "Spirit of Electricity" by the artist Sylvia Shaw Judson, which is located on the front (Dearborn Street) facade of the ComEd Substation on the date of adoption of this Planned Development, and shall deliver same to a location within the City of Chicago as determined by the City. In addition, the Applicant shall provide the City with a Two Thousand Dollar (\$2,000) contribution to cover the costs of reinstallation of the panel at another site, provided that thereafter the Applicant shall have no further obligation with respect to the panel.
 - d. Portions of the openings in the Dearborn and Randolph Street facades, as depicted and noted on the Elevations, incorporate architectural grills. The detailed design of these grills shall be approved by the Department prior to issuance of Part II Approval for said facades; provided that such approval is limited to assuring that, the spacing between grill elements is no more than is necessary to provide air circulation through fifty-five percent (55%) of the total area of said openings on each said facade. The Department may authorize the installation of a grill design which exceeds fifty-five percent (55%) if, in the discretion of the Department, such other grill design is consistent with the overall Building design and otherwise appropriate.
 - e. Applicant shall coordinate construction activities on the Building with the appropriate City representatives to minimize, to the extent possible, interruptions in bus transit service and traffic delays during construction.
9. Off-street parking and loading facilities shall be provided in compliance with this Planned Development subject to the review and approval of the

Department of Transportation and of the Department of Planning and Development. A minimum of two percent (2%) of all non-residential parking spaces provided pursuant to this Planned Development shall be designated and designed for parking for the handicapped.

- a. Loading. Trucks which are (1) fifty-five (55) feet in length which are utilizing any of the berths in the loading dock and (2) trucks which are thirty-five (35) feet in length or greater which are utilizing loading berth number 1 as denoted on the Ground Floor/Site/Landscape Plan, shall enter and exit the Loading Area only between the hours of 7:00 P.M. and 6:00 A.M. daily. A representative of the Applicant shall assist with the orderly operation and management of loading traffic in and out of the Loading Area so as to minimize traffic delays and obstructions of traffic along Dearborn Street resulting from the use of the Loading Area.
 - b. Parking. A representative of the Applicant shall assist with the orderly operation and management of vehicular activity at the drop-off/pick-up area adjacent to the hotel entrance so as to minimize traffic delays and traffic obstructions along Dearborn Street resulting from the use of said area. Garage doors that automatically open and close for vehicles entering and exiting the parking garage shall be provided on Washington Street. The entrance and exit driveways shall be designed in accordance with the Ground Floor/Site/Landscape Plan, the South Building Elevations, and the South Base Elevations.
10. Any service drive or other ingress or egress shall be adequately designed and paved in accordance with the regulations of the Department of Transportation in effect at the time of construction and in compliance with the Municipal Code of the City of Chicago, to provide ingress and egress for motor vehicles, including emergency vehicles. There shall be no parking within such paved areas. Ingress and egress shall be subject to the review and approval of the Department of Transportation and of the Department of Planning and Development.
 11. In addition to the maximum heights of the buildings and any appurtenances attached thereto described in this Planned Development, the height of any improvements shall also be subject to height limitations as certified and approved by the Federal Aviation Administration.
 12. For purposes of floor area ratio (F.A.R.) calculations, the definitions in the

Chicago Zoning Ordinance shall apply; provided, however, that floor area for these purposes shall not include floor area devoted to mechanical equipment in excess of one thousand five hundred (1,500) square feet in any single location, regardless of placement in the building.

13. The improvements on the Property, including landscaping and the landscaping along the adjacent rights-of-way and all entrances and exits to and from the parking and loading areas, shall be designed, constructed and maintained in substantial conformance with the requirements of this Planned Development. Landscaping shall be installed and maintained in accordance with the requirements of this Planned Development and with the parkway tree planting provisions of the Chicago Zoning Ordinance and corresponding regulations and guidelines.
14. The terms, conditions and exhibits of this Planned Development may be modified administratively by the Commissioner of the Department upon the request of the Applicant and after a determination by the Commissioner that such a modification is minor, appropriate and consistent with the nature of the improvements contemplated by this Planned Development. Any such modification shall be deemed a minor change in the Planned Development as contemplated by Section 11.11-3(c) of the Chicago Zoning Ordinance.
15. 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 energy resources. The Applicant shall use best and reasonable efforts to design, construct and maintain all buildings located within the Property in an energy efficient manner, generally consistent with the most current energy efficiency standards published by the American Society of Heating, Refrigerating and Air-Conditioning Engineers ("A.S.H.R.A.E.") and the Illuminating Engineering Society ("I.E.S."). Copies of these standards may be obtained from the Department of Planning and Development.
16. Unless substantial construction of the improvements contemplated by this Planned Development has commenced within six (6) years of the effective date hereof and unless completion of those improvements is thereafter diligently pursued, then this Planned Development shall expire and the zoning of the Property shall automatically revert to the B7-7 General Central Business District classification. The six (6) year period may be extended for up to one (1) additional year if, before expiration, the Commissioner of the Department determines that good cause for an extension is shown.

2/7/2001

REPORTS OF COMMITTEES

52069

[Existing Zoning Map; Existing Land-Use Map; Planned Development Property and Boundary Map; Ground Floor/Site/Landscape Plan; Pedway Plan; Roof Garden Plan; Enlarged Roof Garden Plan -- North and South Portions; Roof Garden Elevation Drawings; Extensions Over Right-of-Way; Schematic Building Section; Base Elevations; Partial Signage -- Base Elevations; Building Elevations; and Atrium and Balcony Details Exhibits referred to in these Plan of Development Statements printed on pages 52071 through 52091 of this Journal.]

Bulk Regulations and Data Table referred to in these Plan of Development Statements reads as follows:

Residential-Business Planned Development. 489 AA

Plan Of Development

Bulk Regulations And Data Table.

Gross Site Area (195,888 square feet/4.4968 acres) = Net Site Area (124,441* square feet/2.8568 acres) + Area Remaining in Public Right-of-Way (71,447 square feet/1.640 acres).

Maximum Permitted
Floor Area Ratio:

11.0*.

Maximum Building Height:

711 feet.

* Includes the site area attributable to the air rights over the Commonwealth Edison Substation property.

Setbacks From Property Line:	In substantial conformance with the Ground Floor/Site Landscape Plan.
Maximum Number of Dwelling Units:	305.
Maximum Number of Hotel Rooms:	360.
Minimum/Maximum Number of Off-Street Parking Spaces:	Minimum: 300. Maximum: 500.
Minimum Number of Off-Street Loading Berths:	7.

AMENDMENT OF TITLE 17 OF MUNICIPAL CODE OF
CHICAGO (CHICAGO ZONING ORDINANCE) BY
RECLASSIFICATION OF PARTICULAR AREAS.
(Committee Meeting Held January 30, 2001)

The Committee on Zoning submitted the following report:

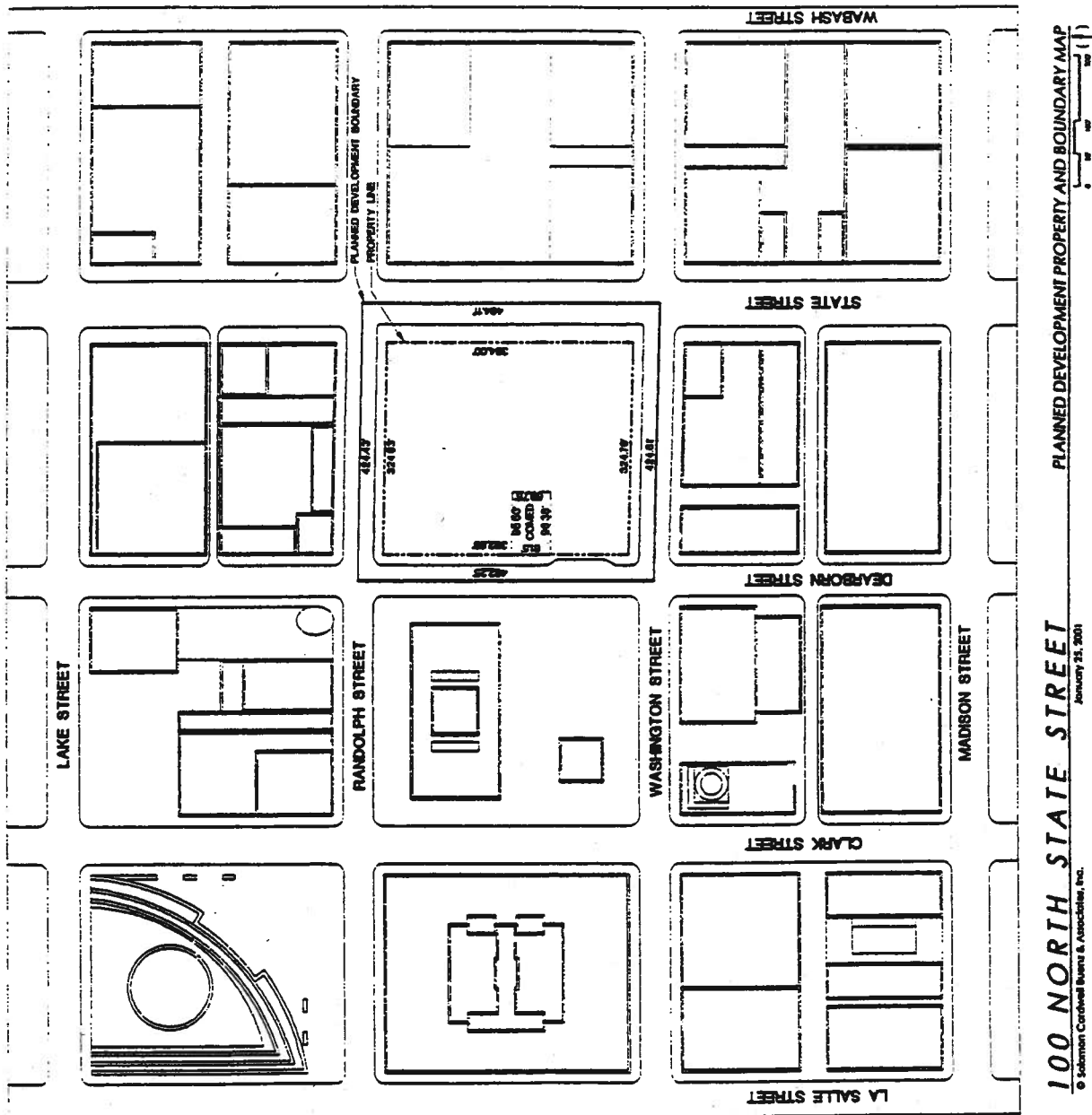
CHICAGO, February 7, 2001.

To the President and Members of the City Council:

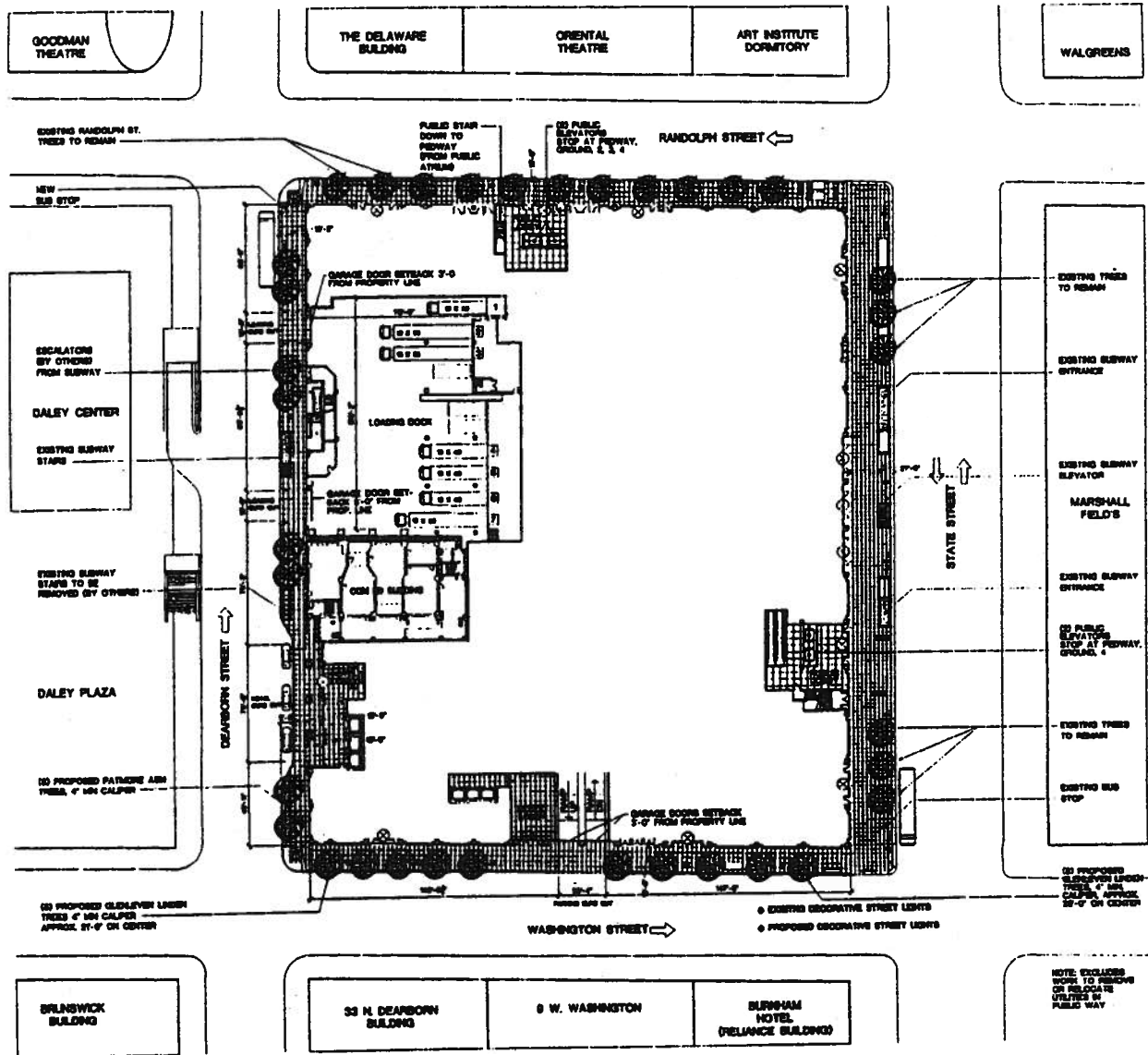
Reporting for your Committee on Zoning, for which a meeting was held on January 30, 2001, I beg leave to recommend that Your Honorable Body Pass various ordinances transmitted herewith for the purpose of reclassifying particular areas.

(Continued on page 52092)

Planned Development Property
And Boundary Map.



Ground Floor/Site/Landscape Plan.



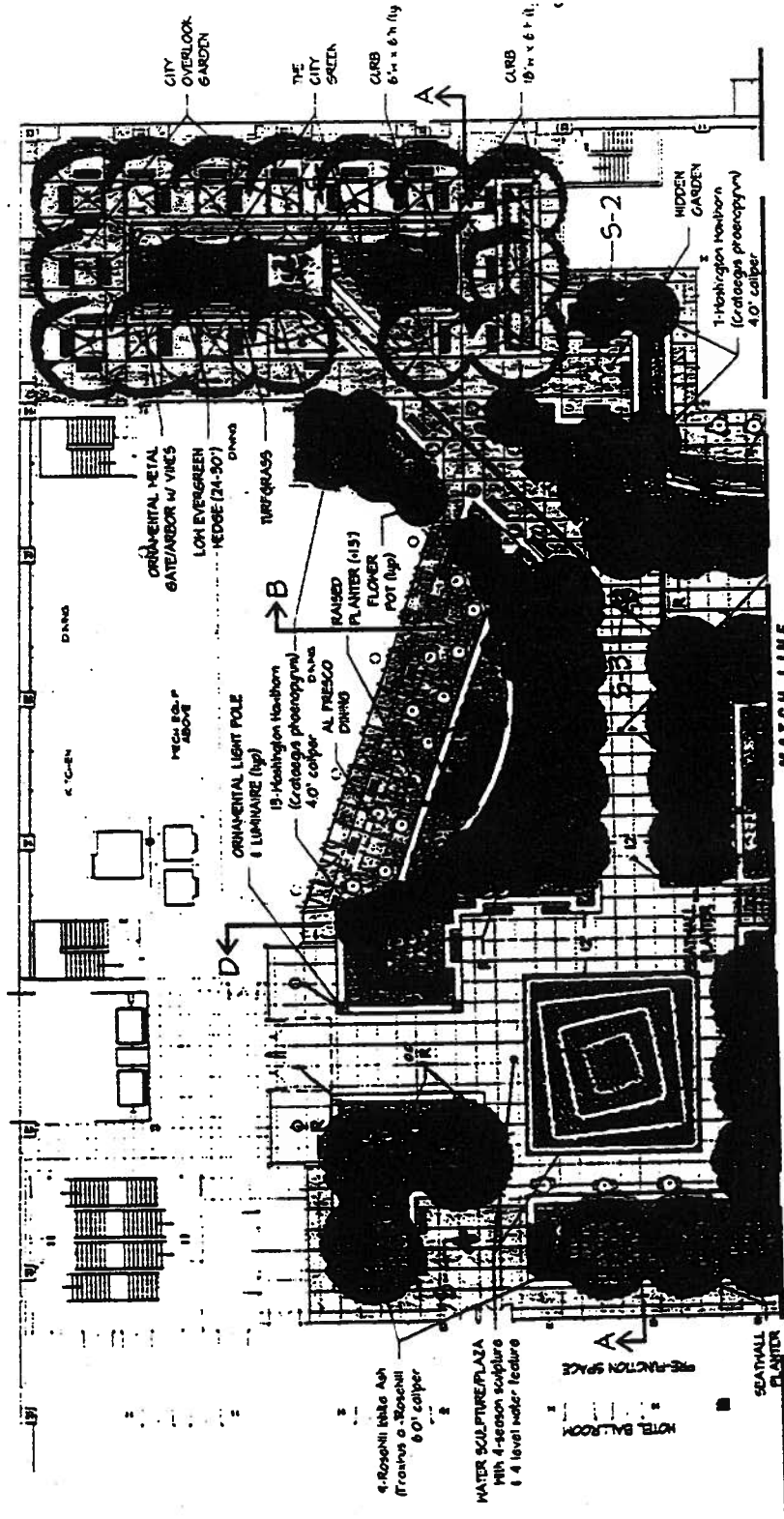
100 NORTH STATE STREET

© Solomon Cordwell Buenz & Associates, Inc.

January 25, 2001

GROUND FLOOR / SITE / LANDSCAPE PLAN

Enlarged Roof Garden Plan -- North Portion.

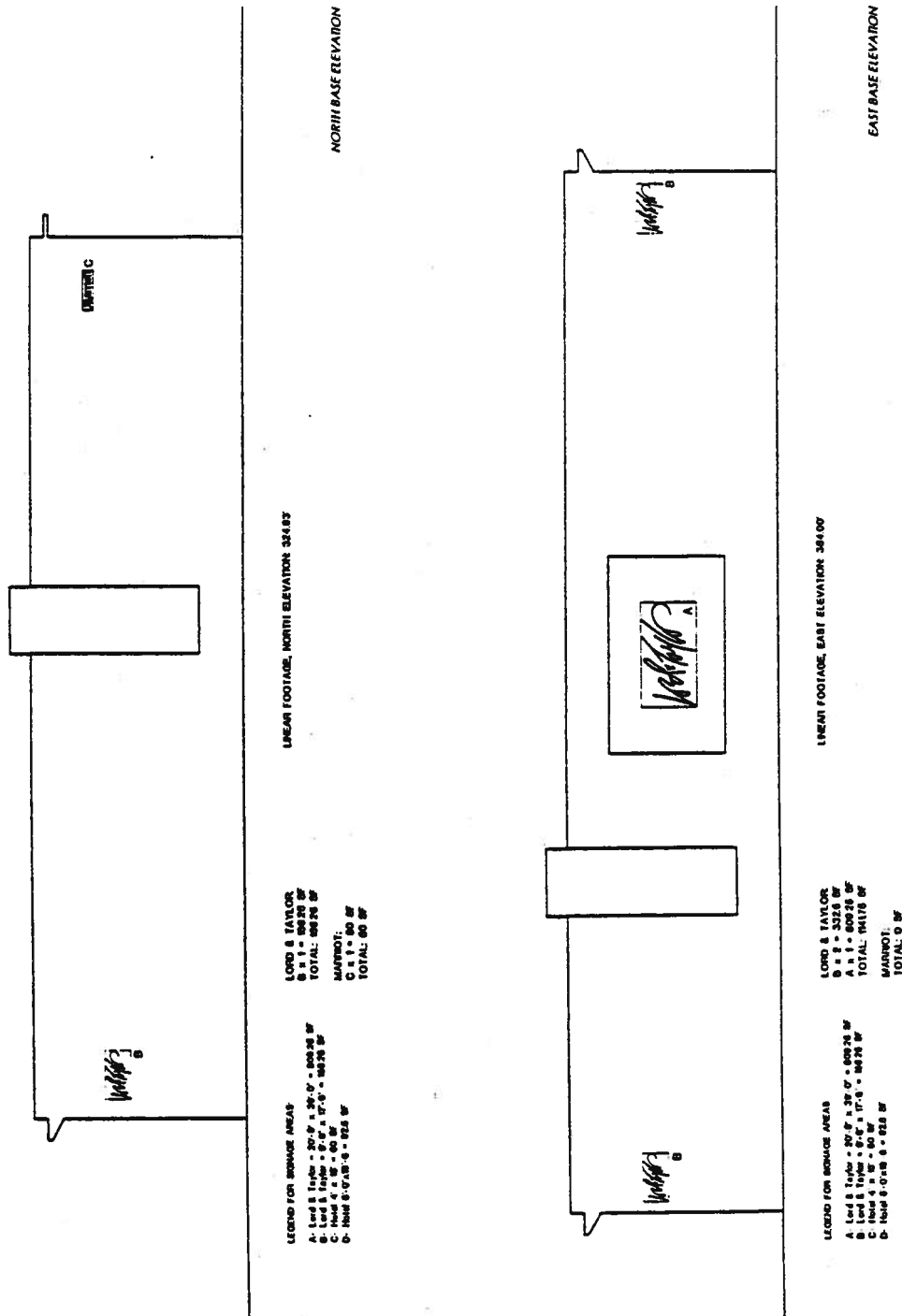


ENLARGED ROOF GARDEN PLAN, NORTH PORTION

100 NORTH STATE STREET
January 26, 2001

© Kenneth Campbell Burnett & Associates, Inc.

Partial Signage -- North And East Base Elevations.



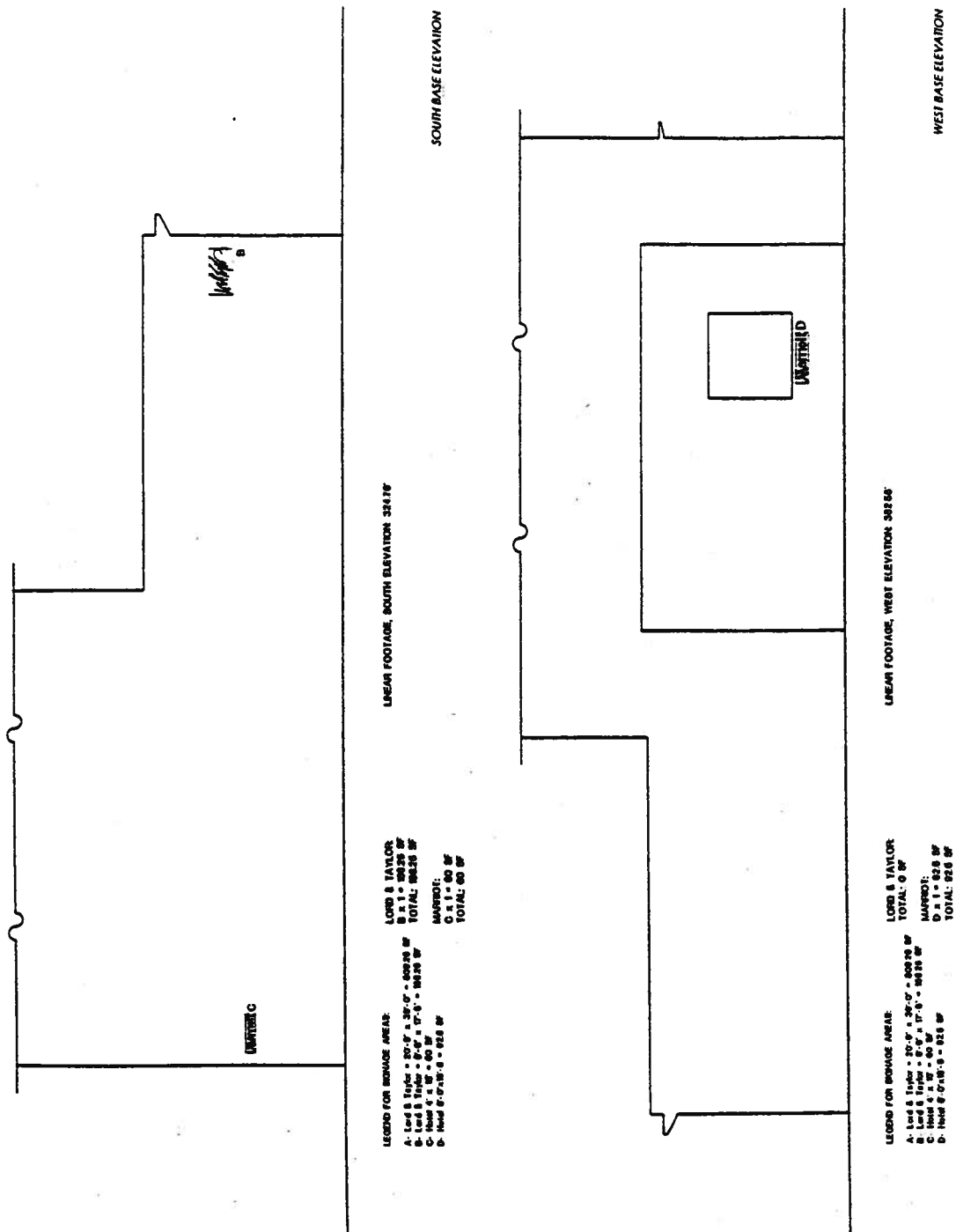
PARTIAL SIGNAGE, NORTH AND EAST BASE ELEVATIONS

100 NORTH STATE STREET

January 25, 2001

© Solomon Cordwell Buenes & Associates, Inc.

Partial Signage -- South And West Base Elevations.



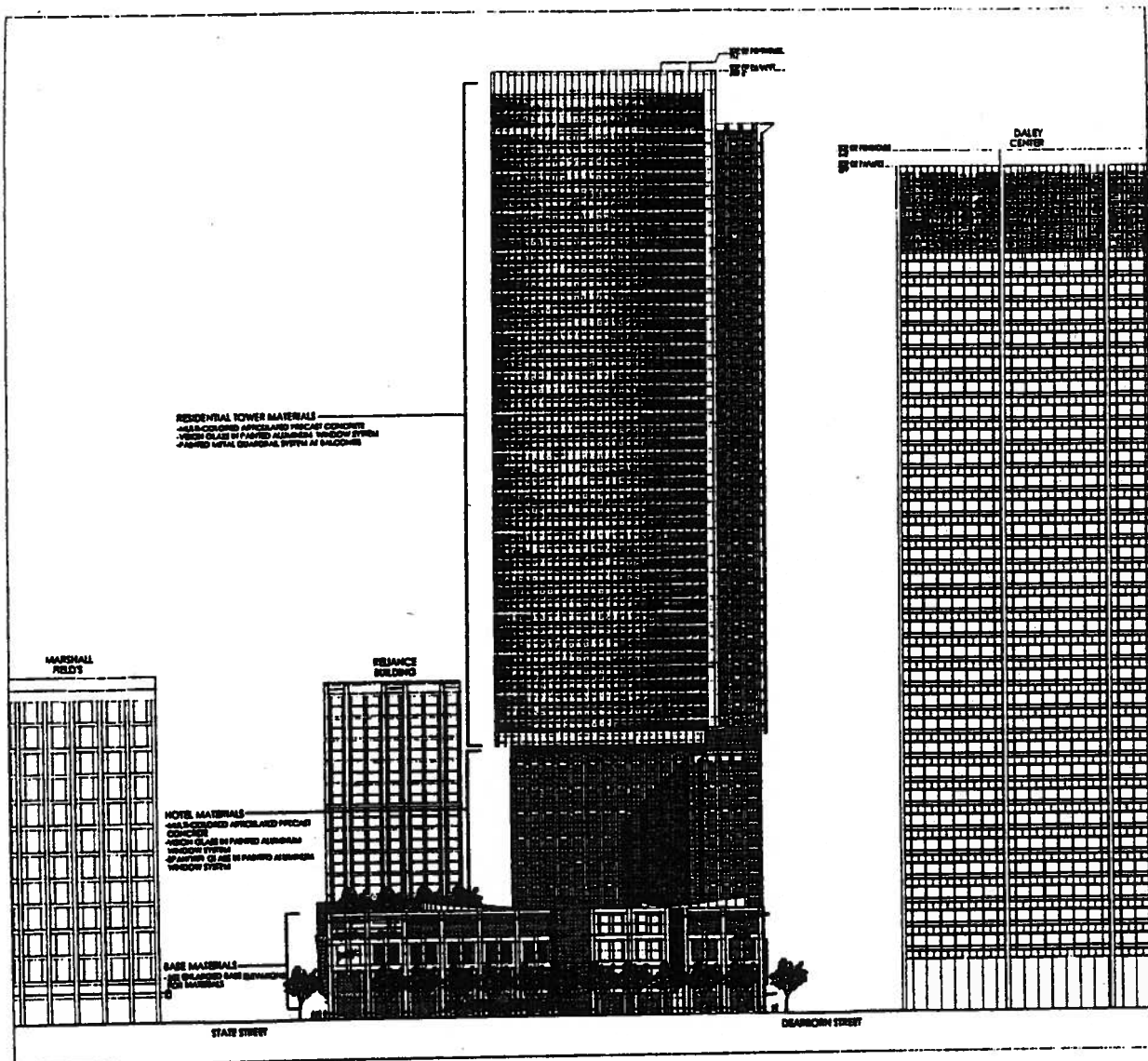
PARTIAL SIGNAGE, SOUTH AND WEST BASE ELEVATIONS

100 NORTH STATE STREET

© Solomon Cordwell Buenz & Associates, Inc.

January 23, 2001

North Building Elevation.



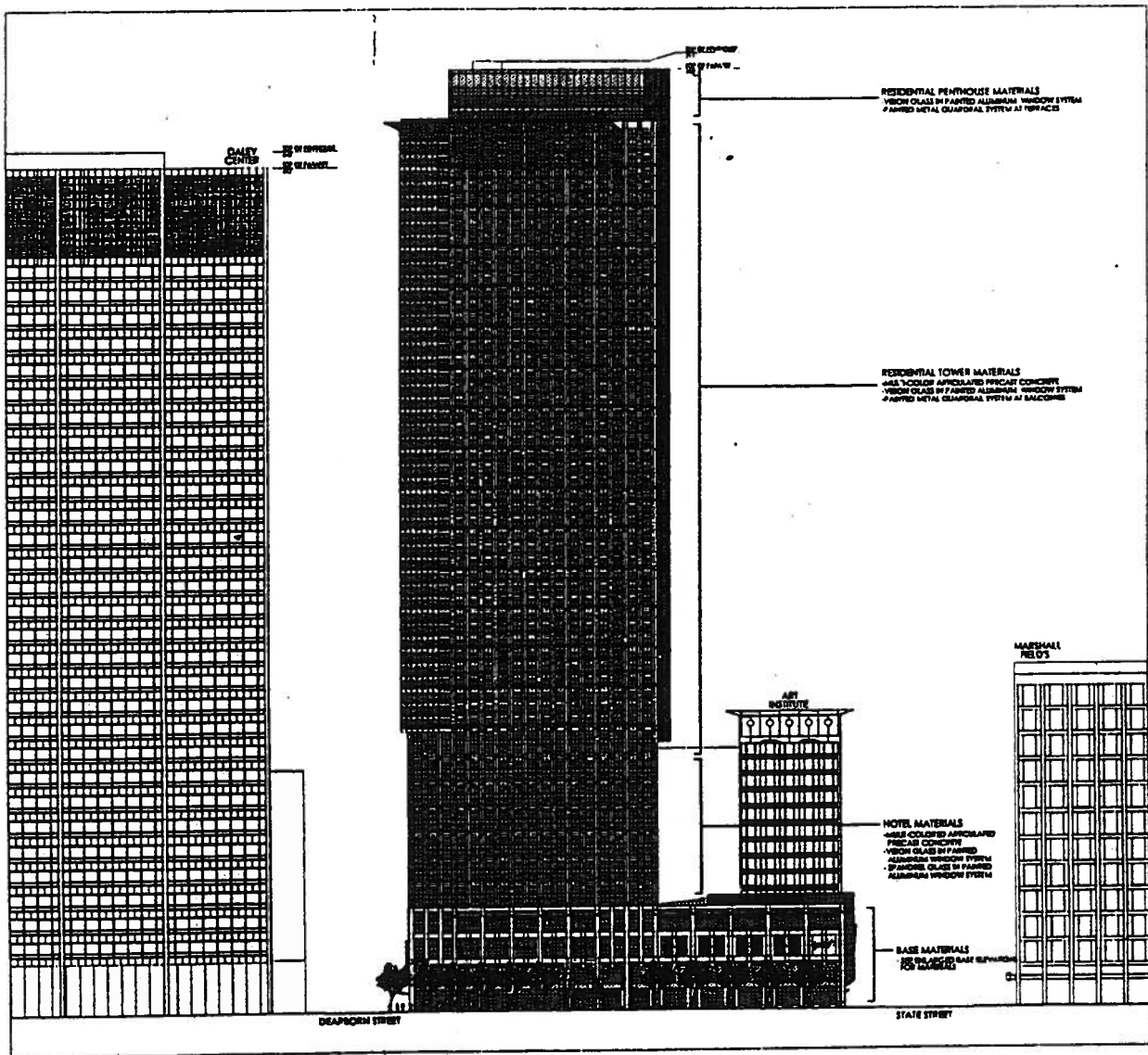
100 NORTH STATE STREET

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January 25, 2001

NORTH BUILDING ELEVATION

South Building Elevation.



100 NORTH STATE STREET

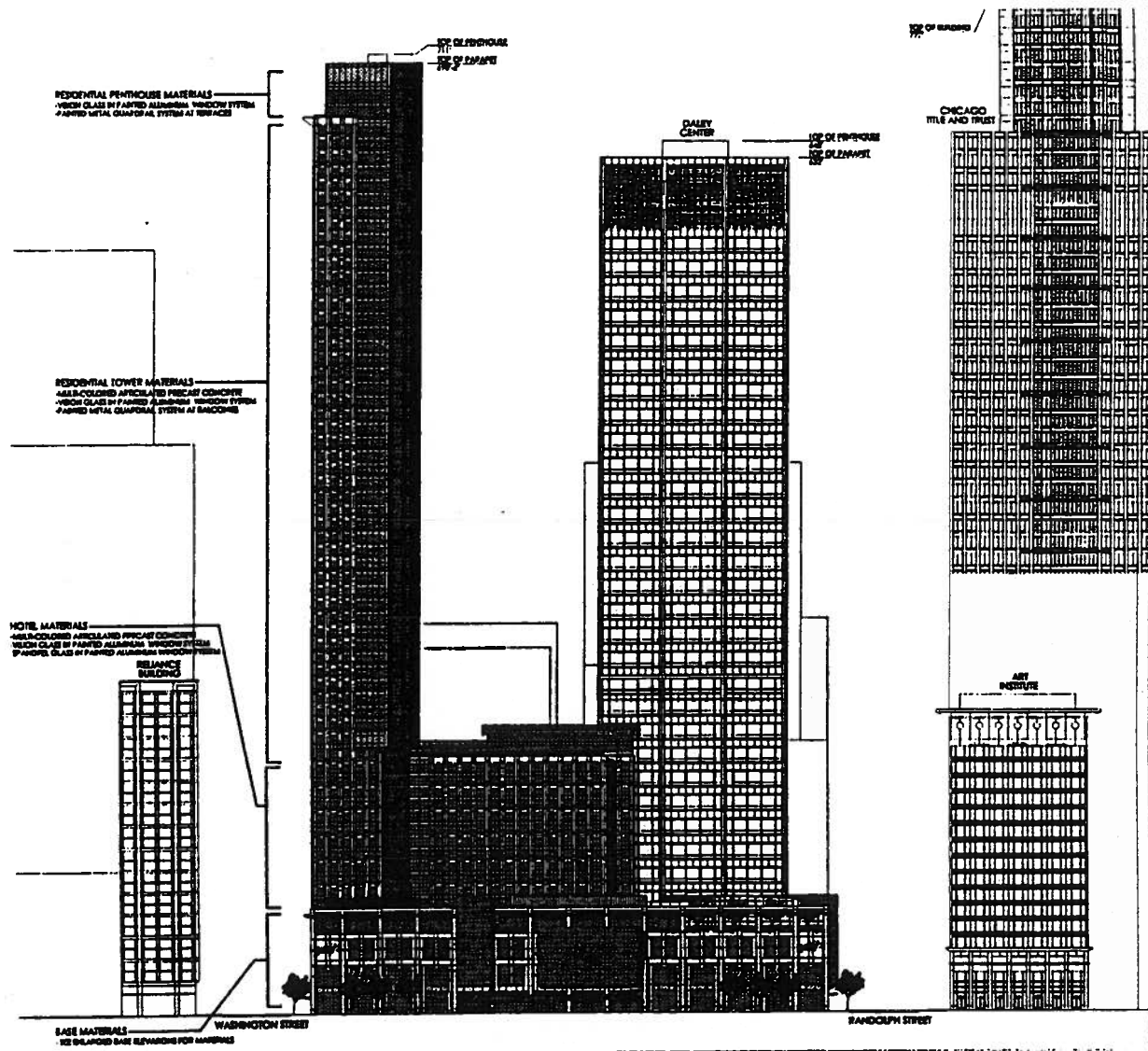
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January 25, 2001

SOUTH BUILDING ELEVATION

0 10 20 30

East Building Elevations.



100 NORTH STATE STREET

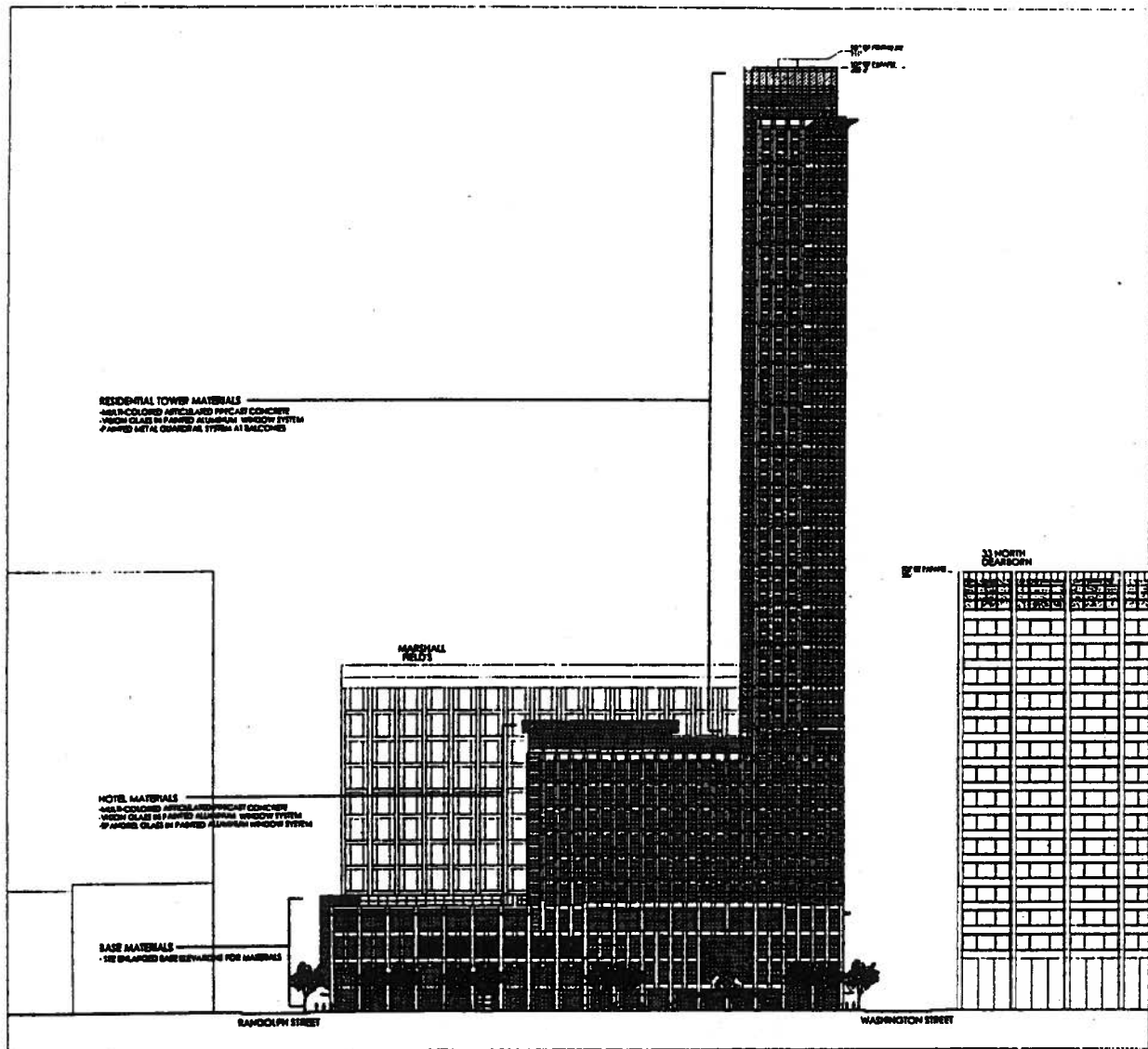
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January 25, 2001

EAST BUILDING ELEVATION

0 12 18 24

West Building Elevation.



100 NORTH STATE STREET

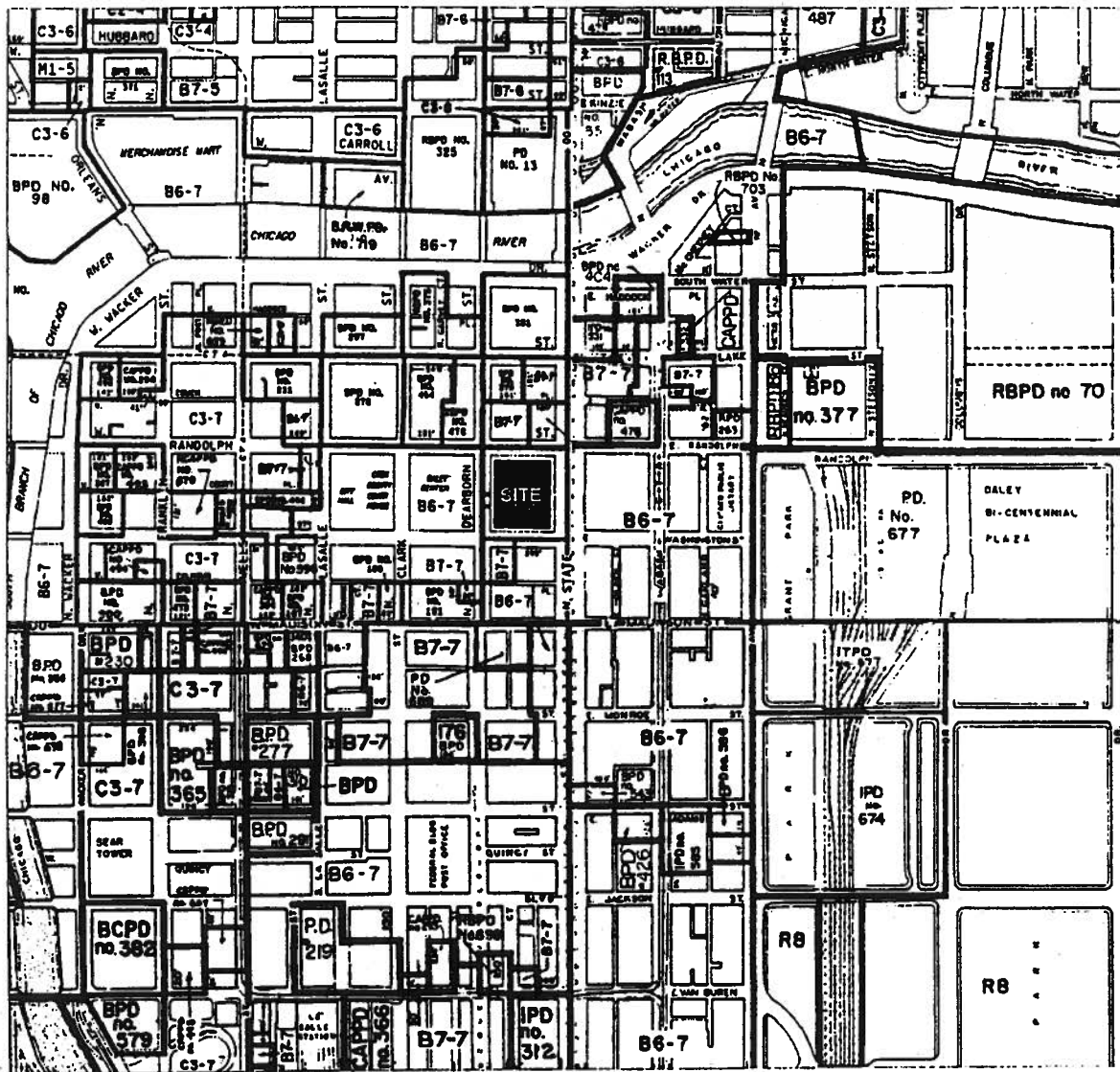
© Solomon Cordwell Buenz & Associates, Inc.

January 25, 2001

WEST BUILDING ELEVATION

0 10 20 30

Existing Zoning Map.



100 NORTH STATE STREET

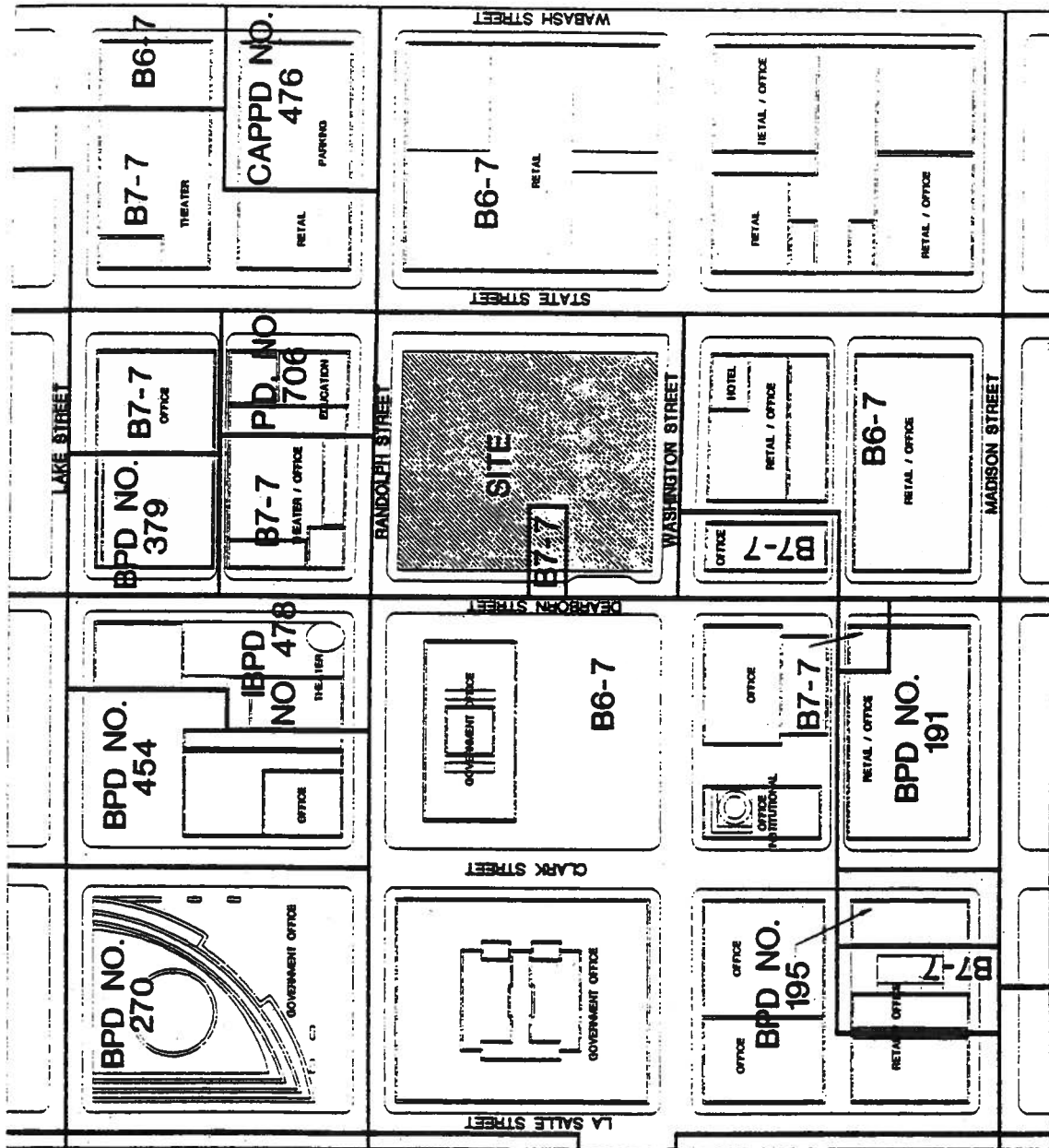
© Solomon Cordwell Buenz & Associates, Inc.

January 25, 2001

EXISTING ZONING MAP

(1)

Existing Land-Use Map.

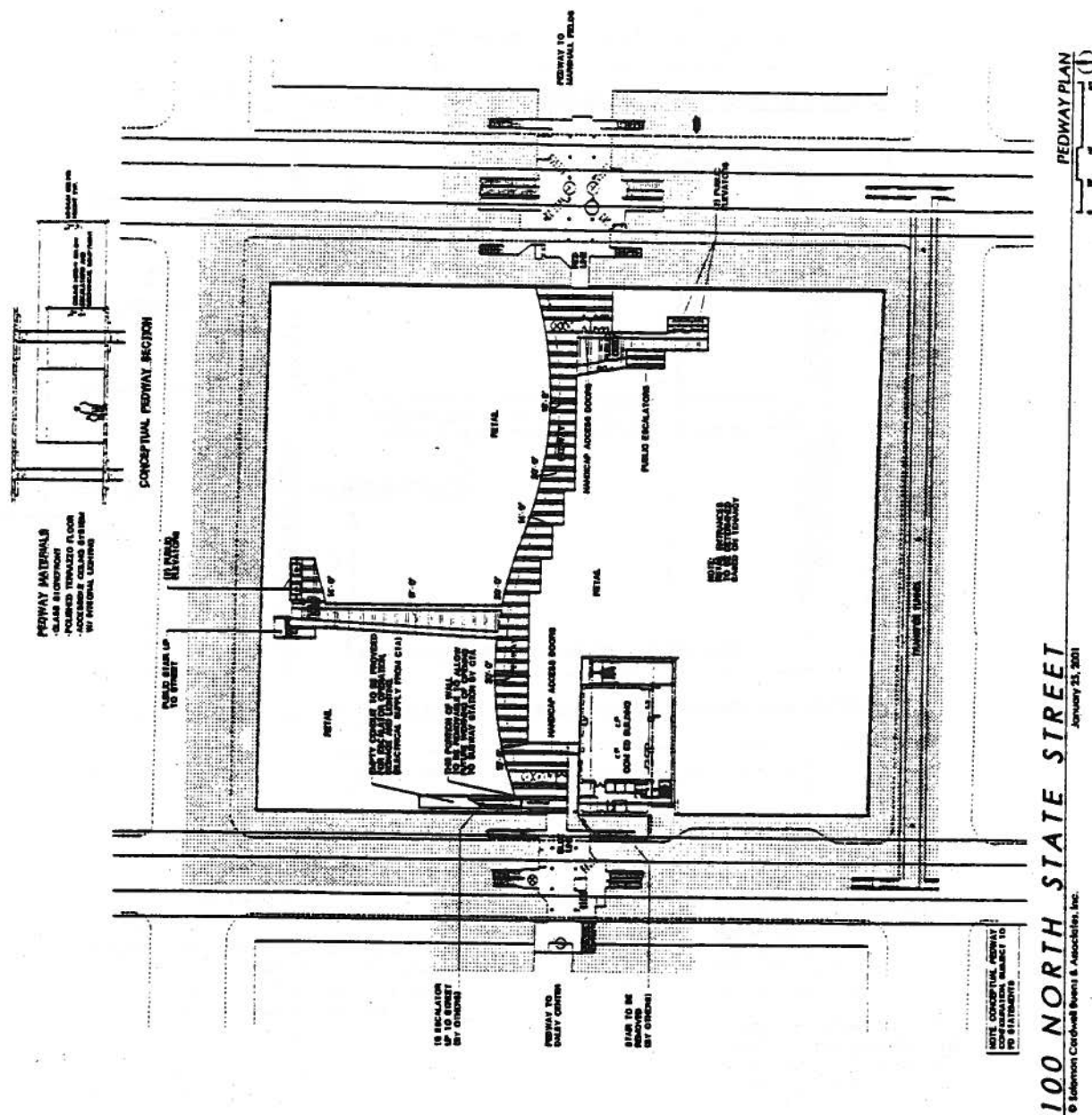


EXISTING LAND USE MAP
 0 50 100
 (1)

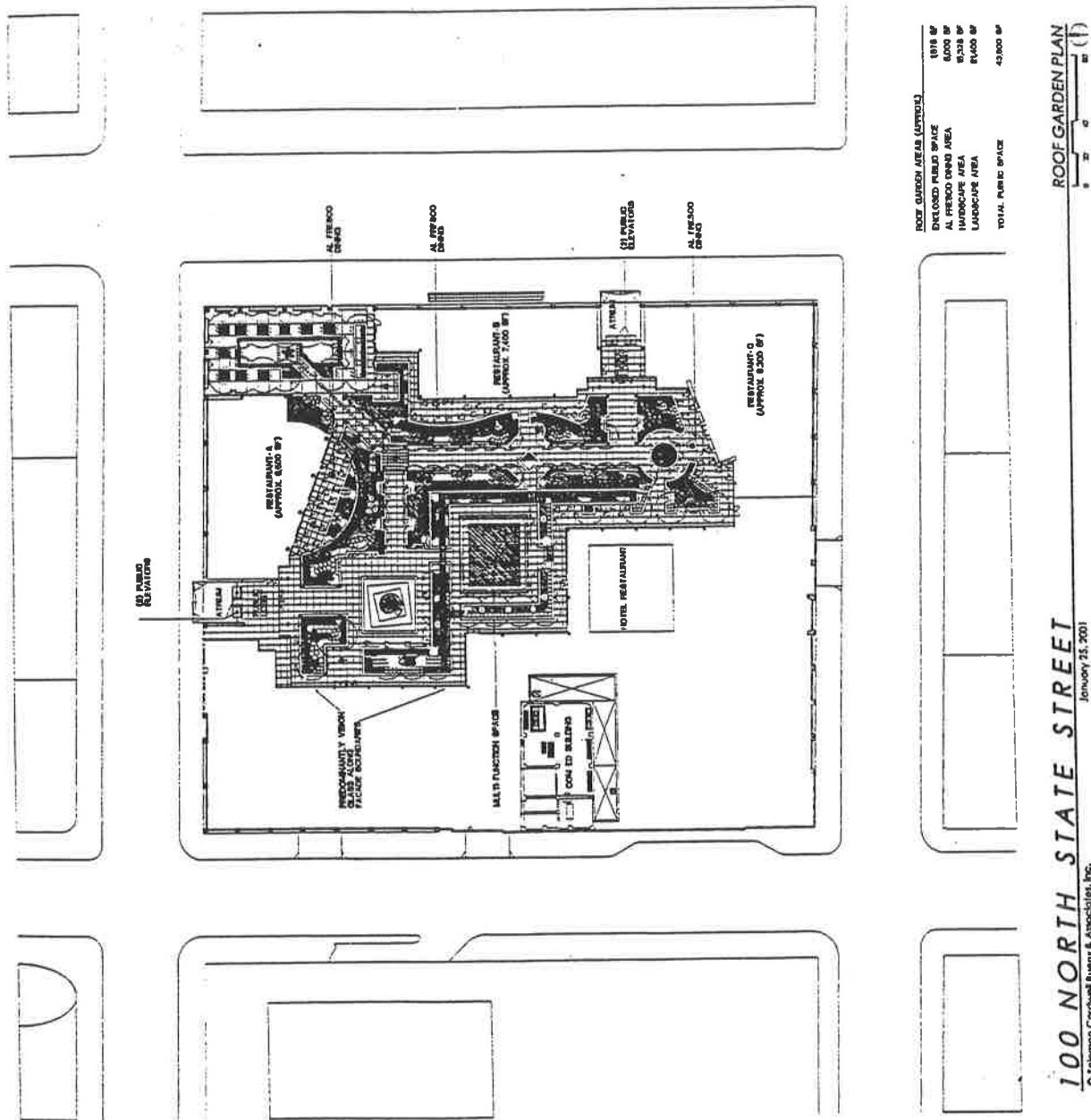
100 NORTH STATE STREET
 January 23, 2001

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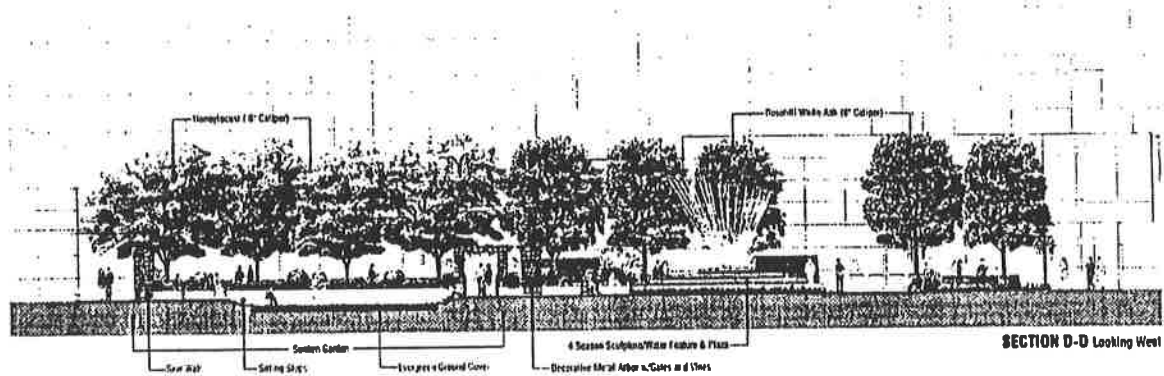
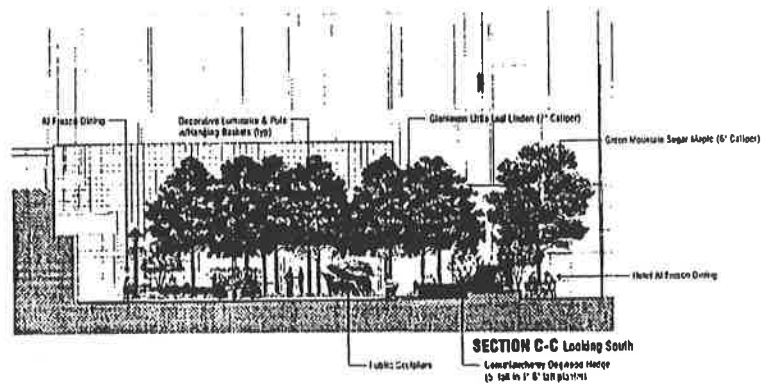
Pedway Plan.



Roof Garden Plan.



Roof Garden Elevation Drawing -- Sections C-C And D-D.



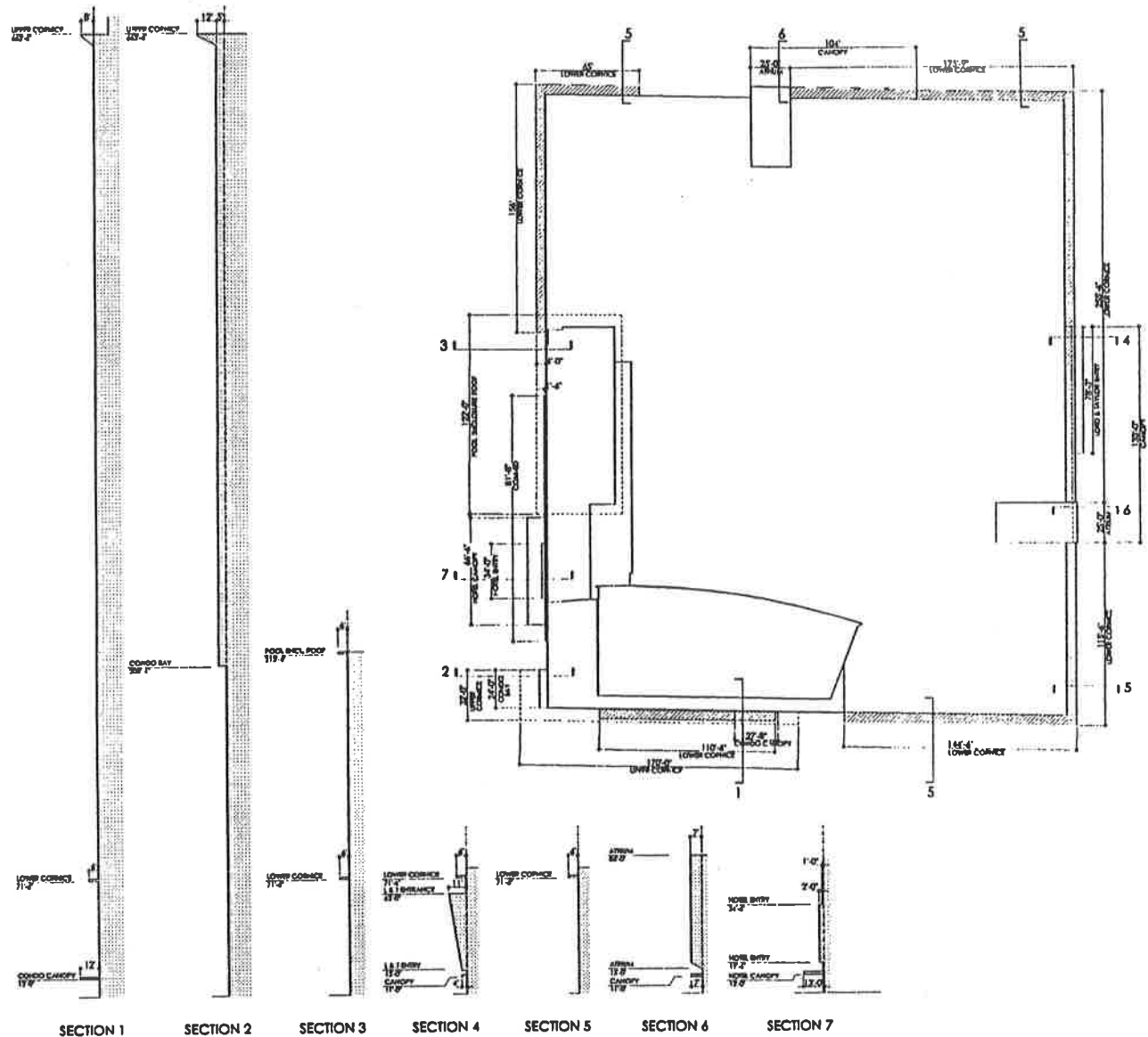
100 NORTH STATE STREET

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January 25, 2001

SECTIONS C-C & D-D THROUGH ROOF GARDEN

Extensions Over Right-Of-Way.



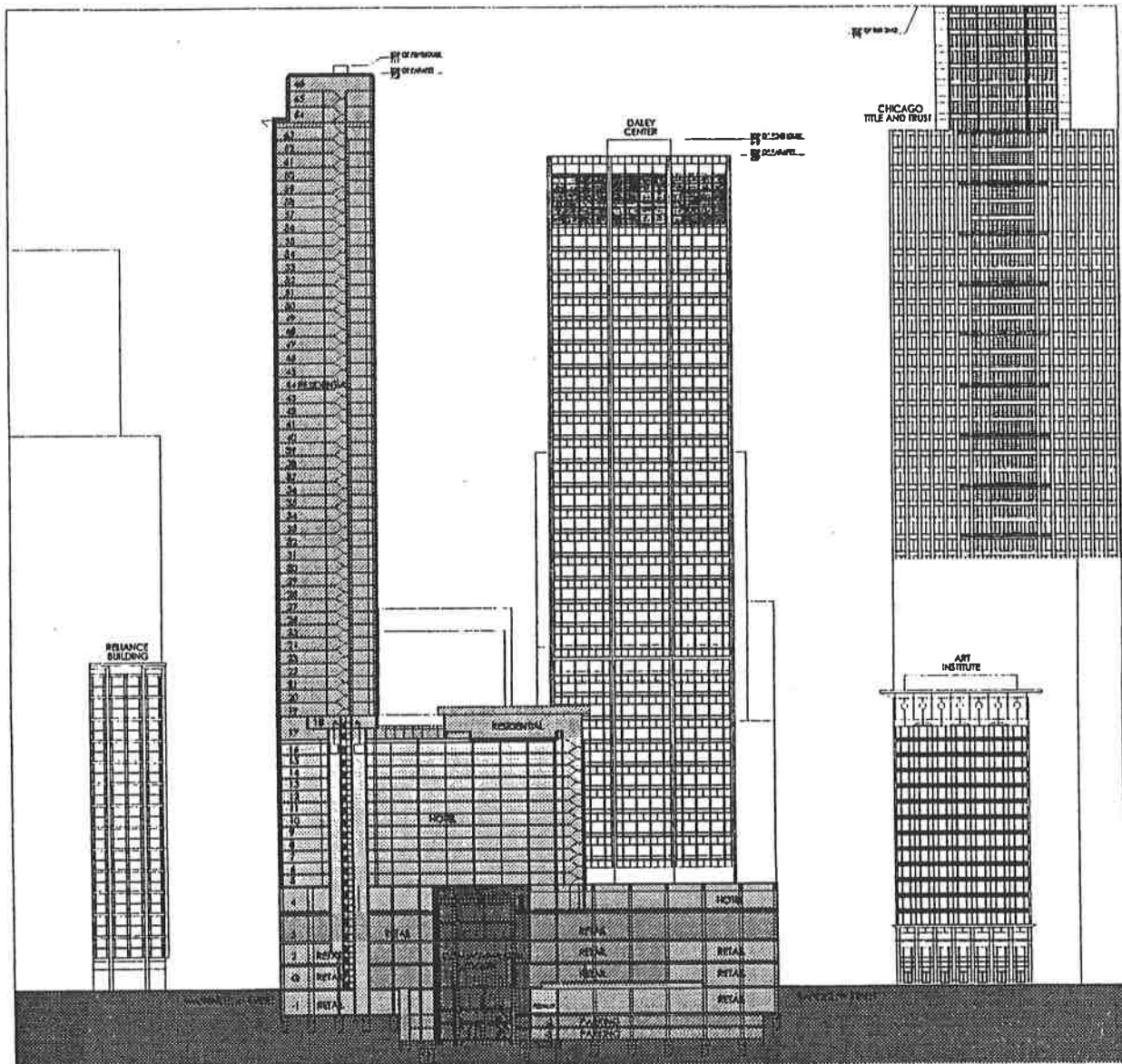
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EXTENSIONS OVER RIGHT-OF-WAY

Schematic Building Section.



100 NORTH STATE STREET

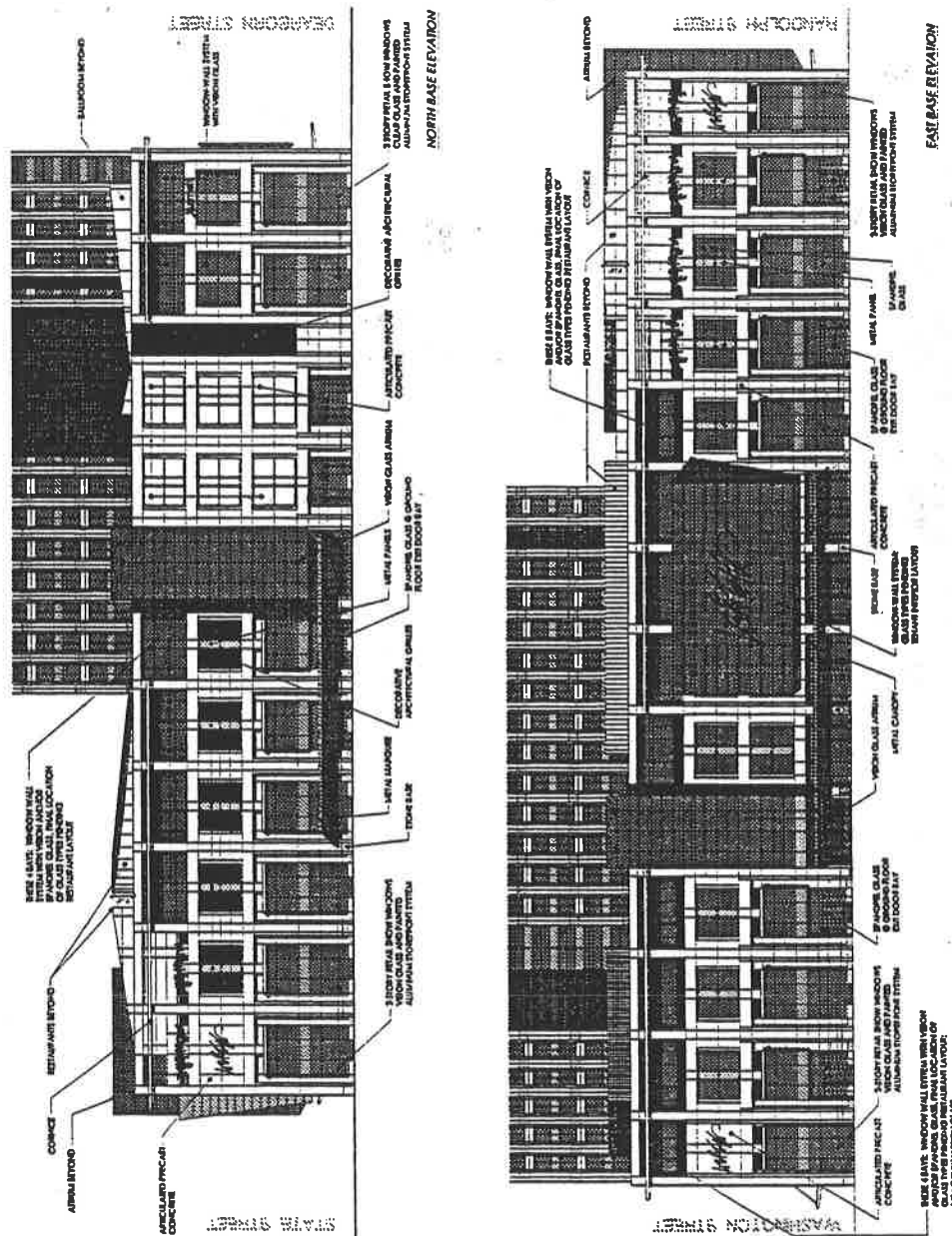
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January 25, 2001

SCHEMATIC BUILDING SECTION

0 25 50 100

North And East Base Elevations.



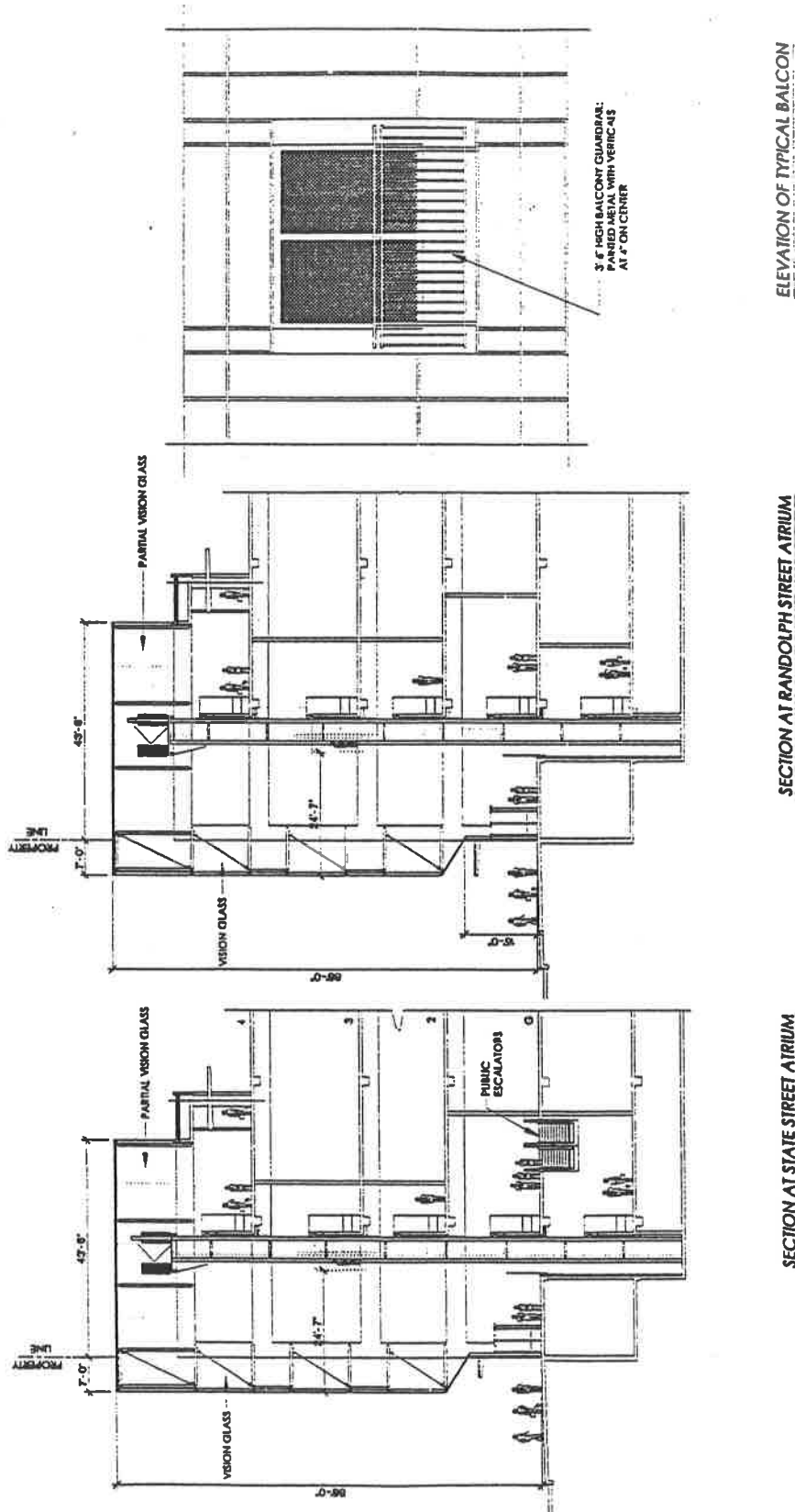
NORTH AND EAST BASE ELEVATIONS

100 NORTH STATE STREET

January 25, 2001

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Atrium And Balcony Details.



100 NORTH STATE STREET

January 25, 2001

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10516

Gross Site Area = Net Site Area: 20,795 square feet (.48 acres)
plus area to remain in public right-of-way: 10,613.66 square
feet (.24 acres) = 31,408.66 (.72 acres)

Off-Street Parking And Loading Controls:

Minimum number of off-street parking spaces:	0
Maximum number of off-street parking spaces:	250
Minimum number of off-street loading berths:	2

Bulk Regulations:

Minimum setbacks:
Wells Street: 20 feet at the first story above grade only, except
that columns or piers supporting upper stories are
permitted

All other boundaries: 0

PD# 489

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

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 B7-7 General Central Business District and the B6-7 Restricted Central Business District symbols and indications as shown on Map No. 1-F in the area bounded by:

West Randolph Street; North State Street; West Washington Street; North Dearborn Street; a line 51.17 feet south of West Court Place; a line 54 feet east of North Dearborn Street; a line 54.50 feet south of West Court Place; a line 80.02 feet east of North Dearborn Street; the center line of West Court Place; and North Dearborn Street,

to the designation of a Business Planned Development which is hereby established in the area described above, subject to such use and bulk regulations as are set forth on the Plan of Development herewith attached and made a part hereof and to no others.

(Continued on page 5685)

(Continued from page 5680)

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

Plan of Development attached to this ordinance reads as follows:

Business Planned Development No. 409
(As Amended)

Plan Of Development

Statements.

1. The area delineated herein as a phased Business Planned Development (the "Planned Development") consists of approximately 120,279 square feet or 2.76 acres of real property. However, for calculation of the maximum building area only, the net site area shall include the Commonwealth Edison substation and shall equal a total area of 124,441 square feet or 2.86 acres. It is bounded on the north by West Randolph Street; on the east by North State Street; on the south by West Washington Street and generally on the west by North Dearborn Street (the "Property"), as shown on the attached "Property Line and Planned Development Boundary Map". The various parcels comprising the property are separately owned by the City of Chicago and the applicant.
2. This Plan of Development consists of twelve (12) statements; an Existing Zoning Map, a Property Line and Planned Development Boundary Map, a Generalized Land Use Map, and a Table of Use and Bulk Regulations and Related Controls. The Plan of Development is applicable to the area delineated herein and these and no other controls shall apply to the delineated area, except for the terms and conditions contained in a Redevelopment Agreement between the City of Chicago and the applicant executed on October 22, 1987. This Plan of Development conforms to the intent and purpose of the Chicago Zoning Ordinance and all requirements thereof, and satisfies the established criteria for approval as a planned development.
3. The applicant or its successors, assignees, grantees or such other person or entity as may then own or control the subject property shall obtain all required reviews, approvals, licenses and permits in connection with this Planned Development.

4. The uses permitted in the Planned Development shall be those shown as Permitted and Special Uses in the B7-7 General Central Business District Classification. Earth station receiving dishes shall also be permitted.
5. Any service drive or other ingress or egress for motor vehicles, including those utilizing the West Washington and West Randolph Streets right-of-ways, shall be adequately designed and paved in accordance with the now published regulations of the Bureau of Traffic Engineering and Operations and in compliance with the Municipal Code of the City of Chicago, except that the maximum height of the vertical clearance for loading facilities shall be twelve (12) feet.
6. The height restrictions of any building or appurtenance attached thereto shall be subject to:
 - (a) Height limitations as certified on F.A.A. Form 7460-1 or successor forms involving the same subject matter and approved by the Federal Aviation Administration; and
 - (b) Airport Zoning regulations now in effect as established by the Departments of Planning, Aviation and Law, and approved by the City Council.
7. All required loading facilities will be provided below grade.
8. For purposes of floor area ratio (F.A.R.) calculations, the definitions in the Chicago Zoning Ordinance shall apply, provided, however, that floor area devoted to mechanical uses in excess of 5,000 square feet per floor shall not be included as floor area in the F.A.R. calculations.
9. Business and business identification signs shall be permitted within the Planned Development subject to the review and approval of the Departments of Planning, Zoning and Inspectional Services. If applicable, pursuant to the provisions of Chapter 86, Section 86.1-11 of the Municipal Code, City Council approval shall also be required. The City Council shall also make such grants of privilege or authorize other action as may be necessary for any overhang on the State Street facade that encroaches in the right-of-way by not more than ten (10) feet.
10. The applicant or its successors, assignees, and grantees, to the extent that it is consistent with the public health, safety and welfare, shall make reasonable efforts to maintain the pedway between Dearborn and State Street for pedestrian circulation during demolition of the existing improvements within the Planned Development boundaries. Provision shall be made during hours in which the building is open for a pedestrian route at least +/- sixteen (16) feet wide (except that any required structural supports may be placed within that +/- 16-foot width) at the first level below grade interconnecting the subway stations located between State Street and Dearborn Street. The subway access on the east side of Dearborn Street shall be incorporated into the development.

11. Street level arcades on Randolph and Washington Streets will maintain a +/- sixteen (16) foot clear width for pedestrian circulation.
12. The Plan of Development hereby attached shall be subject to the "Rules, Regulations and Procedures in Relation to Planned Development Amendments" as promulgated by the Commissioner of the Department of Planning and in force on the date of this application.

[Existing Zoning Map, Boundary and Property Line Map and Generalized Land Use Map and Existing Land Use Map printed on pages 5689 through 5692 of this Journal.]

Use and Bulk Regulations and Data attached to this Plan of Development reads as follows:

*Business Planned Development No. _____
(As Amended)*

Planned Development

Use And Bulk Regulations And Data.

Business Planned Development for that certain property located in the area bounded by West Randolph Street, North State Street, West Washington Street and generally by North Dearborn Street.

Net Site Area: Approximately 124,441.0¹ square feet.

General Description of Land Use: Office, retail, commercial², entertainment services and related accessory uses, and such other special uses and permitted uses as are currently included within the B7-7 zoning districts; the operation of earth station receiving dishes.

¹ Includes Commonwealth Edison Substation for calculation of total maximum building area, only, per North Loop Guidelines, "Maximum Development Parameters, by Block" Table, footnote 6a.

² Minimum retail commercial and entertainment space shall be 250,000 square feet above grade; the maximum shall be determined pursuant to North Loop Guidelines, "Maximum Development Parameters, by Block" Table, footnote 6b.

Maximum Floor Area Ratio: 18.0

Maximum Percentage of Land Coverage: 100%

Minimum Number of Loading Spaces Required: 14

Total Maximum Building Area: 2,239,938 square feet (excluding mechanical and below grade floors)

Gross Site Area Calculations:

- Net site area: 120,279 square feet
- Approximate area to remain in public right-of-way: 70,273 square feet
- Approximate gross site area: 190,552 square feet

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

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 M1-5 Restricted Manufacturing District symbols and indications as shown on Map No. 1-F in area bounded by:

the alley next north of and parallel to West Erie Street; North Franklin Street; West Erie Street; and a line parallel to and 150.94 feet west of North Franklin Street,

to those of a C2-5 General Commercial District and a corresponding use district is hereby established in the area above described.

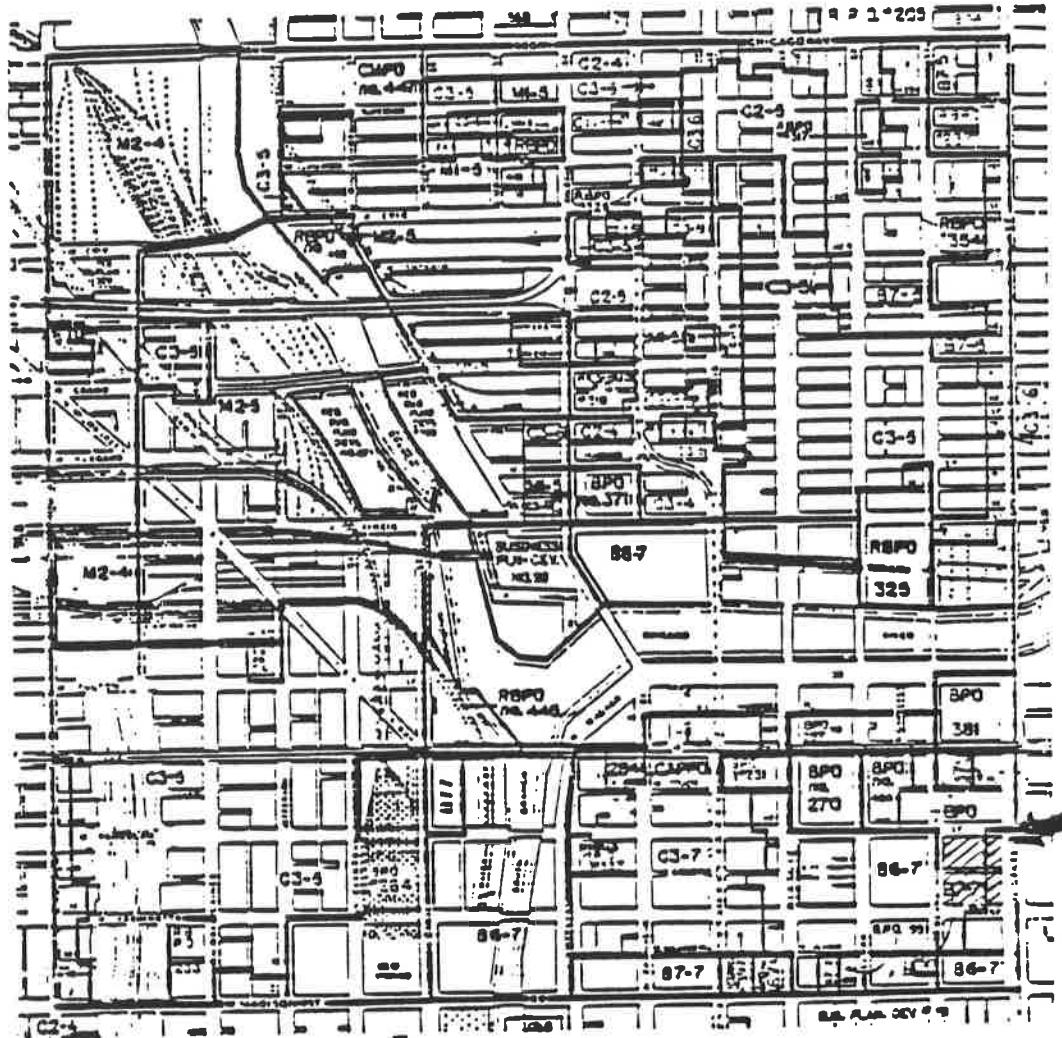
SECTION 2. This ordinance shall be in force and effect from and after its passage and due publication.

10/4/89

UNFINISHED BUSINESS

5689

BUSINESS
PLANNED DEVELOPMENT
EXISTING ZONING MAP

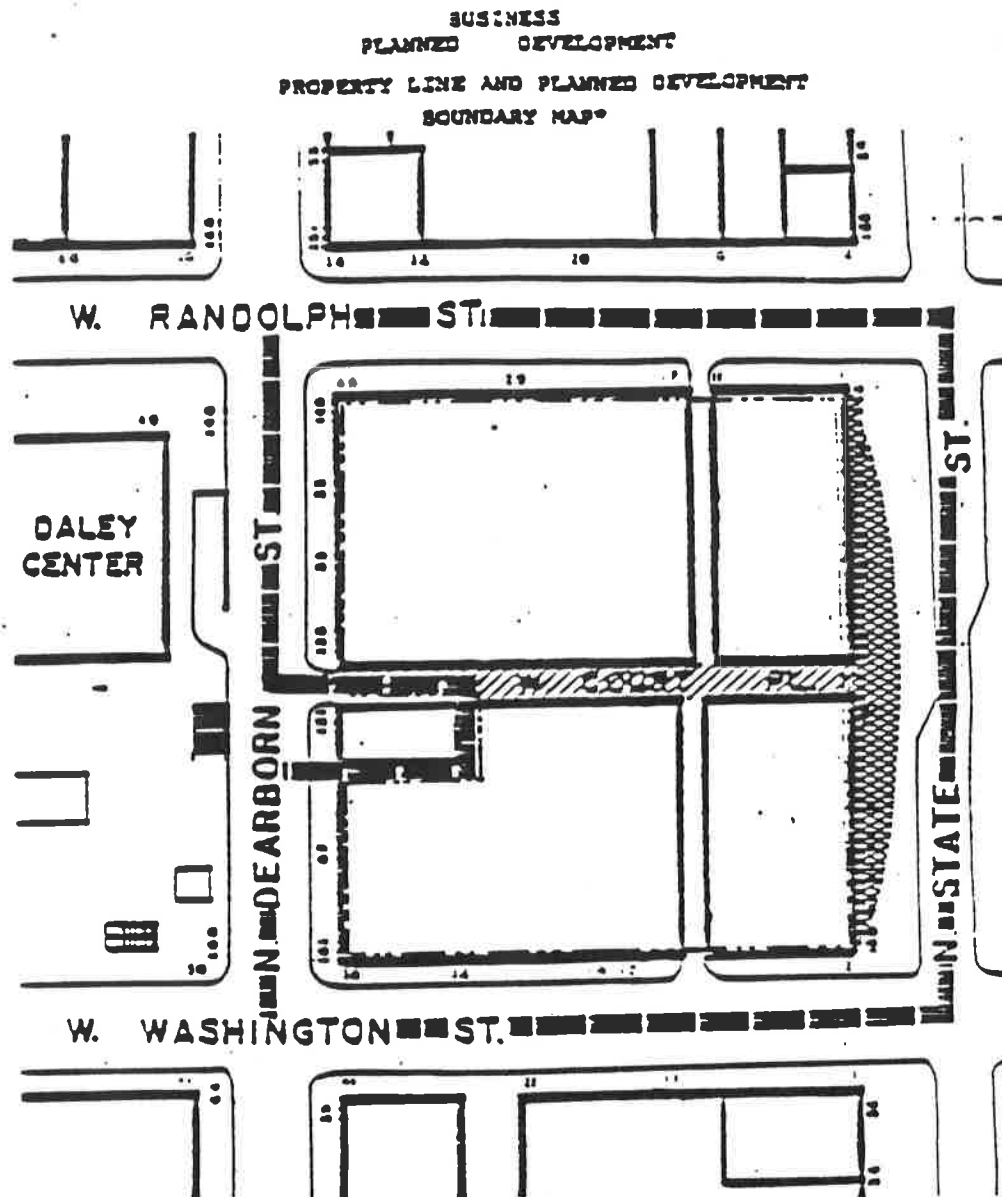


APPLICANT: FJV Venture, an Illinois
Joint Venture, as Agent
for the City of Chicago
980 W. Michigan Av.
Chicago, IL 60611



SUBJECT PROPERTY





DATE: June 13, 1989

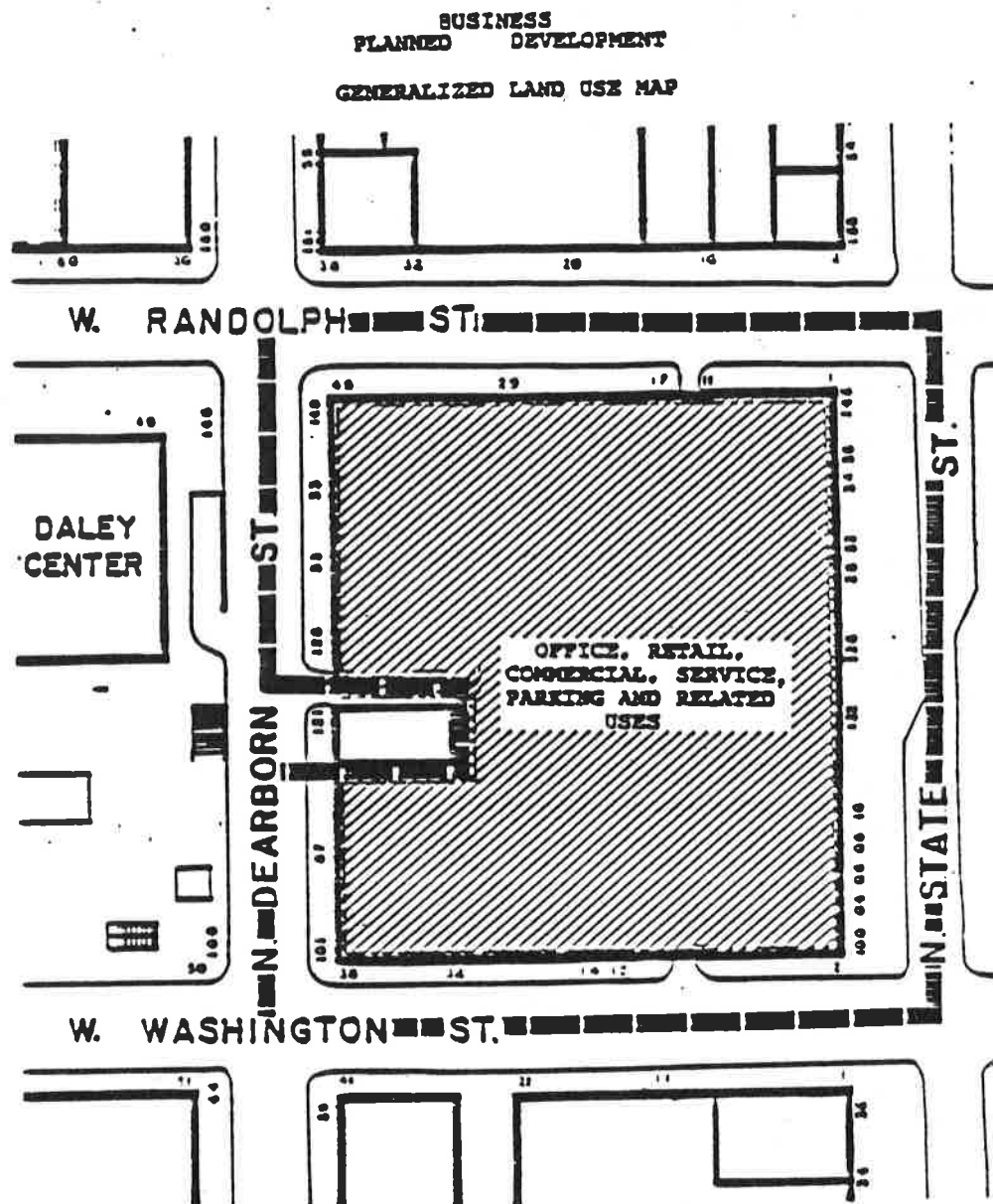


* NOT TO SCALE

APPLICANT: PJV Venture, an Illinois
Joint Venture, as Agent
for the City of Chicago
980 N. Michigan Av.
Chicago, IL 60611

DATE: June 13, 1989
REVISED: AUGUST 10, 1989

 PLANNED DEVELOPMENT
BOUNDARY
 PROPERTY LINE
 TO BE VACATED
 OVERHANG SUBJECT TO
GRANT OF EASEMENT OR
PRIVILEGE IN PUBLIC
RIGHT-OF-WAY

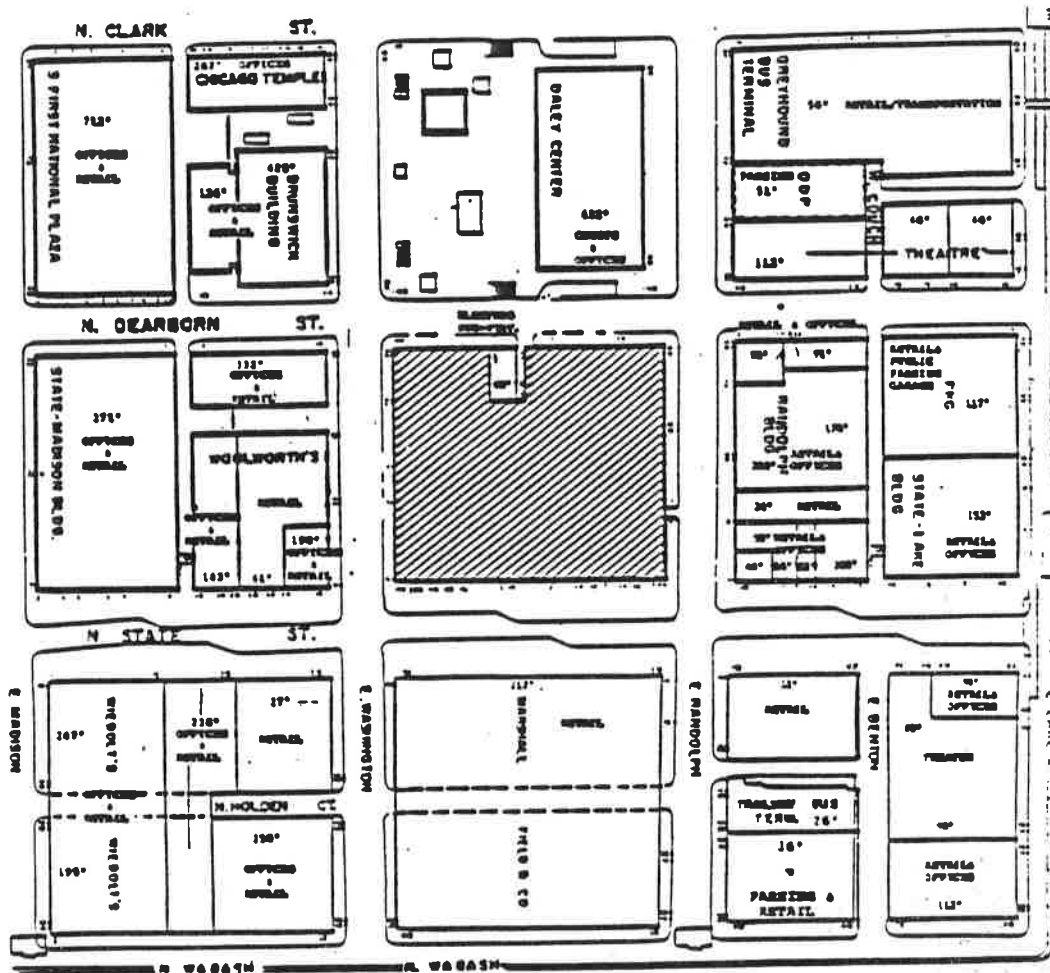


APPLICANT: FJV Venture, an Illinois
Joint Venture, as Agent
for the City of Chicago
980 N. Michigan Av.
Chicago, IL 60611

DATE: June 13, 1989

PLANNED DEVELOPMENT
BOUNDARY
PROPERTY LINE
SUBJECT PROPERTY

BUSINESS
PLANNED DEVELOPMENT
EXISTING LAND USE MAP



APPLICANT: FJV Venture, an Illinois
Joint Venture, as Agent
for the City of Chicago
980 N. Michigan Av.
Chicago, Il. 60611

DATE: June 13, 1989



SUBJECT PROPERTY

