

CENTRAL STATION

**Amendment No. 2
To
Master Plan II
Subarea A
AUGUST 18, 2005**

Applicant: Central Station, L.L.C.
Date: August 18, 2005
Date Revised:

CENTRAL STATION MASTER PLAN II- AMENDMENT NO. 2

1. The area delineated herein as Amendment No. 2 to Master Plan II (hereinafter “Master Plan II”) consists of approximately 1,251,647 gross square feet (28.73 acres). The Net Site area (Master Plan II area less area devoted to public roadways and public parks) is 945,979 square feet (21.72 acres).

The private areas within this Master Plan are divided into eight (8) parcels as depicted on Exhibit 4: Parcel 1, Parcel 2, Parcel 3, Parcel 3A, Parcel 3B, Parcel 4 Parcel 5 and Parcel 6. Areas referred to herein as the "Restricted Development Zones" are located as depicted in Exhibit 4. Any reference herein to "Parcel" or "development parcel" shall mean the aforesaid Parcels 1, 2, 3, 3A, 3B, 4, 5 and 6. The public park areas within this Master Plan are depicted on Exhibit 5.

2. The boundaries of this Master Plan II are generally as follows: East Roosevelt Road, South Lake Shore Drive, East 14th Street extended east; South Indiana Avenue; East 13th Street; the properties commonly known as 1305-1321 South Michigan Avenue and 1337-1355 South Michigan Avenue; and South Michigan Avenue from East 13th Street to Roosevelt Road.

3. This Master Plan consists of these eight (8) statements and the following attached Exhibits:

| <u>Exhibit Number</u> | <u>Exhibit Title</u> |
|-----------------------|---|
| 1. | Location Map |
| 2. | Existing Street Map |
| 3. | Rights-of Way Adjustment Map |
| 4. | Master Plan Boundary and Development Parcel Map, Curb Cut and Loading Zones |
| 5. | Land Use Controls Map |
| 6. | Height-Allowance Map |
| 6A. | OMPE East Elevation |

7. Table of Permitted Uses
8. Table of Bulk Regulations
9. Property Survey
10. a, b, c, d, & e Streetscape Improvement Plans
11. Daniel Webster Park Improvement Concept Plan
12. Pedestrian Circulation Map
13. View Corridors Map

Full size sets of these exhibits are on file with the Department of Planning.

4. This Master Plan conforms to the requirements of Planned Development No. 499 as amended and the Central Station Development Guidelines for Master Plan approval.

5. Public Rights-of-Way as depicted on Exhibit 3 shall be retained, dedicated and/or vacated in accordance with the provisions of this Master Plan II as necessary to accommodate the private development and public improvements contemplated by this Master Plan II. In the event of any inconsistency between the requirements to dedicate, vacate or retain right-of-way and any other agreement (including any redevelopment agreement), between the City and the property owners or any ordinance adopted by the City Council, the terms of said ordinance or said agreement shall govern.

6. This Master Plan II implements the provisions of Statement No. 11 of Planned Development No. 499 as amended for that portion of the Planned Development property located within the Master Plan II area. All improvements upon and use of the Property shall be designed and constructed in conformance with the provisions of this Master Plan II and Planned Development No. 499 as amended; provided however, that the terms and provisions of this Master Plan II contain regulations, among other things, upon the uses and bulk permitted by Planned Development No. 499 as amended which provisions shall govern and, the provisions of

this Master Plan II carry out, among other things, the requirements of Statements No. 9 and 10 of Planned Development No. 499 as amended, which provisions shall govern.

7. Development Regulations

A. Permitted Uses. Permitted uses within the area of Master Plan II are those described and contained on the Table of Permitted Uses (Exhibit 7).

B. Bulk Regulations. The bulk regulations for the Master Plan II area are contained on the Table of Bulk Regulations (Exhibit 8). For the purposes of Floor Area Ratio ("FAR") calculations, Grade Level and Plaza Level shall be established at the time of Site Plan review. Floor area below the Plaza Level (or "Curb Level") shall not be included in calculating the total number of square feet permitted under this Master Plan.

C. Parking and Loading.

(i) Off-Street Parking.

Off-street parking spaces shall be provided at a minimum for each use developed in the Master Plan area as follows: single-family/single-family attached housing/townhouse/walk-up non-elevator – 1.00 space/DU; all other multi-family residential uses - 0.55 spaces/DU; senior residential uses – 0.3 spaces/DU; retail/commercial uses - 0.4 /1000 sq. ft. spaces if retail uses are less than 5% of total developed floor area and 2.9 spaces/1000 sq. ft. if retail uses exceed 5% of total developed floor area; office uses -0.7 spaces/1000 sq. ft.; hotel uses-0.25 spaces/guest room. Off-street parking must be carefully located and designed to be functional, compatible with immediately surrounding uses, and architecturally compatible with the surrounding neighborhood. The following are additional restrictions on off-street parking:

- a. Permanent parking must be located in garages or other enclosed structures or below-grade.
- b. Any portion of an outdoor, at-grade off-street temporary parking area visible from a public right-of-way must be located and landscaped in a manner consistent with the vehicular use area

landscaping and screening provisions of the Chicago Zoning Ordinance.

- c. All required off-street parking spaces serving uses within the Master Plan area shall be located within the same Parcel as the use served.
- d. Direct access from a public street to offstreet parking areas and garages is permitted through permitted curb cuts.
- e. All above-grade parking garages shall have active uses (e.g. retail, restaurants, lobbies, community rooms, dwelling units, day care center, etc.) at ground level and at upper levels in appropriate locations in accordance with the "streetwall" criteria established in Section E.(iv).

(ii) Off-Street Loading.

Loading docks and related facilities shall be provided in accordance with the DX-7 requirements of the Chicago Zoning Ordinance. All loading docks shall be off-street, and all loading docks shall be located within a structure or building which shall be enclosed and provided with a door.

The Applicant shall use its best efforts to accomplish off-street loading in the following preferred manner:

- Parcel 1: from 13th Street;
- Parcel 2: from 13th Street and the Restricted Development Zone;
- Parcel 3: from 13th Street and 14th Street;
- Parcel 3A: from 13th Street and 14th Street;
- Parcel 3B: from 13th Street and 14th Street;
- Parcel 4: from 13th Street, the Restricted Development Zones, or 14th Street.

In addition, at the time of Site Plan approval, a limited number of curb cuts for loading dock access may be approved along Indiana Avenue and Michigan Avenue within the curb cut zones as indicated in Exhibit 4. No loading docks or loading dock facilities will be permitted along Roosevelt Road.

D. Vehicular Circulation.

(i) Curb Cuts.

Driveways, entrances to off-street parking and to loading docks, and all other facilities requiring curb cuts shall be located and sized to minimize conflicts with on-street traffic and with pedestrian circulation. Access from interior roads or alleys is strongly preferred. All curb cuts shall, singly or in combination, provide for ingress and egress and shall be constructed in accordance with the standards of the City of Chicago and included in an approved Site Plan.

There shall be no curb cuts in the following locations:

- a. At the perimeter of Daniel Webster Park;
- b. Along Roosevelt Road;
- c. Along Indiana Avenue and Michigan Avenue except as allowed at the time of Site Plan approval in the curb cut zones as depicted in Exhibit 4 .

(ii) Private Roadways.

- a. A private roadway shall mean any drive or way designed and intended for use as vehicular access to or within any Development Parcel.
- b. Private roadways may be constructed in any of the Parcels for the purpose of providing ingress and egress, including service access.
- c. Private roadways may provide all of the vehicular access to structures located in Parcels 1, 2, 3, 3A, 3B and 4.
- d. Each private roadway must be included in an approved Site Plan, and each segment of private roadway shall be adequately designed and paved in compliance with the Municipal Code of Chicago, all to provide ingress and egress for motor vehicles, including emergency vehicles; there shall be no parking within such paved areas.
- e. Fire lanes, if required, shall be adequately designed and paved in compliance with the Municipal code of Chicago to provide access and egress for emergency vehicles; there shall be no parking within such fire lanes.

- f. All private roadways shall be designed to appropriately accommodate pedestrian use. Sidewalks (on at least one side of the roadway), lighting and landscaping shall be provided along the roadway.
- g. All private roadways shall be reasonably accessible to public pedestrian use and shall not preclude such use through security fences, gates, walls or other obstructions.
- h. All private roadways shall be designed and configured to provide direct and coherent pathways to public streets.

Strong preference shall be given to a system of private (or dedicated public) roadways that extends the existing street grid into the development parcels and that provides a continuous vehicular path of travel with no dead ends or cul-de-sacs.

(iii) Access and Layout.

Every building or use within a development parcel shall be provided with adequate and appropriate vehicular and pedestrian access to a public roadway. Parking space layout, private roadway vehicular circulation, private pedestrian circulation routes, location and design of curb cuts at public streets shall be designed and constructed in accord with the applicable provisions of this Master Plan II and shall promote a safe, efficient, appropriate and beneficial design. Such considerations shall be subject to the review and approval of the Department of Planning.

E. Urban Design

(i) Private Open Space.

In addition to the Restricted Development Zone, other open space will be provided within the residential development parcels of the Master Plan II area in the form of gardens, landscaped areas, landscaped roof decks or other above-grade open space facilities. On 14th Street, Indiana Avenue and on private roads, landscaped common setbacks or private yards shall be provided that are of a proportionate scale to that of the adjoining residential buildings. Said open space shall be adequate in area and design to serve the associated residential development and shall meet or exceed the requirements of any applicable City Ordinances, such as the Townhouse Ordinance. Commercial development parcels are encouraged to provide private open space that is accessible to the public.

(ii) Building Design.

Building designs that reflect divisions into base, middle and top, that have setbacks, cornice lines, changes in plane or materials, articulated surfaces, or other methods of reducing the scale and mass are encouraged. Building materials and design which present a building as a unified whole while still including setbacks and recesses to maximize light, air and views are preferred. For each building adjacent to a public right-of-way or the Restricted Development Zone, a primary building entrance must be oriented to, accessible from and visible from that public right-of-way or the Restricted Development Zone, as the case may be. Active uses (e.g. dwelling units, common rooms, lobbies, day care center, etc.) accessible by pedestrians from adjoining public sidewalks are preferred at grade level in all locations where residential use is permitted and where commercial use is permitted, active uses such as retail, restaurants, lobbies, day care centers, etc. are preferred at the first two levels.

(iii) Building Materials.

The primary material for the facades of structures in the Master Plan II area generally visible from the public right-of-way but not otherwise devoted to windows or other openings shall be masonry (i.e. brickwork, stonework, terra cotta, et al.) or materials (such as concrete) which are articulated and colored to give the appearance of, and which are compatible with, masonry. Exposed structural concrete, dry-vit or other stucco-like material or reflective glass shall not be allowed. Materials of upper stories shall be similar to those of the lower, however, the level of detailing may be simplified. Save and except for parking structures, (per Section E. (vi) below), distinct windows or courses of windows are to be provided on all sides of each building above its base. The colors and textures of materials used within any Parcel are to be complementary and compatible. Mechanical equipment on rooftops shall be screened with quality materials, and made a feature of the building design, where appropriate. No canopies or other building projections shall be allowed that would interfere with street tree canopies except at entrances to hotels and theater uses. Balconies shall be fitted with supports for planter boxes where appropriate.

(iv) Streetwalls.

a. General

Any structure facing a public street (the "streetwall") or pedestrian way shall be given variety, texture and detail through the use of different heights, projections, recesses, offsets, variations to the

roof line or parapet wall, variations in the type or color of materials or other devices which contribute to an architectural character, prevent the appearance of bulkiness, and provide a human scale. A minimum of fifty percent (50%) of the streetwall at the ground level of any structure containing retail, commercial or office uses at the ground level shall be finished with clear or lightly tinted vision glass opening onto active internal uses, and the remainder of that streetwall shall be architecturally compatible with the upper portions of that structure and with adjacent structures.

b. Roosevelt Road

Buildings fronting on Roosevelt Road shall have a minimum height of one hundred (100) feet, in addition to the maximum height specified on Exhibit 6, and shall be built to a consistent setback line necessary to create a minimum sidewalk planter area and carriage walk width of twenty (20) feet on Roosevelt Road as indicated on Exhibit 10a. A decrease in the minimum limitation of the Roosevelt Road streetwall to 50', also to be measured from Roosevelt Road, in the spaces between pairs of towers; otherwise to remain at 100'. A reduction of the 10-foot minimum setback along Roosevelt Road for the One Museum Park tower. The ground and second floor levels shall contain active use commercial or retail spaces. Buildings fronting on Roosevelt Road shall provide belt courses or cornice lines consistent with the historic Michigan Avenue streetwall to the west of Grant Park. In addition, the design of any tower setback above one hundred feet in height along Roosevelt Road shall relate to the Michigan Avenue streetwall. In recognition of the prominence and high visibility of the Roosevelt Road streetwall, any above-grade parking garage structures proposed for development sites on Roosevelt Road must be entirely fronted with active use space facing Grant Park. The Roosevelt Road streetwall should wrap around to the Lake Shore Drive façade, creating a formal edge to the Museum Campus.

c. Michigan Avenue

Except for buildings contained within Parcel 3A and 3B, buildings fronting on Michigan Avenue shall have a minimum height of fifty (50) feet, in addition to the maximum height specified on Exhibit 6, and shall be built to a consistent setback line necessary to create a minimum sidewalk planter area and carriage walk width of twenty-two (22) feet on Michigan Avenue as indicated on Exhibit 10. Buildings fronting on Michigan Avenue contained within Parcel 3A and 3B shall have a minimum height of fifty (50) feet.

In addition to the maximum height specified in Exhibit 6, and shall be built to a consistent setback line as indicated on Exhibit 10d and 10e. Such buildings shall provide belt courses or cornice lines consistent with the historic Michigan Avenue streetwall to the west of Grant Park. In addition, the design of any tower setback along Michigan Avenue shall relate to the historic Michigan Avenue streetwall. The ground and second floor levels of all buildings (including parking structures) fronting on Michigan Avenue shall contain active use commercial or retail spaces. Where above-grade parking structures are proposed for development sites on Michigan Avenue, first preference shall be given to structures that are entirely fronted with active uses facing Michigan Avenue. At a minimum, on the Michigan Avenue façade, such structures must be fully enclosed with glazing and indistinguishable in design and materials from habitable floors above and below.

d. Indiana Avenue

Buildings fronting on Indiana Avenue north of 13th Street shall have a minimum height of fifty (50) feet, in addition to the maximum height specified on Exhibit 6, and shall be built to a consistent setback line necessary to create a minimum sidewalk planter area and carriage walk width of twenty-one (21) feet on Indiana Avenue as indicated on Exhibit 10. The ground and second floor levels of all buildings (including parking structures) fronting on Indiana Avenue north of 13th Street shall contain active residential, commercial or retail use spaces.

Buildings fronting on Indiana Avenue south of 13th Street shall have no minimum height requirement and shall be built to the property line or shall have a minor landscaped setback for residential uses per section E.(i). The ground floor of all buildings (including parking structures) fronting on Indiana Avenue south of 13th Street shall contain active residential uses (e.g. dwelling units, common rooms, lobbies, and day care centers, etc.).

Where above-grade parking structures are proposed for development sites on Indiana Avenue, first preference shall be given to structures that are entirely fronted with active uses facing Indiana Avenue. At a minimum, on the Indiana Avenue façade, such structures must be fully enclosed with glazing and indistinguishable in design and materials from habitable floors above and below.

(v) Lake Shore Drive Building Orientation and Design.

Buildings facing Lake Shore Drive shall step down from Roosevelt Road to 14th Street as described in the Height Allowance Map (Exhibit 6) and shall be designed and located to minimize building mass directly facing the Drive and to maximize light, air, views of the Lake and the City and separation between buildings. Belt courses, cornice lines, building massing, tower setbacks, materials and other means shall be used to relate to the scale and architectural significance of the Field Museum to the east. The buildings shall be designed and located to open onto and front the future decked open space identified in Subarea 5.

The first level above the deck level over the Metra tracks shall contain active residential, commercial or retail spaces. Where parking uses are proposed above this level, first preference shall be given to such structures that are entirely fronted with active uses facing Lake Shore Drive. At a minimum, on the Lake Shore Drive façade, such structures must be fully enclosed with glazing and indistinguishable in design and materials from habitable floors above and below.

The Applicant shall construct the townhomes along the east elevation of the building known as One Museum Park East as depicted on the OMPE East Elevation drawing (Exhibit 6A) at such time that the adjacent decks spanning the railroad tracks are constructed by the City of Chicago.

The Roosevelt Road streetwall should wrap around to the Columbus Drive façade creating a formal edge to the Museum Complex.

(vi) Parking Structures.

For parking structures occurring in areas other than those described in Section E. (iv) "Streetwalls", walls enclosing a structure which is used, in whole or in part, for parking automobiles must be treated architecturally with texture, fenestration, or other devices such that the facade of any such structure which faces a public right-of-way, and the materials used in that facade, are architecturally related, consistent and compatible with the architectural treatment of the remainder of the structure of which that facade is a part and/or with the architectural treatment of adjacent structures. Such similar design elements shall include but not be limited to: materials, size, shape, number and pattern of window openings, glazing or window framing, cornices, moldings, reveals, sills and other decorative surface treatments. To avoid the appearance of a tower on a podium where structures contain parking and active uses, the tower portion should be architecturally integrated with the podium through massing as well as materials. Parking areas, ramps, floors, headlights,

interior lighting and parked vehicles must be entirely screened from view from the public way with glass, decorative grills, or window frames. Landscaped roofdecks and planter boxes with irrigation devices and adequate soil depth for planting are strongly encouraged.

(vii) Streetfront Fences.

Fencing on private property adjacent to a public right-of-way shall be substantially open and constructed of decorative metal and shall not take the form of a wall which prevents views from the public right-of-way into the private property. Fencing shall not be of chain-link or wood construction. Masonry piers are encouraged along residential property lines where appropriate.

(viii) Lighting.

Buildings shall be designed with architectural features that are lit at night wherever possible. Lighting along private pedestrian ways shall be compatible with lighting in the public rights-of-way in the Master Plan II area. The level, or intensity, of lighting shall be sufficient to permit reasonable safety in walking.

(ix) Landscaping.

Landscaping of buildings at terraces, rooftops and balconies shall be provided wherever possible and appropriate and in accordance with the Chicago Landscape Ordinance. All open areas of the Property which are not otherwise devoted to permitted buildings, parking areas or pedestrian/vehicular circulation areas shall be maintained in landscaping, which shall consist of grass, ground cover, shrubs, trees or other living plant materials, decorative paving and walkways. Trees and other plants in continuous raised planters are preferred over trees in grates along Roosevelt Road, Michigan Avenue and Indiana Avenue. Awnings and seasonal flowers in pots at building entrances are encouraged to enhance the pedestrian environment. In addition to the requirements of this Master Plan II (providing, among other things, for the installation of parkway trees in the public right-of-way and the landscaping and screening of open parking areas), any development of the Property shall incorporate landscaping to the extent feasible to enhance the appearance of the development from the public street, to screen uses from the street and to provide compatible buffers between adjacent uses. All private property landscaping shall be properly and adequately maintained at all times. Parkway trees shall be maintained in accordance with the applicable provisions of the Chicago Zoning Ordinance.

(x) Signage.

Except as delineated below, permitted signage shall include signs for building identification and information, business identification and information, and parking identification and information; however, all signage shall be subject to the reasonable approval of the Department of Planning and Development. Buildings shall be designed with clearly delineated signage bands. Preference shall be given to pin-mounted back lit signs with individual letters that are externally lit.

Temporary signage for site identification and information purposes or for marketing (sales, rental, leasing) and directional purposes is permitted in all Parcels, subject to the reasonable approval of the Department of Planning and Development.

Prohibited signs include electronic moving message board signs, flashing signs, advertising signs, rooftop signs, and projecting signs.

F. Height Restrictions.

Height restrictions for all Parcels are described on the Height Allowance Map (Exhibit 6). All heights are measured in accordance with Chicago City Datum (“CCD”).

G. Grading.

Site grading for new development will be coordinated to meet with existing pavement and curb elevations along Roosevelt Road, Michigan Avenue; Indiana Avenue, 13th Street and 14th Street public right-of-ways. Site grading for new development adjoining the railroad right-of-way will be coordinated to permit railroad operations and proposed busway operations along the eastern air rights parcel. Site grading for development within the Restricted Development Zones shall be coordinated to provide public access to the platform park above the railroad right-of-way. Storm water accumulated on development parcels will be

collected and discharged to city sewers in a controlled manner acceptable to local storm water management authorities.

H. Shadow Zones

The location, orientation and massing of structures shall be designed to minimize shadows on public and private open areas and parks within and around the development. If appropriate, the Applicant shall provide shadow studies for proposed high or mid-rise structures at the time of Site Plan review.

I. Energy Conservation.

The Applicant shall use best and reasonable efforts to design, construct and maintain all buildings constructed within the Master Plan II area 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 (“ASHRAE”) and the Illuminating Engineering Society (“IES”).

8. Public Improvements.

Developments within this Master Plan II shall be accompanied by certain public improvements necessary to serve the development. All such public improvements shall be contained within the boundaries of an approved Site Plan prior to construction. All public improvements shall be designed, constructed and installed in accordance with all applicable City standards, laws and regulations, subject to the approval of the appropriate City Departments and Agencies as required, as well as in conformance with all other applicable state and federal standards, regulations and laws. These public improvements and the Property upon, over or

within which they are located shall be properly dedicated and/or conveyed to the City (or other public agency designated by the City) as appropriate; provided, however, that in the case of the Restricted Development Zone and any utilities not located within a roadway right-of-way, appropriate easements shall be granted to the City in form acceptable to the Department of Law. Completion of the aforesaid public improvements as hereinafter referred to shall mean that dedication of property, conveyance of ownership or a grant of easements, as the case may be, shall have occurred.

A. Public improvements shall be divided into the following categories:

(i) Public Roadways

Public roadways necessary to provide public access to and from the Property shall be constructed within the areas depicted on Exhibit 3. Public roadways for purposes of this Master Plan shall include pavement, curbs and gutters and medians where appropriate.

(ii) Public Utilities

Public utilities providing all necessary and appropriate utility service to the Property shall be constructed within and near the rights-of-way adjacent to the Property. These utilities include, without limitation, water supply, sewer facilities, electrical, gas, telephone and other utility facilities and services. These facilities shall be generally, but not necessarily, located within the roadways depicted on Exhibit 3.

(iii) Public Streetscape Improvements.

Streetscape improvements are generally street improvements other than roadway pavement, curbs and gutters. These improvements include sidewalks, parkway trees and planting areas, street furniture (including bus shelters) and street lights. All public roadways and the Restricted Development Zone within the Master Plan II shall include completed streetscape improvements. Exhibit 10, (a), (b), (c),(d), and (e) attached generally depicts typical streetscape improvements. Streetscape improvements shall be constructed by the Applicant in accordance with Exhibit 10 and all applicable city laws, regulations and standards, subject to the approval of the appropriate City Departments and Agencies as required. In particular, the Applicant shall coordinate the design,

materials, and detailing of sidewalks, streetlights, and street furnishings with any applicable current City specifications or proposals for the area.

(iv) Public Parks

(a) Daniel Webster Park.

One (1) public park (“Daniel Webster Park”) of approximately 44,800 square feet has been funded and constructed by the Applicant and dedicated, at no cost and free and clear of all encumbrances, to the Chicago Park District in connection with development of the Property.

Daniel Webster Park has been designed and constructed in accordance with the standards and specifications of the Chicago Park District and the Central Station Development Guidelines, and in general accordance with Exhibit 11.

(b) South End of Grant Park

The Applicant has conveyed and dedicated to the Chicago Park District, at no cost, and free and clear of all encumbrances, of that approximately 77,500 square foot parcel (land and air rights) which is located north of Roosevelt Road between Michigan Avenue and Columbus Drive and which is necessary to complete the southern portion of Grant Park.

The park shall be publicly funded and designed and constructed under the leadership of the Chicago Park District. The design shall be pursuant to the Master Plan for Grant Park to be developed by the City and in accordance with the Chicago Park District’s 1992 Grant Park Design Guidelines. In accordance with the basic policies which govern the Chicago Lakefront Protection Ordinance, no new above-ground structures will be permitted in this parcel with the exception of accessory buildings.

(c) Platform Deck/Park Above Metra Facilities

The Applicant has conveyed and dedicated to the City, at no cost, and free and clear of all encumbrances, the air rights parcel identified as Parcel 5, for purposes of construction by the City of a platform deck/park over the Metra facilities. The Applicant shall also convey and dedicate such easements or other interests as may be necessary for the construction of the deck structure, including easements for columns, caissons, beams, footings, etc. The

Applicant and the City shall use best and reasonable efforts to coordinate the design and elevation of structures and open spaces on Parcels 2 and 4 and of open spaces in the Restricted Development Zones adjacent to the deck with the design of the deck and park space in order to provide convenient access to the park from buildings and from public and private rights of way and to minimize the appearance of a wall at the base of the platform deck where a wall is necessary.

The park will feature a greenway with pathways for pedestrian and bicycle use that will facilitate access between the developing and surrounding neighborhood and adjacent lakefront parks. Pathways will also be available for park district service or emergency vehicle use. The character and amenities of the park will complement the architecture and urban design of both the Museum Campus and the Central Station development.

(v) Pedestrian Access

Pedestrian access shall be provided through the site in accordance with Exhibit 3 by means of public or private streets or passages that are open to the public.

(vi) Restricted Development Zones

The Restricted Development Zones are to be private areas located within private development Parcels which are open and devoted to public uses for open space, pedestrian passage, protected views and private use for vehicular and pedestrian ingress and egress to adjacent development. The Restricted Development Zones are located as depicted on Exhibit 4. All Zones shall be open and accessible to the public at all times and shall be directly accessible from Indiana Avenue, 14th Street, South Prairie Avenue, and the platform deck/park above the Metra facilities. The Applicant shall be responsible for the cost and construction of all improvements within the Restricted Development Zones.

(vii) Public Transportation Facilities

The Applicant confirms its commitment to a program which promotes the use of public transportation facilities in preference to the use of private automobiles as reflected in the Guidelines. In the event that the Chicago Department of Transportation reasonably determines that the following traffic mitigation measures are necessary, the Applicant shall:

(a) Dedicate such property and grant such easements and licenses to the public as may be necessary, appropriate and reasonable to accommodate the expansion of public transportation facilities through or within the boundaries of the Property, provided that appropriate public agencies have reasonably demonstrated to the Applicant that a need for such facilities exists and provided that such easements and licenses will not interfere with the Applicant's development of the Property as jointly determined by the City and the Applicant.

(b) Construct or cause the construction of public bus shelter facilities where appropriate and reasonable; provided that appropriate public agencies have reasonably demonstrated that a need for such facilities exists in connection with the development contemplated in this Master Plan II.

(c) Provide or cause the provision of express bus service between Union Station and Northwestern Station to and from the Property during A.M. and P.M. rush hour periods when office development upon the Property equals 250,000 square feet unless the Applicant reasonably demonstrates that a sufficient demand for such service does not exist and such services shall be provided and/or restored when and if such demand occurs or reoccurs.

(d) Establish and maintain a traffic management program within two years of the approval of the Master Plan, unless otherwise determined by the Department of Transportation and the Department of Planning and Development. The intent of the program shall be to reduce the use of private automobiles by employees and customers travelling to and from the Property. The traffic management program shall be established and maintained in accordance with the criteria identified in Statement No. 12 of RBPD No. 499, as amended.

In connection with development of Parcel 2 the Applicant shall:

(e) Dedicate such property, grant such easements and licenses to the public or METRA as may be necessary or appropriate and reasonable to accommodate the relocation of the existing METRA station to a location proximate to Roosevelt Road as contemplated by the Guidelines.

(f) Make provision within a building to be developed on the Property in the vicinity of Roosevelt Road as contemplated by the Guidelines, for an uncompleted "shell" space which is capable of

accommodating complete construction by METRA or others of facilities for the installation and operation by METRA of a newly relocated METRA station.

(viii) Lakefront Busway Project

It is expected that the development described in the application will have a contributory impact on the existing traffic and congestion on city streets in the area. This traffic and congestion has resulted in the City's implementation of various traffic management programs including a project for the design and construction of an access roadway for motor buses and other designated vehicles and for improved pedestrian access to the Lake Front ("Lakefront Busway Project"). Accordingly, as a condition of the approval of the application, the Applicant has conveyed and dedicated to the City at no cost, and free and clear of all encumbrances save and except for the conditions, restrictions and obligations contained in the conveyance documents, the property necessary for the purposes of completing the Lakefront Busway Project.

In addition, the Applicant has dedicated and conveyed, at no cost, and free and clear of all encumbrances save and except for the conditions, restrictions and obligations contained in the conveyance documents, such easements or other interests in its adjoining property as are necessary and appropriate for the Lakefront Busway Project, including the City's replacement and rehabilitation of the pedestrian and Metra station access bridge at approximately 18th Street.

Upon such dedication and conveyance, the Department of Transportation shall, in conjunction with the construction of the Busway, provide decorative metal fencing along the western edge of the busway adjacent to Parcels 2 and 4, consistent with the Lakefront Protection Ordinance Application for the Busway Project that was approved by the Plan Commission on March 11, 1999.

- B. Public Improvements shall be completed in accordance with the following schedule:

(i) All Parcels – Roadways

Prior to issuance of a certificate of occupancy for any development within any development parcel, all public and private roadways necessary to serve said development shall be complete to permit reasonable access to such parcel with the final surface cost to be applied when the development is substantially complete.

(ii) All Parcels – Utilities

Prior to the issuance of a certificate of occupancy for any development within any development parcel, the public utilities necessary to serve said development shall be complete.

(iii) All Parcels - Streetscape Improvement

Within 6 months following construction of a street and issuance of a certificate of occupancy for any structure located along any development parcel's public right-of-way frontage (including proposed and required rights-of-way and the Restricted Development Zone), weather permitting, all public streetscape improvements adjacent to that length of said parcel's right-of-way frontage shall be complete and a continuous sidewalk leading from said structure to the public right-of-way shall be complete; provided, however, that (a) streetscape improvements along the frontage of any parcel must extend continuously across the frontage of all structures for which occupancy certificates have been issued and across all spaces (or gaps) between said structures along said frontage and to one end of said frontage, (b) streetscape improvements other than parkway trees need not be installed along the north side of 14th Street until such time as Daniel Webster Park or any portion thereof is required to be developed. With the exception of those situations cited in clauses (a) and (b) in this paragraph, all streetscape improvements within the Master Plan II area shall be completed at the occurrence of the earliest of the following: within three years of the date of approval of the first Site Plan for any development in Parcels 3 or 4 pursuant to the provisions of Statement No. 13 of Planned Development No. 499 as amended, provided, however, that the Commissioner of Planning shall extend said three year period for a maximum of two additional one-year periods (each of which shall be referred "extension period") upon receipt by the Commissioner of Planning prior to expiration of the first period or any extension period of the Applicant's written statement sworn under oath, specifically stating that the commencement of construction as aforesaid is delayed for any reasons or circumstances beyond the reasonable control of the Applicant and its affiliates and agents, the specific cause of the delay, and that the Applicant and its affiliates and agents have not taken any action or failed to take any action which could reasonably have resulted in such delay, provided, however, that at all times reasonable construction access can be

maintained to structures under construction and to the Parcel within which said construction is located.

(iv) Public Parks

(a) Daniel Webster Park

The Applicant has completed construction of Daniel Webster Park and has dedicated such Park to the Chicago Park District.

b) South End of Grant Park

The City shall complete its study of Grant Park approximately one (1) year from the date of City Council approval of the amendment to RBPB No. 499 and shall commence improvements after a period of public review and comment, subject to availability of funds.

(c) Platform Deck/Park Above Metra Facilities

The City shall commence the design process of the Platform Deck/Park within one (1) year from the date of City Council approval of the amendment to RBPB No. 499, subject to availability of funds. After a period of public review and comment and within five (5) years from the date of commencement of substantial construction of any building by the Applicant within Parcel 2 or 4 fronting the platform deck, the City shall commence construction of the platform deck and park, subject to availability of funds.

(v) Restricted Development Zones

The Applicant shall submit a Site Plan showing grading and other proposed improvements within the Restricted Development Zones concurrent with the time of submittal of a Site Plan for adjacent development sites within Parcels 2 and/or 4. Upon review and approval by the Department of Planning and Development and by other appropriate City agencies, such improvements shall be completed by the Applicant at such time mutually agreed upon by the City and the Applicant.

(vi) Lakefront Busway Project

Construction of the busway project is governed by the terms and provisions of the Busway Agreement, document number 00817665, dated October 18, 2000 by and between the Applicant and the City.

(vii) Public Services and Facilities

The City and the Applicant acknowledge that full development of Master Plan II is expected to be adequately served with school, library, police, fire and emergency facilities in existence or planned. In order to assure, however, that such facilities are available to serve the full development of the entire property located within Planned Development No. 499 as amended, the Applicant shall provide the Department of Planning with a fiscal impact report which (1) analyzes the impact of such full development of Planned Development No. 499 as amended upon available and planned school, library, police, fire and emergency services and facilities and (2) provides the Department with methodologies and formulae necessary or appropriate to assess the need for additional services and facilities over time as the property develops. Such report shall be in a form acceptable to the Commissioner of Planning and shall be made available to the Commissioner prior to the approval of the Third Master Plan upon the Planned Development No. 499 as amended property, but no later than December 31, 2006 in any event.

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