

(but excluding all railroad-owned property and railroad right-of-way property below the air rights within such boundaries),

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

This ordinance shall take effect upon its passage and due publication.

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WATERWAY BUSINESS PLANNED DEVELOPMENT STATEMENTS

1. The area delineated herein as Waterway Business Planned Development Number _____, ("Planned Development") consists of approximately 85,694 net square feet (1.967 acres) of real property which is depicted on the attached Planned Development Boundary and Property Line Map (including the air rights diagrams) and generally bounded as follows:

West Lake Street; the south branch of the Chicago River; West Randolph Street; and the alley next east of and parallel to North Canal Street, including all air rights above all railroad owned and railroad right-of-way property within such boundaries at and above varying elevations above the top of the existing rail, (but excluding all railroad-owned property and railroad right-of-way property below the air rights within such boundaries) (the "Property").

The Property is owned or controlled by the Applicants, WR400 Acquisition LLC, WR400 Acquisition B LLC, and 400 West Randolph Investors LLC.

2. 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 title holders and any ground lessors. 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 title holder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the Property, at the time of application for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or designated control. Single designated control is defined in Section 17-8-0400 of the Zoning Ordinance.

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

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

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

Applicant: WR400 Acquisition LLC, WR400 Acquisition B LLC,
And 400West Randolph Investors LLC
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Riverside
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Plan Commission: November 21, 2013

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All work proposed in the public way must be designed and constructed in accordance with the Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago. Prior to the issuance of any Part 11 approval, the submitted plans must be approved by the Department of Transportation.

4. This Plan of Development consists of 18 Statements: a Bulk Regulations Table; an Existing Zoning Map; an Existing Land-Use Map; a Planned Development Boundary and Property Line Map (consisting of three pages, including two pages of air rights diagrams); a Right of Way Adjustment Map; Air Rights Overbuild Plan; Site Plan; Composite Landscape Plan; Plaza Level Plan; Lower Level 2 Plan; Lower Level 1 Plan; Level 2 Plan; Green Roof Plan; Section Plans; Building Elevations (North, South, East and West) Plans; Pedestrian Link Plan, Planting Area Species Plans and Planting Section Plans prepared by Goettsch Partners Architects and dated November 21, 2013, submitted herein. Full-sized copies of the Site Plan, Landscape Plan and Building Elevations are on file with the Department of Housing and Economic Development. In any instance where a provision of this Planned Development conflicts with the Chicago Building Code, the Building Code shall control. This Planned Development conforms to the intent and purpose of the Zoning Ordinance, and all requirements thereto, and satisfies the established criteria for approval as a Planned Development. In case of a conflict between the terms of this Planned Development Ordinance and the Zoning Ordinance, this Planned Development Ordinance shall control.

5. The following uses are permitted in the area delineated herein as a Waterway Business Planned Development: Office, eating and drinking establishments, outdoor patio, food and beverage retail sales and retail sales, financial services, accessory parking and related and ancillary uses, but excluding hotel uses.
6. On-Premise signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Housing and Economic Development. Off-Premise signs are prohibited within the boundary of the Planned Development.
7. For purposes of height measurement, the definitions in the Zoning Ordinance shall apply. The height of any building shall also be subject to height limitations, if any, established by the Federal Aviation Administration.
8. The maximum permitted Floor Area Ratio ("FAR") for the Property shall be in accordance with the attached Bulk Regulations Table. For the purposes of floor area and FAR calculations and measurements, the definitions in the Zoning Ordinance in effect as of the date hereof shall apply, except that for purposes of Floor Area Ratio in this Planned Development, grade level is herein established as the curb level at the building entrance location on West Randolph Street. All floor area located below grade shall not be included for purposes of calculating FAR. The permitted FAR identified in the Bulk Regulations Table has been determined using a Net Site Area of 85,694 square feet.

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9. Upon review and determination, "Part II Review", pursuant to Section 17-13-0610 of the Zoning Ordinance, a Part II Review Fee shall be assessed by the Department of Housing and Economic Development. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II approval.
10. The Site and Landscape Plans shall be in substantial conformance with the Landscape Ordinance and any other corresponding regulations and guidelines. Final landscape plan review and approval will be by the Department of Housing and Economic Development. Any interim reviews associated with site plan review or Part II reviews, are conditional until final Part II approval.
11. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and Facility Management and

Buildings, under Section 13-32-125 of the Municipal Code, or any other provision of that Code.

12. The terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to section 17-13-0611-A of the Zoning Ordinance by the Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors.
13. 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 buildings and improvements on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.
14. The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain all buildings in a manner that provides healthier indoor environments, reduces operating costs and conserves energy and natural resources. (At the time of a hearing before the Chicago Plan Commission, all developments must be in substantial compliance with the current City of Chicago Sustainable Development Policy set forth by the Department of Housing and Economic Development) The proposed Planned Development shall be in compliance with the Sustainable Development Policy by obtaining LEED Certification and by providing a green roof of at least fifty percent (50%) of the net roof area of the buildings with the Planned Development consisting of a tower green roof of 17,852 sq. ft. and a podium green roof of 43,985 sq. ft.

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15. The Applicant acknowledges the importance of the Chicago River as a resource for both commerce and recreation and also acknowledges the City's goals of improving the appearance, quality and accessibility of the river, as contained in the waterway planned development guidelines contained in the Zoning Ordinance (Section 17-8-0912) and the Chicago River Corridor Design Guidelines and Standards. To further these goals, the Applicant agrees to: (a) provide a landscaped 30-foot-wide river setback and continuous riverside trail as indicated on the Site Plan and Landscape Plan; and (b) permit connection of such setback and trail to the setback and trails of adjacent properties when the river edges of the adjacent properties are similarly improved.

In addition to the riverwalk, and subject to the receipt of all necessary permits and approvals, the Applicant, at its own cost, shall design and construct the open space improvements as depicted on the Parking Garage Green Roof Plan, Plaza Level Plan and Composite Landscape Plan (hereinafter the "Park"). Upon

completion of the Park, the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors, shall be responsible to assure that the Park is maintained and managed for the purposes herein set forth, including assuring that the Park landscaping is well maintained and that the vegetation and plantings are kept in a healthy condition and that the Park facilities are clean, well lit, litter free and clear of snow (hardscaped areas) and debris. The maintenance and management obligations contained herein shall continue for the life of this \ Planned Development.

The riverwalk and Park shall be un-gated and access thereto open to the public free of charge with signage indicating that the riverwalk and Park are open to the public daily from 5:00 am to 11:00 pm. All improvements within the riverwalk setback and Park must be substantially completed prior to receipt of a final Certificate of Occupancy for the principal building, provided that planting may be delayed, if consistent with good landscape practice, but not longer than one year following receipt of the occupancy certificate.

16. The Applicant commits to provide and fully-fund the following infrastructure improvements prior to issuance of the final occupancy certificate for the project:
- a. Install a mid-block pedestrian traffic signal on Randolph St. west of the Chicago River. The signal shall be activated prior to the opening of the Riverwalk to pedestrian traffic;
 - b. Install a mid-block pedestrian traffic signal on Lake St. west of the Chicago River. The signal shall be activated prior to the opening of the Riverwalk to pedestrian traffic;
 - c. Install countdown pedestrian signals at the intersections of Lake/Milwaukee/Canal and Lake/Wells;
 - d. Install an actuated leading southbound left turn arrow at the Lake/Milwaukee/Canal traffic signal and the northbound left turn arrow shall be upgraded with video or wireless sensor vehicle actuation per the Department of Transportation's direction.; and
 - e. Install a lagging right turn arrow for westbound Randolph St. at Canal St.

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The funding, design and provision of all infrastructure improvements detailed in this Statement 16: A) will be the responsibility of the Applicant, B) will be subject to review and installation scheduling by the Department of Transportation, and C) must be designed and constructed in accordance with the Department of Transportation Construction Standards for Work in the Public Way in compliance with the Municipal Code of the City of Chicago.

17. It is understood that this Planned Development includes air rights over operating railways and nothing in this Planned Development, either express or implied, is intended to qualify, override, modify or waive Amtrak's or its subsidiaries' or other railroads' statutory or regulatory rights, obligations, exemptions or other governmental rights or prerogatives.

18. Unless substantial construction of the improvements on the Property have commenced within four (4) years of the date of the City Council approval of this Planned Development Ordinance, then the zoning of the Property shall automatically revert to the DX-16 Downtown Mixed Use District. Said four year period may be extended for up to one (1) additional year if, before expiration, the commissioner of the Department of Housing and Economic Development determines that good cause for such an extension is shown.

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Bulk Regulations and Data Table Waterway-Business Planned Development

Gross Site Area:

Area in Adjoining Right-of-Way:

Net Site Area Including Air Rights:

Maximum Floor Area Ratio (FAR): Maximum Accessory Parking Spaces: Minimum Bike Parking

Spaces: Minimum Periphery Setbacks: Maximum Building Height: Minimum Off-Street Loading

Berths:

sq. ft.
acres

sq. ft.
acres

sq. ft.
acres

spaces Bike spaces Per Site Plan 747'-0" (10' x25')

APPLICANT(S): WR400 Acquisition LLC, WR400 Acquisition B LLC,
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150 N. Riverside
INTRODUCTION DATE: September 11, 2013
REVISED / CPC DATE: November 21, 2013

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Architects 224 S Michigan Av. |
Suite 1700 Chicago IL 60604

Applicant WR400 Acquisition LLC. WR400 Acquisi
400 West Randolph Investors LLC Address: 400-4;
Randolph St, 403-423 W. Lake St & 150 N. Riversi

**150 NORTH
RIVERSIDE**

MAD nFH EXISTING ZONING
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PARCEL LINE -

RANDOLPH STREET

PD BOUNDARY LINE «

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PAGE 1 OF 3 PLANNED DEVELOPMENT BOUNDARY
* PROPERTY LINE MAP
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Randolph St. 403-423 W. Lake St & 150 N. Riverside

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PAGE 9 OF ? P-D- BOUNDARY & PROP. LINE MAP r-r-i nnn n
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PAGE 3 OF 3

PD-000.3

P.D. BOUNDARY & PROP. LINE MAP AIR RIGHTS DIAGRAM INTRODUCED: SEPT 11 2013 PLAN COMMISSION- NOV 21 2013

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RANDOLPH STREET

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OVERBUILD BOUNDARY UNE ■
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S 150 N Riverside

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AIR RIGHTS OVERBUILD PLAN INTRODUCED SEPT 11 2013 PLAN COMMISSION NOV 21 2013

LAKE STREET
^ 7' 60' 00"
BIKE RACK

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TOTAL OPEN AREA (HARDSCAPE+LANDSCAPE): 63,503 SF TOTAL ENCLOSED (BUILDING): 20,624 SF

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RANDOLPH STREET

0 10' 25'

PROPERTY LINE ■
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COMPOSITE LANDSCAPE PLAN

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EXCLUDED FROM THE PLANNED DEVELOPMENT
PROPERTY LINE - - - ■

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LOWER LEVEL 2 PLAN

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LOWER LEVEL 1 PLAN

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RANDOLPH STREET

0 10' 25'

PROPERTY LINE .

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LEVEL 2 PLAN

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LAKE STREET

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TOWER GREENROOF AREA: 17,852 SF PODIUM GREENROOF AREA: 41.558 SF T = 59,410 SF

PROPERTY LINE

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10' 25'

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ROOF PLAN

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AREA BELOW AIR RIGHTS HORIZONTAL PLANE. EXCLUDED -NOT IN PD,

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& 150 N Riverside

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EAST-WEST SECTION
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'BLUE/GRAY UNITIZED

HIGH PERFORMANCEGLASS ;>:"^CURTAIN-WALL-SY^

COLOR COATED ALUMINUM
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COLOR COATED ALUMINUM
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STONE BASE

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SOUTH ELEVATION

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80'

EAST ELEVATION

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WEST ELEVATION

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**(4) CHANTICLEER^J PEAR TREES LINE^J THE SLOPED WALKWAY
(6) HONEYLOCUSTS WILL LINE THE AMPHITHEATRE**

LAWN LAWN

SHRUBS, PERENNIALS & ORNAMENTAL GRASSES

L

LANDSCAPE PLAN

SCALE: 1"= 60'-0"

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PLANTING AREAS

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KEY PLAN:

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PLANTING SECTION

KEY PLAN:

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PARK SECTION