



City of Chicago



O2015-4630

Office of the City Clerk

Document Tracking Sheet

Meeting Date: 6/17/2015

Sponsor(s): City Clerk (transmitted by)

Type: Ordinance

Title: Zoning Reclassification Map No. 1-E at 465-479 N Park Dr,
315-335 E Illinois St and 464-478 N New St - App No.
18410

Committee(s) Assignment: Committee on Zoning, Landmarks and Building Standards

18410
INTRO DATE:
JUNE 17, 2015

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 No. 368 symbols and indications as shown on Map No. 1-E in the area bounded by:

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

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

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

RESIDENTIAL-BUSINESS PLANNED DEVELOPMENT NO. 368, AS AMENDED
PLAN OF DEVELOPMENT STATEMENTS

1. The area delineated herein as “Residential-Business Planned Development No. 368”, as amended, consists of approximately 1,494,256 square feet or 34.30 acres (exclusive of public rights-of-way and dedicated public open space) of real property as shown on the attached Planned Development Boundary Map (“the Property”).
2. This Plan of Development consists of these twenty-one (21) Statements and the following exhibits: Bulk Regulations and Data Table for the entire Planned Development; an Existing Zoning Map; Planned Development Boundary and Sub Areas Map; Development Parcels Map; Maximum Height Zones; Existing and Planned Open Spaces; Pattern of Vehicular Roadways; and, Recommended Traffic Improvements. These and no other zoning controls shall apply to the area delineated herein. This Plan of Development is in conformity with the intent and purpose of the Chicago Zoning Ordinance and all requirements hereof, and satisfies the established criteria for approval as a planned development. In any instance where a provision of the Planned Development conflicts with the Chicago Building Code, the Building Code shall control.

Shelbourne North Water Street, LP (the “Developer of Parcel E.3”) owns or controls Sub-Parcel E.3 within this Planned Development. This Plan of Development consists of the following exhibits related to the development of Sub-Parcel E.3: Site Landscape Plan; DuSable Landscape Plan; Ground Floor Plan Overview; Lower Lake Shore Drive Plan Overview; Building Elevations; South Building Elevation; Partial Enlarged South Elevation; Partial East/West Site Section; Partial Enlarged East Elevation; North/South Site Section at Lake Shore Drive; North/South Tower and Parking Section; East/West Parking Section; North/South Overview Section; and, Lake Front Trail Alignment Alternate 1 and Alternate 2.

New Water Park, LLC (the “Applicant”) owns or controls Sub-Area B Parcels 7 & 7A within this Planned Development. This Plan of Development consists of the following exhibits related to the development of Sub-Area B Parcels 7 & 7A: Bulk Regulations and Data Table; an Existing Zoning Map; Existing Land Use Map; a Planned Development Boundary and Sub Areas Map; Development Parcel Map; View Corridor Program; Overall Site Plan; Lower E. North Water Street Plan, North Park Drive Street Plan, North Park Drive Wayfinding Plan; Upper E. North Water Street Plan; Upper E. North Water Street Wayfinding Plan; Terrace Level Plan; Landscape Plan; Green Roof Plan; Overall Section A Plan and Partial North Elevation; West Elevation at tower and Partial North-South Section B Plan; Building Elevations (North, South, East and West) prepared by Solomon Cordwell Buenz dated May 24, 2012.

465 N. Park Drive, LLC (the “Applicant”) owns or controls Sub-Area B Parcel 8 within this Planned Development. This Plan of Development consists of the following exhibits related to the development of Sub-Area B Parcel 8: Bulk Regulations and Data Table; an Existing

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Zoning Map; Existing Land Use Map; a Planned Development Boundary and Sub Areas Map; Site Plan; Landscape Plan; Amenity Landscape Plan; Sky Deck Landscape Plan; Plant List & Landscape Details; Green Roof Plan; Building Elevations (North, South, East and West) prepared by pappageorgehaymes partners dated June 10, 2015.

3. The current property owner or an authorized agent shall obtain all required reviews, approvals, licenses and permits in connection with this Plan of Development. The dedication or vacation of any streets or alleys shall require a separate submittal and approval by the City Council.
4. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the applicant, its successors and assigns (including any condominium association which is formed) 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 (including any condominium association which is formed) 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 applications for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or under single designated control. Subject to the sub-area/sub-parcel control provisions of Section 17-8-0400 of the Chicago Zoning Ordinance, single designated control for purposes of this paragraph shall mean that any application to the City for any amendment to this Planned Development or any other modification or change thereto (administrative, legislative or otherwise) shall be made or authorized by the Equitable Life Assurance Society of the United States or all its successors and assigns as zoning control party for property located west of Columbus Drive, and by all the successors and assigns to the Chicago Dock and Canal Trust, as zoning control parties for the property located east of Columbus Drive. The board of directors of any condominium association shall represent individual condominium owners.
5. Several sub areas are delineated on the attached Planned Development Sub Area Map for the purposes of establishing use and density controls in connection with this Plan of Development. Uses permitted below +35 feet Chicago City Datum plus or minus 6 feet in respect of design conditions ("Plaza Level") shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District classification; uses permitted at and above the Plaza Level in the area hereinbefore defined shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District classification, except that in that part of the subject area lying within 200 feet of North Michigan Avenue uses shall be in general conformity with the Permitted and Special Uses of the DX-16, Downtown Mixed-Use District classification; uses permitted where no Plaza Level exists shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District Classification. Earth station receiving and

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transmitting dishes, microwave relay dishes and transmitting or receiving dishes shall be permitted. Residential support services, physical fitness/indoor recreation center, and small venue theater are expressly permitted in Sub-Parcel E.3. Non-accessory parking shall be a permitted use in Sub Area F only. Underground accessory parking related to the improvements constructed upon Sub-Parcel E.3 shall be a permitted use in Sub-Parcel E.2. All other controls and regulations set forth herein are made applicable within the general application of this Statement. Uses permitted in DuSable Park (Sub Parcel E.1) shall be recreational and related uses including but not limited to marinas; tennis courts; and similar facilities. Temporary staging of construction materials and related equipment shall be a permitted use in Sub-Parcel E.1 subject to the review and approval of the Commissioner of the Department of Planning and Development and the Chicago Park District. Day care and other community-oriented uses are expressly permitted and strongly encouraged in all areas of the planned development. Agreement on how space for a minimum of one new daycare center shall be provided within Sub Areas B, D or Sub Parcel E.3 to service new residents and employees of those sub areas must be submitted and approved by the Department of Planning and Development prior to the issuance of any Part II approval for any improvement on Parcels P1, P3, P7, P7A, P8, P18, or P19.

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

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underneath or west of Lake Shore Drive.

9. Business and business identification signs shall be permitted within the Planned Development subject to the review and approval of the Department of Planning and Development and to the conditions of Statement 11 (e). Off-premises signage is prohibited. Temporary signs such as construction and marketing signs may be permitted subject to the aforesaid approvals. Signage for retail and movie theater uses is a special concern. A general signage plan indicating the locations and dimensions of signage for these uses, including all interior signage which is visible from public streets, shall be submitted prior to part II approval in accord with Statement 16 hereof (Site Plan Review).

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

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

11. The improvements on individual development sites shall be designed, constructed and maintained in accordance with the exhibits attached hereto and the following general design standards:

(a) Buildings along Lake Shore Drive shall be designed to minimize building mass directly facing the Drive. The base along Lake Shore Drive of any such structure shall be limited to the height of Lake Shore Drive. The tower of such structures shall be set back a minimum of 40 feet from Lake Shore Drive although encroachments into such setback area for design reasons may be allowed by the Commissioner of Planning and Development as a minor change pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance. This 40 foot setback area shall be heavily landscaped with trees and other greenery so as to be visible from the Drive.

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

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be measured by drawing a box around the letters. Graphic images which depict tenant logos or products or which may otherwise be construed as advertising shall count as signage in their entirety. Signage on awnings shall be allowed on the valance only, with a maximum of 5 inch high letters limited to tenant identification or logos only. No electronic moving message board signs shall be allowed. Rooftop signs shall be prohibited.

- (f) No new surface parking lots, except interim lots approved by the Commissioner of Planning and Development, shall be allowed. No surface parking lot shall be allowed on the 70,000 square foot Kraft park site in Sub Area F, except for that area not contained within any interim park. The maximum effort shall be made to contain parking in below-ground structures. Above-grade parking structures shall be enclosed, fronted by habitable space, or otherwise designed so as to have a similar appearance to habitable spaces in terms of finish materials, the shape and scale of openings, and the screening of ramps, car lights and ceiling fixtures. Any parking structures facing the Chicago River must be fronted by habitable space or completely enclosed and well articulated at all levels. The first floor of all structures facing Illinois Street, Grand Avenue, McClurg Court, Park Drive, or Columbus Drive shall maximize space with active uses such as retail, daycare, restaurants, etc. Parking structures shall also contain provisions for planting at the base, the roof, or at mid-height ledges.
- (g) Loading docks shall be concealed from public view through screening or landscaping. Curb cuts for loading docks shall be minimized.
- (h) The new roadway structure at upper level Illinois Street shall be finished in highly articulated stone, pre-cast concrete, or other quality material, with particular attention given to views of the structure from Columbus Drive. Terraced planting, pedestrian lighting, decorative railings, banners, and other features shall be used to create a major pedestrian amenity. A major water feature shall be installed at the intersection of upper-level Illinois Street and the NBC Plaza. The underside of upper Illinois shall be appropriately lit, structural columns shall be covered, and other elements shall be added to create a safe, well-lit connection to Michigan Avenue.
- (i) The completion of the riveredge esplanade shall be required of the developers of Parcels 14 and 16, and Parcel 18. Such public spaces shall be developed with the same quality and character of amenities as the existing esplanade adjacent to these areas. In addition, the developer of Parcel 18 shall be responsible for the development of pedestrian access to DuSable Park under Lake Shore Drive. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the

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river esplanade. All plans for pedestrian access to DuSable Park from Parcel 18 shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of any superstructure Part II approval letters.

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

In addition, pedestrian access along Ogden Slip under Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 19 shall be solely responsible for the cost of improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such improvements. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the Ogden Slip promenade. However, if Parcel 19 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 19 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the Developer of Parcel E.3 and the Chicago Park District as referenced in Statement No. 11(m) below provides otherwise.

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

- (k) All improvements to be constructed within this Planned Development for

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which Part II approval letters are issued after the March 29, 2006, date of City Council approval of the amended Planned Development shall comply with the Department of Planning and Development Building Green/Green Roof Matrix and the owners shall use best and reasonable efforts to design, construct and maintain all buildings located within this Planned Development in a manner generally consistent with the Leadership in Energy and Environmental Design Green Building Rating System (LEED). A dog-run shall be located within or adjacent to Sub-Parcel E.3. As a result of the architectural design of the tower to be constructed within Sub-Parcel E.3, a green roof is not feasible.

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

Pursuant to the Off-Site Park and Open Space Contributions provision of the City of Chicago Zoning Ordinance, title 17 Chapter 17-4-1018 et seq., the Developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 2.16 FAR for the Property. The Developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1018-C of the Zoning Ordinance, a cash payment must be made to the City of Chicago based on the increase in allowable floor area x 80% of the median cost of land per buildable square foot. Based on Section 17-4-1018-C, the Developer of Parcel E.3 has agreed to provide a cash payment to the City of Chicago in the amount of \$4,104,216.00. Prior to the issuance of permits, the Developer of Parcel E.3 will provide a letter of credit or other security device in an amount

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equal to the cash contribution. The Developer of Parcel E.3 must comply with all of the Sections of the Off-Site Park and Open Space contributions provisions of the Zoning Ordinance which Sections are hereby incorporated into this Planned Development. The Off-Site Park and Open Space contribution Agreement required by Section 17-4-1018-B3 is also incorporated into this Planned Development.

(m) The Developer of Parcel E.3, the City of Chicago, and the Chicago Park District shall enter into an agreement relating, in part, to the responsibility for the design, funding and construction phasing of DuSable Park, the pedestrian connections to DuSable Park and the Lakefront Trail.

(n) The improvements contemplated for Du Sable Park (Sub-Parcel E.1) must be substantially completed by the Developer of Parcel E.3 prior to the issuance of Certificate of Occupancy for any dwelling unit exceeding the three-hundredth (300th) dwelling unit constructed with Sub-Parcel E.3.

12. Publicly dedicated improvements, including streets, sidewalks, transit and open space amenities shall be designed, constructed and maintained in accordance with the exhibits described in Statement 2 hereof and the "Cityfront Center Internal Design Standards: Section I: dated September 12, 1986.

13. The property owner(s) adjacent to the Chicago River shall develop a continuous pedestrian esplanade along the Chicago River's edge. Completion of the esplanade will occur as follows:

(a) The east right-of-way line of McClurg Court to the west right-of-way line of Lake Shore Drive shall be improved concurrently with development of adjacent parcels south of east North Water Street (Parcels 14, 16, and 18). In the event that DuSable Park is developed before Parcel 18 is developed, the owner(s) of Parcel 18 shall construct and maintain a temporary pedestrian connection along the river. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 10 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the river's edge and on the side adjacent the development parcel. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development; and,

(b) The west right-of-way line of Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 18 shall be solely responsible for improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to

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make such improvements. Such access shall be well lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river edge esplanade. However, if Parcel 18 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 18 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the Developer of Parcel E.3 and the Chicago Park District as referenced in Statement No. 11(m) above provides otherwise.

14. The Open Space Plan attached hereto (Exhibit 6) calls for a new 70,000 square foot park on Peshtigo Court between Illinois Street and Grand Avenue. The owners of the adjacent development parcel (Parcel P21) shall be responsible for developing this new publicly-accessible park concurrently with Parcel 21. Permanent development of this park shall take place on top of an underground parking garage; however, should such development not be immediately feasible, a fully-appointed interim park shall be installed on the site until such time as the permanent park is constructed. This interim park shall be completed and open to the public by June 1, 2004, unless construction has started on permanent park and underground garage. The interim park may have an impermeable surface of asphalt or other material. The interim park is to be enclosed by a 5 foot decorative metal fence which is to be located in the approximate footprint of the Kraft building, except along N. Peshtigo Ct. where the fence is to be setback 12 feet from the west curb of N. Peshtigo Ct. The interim park is to be no less than 50,000 square feet in size and is to be covered by at least 75% with landscape materials which may be located in raised planter boxes and other containers. The interim park shall be open to the public from sunrise to sunset. Within 45 days of the adoption and publication by City Council of this amendment to the Planned Development, the owner of the interim park site shall provide to the Commissioner a site plan for the interim park which complies with the provisions of this statement. The owner of the property on which the interim park is located shall be responsible for the maintenance of the interim park. The Commissioner of Planning and Development must approve the site plan for either a permanent or a interim park. The Commissioner of Planning and Development must approve the site plan for a permanent park before Part II approval is granted for Parcel P21. The City will not issue a final certificate of occupancy for Parcel P21 unless construction has started on the permanent park in accord with an approved site plan. After August 1, 2004, all surface parking lots in Sub Area F shall be landscaped in accord with the Landscape Ordinance. All sidewalks in Sub Area F shall remain open and be maintained in good condition.
15. Traffic studies completed by developers and the City of Chicago project significant peak hour traffic volume increases on Illinois Street and Grand Avenue in particular as a result of new development. Some excess roadway capacity is available to handle this increased traffic, but a number of geometric, signal timing and parking control measures are recommended in addition to active transportation management in the Illinois-Grand corridor.

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Accordingly, no Part II submittal shall be approved without a firm agreement between the developer and the Chicago Department of Transportation regarding the timing and responsibility for any recommended traffic improvements described in Exhibit 8 hereof for streets adjoining the development site. Membership and participation in the Illinois-Grand Corridor Transportation Management Association shall also be required prior to the issuance of any Part II development approval.

16. Prior to the issuance by the Department of Planning and Development of a determination pursuant to Section 17-13-0610 of the Chicago Zoning Ordinance (“Part II approval”) for development or redevelopment of any development parcels within the Planned Development, other than alterations to existing buildings which do not increase their height or alter their footprint, a site plan for the proposed development, including parking areas, shall be submitted to the Commissioner of the Department of Planning and Development for approval. Review and approval of the site plan by the Commissioner is intended to assure that specific development proposals conform with the general design standards in Statement 11 and to ensure coordination of public improvements described in Statements 12 through 15 at an early stage. No Part II approval for work for which a Site Plan must be submitted to the Commissioner shall be granted until the Site Plan has been approved by the Commissioner. Further, all Part II submittals shall be in compliance with the Chicago Landscape Ordinance.

At least thirty (30) days prior to the filing of the Developer of Parcel E.3’s request for Part II approval for the construction of the superstructure upon Sub-Parcel E.3, the Developer of Parcel E.3 Applicant shall submit a detailed Landscape Plan and Elevations for the Sub-Parcel E.3 property to the Department of Planning and Development for review and approval.

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

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

- (1) The boundaries of the Property;
- (2) The footprint of the improvements;
- (3) Location and dimensions of all loading berths;
- (4) Preliminary landscaping plan prepared by a landscape architect with final landscaping plan to be approved at Part II stage;

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- (5) All pedestrian circulation routes;
- (6) The location of any adjacent public improvements;
- (7) A signage plan for any building where retail or theater uses would be present above the ground level;
- (8) Preliminary elevations of the improvements; and
- (9) Statistical information applicable to the Property limited to the following:
 - (a) Floor area and floor area ratio;
 - (b) Uses to be established;
 - (c) Building heights; and
 - (d) All setbacks, required and provided.

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

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

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all buildings in a manner that promotes and maximizes the conservation of natural resources. The Applicant shall use best and 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. Copies of these standards may be obtained from the Department of Planning and Development.

21. Unless substantial construction of the improvements contemplated within Sub-Parcel E.3 has commenced within six (6) years following adoption of this Planned Development on July 9, 2008, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Sub-Parcel E.3 and the zoning of Sub-Parcel E.3 of the Planned Development shall automatically revert to Residential-Business Planned Development No. 368, as amended on March 29, 2006. Unless substantial construction of the improvements contemplated within Sub-Parcels 7 and 7A has commenced within six (6) years following adoption of this Planned Development, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Sub-Parcels 7 and 7A and the zoning of Sub-Parcels 7 and 7A of the Planned Development shall automatically revert to Residential-Business Planned Development No. 368, as amended on July 9, 2008. Unless substantial construction of the improvements contemplated within Sub-Area B Parcel 8 has commenced within six (6) years following adoption of this Planned Development, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Sub-Area B Parcel 8 and the zoning of Sub-Area B Parcel 8 of the Planned Development shall automatically revert to Residential-Business Planned Development No. 368, as amended on June 6, 2012.

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Exhibit I

Bulk Regulations and Data Table
(Page 1 of 4)

Sub Area	Net Site Area See Note (1) Sq. Ft. Acres	Maximum Retail Sq Ft. (1000's)	Maximum Commercial Sq. Ft. (1000's)	Maximum Hotel Rooms	Maximum Dwelling Units	Maximum F.A.R.
A	<u>380,796</u> 8.74	540 See Note (5)	5,259	1,800	Permitted see Notes (2) & (3)	13.81 See Note (6)
B See Note (11)&(12)	<u>183,449</u> 4.21	40	2,482	2,000	645 See Note (8)	13.53 See Note (7)
C	<u>122,303</u> 2.81	140	850	540	630	12.72
D	<u>361,234</u> 8.29	170	500	0	2,350	8.60
E	<u>346,038</u> 7.94	110 See Note (9)	5 See Note (4)	0	1,200	6.83
E.1	<u>232,841</u> 5.34	0	5 See Note (4)	Not Permitted	Not Permitted	0.02
E.2	18,191.63 0.42	0	0	0	0	0
E.3	95,005 2.18	110 See Note (9)	0	0	1,200	25.00 See Note (10)
F	100,456 2.31	150	0	0	1,000	14.93
TOTAL	1,494,256 34.30	1,040	9,096	4,340	5,585 See Note (2)	11.03
<p>Gross Site Area = Net Site Area: 1,494,256 sq. ft. (34.30 acres) plus area in or proposed to be in public right of way: 940,843 sq. ft. (21.60 acres) plus area in or proposed to be in public parks or open space: 369,127 sq. ft. (8.48 acres) = 2,804,226 sq. ft. (64.38 acres).</p> <p>OFF STREET PARKING MINIMUM MAXIMUM BUSINESS USES 1:5,000 sq. ft. As determined by DPD in consultation with CDOT HOTEL USES 1:4 Rooms RESIDENTIAL USES 55% d. u. NON-ACCESSORY PARKING 200 spaces 500 spaces (Allowed in Sub-area F only)</p> <p>OFF STREET LOADING: Per DX-12 requirements</p> <p>MINIMUM PERIPHERAL SETBACKS: Sufficient to allow for street trees and pedestrian walkways (min 12'- 6" from building to curb face)</p> <p>MINIMUM UPPER LEVEL SETBACKS: 40' from Lake Shore Drive at level of Upper Lake Shore Drive</p>						

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Bulk Regulations and Data Table



Exhibit 1

Bulk Regulations and Data Table
(Page 2 of 4)

Note (1):	For the purpose of this Planned Development "Net Site Area" shall equal the entire land area (at Plaza Level where such is established, and otherwise at grade) within the boundaries of the planned development, less the area now dedicated or proposed to be dedicated to public use.
Note (2):	Dwelling units shall be permitted in Sub-Area A of this Planned Development subject to the provisions of the DX-16, Downtown Mixed-Use district classification. Any such units so built will not affect the total of 5,580 dwelling units permitted in Sub-areas B, C, D, E and F dwelling units are permitted below the second floor in all sub-areas except Sub-Area E.
Note (3):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. This permissible number of hotel rooms within the planned development shall not exceed 4,340 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses.
Note (4):	Although Sub-Area E (DuSable Park) has been dedicated to public park uses, it is included in net Site Area because a maximum of 5,000 square feet of park and recreation-related floor area may be constructed within its boundaries.
Note (5):	Assumes 410,000 square feet allocated to development parcels P4 and P5 and the remaining 130,000 square feet allocated to remaining development parcels within Sub-Area A.
Note (6):	Assumes floor area allocated to existing buildings as follows: 401 North Michigan (760,241 s.f.), University of Chicago Gleacher Center (240,000 s.f.), NBC Tower (912,000 s.f.); and to future development parcels as follows: P1 (776,250 s.f.); P3 (970,000 s.f.) and P4/P5 (1,600,000 s.f.).
Note (7):	Assumes floor area allocated to existing Sheraton Hotel at 860,379 s.f. and 847,290 s.f. allocated to Parcels P7 and P7A pursuant to June 6, 2012 amendment and 490,200 s.f. allocated to Parcel 8 pursuant to this amendment dated, _____
Note (8):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units above the 400 permitted. The permissible number of hotel rooms within the planned development shall not exceed 4,340 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses. Accessory hotel uses on Parcels P7, P7A, and P8 combined shall not exceed 50,000 square feet.
Note (9):	Residential support services, physical fitness/indoor recreation center, and small venue theater (for building residents only) are expressly permitted in Sub-area E.3.



Exhibit 1

Bulk Regulations and Data Table
(Page 3 of 4)

Note (10): FAR Bonus Calculations	
Sub-Area E.3 (Parcels P 18 and P 19, combined)	
Net Site Area = 95,005 square feet	
Base FAR	10.00
Downtown Affordable Housing Zoning Bonus	3.00 (a)
Offsite contribution to DuSable Park	2.16 (b)
Public Plazas	5.44 (c)
Chicago Riverwalk	0.40 (d)
Water Features	1.00 (e)
<u>Underground Parking and Loading</u>	<u>3.00 (f)</u>
Total FAR	25.00
a) Based on a contribution of \$5,700,300.00 to the city of Chicago Affordable Housing Opportunity Fund.	
b) Based on a contribution of \$4,104,216.00 to City of Chicago for Off-Site Park Improvements (to DuSable Park).	
c) Based on the provision of 51,730 square feet of on-site public plaza.	
d) Based on the provision of improvements to 3,800 square feet at off-site open spaces.	
e) Based on the provision of 48,669 square feet of water features in on-site public open spaces.	
f) Based on the provision of 171 underground parking spaces on Lower Levels 1 and 2, at least 265 underground parking spaces on Lower Level 3 and lower, and 7 underground loading docks on lower level.	
Note (11): Bulk Regulations and Data Table	
Sub-Area B (Parcels 7 & 7A)	
Net Site Area = 68,385 square feet	
Maximum Floor Area Ratio (FAR):	12.39
Maximum Percentage of Land Coverage:	Per Site Plans
Maximum Number of Dwelling Units:	398
Maximum Number of Hotel Keys:	400
Maximum Number of Off-Street Parking Spaces (Residential):	219
Maximum Number of Off-Street Parking Spaces (Hotel):	11
Minimum Number of Bike Parking Spaces:	50
Minimum Periphery Setbacks:	Per Site Plans
Maximum Building Height:	590' (plus 45' for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)
Minimum Number of Off-Street Loading Berths, Residential:	2 (10' x 25') spaces
Minimum Number of Off-Street Loading Berths, Hotel:	2 (10' x 25') spaces

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Bulk Regulations and Data Table



Exhibit 1

Bulk Regulations and Data Table
(Page 4 of 4)

Note (12): Bulk Regulations and Data Table
Sub-Area B (Parcels 8)
Net Site Area = 34,400 square feet

Maximum Floor Area Ratio (FAR):	14.25
Maximum Percentage of Land Coverage:	Per Site Plans
Maximum Number of Dwelling Units:	444
Maximum Number of Off-Street Parking Spaces (Residential):	181
Minimum Number of Bike Parking Spaces:	50
Minimum Periphery Setbacks:	Per Site Plans
Maximum Building Height:	513' (includes 35' for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)
Minimum Number of Off-Street Loading Berths, Residential:	1 (10' x 25')
Minimum Number of Off-Street Loading Berths, Retail:	1 (10' x 25')



Exhibit 2.

Planned Development No. 368, As Amended.

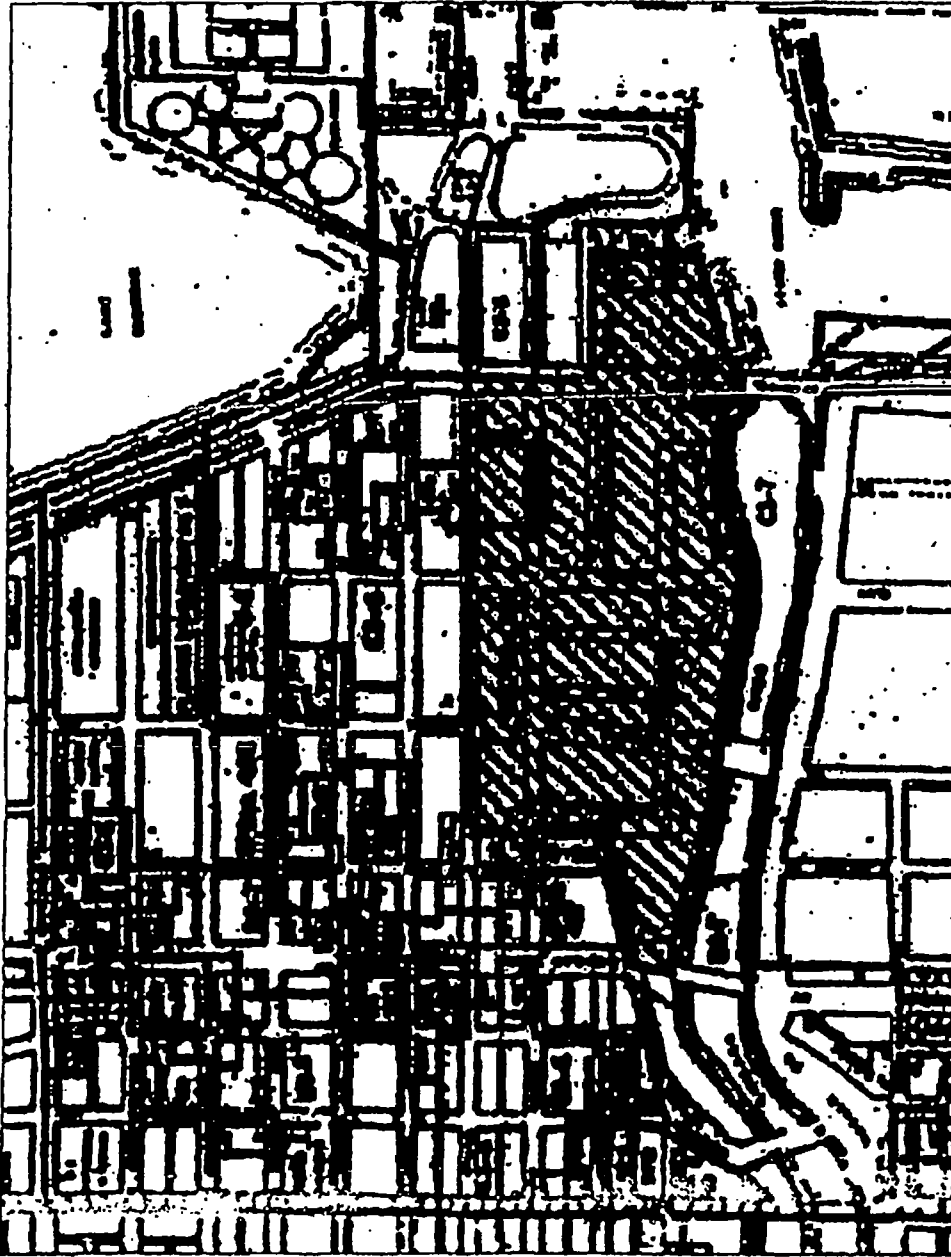


Exhibit 3.

Planned Development Boundary And Subarea Map.

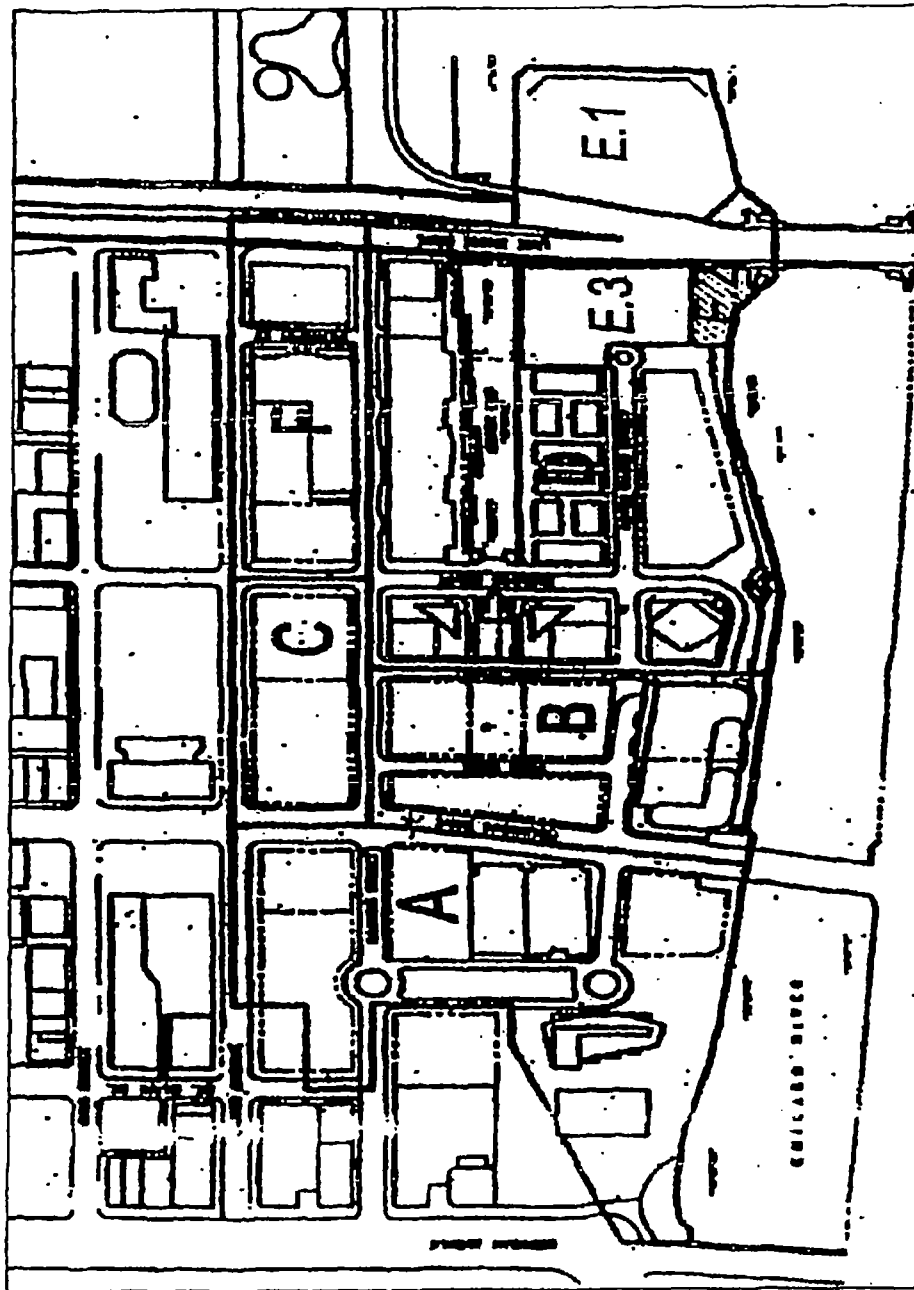


Exhibit 4.

Planned Development Parcels Map.

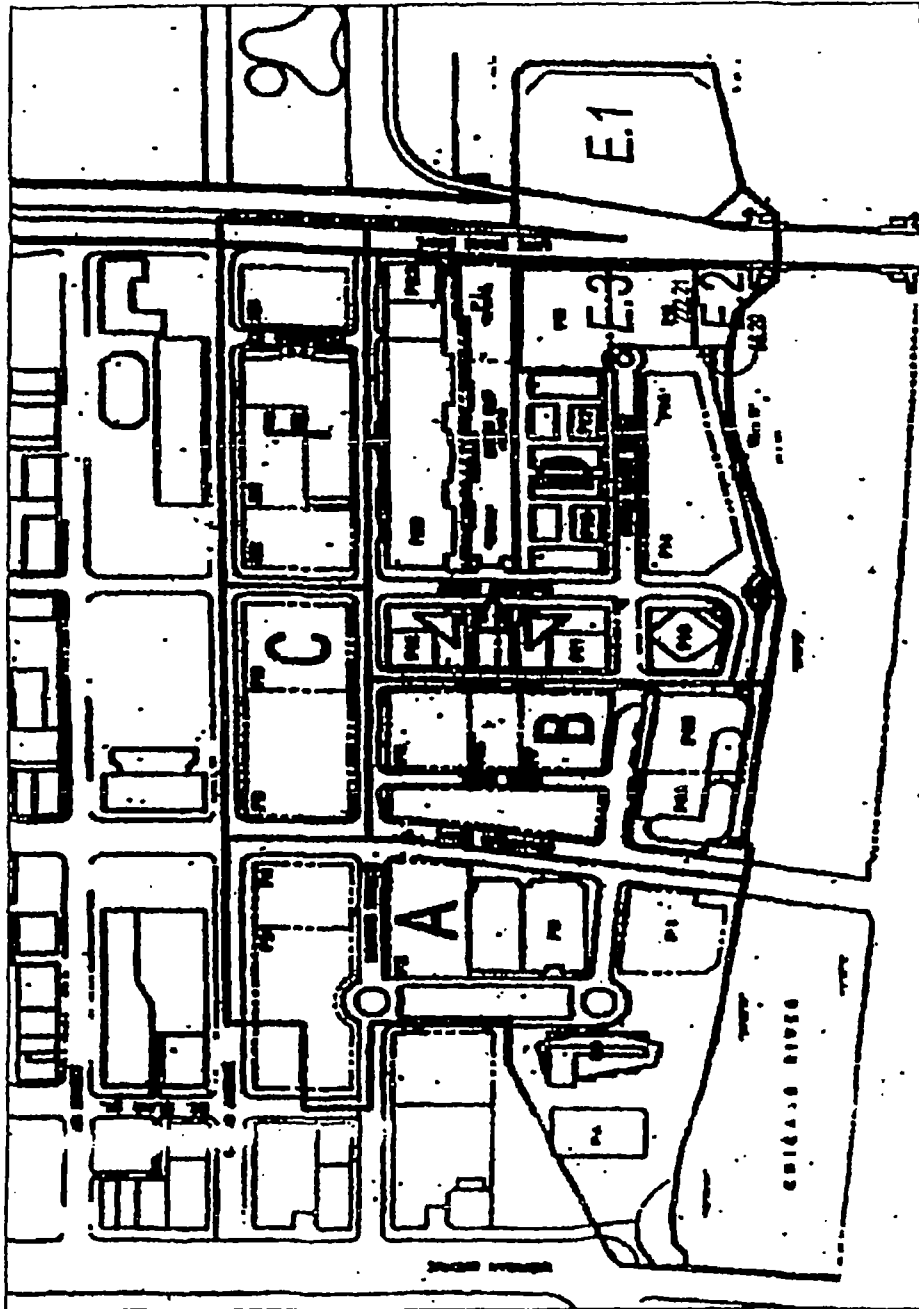


Exhibit 5.

Maximum Height Zones.

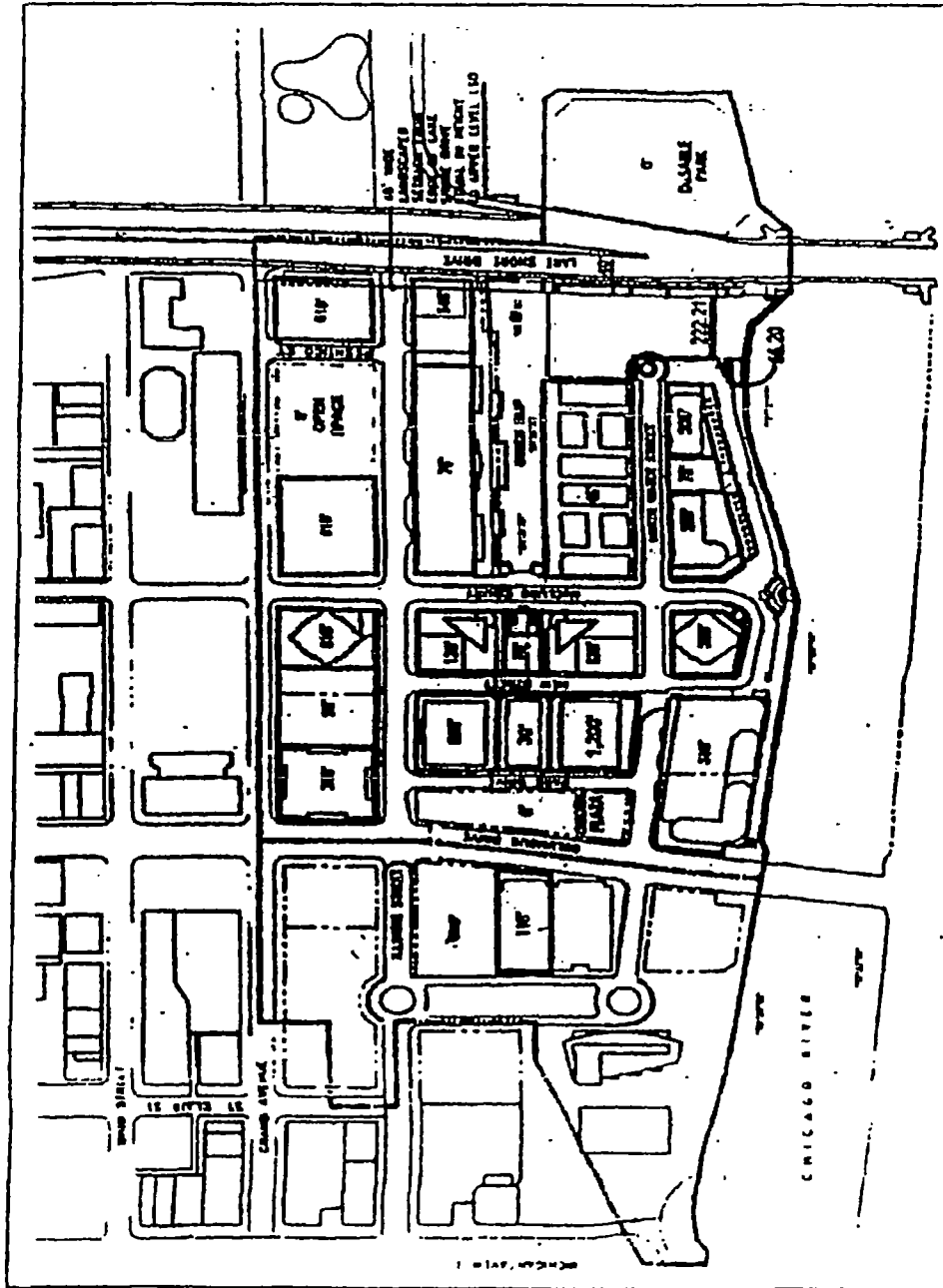


Exhibit 6.

Existing And Planned Open Spaces.

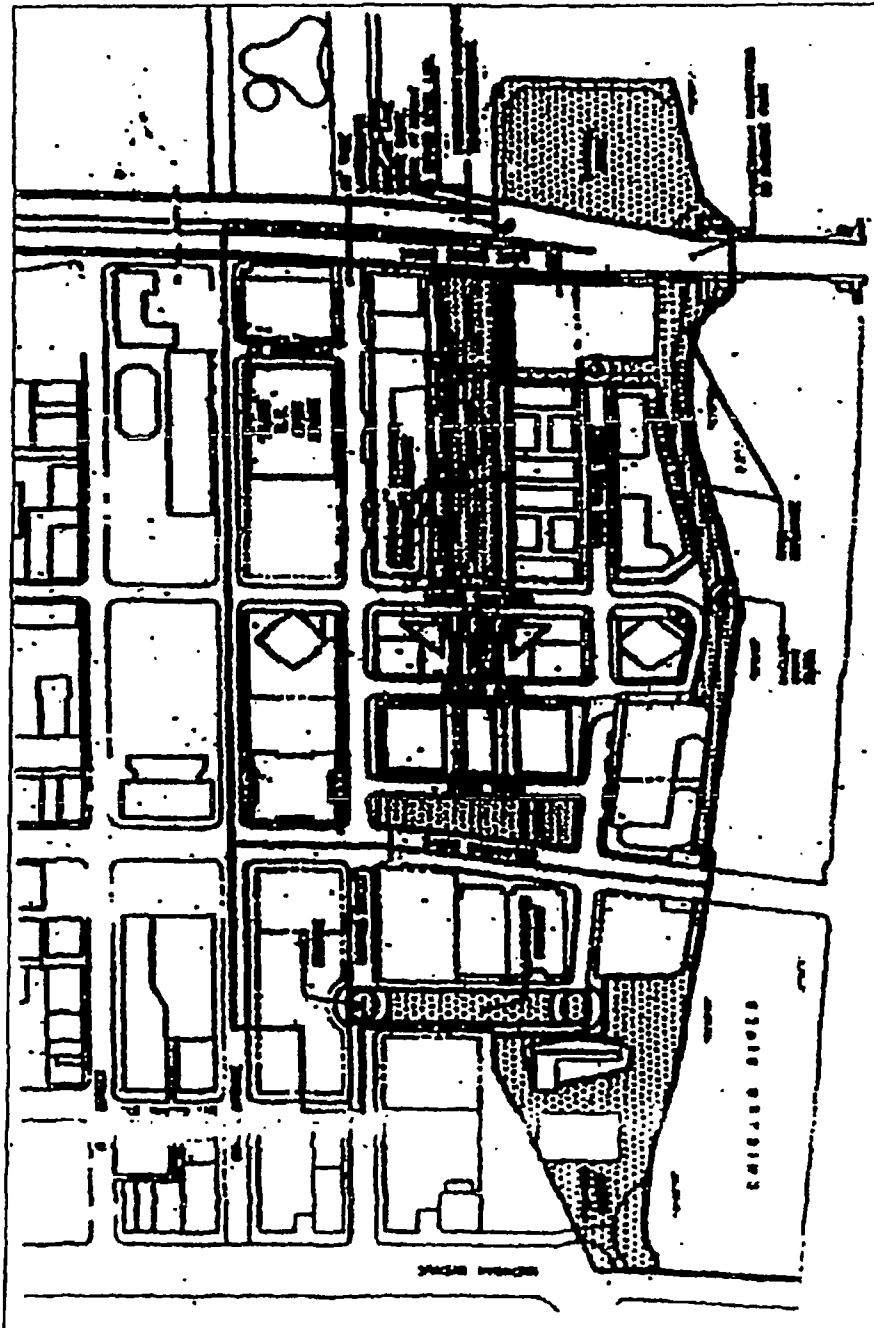


Exhibit 7.

Pattern Of Vehicular Roadways.

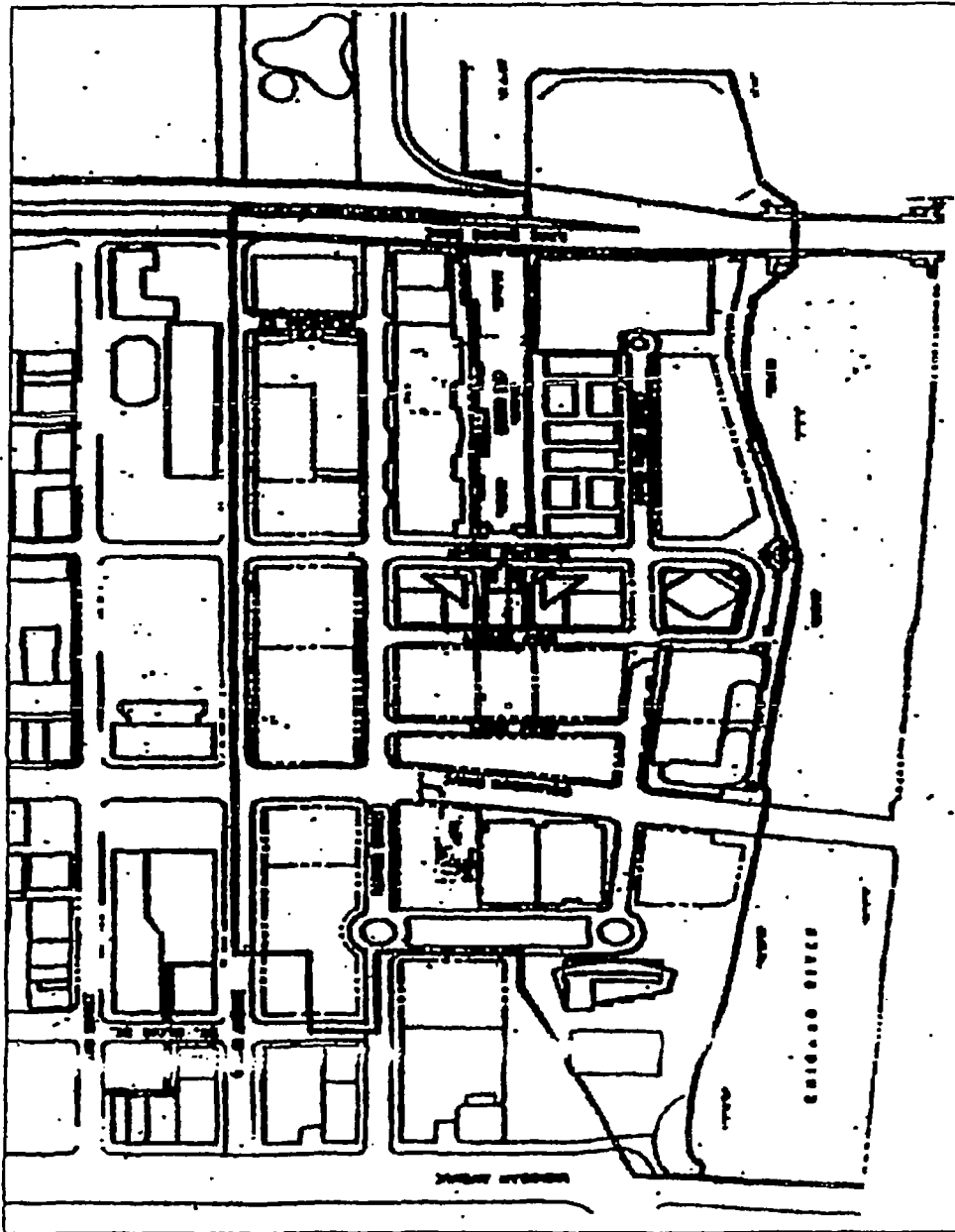


Exhibit 8.

Recommended Traffic Improvements.
(Page 1 of 3)

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

General Impacts: The three developments will generate roughly 3000 trips (1600 inbound and 1400 outbound) during the PM peak hour. About 1350 trips (750 inbound, 600 outbound) will be generated during AM peak hour.

There will be traffic volume increases on Illinois and Grand, between State Street and Lake Shore Drive, of roughly 500 to 700 vehicles per hour during the PM peak hour. During the AM peak hour, traffic volume will increase on Illinois and Grand by roughly 200 to 300 vehicles per hour. Existing peak volumes on Illinois and Grand range between 1000 and 1500 vehicles per hour; with these developments, volumes would range between 1500 and 2000 vehicles per hour.

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

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

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

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

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

Exhibit 8.

Recommended Traffic Improvements.

(Page 2 of 3)

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

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

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

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

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

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

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

Exhibit 8.

Recommended Traffic Improvements.
(Page 3 of 3)

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

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

Site Specific Improvements:

Parcels 4 and 5: the proposed lower level loading dock layout requires a number of traffic control measures in order to mitigate the potential effect on Illinois Street traffic. These measures include prohibition of on-street loading, provision of a dock master during loading dock hours, limitation on loading dock hours to prohibit backing maneuvers between 7 a.m. and 9 a.m. and between 4 p.m. and 7 p.m., Monday through Friday, and implementation of loading dock control as part of an overall Traffic Management Plan to be implemented by the Illinois-Grand Corridor Transportation Management Association.

Parcels P7, P7A, and P8: There should be no curb cuts on Illinois Street. Curb cuts providing access to loading docks should be located only on Lower North Water Street or New Street.

Parcels P9 and P13: The increase in hotel development along Columbus Drive between Grand Avenue and Illinois Street and along Park Drive between Illinois and North Water Streets will concentrate taxi and other traffic movement in this area. Signing and striping is needed to prevent traffic from driving across Illinois Street in order to access Park Drive rather than turning left onto eastbound Illinois Street. Vaulted sidewalks are also indicated in the public way on both Grand and Illinois. Although vaulted sidewalks are not generally recommended, they are acceptable in this instance to allow for the placement of parking underground.

Parcels P14 and P16: The vacation of River Drive east of McClurg may result in hundreds of residential units being accessed from a signal cul-de-sac street, North Water Street east of McClurg. The sewer on North Water is seven to eight feet below the pavement, and its reconstruction at some time in the future, or any other significant utility maintenance, could severely restrict access these residences. Widening of North Water to 44 feet from its existing 40-foot width is recommended in order to provide more flexibility to maintain two-way traffic in the event of any future construction activities.

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

Parcels P18 and P19: ADA accessibility of any pedestrian bridge which may be built across Ogden Slip should be reviewed.

Exhibit 9.

Site Landscape Plan.

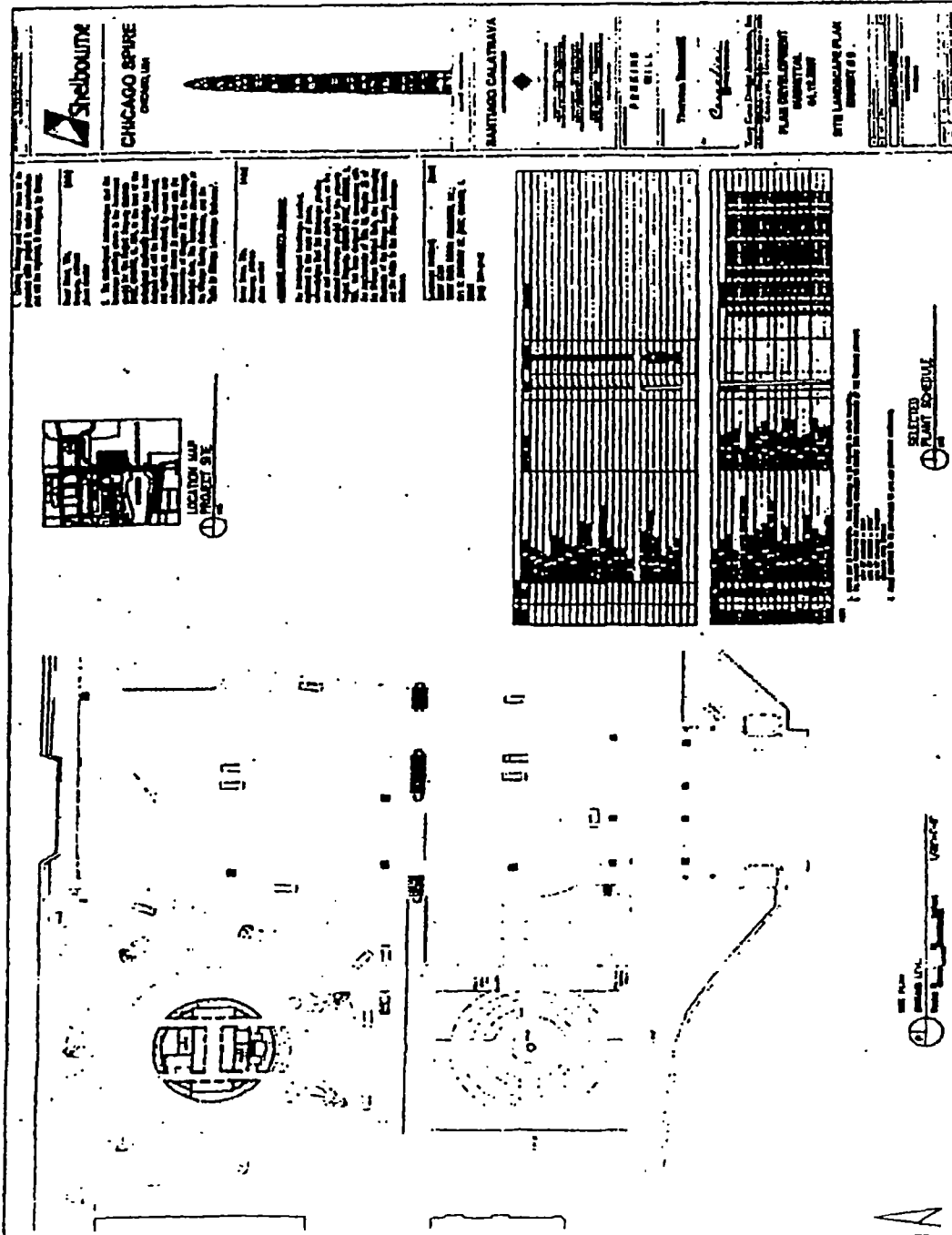


Exhibit 11.

Ground Floor Plan.

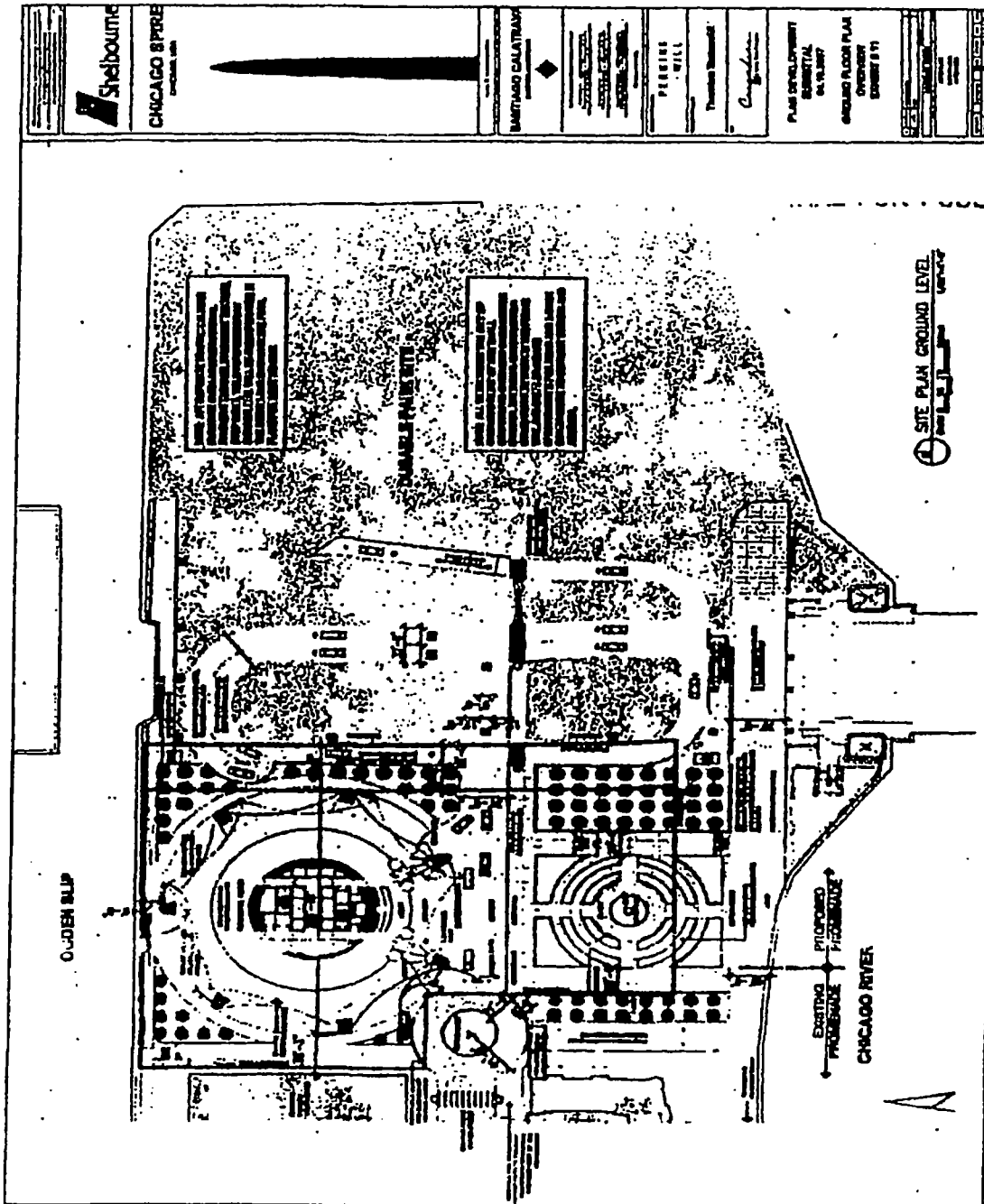


Exhibit 12.

Lower Lake Shore Drive Plan Review.

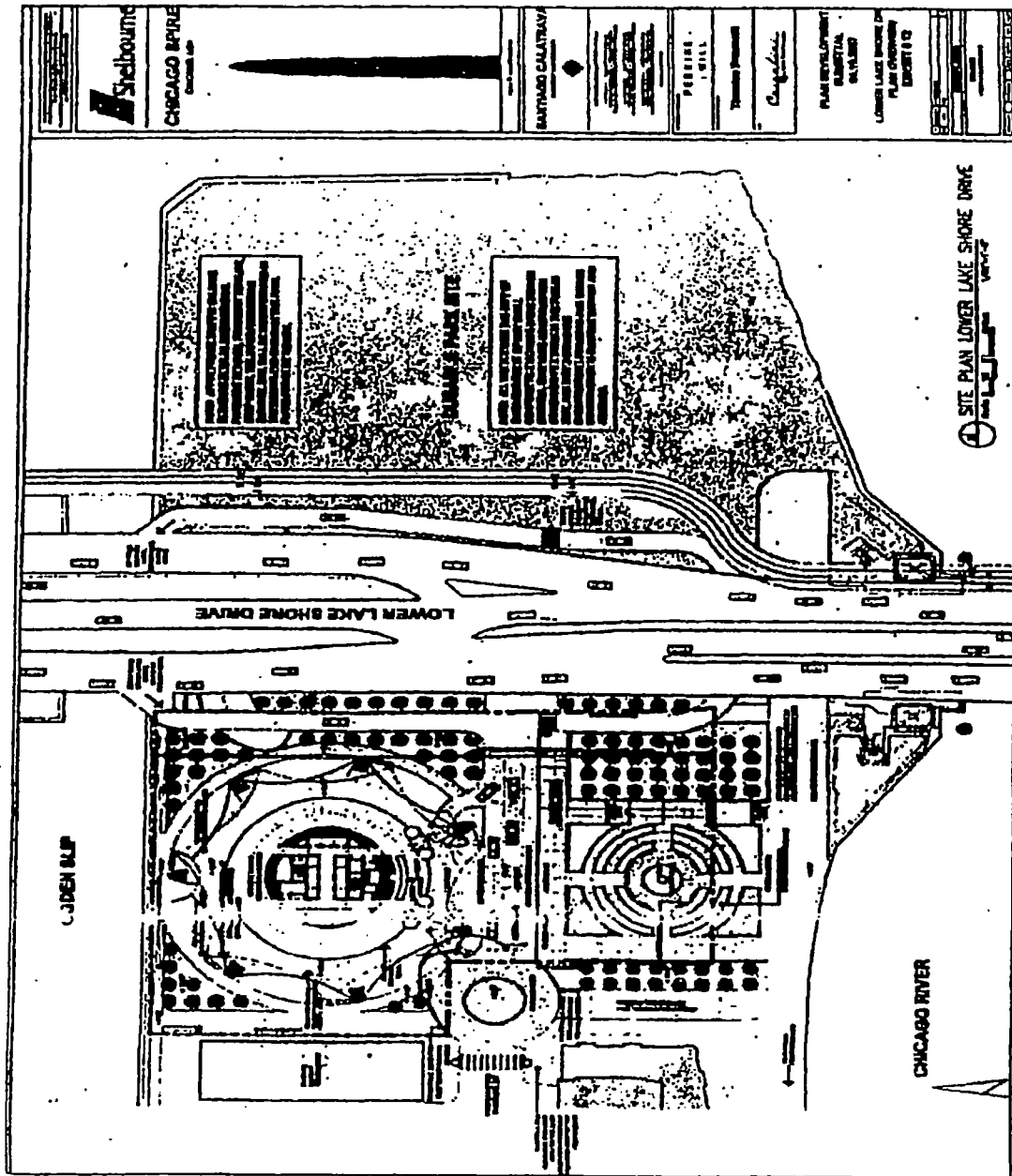


Exhibit 13.

Views From North, South, East And West.

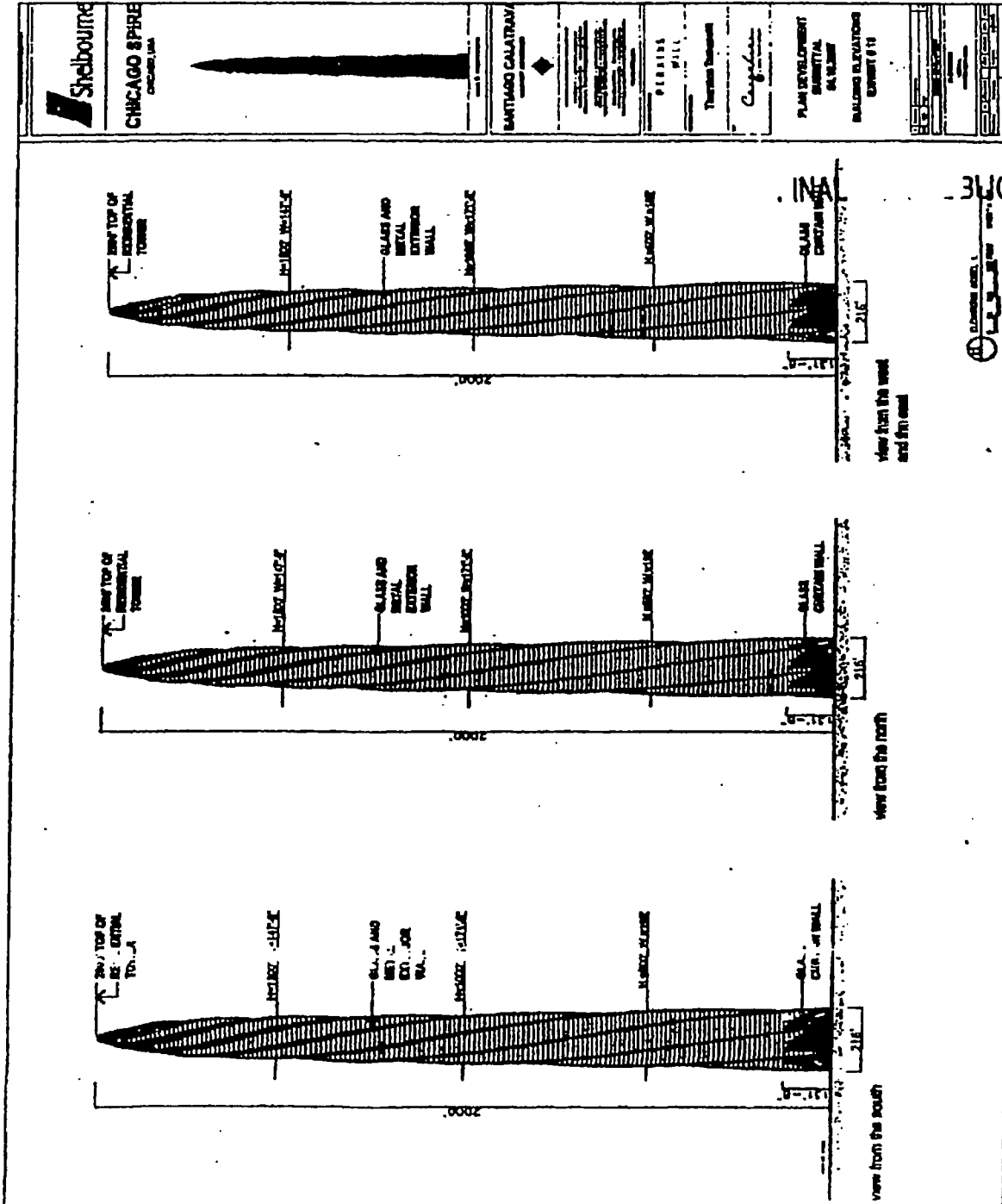


Exhibit 14.

South Building Elevations.

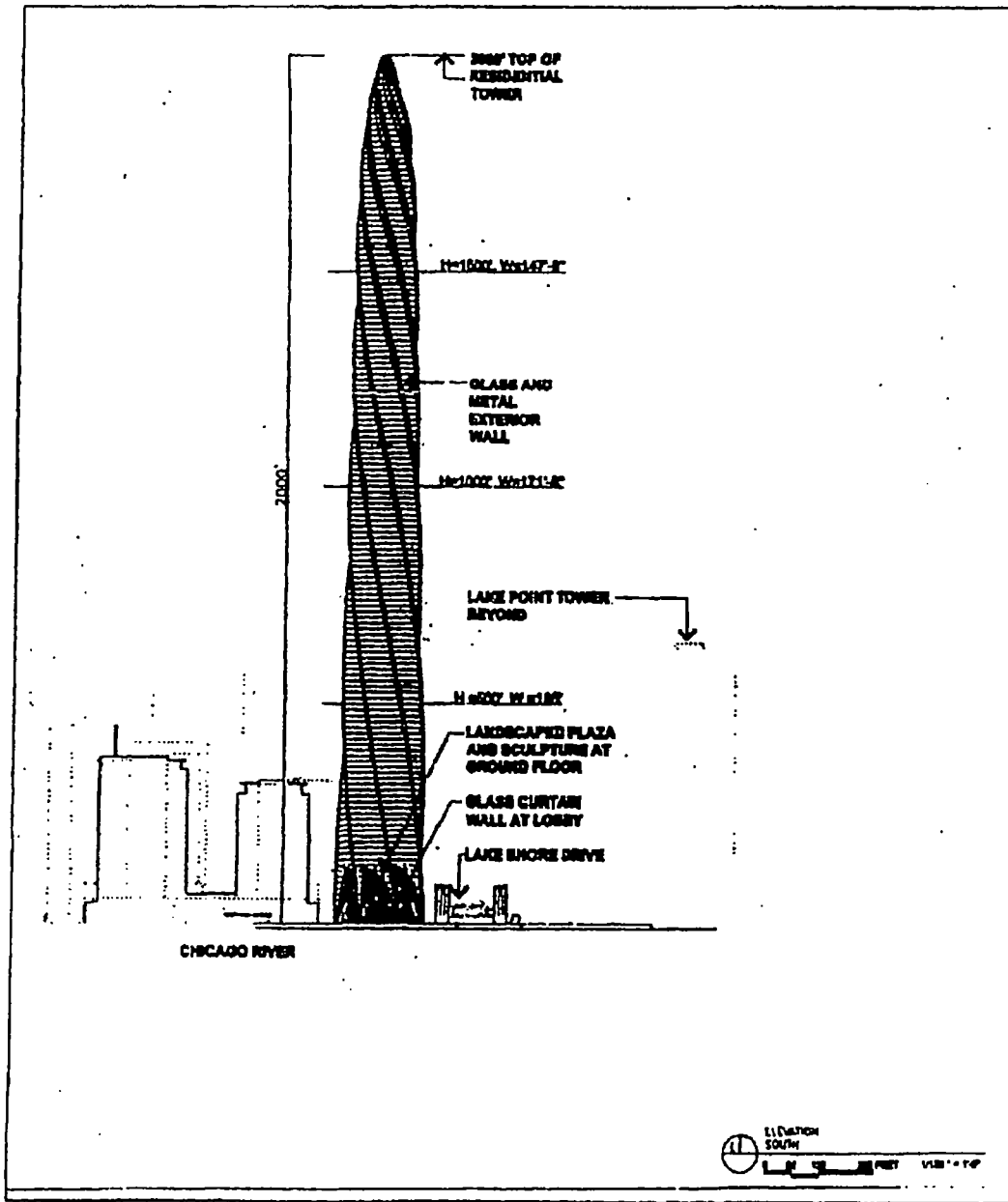


Exhibit 15.

Partial Enlarged South Elevation.

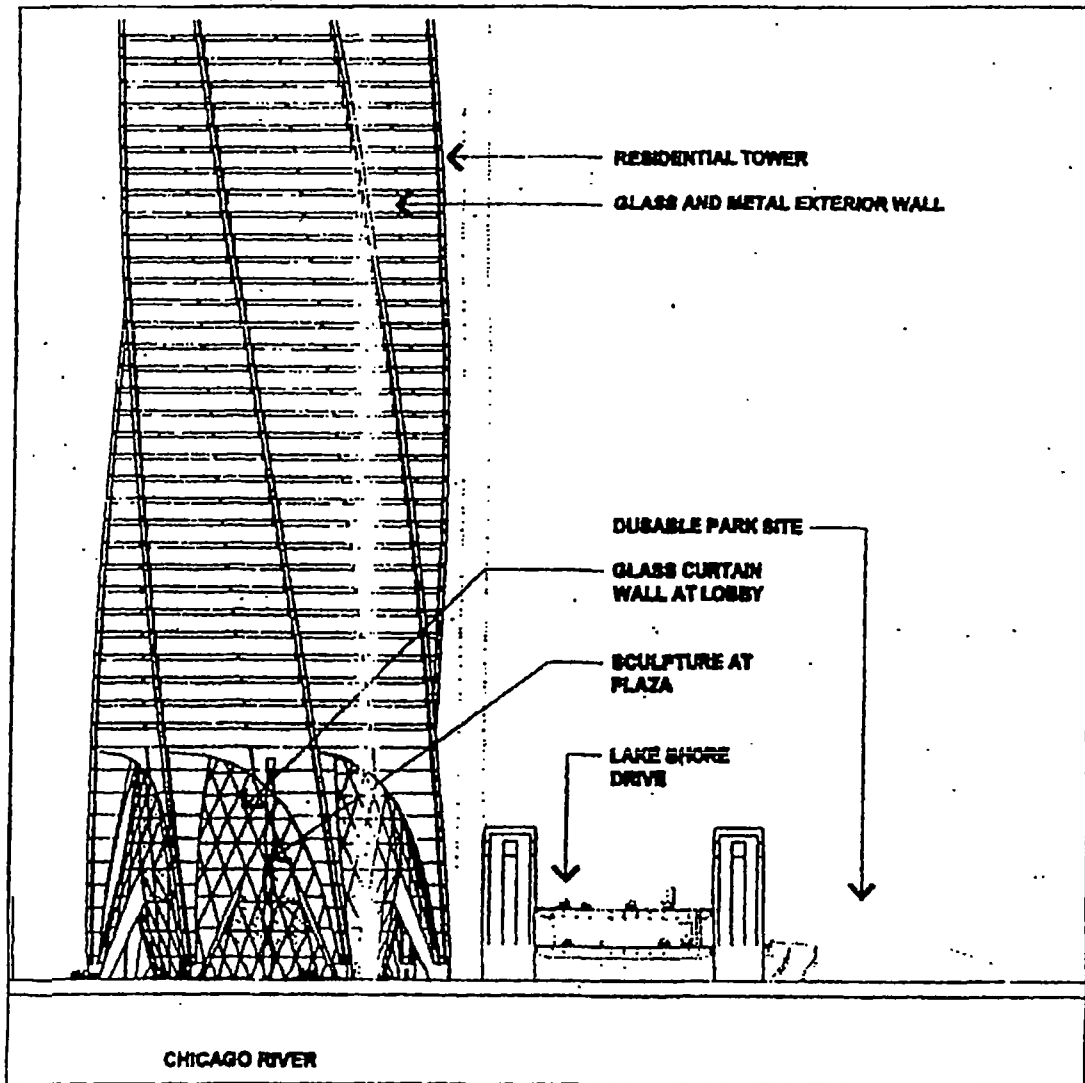


Exhibit 16.

Partial East/West Site Section.

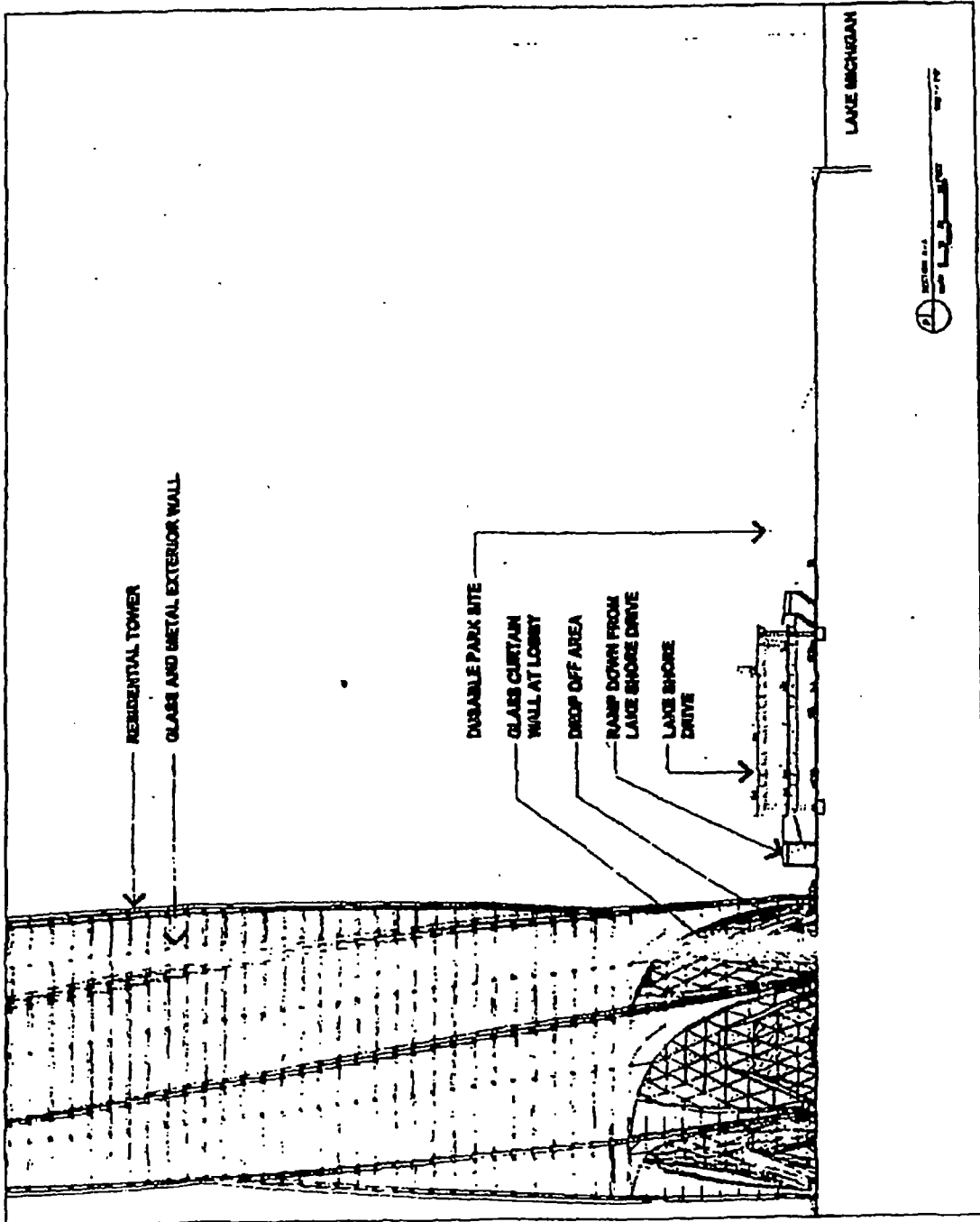


Exhibit 17.

Partial Enlarged East Elevation.

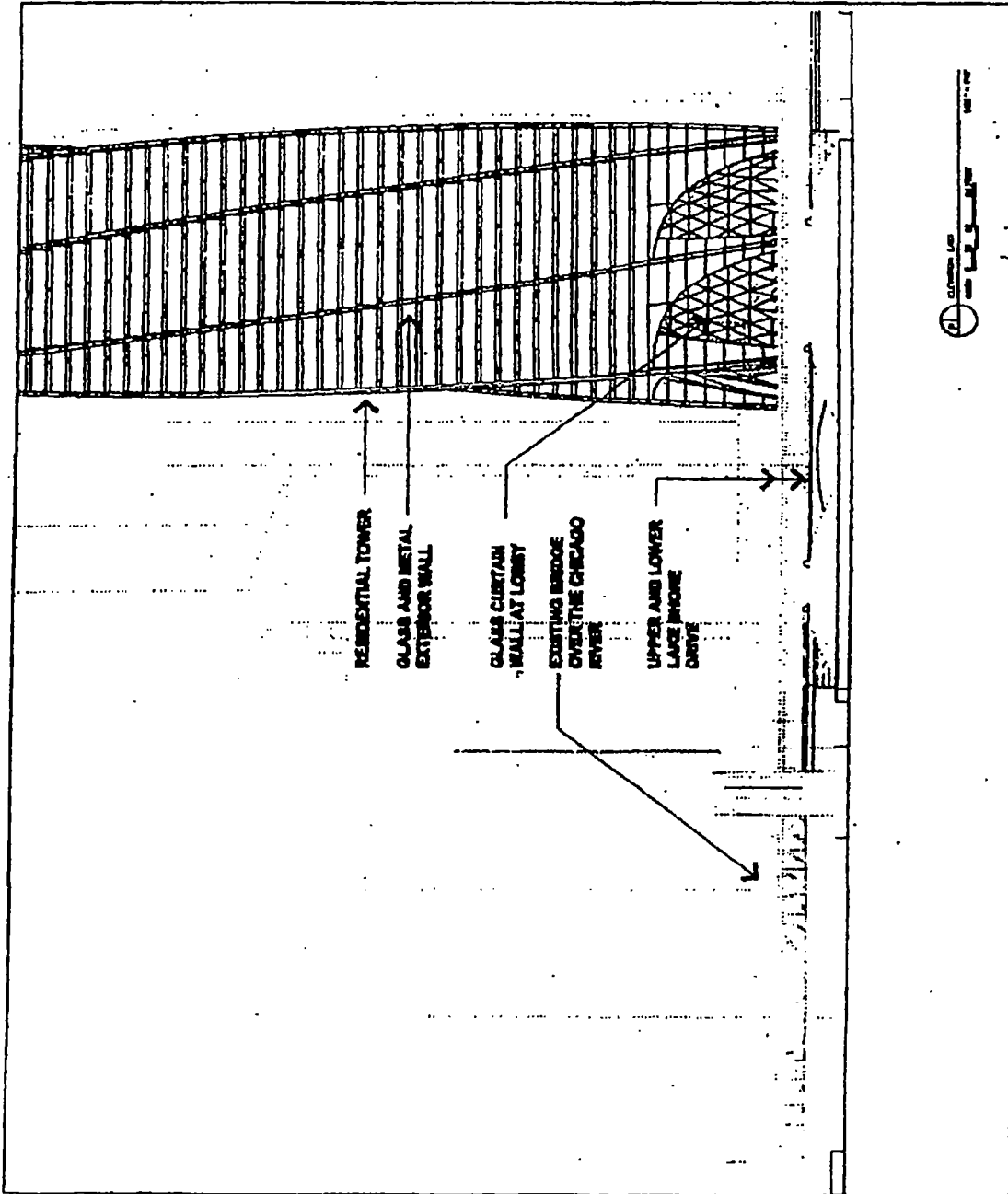


Exhibit 18.

North/South Site Section At Lake Shore Drive.

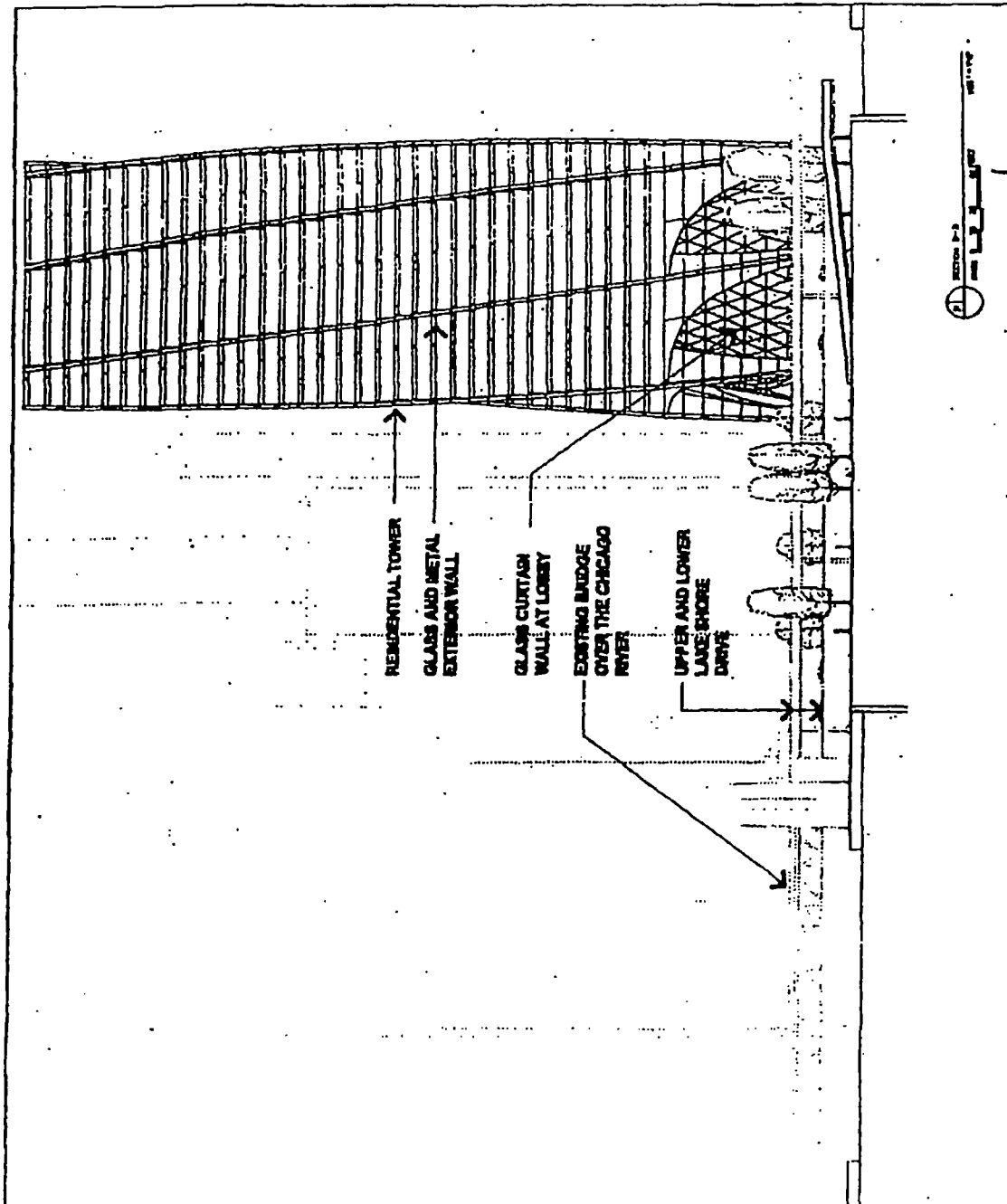


Exhibit 19.

North/South Tower And Parking Section.

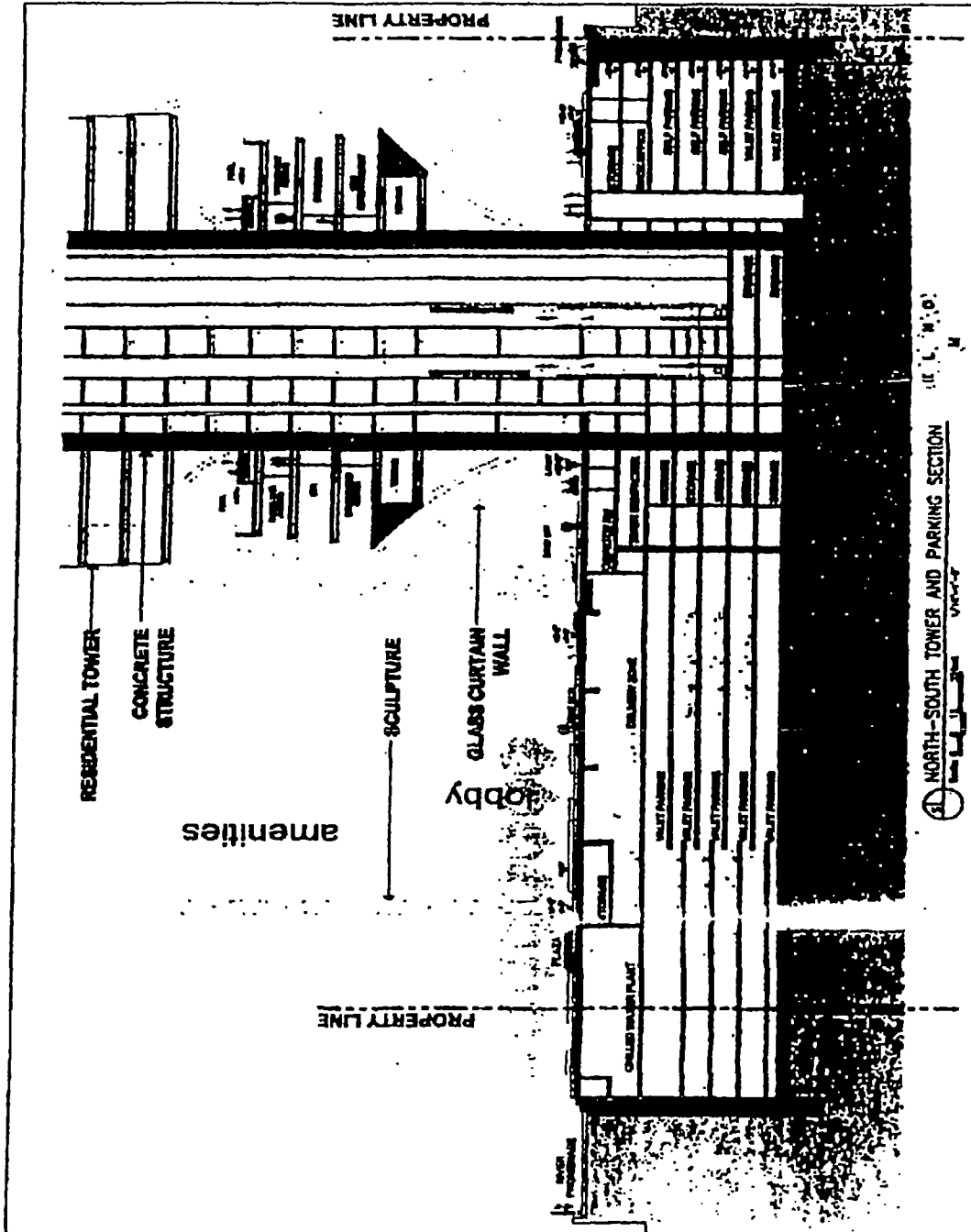


Exhibit 20.

East/West Parking Section.

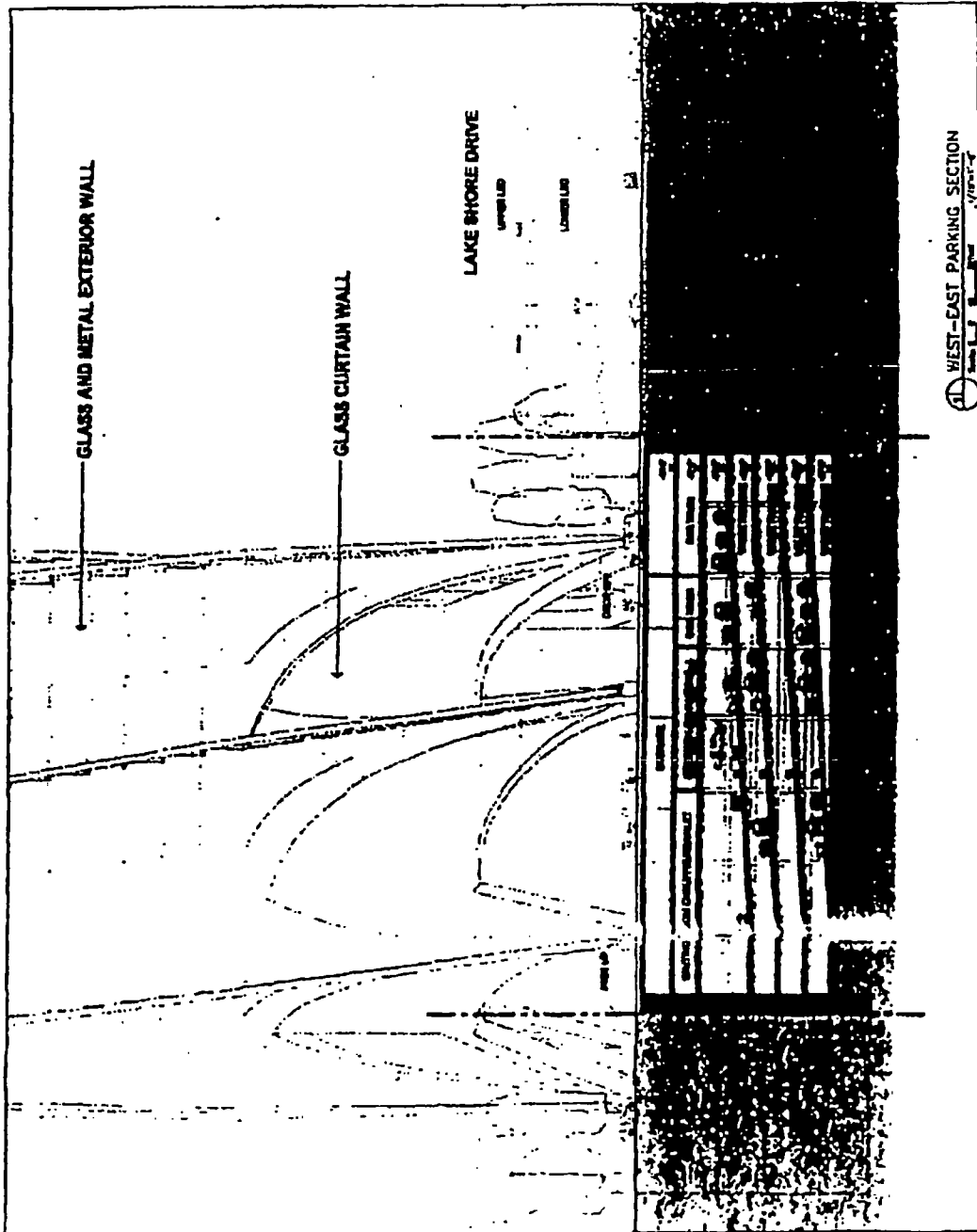


Exhibit 21.

North/South Parking Section.

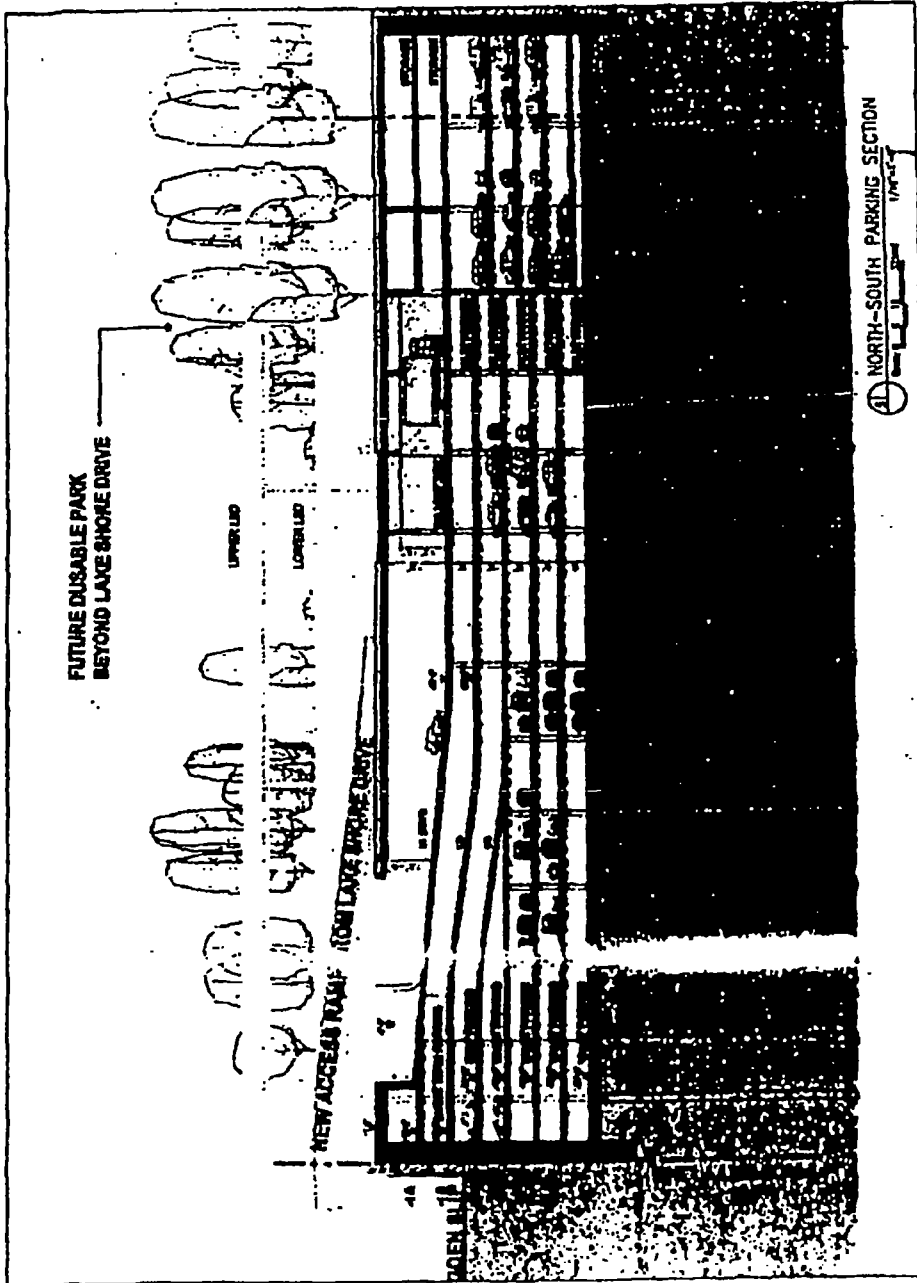


Exhibit 22.

Lake Point Trail Alignment Alternate 1.

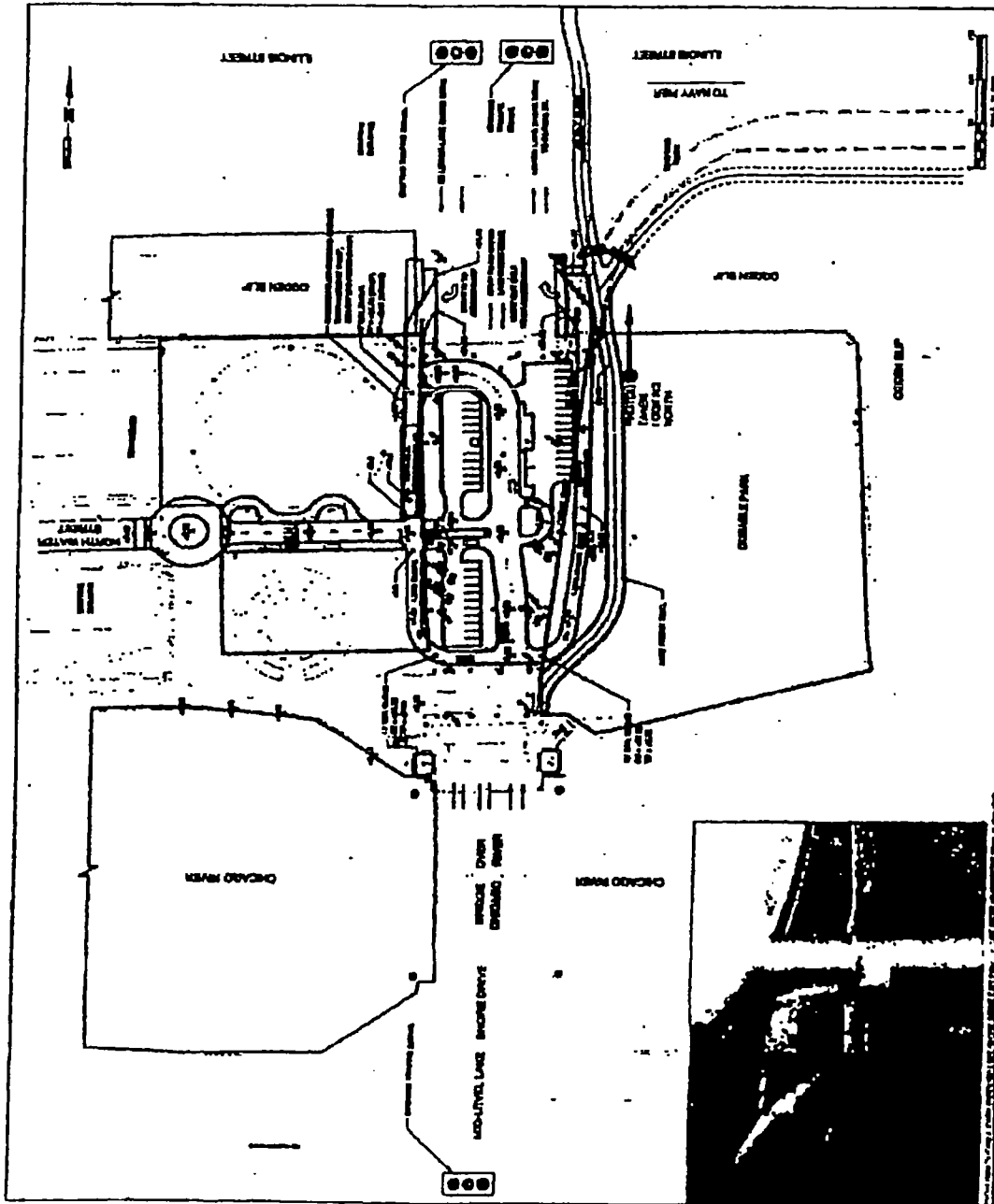
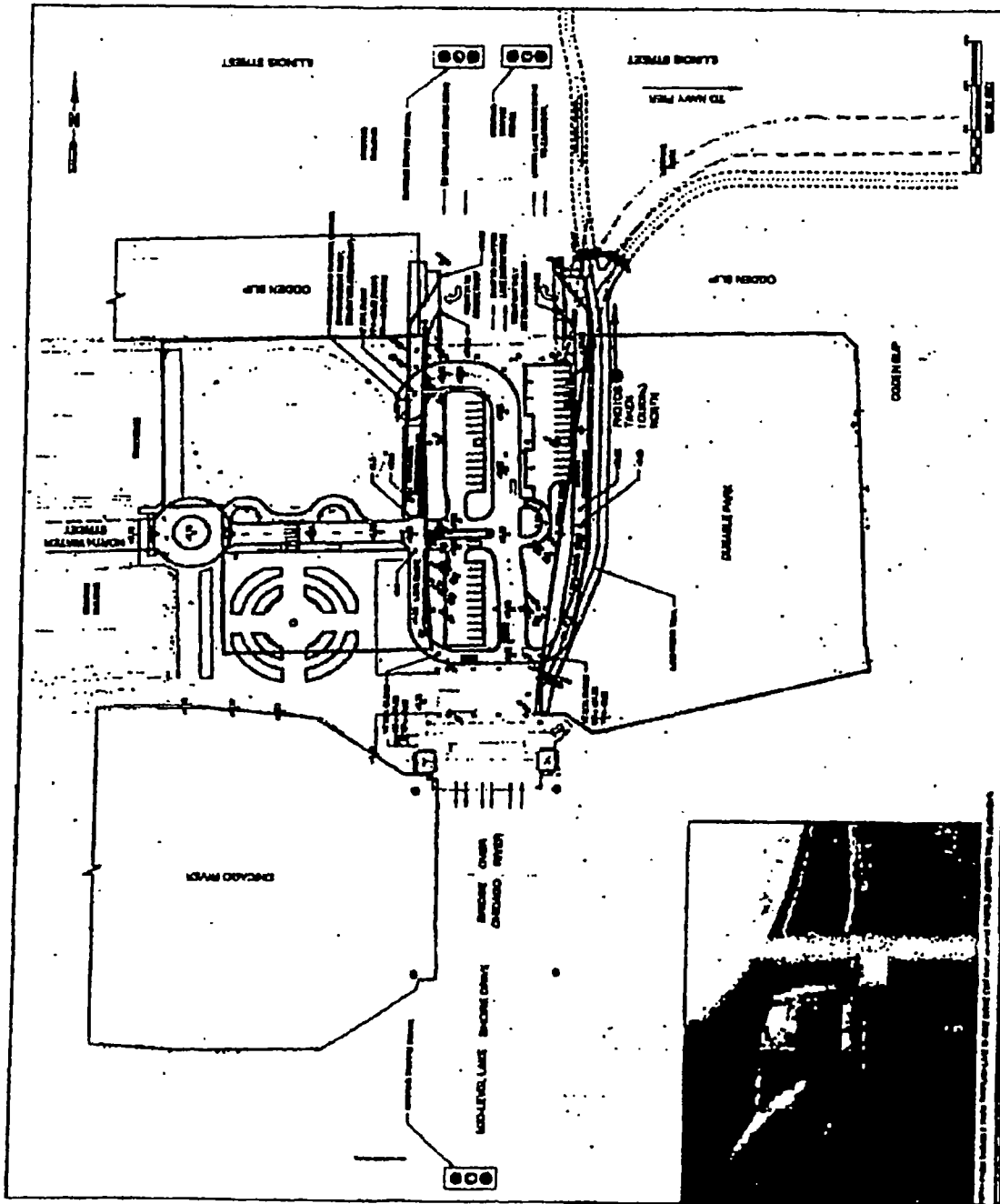
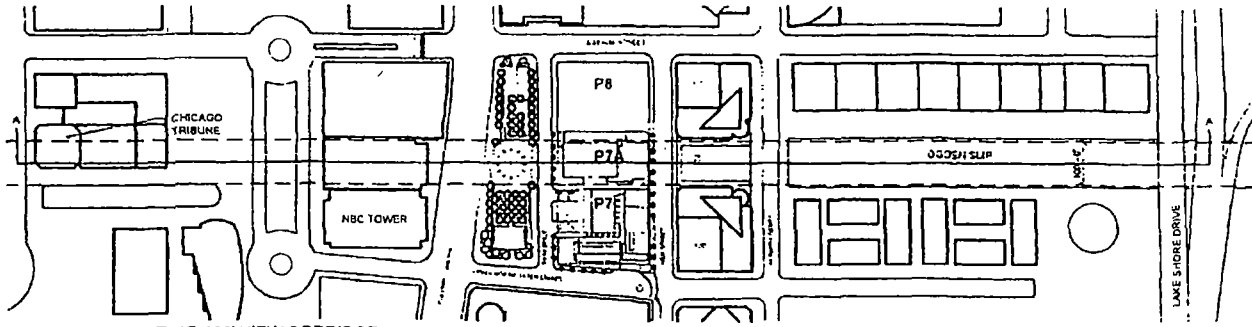


Exhibit 23.

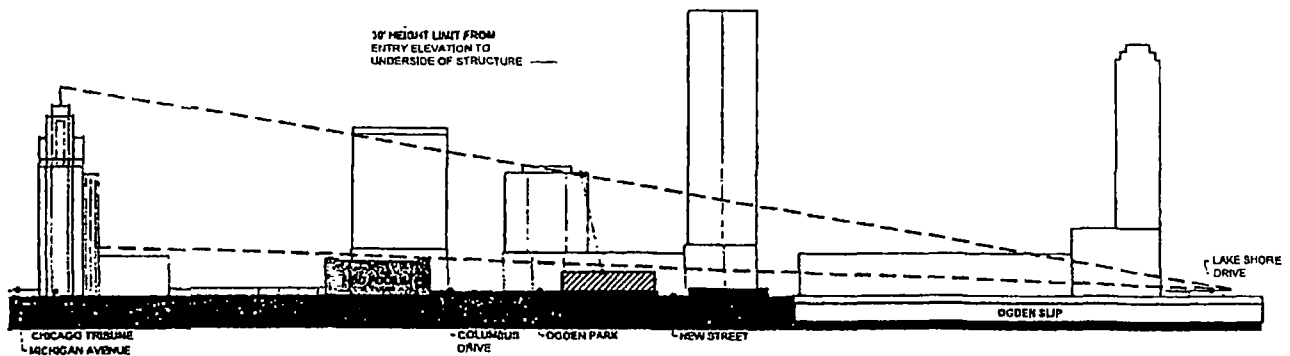
Lake Front Trail Alignment Alternate 2.



View Corridor Program.



SITE PLAN INDICATING 100' VIEW CORRIDOR



SITE SECTION "A" THROUGH VIEW CORRIDOR

VIEW CORRIDOR PROGRAM



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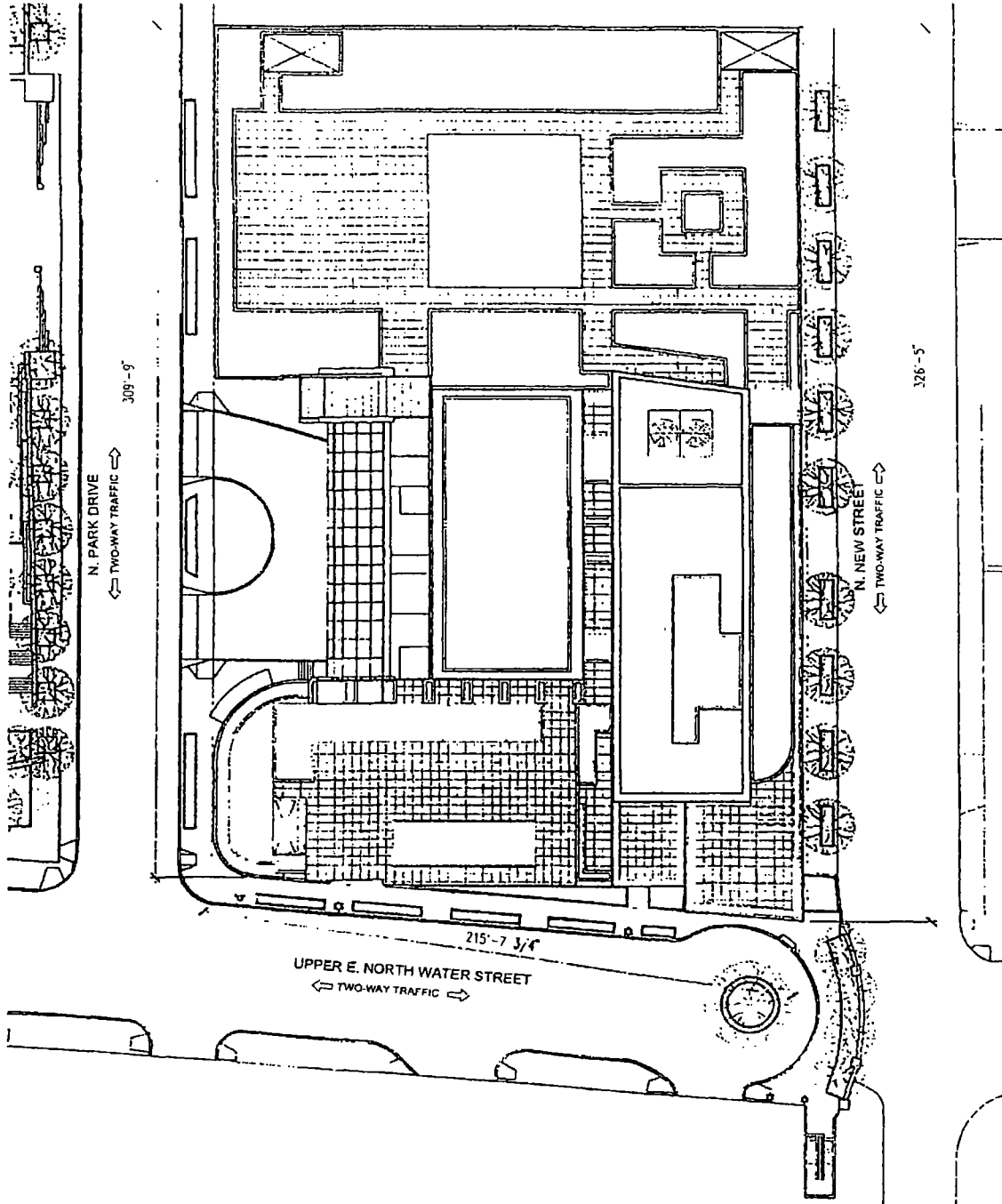
Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

NTS



Overall Site Plan.



OVERALL SITE PLAN



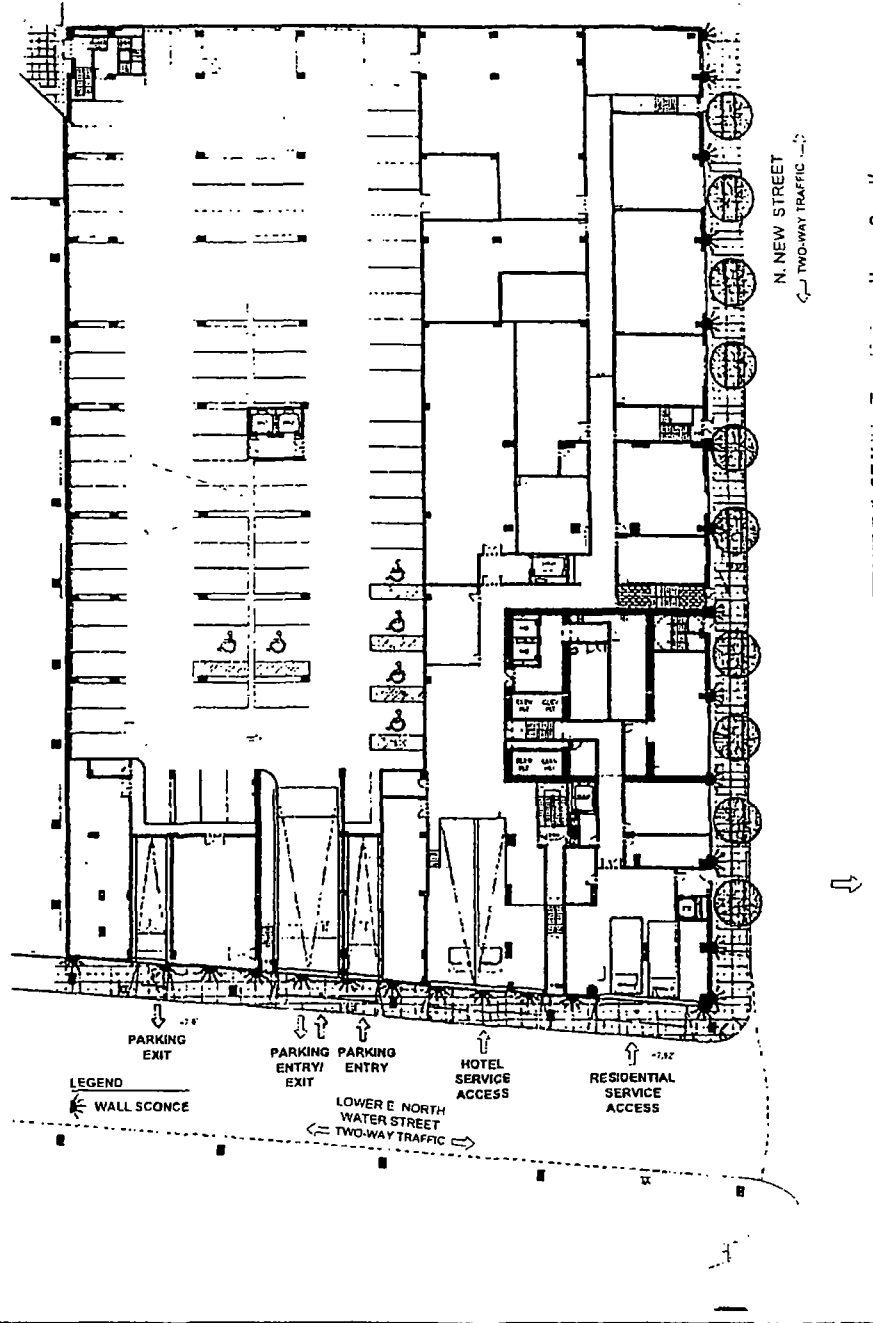
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 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

0' 25' 50'

Lower East North Water Street Plan.



**LOWER E. NORTH
WATER STREET PLAN**

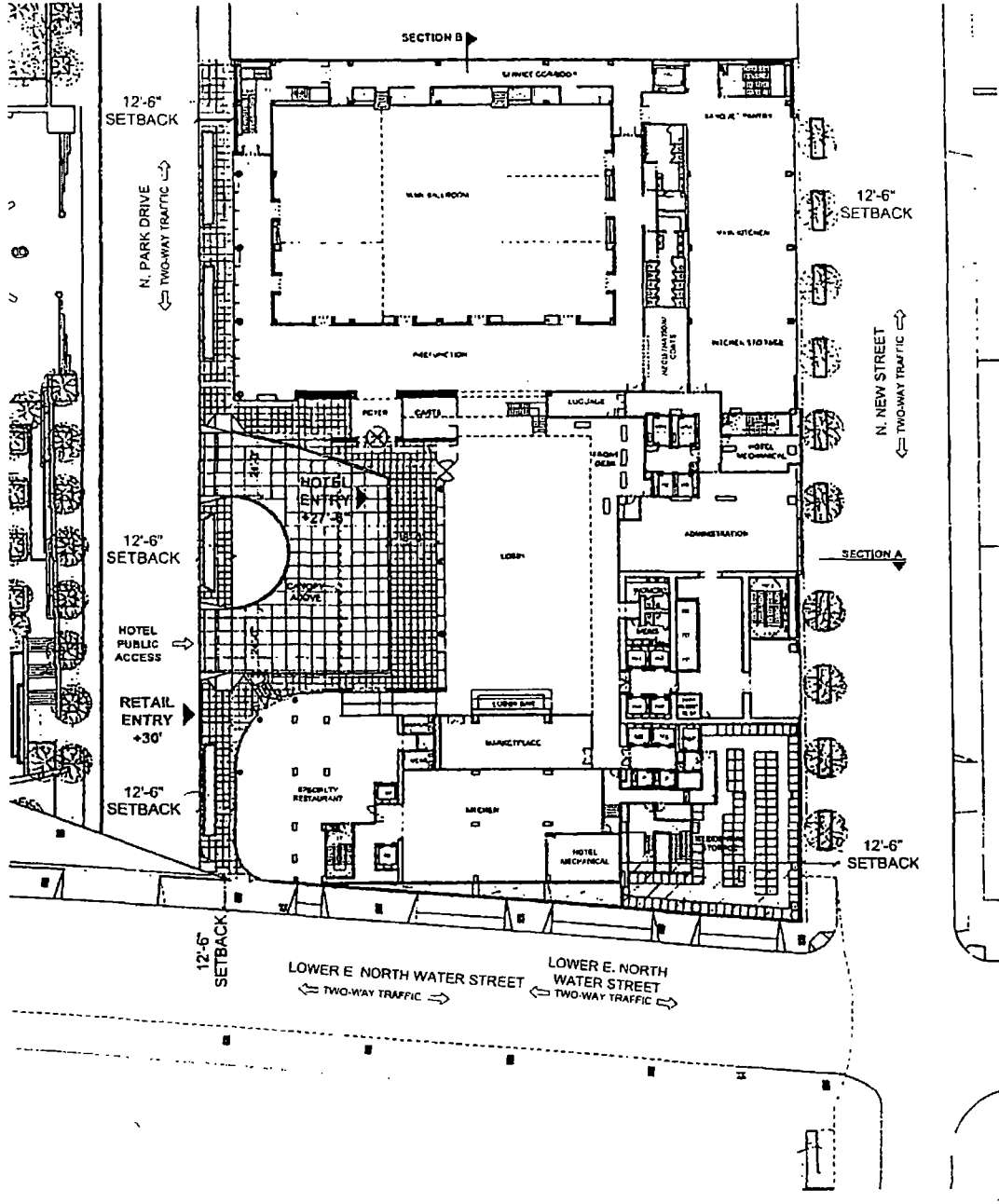


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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

North Park Drive Street Plan.



NORTH PARK DRIVE STREET PLAN

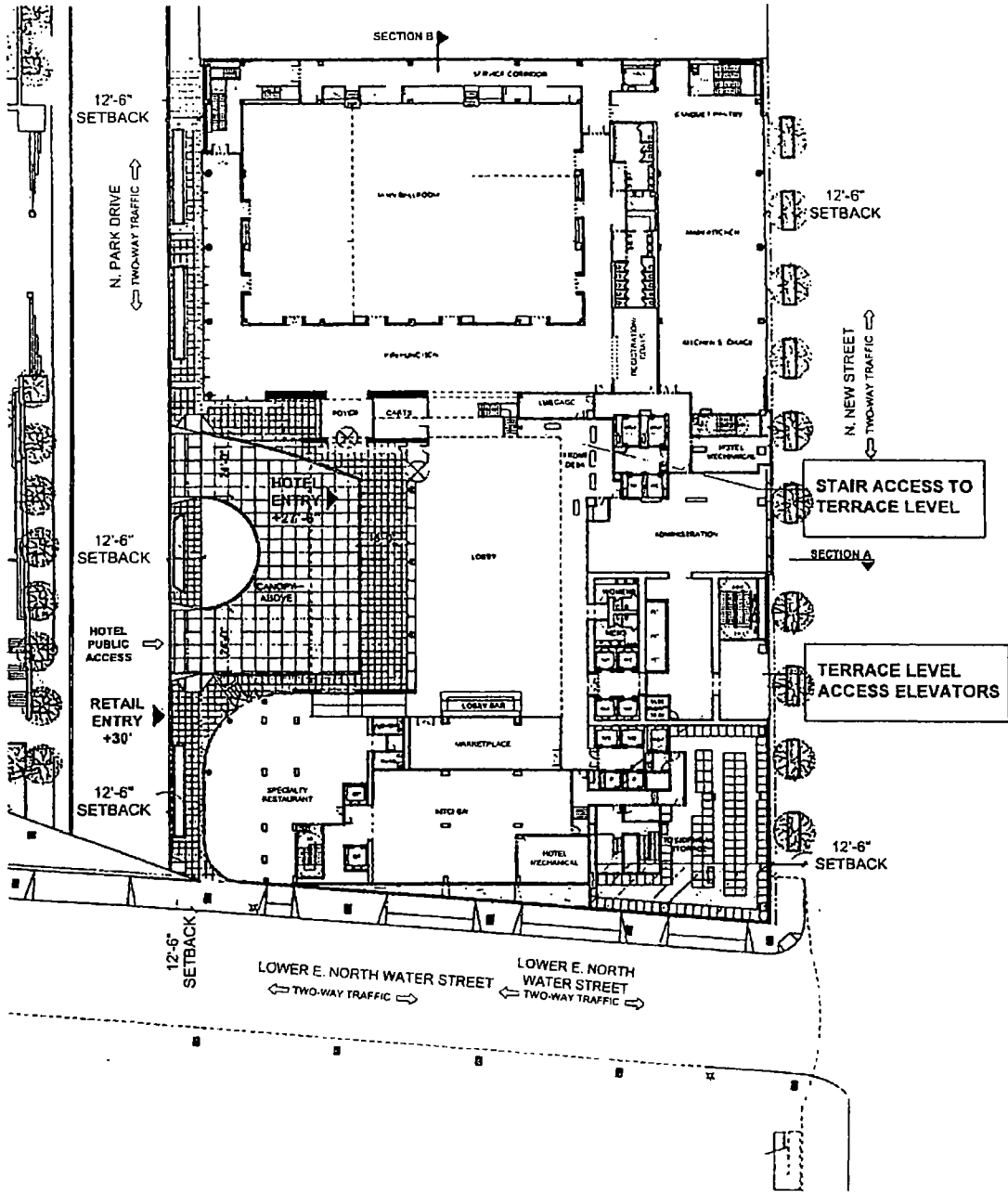


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 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

North Park Drive Street Wayfinding Plan.



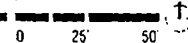
**NORTH PARK DRIVE STREET
WAYFINDING PLAN**



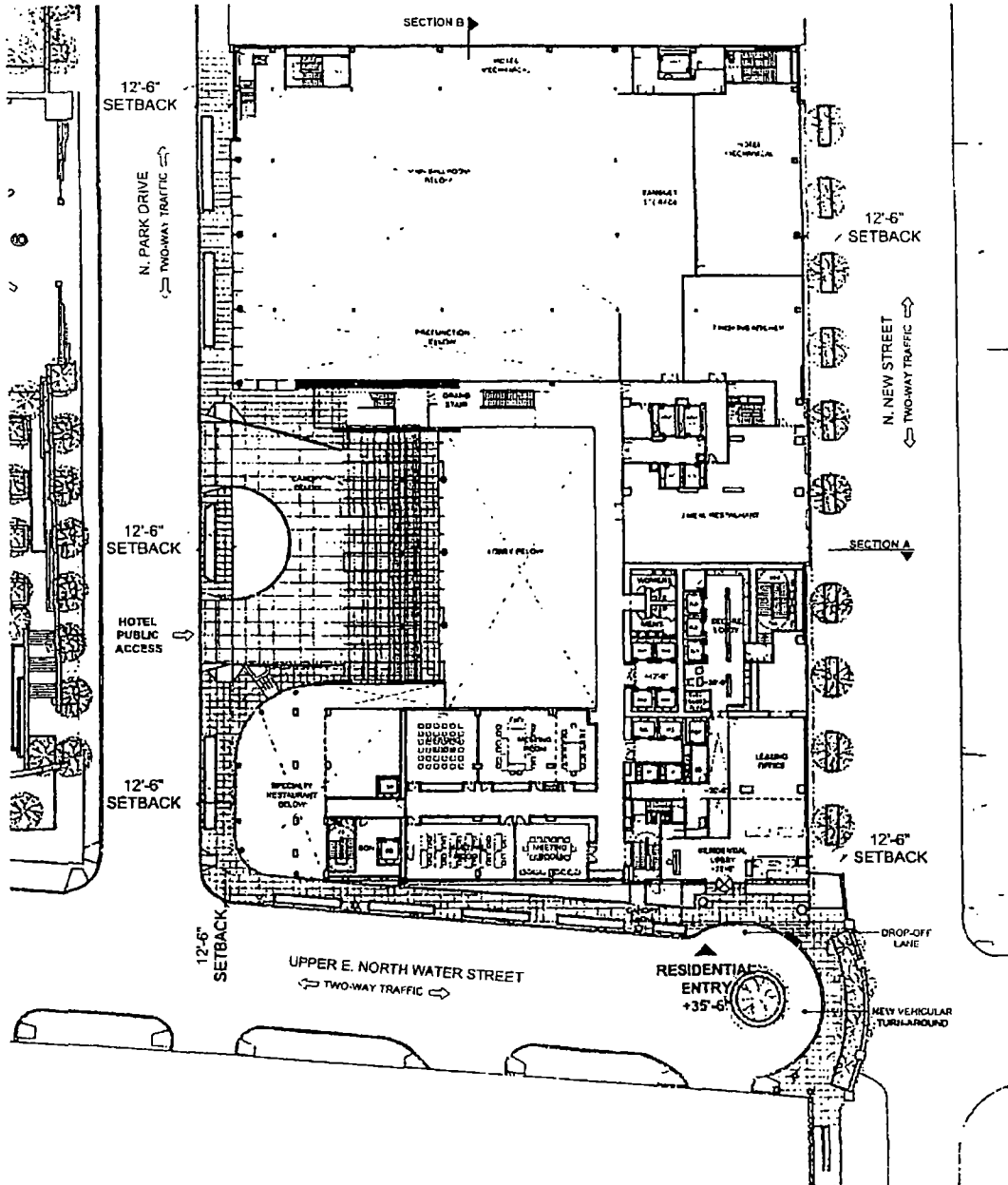
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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:



Upper East North Water Street Plan.



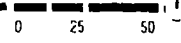
UPPER E. NORTH WATER STREET PLAN



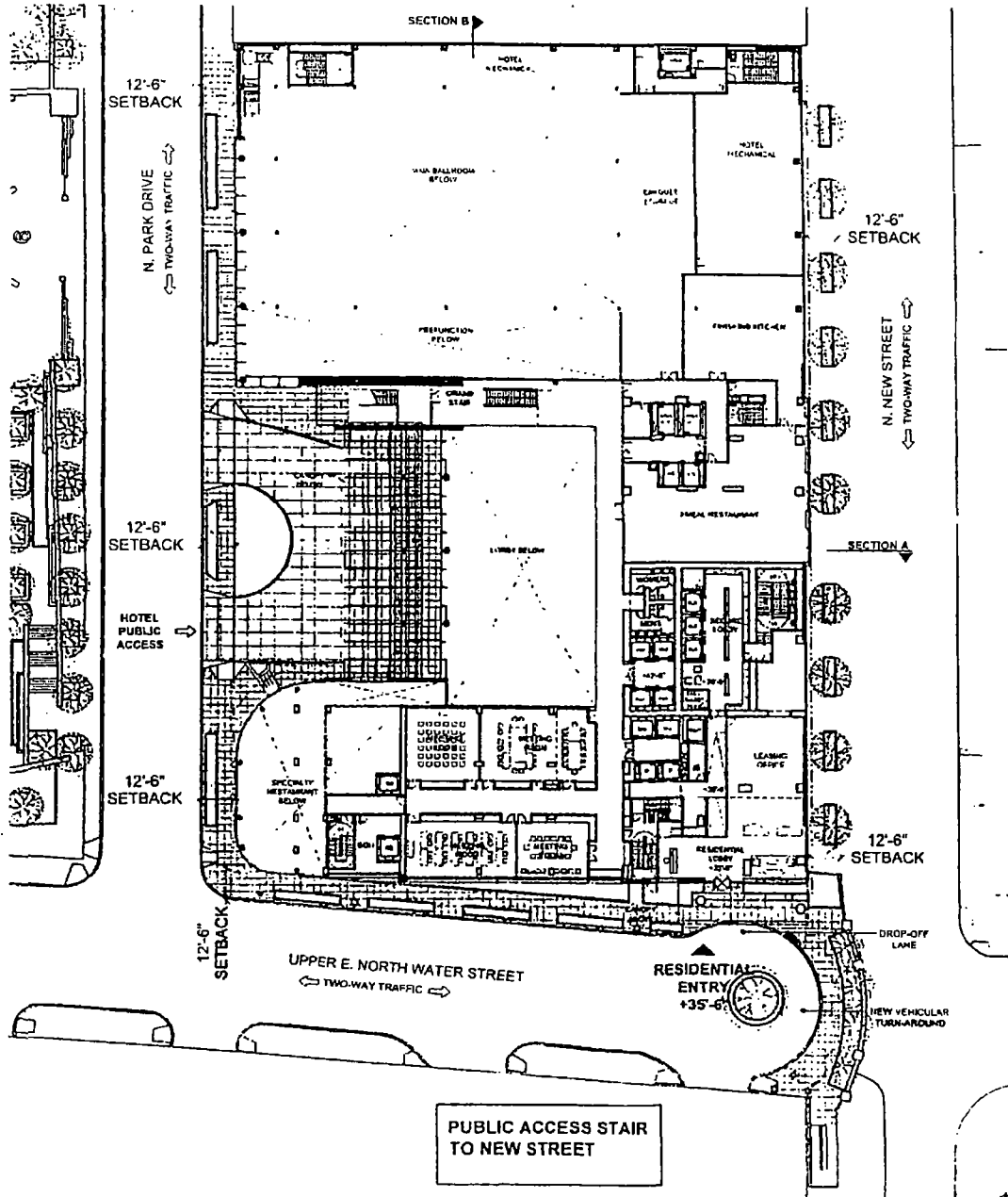
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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:



Upper East North Water Street Wayfinding Plan.



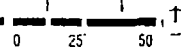
UPPER E. NORTH WATER STREET WAYFINDING PLAN



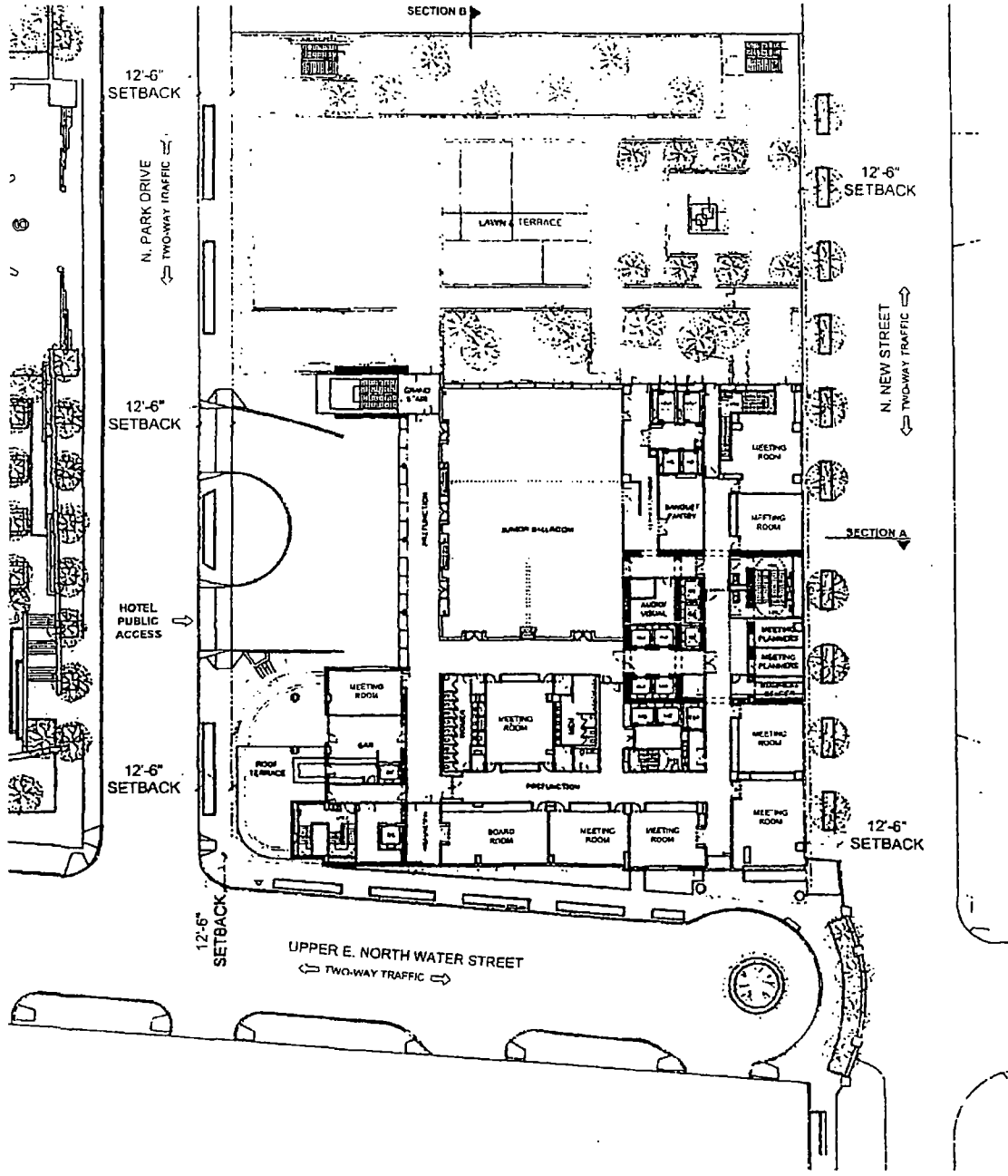
© 2012 Soltero + Cordwell Guenz

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

Date: May 24, 2012
Revised:



Terrace Level Plan.



TERRACE LEVEL PLAN

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

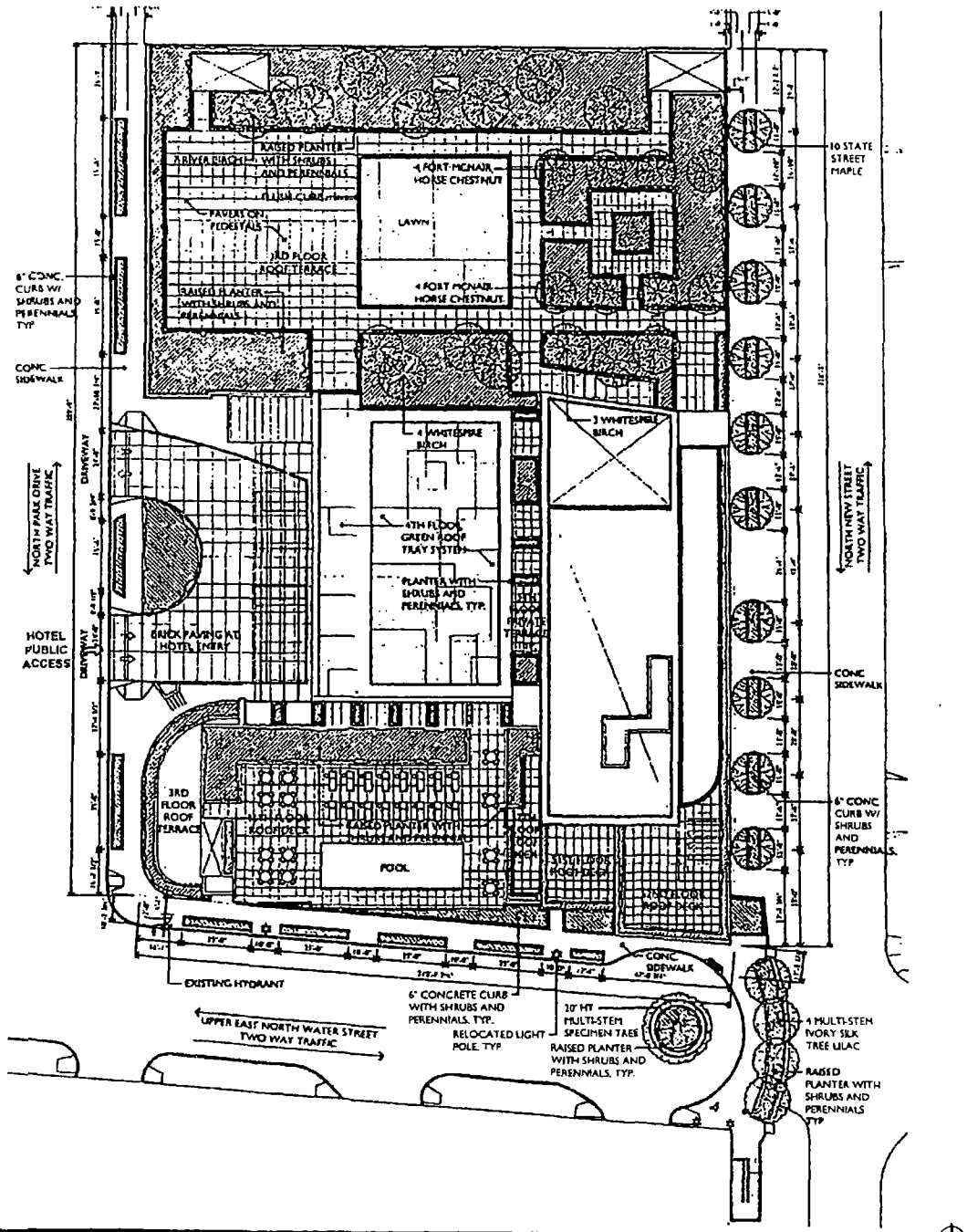
Date: May 24, 2012
Revised:

0 25 50



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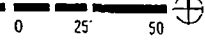
Landscape Plan.



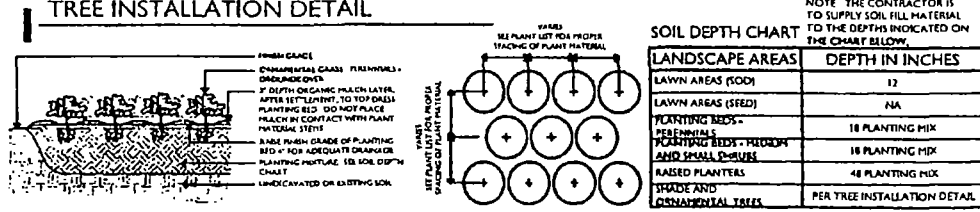
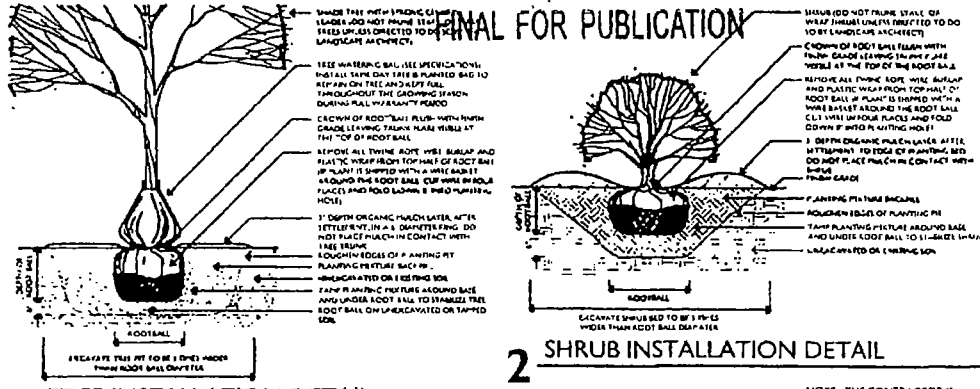
LANDSCAPE PLAN

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

Date: May 24, 2012
Revised:



Plant List And Landscape Details.




3 PLANT LIST

NOTE: QUANTITIES ON THE PLANT LIST ARE PROVIDED FOR INFORMATION ONLY. PLANT QUANTITIES UNDER THE CONTRACT ARE INDICATED ON THE PLANS. IN THE EVENT OF ANY DISCREPANCIES, THE CONTRACT SHALL BE BASED ON THE QUANTITIES SHOWN ON THE PLANS.

CODE	BOTANICAL NAME	COMMON NAME	QTY	CAL	HT	SPRD	ROOT	REMARKS
ACPH	ADONIS X CANINA 'FORT MONAR'	FORT MONAR HONEYCRESTHRT	8	4"	-	-	368	SINGLE STRAIGHT
APNO	ACER FRATILLI 'NORWAY'	NORWAY SPRUCE	10	4"	-	-	368	TRUNK SPECIMEN QUALITY
APCO	ACER PLATANOIDES 'EMERALD QUEEN'	EMERALD QUEEN NORWAY MAPLE	7	4"	-	-	368	
BN	BETULA NIGRA	RIVER BIRCH	7	-	10'	-	368	MULSTEHL
BNW	BETULA PLATYPHYLLA VAR. 'JAPONICA WHITELOWE'	WHITESAKE JAPANESE WHITE BIRCH	7	-	10'	-	368	4.5 STEHL
SLX	STYRACIA BETICULATA 'TWOY BLK'	WYOMY BLUE TREE LEAC	4	-	12'	-	368	MINIMUM
OS	OSYRIS SPICATA	SOUTHERN BUSH HONEYSUCKLE	-	-	34"	-	41	4.0' ON CENTER
ICLG	JUNIPERUS COMPLANATUS SEA GREEN	SEA GREEN JUNPER	-	-	24"	-	45	4.0' ON CENTER
JP	JUNIPERUS HORIZONTALIS	ANDROMEDA COMPACT JUNPER	-	-	18"	-	45	3.0' ON CENTER
PCS	PHYSCALOPUS OXICORDATUS 'SEWARD'	SUMMER WHITE NINEBAR	-	-	36"	-	45	4.0' ON CENTER
RAE	RIBES ALPINUM	ALPINE CURRIANT	-	-	24"	-	45	4.0' ON CENTER
RAGL	RHUS AROMATICA 'GROLOW'	GRO-LOW SUMAC	-	-	24"	-	45	3.0' ON CENTER
RKCO	ROSA X 'PINK KNOCK OUT'	PINK KNOCKOUT ROSE	-	-	24"	-	41	3.0' ON CENTER
RKCO	ROSA X 'RED KNOCK OUT'	RED KNOCKOUT ROSE	-	-	24"	-	41	3.0' ON CENTER
SD	SPREA X 'BURNING GLOBE'	GLOBE SPREA	-	-	24"	-	41	3.0' ON CENTER
THW	TAXUS X MEDIA 'WARD'	WARDS YEW	-	-	30"	-	41	3.0' ON CENTER
CAKP	CALAMAGROSTE ACUTIFLORA 'KARL FORESTER'	KARL FORESTER FEATHER REED GRASS	-	-	-	-	41	3.0' ON CENTER
MOH	MOHRA CAENULEA 'MOONLAPSE'	MOONLAPSE PURPLE MOOR GRASS	-	-	-	-	41	1.4' ON CENTER
MP	POCANTHUS SPENSIS 'PULPASCENS'	PURPLE HAZEL GRASS	-	-	-	-	41	3.0' ON CENTER
MS	POCANTHUS SPENSIS 'SHENANDOAH'	SHENANDOAH RED SWITCH GRASS	-	-	-	-	41	3.0' ON CENTER
PAH	PERNITETUM ALPINEUM 'SUNSHINE'	SUNSHINE SWAMP BOUTAINSH GRASS	-	-	-	-	41	3.0' ON CENTER
SH	SPERGANDIA HETEROPHYLLA	FRANKIE DROPSID	-	-	-	-	41	1.4' ON CENTER
EFC	EUCHROMIS FORTUNIS 'COLORATUS'	PURPLE LEAF WINTERCREEPER	-	-	-	-	41	1.4' ON CENTER
EPH	ECHEMACIA PURPUREA 'MAGNUS'	MAGNUS PURPLE CORNER CREEPER	-	-	-	-	41	1.4' ON CENTER
WH	HEPTACALLIS SPECIES MIX	DARTLET	-	-	-	-	41	1.4' ON CENTER
NF	NEPETA X FAASSENSIS	CATHMINT	-	-	-	-	41	1.4' ON CENTER
PD	PARTHENOCISSUS QUINQUEFOLIA	VIRGINIA CREEPER	-	-	-	-	41	3.0' ON CENTER





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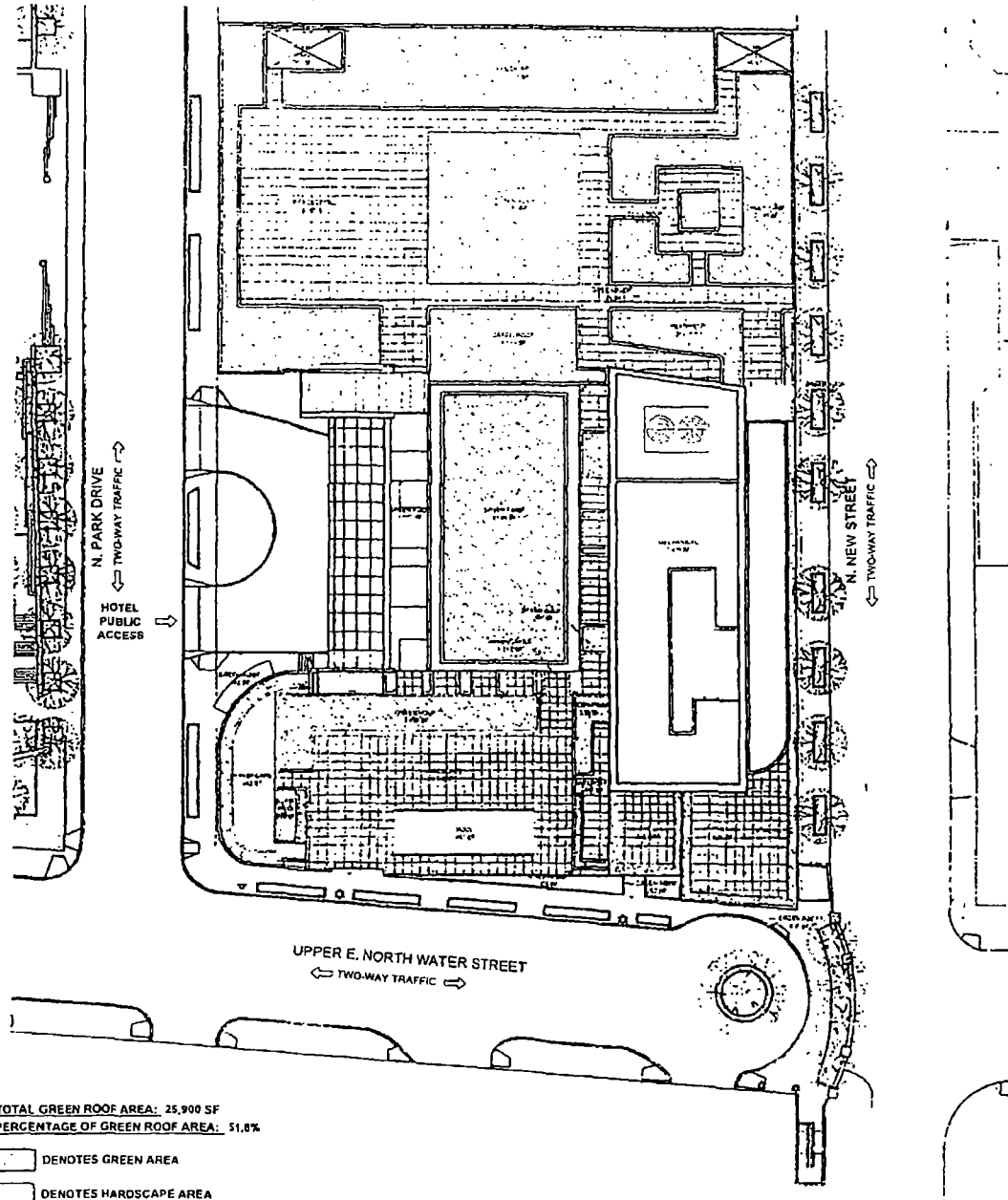
PLANT LIST & LANDSCAPE DETAILS

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

Date: May 24, 2012
Revised:

L-2
PLANT LIST
AND DETAILS

Green Roof Plan.



GREEN ROOF PLAN

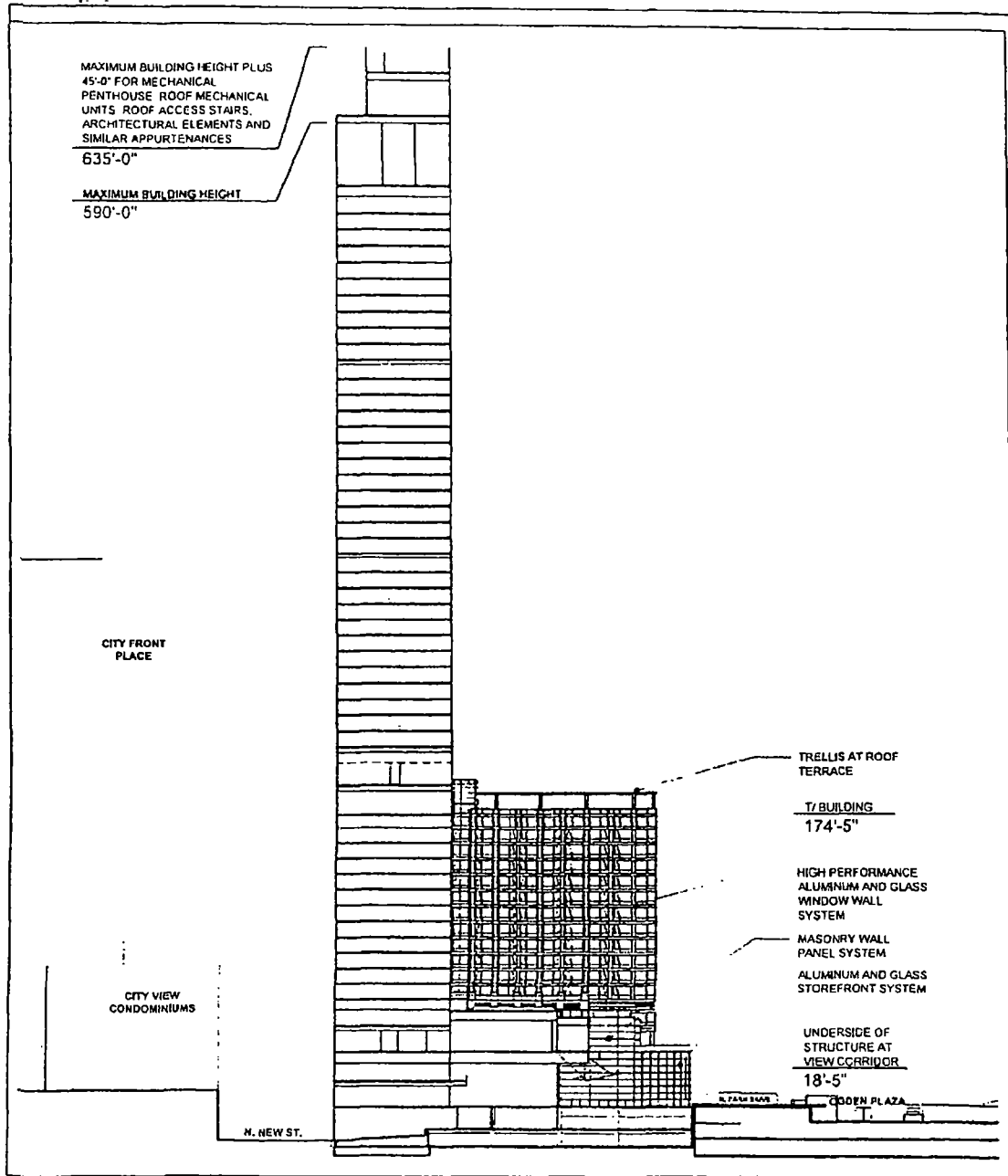


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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

Overall Section A And Partial North Elevation.



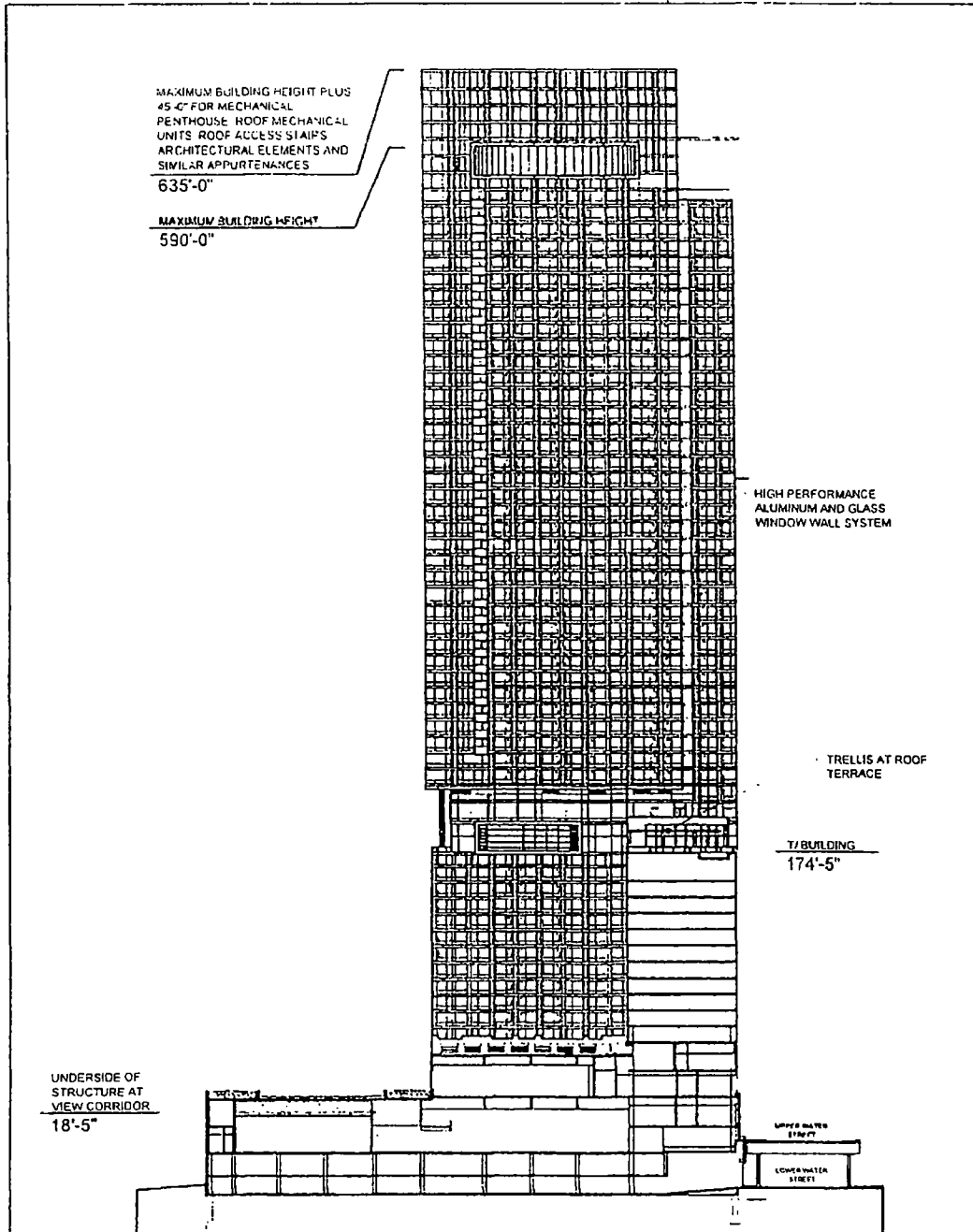
OVERALL SECTION A AND PARTIAL NORTH ELEVATION

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

Date: May 24, 2012
Revised:



West Elevation At Tower And Partial North/South Section B.



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

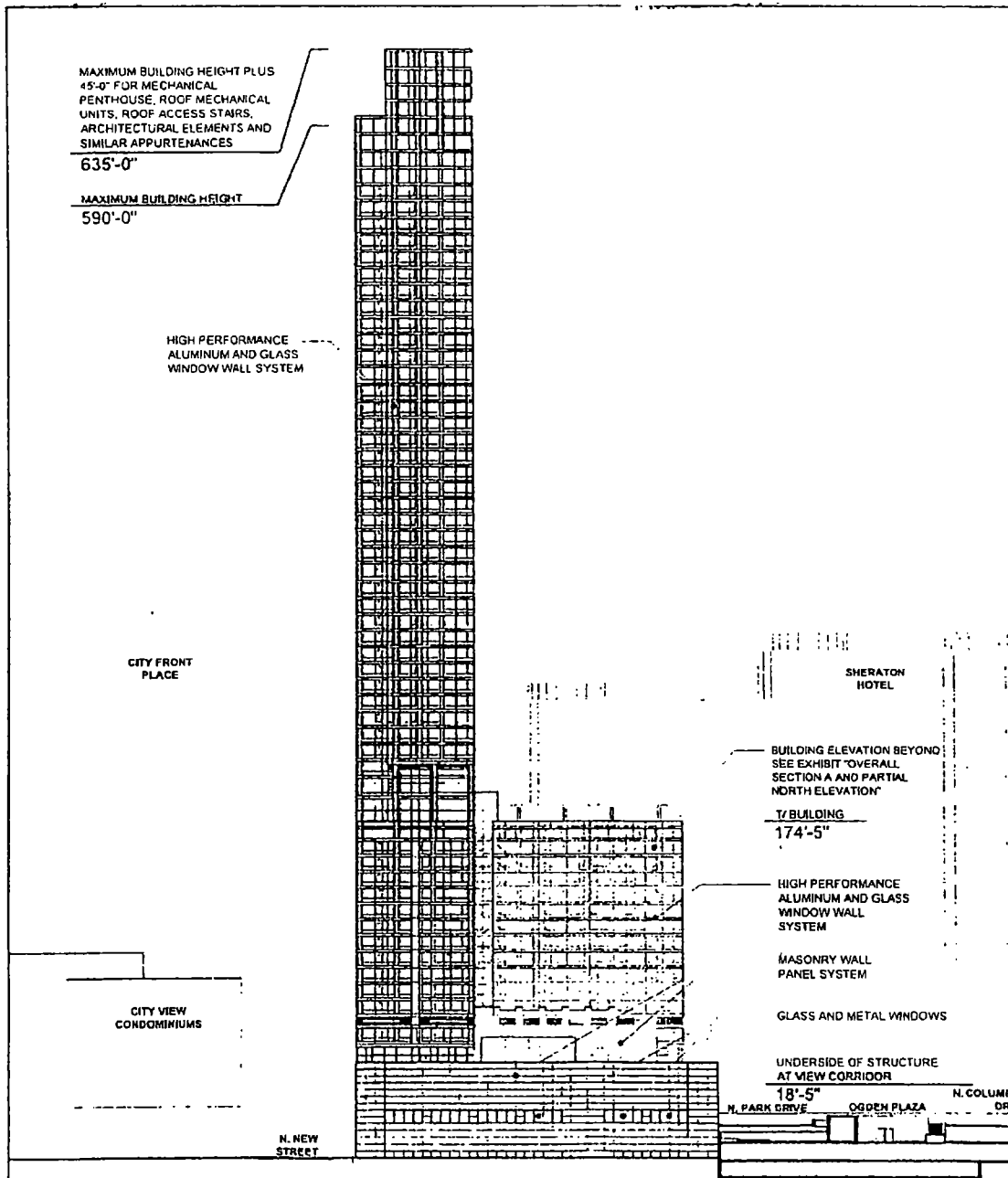
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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
435-463 N. Park Dr.; &
432-62 N. New St.

Date: May 24, 2012
Revised:

0' 40' 80'

North Elevation.



NORTH ELEVATION



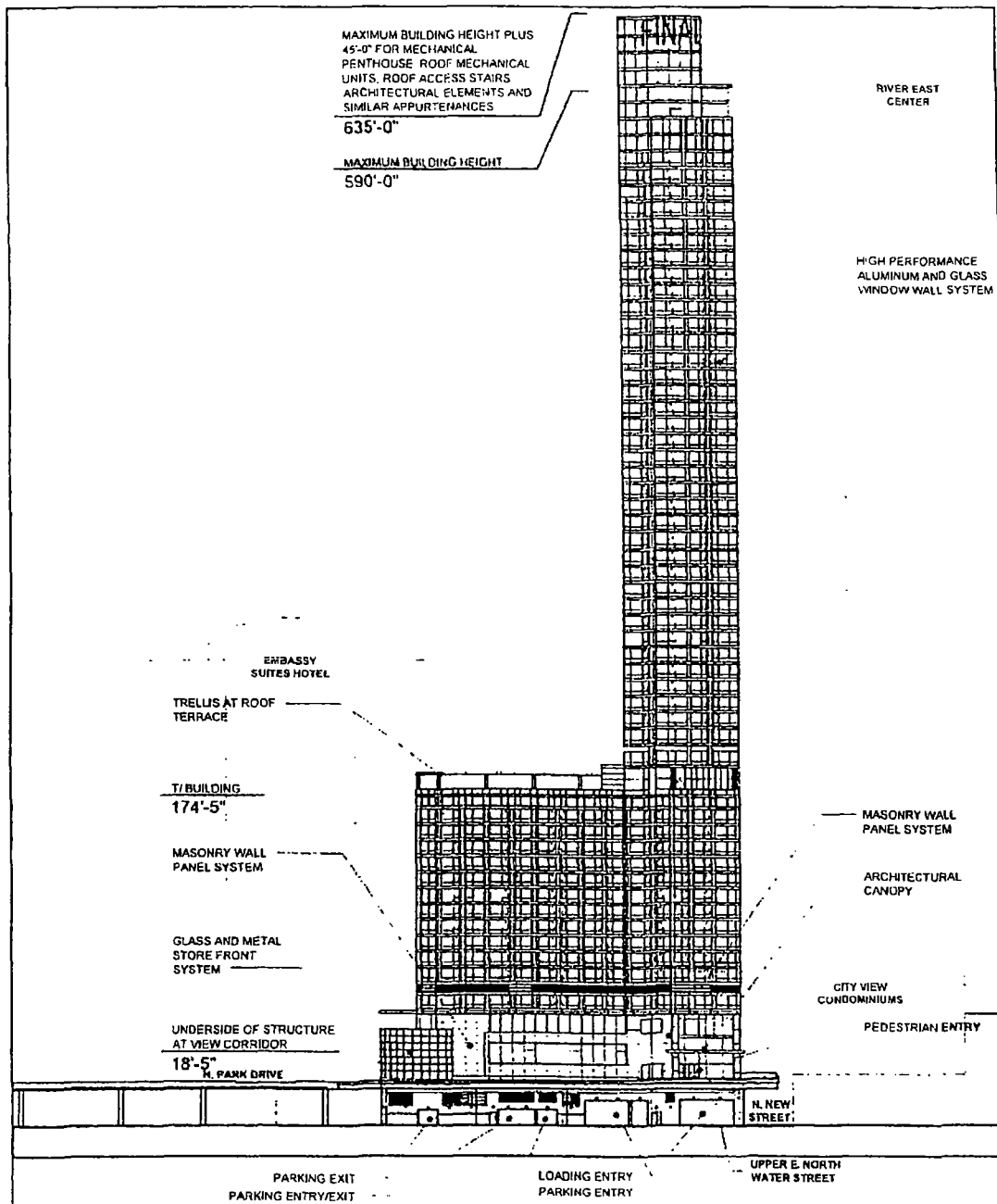
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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

0 40 80

South Elevation.



SOUTH ELEVATION



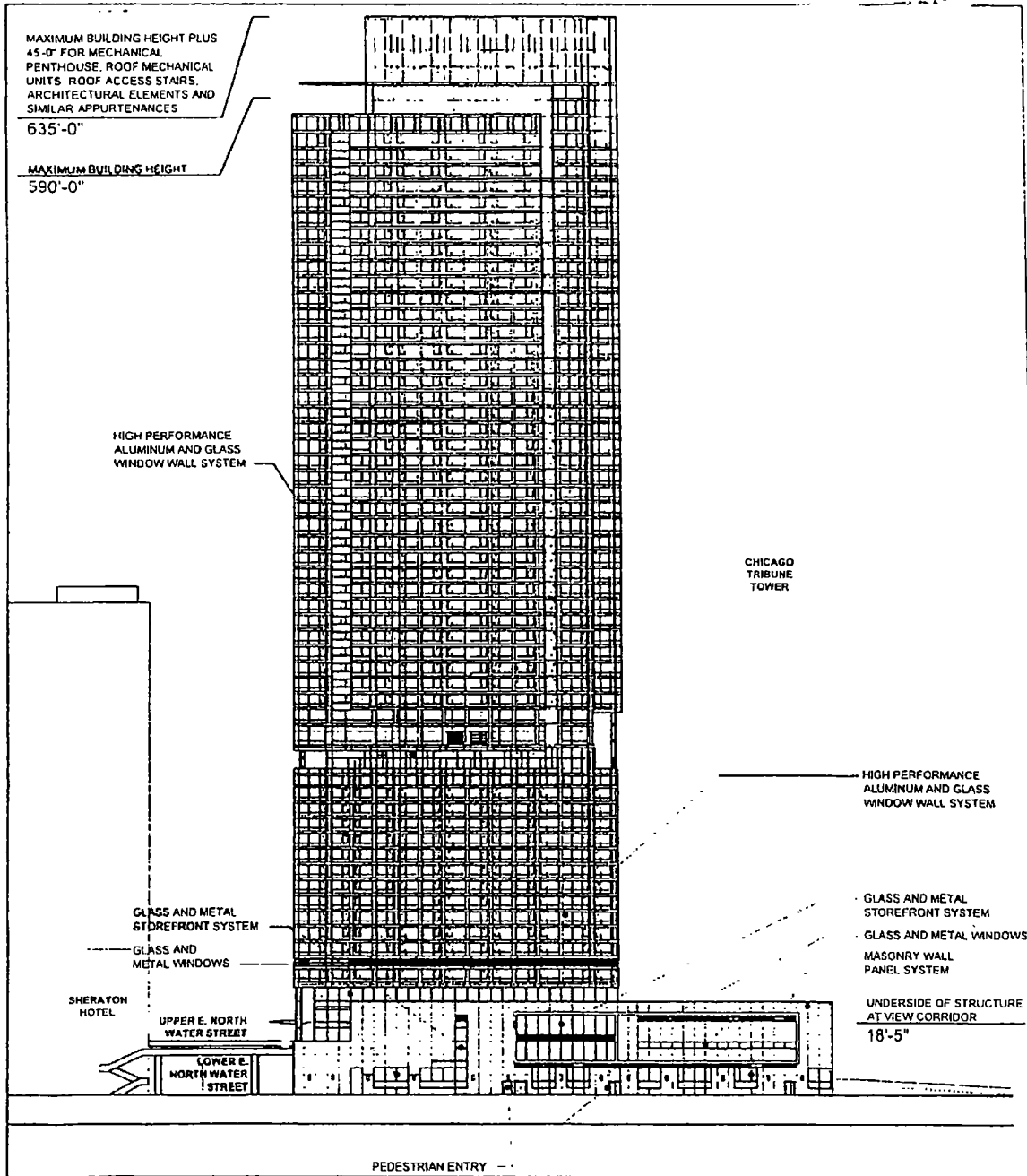
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Applicant: NEW WATER PARK, LLC
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 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:

0 40 80

East Elevation.



EAST ELEVATION

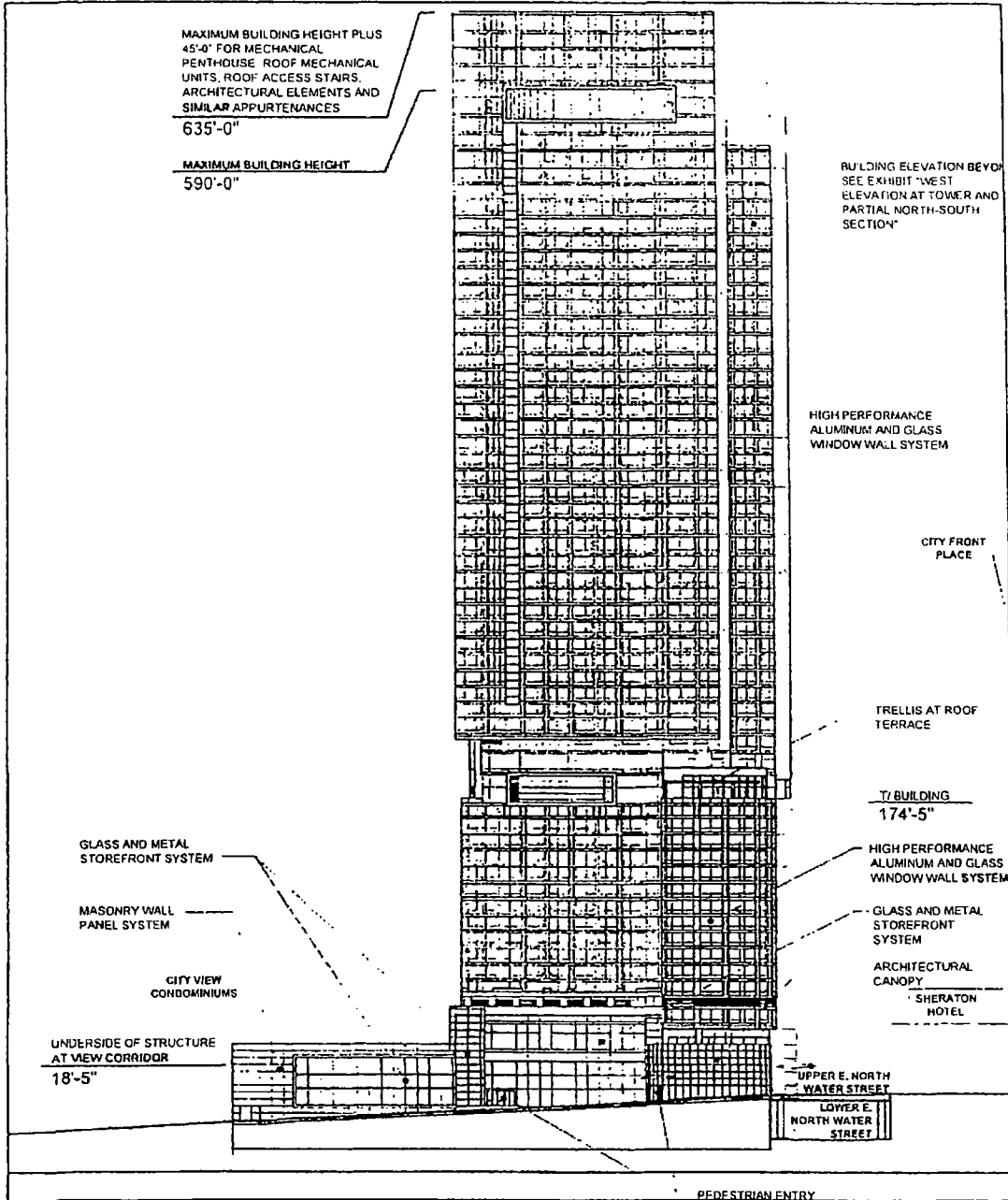


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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
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 432-62 N. New St.

Date: May 24, 2012
Revised:

West Elevation At North Park Drive.



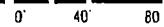
**WEST ELEVATION AT
NORTH PARK DRIVE**



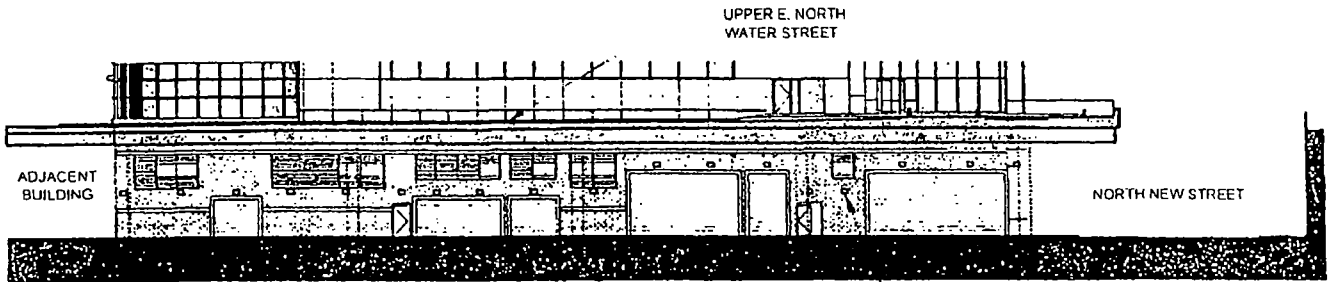
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Applicant: NEW WATER PARK, LLC
Address: 320-42 E. Upper North Water St.;
 435-463 N. Park Dr.; &
 432-62 N. New St.

Date: May 24, 2012
Revised:



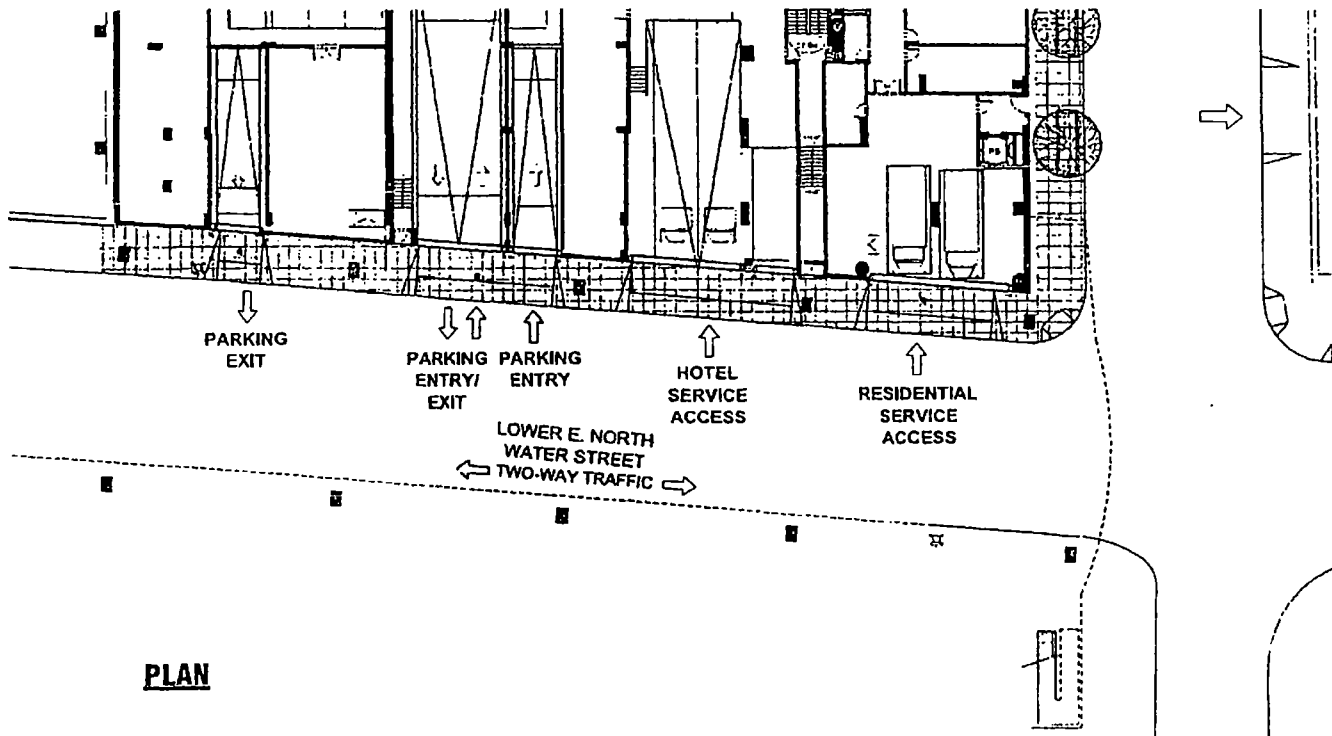
Proposed Lower East North Water Street Plan And
Elevation With Lighting Concept.



ELEVATION

LOWER E. NORTH
WATER STREET

FACADE LIGHTING, TYP.
(AVG. 2 FOOT CANDLES
AT SIDEWALK)



PLAN

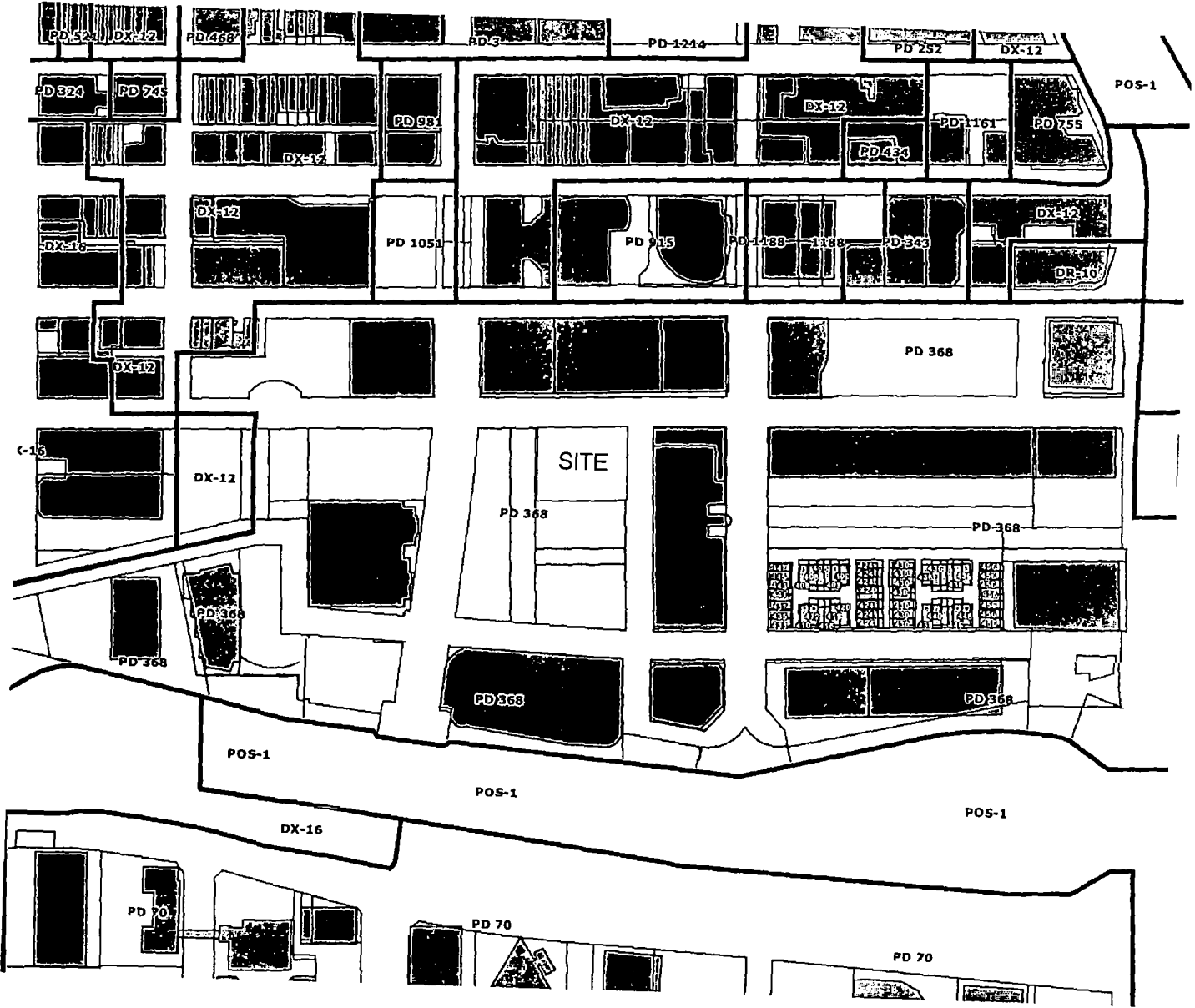


**PROPOSED LOWER E.
NORTH WATER STREET
PLAN & ELEVATION
WITH LIGHTING CONCEPT**

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

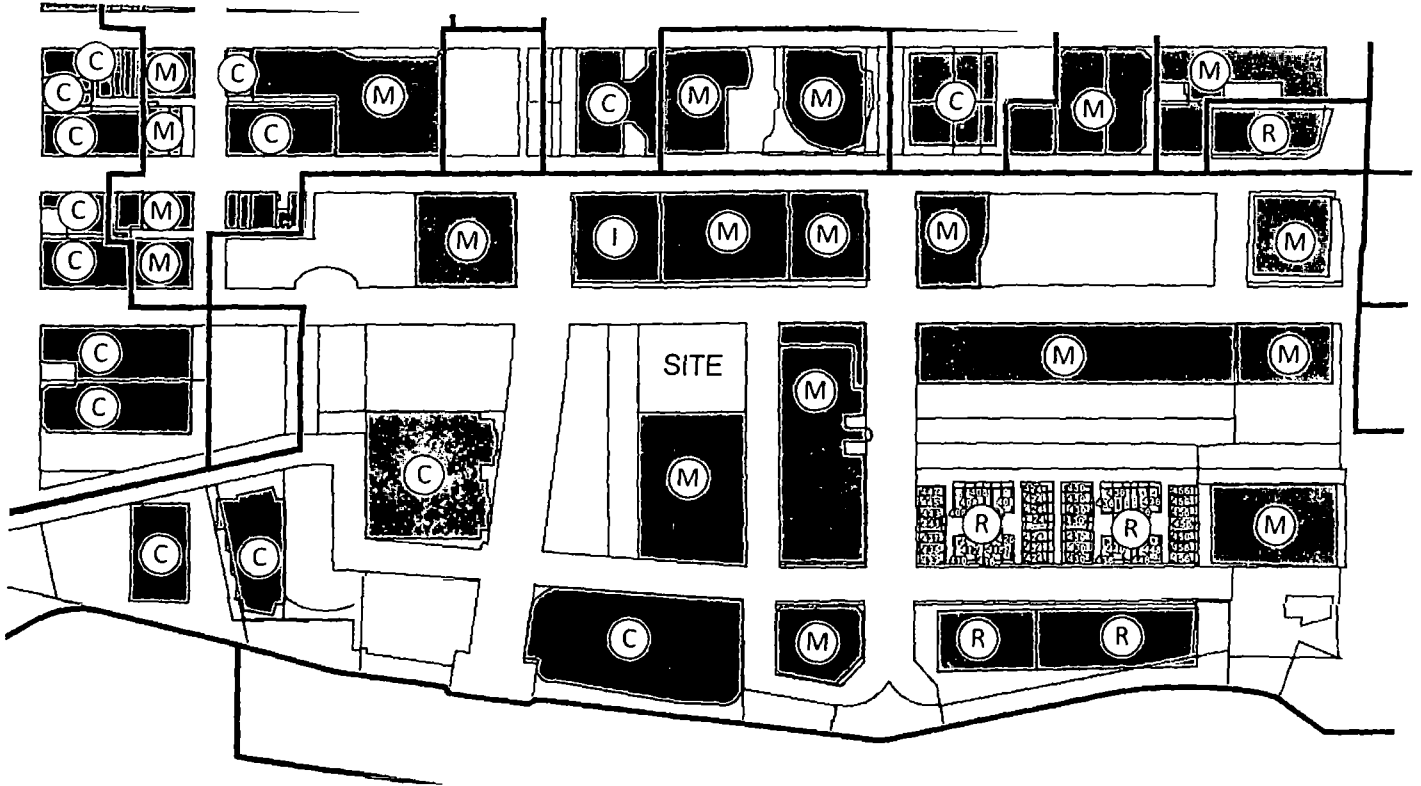
Date: May 24, 2012
Revised:



Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Existing Zoning Map



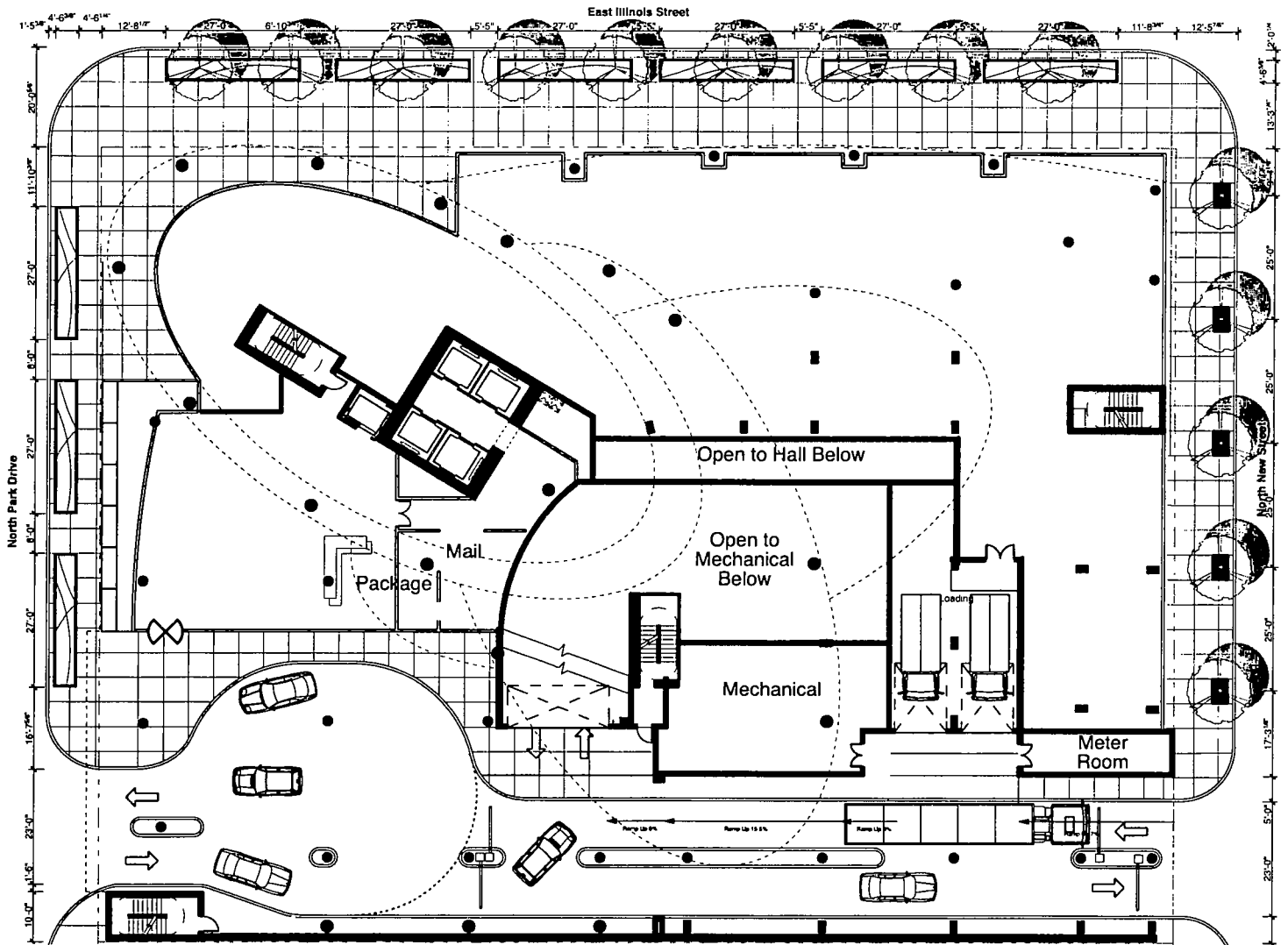


- (M) MIXED USE
- (C) COMMERCIAL USE
- (I) INSTITUTIONAL USE
- (R) RESIDENTIAL USE

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Land Use Map

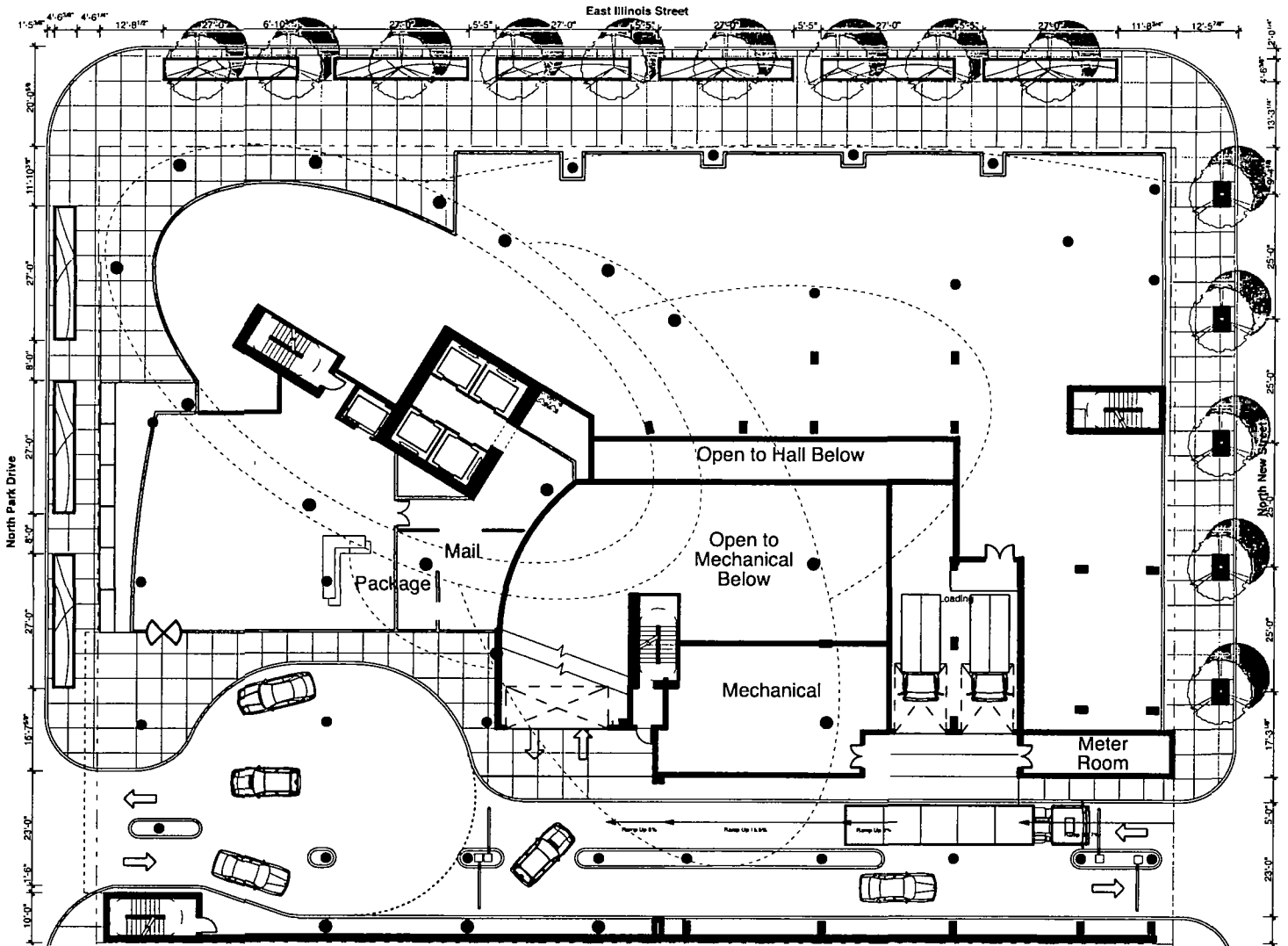




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Site Plan

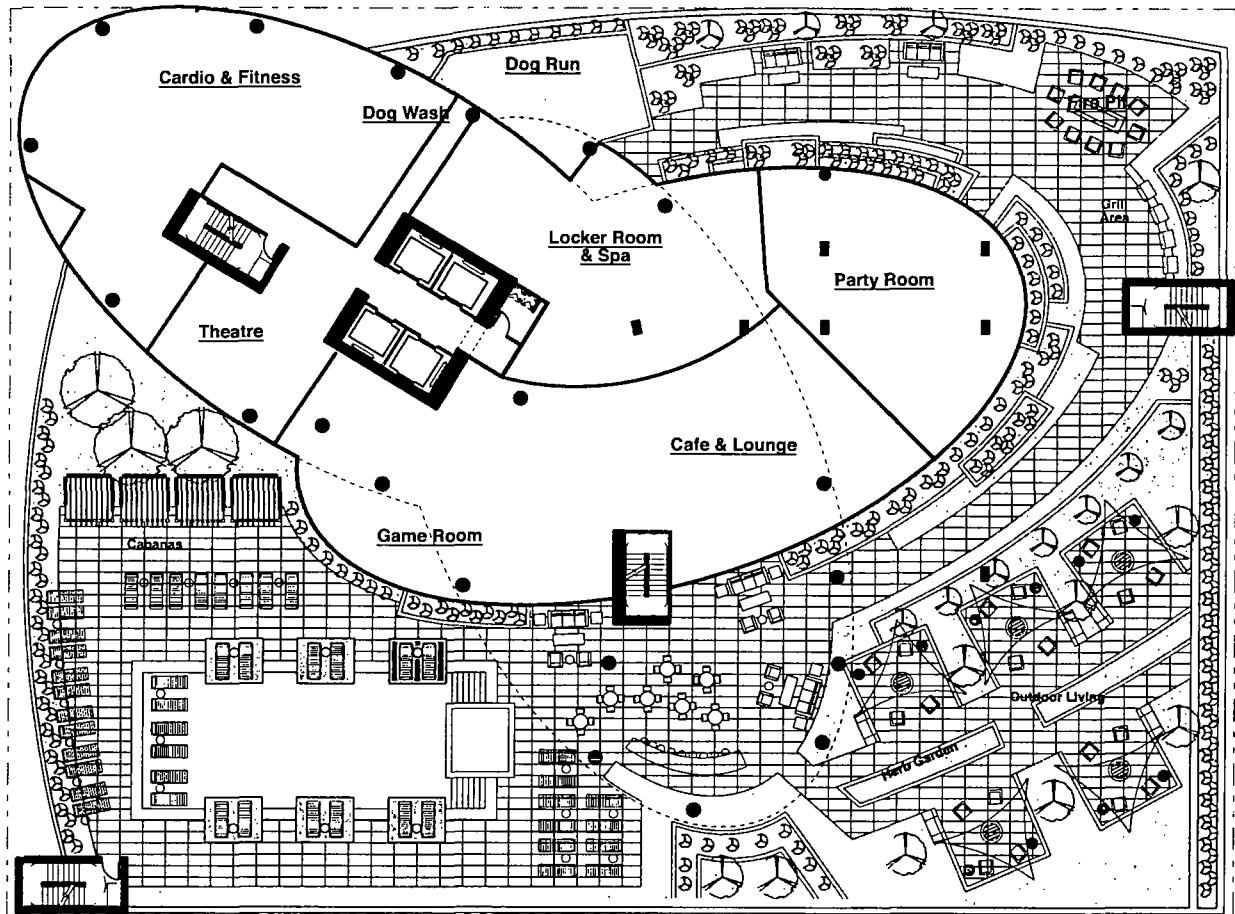




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Landscape Plan

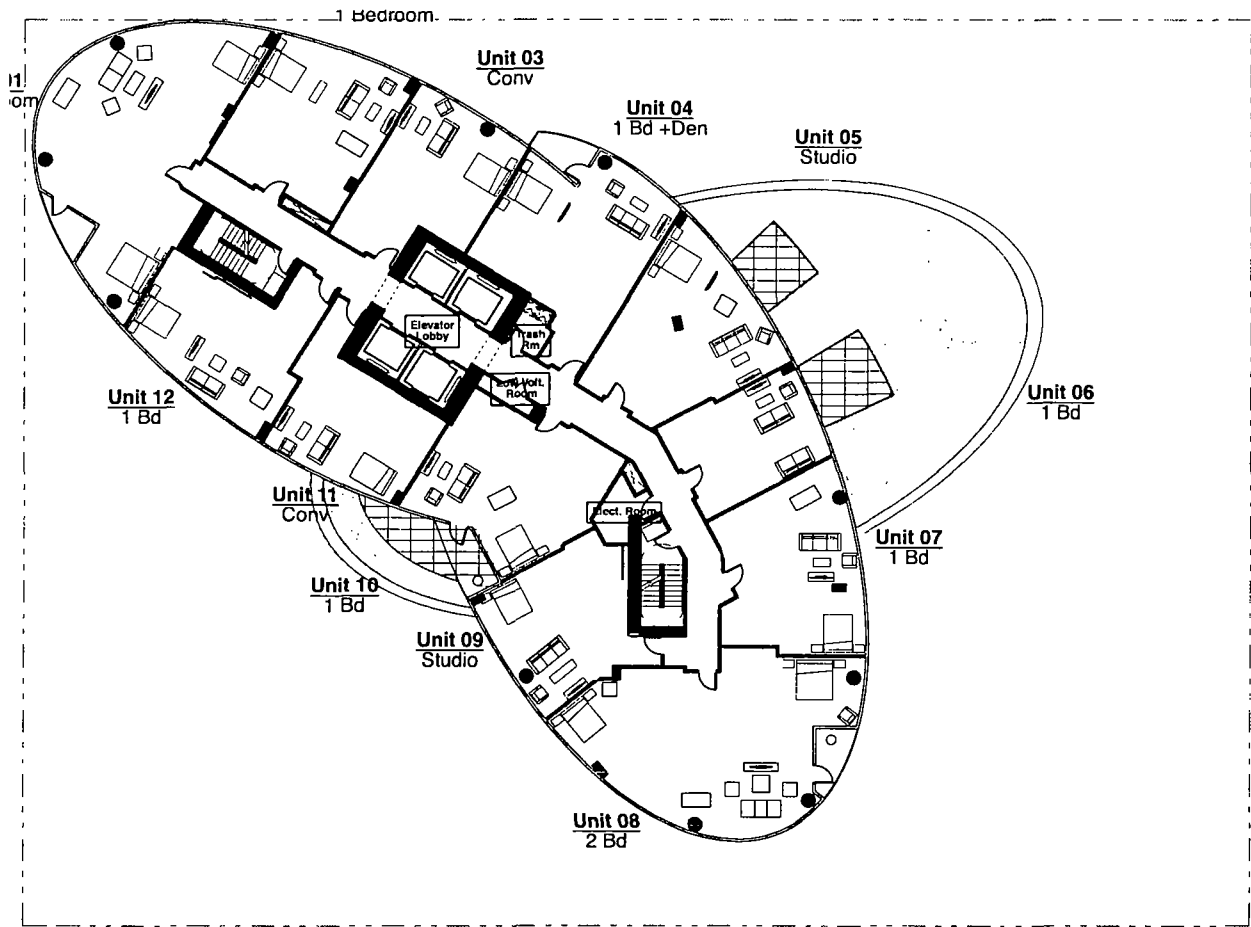




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Amenity Landscape Plan

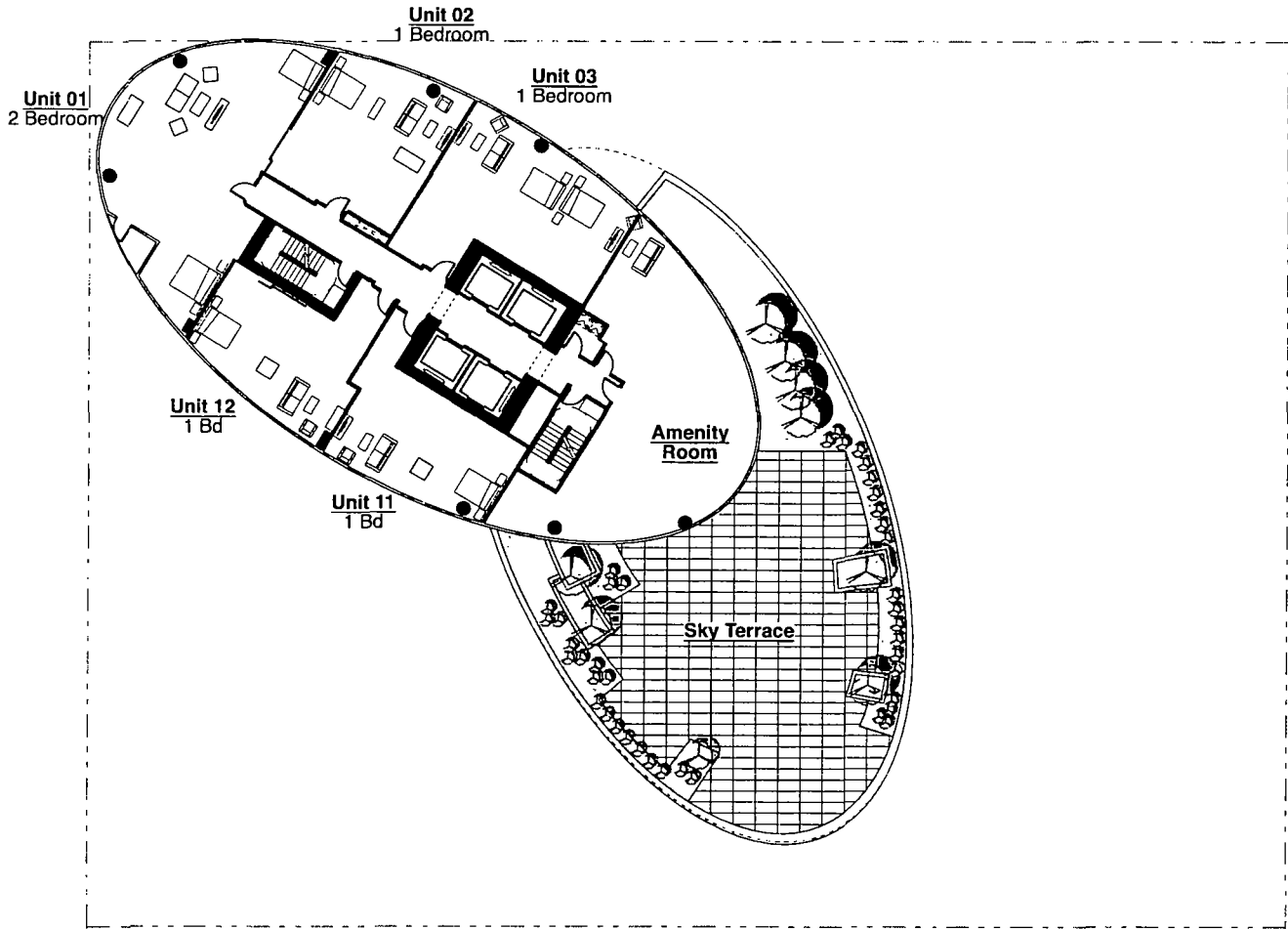




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Balcony Landscape Plan

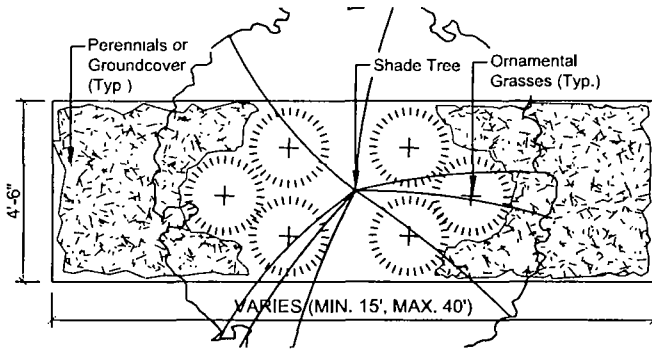




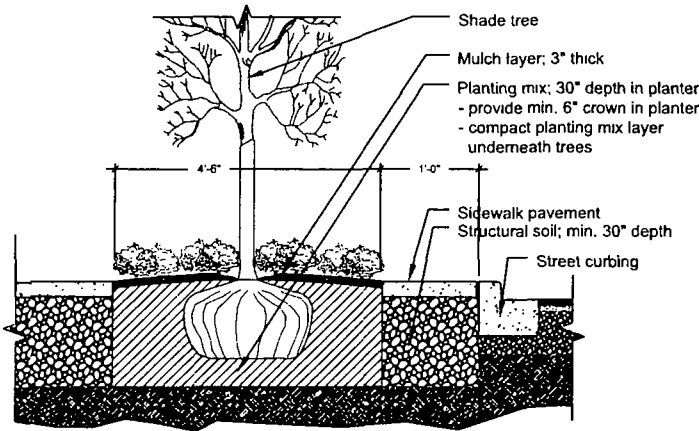
Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Sky Deck Landscape Plan





1 PLANTER - TYPICAL PLAN
NTS



2 PLANTER - TYPICAL SECTION
NTS

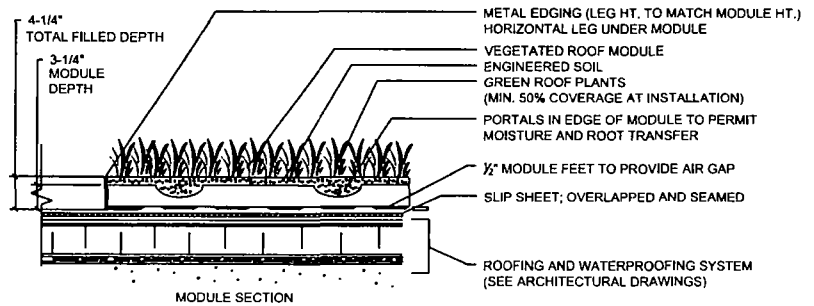
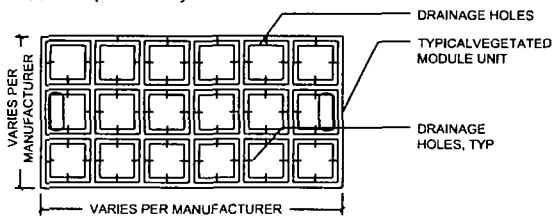
Preliminary Plant Palette

Note: This list is preliminary and may be revised as the project develops. Not all plants will be used and depending on the evolution of the design, other plants may be added to address specific design issues.

Botanical name	Common name	Size	Notes
Shade Trees			
<i>Acer miyabei</i> 'State Street'	Miyabe Maple	2-1/2" cal	B&B
<i>Celtis occidentalis</i> 'Chicagoland'	Chicagoland Common Hackberry	2-1/2" cal.	B&B
<i>Pyrus calleryana</i> 'Chanticleer'	Callery Pear	2-1/2" cal	B&B
<i>Syringa reticulata</i> 'Ivory Silk'	Japanese Tree Lilac	2-1/2" cal	B&B
<i>Ulmus x 'Patriot'</i>	Patriot Elm	2-1/2" cal	B&B
Deciduous Shrubs			
<i>Aronia melanocarpa</i>	Black Chokeberry	36" Ht	B&B
<i>Ribes alpinum</i> 'Green Mound'	Green Mound Alpine Currant	24" Ht	B&B
<i>Rosa var 'Noala'</i>	Flower Carpet Coral Rose	#3 Container	
<i>Syringa patula</i> 'Miss Kim'	Miss Kim Dwarf Lilac	24" Ht	B&B
Perennials			
<i>Coreopsis verticillata</i> 'Zagreb'	Zagreb Coreopsis	1 gal container	12" o.c.
<i>Echinacea purpurea</i> 'Alba'	White Coneflower	1 gal container	12" o.c.
<i>Echinacea purpurea</i> 'Magnus'	Magnus Purple Coneflower	1 gal container	12" o.c.
<i>Hemerocallis</i> 'Happy Returns'	Happy Returns Daylily	1 gal container	12" o.c.
<i>Hemerocallis</i> 'Rocket City'	Rocket City Daylily	1 gal container	12" o.c.
<i>Nepeta faassenii</i>	Faassenii Catmint	1 gal container	12" o.c.
Ornamental Grasses			
<i>Calam agrostis acutiflora</i> 'Karl Foerster'	Karl Foerster Feather Reed Grass	#3 Container	
<i>Pennisetum alopecuroides</i> 'Hameln'	Hameln Dwarf Fountain Grass	#3 Container	
Groundcovers			
<i>Lunope spicata</i>	Creeping Lilyturf	4" pots	12" o.c.
<i>Pachysandra terminalis</i> 'Green Carpet'	Green Carpet Japanese Spurge	4" pots	12" o.c.
<i>Waldsteinia tomata</i>	Barron Strawberry	4" pots	12" o.c.

GREEN ROOF PLANT MIX

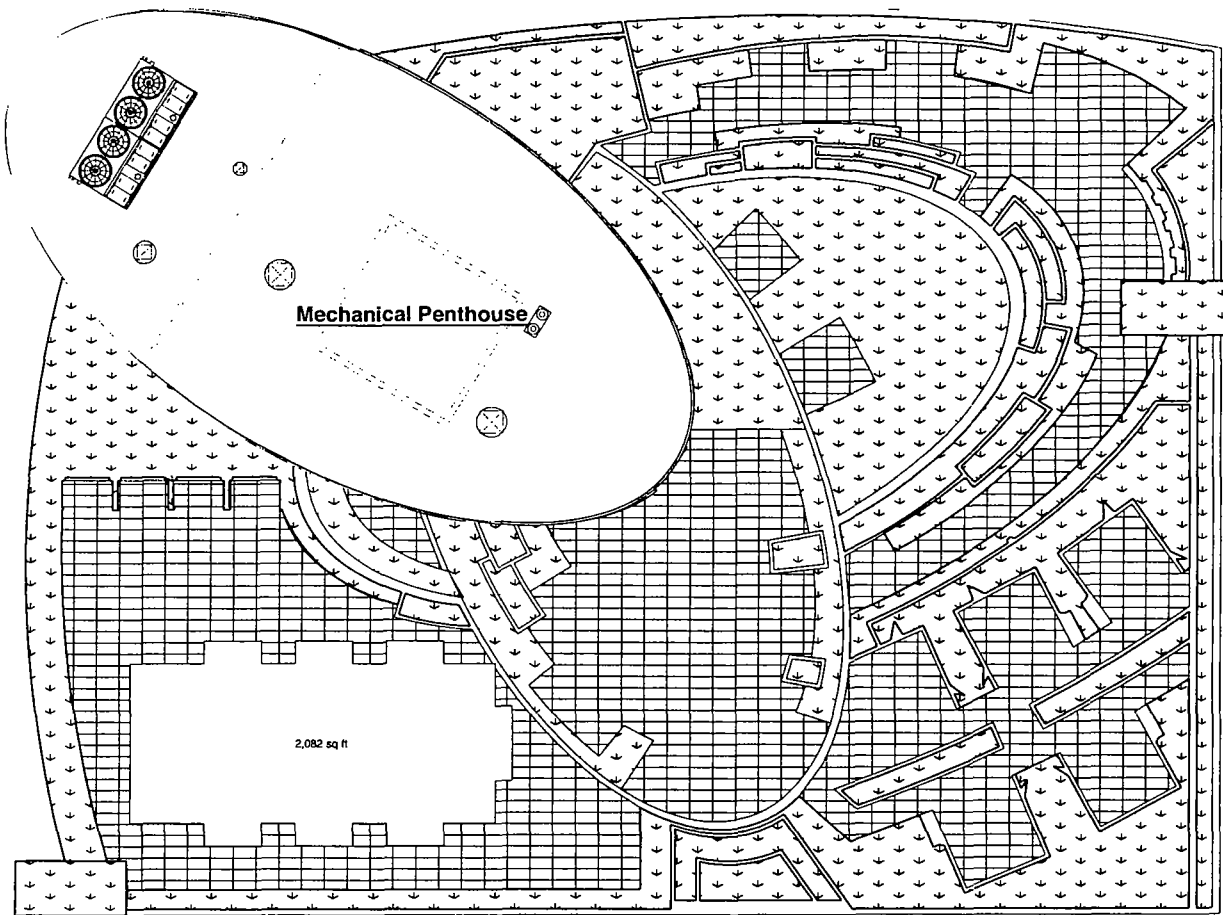
- Allium schoenoprasum* 'Forescate'
- Allium senescens* var. *montanum*
- Sedum album* 'Coral Carpet'
- Sedum cauticola* 'Bertram Anderson'
- Sedum reflexum*
- Sedum sexangulare*
- Sedum spurium* 'Royal Pink'



Applicant: 465 N. Park Drive, LLC
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 464-478 N. New Street
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 CPC Date:

Plant List & Landscape Details



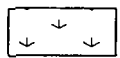


TOTAL GREEN ROOF AREA : 11,178 SF

PERCENTAGE OF GREEN ROOF AREA : 51%



Denotes Hardscape Area



Denotes Green Area

Applicant: 465 N. Park Drive, LLC
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 464-478 N. New Street
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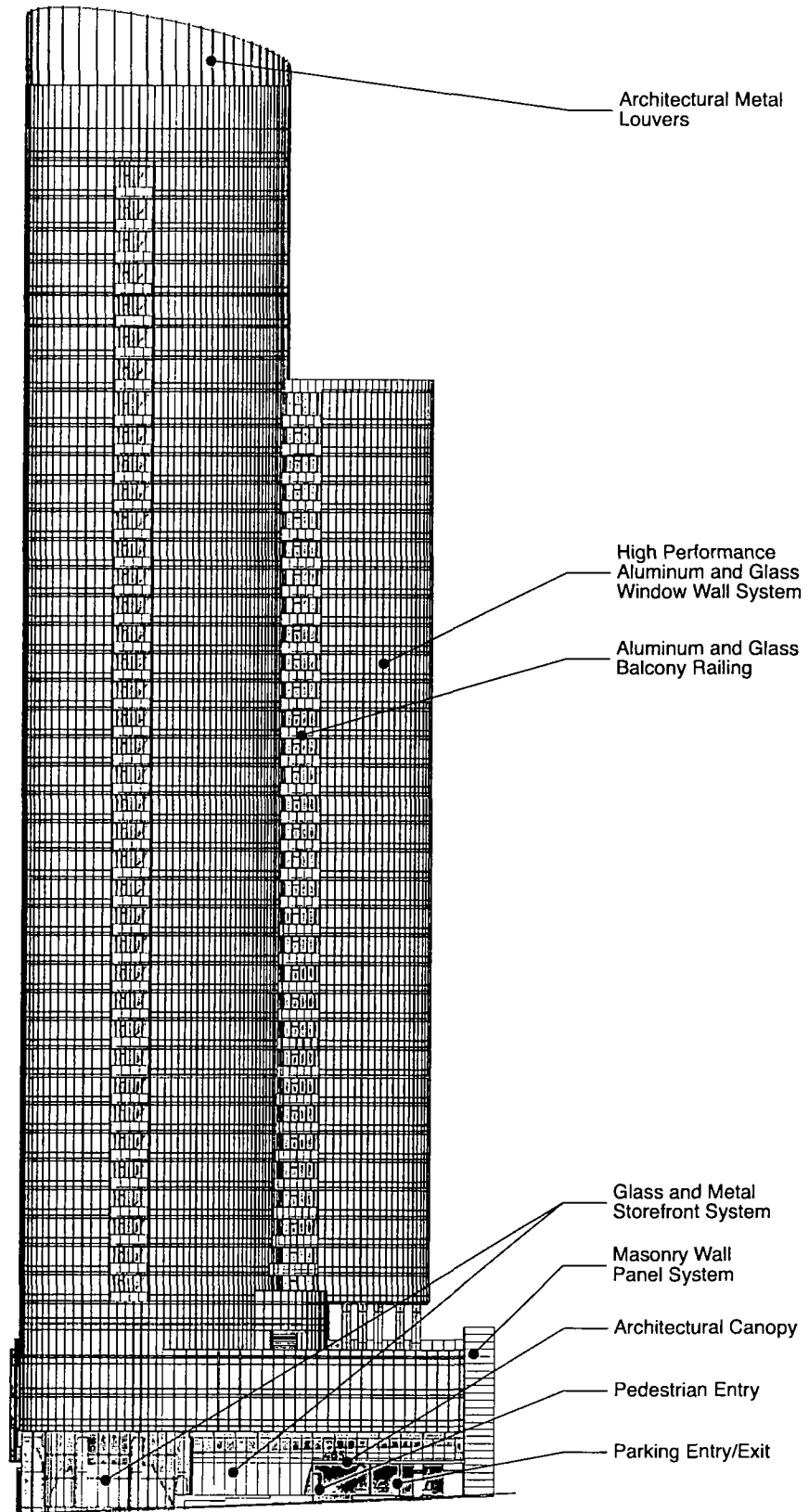
Green Roof Plan



Max Building
Height
513'-0"

Sky Deck Level
389'-8"

Amenity Deck
Level
59'-4"



Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

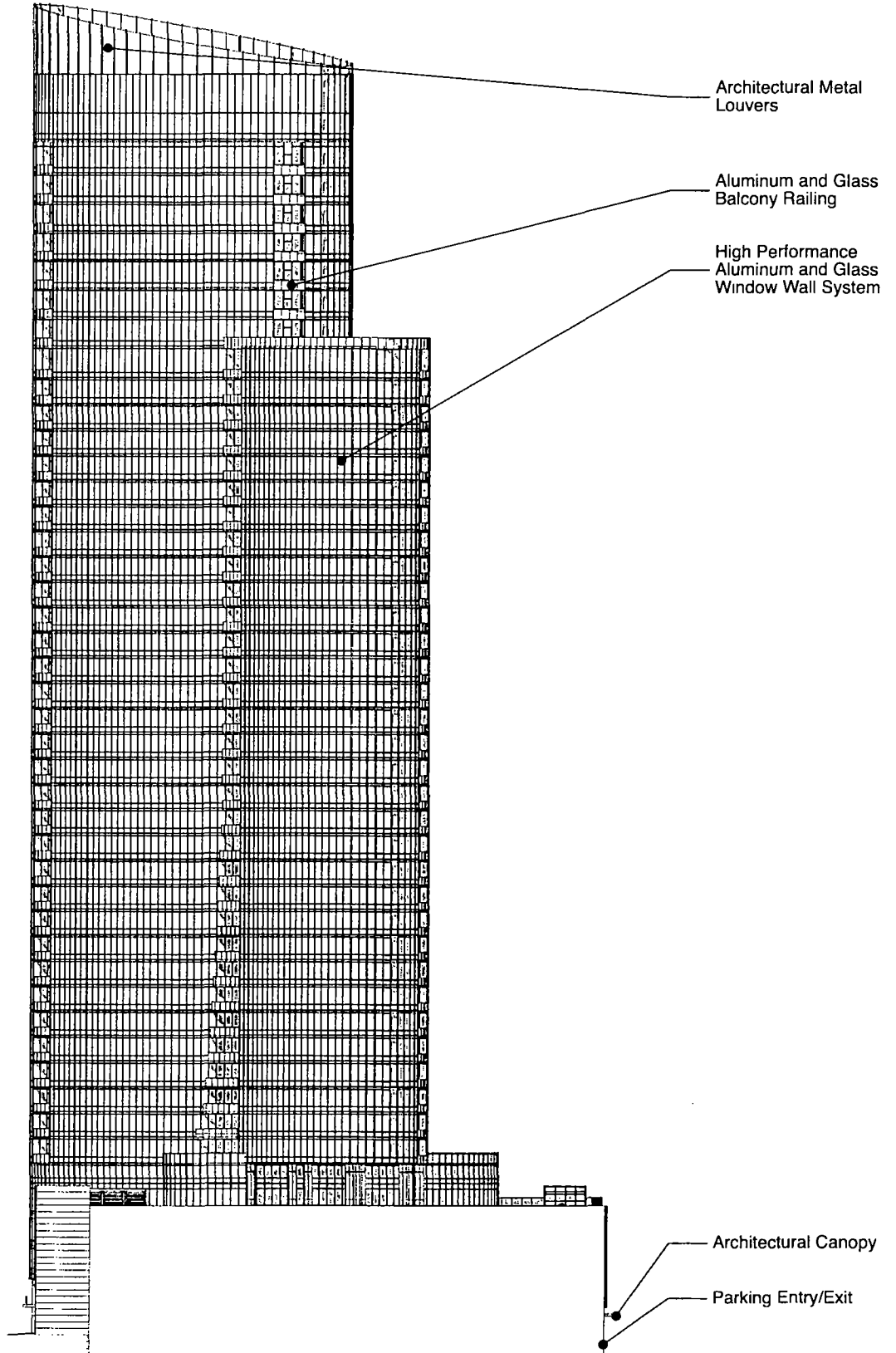
West Elevation



Max Building Height
513'-0"

Sky Deck Level
389'-8"

Amenity Deck Level
59'-4"



Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

South Elevation



Max Building Height
513'-0"

Sky Deck Level
389'-8"

High Performance Aluminum and Glass Window Wall System

Aluminum and Glass Balcony Railing

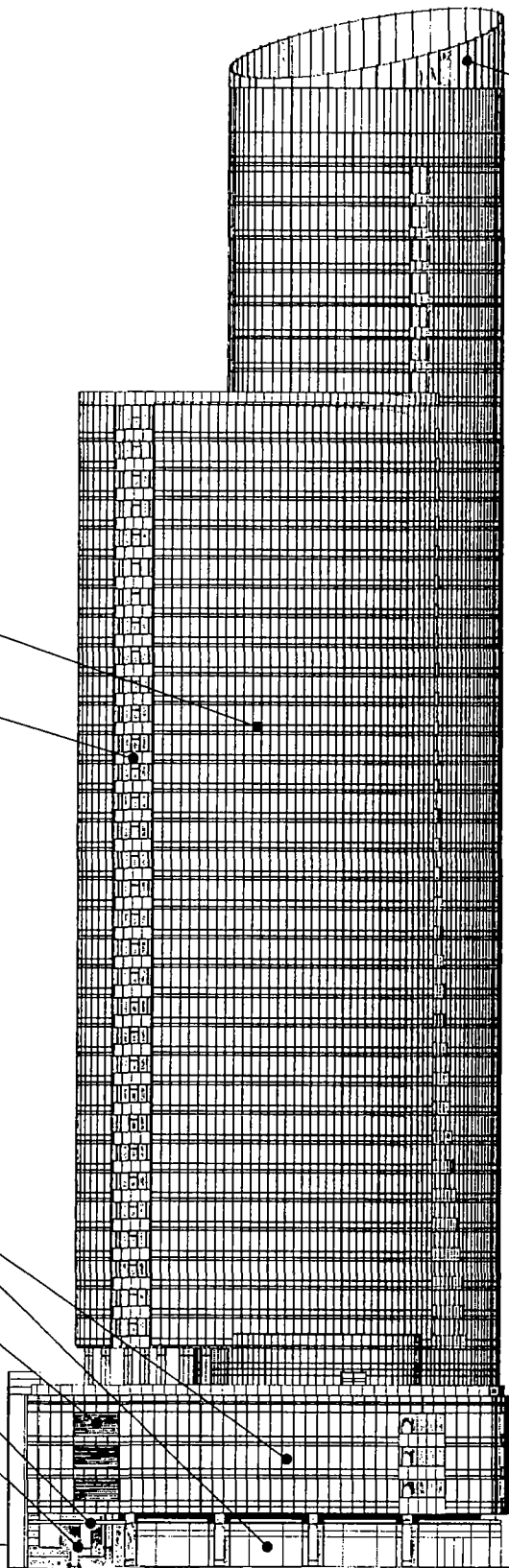
Glass and Metal Storefront System

Architectural Metal Louvers

Architectural Canopy

Parking Entry/Exit
Amenity Deck Level
59'-4"

Architectural Metal Louvers



Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

East Elevation



Max Building
Height
513'-0"

Sky Deck Level
389'-8"

Architectural Metal
Louvers

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

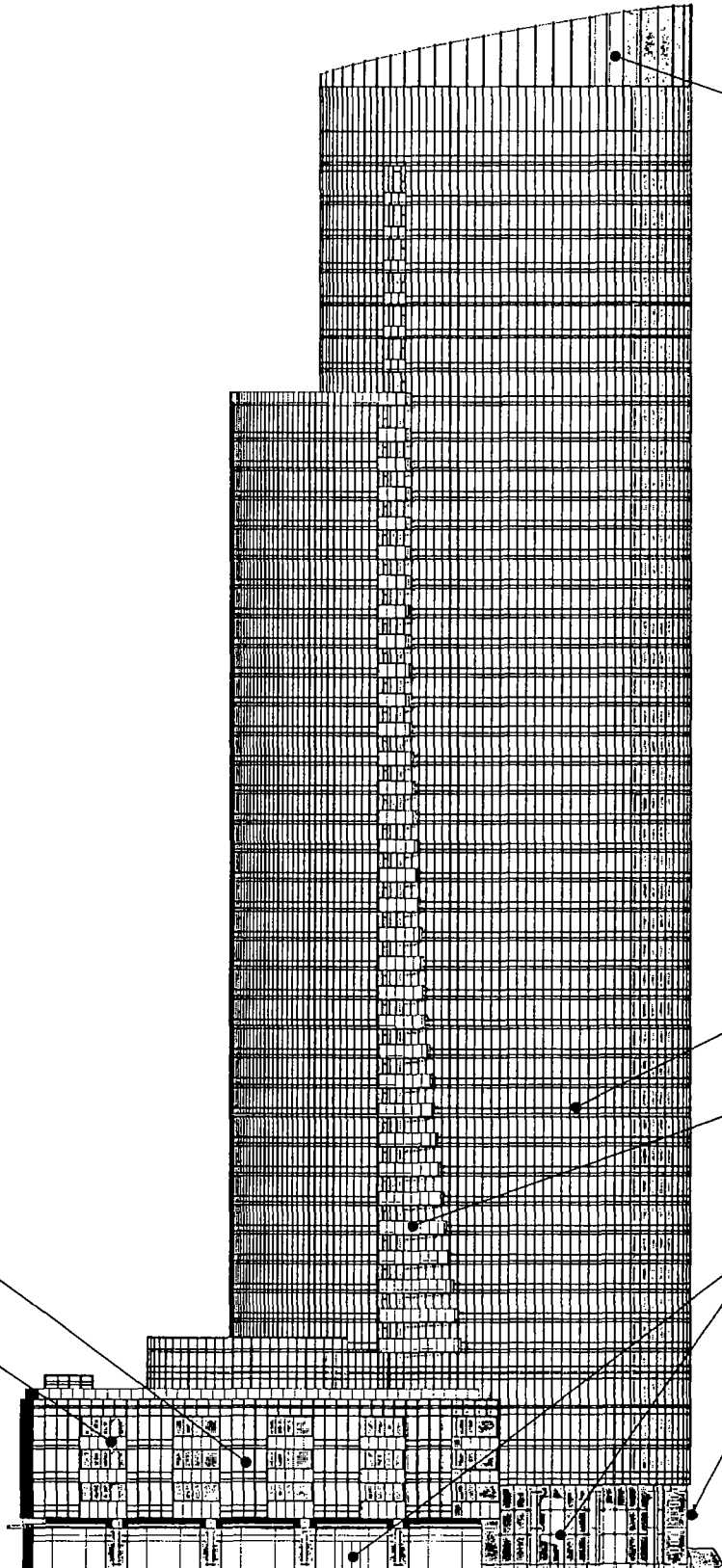
Glass and Metal
Storefront System

Architectural Canopy

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

Amenity Deck
Level
59'-4"



Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

North Elevation



Consent for Parcels 7 and 7A

This document prepared by and
after recording return to:

Theodore J. Novak, Esq.
DLA Piper LLP (US)
203 N. LaSalle Street, Ste. 1900
Chicago, IL 60601

PINs:

17-10-219-017-0000
17-10-219-018-0000
17-10-219-019-0000
17-10-219-020-0000
17-10-219-021-0000



1219144071

Doc#: 1219144071 Fee: \$192.00
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 07/09/2012 03:31 PM Pg: 1 of 78

This space res

MUTUAL CONSENT AND AGREEMENT

THIS MUTUAL CONSENT AND AGREEMENT (this "**Agreement**") is made and entered into as of the 6th day of July, 2012 (the "**Effective Date**"), by and between 465 N. Park Drive, LLC, a Delaware limited liability company ("**Parcel 8 Owner**"), and New Water Park, LLC, a Delaware limited liability company ("**Parcel 7/7A Owner**") (hereinafter, Parcel 8 Owner and Parcel 7/7A Owner are sometimes referred to individually as a "**Party**" and collectively as the "**Parties**").

RECITALS:

A. Parcel 7/7A Owner is the owner of certain real estate in Chicago, Illinois, legally described on Exhibit A-1 attached hereto ("**Parcel 7/7A**").

B. Parcel 8 Owner is the owner of certain real estate in Chicago, Illinois, legally described on Exhibit A-2 attached hereto ("**Parcel 8**") (hereinafter, Parcel 7/7A and Parcel 8 are sometimes referred to individually as a "**Parcel**" and collectively as the "**Parcels**").

C. The Parcels are within Subarea B of Planned Development No. 368, as amended, which amended planned development was established pursuant to an ordinance adopted by the City Council of the City of Chicago, published at pages 33365-33417 of the July 9, 2008 City Council Journal (as heretofore and hereafter amended from time to time, the "**PD**"). As such, the Parcels are deemed to be part of a larger "zoning lot" as such term is defined in the Chicago Zoning Ordinance, Title 17 of the Chicago Municipal Code, in effect as of the Effective Date (the "**Zoning Ordinance**").

E. Parcel 7/7A Owner has filed an application with the City of Chicago seeking to amend the PD for purposes of developing a mixed-use project containing no more than 400 hotel keys, 398 dwelling units and 847,291 square feet of F.A.R. floor area and approximately 230 accessory parking spaces on Parcel 7/7A (the "**Parcel 7/7A Project**"), which project is more

particularly described and depicted in the proposed form of PD amendment attached hereto as Exhibit B (the "**Proposed PD Amendment**").

F. Parcel 7/7A Owner, as successor to TFC Park Street LLC, and Parcel 8 Owner, as successor to 319 E. Illinois Street, LLC, are parties to that certain Restrictive Covenant Agreement dated July 3, 2007 and recorded as Document No. 0719733072 (the "**Restrictive Covenant**").

G. Parcel 7/7A Owner has requested Parcel 8 Owner's approval for the encroachment of certain limited elements of the Parcel 7/7A Project within the area restricted from development pursuant to the Restrictive Covenant, which proposed encroachments are depicted on Exhibits C-1 and C-2 attached hereto (the "**Proposed Encroachments**").

H. Parcel 7/7A Owner has requested, and Parcel 8 Owner is willing to grant, for the consideration and upon the terms and conditions set forth herein, Parcel 8 Owner's consent to the Proposed PD Amendment and the Proposed Encroachments.

NOW, THEREFORE, in consideration of the foregoing, and for other valuable and mutual consideration, the adequacy and receipt of which are hereby acknowledged, the Parties agree as follows:

1. Incorporation. The foregoing recitals and all exhibits attached hereto are incorporated herein as if fully set forth in this Section 1.

2. Consent to Proposed PD Amendment.

(a) Parcel 8 Owner hereby irrevocably consents, except as otherwise provided in subparagraph 2(b) herein, to the Proposed PD Amendment in the form attached hereto as Exhibit B, which expressly includes an increase in the maximum number of dwelling units allowed in Subarea B by 74 dwelling units (from 400 to 474) and limits the Parcel 7/7A Project to no more than 400 hotel keys, 398 dwelling units and 847,291 square feet of F.A.R. floor area. Parcel 8 Owner's consent shall extend to any changes to the Proposed PD Amendment or other changes to the PD (whether legislative or administrative) relating to the Parcel 7/7A Project provided that (i) increases in the number of dwelling units or hotel keys (other than in connection with a commensurate reduction of dwelling units or hotel keys, as applicable, as allowed by the exchange of use provision in the PD) or the amount of floor area to be constructed on Parcel 7/7A, or (ii) further encroachments into the area restricted from development by the Restrictive Covenant shall require Parcel 8 Owner's prior written approval, which may be given or withheld in Parcel 8 Owner's sole discretion.

(b) The foregoing consent is not intended to be and shall not be construed as a permanent waiver or release of development rights by Parcel 8 Owner, which hereby reserves the right to utilize development rights available within the PD, including, without limitation, dwelling units and hotel keys, which remain unutilized by Parcel 7/7A Owner as a result of (i) the City's denial of the Proposed PD Amendment, (ii) completion of the Parcel 7/7A Project with fewer dwelling units or hotel keys and/or less floor area than identified above, (iii) the expiration

of zoning approvals that may be granted for the Parcel 7/7A Project pursuant to the "sunset" provisions of Statement 21 of the PD or any extensions thereof.

3. Consent to Proposed Encroachments. Parcel 8 Owner hereby consents to the Proposed Encroachments as described and depicted in Exhibits C-1 and C-2 and to no other encroachments within the area restricted from development by the Restrictive Covenant. Any increase or changes to the Proposed Encroachments shall require Parcel 8 Owner's prior written approval, which may be given or withheld in Parcel 8 Owner's sole discretion.

4. Consent to Future Parcel 8 Owner Application. In consideration of the foregoing consent, Parcel 7/7A Owner hereby irrevocably consents to a future PD amendment that may be sought by Parcel 8 Owner for the purposes of allowing up to 500 dwelling units and up to 30,000 square feet ground floor retail space on Parcel 8, notwithstanding any limits in the PD to the contrary. Such consent shall extend to any such project which otherwise conforms to the bulk regulations and data table of the PD, and to any additional changes to the PD that will have no material adverse impacts on the Parcel 7/7A Project. Parcel 7/7A Owner further agrees, at no cost to Parcel 7/7A Owner, to otherwise cooperate in good faith with Parcel 8 Owner with respect to such future application.

5. Enforcement of Agreement. The terms of this Agreement are special and unique, and damages may not be adequate compensation in the event of any breach or default by a Party hereto. Accordingly, in the event of any actual or threatened breach by a Party hereto of any of the agreements or restrictions contained herein, the other Party shall be entitled to injunctive or other appropriate relief compelling performance of the terms hereof or restraining any action in violation of the terms hereof provided that nothing contained herein shall be construed as prohibiting the non-breaching Party from pursuing any other available remedies, including the recovery of damages, and all such rights are herein expressly reserved. In any suit, action or proceeding initiated under or by reason of this Agreement, the prevailing Party therein shall be entitled to reimbursement from the other Party for all costs and expenses, including, without limitation, court costs, expert witness fees and reasonable attorneys' fees and expenses, incurred or sustained by the prevailing Party in connection with such suit, action or proceeding.

6. Notices. Any notice pursuant to this Agreement shall be given in writing by (a) reputable overnight delivery service with proof of delivery or (b) United States Mail, postage prepaid, registered or certified mail, return receipt requested, to the intended addressee at the address set forth below, or to such other address or to the attention of such other person as the addressee shall have designated by written notice sent in accordance herewith, and shall be deemed to have been given either at the time of personal delivery, or one (1) business day after delivery to the overnight delivery service for next business day delivery, or five (5) business days after deposit in the mail if delivered by registered or certified mail. Unless changed in accordance with the preceding sentence, the addresses for notices given pursuant to this Agreement shall be as follows:

If to Parcel 8 Owner: c/o UDR, Inc.
1745 Shea Center Drive, Suite 200
Highlands Ranch, CO 80129
Attn: Don MacKenzie, Managing Director

with a copy to: FRC Realty, Inc.
222 S. Riverside Plaza, Suite 600
Chicago, IL 60606
Attn: Alan Schachtman

and to: DLA Piper LLP (US)
203 N. LaSalle Street, Ste. 1900
Chicago, IL 60601
Attn: Theodore J. Novak, Esq.

If to Parcel 7/7A Owner: David B. Nelson, CFA
Senior Portfolio Manager
DRW Holdings, LLC
540 W. Madison Street
Chicago, IL 60661

with a copy to: John J. George
Daley and George, Ltd.
20 S. Clark Street
Suite 400
Chicago, IL 60603

7. Prior Agreements / Modifications. This Agreement shall supersede any prior agreements and understandings, whether written or oral, between the Parties or their predecessors-in-title regarding the subject matter hereof. This Agreement cannot be changed orally, and no agreement to waive, change, modify or discharge this Agreement in whole or in part shall be effective unless such agreement is in writing and is signed by the Parties.

8. Successors and Assigns. The terms and provisions of this Agreement, and the rights herein set forth, shall inure to the benefit of, and be binding upon, the Parties and their respective directors, officers, employees, agents, heirs, transferees, successors and assigns. This Agreement will be recorded and, accordingly, will be a permanent covenant that runs with the land.

9. Counterparts. This Agreement may be executed in counterparts, and all such executed counterparts shall constitute the same agreement.

10. Severability. Invalidation of any of the provisions contained in this Agreement, or of the application thereof to any person or entity, by judgment or court order shall in no way affect any of the other provisions hereof, or the application hereof to any other person or entity or circumstances and the same shall remain in full force and effect, unless enforcement of this

Agreement as so invalidated would be unreasonable or grossly inequitable under all the circumstances or would frustrate the purposes of this Agreement.

11. Applicable Law. This Agreement is performable in the State in Illinois and shall in all respects be governed by, and construed in accordance with, the substantive federal laws of the United States and the laws of Illinois.

12. No Third-Party Beneficiaries. No provisions of this Agreement, express or implied, are intended or shall be construed to confer upon or give to any person or entity other than the Parties hereto, any rights, remedies or other benefits under or by reason of this Agreement unless otherwise expressly and specifically provided herein.

13. Relationship of the Parties. This Agreement is not intended to, nor shall it be deemed to, create a partnership, joint venture or agency relationship between the Parties. Neither Party shall hold itself out as a partner, joint venturer, principal or agent of the other Party under this Agreement except as otherwise expressly and specifically provided herein.

14. Term. This Agreement shall continue in effect until such time, if ever, as the Proposed Encroachment no longer exists and the PD is terminated and the Parcels are completely independent from each other for zoning purposes as separate "zoning lots" under the Zoning Ordinance such that the rights, obligations and allocations of this Agreement are rendered obsolete.

15. Limitation of Damages. Notwithstanding any other provision of this Agreement, neither Party shall be liable to the other Party for any special, indirect or consequential damages (such as interruption of business, loss of income or loss of opportunity) to the extent based upon a claim for breach of contract (whether or not intentional). The foregoing limitation shall not apply to damages resulting from a Party's negligence in tort or intentional tortious misconduct.

16. Limitation of Personal Liability. The enforcement of this Agreement against any Party shall be limited to the interest of such Party in the Parcel (and the improvements thereto) owned by such Party. No judgment against any Party shall be subject to execution on, or be a lien on, any assets of such Party other than that Party's interest in the Parcel (and the improvements thereto) owned by such Party.

17. Non-Disturbance. In no event shall any mortgagee or any other mortgagee or lien holder ever seek to foreclose any rights of the Party who is not the mortgagor, borrower or debtor under such mortgage or other lien, or otherwise attempt to disturb any rights of the Party who is not the mortgagor, borrower or debtor under such mortgage or other lien.

18. Agreement Shall Continue Notwithstanding Breach. It is expressly agreed that no default by either Party shall (a) entitle any Party to cancel, rescind or otherwise terminate this Agreement; or (b) defeat or render invalid the lien of any mortgage made in good faith and for value as to any Parcel; however, such limitation shall not affect, in any manner, any other rights or remedies that a Party may have under this Agreement by reason of any such breach.

19. No Waiver. The failure of any Party to insist upon strict performance of any of the terms, covenants or condition of this Agreement shall not be deemed a waiver of any rights or remedies that such Party may have under this Agreement, whether at law or in equity, and shall not be deemed a waiver of any subsequent breach or default in any of such terms, covenants or conditions.

20. Multiple Titleholders of a Parcel. If title to a Parcel shall be divided, all fee titleholders of such Parcel shall be jointly and severally responsible with the other owners of such Parcel for the performance of the obligations of the owner of such Parcel, under this Agreement, but such fee-titleholders shall only act collectively through a single representative with authority to bind all such fee titleholders in respect of actions, decisions and consents under this Agreement.

[Signatures Follow]

IN WITNESS WHEREOF, the Parties have hereunto set their hands to be effective as of the Effective Date.

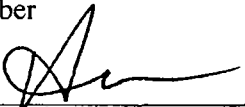
Parcel 8 Owner:

465 N. PARK DRIVE LLC, a Delaware limited liability company

By: UDR/MetLife Master Limited Partnership, a Delaware limited partnership, its Sole Member

By: UDR/ML Venture LLC, a Delaware limited liability company, its General Partner

By: UDR, Inc., a Delaware corporation, its Sole Member

By: 
Name: Harny G. Alcock
Its: Senior Vice President - Asset Management

Parcel 7/7A Owner:

NEW WATER PARK, LLC, a Delaware limited liability company

By: _____
Name: _____
Its: _____

IN WITNESS WHEREOF, the Parties have hereunto set their hands to be effective as of the Effective Date.

Parcel 8 Owner:

465 N. PARK DRIVE, LLC, a Delaware limited liability company

By: UDR/MetLife Master Limited Partnership, a Delaware limited partnership, its Sole Member

By: UDR/ML Venture LLC, a Delaware limited liability company, its General Partner

By: UDR, Inc., a Maryland corporation, its Sole Member

By: _____

Name: Harry G. Alcock

Its: Senior Vice President – Asset Management

Parcel 7/7A Owner:

NEW WATER PARK, LLC, a Delaware limited liability company

By:  _____

Name: Donald R. Wilson Jr.

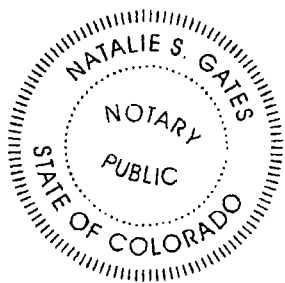
Its: Manager

ACKNOWLEDGMENT

STATE OF COLORADO)
) SS
COUNTY OF Douglas)

I, Natalie S. Gates, a Notary Public in and for and residing in said County and State, DO HEREBY CERTIFY THAT Harry G Alcock, the SVP-Asset Management of UDR, Inc., personally known to me to be the same persons whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that he signed and delivered said instrument as his own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 27th day of June, 2012.



Natalie S. Gates
Notary Public

My Commission Expires:
Dec 20, 2013

ACKNOWLEDGMENT

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Amy Kinney, a Notary Public in and for and residing in said County and State, DO HEREBY CERTIFY THAT Donald R. Wilster, Jr., the Manager of New Water Park, LLC, personally known to me to be the same persons whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that [he/she] signed and delivered said instrument as [his/her] own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 5th day of July, 2012.

Amy Kinney

Notary Public

My Commission Expires:

04 / 19 / 14



EXHIBIT A-1

LEGAL DESCRIPTION OF PARCEL 7/7A

PARCEL 1:

THAT PART OF LOT 1 AND 2 IN BLOCK 8 IN CITYFRONT CENTER, BEING A RESUBDIVISION IN THE NORTH FRACTION OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED ON FEBRUARY 24, 1987 AS DOCUMENT 87106320, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF BLOCK 8 (SAID EAST LINE BEING ALSO THE WEST LINE OF NORTH NEW STREET) WHICH IS 175.00 FEET, AS MEASURED ALONG SAID EAST LINE, SOUTH OF THE NORTH LINE OF SAID BLOCK 8 AND RUNNING; THENCE SOUTHWARDLY ALONG SAID EAST LINE OF BLOCK 8, A DISTANCE OF 115.00 FEET; THENCE WESTWARDLY ALONG A LINE PARALLEL WITH THE NORTH LINE OF BLOCK 8, A DISTANCE OF 215.00 FEET TO AN INTERSECTION WITH THE WEST LINE OF SAID LOTS 1 AND 2; THENCE NORTHWARDLY ALONG SAID WEST LINE OF LOTS 1 AND 2, A DISTANCE OF 115.00 FEET; THENCE EASTWARDLY ALONG A LINE PARALLEL WITH SAID NORTH LINE OF BLOCK 8, A DISTANCE OF 215.00 FEET THE POINT OF BEGINNING.

PARCEL 2:

THAT PART OF LOT 2 IN BLOCK 8 IN CITYFRONT CENTER, BEING A RESUBDIVISION IN THE NORTH FRACTION OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED ON FEBRUARY 24, 1987 AS DOCUMENT 87106320, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF BLOCK 8 (SAID EAST LINE BEING ALSO THE WEST LINE OF NORTH NEW STREET) WHICH IS 290.00 FEET, AS MEASURED ALONG SAID EAST LINE, SOUTH OF THE NORTH LINE OF SAID BLOCK 8 AND RUNNING; THENCE SOUTHWARDLY ALONG SAID EAST LINE OF BLOCK 8, A DISTANCE OF 38.25 FEET; THENCE WESTWARDLY ALONG A LINE PARALLEL WITH THE NORTH LINE OF BLOCK 8, A DISTANCE OF 215.00 FEET TO AN INTERSECTION WITH THE WEST LINE OF SAID LOTS 1 AND 2; THENCE NORTHWARDLY ALONG SAID WEST LINE OF LOT 2, A DISTANCE OF 38.25 FEET; THENCE EASTWARDLY ALONG A LINE PARALLEL WITH SAID NORTH LINE OF BLOCK 8, A DISTANCE OF 215.00 FEET THE POINT OF BEGINNING.

PARCEL 3:

THAT PART OF LOT 1 IN BLOCK 8 IN CITYFRONT CENTER, BEING A RESUBDIVISION IN THE FRACTION OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED ON FEBRUARY 24, 1987 AS DOCUMENT 87106320, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF BLOCK 8 (SAID EAST LINE BEING ALSO THE WEST LINE OF NORTH NEW STREET) WHICH IS 160.00 FEET, AS MEASURED ALONG SAID EAST LINE, SOUTH OF THE NORTH LINE OF SAID BLOCK 8 AND RUNNING; THENCE SOUTHWARDLY ALONG SAID EAST LINE OF BLOCK 8, A DISTANCE OF 15.00 FEET; THENCE WESTWARDLY ALONG A LINE PARALLEL WITH THE NORTH LINE OF BLOCK 8, A DISTANCE OF 215.00 FEET TO AN INTERSECTION WITH THE WEST LINE OF SAID LOT 1; THENCE NORTHWARDLY ALONG SAID WEST LINE OF LOT 1, A DISTANCE OF 15.00 FEET; THENCE EASTWARDLY ALONG A LINE PARALLEL WITH SAID NORTH LINE OF BLOCK 8, A DISTANCE OF 215.00 FEET TO THE POINT OF BEGINNING.

PARCEL 4:

LOT 2 IN BLOCK 8 (EXCEPT THE NORTH 91.75 FEET THEREOF) IN CITYFRONT CENTER, BEING A RESUBDIVISION IN THE NORTH FRACTION OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED ON FEBRUARY 24, 1987 AS DOCUMENT 87106320.

EXHIBIT A-2

LEGAL DESCRIPTION OF PARCEL 8

THE NORTH 160.00 FEET OF LOT 1 IN BLOCK 8 IN CITYFRONT CENTER, BEING A RESUBDIVISION IN THE NORTH FRACTION OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED ON FEBRUARY 24, 1987 AS DOCUMENT 87106320.

June 10, 2015

Chairman, Chicago Plan Commission
Room 1000 – City Hall
Chicago, Illinois 60602

Chairman, Committee on Zoning
Room 304 – City Hall
Chicago, Illinois 60602

Re: 465-79 N. Park Dr.
315-35 E. Illinois St.
464-78 N. New St.
Chicago, Illinois

The undersigned, Chris A. Leach, being first duly sworn, states as follows:

The undersigned certifies that he has complied with the requirements of § 17-13-0107 of the Chicago Zoning Ordinance and the requirements of § 16-4-100 of Chapter 194B-6.1 of the Lake Michigan and Chicago Lakefront Protection Ordinance, by sending the attached letter by USPS first class mail to property owners of the subject property and to property owners of all property within 250 feet of the property lines of the subject property, excluding public roads, streets, alleys, and other public ways, up to a maximum of 400 feet including public ways.

The undersigned certifies that the notice contained: the common street address and boundaries of the subject property; a description of the nature, scope and purpose of the application; the name and address of the applicant; the date that the applicant intends to file the application; and a source for additional information on the application and a statement that the applicant intends to file the application for a change in zoning on approximately June 10, 2015.

The undersigned certifies that he has made a *bona fide* effort to determine the names and last known addresses of the persons to be provided with notice by obtaining ownership information from the most recent authentic tax records of Cook County.

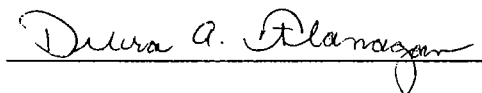
The undersigned certifies that the accompanying list is a complete list containing the names and last known addresses of the persons provided with notice.

The undersigned certifies compliance with all applicable written notice requirements.



Chris A. Leach

Subscribed and sworn to
before me this June 10, 2015.



Notary Public



JOHN J. GEORGE

Attorney at Law

TEL 312 565.8439 FAX 312 565.8300

JGeorge@SRCattorneys.com

June 10, 2015

USPS FIRST CLASS MAIL

In re: Residential-Business Planned Development No. 368, as amended
Subarea B – Parcel 8
465-79 N. Park Dr., 315-35 E. Illinois St.
464-78 N. New St., Chicago, Illinois

Dear Property Owner or Resident:

In accordance with the requirements for an Amendment to the Chicago Zoning Ordinance and for an approval under the Lake Michigan and Chicago Lakefront Protection Ordinance, please be informed that on or about June 10, 2015, I, the undersigned attorney, will file an Application for a change in zoning from Residential-Business Planned Development No. 368, to Residential-Business Planned Development No. 368, as amended and for approval under the Chicago Lakefront Protection Ordinance on behalf of the Applicant for the property located at 465-79 N. Park Dr., 315-35 E. Illinois St., and 464-78 N. New St., Chicago, Illinois also known as Sub-Area B, Parcel 8 of Residential-Business Planned Development No. 368, as amended, and generally bounded by North Park Drive, East Illinois Street, North New Street and a line 160 feet south of and parallel to East Illinois Street.

The purpose of the proposed zoning amendment and proposed Chicago Lakefront Protection Ordinance approval is to adjust the bulk zoning regulations relating to Parcel 8 of Subarea B of Residential-Business Planned Development No. 368 to allow the construction of a 45 story, 513 foot tall residential building containing 444 dwelling units, ground floor retail space and 181 accessory parking spaces.

The Applicant is 465 N. Park Drive, LLC, c/o Jupiter Realty Company, LLC whose business address is 401 N. Michigan Avenue, Chicago, Illinois 60611.

I am the attorney for the Applicant. My address is Schuyler, Roche & Crisham, P.C., 180 N. Stetson Avenue, Suite 3700, Chicago, Illinois 60601. Please feel free to contact me at (312) 565-8439 if you should have any questions concerning the Application.

Please note that the Applicant is not seeking to purchase or rezone your property. The Applicant is required by law to send you this notice because you own property located within 250 feet of the proposed development

Very Truly Yours,



John J. George

CONSENT

TO WHOM IT MAY CONCERN:

This will confirm that the undersigned, Cityfront Hotel Associates Limited Partnership, an Illinois limited partnership, is the owner of the property commonly known as 301 E. North Water Street, Chicago, Illinois and also known as Parcel 6A and 6B of Sub-Area B of Residential Business Planned Development 368, as amended.

The undersigned understands that 465 N. Park Drive, LLC will file an Application for an Amendment to the Chicago Zoning Ordinance ("Zoning Application") and an Application under the Chicago Lakefront Protection Ordinance ("Lakefront Application") relating to the property commonly known as 465-479 North Park Drive, 315-335 East Illinois Street and 464-478 North New Street, Chicago, Illinois and also known as Sub-Area B, Parcel 8 of Residential-Business Planned Development No. 368, as amended, to adjust the bulk zoning regulations relating to Parcel 8 to allow the construction of a residential building consisting of approximately 45 stories tall (approximately 513 feet), approximately 444 residential dwelling units, and accessory parking for approximately 181 vehicles. The Zoning Application and the Lakefront Application are in the forms attached hereto.

The undersigned, as the owner of the property commonly known as 301 E. North Water Street, Chicago, Illinois hereby consents to the Zoning Application and Lakefront Application in the forms attached hereto to be filed 465 N. Park Drive, LLC.

Owner of Property:

Cityfront Hotel Associates Limited Partnership,
an Illinois limited partnership

By: Tishman/C-H-A Limited Partnership, an
Illinois limited partnership, its general partner

By: THR Illinois Corp., a Delaware corporation,
its general partner

By: *Gary Buscemi*
Name: **Gary Buscemi**
Title: **Executive Vice President**

Dated: JUNE 10, 2015

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO
THE CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:
465-79 N. Park Dr; 315-35 E. Illinois St.; & 464-78 N. New St.

2. Ward Number that property is located in: 42nd Ward

3. APPLICANT 465 N. Park Drive, LLC c/o Jupiter Realty Company LLC
ADDRESS 401 N. Michigan Ave. Suite 1300 CITY Chicago
STATE IL ZIP CODE 60611 PHONE 312-924-1515
emjpompizzi@
EMAIL jupiterrealty.com CONTACT PERSON E. Michael Pompizzi

4. Is the applicant the owner of the property? YES X NO _____
If the applicant is not the owner of the property, please provide the following information regarding the owner and attach written authorization from the owner allowing the application to proceed.
OWNER _____
ADDRESS _____ CITY _____
STATE _____ ZIP CODE _____ PHONE _____
EMAIL _____ CONTACT PERSON _____

5. If the Applicant/Owner of the property has obtained a lawyer as their representative for the rezoning, please provide the following information:
ATTORNEY John J. George / Chris A. Leach, Schuyler, Roche & Crissham PC
ADDRESS 180 N. Stetson Ave., Suite 3700
CITY Chicago STATE IL ZIP CODE 60601
PHONE (312) 565-8439 FAX (312) 565-8300 EMAIL jgeorge@srcattorneys.com
cleach@srcattorneys.com

6. If the applicant is a legal entity (Corporation, LLC, Partnership, etc.) please provide the names of all owners as disclosed on the Economic Disclosure Statements.

7. On what date did the owner acquire legal title to the subject property? 2007

8. Has the present owner previously rezoned this property? If yes, when?
No

9. Present Zoning District PB368 as amended Proposed Zoning District PD368 as amended

10. Lot size in square feet (or dimensions) 34,400 sq. ft.

11. Current Use of the property Vacant

12. Reason for rezoning the property to amend the bulk zoning regulations relating to Parcel 8 of PD 368 Sub-Area B

13. Describe the proposed use of the property after the rezoning. Indicate the number of dwelling units; number of parking spaces; approximate square footage of any commercial space; and height of the proposed building. (BE SPECIFIC)

To construct 45 story 513 foot tall residential building containing 444 dwelling units and 181 accessory parking spaces.

14. On May 14th, 2007, the Chicago City Council passed the Affordable Requirements Ordinance (ARO) that requires on-site affordable housing units or a financial contribution if residential housing projects receive a zoning change under certain circumstances. Based on the lot size of the project in question and the proposed zoning classification, is this project subject to the Affordable Requirements Ordinance? (See Fact Sheet for more information)

YES _____ NO X

COUNTY OF COOK
STATE OF ILLINOIS

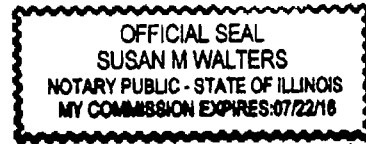
E. Michael Pompizzi, being first duly sworn on oath, states that all of the above statements and the statements contained in the documents submitted herewith are true and correct.

E. Michael Pompizzi
Signature of Applicant

By:

Subscribed and Sworn to before me this
3rd day of June, 2015.

Susan M. Walters
Notary Public



For Office Use Only

Date of Introduction: _____

File Number: _____

Ward: _____

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 No. 368 symbols and indications as shown on Map No. 1-E in the area bounded by:

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

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

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

RESIDENTIAL-BUSINESS PLANNED DEVELOPMENT NO. 368, AS AMENDED
PLAN OF DEVELOPMENT STATEMENTS

1. The area delineated herein as "Residential-Business Planned Development No. 368", as amended, consists of approximately 1,494,256 square feet or 34.30 acres (exclusive of public rights-of-way and dedicated public open space) of real property as shown on the attached Planned Development Boundary Map ("the Property").

2. This Plan of Development consists of these twenty-one (21) Statements and the following exhibits: Bulk Regulations and Data Table for the entire Planned Development; an Existing Zoning Map; Planned Development Boundary and Sub Areas Map; Development Parcels Map; Maximum Height Zones; Existing and Planned Open Spaces; Pattern of Vehicular Roadways; and, Recommended Traffic Improvements. These and no other zoning controls shall apply to the area delineated herein. This Plan of Development is in conformity with the intent and purpose of the Chicago Zoning Ordinance and all requirements hereof, and satisfies the established criteria for approval as a planned development. In any instance where a provision of the Planned Development conflicts with the Chicago Building Code, the Building Code shall control.

Shelbourne North Water Street, LP (the "Developer of Parcel E.3") owns or controls Sub-Parcel E.3 within this Planned Development. This Plan of Development consists of the following exhibits related to the development of Sub-Parcel E.3: Site Landscape Plan; DuSable Landscape Plan; Ground Floor Plan Overview; Lower Lake Shore Drive Plan Overview; Building Elevations; South Building Elevation; Partial Enlarged South Elevation; Partial East/West Site Section; Partial Enlarged East Elevation; North/South Site Section at Lake Shore Drive; North/South Tower and Parking Section; East/West Parking Section; North/South Overview Section; and, Lake Front Trail Alignment Alternate 1 and Alternate 2.

New Water Park, LLC (the "Applicant") owns or controls Sub-Area B Parcels 7 & 7A within this Planned Development. This Plan of Development consists of the following exhibits related to the development of Sub-Area B Parcels 7 & 7A: Bulk Regulations and Data Table; an Existing Zoning Map; Existing Land Use Map; a Planned Development Boundary and Sub Areas Map; Development Parcel Map; View Corridor Program; Overall Site Plan; Lower E. North Water Street Plan, North Park Drive Street Plan, North Park Drive Wayfinding Plan; Upper E. North Water Street Plan; Upper E. North Water Street Wayfinding Plan; Terrace Level Plan; Landscape Plan; Green Roof Plan; Overall Section A Plan and Partial North Elevation; West Elevation at tower and Partial North-South Section B Plan; Building Elevations (North, South, East and West) prepared by Solomon Cordwell Buenz dated May 24, 2012.

465 N. Park Drive, LLC (the "Applicant") owns or controls Sub-Area B Parcel 8 within this Planned Development. This Plan of Development consists of the following exhibits related to the development of Sub-Area B Parcel 8: Bulk Regulations and Data Table; an Existing

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Zoning Map; Existing Land Use Map; a Planned Development Boundary and Sub Areas Map; Site Plan; Landscape Plan; Amenity Landscape Plan; Sky Deck Landscape Plan; Plant List & Landscape Details; Green Roof Plan; Building Elevations (North, South, East and West) prepared by pappageorgehaymes partners dated June 10, 2015.

3. The current property owner or an authorized agent shall obtain all required reviews, approvals, licenses and permits in connection with this Plan of Development. The dedication or vacation of any streets or alleys shall require a separate submittal and approval by the City Council.
4. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the applicant, its successors and assigns (including any condominium association which is formed) 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 (including any condominium association which is formed) 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 applications for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or under single designated control. Subject to the sub-area/sub-parcel control provisions of Section 17-8-0400 of the Chicago Zoning Ordinance, single designated control for purposes of this paragraph shall mean that any application to the City for any amendment to this Planned Development or any other modification or change thereto (administrative, legislative or otherwise) shall be made or authorized by the Equitable Life Assurance Society of the United States or all its successors and assigns as zoning control party for property located west of Columbus Drive, and by all the successors and assigns to the Chicago Dock and Canal Trust, as zoning control parties for the property located east of Columbus Drive. The board of directors of any condominium association shall represent individual condominium owners.
5. Several sub areas are delineated on the attached Planned Development Sub Area Map for the purposes of establishing use and density controls in connection with this Plan of Development. Uses permitted below +35 feet Chicago City Datum plus or minus 6 feet in respect of design conditions ("Plaza Level") shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District classification; uses permitted at and above the Plaza Level in the area hereinbefore defined shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District classification, except that in that part of the subject area lying within 200 feet of North Michigan Avenue uses shall be in general conformity with the Permitted and Special Uses of the DX-16, Downtown Mixed-Use District classification; uses permitted where no Plaza Level exists shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District Classification. Earth station receiving and

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transmitting dishes, microwave relay dishes and transmitting or receiving dishes shall be permitted. Residential support services, physical fitness/indoor recreation center, and small venue theater are expressly permitted in Sub-Parcel E.3. Non-accessory parking shall be a permitted use in Sub Area F only. Underground accessory parking related to the improvements constructed upon Sub-Parcel E.3 shall be a permitted use in Sub-Parcel E.2. All other controls and regulations set forth herein are made applicable within the general application of this Statement. Uses permitted in DuSable Park (Sub-Parcel E.1) shall be recreational and related uses including but not limited to marinas; tennis courts; and similar facilities. Temporary staging of construction materials and related equipment shall be a permitted use in Sub-Parcel E.1 subject to the review and approval of the Commissioner of the Department of Planning and Development and the Chicago Park District. Day care and other community-oriented uses are expressly permitted and strongly encouraged in all areas of the planned development. Agreement on how space for a minimum of one new daycare center shall be provided within Sub Areas B, D or Sub Parcel E.3 to service new residents and employees of those sub areas must be submitted and approved by the Department of Planning and Development prior to the issuance of any Part II approval for any improvement on Parcels P1, P3, P7, P7A, P8, P18, or P19.

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

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underneath or west of Lake Shore Drive.

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

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

11. The improvements on individual development sites shall be designed, constructed and maintained in accordance with the exhibits attached hereto and the following general design standards:
 - (a) Buildings along Lake Shore Drive shall be designed to minimize building mass directly facing the Drive. The base along Lake Shore Drive of any such structure shall be limited to the height of Lake Shore Drive. The tower of such structures shall be set back a minimum of 40 feet from Lake Shore Drive although encroachments into such setback area for design reasons may be allowed by the Commissioner of Planning and Development as a minor change pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance. This 40 foot setback area shall be heavily landscaped with trees and other greenery so as to be visible from the Drive.

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

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be measured by drawing a box around the letters. Graphic images which depict tenant logos or products or which may otherwise be construed as advertising shall count as signage in their entirety. Signage on awnings shall be allowed on the valance only, with a maximum of 5 inch high letters limited to tenant identification or logos only. No electronic moving message board signs shall be allowed. Rooftop signs shall be prohibited.

- (f) No new surface parking lots, except interim lots approved by the Commissioner of Planning and Development, shall be allowed. No surface parking lot shall be allowed on the 70,000 square foot Kraft park site in Sub Area F, except for that area not contained within any interim park. The maximum effort shall be made to contain parking in below-ground structures. Above-grade parking structures shall be enclosed, fronted by habitable space, or otherwise designed so as to have a similar appearance to habitable spaces in terms of finish materials, the shape and scale of openings, and the screening of ramps, car lights and ceiling fixtures. Any parking structures facing the Chicago River must be fronted by habitable space or completely enclosed and well articulated at all levels. The first floor of all structures facing Illinois Street, Grand Avenue, McClurg Court, Park Drive, or Columbus Drive shall maximize space with active uses such as retail, daycare, restaurants, etc. Parking structures shall also contain provisions for planting at the base, the roof, or at mid-height ledges.
- (g) Loading docks shall be concealed from public view through screening or landscaping. Curb cuts for loading docks shall be minimized.
- (h) The new roadway structure at upper level Illinois Street shall be finished in highly articulated stone, pre-cast concrete, or other quality material, with particular attention given to views of the structure from Columbus Drive. Terraced planting, pedestrian lighting, decorative railings, banners, and other features shall be used to create a major pedestrian amenity. A major water feature shall be installed at the intersection of upper-level Illinois Street and the NBC Plaza. The underside of upper Illinois shall be appropriately lit, structural columns shall be covered, and other elements shall be added to create a safe, well-lit connection to Michigan Avenue.
- (i) The completion of the riveredge esplanade shall be required of the developers of Parcels 14 and 16, and Parcel 18. Such public spaces shall be developed with the same quality and character of amenities as the existing esplanade adjacent to these areas. In addition, the developer of Parcel 18 shall be responsible for the development of pedestrian access to DuSable Park under Lake Shore Drive. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the

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river esplanade. All plans for pedestrian access to DuSable Park from Parcel 18 shall be subject to detailed review and approval by the Department of Planning and Development before the issuance of any superstructure Part II approval letters.

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

In addition, pedestrian access along Ogden Slip under Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 19 shall be solely responsible for the cost of improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to make such improvements. Such access shall be well-lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the Ogden Slip promenade. However, if Parcel 19 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 19 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the Developer of Parcel E.3 and the Chicago Park District as referenced in Statement No. 11(m) below provides otherwise.

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

- (k) All improvements to be constructed within this Planned Development for

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which Part II approval letters are issued after the March 29, 2006, date of City Council approval of the amended Planned Development shall comply with the Department of Planning and Development Building Green/Green Roof Matrix and the owners shall use best and reasonable efforts to design, construct and maintain all buildings located within this Planned Development in a manner generally consistent with the Leadership in Energy and Environmental Design Green Building Rating System (LEED). A dog-run shall be located within or adjacent to Sub-Parcel E.3. As a result of the architectural design of the tower to be constructed within Sub-Parcel E.3, a green roof is not feasible.

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

Pursuant to the Off-Site Park and Open Space Contributions provision of the City of Chicago Zoning Ordinance, title 17 Chapter 17-4-1018 et seq., the Developer of Parcel E.3 has asked for an increase in the Floor Area Ratio of 2.16 FAR for the Property. The Developer of Parcel E.3 hereby acknowledges that according to Section 17-4-1018-C of the Zoning Ordinance, a cash payment must be made to the City of Chicago based on the increase in allowable floor area x 80% of the median cost of land per buildable square foot. Based on Section 17-4-1018-C, the Developer of Parcel E.3 has agreed to provide a cash payment to the City of Chicago in the amount of \$4,104,216.00. Prior to the issuance of permits, the Developer of Parcel E.3 will provide a letter of credit or other security device in an amount

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equal to the cash contribution. The Developer of Parcel E.3 must comply with all of the Sections of the Off-Site Park and Open Space contributions provisions of the Zoning Ordinance which Sections are hereby incorporated into this Planned Development. The Off-Site Park and Open Space contribution Agreement required by Section 17-4-1018-B3 is also incorporated into this Planned Development.

- (m) The Developer of Parcel E.3, the City of Chicago, and the Chicago Park District shall enter into an agreement relating, in part, to the responsibility for the design, funding and construction phasing of DuSable Park, the pedestrian connections to DuSable Park and the Lakefront Trail.
 - (n) The improvements contemplated for Du Sable Park (Sub-Parcel E.1) must be substantially completed by the Developer of Parcel E.3 prior to the issuance of Certificate of Occupancy for any dwelling unit exceeding the three-hundredth (300th) dwelling unit constructed with Sub-Parcel E.3.
12. Publicly dedicated improvements, including streets, sidewalks, transit and open space amenities shall be designed, constructed and maintained in accordance with the exhibits described in Statement 2 hereof and the "Cityfront Center Internal Design Standards: Section I: dated September 12, 1986.
13. The property owner(s) adjacent to the Chicago River shall develop a continuous pedestrian esplanade along the Chicago River's edge. Completion of the esplanade will occur as follows:
- (a) The east right-of-way line of McClurg Court to the west right-of-way line of Lake Shore Drive shall be improved concurrently with development of adjacent parcels south of east North Water Street (Parcels 14, 16, and 18). In the event that DuSable Park is developed before Parcel 18 is developed, the owner(s) of Parcel 18 shall construct and maintain a temporary pedestrian connection along the river. These improvements shall consist of a paved (asphalt or better) pedestrian walkway, a minimum of 10 feet in width. Metal railings shall be installed along either side of the pedestrian walkway near the river's edge and on the side adjacent the development parcel. The design of these improvements shall be subject to the approval of the Commissioner of Planning and Development; and,
 - (b) The west right-of-way line of Lake Shore Drive to DuSable Park shall be constructed concurrently with the construction of DuSable Park. The owner(s) of Parcel 18 shall be solely responsible for improvements underneath Lake Shore Drive, subject to approval of the State of Illinois to

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make such improvements. Such access shall be well lit, suitably paved, and finished so as to provide safe, attractive, and convenient access to the park from the river edge esplanade. However, if Parcel 18 should be developed before the construction of DuSable Park, then the owner(s) of Parcel 18 shall, at the time of application for superstructure Part II, place in escrow money equivalent to the cost of constructing such a connection, as determined by the Commissioner of the Department of Planning and Development, unless an agreement between the Developer of Parcel E.3 and the Chicago Park District as referenced in Statement No. 11(m) above provides otherwise.

14. The Open Space Plan attached hereto (Exhibit 6) calls for a new 70,000 square foot park on Peshtigo Court between Illinois Street and Grand Avenue. The owners of the adjacent development parcel (Parcel P21) shall be responsible for developing this new publicly-accessible park concurrently with Parcel 21. Permanent development of this park shall take place on top of an underground parking garage; however, should such development not be immediately feasible, a fully-appointed interim park shall be installed on the site until such time as the permanent park is constructed. This interim park shall be completed and open to the public by June 1, 2004, unless construction has started on permanent park and underground garage. The interim park may have an impermeable surface of asphalt or other material. The interim park is to be enclosed by a 5 foot decorative metal fence which is to be located in the approximate footprint of the Kraft building, except along N. Peshtigo Ct. where the fence is to be setback 12 feet from the west curb of N. Peshtigo Ct. The interim park is to be no less than 50,000 square feet in size and is to be covered by at least 75% with landscape materials which may be located in raised planter boxes and other containers. The interim park shall be open to the public from sunrise to sunset. Within 45 days of the adoption and publication by City Council of this amendment to the Planned Development, the owner of the interim park site shall provide to the Commissioner a site plan for the interim park which complies with the provisions of this statement. The owner of the property on which the interim park is located shall be responsible for the maintenance of the interim park. The Commissioner of Planning and Development must approve the site plan for either a permanent or a interim park. The Commissioner of Planning and Development must approve the site plan for a permanent park before Part II approval is granted for Parcel P21. The City will not issue a final certificate of occupancy for Parcel P21 unless construction has started on the permanent park in accord with an approved site plan. After August 1, 2004, all surface parking lots in Sub Area F shall be landscaped in accord with the Landscape Ordinance. All sidewalks in Sub Area F shall remain open and be maintained in good condition.

15. Traffic studies completed by developers and the City of Chicago project significant peak hour traffic volume increases on Illinois Street and Grand Avenue in particular as a result of new development. Some excess roadway capacity is available to handle this increased traffic, but a number of geometric, signal timing and parking control measures are recommended in addition to active transportation management in the Illinois-Grand corridor.

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Accordingly, no Part II submittal shall be approved without a firm agreement between the developer and the Chicago Department of Transportation regarding the timing and responsibility for any recommended traffic improvements described in Exhibit 8 hereof for streets adjoining the development site. Membership and participation in the Illinois-Grand Corridor Transportation Management Association shall also be required prior to the issuance of any Part II development approval.

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

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

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

- (1) The boundaries of the Property;
- (2) The footprint of the improvements;
- (3) Location and dimensions of all loading berths;
- (4) Preliminary landscaping plan prepared by a landscape architect with final landscaping plan to be approved at Part II stage;

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- (5) All pedestrian circulation routes;
- (6) The location of any adjacent public improvements;
- (7) A signage plan for any building where retail or theater uses would be present above the ground level;
- (8) Preliminary elevations of the improvements; and
- (9) Statistical information applicable to the Property limited to the following:
 - (a) Floor area and floor area ratio;
 - (b) Uses to be established;
 - (c) Building heights; and
 - (d) All setbacks, required and provided.

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

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

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all buildings in a manner that promotes and maximizes the conservation of natural resources. The Applicant shall use best and 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. Copies of these standards may be obtained from the Department of Planning and Development.

21. Unless substantial construction of the improvements contemplated within Sub-Parcel E.3 has commenced within six (6) years following adoption of this Planned Development on July 9, 2008, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Sub-Parcel E.3 and the zoning of Sub-Parcel E.3 of the Planned Development shall automatically revert to Residential-Business Planned Development No. 368, as amended on March 29, 2006. Unless substantial construction of the improvements contemplated within Sub-Parcels 7 and 7A has commenced within six (6) years following adoption of this Planned Development, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Sub-Parcels 7 and 7A and the zoning of Sub-Parcels 7 and 7A of the Planned Development shall automatically revert to Residential-Business Planned Development No. 368, as amended on July 9, 2008. Unless substantial construction of the improvements contemplated within Sub-Area B Parcel 8 has commenced within six (6) years following adoption of this Planned Development, and unless completion is thereafter diligently pursued, then this Planned Development shall expire as it relates to Sub-Area B Parcel 8 and the zoning of Sub-Area B Parcel 8 of the Planned Development shall automatically revert to Residential-Business Planned Development No. 368, as amended on June 6, 2012.

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. park Dr.; 315-335 E. Illinois St.;
464-478 N. New St.
Date: June 10, 2015
CPC Date:

Exhibit 1

Bulk Regulations and Data Table
(Page 1 of 4)

Sub Area	Net Site Area See Note (1) Sq. Ft. Acres	Maximum Retail Sq Ft. (1000's)	Maximum Commercial Sq. Ft. (1000's)	Maximum Hotel Rooms	Maximum Dwelling Units	Maximum F.A.R.
A	<u>380,796</u> 8.74	540 See Note (5)	5,259	1,800	Permitted see Notes (2) & (3)	13.81 See Note (6)
B See Note (11) & (12)	<u>183,449</u> 4.21	40	2,482	2,000	645 See Note (8)	13.53 See Note (7)
C	<u>122,303</u> 2.81	140	850	540	630	12.72
D	<u>361,234</u> 8.29	170	500	0	2,350	8.60
E	<u>346,038</u> 7.94	110 See Note (9)	5 See Note (4)	0	1,200	6.83
E.1	<u>232,841</u> 5.34	0	5 See Note (4)	Not Permitted	Not Permitted	0.02
E.2	18,191.63 0.42	0	0	0	0	0
E.3	95,005 2.18	110 See Note (9)	0	0	1,200	25.00 See Note (10)
F	100,456 2.31	150	0	0	1,000	14.93
TOTAL	1,494,256 34.30	1,040	9,096	4,340	5,585 See Note (2)	11.03
<p>Gross Site Area = Net Site Area: 1,494,256 sq. ft. (34.30 acres) plus area in or proposed to be in public right of way: 940,843 sq. ft. (21.60 acres) plus area in or proposed to be in public parks or open space: 369,127 sq. ft. (8.48 acres) = 2,804,226 sq. ft. (64.38 acres).</p> <p>OFF STREET PARKING MINIMUM MAXIMUM BUSINESS USES 1:5,000 sq. ft. As determined by DPD in consultation with CDOT HOTEL USES 1:4 Rooms RESIDENTIAL USES 55% d. u. NON-ACCESSORY PARKING 200 spaces 500 spaces (Allowed in Sub-area F only)</p> <p>OFF STREET LOADING: Per DX-12 requirements</p> <p>MINIMUM PERIPHERAL SETBACKS: Sufficient to allow for street trees and pedestrian walkways (min 12'-6" from building to curb face)</p> <p>MINIMUM UPPER LEVEL SETBACKS: 40' from Lake Shore Drive at level of Upper Lake Shore Drive</p>						

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

Bulk Regulations and Data Table



Exhibit 1

Bulk Regulations and Data Table
(Page 2 of 4)

Note (1):	For the purpose of this Planned Development "Net Site Area" shall equal the entire land area (at Plaza Level where such is established, and otherwise at grade) within the boundaries of the planned development, less the area now dedicated or proposed to be dedicated to public use.
Note (2):	Dwelling units shall be permitted in Sub-Area A of this Planned Development subject to the provisions of the DX-16, Downtown Mixed-Use district classification. Any such units so built will not affect the total of 5,580 dwelling units permitted in Sub-areas B, C, D, E and F dwelling units are permitted below the second floor in all sub-areas except Sub-Area E.
Note (3):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. This permissible number of hotel rooms within the planned development shall not exceed 4,340 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses.
Note (4):	Although Sub-Area E (DuSable Park) has been dedicated to public park uses, it is included in net Site Area because a maximum of 5,000 square feet of park and recreation-related floor area may be constructed within its boundaries.
Note (5):	Assumes 410,000 square feet allocated to development parcels P4 and P5 and the remaining 130,000 square feet allocated to remaining development parcels within Sub-Area A.
Note (6):	Assumes floor area allocated to existing buildings as follows: 401 North Michigan (760,241 s.f.), University of Chicago Gleacher Center (240,000 s.f.), NBC Tower (912,000 s.f.); and to future development parcels as follows: P1 (776,250 s.f.); P3 (970,000 s.f.) and P4/P5 (1,600,000 s.f.).
Note (7):	Assumes floor area allocated to existing Sheraton Hotel at 860,379 s.f. and 847,290 s.f. allocated to Parcels P7 and P7A pursuant to June 6, 2012 amendment and 490,200 s.f. allocated to Parcel 8 pursuant to this amendment dated, _____
Note (8):	For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units above the 400 permitted. The permissible number of hotel rooms within the planned development shall not exceed 4,340 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses. Accessory hotel uses on Parcels P7, P7A, and P8 combined shall not exceed 50,000 square feet.
Note (9):	Residential support services, physical fitness/indoor recreation center, and small venue theater (for building residents only) are expressly permitted in Sub-area E.3.

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
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Bulk Regulations and Data Table



Exhibit 1

Bulk Regulations and Data Table
(Page 3 of 4)

Note (10): FAR Bonus Calculations	
Sub-Area E.3 (Parcels P 18 and P 19, combined)	
Net Site Area = 95,005 square feet	
Base FAR	10.00
Downtown Affordable Housing Zoning Bonus	3.00 (a)
Offsite contribution to DuSable Park	2.16 (b)
Public Plazas	5.44 (c)
Chicago Riverwalk	0.40 (d)
Water Features	1.00 (e)
Underground Parking and Loading	3.00 (f)
Total FAR	25.00
a) Based on a contribution of \$5,700,300.00 to the city of Chicago Affordable Housing Opportunity Fund.	
b) Based on a contribution of \$4,104,216.00 to City of Chicago for Off-Site Park Improvements (to DuSable Park).	
c) Based on the provision of 51,730 square feet of on-site public plaza.	
d) Based on the provision of improvements to 3,800 square feet at off-site open spaces.	
e) Based on the provision of 48,669 square feet of water features in on-site public open spaces.	
f) Based on the provision of 171 underground parking spaces on Lower Levels 1 and 2, at least 265 underground parking spaces on Lower Level 3 and lower, and 7 underground loading docks on lower level.	
Note (11): Bulk Regulations and Data Table	
Sub-Area B (Parcels 7 & 7A)	
Net Site Area = 68,385 square feet	
Maximum Floor Area Ratio (FAR):	12.39
Maximum Percentage of Land Coverage:	Per Site Plans
Maximum Number of Dwelling Units:	398
Maximum Number of Hotel Keys:	400
Maximum Number of Off-Street Parking Spaces (Residential):	219
Maximum Number of Off-Street Parking Spaces (Hotel):	11
Minimum Number of Bike Parking Spaces:	50
Minimum Periphery Setbacks:	Per Site Plans
Maximum Building Height:	590' (plus 45' for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)
Minimum Number of Off-Street Loading Berths, Residential:	2 (10' x 25') spaces
Minimum Number of Off-Street Loading Berths, Hotel:	2 (10' x 25') spaces

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Bulk Regulations and Data Table



Exhibit 1

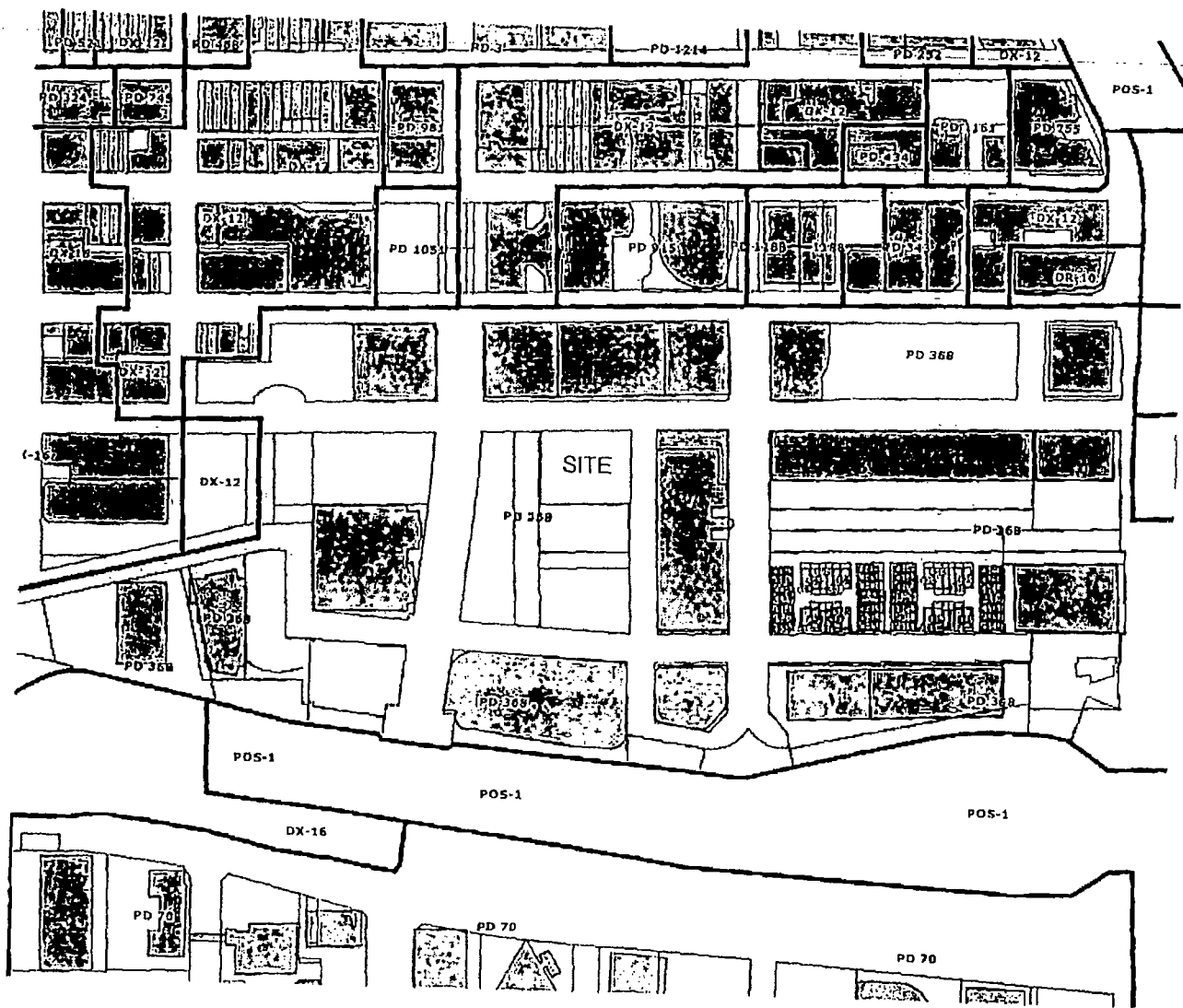
Bulk Regulations and Data Table
(Page 4 of 4)

Note (12): Bulk Regulations and Data Table	
Sub-Area B (Parcels 8)	
Net Site Area = 34,400 square feet	
Maximum Floor Area Ratio (FAR):	14.25
Maximum Percentage of Land Coverage:	Per Site Plans
Maximum Number of Dwelling Units:	444
Maximum Number of Off-Street Parking Spaces (Residential):	181
Minimum Number of Bike Parking Spaces:	50
Minimum Periphery Setbacks:	Per Site Plans
Maximum Building Height:	513' (includes 35' for mechanical penthouse, roof mechanical units, roof access stairs, architectural elements and similar appurtenances)
Minimum Number of Off-Street Loading Berths, Residential:	1 (10' x 25')
Minimum Number of Off-Street Loading Berths, Retail:	1 (10' x 25')

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

Bulk Regulations and Data Table

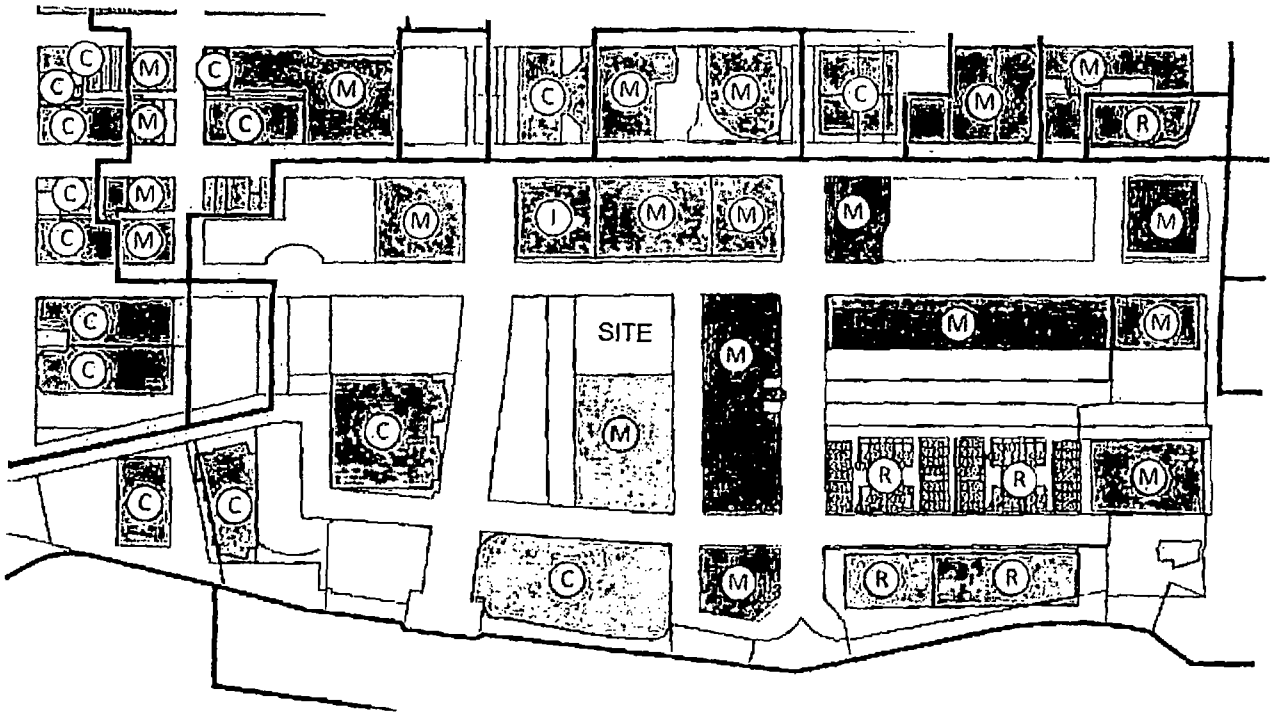




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Existing Zoning Map



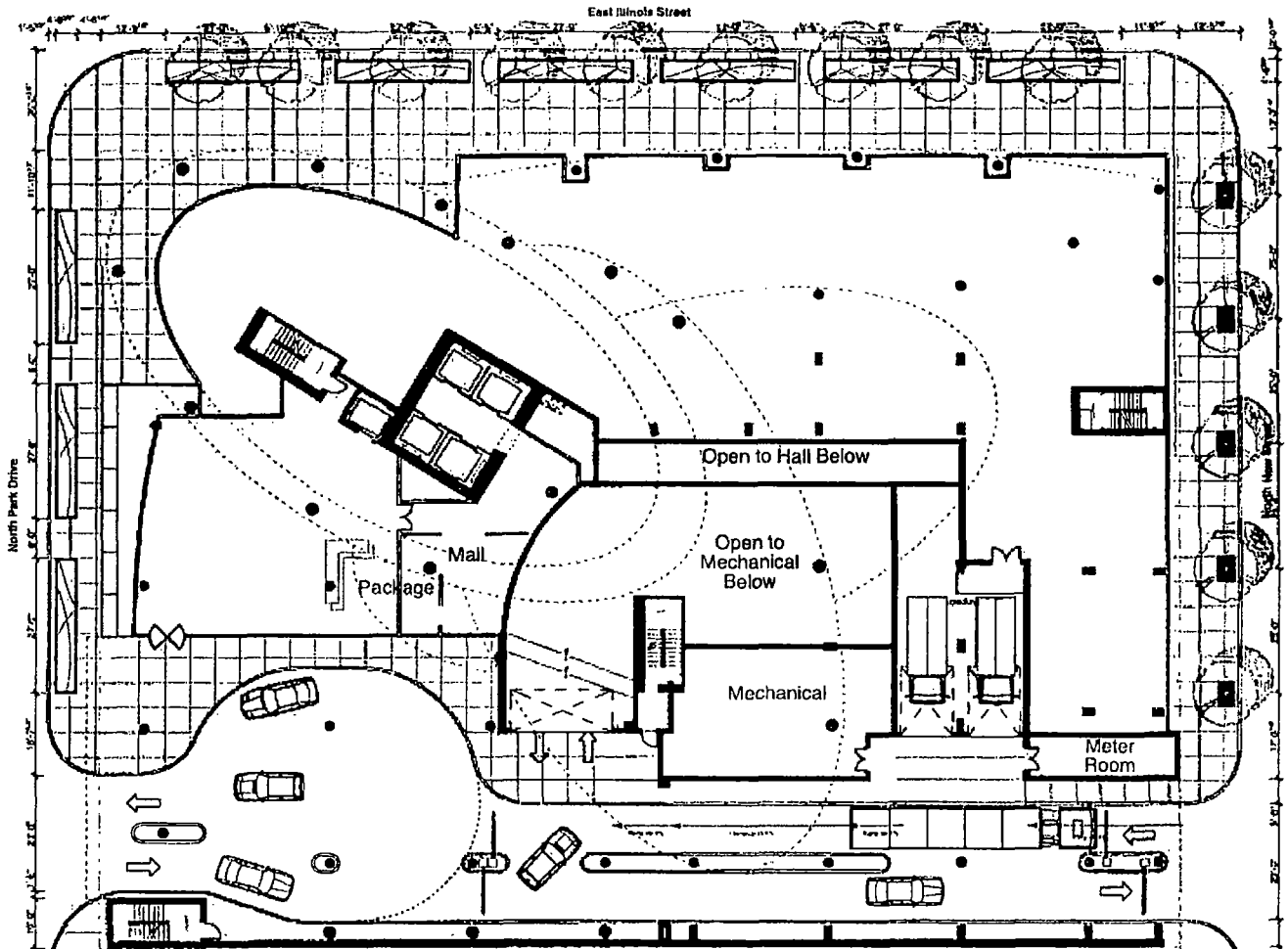


- (M) MIXED USE
- (C) COMMERCIAL USE
- (I) INSTITUTIONAL USE
- (R) RESIDENTIAL USE

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Land Use Map

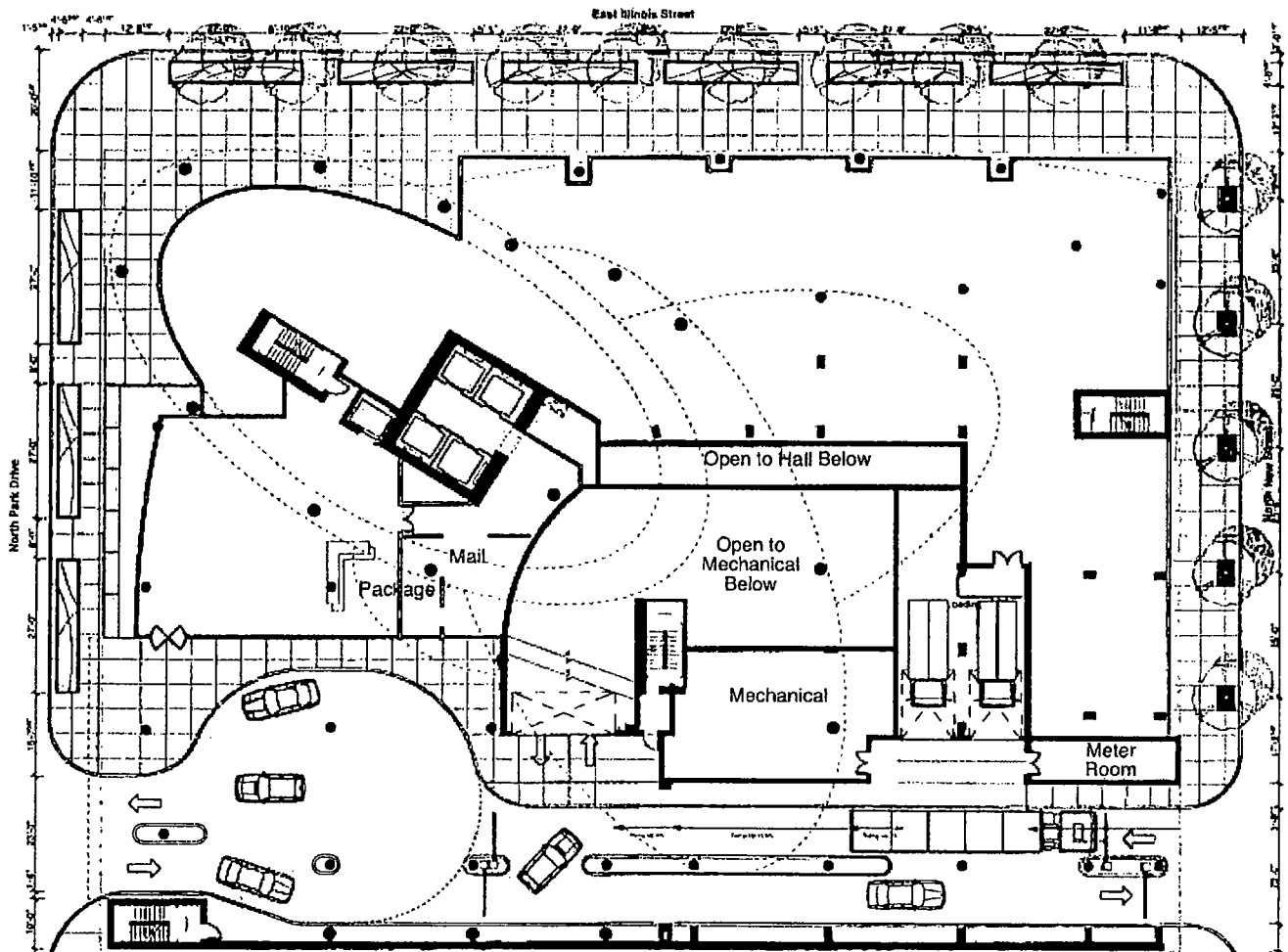




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Site Plan

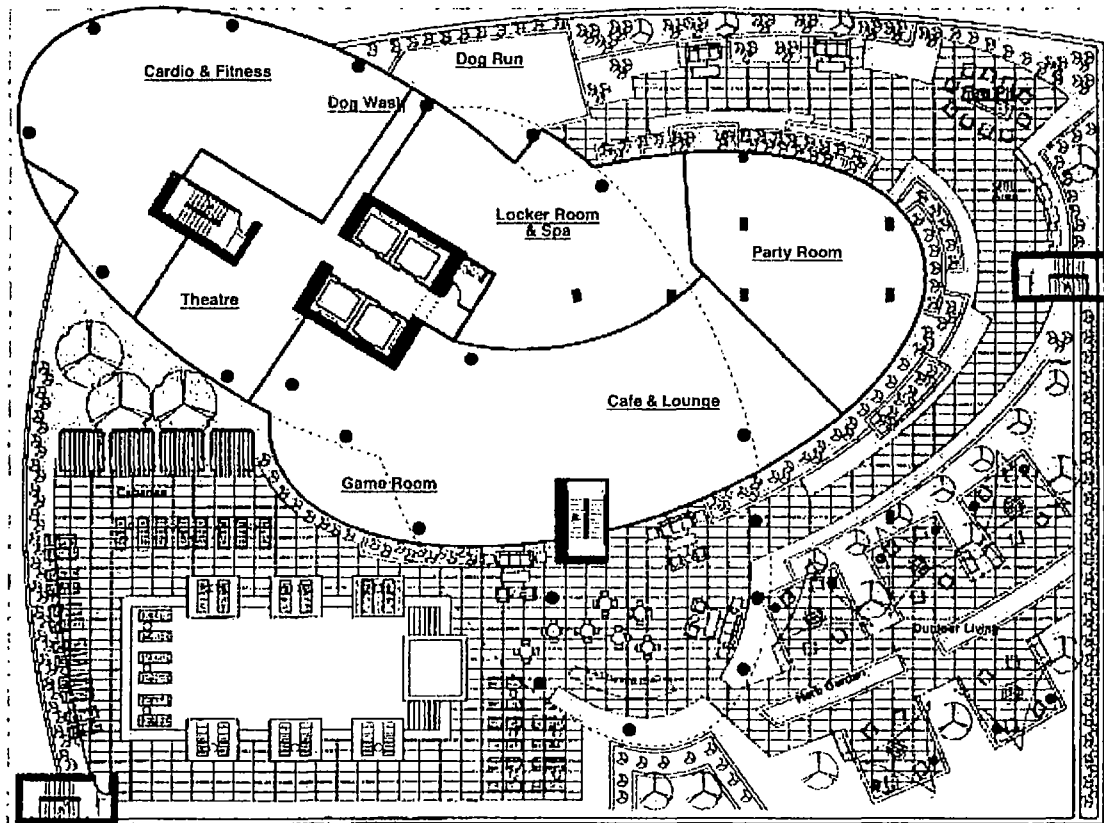




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Landscape Plan

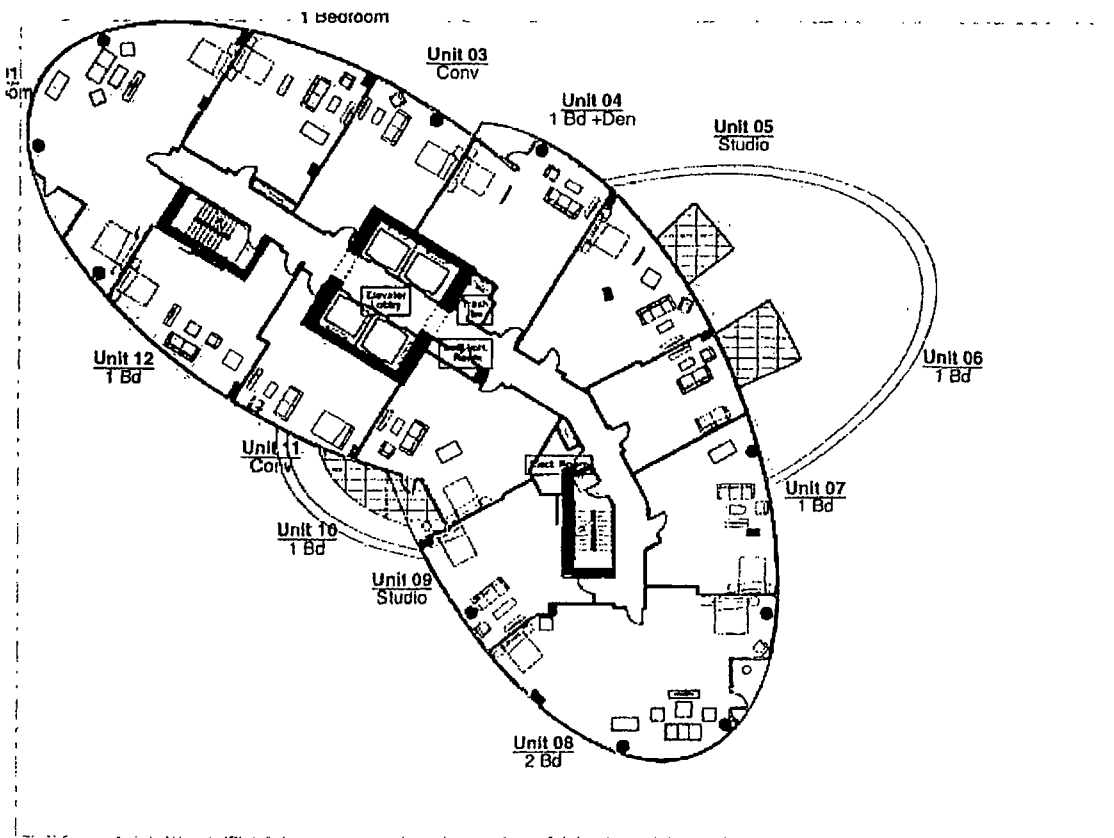




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Amenity Landscape Plan

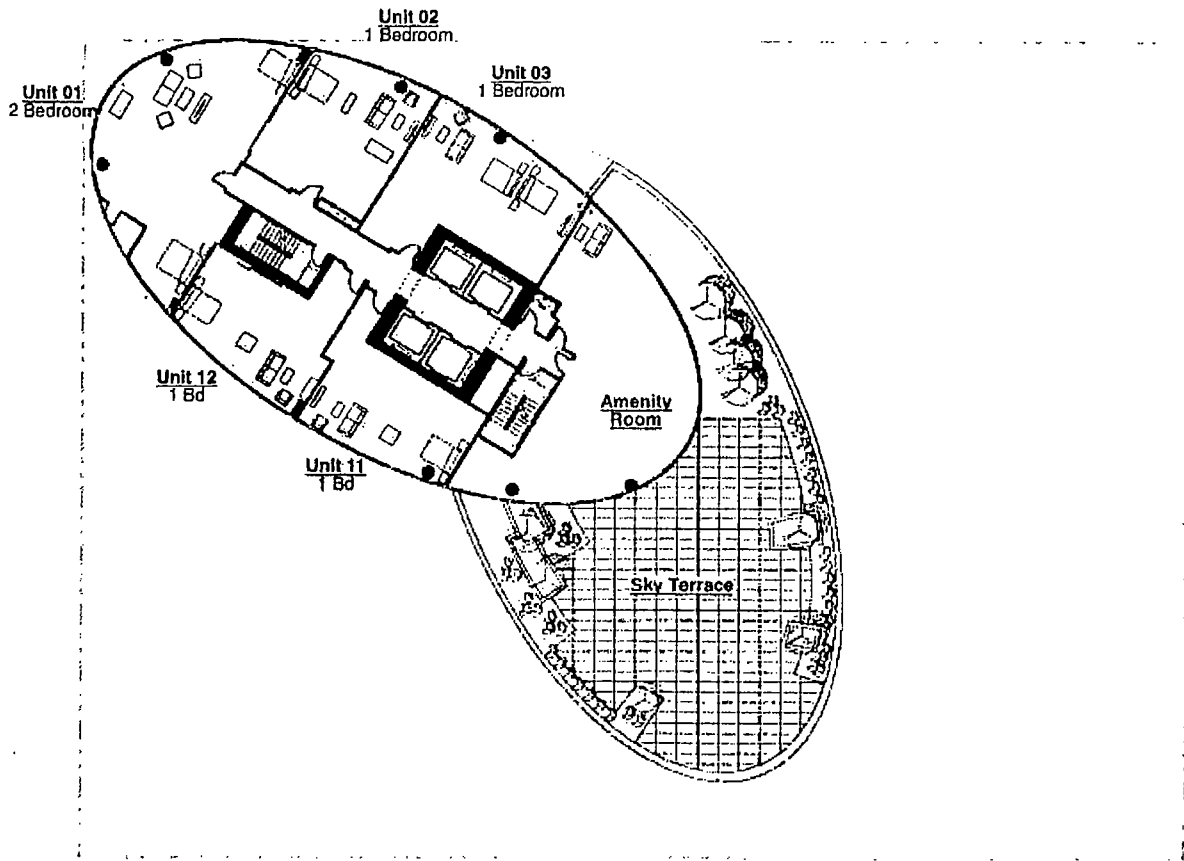




Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Balcony Landscape Plan

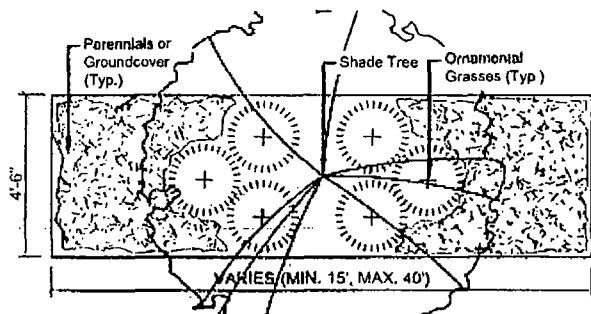




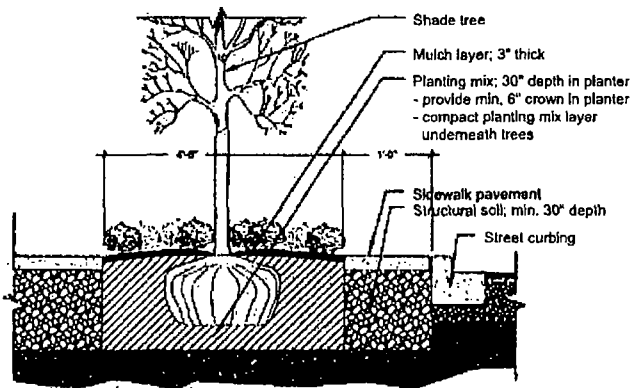
Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

Sky Deck Landscape Plan





1 PLANTER - TYPICAL PLAN



2 PLANTER - TYPICAL SECTION

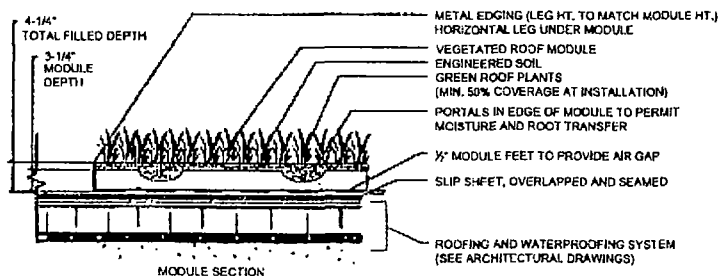
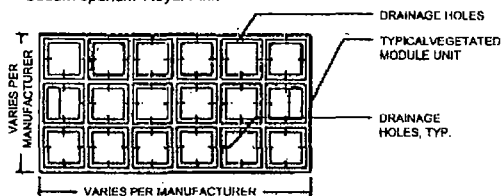
Preliminary Plant Palette

Note: This list is preliminary and may be revised as the project develops. Not all plants will be used and depending on the evolution of the design, other plants may be added to address specific design issues.

Botanical name	Common name	Size	Notes
Shade Trees			
<i>Acer niyabei</i> 'State Street'	Myabe Maple	2-1/2" cal.	B&B
<i>Celtis occidentalis</i> 'ChicagoLand'	ChicagoLand Common Hackberry	2-1/2" cal.	B&B
<i>Prunus cistiflora</i> 'Chanticleer'	Chanticleer Plum	2-1/2" cal.	B&B
<i>Syringa reticulata</i> 'Ivory Silk'	Japanese Tree Lilac	2-1/2" cal.	B&B
<i>Ulmus x 'Pebble'</i>	Pebble Elm	2-1/2" cal.	B&B
Deciduous Shrubs			
<i>Aronia melanocarpa</i>	Black Chokeberry	36" Ht.	B&B
<i>Ribes alpinum</i> 'Green Mound'	Green Mound Alpine Currant	24" Ht.	B&B
<i>Rosa var 'Aloha'</i>	Flower Carpet Coral Rose	#3 Container	
<i>Syringa patula</i> 'Miss Kim'	Miss Kim Dwarf Lilac	24" Ht.	B&B
Perennials			
<i>Comopsis verticillata</i> 'Zagreb'	Zagreb Coneflower	1 gal container	12" o.c.
<i>Echinacea purpurea</i> 'Alba'	White Coneflower	1 gal container	12" o.c.
<i>Echinacea purpurea</i> 'Magnus'	Magnus Purple Coneflower	1 gal container	12" o.c.
<i>Homerochloa</i> 'Happy Returns'	Happy Returns Daylily	1 gal container	12" o.c.
<i>Homerochloa</i> 'Rocket City'	Rocket City Daylily	1 gal container	12" o.c.
<i>Nepeta faassenii</i>	Faassenii Catmint	1 gal container	12" o.c.
Ornamental Grasses			
<i>Calamagrostis acutiflora</i> 'Karl Foerster'	Karl Foerster Feather Reed Grass	#3 Container	
<i>Pennisetum alopecuroides</i> 'Hameln'	Hameln Dwarf Fountain Grass	#3 Container	
Groundcovers			
<i>Lilopsis spicata</i>	Creeping Lilyturf	4" pots	12" o.c.
<i>Pachysandra terminalis</i> 'Green Carpet'	Green Carpet Japanese Spurge	4" pots	12" o.c.
<i>Waldsteinia lemnae</i>	Barron Strawberry	4" pots	12" o.c.

GREEN ROOF PLANT MIX

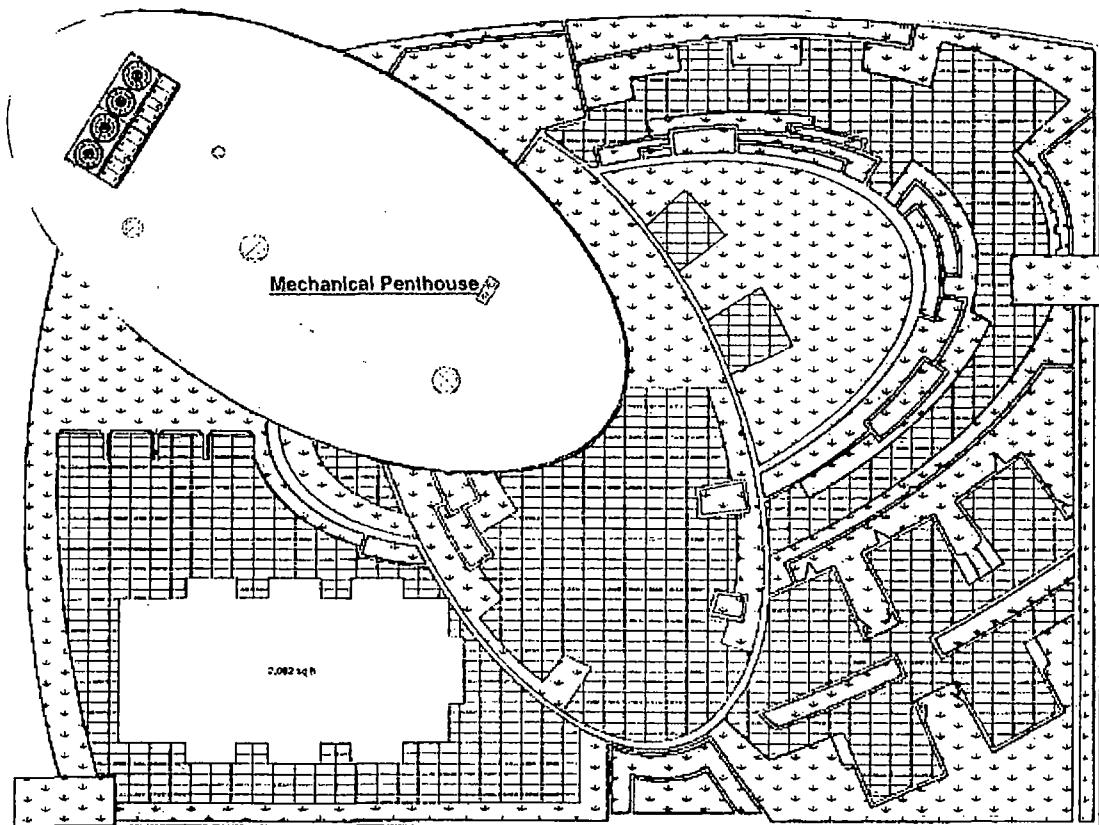
- Allium schoenoprasum 'Forescate'
- Allium senescens var. montanum
- Sedum album 'Coral Carpet'
- Sedum caudicicola 'Bertram Anderson'
- Sedum reflexum
- Sedum sexangulare
- Sedum spurium 'Royal Pink'



Applicant: 465 N. Park Drive, LLC
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 464-478 N. New Street
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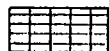
Plant List & Landscape Details



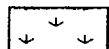


TOTAL GREEN ROOF AREA : 11,178 SF

PERCENTAGE OF GREEN ROOF AREA : 51%



Denotes Hardscape Area



Denotes Green Area

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

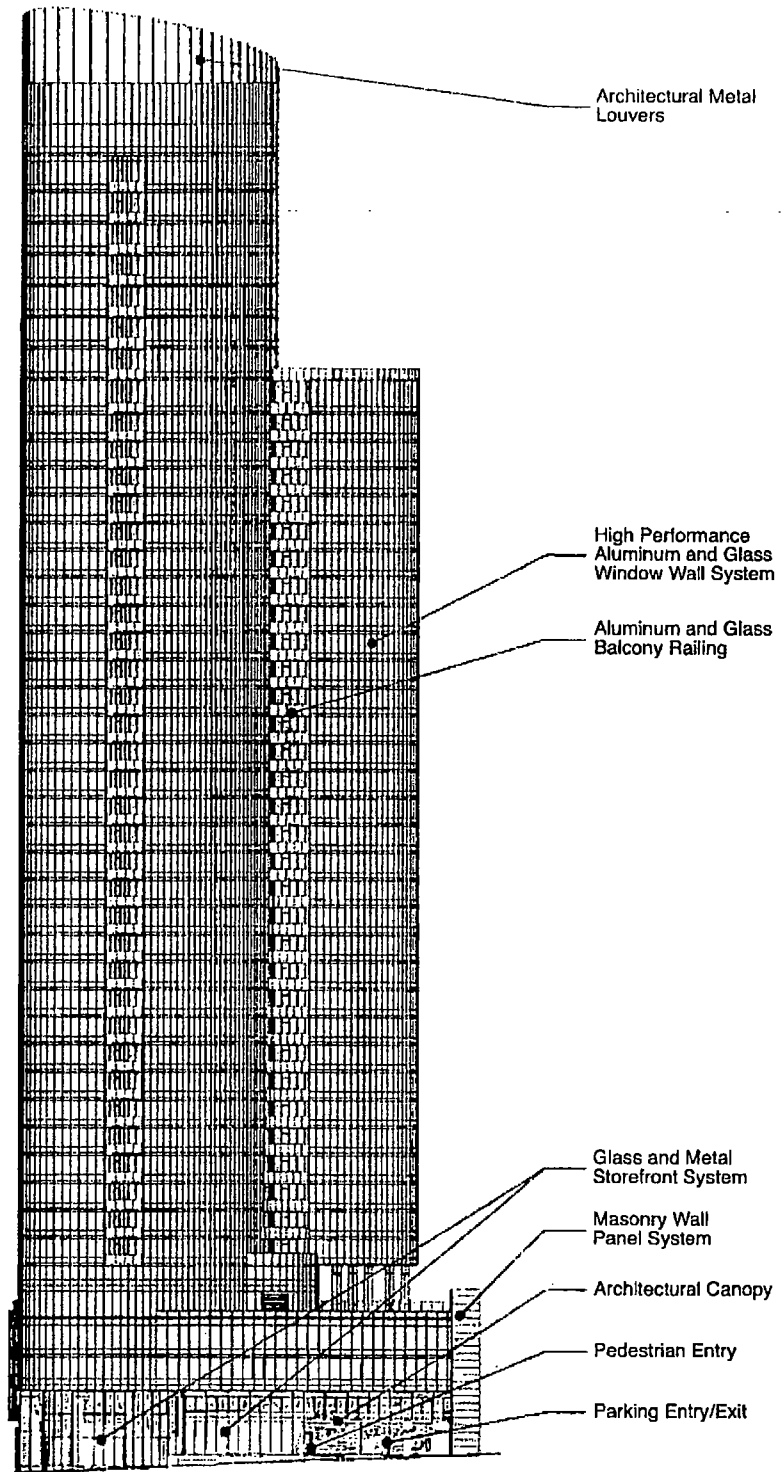
Green Roof Plan



Max Building Height
513'-0"

Sky Deck Level
389'-8"

Amenity Deck Level
59'-4"



Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

West Elevation



Max Building Height
513'-0"

Sky Deck Level
389'-8"

Amenity Deck Level
59'-4"

Architectural Metal Louvers

Aluminum and Glass Balcony Railing

High Performance Aluminum and Glass Window Wall System

Architectural Canopy

Parking Entry/Exit

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

South Elevation



Max Building
Height
513'-0"

Sky Deck Level
389'-8"

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

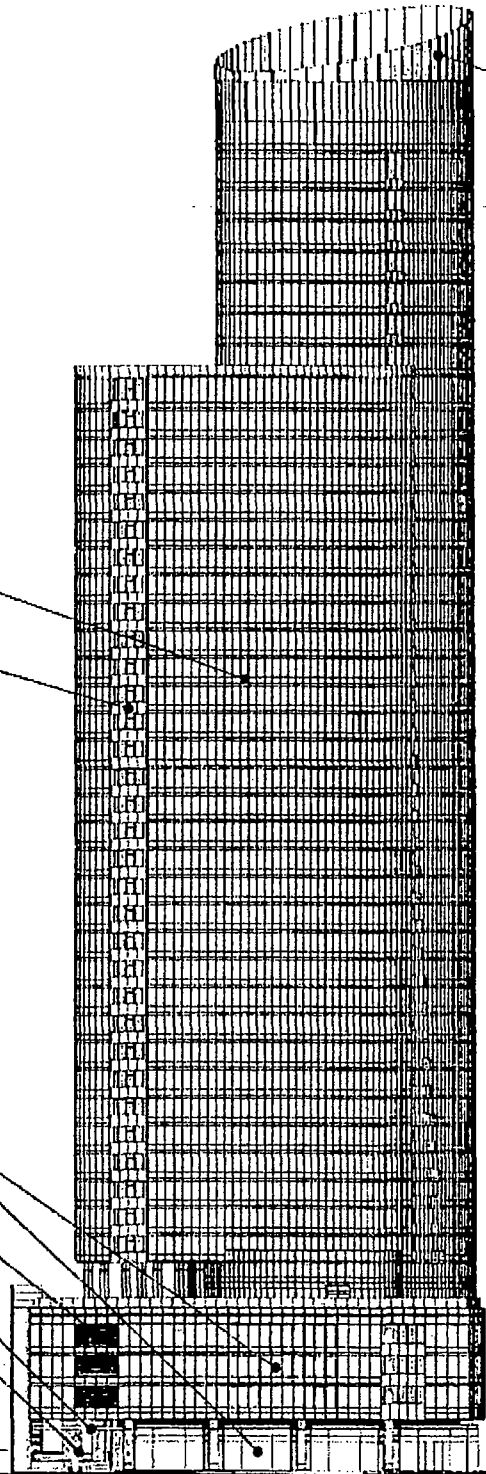
Glass and Metal
Storefront System

Architectural Metal
Louvers

Architectural Canopy

Parking Entry/Exit
Amenity Deck
Level
59'-4"

Architectural Metal
Louvers



Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

East Elevation



Max Building
Height
513'-0"

Sky Deck Level
389'-8"

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

Amenity Deck
Level
59'-4"

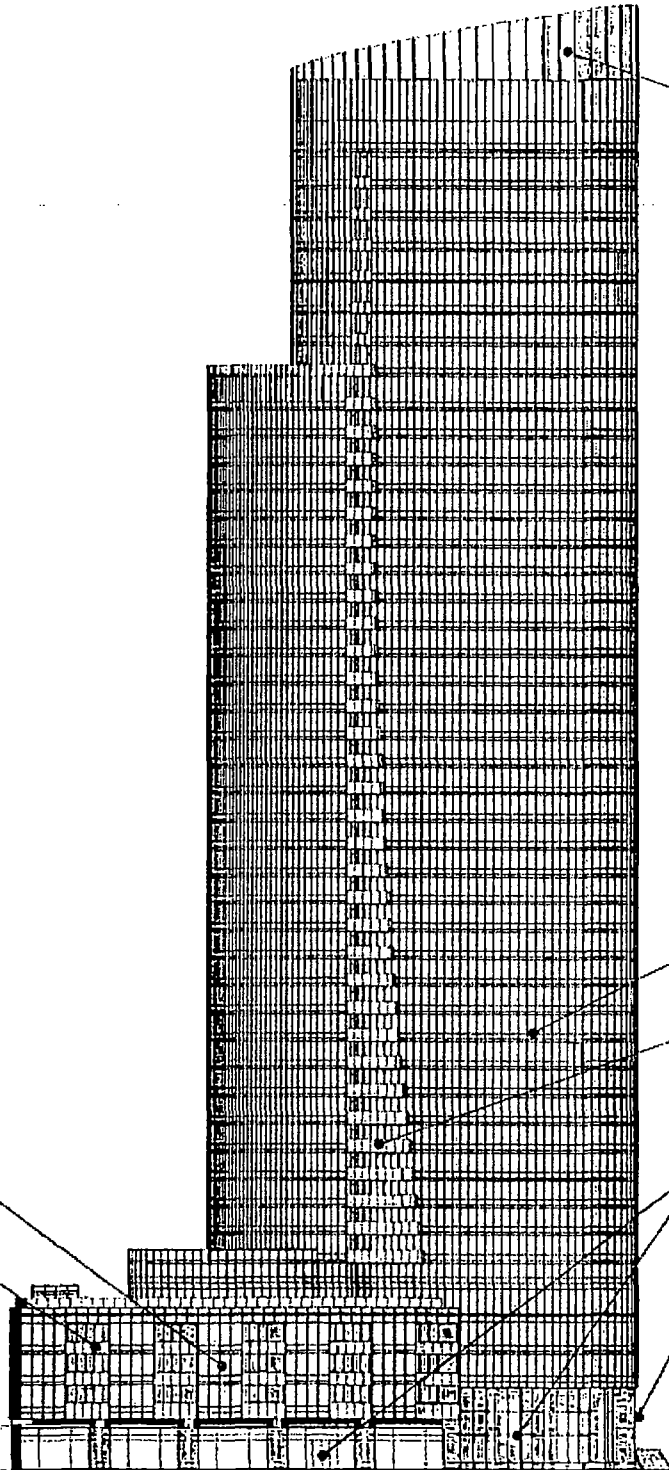
Architectural Metal
Louvers

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

Glass and Metal
Storefront System

Architectural Canopy



Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

North Elevation



JOHN J. GEORGE
Attorney at Law
TEL 312 565.8439 FAX 312 565.8300
JGeorge@SRCattorneys.com

June 10, 2015

USPS FIRST CLASS MAIL

In re: Residential-Business Planned Development No. 368, as amended
Subarea B – Parcel 8
465-79 N. Park Dr., 315-35 E. Illinois St.
464-78 N. New St., Chicago, Illinois

Dear Property Owner or Resident:

In accordance with the requirements for an Amendment to the Chicago Zoning Ordinance and for an approval under the Lake Michigan and Chicago Lakefront Protection Ordinance, please be informed that on or about June 10, 2015, I, the undersigned attorney, will file an Application for a change in zoning from Residential-Business Planned Development No. 368, to Residential-Business Planned Development No. 368, as amended and for approval under the Chicago Lakefront Protection Ordinance on behalf of the Applicant for the property located at 465-79 N. Park Dr., 315-35 E. Illinois St., and 464-78 N. New St., Chicago, Illinois also known as Sub-Area B, Parcel 8 of Residential-Business Planned Development No. 368, as amended, and generally bounded by North Park Drive, East Illinois Street, North New Street and a line 160 feet south of and parallel to East Illinois Street.

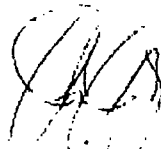
The purpose of the proposed zoning amendment and proposed Chicago Lakefront Protection Ordinance approval is to adjust the bulk zoning regulations relating to Parcel 8 of Subarea B of Residential-Business Planned Development No. 368 to allow the construction of a 45 story, 513 foot tall residential building containing 444 dwelling units, ground floor retail space and 181 accessory parking spaces.

The Applicant is 465 N. Park Drive, LLC, c/o Jupiter Realty Company, LLC whose business address is 401 N. Michigan Avenue, Chicago, Illinois 60611.

I am the attorney for the Applicant. My address is Schuyler, Roche & Crisham, P.C., 180 N. Stetson Avenue, Suite 3700, Chicago, Illinois 60601. Please feel free to contact me at (312) 565-8439 if you should have any questions concerning the Application.

Please note that the Applicant is not seeking to purchase or rezone your property. The Applicant is required by law to send you this notice because you own property located within 250 feet of the proposed development.

Very Truly Yours,



John J. George

June 10, 2015

Chairman, Chicago Plan Commission
Room 1000 – City Hall
Chicago, Illinois 60602

Chairman, Committee on Zoning
Room 304 – City Hall
Chicago, Illinois 60602

Re: 465-79 N. Park Dr.
315-35 E. Illinois St.
464-78 N. New St.
Chicago, Illinois

The undersigned, Chris A. Leach, being first duly sworn, states as follows:

The undersigned certifies that he has complied with the requirements of § 17-13-0107 of the Chicago Zoning Ordinance and the requirements of § 16-4-100 of Chapter 194B-6.1 of the Lake Michigan and Chicago Lakefront Protection Ordinance, by sending the attached letter by USPS first class mail to property owners of the subject property and to property owners of all property within 250 feet of the property lines of the subject property, excluding public roads, streets, alleys, and other public ways, up to a maximum of 400 feet including public ways.

The undersigned certifies that the notice contained: the common street address and boundaries of the subject property; a description of the nature, scope and purpose of the application; the name and address of the applicant; the date that the applicant intends to file the application; and a source for additional information on the application and a statement that the applicant intends to file the application for a change in zoning on approximately June 10, 2015.

The undersigned certifies that he has made a *bona fide* effort to determine the names and last known addresses of the persons to be provided with notice by obtaining ownership information from the most recent authentic tax records of Cook County.

The undersigned certifies that the accompanying list is a complete list containing the names and last known addresses of the persons provided with notice.

The undersigned certifies compliance with all applicable written notice requirements.

Chris A. Leach

Subscribed and sworn to
before me this June 10, 2015.

Notary Public

APPLICATION NUMBER _____

CITY OF CHICAGO
AN APPLICATION TO THE CHICAGO PLAN COMMISSION UNDER THE LAKE MICHIGAN AND
CHICAGO LAKEFRONT PROTECTION ORDINANCE

(This Application Must Be Typewritten)

The Chicago Plan Commission has provided this Application Form in accordance with Section 194B-6.1 (a) of the Lake Michigan and Chicago Lakefront Protection Ordinance. The Conditions under which the provisions of this Ordinance are applicable are stated in Section 194B-5.1 of the Ordinance. The process of Plan Commission review and public hearing on each proposal within the Lake Michigan and Chicago Lakefront Protection District will commence with the Applicant's submission to the Chicago Plan Commission of a completed Application Form and the required proof of notice. Strict compliance with Section 194B-6.1(c) is required.

The staff of the Department of Planning is available to provide technical assistance to the Applicant, before preparation of his application, during the processing stages, and to review the application at submission to the Chicago Plan Commission. Copies of the Ordinance and this Application Form and examples of forms for both notification and proof of notice, are available from the Commissioner of Planning, in Room 1003, Lakefront Unit, City Hall, 121 N. La Salle Street, Chicago, Illinois 60602. Phone 744-6551.

This Application Form consists of Five Parts on 17 pages:

- Part One: General Information
- Part Two: Character of Proposal
- Part Three: Zoning Information
- Part Four: Potential Impact of Proposal (2 Sections)
- Part Five: Disclosure Forms (6 Sections)

A copy of this Application will be available for public inspection in the office of the Commissioner of Planning, Room 1000, five days prior to the date of which the public hearing on this Application before the Chicago Plan Commission is to commence.

-SECTION BELOW FOR OFFICE USE ONLY-

Date of receipt in DP: _____ In Bldgs.: _____	ZBA action necessary? ____ yes ____ no: Type and Status: _____
Date of Applicant Notice to taxpayers of record: _____	Disclosure necessary? ____ yes ____ no
Date set for public hearing: _____	Simultaneous Planned Development processing ____ yes ____ no
Date on which Plan Commission published newspaper notice: _____	Previous Application this address? ____ yes ____ no; number: _____
Date of publication of report of Commissioner of DP: _____	Zoning map amendment? ____ yes ____ no. # ____
Date forwarded to: DIS _____ DSS _____ DPW _____ Pk. D. _____ Other _____	DISPOSITION Approved _____ Disapproved _____ Continued _____ to _____ Date Applicant notified of decision: _____

SITE ADDRESS 465-79 N. Park Dr., 315-35 E.
Illinois St., & 464-78 N. New St.

GUIDELINES FOR COMPLETING PART ONE OF THE APPLICATION

Part One of this Application provides general information to the Plan Commission for use in preparing its public notices of the proposal set forth in the Application and in preparing its review of that proposal.

1. The date entered in I. should be the date on which the Application is filed.
2. The location of the site of the proposal should be given by street address; if there is no address, the location must be described in relation to existing streets, rights-of-way or other fixed points of reference.
3. The Applicant must state his own name, address and telephone number and the name, address and telephone number of the owner of the subject property. The Applicant must be either the owner of the subject property or his duly authorized agent or representative, and, if the Applicant is an agent or representative, the Applicant must submit proof to the Commission that he is authorized to represent the owner of the subject property.

Whenever the ownership of the subject property is complex - a partnership, corporation, land trust or association - the Applicant shall so indicate. Further, the Commission may require disclosure of all real parties of interest in the subject property.

4. The description of a proposal should include, at a minimum, types of land uses and space uses, floor area, number of dwelling units and height of proposed structures in feet or stories. Additional concise information may also be included.
5. Under the provisions of Section 194B-6.1(c) of the Lake Michigan and Chicago Lakefront Protection Ordinance, the Applicant must submit to the Commission at the time of filing an Application a list of the names and last known addresses of the owners of all property on which notice must be served, the method of service employed, the names and addresses of persons so served, and a statement certifying that the Applicant has complied with the noticing provisions of Section 194B-6.1(c) of the Lake Michigan and Chicago Lakefront Protection Ordinance. The Commission will not accept an application unless and until the Applicant furnishes the required list and certificate.
6. If there are any other approvals required from other public agencies before the Applicant can proceed with his proposal, they should be listed; except that other City of Chicago licenses and permits may be omitted as items requiring listing herein. If no other approvals are required, enter "NONE" under VI A. Examples of items which should be listed include approval of FHA financing, a U.S. Corps of Engineers permit, Federal Aviation Authority Approval, among others.

PART ONE: GENERAL INFORMATION

- I. Date of Application: June 10, 20 15
- II. Address or location of the Site of the Proposal: 465-79 N. Park Dr., 315-35 E. Illinois St. & 464-78 N. New St.
- III. Information on the Applicant and the Owner
- A. Applicant
1. Name: 465 N. Park Drive, LLC Phone: 312-924-1515
2. Address: c/o Jupiter Realty 401 N. Michigan Ave., Suite 1300, Chicago, IL 60611
- B. Owner
1. Name: 465 N. Park Drive, LLC Phone: 312-924-1515
2. Address: 401 N. Michigan Ave., Suite 1300, Chicago, IL 60611
- C. If the Applicant is not the owner, check here that proof has been attached to this Application that the Applicant is the duly authorized agent or representative of the owner.
- D. If the ownership of the subject property is complex, the Applicant shall indicate the type of ownership:
1. Land Trust 2. Partnership or Association
3. Corporation 4. Limited Liability Company
- IV. Brief Description of the Proposal: 45 story 513 foot tall residential building containing 444 dwelling units, retail space on the ground floor and 181 on-site parking spaces.
- V. The noticing provisions of Section 194B-6.1(c) have been completed as they apply to the Applicant: Check here .
- VI. The Applicant must also obtain the following approvals in addition to the approval of the Plan Commission:
- A. Nature of Approval: Zoning Map Amendment from PD 368 to PD 368, as amended
- Agency: Department of Planning Development
- B. Nature of Approval: _____
- Agency: _____
- C. Nature of Approval: _____
- Agency: _____

Address: 465-79 N. Park Dr., 315-35 E. Illinois St
464-78 N. New St.

GUIDELINES FOR COMPLETING PART TWO OF THE APPLICATION

All graphic materials must be submitted in an 8.5" x 11" format and must be suitable for clear and sharp, black and white reproduction. Each map or diagram should have a scale and a north arrow. Each sheet of graphic material must be labeled with the appropriate figure number. If there are multiple sheets comprising one figure - for example figure 4 - those sheets should be labeled consecutively, for example Figure 4-1, Figure 4-2, etc., and each sheet should contain the address of the site of the proposal in the lower left corner.

For Figure 1, the Applicant should consider the "vicinity of the site" to be at least as extensive as the area for which he is required to give notice plus any intervening streets or other public rights-of-way.

For Figures 3 and 4, the Applicant should consider that "recreation areas" and "recreation space and facilities" include game courts, swimming pools and pool areas, game rooms, exercise rooms, party rooms, community rooms, observation decks and sun decks.

The required narrative statement should describe the features of the proposed development, including size and mix of dwelling units, mix of uses on the site, etc. It should present a basic rationale for the development.

For Figure 6, the Applicant is urged to provide any materials at 8.5" x 11" which will facilitate the review of his Application.

PART TWO: CHARACTER OF THE PROPOSAL

This portion of the Application must be completed by attaching the following items, correctly sized and labeled, to the Application:

- I. Figure 1: A Map of the Vicinity of the Site, showing Lake Michigan, lakefront parks, preferential streets, schools, parks, major institutions. All streets on this map should be named, and the outline and height on all structures on properties immediately adjacent to the site of the proposal must be shown.
- II. Figure 2: A Map of the Existing Site, showing locations and dimensions of lot lines; contour intervals (5-foot) ; existing structures, walkways, driveways, special features.
- III. Figure 3: The Proposed Site Plan, showing locations and dimensions of proposed structures, driveways and walkways; proposed exterior parking areas; proposed exterior open space and recreation areas.
- IV. Figure 4: Proposed Floor Plans, including the ground floor, a typical floor, any floor with recreation space or facilities.
- V. Figure 5: An Elevation or Cross-section, showing the height and number of stories for all proposed structures.
- VI. Narrative: A Statement Describing the Proposed Development.

In addition, the Applicant is encouraged to provide additional graphic materials, visual aids; e.g., photographs, renderings, data tables, among others. Any such exhibits shall be labeled Figure 6.

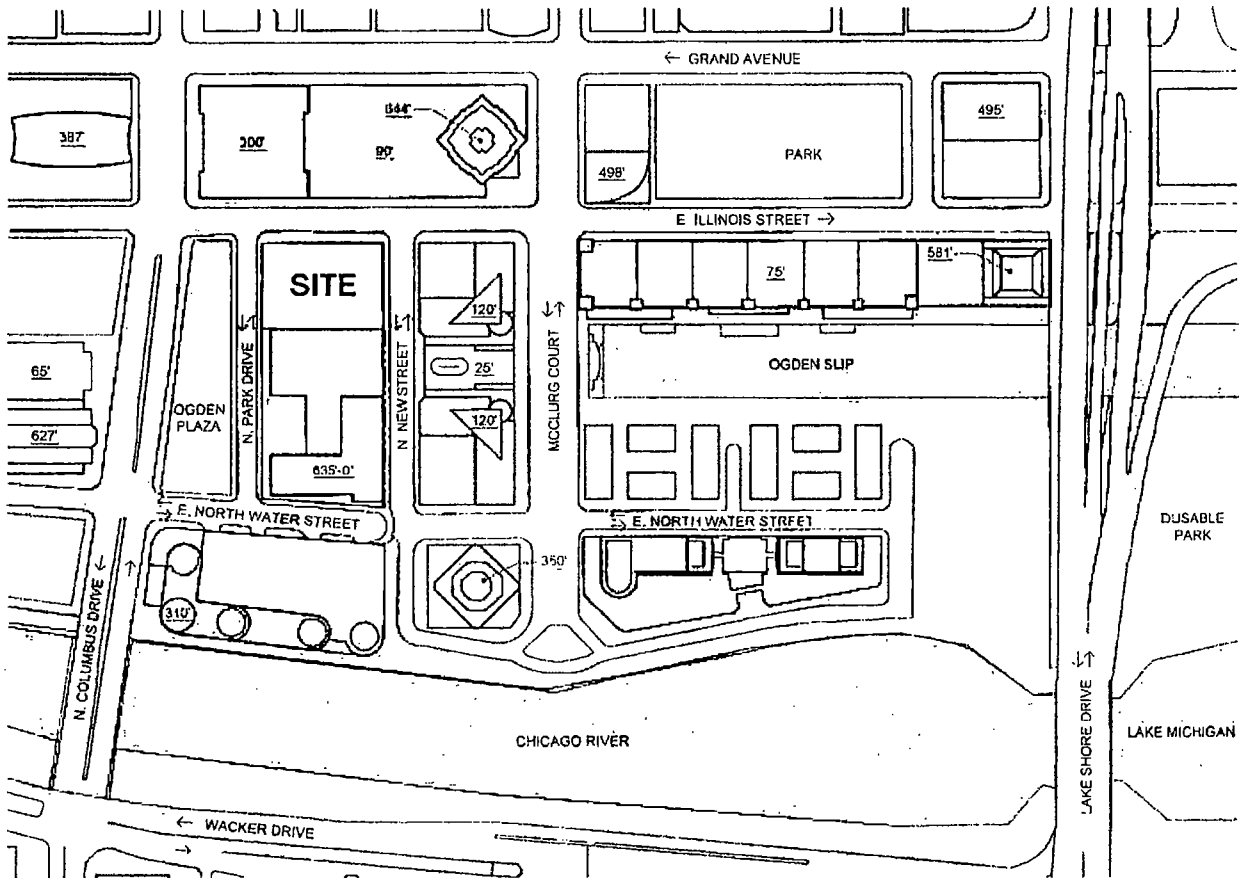
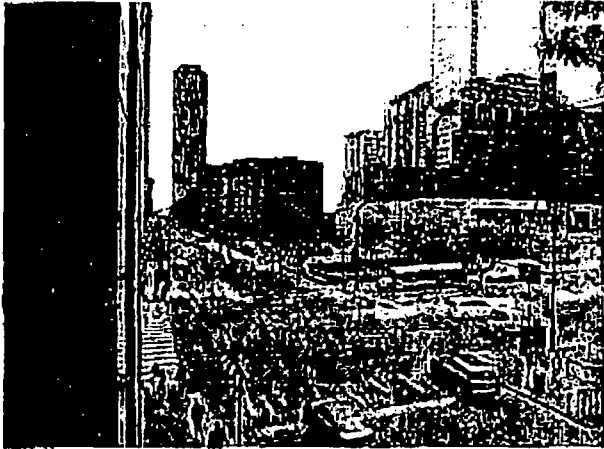


FIGURE 1 : MAP OF THE VICINITY OF THE SITE

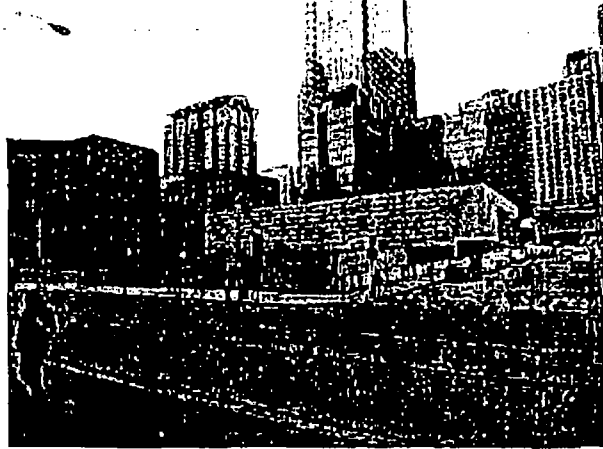
Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Vicinity Map

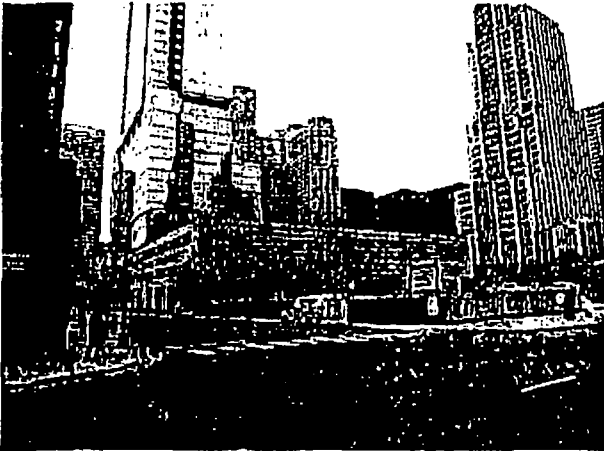




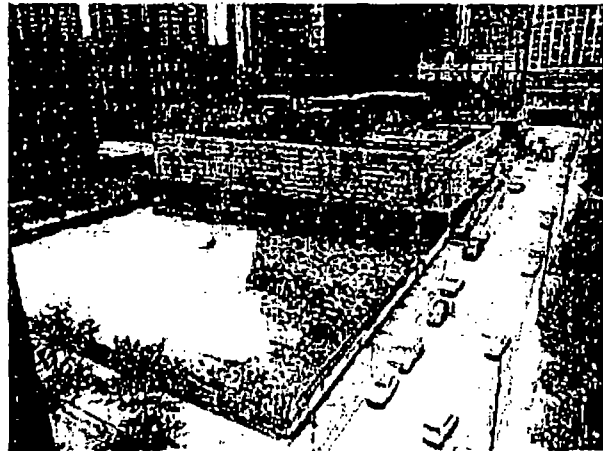
Looking East on E. Illinois St.



Looking Southeast on E. Illinois St.



Looking Southwest on E. Illinois St.



Looking South on E. Illinois St.

FIGURE 2.2 : EXISTING SITE CONDITIONS

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

Existing Site Conditions



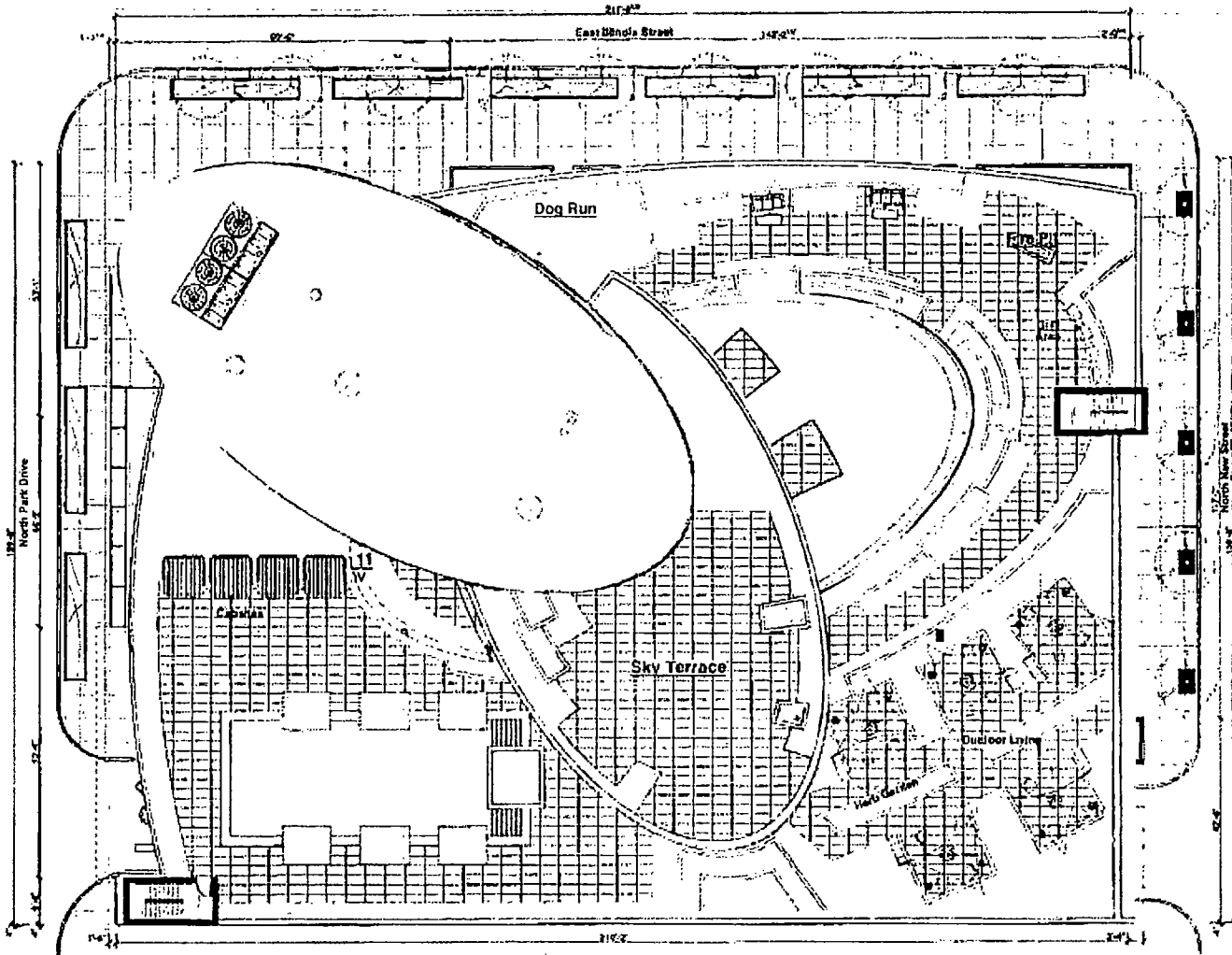


FIGURE 3 : OVERALL SITE PLAN

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Overall Site Plan



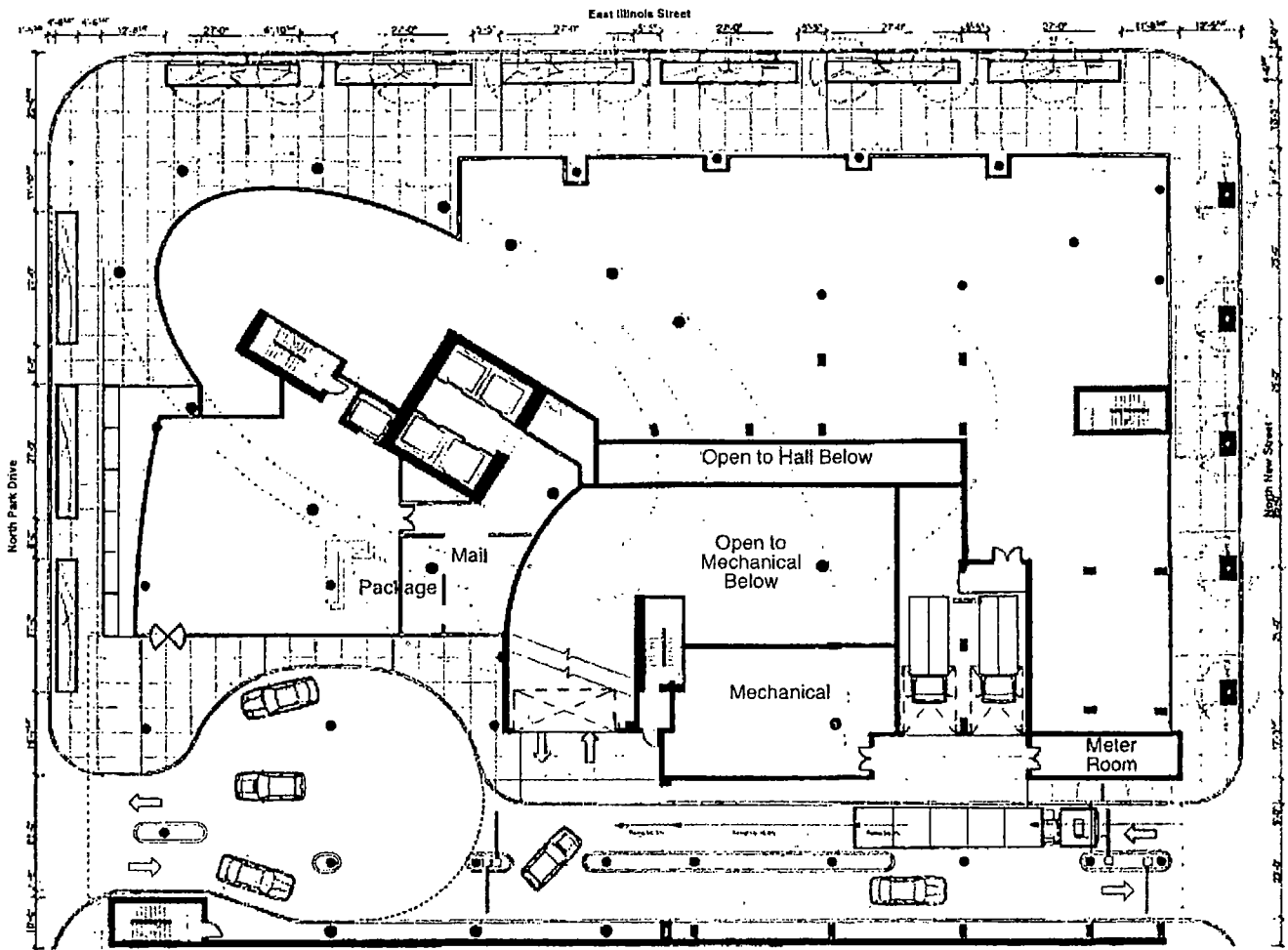


FIGURE 4.1 : GROUND FLOOR PLAN

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Ground Floor Plan



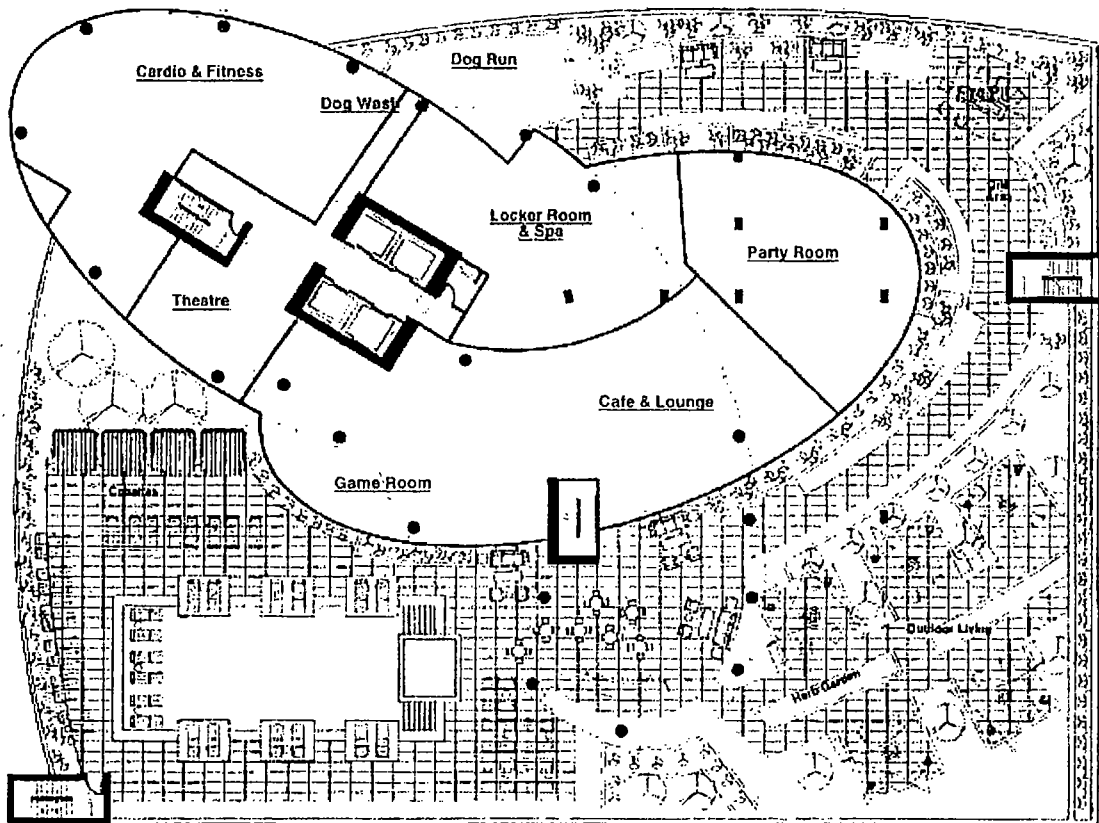


FIGURE 4.2 : AMENITY LEVEL PLAN

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Amenity Level Plan



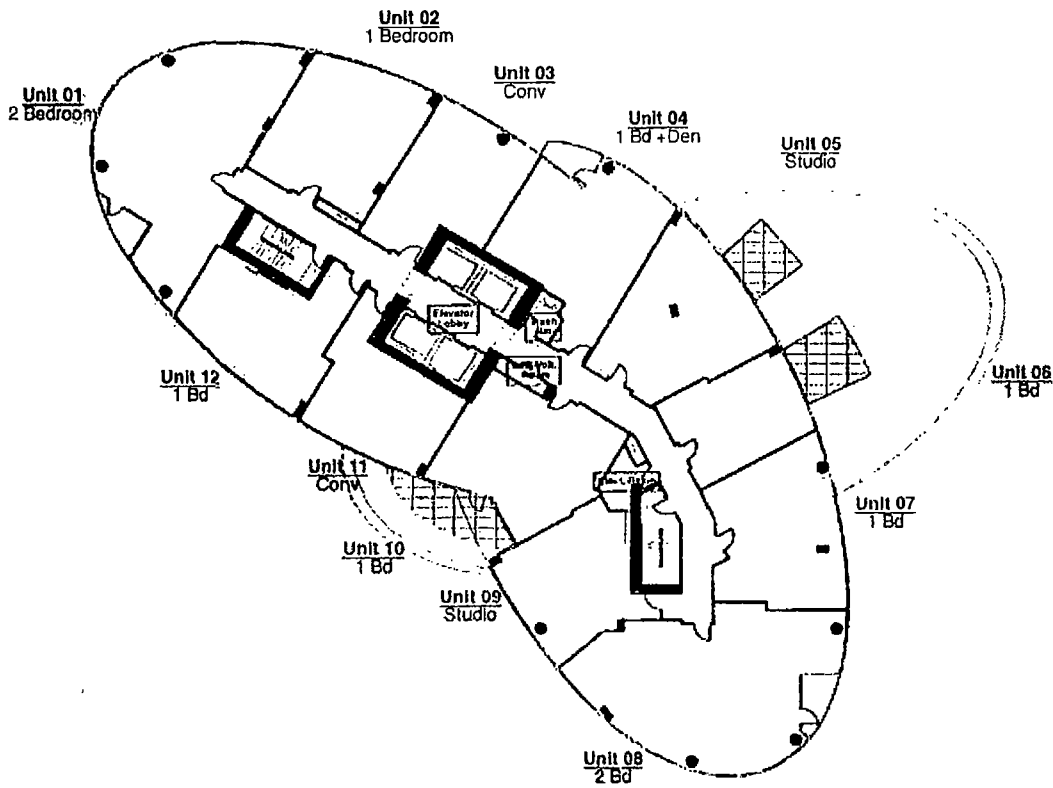


FIGURE 4.3 : TERRACE LEVEL PLAN

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Terrace Level Plan



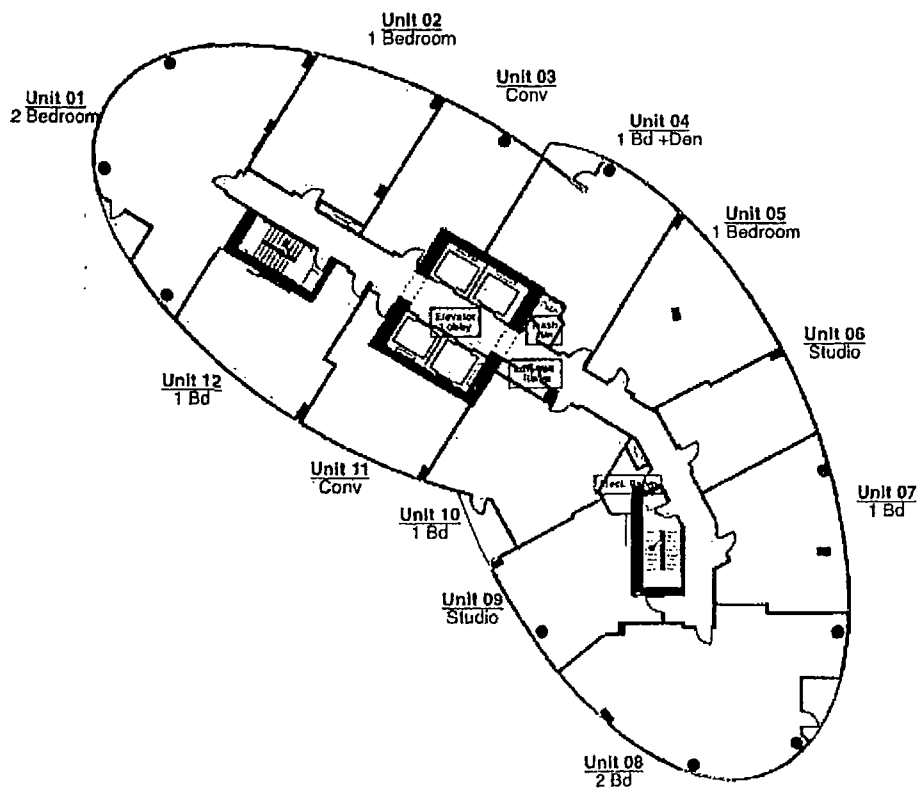


FIGURE 4.4 : TYPICAL FLOOR PLAN

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Typical Floor Plan



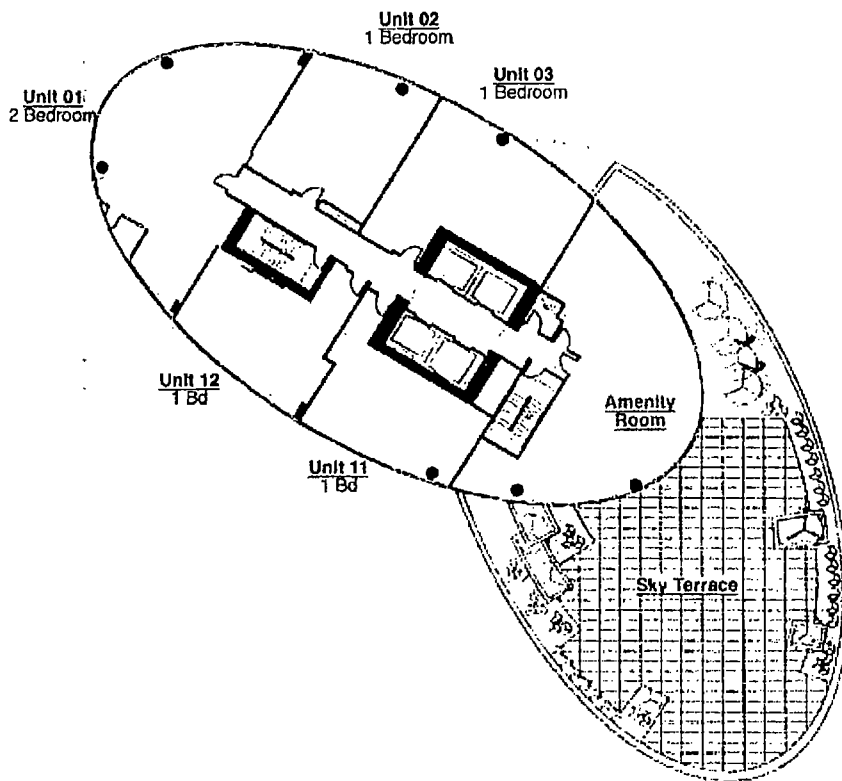


FIGURE 4.5 : SKY DECK LEVEL PLAN

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

Sky Deck Level Plan



Max Building Height
513'-0"

Sky Deck Level
389'-8"

Amenity Deck Level
59'-4"

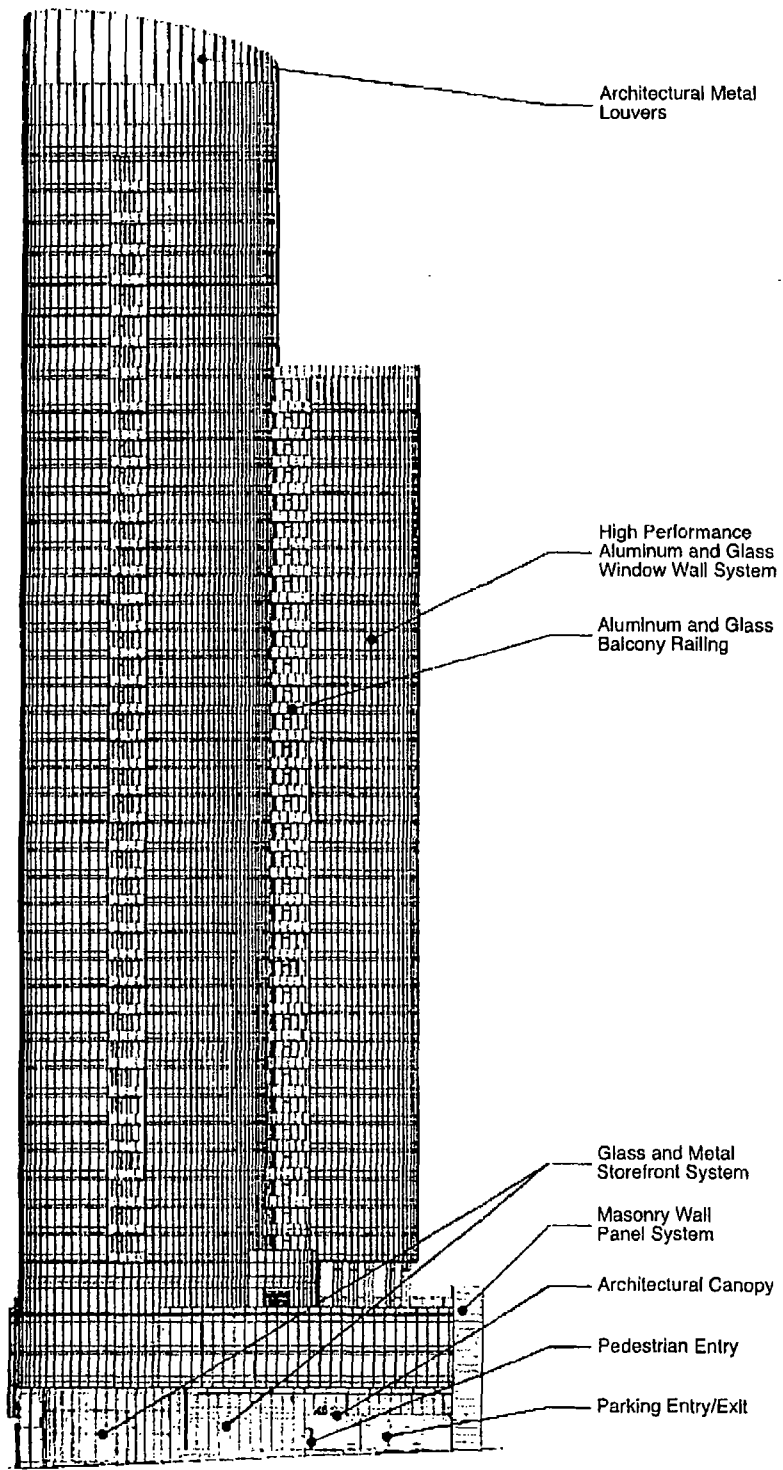


FIGURE 5.1 : WEST ELEVATION

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

West Elevation



Max Building Height
513'-0"

Sky Deck Level
389'-8"

Amenity Deck Level
59'-4"

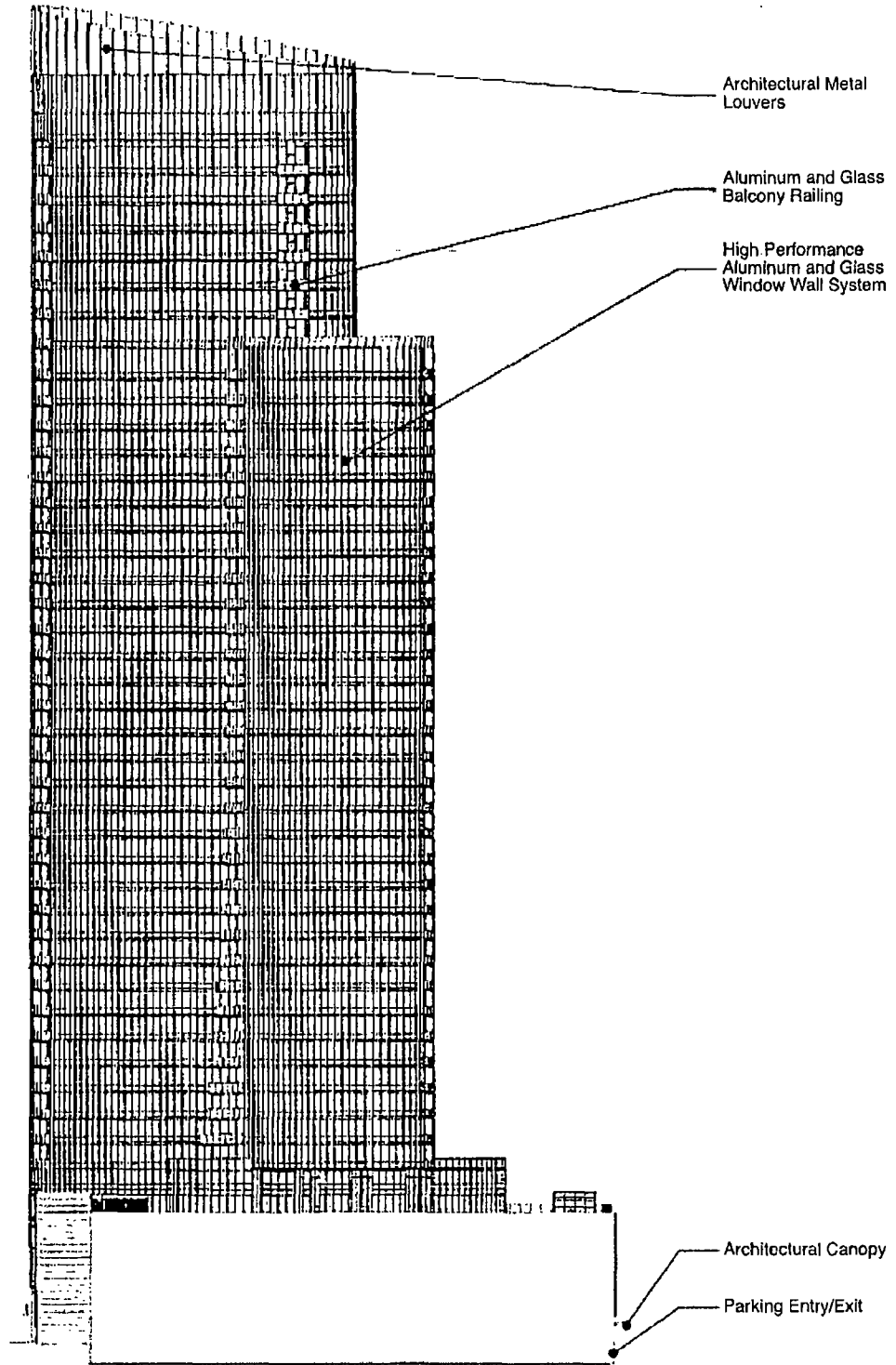


FIGURE 5.2 : SOUTH ELEVATION

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

South Elevation



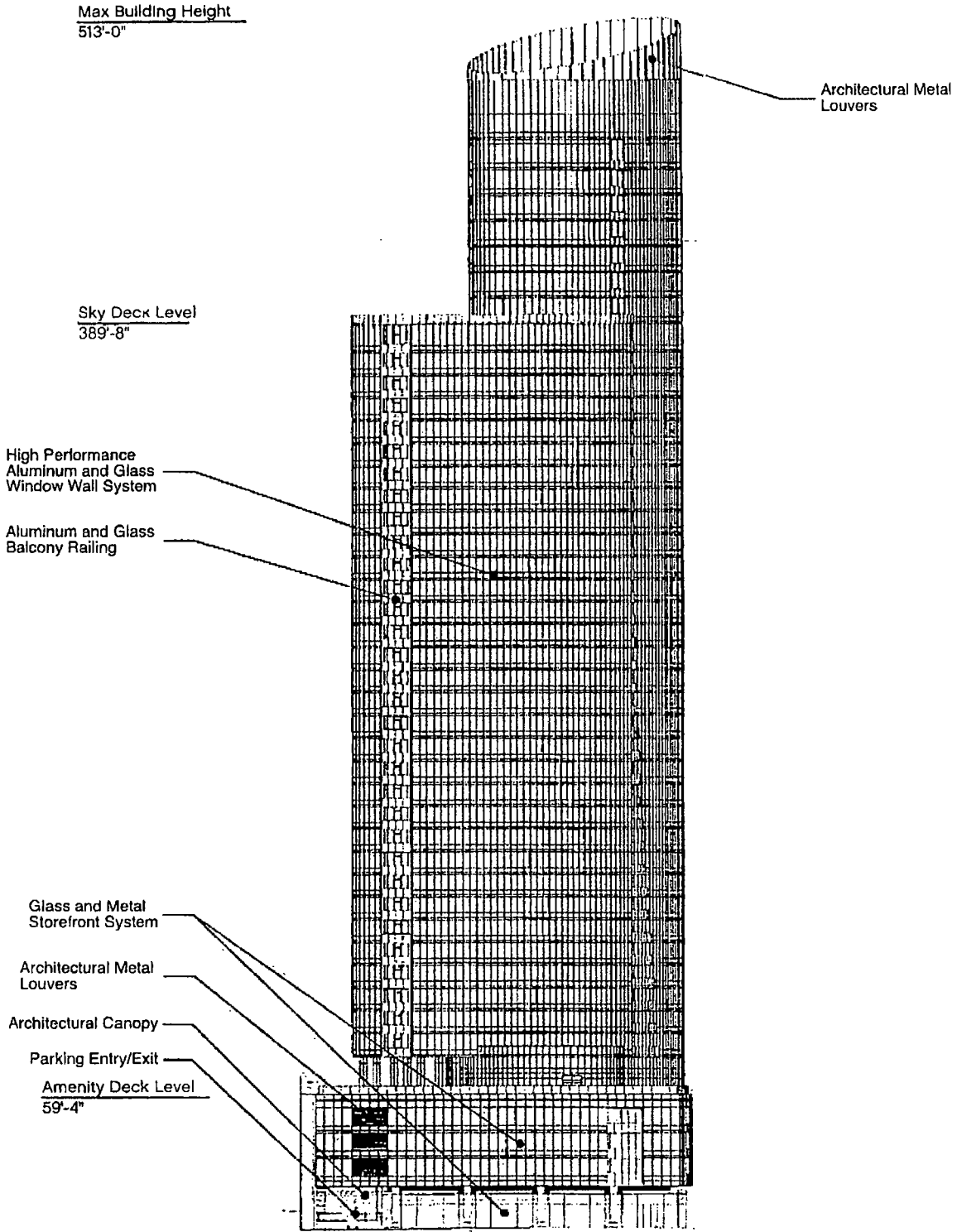


FIGURE 5.3 : EAST ELEVATION

Applicant: 465 N. Park Drive, LLC
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
 464-478 N. New Street
 Date: June 10, 2015
 CPC Date:

East Elevation



Max Building Height
513'-0"

Sky Deck Level
389'-8"

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

Amenity Deck Level
59'-4"

Architectural Metal
Louvers

High Performance
Aluminum and Glass
Window Wall System

Aluminum and Glass
Balcony Railing

Glass and Metal
Storefront System

Architectural Canopy

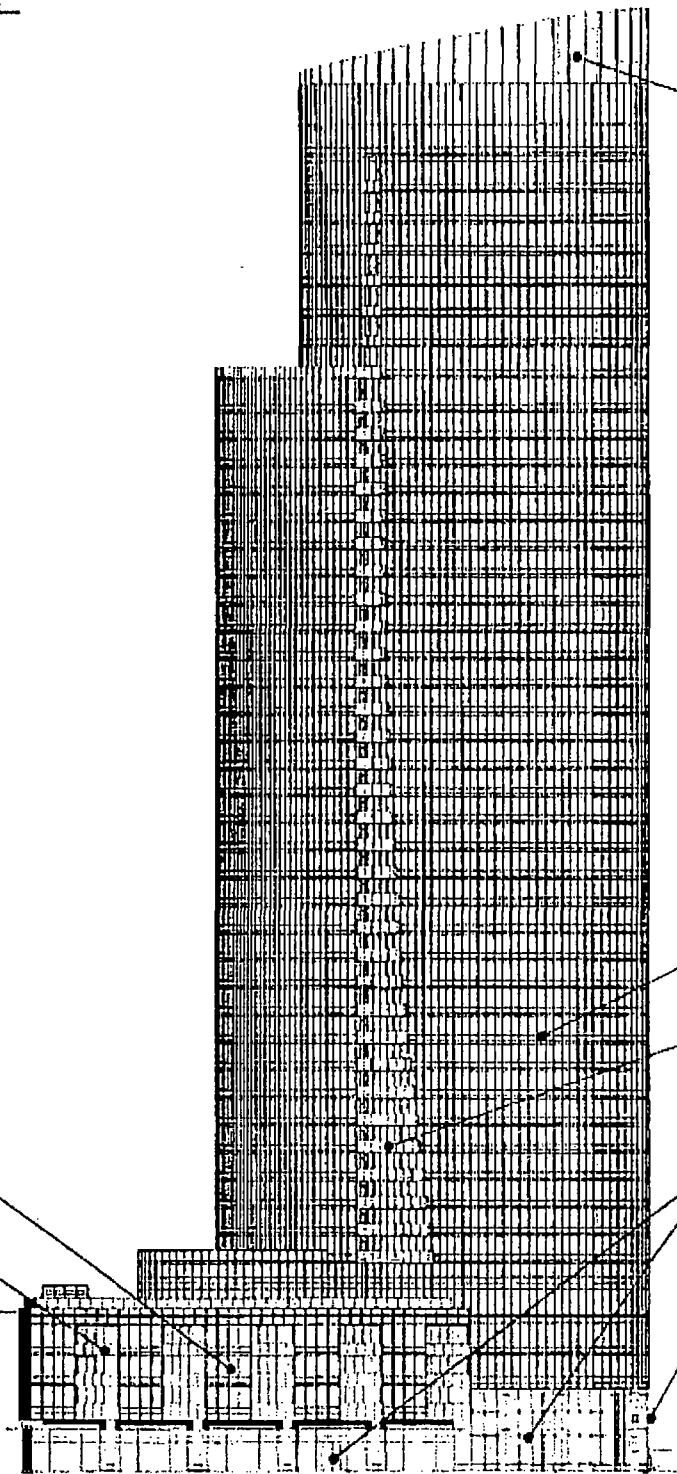


FIGURE 5.4 : NORTH ELEVATION

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015
CPC Date:

North Elevation



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suite 400
chicago il 60654
312 337 3344

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Exhibit VI: Narrative

Applicant: 465 N. Park Drive, LLC
Address: 465-479 N. Park Drive;
315-335 E. Illinois Street
464-478 N. New Street
Date: June 10, 2015

The project is located at the southeast corner of Illinois Street and Park Drive. The project is a 45-Story high-rise tower with 444 dwelling units. The building sits atop a 5-story podium that contains 181 parking spaces, retail and amenity spaces. The exterior envelope of the tower is comprised of high performance aluminum and glass window wall system with glass balcony railings. The building will include a green roof and is on track for LEED certification. Construction type will be Type I-A.

PART THREE: ZONING INFORMATION

The Applicant shall provide the basic data on zoning considerations for the site of the proposal. Calculations may be shown below on this page and on page 8.

I. Is a planned development ordinance or an amendment to an existing planned development required or permitted for the subject site?

XXX required _____ permitted _____ no

If a planned development approach is required, or if it is permitted and the Applicant chooses to seek a planned development amendment, the Applicant is not required to complete the remainder of Part Three of this Application Form.

Address: 465-79 N. Park Dr., 315-35 E. Illinois St.
464-78 N, New St.

II Is Zoning Board of Appeals approval a variation or a special use either necessary or

contemplated in relation to the Applicant's proposal? _____ yes _____ no.

If "yes," please explain the nature of the approval.

III. Net Site Area and Existing Zoning District Classification (list that portion of the net site area in each):

<u>District Classification</u>	<u>Area</u>
A. _____	_____ sq. ft.
B. _____	_____ sq. ft.
C. _____	_____ sq. ft.
D. Total Net Site Area:	_____ sq. ft.

IV. Dwelling Units

A. Maximum units allowed

1. Without efficiency units: _____.
2. With maximum percent of efficiency units: _____.

B. Proposed number of units

1. Dwelling units: _____.
2. Efficiency Units: _____.
3. Total Units: _____.

C. Does the Applicant intend to increase allowable floor area by reducing the number of units constructed below the maximum allowed?
_____ yes _____ no.

If "yes" there will be _____ units fewer than the maximum allowed, and the Floor Area Ratio for the site will be increased by _____ %.

Address: 465-79 N. Park Dr., 315-35 E. Illinois St.
464-78 N. New St.

This page for calculations.

Address: 465-79 N. Park Dr., 315-35 E. Illinois St.
464-78 N. New St.

V. Bulk

A. Base Floor Area Ratio (F.A.R.), without bonuses: _____ .

B. Proposed F.A.R., include all bonuses: _____ .

C. List all bonuses used in computing B., above:

1. _____
2. _____
3. _____

D. Proposed Floor Area: _____ sq. ft.

E. Percentage of floor area devoted to interior recreation space, meeting rooms, etc. :
_____ %.

VI. Off-street Parking and Loading

	<u>Minimum Required</u>	<u>Number Proposed</u>
A. Parking Spaces	_____	_____
B. Loading Docks	_____	_____

VII. Setbacks

	<u>Minimum</u>	<u>Proposed</u>
A. Front	_____	_____
B. Side	_____	_____
C. Rear	_____	_____

Address: 465-79 N. Park Dr., 315-35 E. Illinois St. _____
 464-78 N. New St.

PART FOUR: POTENTIAL IMPACT OF THE PROPOSAL

The Chicago Plan Commission requires that the Applicant address the Fourteen Basic Policies of the Lakefront Plan of Chicago and the Thirteen Purposes of the Lake Michigan and Chicago Lakefront Protection Ordinance, as listed below, in a written statement to the Commission attached to this Application Form and labeled Part Four. The statement should indicate which policies or purposes are or are not applicable to the Applicant's proposal, and, for those policies and purposes which are applicable, the statements should discuss the potential impact of the proposal.

1. Fourteen Basic Policies

1. Complete the publicly owned and locally controlled park system along the entire Chicago lakefront.
2. Maintain and enhance the predominantly landscaped, spacious and continuous character of the lake shore parks.
3. Continue to improve the water quality and ecological balance of Lake Michigan.
4. Preserve the cultural, historical, and recreational heritage of the lakeshore parks.
5. Maintain and improve the formal character and open water vista of Grant Park with no new above-ground structures permitted.
6. Increase the diversity of recreational opportunities while emphasizing lake-oriented leisure time activities.
7. Protect and develop natural lakeshore park and water areas for wildlife habitation.
8. Increase personal safety.
9. Design all lake edge and lake construction to prevent detrimental shoreline erosion.
10. Ensure a harmonious relationship between the lakeshore parks and the community edge, but in no instance will further private development be permitted East of Lake Shore Drive.
11. Improve access to the lakeshore parks and reduce through vehicular traffic on secondary park roads.
12. Strengthen the parkway characteristics of Lake Shore Drive and prohibit roadway of expressway standards.
13. Ensure that all port, water supply, and public facilities are designed to enhance lakefront character.
14. Coordinate all public and private development within the water, park, and community zones.

PART FOUR: POTENTIAL IMPACT OF THE PROPOSAL

II Thirteen Purposes

1. To promote and protect the health, safety, comfort, convenience, and the general welfare

of the people, and to conserve our natural resources;

2. To identify and establish the Lake Michigan and Chicago Lakefront Protection District and to divide that District into several zones wherein any and all development or construction, as specified in Article V hereinafter, shall be specifically restricted and regulated;
3. To maintain and improve the purity and quality of the waters of Lake Michigan;
4. To insure that construction in the Lake or modification of the existing shoreline shall not be permitted if such construction or modification would cause environmental or ecological damage to the Lake or would diminish water quality; and to insure that the life patterns of fish, migratory birds and other fauna are recognized and supported;
5. To insure that the Lakefront Parks and the Lake itself are devoted only to public purposes and to insure the integrity of and expand the quantity and quality of the Lakefront Parks;
6. To promote and provide for continuous pedestrian movement along the shoreline;
7. To promote and provide for pedestrian access to the Lake and Lakefront Parks from and through areas adjacent thereto at regular intervals of one-fourth mile and additional places wherever possible, and to protect and enhance vistas at these locations and wherever else possible;
8. To promote and provide for improved public transportation access to the Lakefront;
9. To insure that no roadway of expressway standards, as hereinafter defined, shall be permitted in the Lakefront Parks;
10. To insure that development of properties adjacent to the Lake or the Lakefront Parks is so defined as to implement the above-stated purposes, provided, however, that with respect to property located within the Private Use Zone as established by Article V, VI, and IX of this Ordinance, the permitted use, special use, lot area per dwelling unit, and floor area ratio provisions of the Chicago Zoning Ordinance, Chapter 194A of the Municipal Code of Chicago, shall govern except where such provisions are in substantial conflict with the purposes of this Ordinance or the Fourteen Basic Policies of the Lakefront Plan of Chicago;
11. To achieve the above-stated purposes, the appropriate public agency should acquire such properties or rights as may be necessary and desirable;
12. To define and limit the powers and duties of the administrative body and officers as provided herein;
13. Nothing contained in the Lake Michigan and Chicago Lakefront Protection Ordinance shall be deemed to be a waiver or consent, license or permit to use any property or to locate, construct or maintain any building, structure or facility or to carry on any trade, industry, occupation or activity which may be otherwise required by law.

PART FOUR: POTENTIAL IMPACT OF THE PROPOSAL

I. Fourteen Basic Policies

1. Complete the publicly owned and locally controlled park system along the entire Chicago lakefront.

The proposal removes no publicly owned and locally controlled park areas from the lakefront. The proposal supports this policy by enhancing the pedestrian experience on the routes to the lakefront.

2. Maintain and enhance the predominantly landscaped, spacious and continuous character of the lakeshore parks.

The proposal does not impact the open, landscaped character of the lakeshore parks.

3. Continue to improve the water quality and ecological balance of Lake Michigan.

Since the site is remote from the Lake itself, the proposal has no direct impact upon the water quality and ecological balance of Lake Michigan. All infrastructure and building development will conform to all applicable regulations concerning water purity and quality.

4. Preserve the cultural, historical and recreational heritage of the lakeshore parks.

This heritage will be respected under the proposal.

5. Maintain and improve the formal character and open water vista of Grant Park with no new above ground structures permitted.

The proposal is remote from and does not affect the formal character or the open water vista of Grant Park.

Applicant: 465 N. PARK DRIVE, LLC
Premises: PD 368 SUB-AREA B PARCEL 8
Date: JUNE 10, 2015
CPC DATE:

6. Increase the diversity of recreational opportunities while emphasizing lake-oriented leisure time activities.

The ultimate residents and visitors of the project will enjoy a diversity of recreational activities. Pedestrian routes to the Lakefront Parks and Chicago River will enhance the recreational activities of residents and visitors.

7. Protect and develop natural lakeshore park and water area for wildlife habitation.

Existing lakeshore park and water areas for wildlife habitation are not adversely impacted. The site contains no natural lakeshore park or water areas.

8. Increase Personal Safety.

The proposed development will add to safety and security in the area. The presence of residents and visitors in the area will transform a vacant lot into a vibrant, safe neighborhood.

9. Design all lake edge and lake construction to prevent detrimental shoreline erosion

The Applicant's proposal includes no lake edge or in-lake construction.

10. Ensure a harmonious relationship between the lakeshore parks and the community edge, but in no instance will further private development be permitted east of Lake Shore Drive.

Although the site includes no land east of Lake Shore Drive, the proposed development will enhance the pedestrian routes to the lakeshore parks and the surrounding community.

11. Improve access to the lakeshore parks and reduce through vehicular traffic on secondary park roads.

Applicant: 465 N. PARK DRIVE, LLC
Premises: PD 368 SUB-AREA B PARCEL 8
Date: JUNE 10, 2015
CPC DATE:

The proposal does not include vehicular access to Lakeshore parks and will minimize vehicular traffic on secondary park roads.

12. Strengthen the parkway characteristics of Lake Shore Drive and prohibit any roadway of expressway standards.

The proposal does not include any roadway of expressway standards.

13. Ensure that all port, water supply and public facilities are designed to enhance lakefront character.

There are no port activities for the site. All water supply and public facilities will be designed so as to preserve and where possible enhance the character of the lakefront.

14. Coordinate all public and private development within the water, park and community zones.

The Applicant has engaged in extensive discussions with a wide variety of authorities, government agencies and private entities to ensure the proper coordination of this proposal.

The City's Department of Planning and Development has been the coordinating agency for this undertaking and it is expected that this Department will continue to function in that role.

Applicant: 465 N. PARK DRIVE, LLC
Premises: PD 368 SUB-AREA B PARCEL 8
Date: JUNE 10, 2015
CPC DATE:

PART FOUR: POTENTIAL IMPACT OF THE PROPOSAL

II. Thirteen Purposes:

1. To promote and protect the health, safety, comfort, convenience and the general welfare of the people and conserve our natural resources.

The public health, safety and welfare will be promoted by implementation of the Applicant's proposal. The proposal will transform a vacant lot into a vibrant residential and commercial component of the neighborhood.

2. To identify and establish the Lake Michigan and Chicago Lakefront Protection District and to divide that District into several zones wherein any and all development or construction, as specified in Article V hereinafter, shall be specifically restricted and regulated.

The Applicant's site lies in the private use zone of the Lake Michigan and Chicago Lakefront Protection Ordinance. The Applicant is complying with the requirements of the Ordinance by seeking approval hereunder for its proposed activities on the site in accordance with the policies and purposes set forth in the Ordinance.

3. To maintain and improve the purity and quality of the waters of Lake Michigan.

The proposal will have no negative impact on the water quality of Lake Michigan. All infrastructure and building development will conform to all applicable regulations concerning water purity and quality.

4. To insure that construction in the Lake or modification of the existing shoreline shall not be permitted if such construction or modification would cause environmental or ecological damage to the Lake or would diminish water quality; and to insure that the life patterns of fish, migratory birds and other fauna are recognized and supported.

There will be no construction activities in the Lake. No ecological or environmental damage nor any adverse impact on water quality will result from this proposal.

Applicant: 465 N. PARK DRIVE, LLC
Premises: PD 368 SUB-AREA B PARCEL 8
Date: June 10, 2015
CPC DATE:

5. To insure that the Lakefront Parks and the Lake are devoted only to public purposes and to insure the integrity of and expand the quantity and quality of the Lakefront Parks.

These purposes are respected in the Applicant's proposal. Public access to the Lakefront is promoted in the proposal.

6. To promote and provide for continuous pedestrian movement along the shoreline.

None of the subject property is at or in direct contact with the Lakefront shoreline.

7. To promote and provide for pedestrian access to the Lake and Lakefront Parks from and through areas adjacent thereto at regular intervals of one -- fourth mile and additional places wherever possible, and to protect and enhance vistas at these locations and wherever else possible.

The Applicant's proposal does not impact access to the Lake and the Lakefront Parks. The site is planned for development in a manner which will encourage pedestrian movement within the site and to adjacent lakefront areas.

8. To promote and provide for improved public transportation access to the Lakefront.

The Applicant will coordinate with the City and CTA to insure a system of appropriate public transportation improvements from the site and to the Lakefront.

9. To ensure that no roadway of expressway standards, as hereinafter defined, shall be permitted in the Lakefront Parks.

The Applicant's proposal does not call for construction of any roadway of expressway standards in the Lakefront Parks.

Applicant: 465 N. PARK DRIVE, LLC
Premises: PD 368 SUB-AREA B PARCEL 8
Date: June 10, 2015
CPC DATE:

10. To ensure that development of properties adjacent to the Lake or the Lakefront Parks is so designed as to implement the above – stated purposes, provided, however, that with respect to property located within the private use zone as established by Article V, VI and IX of this ordinance, the permitted use, special use, lot area per dwelling unit and floor area ratio provisions of the Chicago Zoning Ordinance, Chapter 194A of the Municipal Code of Chicago, shall govern except where such provisions are in substantial conflict with the purposes of this Ordinance or the Fourteen Basic Policies of the Lakefront Plan of Chicago.

The Applicant's proposal is governed by and complies with all provisions of the Chicago Zoning Ordinance. The Applicant's proposal is included within a Planned Development Amendment to the Chicago Zoning Ordinance.

11. To achieve the above-stated purposes, the appropriate public agency should acquire such properties or rights as may be necessary or desirable;

This section is not applicable because Applicant is not a public agency.

12. To define and limit the powers and duties of the administrative body and officers as provided herein.

This section is not applicable because Applicant's proposal is for property in the Private Use Zone.

13. Nothing contained in the Lake Michigan and Chicago Lakefront Protection Ordinance shall be deemed to be a waiver or consent, license or permit to use any property or to locate, construct or maintain any building, structure or facility or to carry on any trade, industry, occupation or activity which may be otherwise required by law.

Applicant will obtain all applicable permits related to its proposal.

Applicant: 465 N. PARK DRIVE, LLC
Premises: PD 368 SUB-AREA B PARCEL 8
Date: June 10, 2015
CPC DATE:

ALTA/ACBM LAND TITLE SURVEY

319 E. ILLINOIS STREET, CHICAGO, IL 60611

LOTS 1 AND 2, BLOCK 8 IN THE DISTRICT 2, 1/4 SECTION 10, TOWNSHIP 33 NORTH, RANGE 14 EAST OF THE 1480 MERIDIAN, COOK COUNTY, ILLINOIS. (LAWD RECORDS REFERENCE TO THIS SURVEY IS MADE IN RECORDS 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000)

GENERAL NOTES

1. THE SURVEY HAS BEEN MADE IN ACCORDANCE WITH THE PROVISIONS OF THE CHICAGO PLAT ACT, CHICAGO, ILLINOIS, AND THE GENERAL SURVEYING ACT, ILLINOIS, AND THE RULES AND REGULATIONS OF THE BOARD OF SURVEYING AND MAPPING, ILLINOIS.
2. THE SURVEY HAS BEEN MADE IN ACCORDANCE WITH THE PROVISIONS OF THE CHICAGO PLAT ACT, CHICAGO, ILLINOIS, AND THE GENERAL SURVEYING ACT, ILLINOIS, AND THE RULES AND REGULATIONS OF THE BOARD OF SURVEYING AND MAPPING, ILLINOIS.
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NOTES FROM SCHEDULE B

THE SURVEY HAS BEEN MADE IN ACCORDANCE WITH THE PROVISIONS OF THE CHICAGO PLAT ACT, CHICAGO, ILLINOIS, AND THE GENERAL SURVEYING ACT, ILLINOIS, AND THE RULES AND REGULATIONS OF THE BOARD OF SURVEYING AND MAPPING, ILLINOIS.

DATE	REVISION	DESCRIPTION
12-17	1	INITIAL SURVEY
	2	REVISION
	3	REVISION
	4	REVISION
	5	REVISION
	6	REVISION
	7	REVISION
	8	REVISION
	9	REVISION
	10	REVISION

AREA

AREA: 1.23 ACRES

BASIS OF BEARING

BEARING: 319° 15' 00" E

SURVEYOR CERTIFICATE

I, the undersigned, being a duly licensed and qualified Surveyor in the State of Illinois, do hereby certify that the foregoing is a true and correct copy of the original and correct plat of the above described land, as the same appears on the records of the Board of Surveying and Mapping, Illinois, and that the same has been prepared in accordance with the provisions of the Chicago Plat Act, Chicago, Illinois, and the General Surveying Act, Illinois, and the Rules and Regulations of the Board of Surveying and Mapping, Illinois.

Surveyor: [Signature]

FLOOD HAZARD NOTE

THE SURVEY HAS BEEN MADE IN ACCORDANCE WITH THE PROVISIONS OF THE CHICAGO PLAT ACT, CHICAGO, ILLINOIS, AND THE GENERAL SURVEYING ACT, ILLINOIS, AND THE RULES AND REGULATIONS OF THE BOARD OF SURVEYING AND MAPPING, ILLINOIS.



Engineers
Scientists
Surveyors

17325 JAMES AVENUE, SUITE 100
HOUSTON, TEXAS 77057
830 724 9200 VOICE
830 724 0364 FAX
VCS-000

PREPARED FOR:
THE HANOVER COMPANY
5847 SAN FELPE, SUITE 3000
HOUSTON, TX 77057
713 287 2100

NO.	DATE	REVISIONS	DESCRIPTION

ALTA/ACBM LAND TITLE SURVEY
319 E. ILLINOIS STREET, CHICAGO, IL

FILE NAME: ALTA	DRAWN BY: BT	CHECKED BY: BA	JOB NO: 07081	SHEET NO: 2
JOB DIRECTORY: VOL 1	PROJ. MAN: BA	DATE: 3/17/07	SCALE: 1" = 30'	2

18410

INTRO DATE:

JUNE 17, 2015

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO THE CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:

465-79 N. Park Dr; 315-35 E. Illinois St.; & 464-78 N. New St.

2. Ward Number that property is located in: 42nd Ward

3. APPLICANT 465 N. Park Drive, LLC c/o Jupiter Realty Company LLC

ADDRESS 401 N. Michigan Ave. Suite 1300 CITY Chicago

STATE IL ZIP CODE 60611 PHONE 312-924-1515

emjpompizzi@

EMAIL jupiterrealty.com CONTACT PERSON E. Michael Pompizzi

4. Is the applicant the owner of the property? YES X NO _____

If the applicant is not the owner of the property, please provide the following information regarding the owner and attach written authorization from the owner allowing the application to proceed.

OWNER _____

ADDRESS _____ CITY _____

STATE _____ ZIP CODE _____ PHONE _____

EMAIL _____ CONTACT PERSON _____

5. If the Applicant/Owner of the property has obtained a lawyer as their representative for the rezoning, please provide the following information:

ATTORNEY John J. George / Chris A. Leach, Schuyler, Roche & Crisham PC

ADDRESS 180 N. Stetson Ave., Suite 3700

CITY Chicago STATE IL ZIP CODE 60601

PHONE (312) 565-8439 FAX (312) 565-8300 EMAIL jgeorge@srcattorneys.com
cleach@srcattorneys.com

6. If the applicant is a legal entity (Corporation, LLC, Partnership, etc.) please provide the names of all owners as disclosed on the Economic Disclosure Statements.

7. On what date did the owner acquire legal title to the subject property? 2007

8. Has the present owner previously rezoned this property? If yes, when?
No

9. Present Zoning District ~~PD368 as amended~~ Proposed Zoning District PD368 as amended

10. Lot size in square feet (or dimensions) 34,400 sq. ft.

11. Current Use of the property Vacant

12. Reason for rezoning the property to amend the bulk zoning regulations relating to Parcel 8 of PD 368 Sub-Area B

13. Describe the proposed use of the property after the rezoning. Indicate the number of dwelling units; number of parking spaces; approximate square footage of any commercial space; and height of the proposed building. (BE SPECIFIC)

To construct 45 story 513 foot tall residential building containing 444 dwelling units and 181 accessory parking spaces.

14. On May 14th, 2007, the Chicago City Council passed the Affordable Requirements Ordinance (ARO) that requires on-site affordable housing units or a financial contribution if residential housing projects receive a zoning change under certain circumstances. Based on the lot size of the project in question and the proposed zoning classification, is this project subject to the Affordable Requirements Ordinance? (See Fact Sheet for more information)

YES _____ NO X

COUNTY OF COOK
STATE OF ILLINOIS

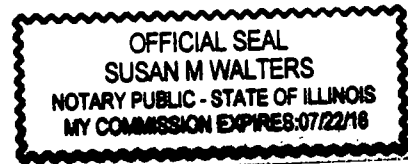
E. Michael Pompizi, being first duly sworn on oath, states that all of the above statements and the statements contained in the documents submitted herewith are true and correct.

E. Michael Pompizi
Signature of Applicant

By:

Subscribed and Sworn to before me this
3rd day of June, 2015.

Susan M. Walters
Notary Public



For Office Use Only

Date of Introduction: _____

File Number: _____

Ward: _____

OFFICIAL SEAL
SUSAN M WALTERS
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES 07/2016

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

465 N. Park Drive, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. the Applicant
OR

2. a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____
OR

3. a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: c/o Jupiter Realty Company, LLC
401 N. Michigan Avenue, Suite 1300
Chicago, IL 60611

C. Telephone: (312) 924-1515 Fax: (312) 624-2316 Email: emjpompizzi@jupiterrealty.com

D. Name of contact person: E. Michael Pompizzi

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Lakefront Protection App. & PD Amendment for 465-79 N. Park Dr;315-35 E. Illinois St;464-78 N. New St

G. Which City agency or department is requesting this EDS? Department Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- Person
- Limited liability company
- Publicly registered business corporation
- Limited liability partnership
- Privately held business corporation
- Joint venture
- Sole proprietorship
- Not-for-profit corporation
- General partnership
- (Is the not-for-profit corporation also a 501(c)(3))?
- Limited partnership
- Yes No
- Trust
- Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

- Yes
- No
- N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Metropolitan Life Insurance Company	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Metropolitan Life Insurance Company	125 S. Wacker Drive, Suite 1100 Chicago, IL 60606	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

Yes No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Schuyer Roche & Crisham	180 N. Stetson Avenue, Suite 3700, Chicago, IL 60601	Attorney	Est. \$15,000
Pappageorge Haymes	640 N. LaSalle, Suite 400 - Chicago, IL 60654	Architect	Est. \$50,000
KLOA, Inc.	9575 W. Higgins Road, Suite 400, Rosemont - IL 60018	Traffic Consultant	Est. \$10,000
Jupiter Realty Company, LLC	401 N. Michigan Ave. Ste. 1300, Chicago IL 60611	Project Mgr.	Est. \$100,000

(Add sheets if necessary)

[] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes [] No No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes [] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

To the Project Team's actual knowledge, neither the Disclosing Party, nor its contractors have been subject to any of the activities or lists described in Subparts 1, 2, 3, 4, 5 or 6. See Exhibit B.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

To the Project Team's actual knowledge, no current employees of the Disclosing Party were employees, or an elected or appointed official of the City of Chicago at anytime during the previous 12-month period. See Exhibit B.

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

To the Project Team's actual knowledge, the Disclosing Party has not given a gift to any City of Chicago official or employee. See Exhibit B.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

is is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Yes No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records:

____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

To the Project Team's actual knowledge, the Disclosing Party has no such records as referenced above in subpart E1.

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING N/A

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

Yes No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

Yes No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

Yes No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2. If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal-Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3. If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS. See Exhibit B

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

465 N. Park Drive, LLC
by Metropolitan Life Insurance Company _____
(Print or type name of Disclosing Party)

By: Matthew W Sharples
(Sign here)

Matthew W. Sharples
(Print or type name of person signing)

Director
(Print or type title of person signing)

Signed and sworn to before me on (date) June 10, 2015,
at Cook County, Illinois (state).

Trisha Neal Notary Public.

Commission expires: May 1, 2018.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

Yes

No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

The response above is made as to the Project Team's knowledge. See Exhibit B.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

Yes No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

Yes No Not Applicable

3. If yes to (1) or (2) above, please identify below the name of the person or legal entity identified as a building code scofflaw or problem landlord and the address of the building or buildings to which the pertinent code violations apply.

The responses above are made as to the Project Team's actual knowledge. See Exhibit B.

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

EXHIBIT A

Directors:

Name	Title
Grisé, Cheryl W.	Director
Gutierrez, Carlos M.	Director
Hubbard, R. Glenn	Director
Kandarian, Steven A.	Director
Kelly, Jr., Alfred F.	Director
Kelly, III, Edward J.	Director
Kennard, William E.	Director
Kilts, James M.	Director
Kinney, Catherine R.	Director
Morrison, Denise M.	Director
Sicchitano, Kenton J.	Director
Wang, Lulu C.	Director

Executive Officers:

Name	Title
Kandarian, Steven A.	Chairman, President and Chief Executive Officer
Anzaldua, Ricardo A.	Executive Vice President and General Counsel
Goulart, Steven J.	Executive Vice President and Chief Investment Officer
Hele, John C.R.	Executive Vice President and Chief Financial Officer
Hijkoop, Frans	Executive Vice President and Chief Human Resources Officer
Khalaf, Michel A.	President, Europe/Middle East/Africa Division
Lee, Esther	Executive Vice President, Global Chief Marketing Officer
Lippert, Martin J.	Executive Vice President, Global Technology & Operations
Morris, Maria R.	Executive Vice President, Global Employee Benefits

Name	Title
Townsend, Christopher G.	President, Asia
Wheeler, William J.	President, Americas

Project Team:

Name	Title
Sharples, Matthew W.	Regional Director – Chicago Regional Officer
McCoskey, Eric T.	Director

EXHIBIT B

Please note that the Applicant is a wholly owned subsidiary of Metropolitan Life Insurance Company which is a wholly owned subsidiary of MetLife, Inc., which is a publicly held corporation. In light of this fact and due to the sheer size of MetLife, it would be unduly burdensome to try to uncover the information necessary to make the certifications called for in this Economic Disclosure Statement for all the officers, directors, shareholders, employees, employee spouses or partners, affiliates and contractors of MetLife. However, we are glad to complete this form as long as it is limited to the actual knowledge of the Project Team assigned to this matter.

With respect to the certifications contained in F.1., the Disclosing Party is not delinquent in the payment of any Illinois income taxes, or any City use or sales taxes. To the actual knowledge of the Project Team, the Disclosing Party is not delinquent in the payment of any other fine, fee, tax or other charge owed to the City as referenced in F.1.

To the actual knowledge of the Project Team, the Disclosing Party or its Affiliated Entities has not used nor will use, nor permit their subcontractors to use any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System as referenced in F.2.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Metropolitan Life Insurance Company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. the Applicant

OR

2. a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 465 N. Park Drive, LLC

OR

3. a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 125 S. Wacker Drive, Suite 1100
Chicago, IL 60606

C. Telephone: (312) 529-2151 Fax: (312) 529-2133 Email: emccoskey@metlife.com

D. Name of contact person: Eric McCoskey

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Lakefront Protection App. & PD Amendment for 465-79 N. Park Dr; 315-35 E. Illinois St; 464-78 N. New St

G. Which City agency or department is requesting this EDS? Department Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3)?) |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

New York

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

- Yes No N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>See Exhibit A</u>	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Metlife, Inc.	1095 Avenue of Americas, New York, NY 10036	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

Yes No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

To the Project Team's actual knowledge there are no business relationships with any City elected official in the prior 12 month period with business relationships excluding the purchase of MetLife Insurance or financial products at retail or as part of a group benefit package. See Exhibit B.

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Yes No No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Yes No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

~~To the Project Team's actual knowledge, neither the Disclosing Party, nor its contractors have been subject to any of the activities or lists described in Subparts 1, 2, 3, 4, 5 or 6. See Exhibit B.~~

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

~~To the Project Team's actual knowledge, no current employees of the Disclosing Party were employees, or an elected or appointed official of the City of Chicago at anytime during the previous 12-month period. See Exhibit B.~~

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

~~To the Project Team's actual knowledge, the Disclosing Party has not given a gift to any City of Chicago official or employee. See Exhibit B.~~

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

is is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Yes No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

~~To the Project Team's actual knowledge, the Disclosing Party has no such records as referenced above in subpart E1.~~

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING N/A

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

Yes

No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

Yes

No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes

No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

Yes

No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS. See Exhibit B.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/shc is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Metropolitan Life Insurance Company
(Print or type name of Disclosing Party)

By: Matthew W. Sharples
(Sign here)

Matthew W. Sharples
(Print or type name of person signing)

Director
(Print or type title of person signing)

Signed and sworn to before me on (date) June 10, 2015,
at Cook County, Illinois (state).

Trisha Neal Notary Public.

Commission expires: May 1, 2018.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

Yes

No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

~~The response above is made as to the Project Team's knowledge. See Exhibit B.~~ _____

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX B**

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

Yes No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

Yes No Not Applicable

3. If yes to (1) or (2) above, please identify below the name of the person or legal entity identified as a building code scofflaw or problem landlord and the address of the building or buildings to which the pertinent code violations apply.

The responses above are made as to the Project Team's actual knowledge. See Exhibit B.

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

EXHIBIT A

Directors:

Name	Title
Grisé, Cheryl W.	Director
Gutierrez, Carlos M.	Director
Hubbard, R. Glenn	Director
Kandarian, Steven A.	Director
Kelly, Jr., Alfred F.	Director
Kelly, III, Edward J.	Director
Kennard, William E.	Director
Kilts, James M.	Director
Kinney, Catherine R.	Director
Morrison, Denise M.	Director
Sicchitano, Kenton J.	Director
Wang, Lulu C.	Director

Executive Officers:

Name	Title
Kandarian, Steven A.	Chairman, President and Chief Executive Officer
Anzaldua, Ricardo A.	Executive Vice President and General Counsel
Goulart, Steven J.	Executive Vice President and Chief Investment Officer
Hele, John C.R.	Executive Vice President and Chief Financial Officer
Hijkoop, Frans	Executive Vice President and Chief Human Resources Officer
Khalaf, Michel A.	President, Europe/Middle East/Africa Division
Lee, Esther	Executive Vice President, Global Chief Marketing Officer
Lippert, Martin J.	Executive Vice President, Global Technology & Operations
Morris, Maria R.	Executive Vice President, Global Employee Benefits

Name	Title
Townsend, Christopher G.	President, Asia
Wheeler, William J.	President, Americas

Project Team:

Name	Title
Sharples, Matthew W.	Regional Director – Chicago Regional Officer
McCoskey, Eric T.	Director

EXHIBIT B

Please note that the Applicant is a wholly owned subsidiary of Metropolitan Life Insurance Company which is a wholly owned subsidiary of MetLife, Inc., which is a publicly held corporation. In light of this fact and due to the sheer size of MetLife, it would be unduly burdensome to try to uncover the information necessary to make the certifications called for in this Economic Disclosure Statement for all the officers, directors, shareholders, employees, employee spouses or partners, affiliates and contractors of MetLife. However, we are glad to complete this form as long as it is limited to the actual knowledge of the Project Team assigned to this matter.

With respect to the certifications contained in F.1., the Disclosing Party is not delinquent in the payment of any Illinois income taxes, or any City use or sales taxes. To the actual knowledge of the Project Team, the Disclosing Party is not delinquent in the payment of any other fine, fee, tax or other charge owed to the City as referenced in F.1.

To the actual knowledge of the Project Team, the Disclosing Party or its Affiliated Entities has not used nor will use, nor permit their subcontractors to use any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System as referenced in F.2.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

MetLife, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. the Applicant

OR

2. a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 465 N. Park Drive, LLC

OR

3. a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 125 S. Wacker Drive, Suite 1100
Chicago, IL 60606

C. Telephone: (312) 529-2151 Fax: (312) 529-2133 Email: emccoskey@metlife.com

D. Name of contact person: Eric McCoskey

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Lakefront Protection App. & PD Amendment for 465-79 N. Park Dr; 315-35 E. Illinois St; 464-78 N. New St

G. Which City agency or department is requesting this EDS? Department Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

- Yes No N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>See Exhibit A</u>	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
<u>There are no owners with more than a 7.5% ownership interest</u>		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

Yes No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

To the Project Team's actual knowledge there are no business relationships with any City elected official in the prior 12 month period with business relationships excluding the purchase of MetLife Insurance or financial products at retail or as part of a group benefit package. See Exhibit B.

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Yes No No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Yes No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

~~To the Project Team's actual knowledge, neither the Disclosing Party, nor its contractors have been subject to any of the activities or lists described in Subparts 1, 2, 3, 4, 5 or 6. See Exhibit B.~~

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

~~To the Project Team's actual knowledge, no current employees of the Disclosing Party were employees, or an elected or appointed official of the City of Chicago at anytime during the previous 12-month period. See Exhibit B.~~

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

~~To the Project Team's actual knowledge, the Disclosing Party has not given a gift to any City of Chicago official or employee. See Exhibit B.~~

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

is is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

~~To the Project Team's actual knowledge the Disclosing Party is not and will not become a predatory lender and none of our affiliates are or will become a predatory lender. See Exhibit B.~~

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Yes No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

~~To the Project Team's actual knowledge, the Disclosing Party has no such records as referenced above in subpart E1.~~

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING N/A

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

Yes No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

Yes No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

Yes No

If you checked "No" to question 1. or 2. above, please provide an explanation:

**SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION,
COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS. See Exhibit B.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

MetLife, Inc. by Metropolitan Life Insurance Co.

(Print or type name of Disclosing Party)

By: Matthew W Sharples
(Sign here)

Matthew W. Sharples

(Print or type name of person signing)

Director

(Print or type title of person signing)

Signed and sworn to before me on (date) JUNE 10, 2015,
at COOK County, ILLINOIS (state).

Trisha Neal Notary Public.

Commission expires: May 1, 2018.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

N/A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

Yes

No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX B**

N/A

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

Yes

No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

Yes

No

Not Applicable

3. If yes to (1) or (2) above, please identify below the name of the person or legal entity identified as a building code scofflaw or problem landlord and the address of the building or buildings to which the pertinent code violations apply.

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

EXHIBIT A

Directors:

Name	Title
Grisé, Cheryl W.	Director
Gutierrez, Carlos M.	Director
Hubbard, R. Glenn	Director
Kandarian, Steven A.	Director
Kelly, Jr., Alfred F.	Director
Kelly, III, Edward J.	Director
Kennard, William E.	Director
Kilts, James M.	Director
Kinney, Catherine R.	Director
Morrison, Denise M.	Director
Sicchitano, Kenton J.	Director
Wang, Lulu C.	Director

Executive Officers:

Name	Title
Kandarian, Steven A.	Chairman, President and Chief Executive Officer
Anzaldua, Ricardo A.	Executive Vice President and General Counsel
Goulart, Steven J.	Executive Vice President and Chief Investment Officer
Hele, John C.R.	Executive Vice President and Chief Financial Officer
Hijkoop, Frans	Executive Vice President and Chief Human Resources Officer
Khalaf, Michel A.	President, Europe/Middle East/Africa Division
Lee, Esther	Executive Vice President, Global Chief Marketing Officer
Lippert, Martin J.	Executive Vice President, Global Technology & Operations
Morris, Maria R.	Executive Vice President, Global Employee Benefits

Name	Title
Townsend, Christopher G.	President, Asia
Wheeler, William J.	President, Americas

Project Team:

Name	Title
Sharples, Matthew W.	Regional Director – Chicago Regional Officer
McCoskey, Eric T.	Director

EXHIBIT B

Please note that the Applicant is a wholly owned subsidiary of Metropolitan Life Insurance Company which is a wholly owned subsidiary of MetLife, Inc., which is a publicly held corporation. In light of this fact and due to the sheer size of MetLife, it would be unduly burdensome to try to uncover the information necessary to make the certifications called for in this Economic Disclosure Statement for all the officers, directors, shareholders, employees, employee spouses or partners, affiliates and contractors of MetLife. However, we are glad to complete this form as long as it is limited to the actual knowledge of the Project Team assigned to this matter.

With respect to the certifications contained in F.1., the Disclosing Party is not delinquent in the payment of any Illinois income taxes, or any City use or sales taxes. To the actual knowledge of the Project Team, the Disclosing Party is not delinquent in the payment of any other fine, fee, tax or other charge owed to the City as referenced in F.1.

To the actual knowledge of the Project Team, the Disclosing Party or its Affiliated Entities has not used nor will use, nor permit their subcontractors to use any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System as referenced in F.2.