



# City of Chicago



SO2015-4630

Office of the City Clerk

## Document Tracking Sheet

**Meeting Date:** 6/17/2015

**Sponsor(s):** Misc. Transmittal

**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

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 Number 368", as amended, consists of approximately 1,560,904 square feet or 35.83 acres (exclusive of public rights-of-way and dedicated public open space) of real property as shown on the attached Planned Development Boundary Map (the "Property").
2. This plan of development consists of these twenty-one (21) statements and the following exhibits for the entire Planned Development: Bulk Regulations and Data Table for the entire Planned Development; an Existing Zoning Map; Planned Development Boundary and Subareas Map; Development Parcels Map; Maximum Height Zones; Existing and Planned Open Spaces; Pattern of Vehicular Roadways; and Recommended Traffic Improvements. This plan of development is in conformity with the intent and purpose of the Chicago Zoning Ordinance and all requirements hereof, and satisfies the established criteria for approval as a planned development. In any instance where a provision of the planned development conflicts with the Chicago Building Code, the Building Code shall control.

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

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

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

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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 Note 13; Site Plan; Landscape Plan; Mezzanine, Second Floor, Third Floor, Fourth Floor, and Fourth Floor Mezzanine Plans; 5th Floor Amenity Landscape Plan; 6th Floor Balcony Landscape Plan; 37th Floor Sky Deck Landscape Plan; Plant List & Landscape Details; Green Roof Plan; and Building Elevations (North, South, East and West) prepared by pappageorgehaymes partners dated October 15, 2015.

3. The current property owner or an authorized agent shall obtain all required reviews, approvals, licenses and permits in connection with this plan of development. The dedication or vacation of any streets or alleys shall require a separate submittal and approval by the City Council.
4. The requirements, obligations and conditions contained within this planned development shall be binding upon each property owner, its successors and assigns (including any condominium association which is formed) and the legal titleholders and any ground lessors. All rights granted hereunder shall inure to the benefit of each property owner, its successors and assigns (including any condominium association which is formed) and the legal titleholder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the property, at the time applications for amendments, modifications or changes (administrative, legislative or otherwise) to this planned development are made, shall be under single ownership or under single designated control. Subject to the subarea/subparcel control provisions of Section 17-8-0400 of the Chicago Zoning Ordinance, single designated control for purposes of this paragraph shall mean that any application to the City for any amendment to this planned development or any other modification or change thereto (administrative, legislative or otherwise) shall be made or authorized by the Equitable Life Assurance Society of the United States or all its successors and assigns as zoning control party for property located west of Columbus Drive, and by all the successors and assigns to the Chicago Dock and Canal Trust, as zoning control parties for the property located east of Columbus Drive. The board of directors of any condominium association shall represent individual condominium owners.
5. Several subareas are delineated on the attached planned development Subarea Map for the purposes of establishing use and density controls in connection with this Plan of Development. Uses permitted below plus thirty-five (+35) feet Chicago City Datum, plus or minus six ( $\pm$  6) feet in respect of design conditions, ("Plaza Level") shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District classification; uses permitted at and above the Plaza Level in the area hereinbefore defined shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District classification, except that in that part of the subject area lying within 200 feet of North Michigan Avenue uses shall be in general conformity with the

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Permitted and Special Uses of the DX-16, Downtown Mixed-Use District classification; uses permitted where no Plaza Level exists shall be in general conformity with the Permitted and Special Uses of the DX-12, Downtown Mixed-Use District Classification. Earth station receiving and transmitting dishes, microwave relay dishes and transmitting or receiving dishes shall be permitted. Residential support services, physical fitness/indoor recreation center, and small venue theater are expressly permitted in Subparcel E.3. Non-accessory parking shall be a permitted use in Subarea F only. Underground accessory parking related to the improvements constructed upon Subparcel E.3 shall be a permitted use in Subparcel E.2. All other controls and regulations set forth herein are made applicable within the general application of this statement. Uses permitted in DuSable Park (Subparcel E.1) shall be recreational and related uses including but not limited to marinas; tennis courts; and similar facilities. Temporary staging of construction materials and related equipment shall be a permitted use in Subparcel E.1 subject to the review and approval of the Commissioner of the Department of Planning and Development and the Chicago Park District. Daycare and other community-oriented uses are expressly permitted and strongly encouraged in all areas of the planned development. Agreement on how space for a minimum of one new daycare center shall be provided within Subareas B, D or Subparcel E.3 to service new residents and employees of those subareas must be submitted and approved by the Department of Planning and Development prior to the issuance of any Part II approval for any improvement on Parcels P1, P3, P7, P7A, P8, P18, or P19.

6. For purposes of Floor Area Ratio ("FAR") calculations, the definitions in the Chicago Zoning Ordinance shall apply, with the following exceptions: (1) in Subarea A, grade is herein established at plus thirty-five (+35) feet Chicago City Datum, plus or minus six ( $\pm 6$ ) feet in respect of design conditions ("Plaza Level"); (2) in Subarea B, grade is herein established as the curb level of the building entrance on upper East North Water Street plus or minus six ( $\pm 6$ ) feet in respect of design conditions; and (3) space devoted to heating, ventilation, and air-conditioning equipment shall not be included in FAR regardless of location.
7. Any service drives or other ingress or egress lanes shall be adequately designed and paved in accordance with the regulations of the Chicago Department of Transportation and in compliance with the Municipal Code of the City of Chicago to provide ingress and egress for motor vehicles, including emergency vehicles. Fire lanes shall be adequately designed and paved in compliance with the Municipal Code of the City of Chicago and shall have a minimum of 20 feet to provide ingress and egress for emergency vehicles. There shall be no parking within established fire lanes. Closure of all or part of any public streets or alleys during demolition or construction shall be subject to the review and approval of the Chicago Department of Transportation. All work proposed in the Public Way must be designed and constructed in accordance with the Chicago Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago.

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8. Off-street parking and loading facilities shall be provided in compliance with this plan of development, subject to the review of the Chicago Department of Transportation and approval by the Department of Planning and Development. All parking spaces required to serve buildings or uses shall be located on the same parcel as the building or use served, or (i) if a residential use, within 600 feet walking distance, or (ii) if a non-residential use, within 1,200 feet walking distance. Parking to serve uses in Subarea E.1 or E.3 may be located underneath or west of Lake Shore Drive.
9. Business and business identification signs shall be permitted within the planned development subject to the review and approval of the Department of Planning and Development and to the conditions of Statement 11(e). Off-premises signage is prohibited. Temporary signs such as construction and marketing signs may be permitted subject to the aforesaid approvals. Signage for retail and movie theater uses is a special concern. A general signage plan indicating the locations and dimensions of signage for these uses, including all interior signage which is visible from public streets, shall be submitted prior to Part II approval in accord with Statement 16 hereof (Site Plan Review).
10. The height of buildings within the planned development and any appurtenance attached thereto shall be subject to the limitations on the attached exhibit labeled "Maximum Height Zones". Where maximum height zones have been established, building height shall be defined as follows:

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

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Development as a minor change pursuant to Section 17-13-0611 of the Chicago Zoning Ordinance. This 40-foot setback area shall be heavily landscaped with trees and other greenery so as to be visible from the drive.

- (b) Landscaping of buildings at terraces, rooftops, and balconies shall be provided wherever possible and appropriate. Buildings shall be designed with upper-level architectural features that are lit at night wherever possible. Mechanical equipment on rooftops shall be screened with quality materials, and made a feature of the building design, where appropriate. Notwithstanding any statement to the contrary, this planned development shall be subject to the provisions of Chapter 17-11 of the Chicago Zoning Ordinance governing landscaping and screening. In any instance where a provision of this planned development conflicts with landscape and screening provisions of the Chicago Zoning Ordinance, the Chicago Zoning Ordinance shall control. Nothing in this planned development is intended to waive the applicability of the landscape and screening provisions of the Chicago Zoning Ordinance.
- (c) Buildings shall be setback from the property line, if necessary, to achieve a minimum of 12 feet, 6 inches (except the building column may be setback 10 feet, 0 inches in Subarea E-3 along Ogden Slip and the building located in Subarea B, Parcels 7 and 7A, may be located at the property line along North New Street, North Park Drive, Upper East North Water Street and Lower East North Water Street and the building located in 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

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

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

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

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

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

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

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

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

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

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

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

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

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

14. The developer of Parcels P21B and P21C (the Kraft Parcel), shall substantially renovate the existing 70,000 square foot park on Parcel P21B in accordance with the Landscape Plan, the Landscape Sections, and the Landscape Plant list. Such renovation shall be commenced no later than three (3) months following issuance of the first occupancy permit for the residential building to be constructed on Parcel P21C as permitted by this Planned Development, and shall be completed no later than one (1) year thereafter. The park, as renovated, shall continue to be privately owned, maintained and subject to occasional partial closure for private use but, subject to the foregoing, shall remain accessible to the public during hours in which public parks are accessible to the public. The public shall have use of the Dog Run indicated on the Landscape Plan subject to any regulations, if imposed, that conform to the protocols of the Chicago Park District for Dog Friendly Areas. The owner(s) of Parcels P21B and P21C (the Kraft Parcel) shall be responsible for the costs and performance of maintenance of the park in conformance with the Landscape Plan and the Open Space Plan. Nothing contained herein shall preclude residents or other individuals from using the park for other private uses, provided that they obtain permission from the owner(s) of the Kraft Parcel and all necessary governmental approvals and permits.
15. Traffic studies completed by developers and the City of Chicago project significant peak hour traffic volume increases on Illinois Street and Grand Avenue in particular as a result of new development. Some excess roadway capacity is available to handle this increased traffic, but a number of geometric, signal timing and parking control measures are recommended in addition to active transportation management in the Illinois-Grand corridor. Accordingly, no Part II submittal shall be approved without a firm agreement between the developer and the Chicago Department of Transportation regarding the timing and responsibility for any recommended traffic improvements described in Exhibit 8 hereof for streets adjoining the development site. Membership and participation in the Illinois-Grand Corridor Transportation Management Association shall also be required prior to the issuance of any Part II development approval.
16. Prior to the issuance by the Department of Planning and Development of a determination pursuant to Section 17-13-0610 of the Chicago Zoning Ordinance ("Part II approval") for development or redevelopment of any development parcels within the planned development,

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

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

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

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

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

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

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

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in the attached Green Roof Plan. The development of the improvements on Parcel P8 contemplated by this Planned Development amendment shall be LEED certified and have a Total Green Roof Area of approximately 13,482 square feet, including approximately 1,350 square feet of roof-top pool surface area, as described in the attached Green Roof Plan.

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

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**Bulk Regulations and Data Table**

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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.
<b>A</b>	<u>380,796</u> 8.74	540 <i>See Note (5)</i>	5,259	1,800	Permitted <i>See Notes (2 &amp; 3)</i>	13.81 <i>See Note (6)</i>
<b>B</b> <i>See Notes (11&amp;13)</i>	<u>183,449</u> 4.21	40	2,482 <i>See Note (8)</i>	1,606 <i>See Note (8)</i>	842 <i>See Note (8)</i>	13.53 <i>See Note (7)</i>
<b>C</b>	<u>122,303</u> 2.81	140	850	540	630	12.72
<b>D</b>	<u>361,234</u> 8.29	170	500	0	2,350	8.60
<b>E</b>	<u>346,038</u> 7.94	110 <i>See Note (9)</i>	5 <i>See Note (4)</i>	0	1,200	6.83
E.1	<u>232,841</u> 5.34	0	5 <i>See Note (4)</i>	Not Permitted	Not Permitted	0.02
E.2	<u>18,191.63</u> 0.42	0	0	0	0	0
E.3	<u>95,005</u> 2.18	110 <i>See Note (9)</i>	0	0	1,200	25.000 <i>See Note (10)</i>
<b>F</b> <i>See Note (12)</i>	<u>167,084</u> 3.83 <i>See Note (12)</i>	150	0	0	1,118 <i>See Note (12)</i>	11.57 <i>See Note (12)</i>
<b>TOTAL</b>	<b>1,560,904</b> <b>35.83</b>	<b>1,040</b>	<b>9,096</b>	<b>3,946</b> <i>See Note (8)</i>	<b>6,140</b> <i>See Note (2)</i>	<b>10.84</b>
Gross Site Area = Net Site Area 1,560,904 sq. ft. (35.83 acres) plus area in or proposed to be in public right of way 940,843 sq ft (21.60 acres) plus area in or proposed to be in public parks or open space 302,479 sq. ft. (6.94 acres) = 2,804,226 sq ft. (64.38 acres).						

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

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- Note (1): For the purpose of this Planned Development, Net Site Area" shall equal the entire land area (at Plaza Level where such is established, and otherwise at grade) within the boundaries of the planned development, less the area now dedicated or proposed to be dedicated 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 6,140 dwelling units permitted in Sub-Areas B, C, D, E and F. Dwelling units are permitted below the second floor in all sub-areas except Sub-Area E.
- Note (3): For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. The permissible number of hotel rooms within the planned development shall not exceed 3,946 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses.
- Note (4): Although Sub-Area E.1 (DuSable Park) has been dedicated to public park uses, it is included in Net Site Area because a maximum of 5,000 square feet of park and recreation-related floor area may be constructed within its boundaries.
- Note (5): Assumes 410,000 sf allocated to development Parcels 4 and 5 and the remaining 130,000 sf allocated to remaining development parcels within Sub-Area A.
- Note (6): Assumes floor area allocated to existing buildings as follows: 401 North Michigan (760,241 sf), University of Chicago Gleacher Center (240,000 sf), NBC Tower (912,000 sf); and, to future development as follows: Parcel 1 (776,250 sf); Parcel 3 (970,000 sf) and Parcels 4/5 (1,600,000 sf)
- Note (7): Assumes floor area allocated to existing Sheraton Hotel (Parcels P6A and P6B) at 860,379 sf and to Parcels P7 and P7A at 847,290 sf. pursuant to June 6, 2012 amendment.
- Note (8): For purposes of exchange of uses, a hotel room shall be equal to 0.5 dwelling units. The number of dwelling units listed for Subarea B (842) includes 197 dwelling units converted from 394 hotel rooms. The permissible number of hotel rooms within the planned development shall not exceed 3,946 rooms. Ballrooms, meeting rooms, exhibition space, restaurant facilities and hotel-associated retail shall be deemed "accessory hotel uses" and shall be charged against commercial uses. Accessory hotel uses on Parcels 7, 7A and 8 combined shall not exceed 50,000 square feet.
- Note (9): Residential support services, physical fitness/indoor recreation center, and small venue theater (for building residents only) are expressly permitted in Sub-Area E.3.

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<b>FAR Bonus Calculations</b>	
Note (10):	<b>Sub-Area E.3 (Parcels 18 and 19, combined)</b>
	<b>Net Site Area = 95,005 square feet</b>
	Base FAR 10.00
	Downtown Affordable Housing Zoning Bonus 3.00 (a)
	Offsite contribution to DuSable Park 2.16 (b)
	Public Plazas 5.44 (c)
	Chicago Riverwalk 0.40 (d)
	Water Features 1.00 (e)
	Underground Parking and Loading <u>3.00</u> (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.
<b>Bulk Regulations and Data Table</b>	
Note (11):	<b>Sub-Area B (Parcels 7 &amp; 7A)</b>
	<b>Net Site Area = 68,385 square feet</b>
	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**

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

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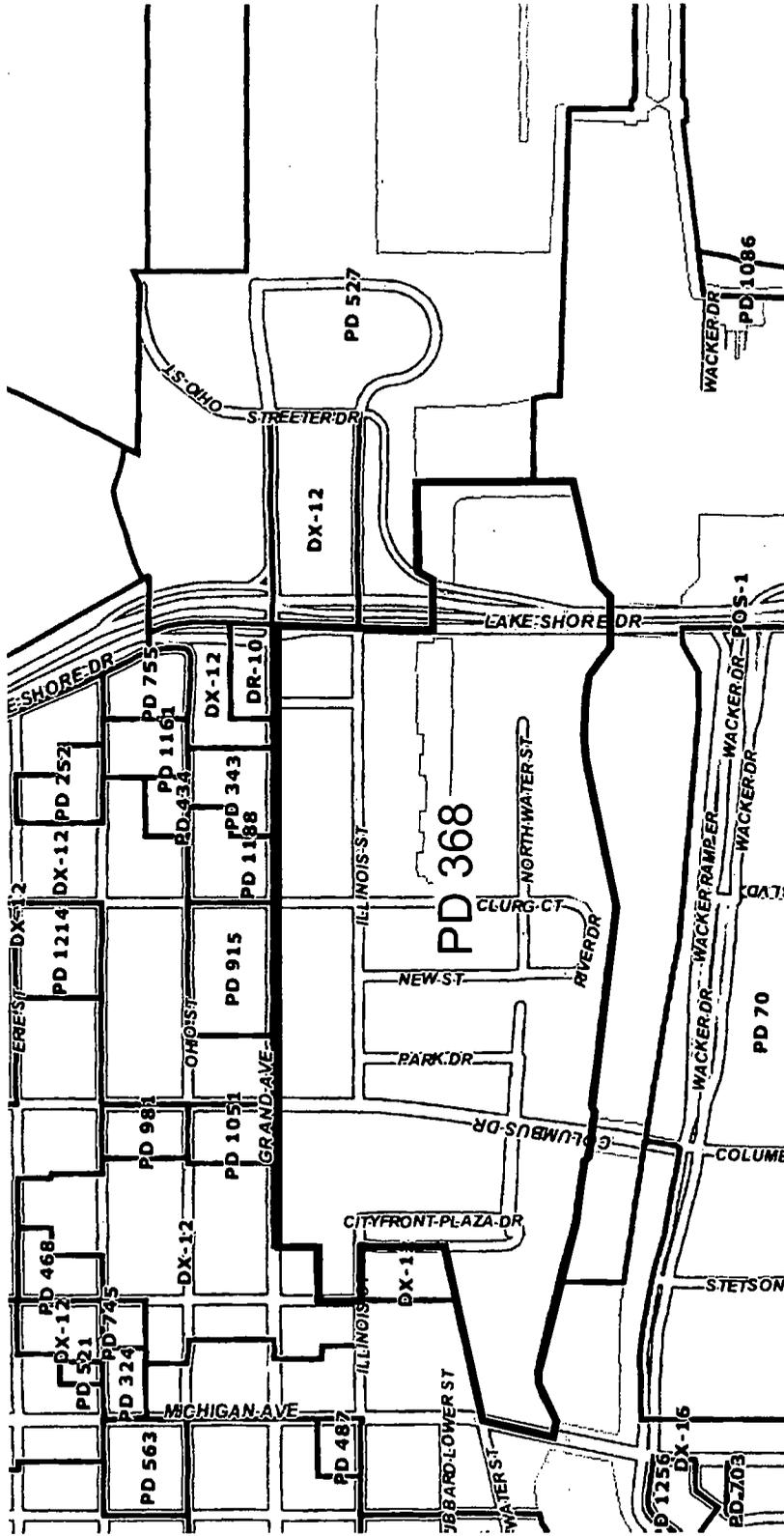
Exhibit 1

**Bulk Regulations and Data Table**

(Page 5 of 5)

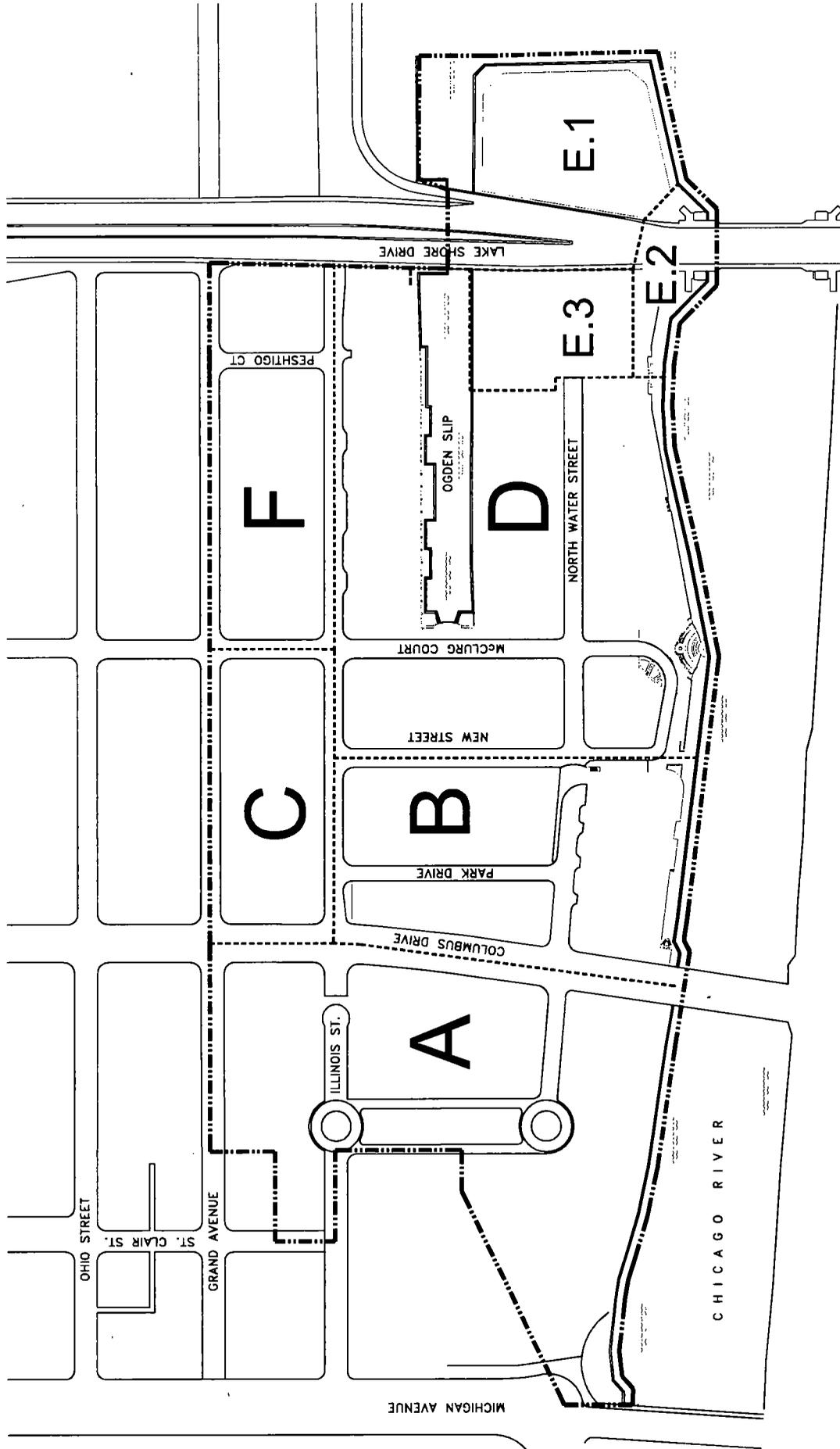
Note (13):	<b>Bulk Regulations and Data Table</b>	
	<b>Sub-Area B (Parcel 8)</b>	
	<b>Net Site Area = 34,400 SF</b>	
	Maximum Floor Area Ratio (FAR):	14.50
	Maximum Percentage of Land Coverage:	Per Site Plan
	Maximum Number of Dwelling Units:	444
	Minimum Number of Off-Street Parking Spaces (Residential):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

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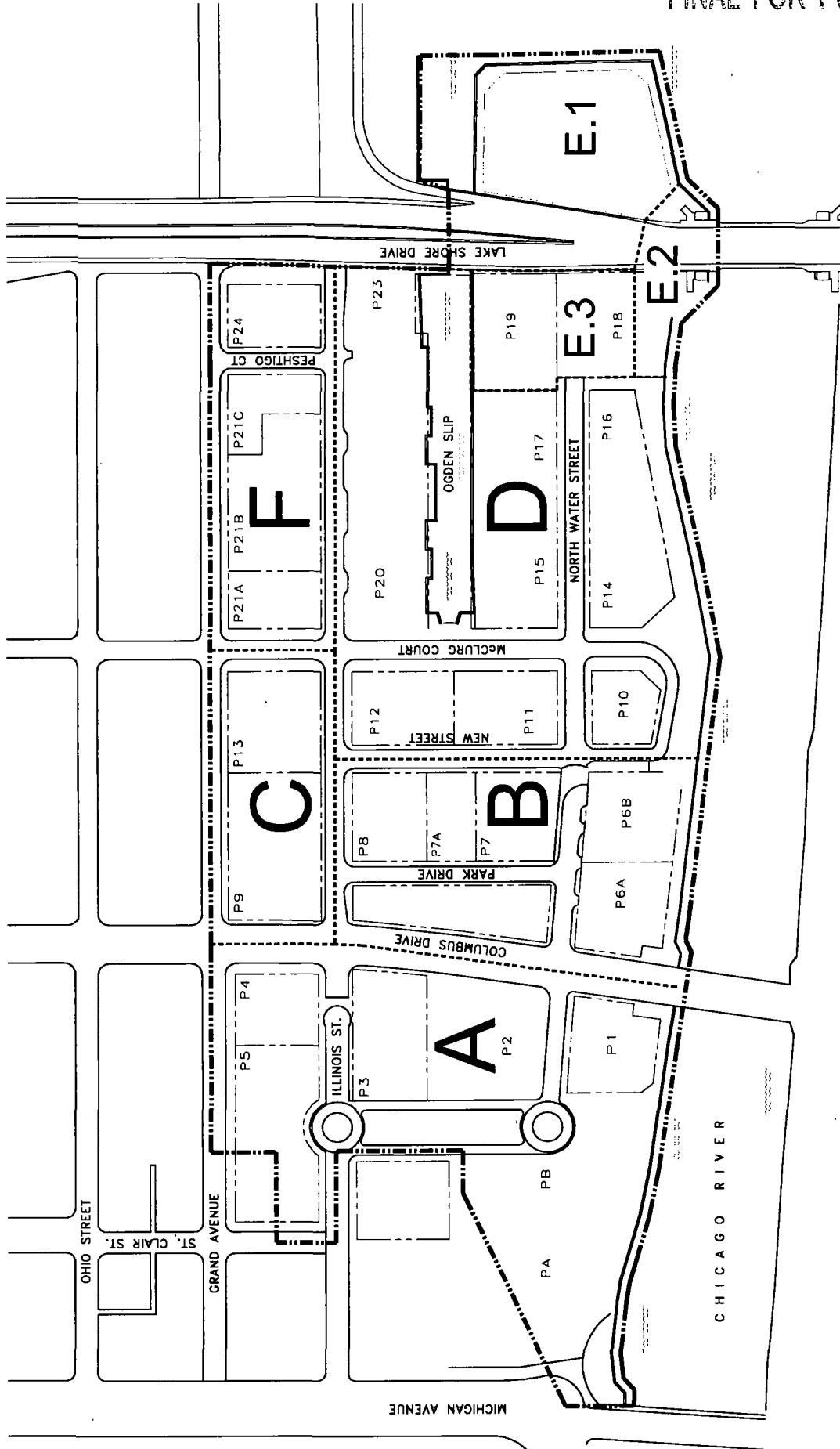
**EXHIBIT 2**  
**EXISTING ZONING MAP**  
 SCALE: NTS

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



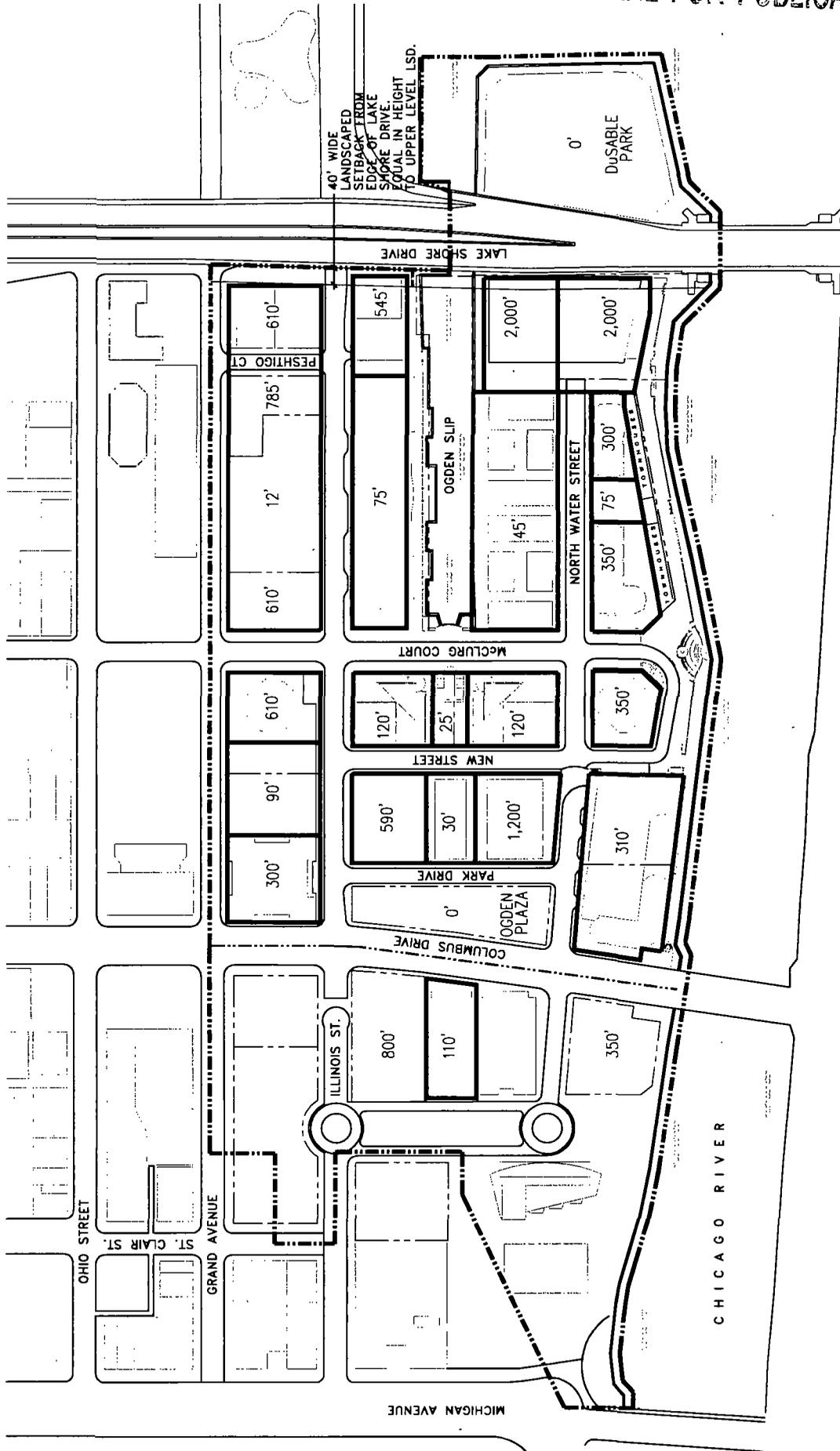
**EXHIBIT 3**  
**PD BOUNDARY & SUB AREA MAP**  
 SCALE: NTS

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



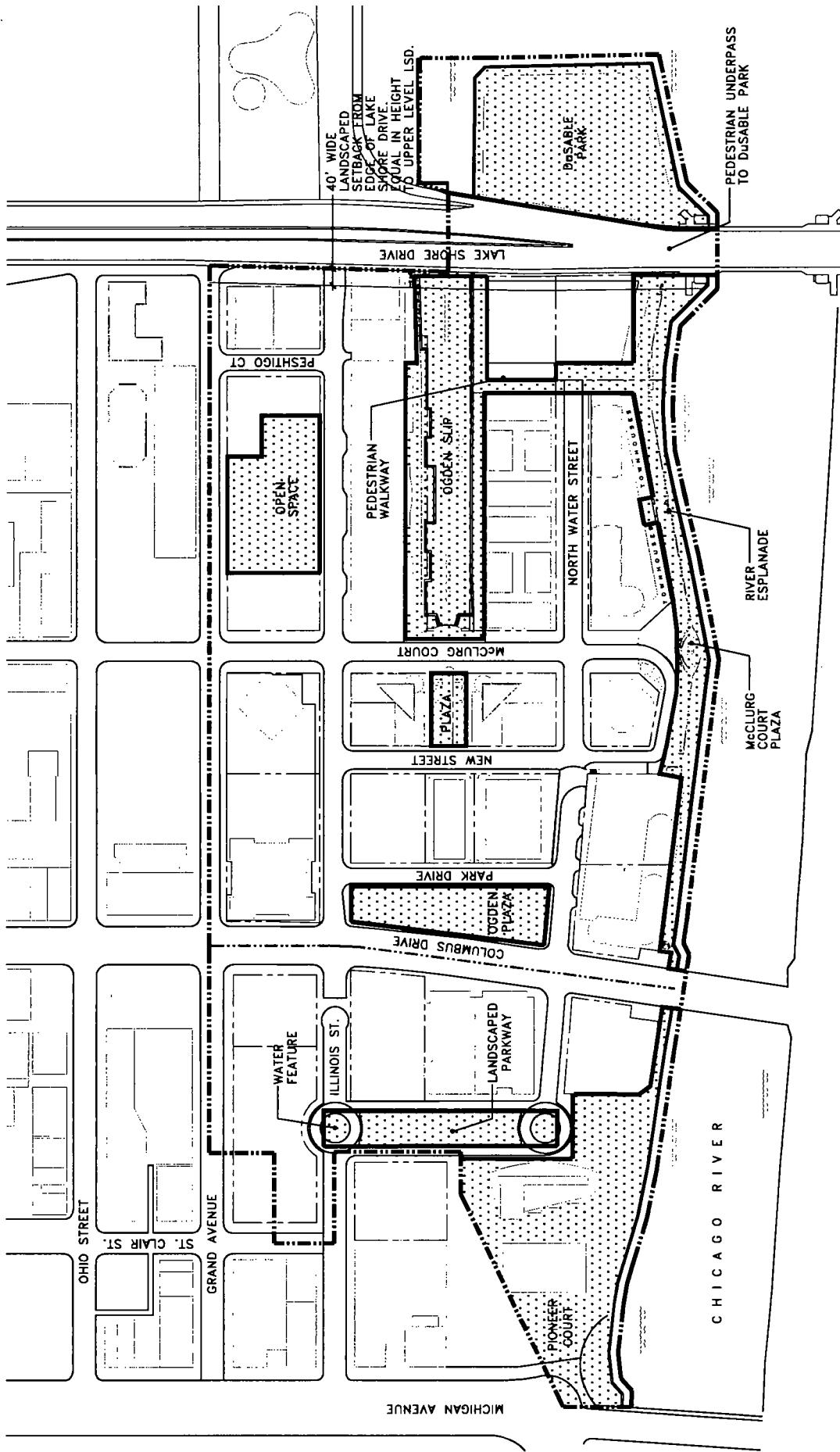
**EXHIBIT 4**  
**PD PARCELS MAP**  
 SCALE: NTS

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



**EXHIBIT 5**  
**MAXIMUM HEIGHT ZONES**  
 SCALE: NTS

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

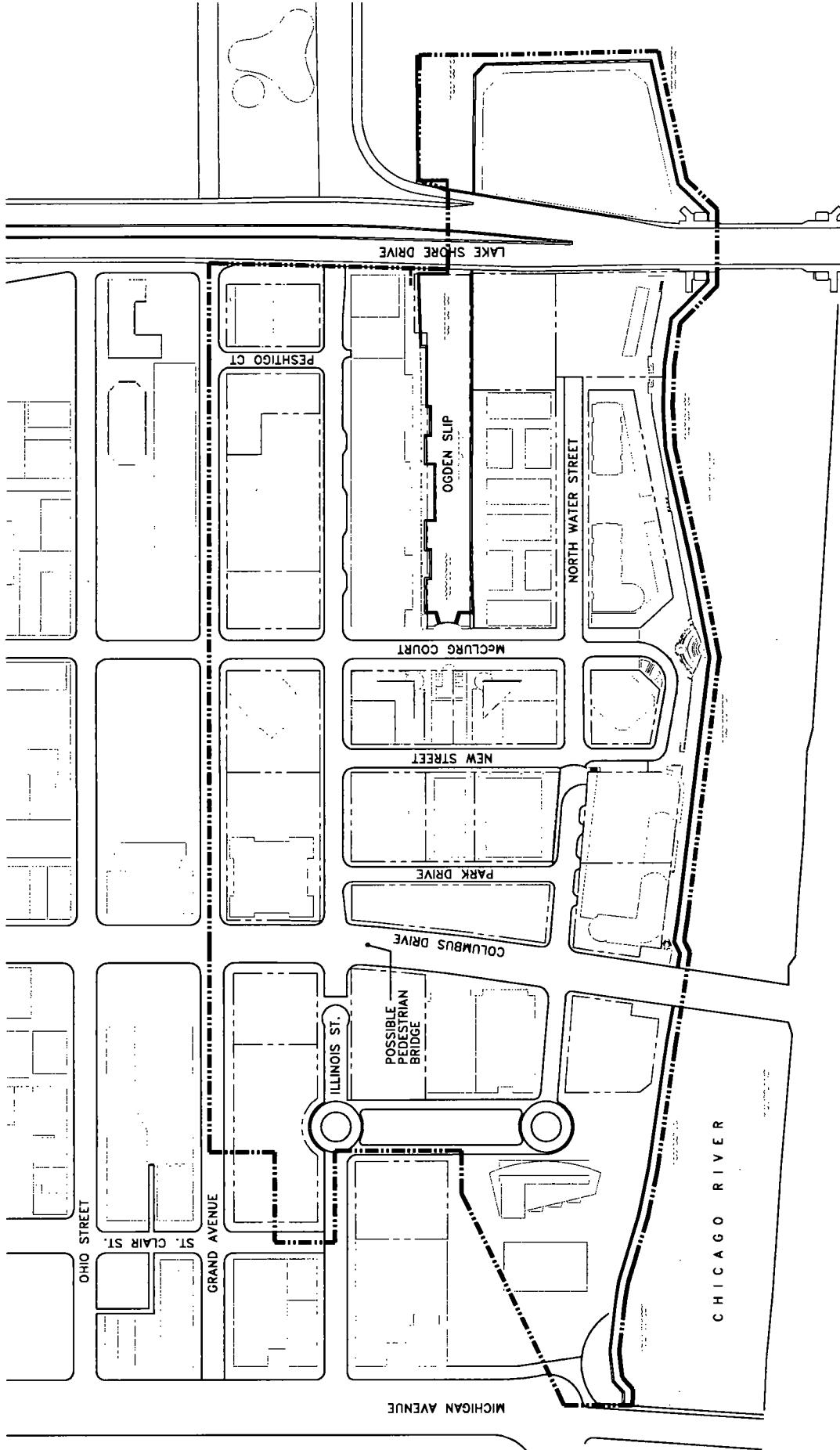


**EXHIBIT 6**  
**EXISTING AND PLANNED OPEN SPACES**  
 SCALE: NTS

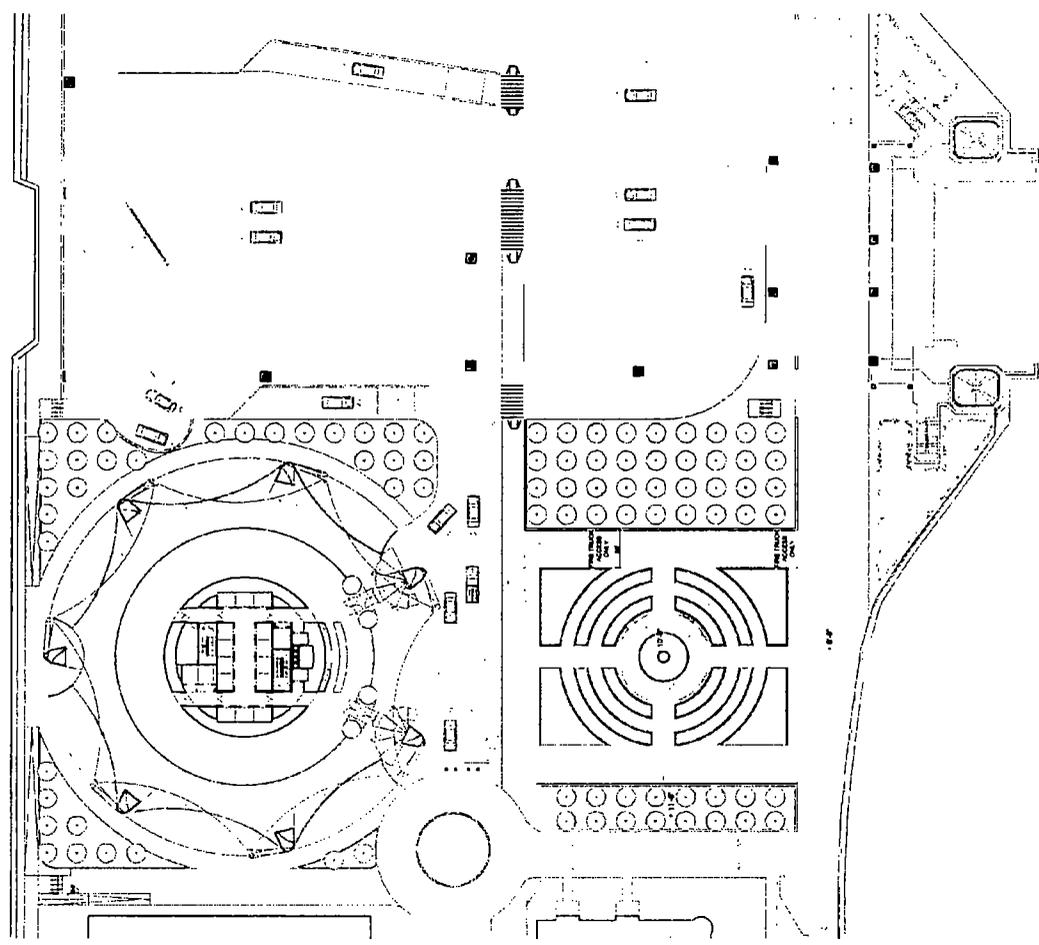
Applicant: RMW Streeterville, LLC  
 Address: 451 East Grand Avenue, Chicago, IL 60611  
 Introduction Date: September 10, 2014  
 Plan Commission: TBD



**EXHIBIT 7**  
**PATTERN OF VEHICULAR ROADWAYS**  
SCALE: NTS



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



SITE PLAN  
GROUND LEVEL

**OWNER'S STATEMENT**

1. Existing driveway and interior trees to be protected while project is under construction and will be replaced, if damaged, by Owner.

Owner Name, Title, Company, Address, phone number (date)

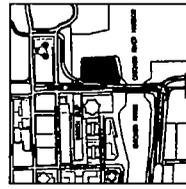
2. The undersigned acknowledges that the landscape plan shown in the landscape plan(s) for the Project Property CHICAGO SPIRE, CHICAGO, IL, USA, to the best of the undersigned's knowledge has been prepared, as required, by current and subsequent owners in accordance with the requirements of Chapter 32 of the Chicago Landmarks Ordinance and the Chicago Zoning Ordinance and the "Guide to Chicago Landscape Ordinance".

Owner Name, Title, Company, Address, phone number (date)

**LANDSCAPE ARCHITECT'S STATEMENT**

The Undersigned Landscape Architect, registered in the state of Illinois, acknowledges that the landscape plan and construction details shown on the attached landscape plan(s) for the property CHICAGO SPIRE, CHICAGO, IL, USA, has been prepared in accordance with the requirements of Title 10, Chapter 32 of the Chicago Municipal Code, the Landscaping Standards of the Chicago Zoning Ordinance, and the Chicago Landscape Ordinance.

(Landscape Architect) (date)  
TERRY GUEN  
TERRY GUEN DESIGN ASSOCIATES, INC.  
531 W SUPERIOR ST #177, CHICAGO, IL  
60610  
(312) 337-9145



LOCATION MAP  
PROJECT SITE

**CHICAGO SPIRE**  
CHICAGO, USA



**SANTIAGO CALATRAVA**  
ARCHITECT

**PERKINS + WILL**  
Thornton Tomasetti

**Perkins + Will**  
Thornton Tomasetti

**Terry Guen Design Associates, Inc.**  
PLAN DEVELOPMENT  
SUBMITTAL  
04.19.2007

**SITE LANDSCAPE PLAN  
EXHIBIT # 9**

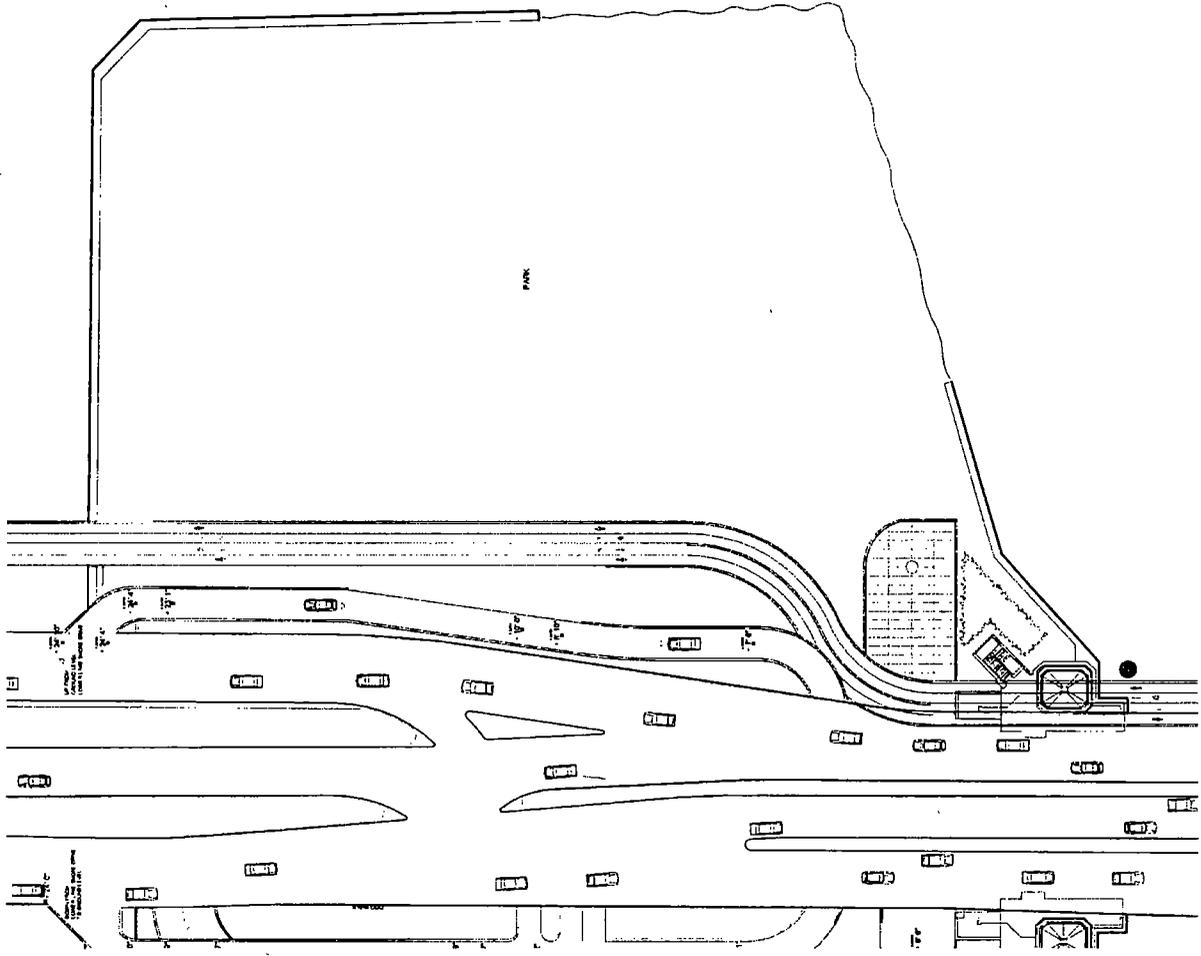
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NOTES:  
1. PLANT LIST IS EXCLUSIVE. FINAL SELECTION TO BE MADE BY LANDSCAPE ARCHITECT.  
2. ALL PLANTS SPECIFIED BY LANDSCAPE ARCHITECT TO COMPLY WITH REQUIREMENTS OF THE FOLLOWING AGENCIES:  
CITY OF CHICAGO - 2007  
CITY OF CHICAGO - 2007  
CITY OF CHICAGO - 2007  
3. PLANT SELECTION TO BE APPROVED BY THE ARCHITECT AND ENGINEERING CONSULTANTS.

SELECTED  
PLANT SCHEDULE  
P1

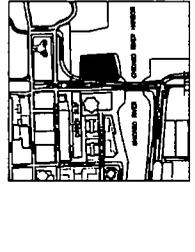




SITE PLAN  
LOWER LAKESHORE DRIVE  
Scale: 0' 16" 32" 64'feet 1/32"=1'-0"

Item No.	Description	Quantity	Unit	Notes
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SELECTED PLANT SCHEDULE  
MTS



LOCATION MAP  
PROJECT SITE  
MTS

**OWNER'S STATEMENT:**  
1. Existing Parkway and interior trees to be protected while project is under construction and will be replaced, if damaged, by Owner.

**OWNER:** Name, Title, Company, Address, phone number  
(each)  
2. The undersigned acknowledges that the landscape planting shown in the landscape plan(s) for the Project Property CHICAGO SPIRE, CHICAGO, IL, USA, to the best of the undersigned applicant's knowledge has been prepared, as required, by current and subsequent owners in accordance with the requirements of Chapter 33 of the Chicago Municipal Code, The Landscape Standards of the City of Chicago, and the Chicago Landscaping Ordinance, and the Chicago Landscaping Ordinance.

**LANDSCAPE ARCHITECT'S STATEMENT:**  
The undersigned Landscape Architect, acknowledges that the landscape planting plan and construction details shown on the attached landscape plan(s) for the property CHICAGO SPIRE, CHICAGO, IL, USA, were prepared in accordance with the requirements of Title 10, Chapter 33 of the Chicago Municipal Code, the Landscaping Ordinance of the City of Chicago, and the Chicago Landscaping Ordinance.  
(each)  
**OWNER:** Name, Title, Company, Address, phone number

**LANDSCAPE ARCHITECT:**  
TERRY GUYEN DESIGN ASSOCIATES, INC.  
501 N SUPERIOR ST. #307, CHICAGO, IL 60610  
(312) 337-9145  
(each)

NOTE:  
PARK DESIGN WILL INCLUDE ACCESSIBLE CONNECTION TO LAKEFRONT PATH.

**Shelbourne**  
CHICAGO SPIRE  
CHICAGO, USA



**SANTIAGO CALATRAVA**  
ARCHITECT AND INTERIOR DESIGNER

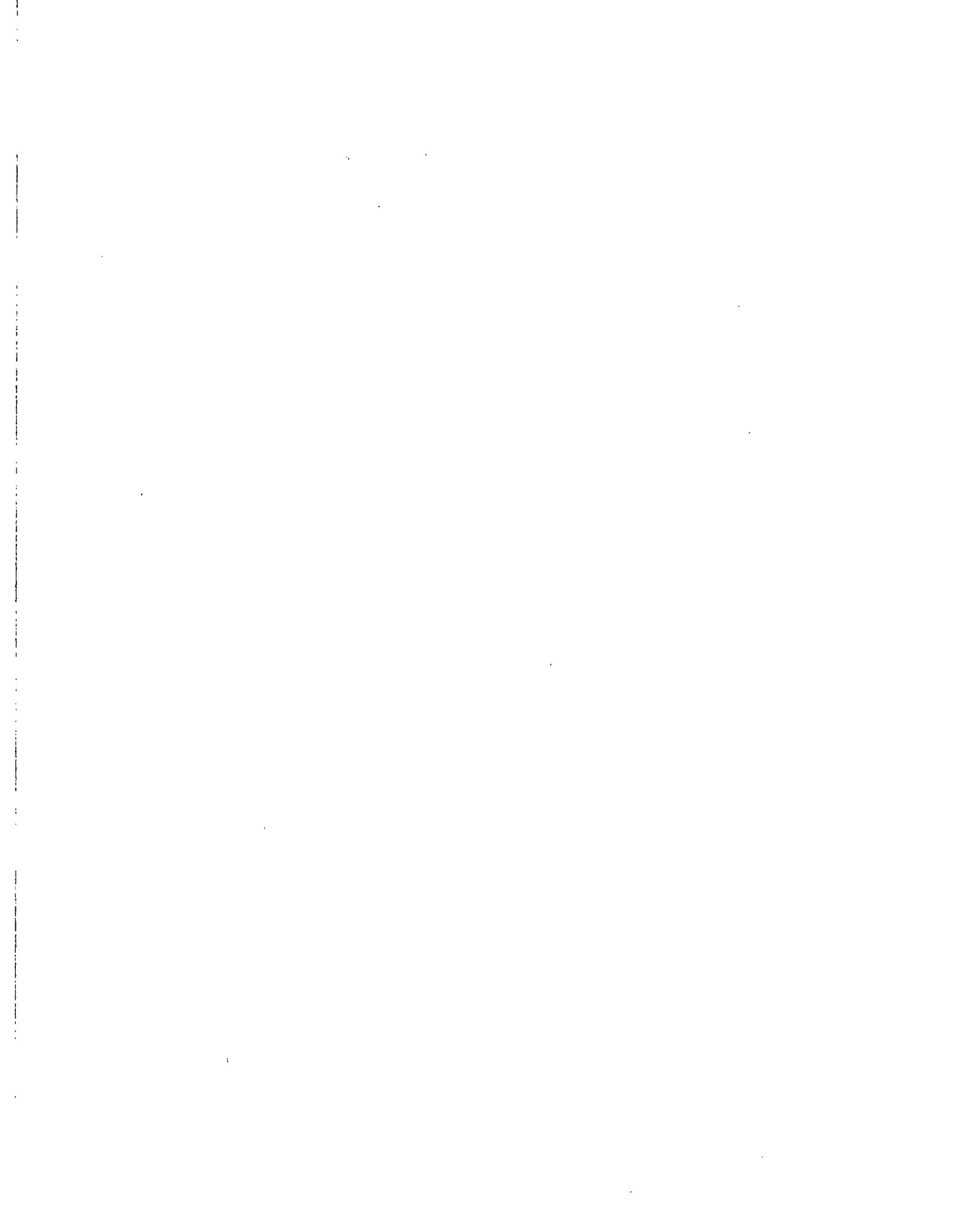
**PERKINS + WILL**

**Thornton Tomasetti**  
*Castelli*  
Thornton Tomasetti  
Chicago, Illinois

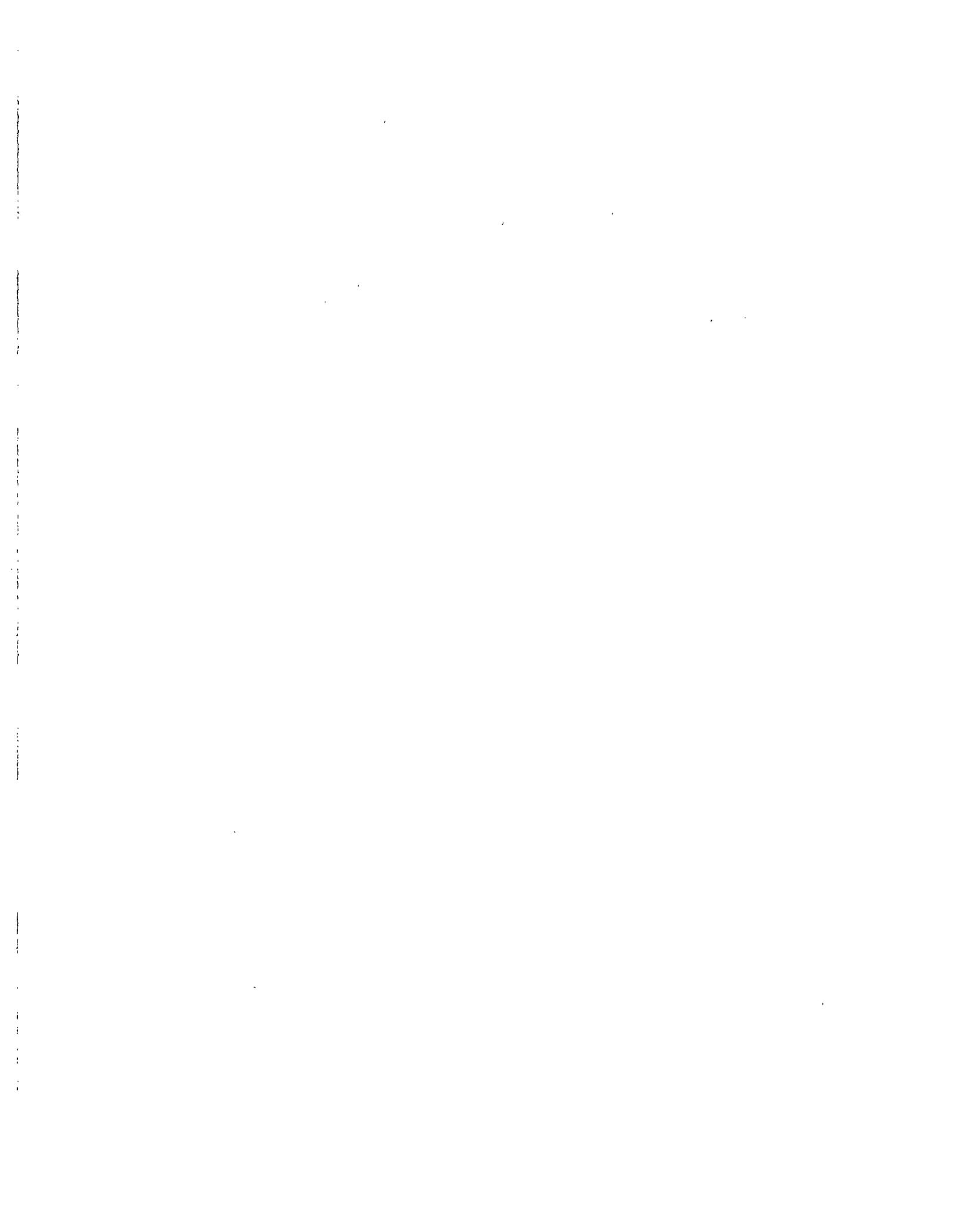
Terry Guyen Design Associates, Inc.  
Chicago, Illinois  
**PLAN DEVELOPMENT SUBMITTAL**  
04.19.2007

**DUSABLE LANDSCAPE PLAN**  
EXHIBIT # 10

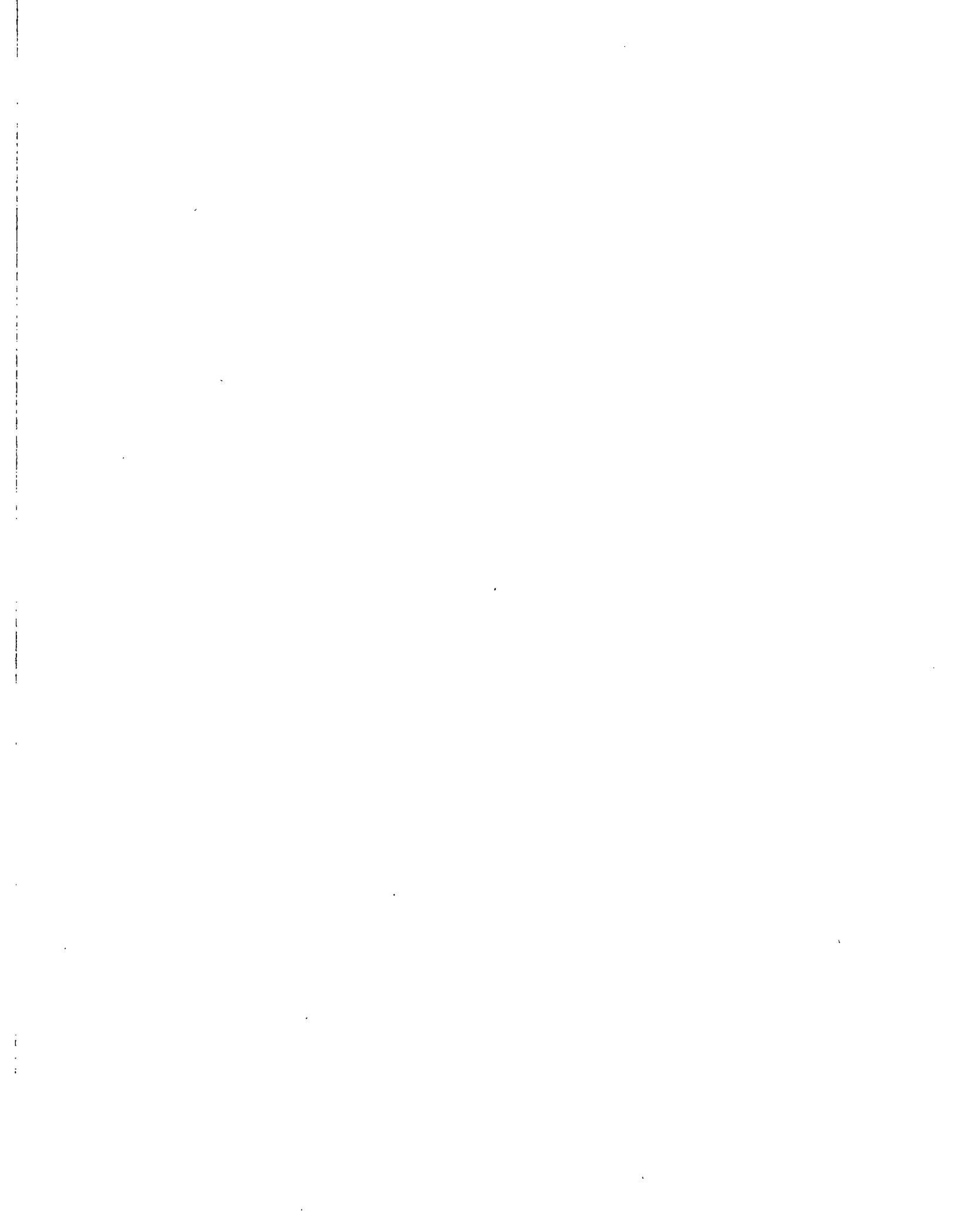
DATE	DESCRIPTION	BY	CHKD
04/19/07	PLAN DEVELOPMENT SUBMITTAL	TG	MTS
04/19/07	LANDSCAPE PLAN DEVELOPMENT	TG	MTS
04/19/07	LANDSCAPE PLAN DEVELOPMENT	TG	MTS



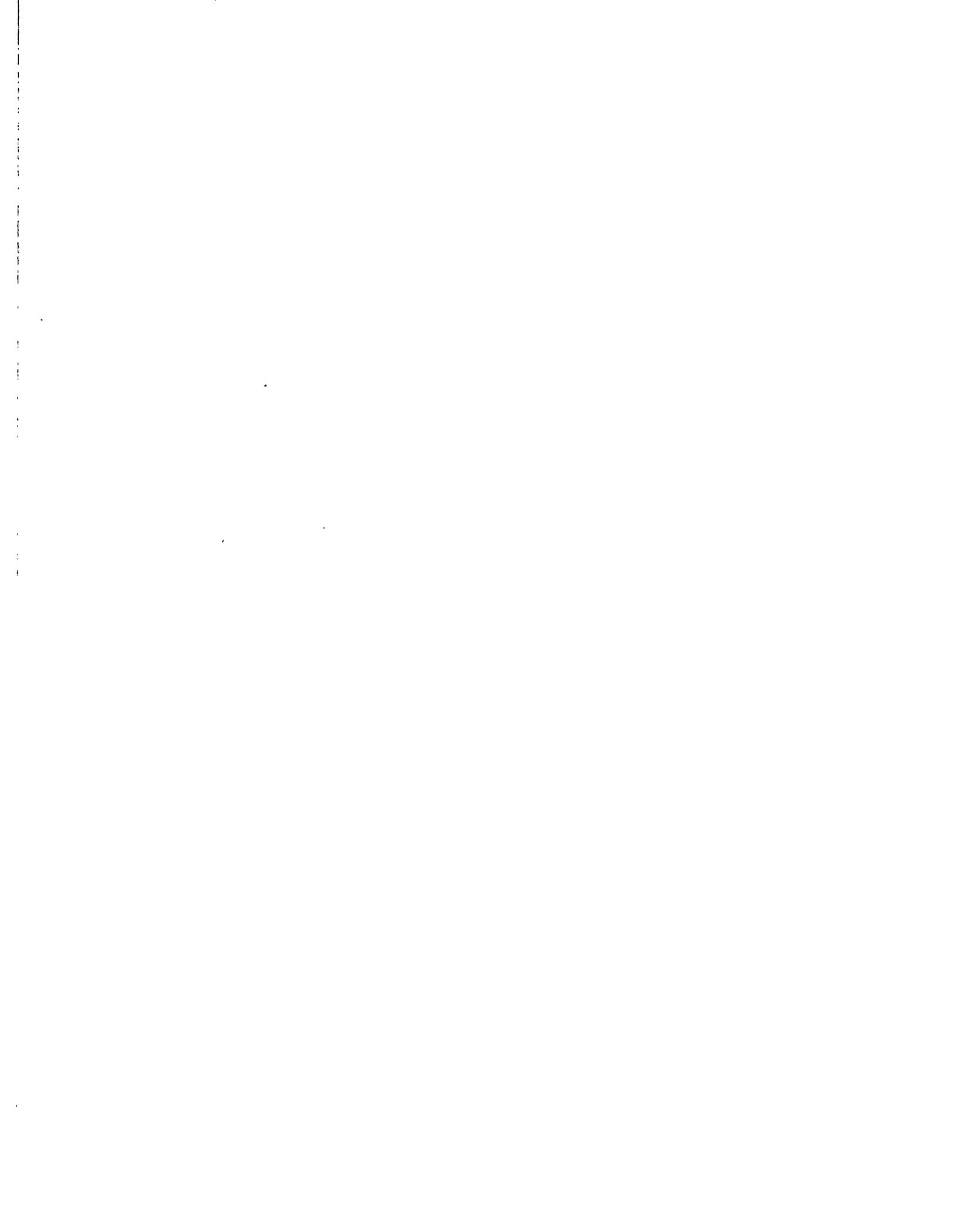




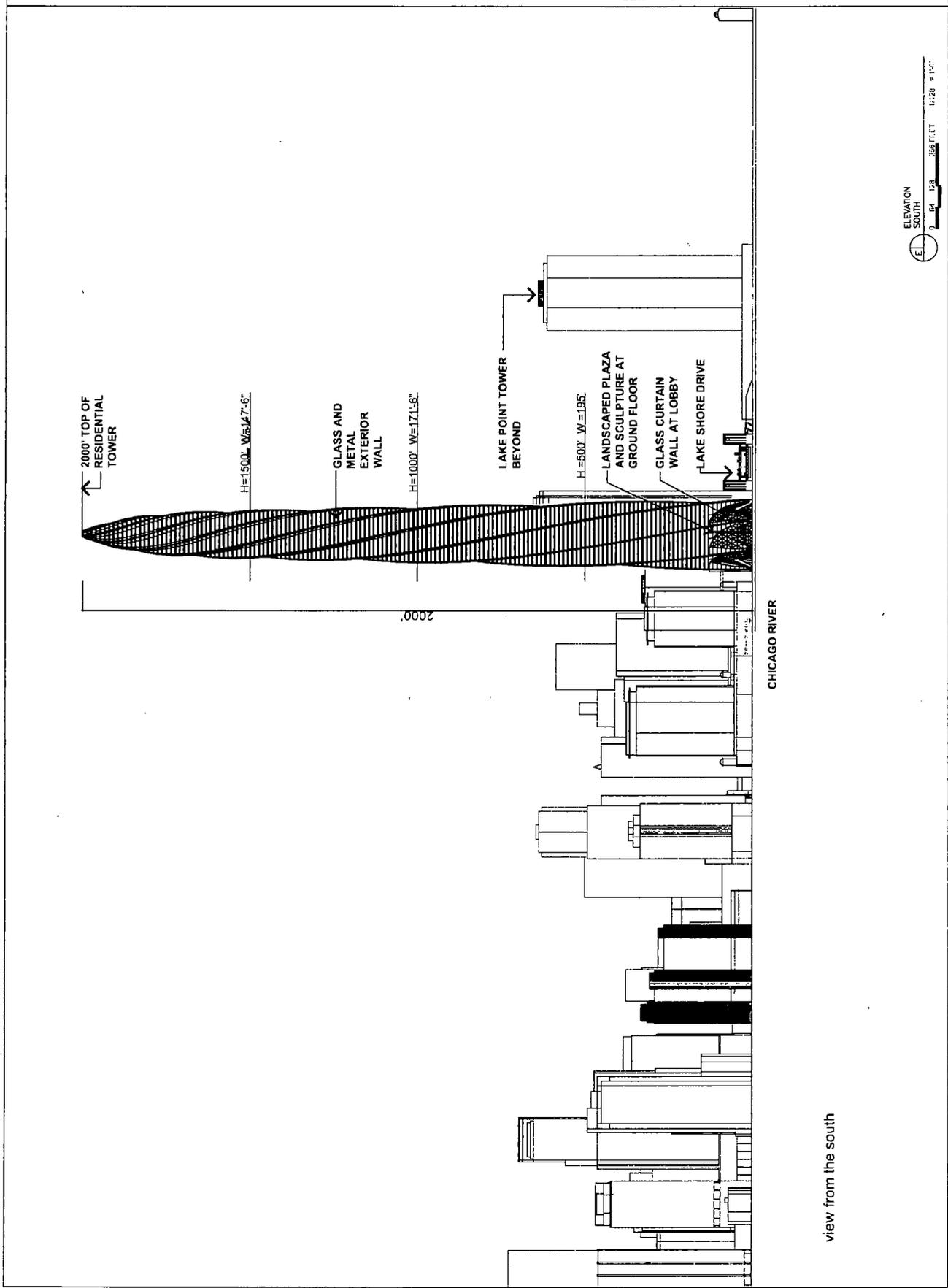






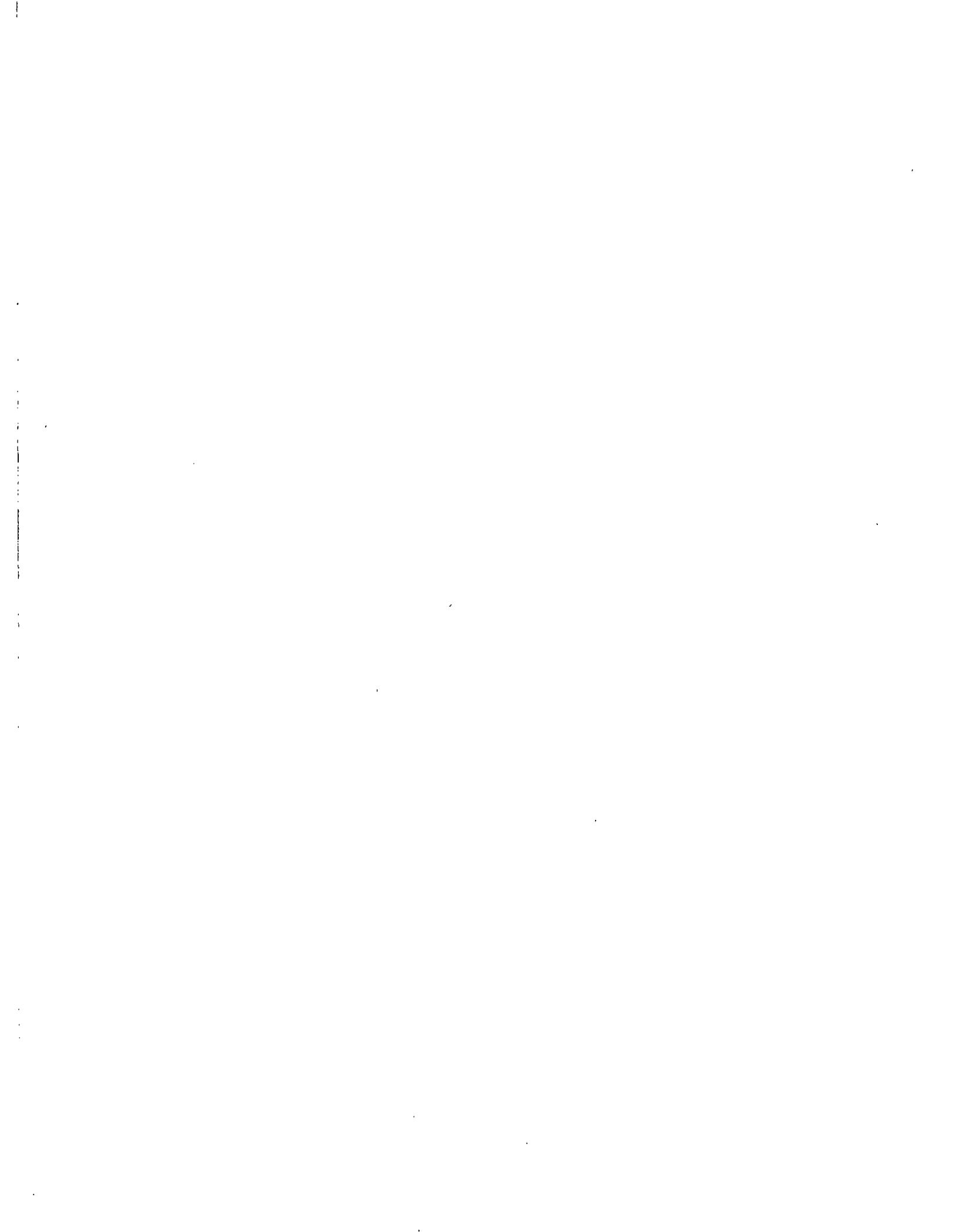


 <p><b>CHICAGO SPIRE</b> CHICAGO USA</p>		<p><b>SANTIAGO CALATRAVA</b> ARCHITECT AND PARTNER</p> <p><small>ARCHITECTS ASSOCIATES, INC. (AIA) 1100 N. LAKE SHORE DRIVE, SUITE 2000, CHICAGO, IL 60611 TEL: 312.427.1200 FAX: 312.427.1201 WWW.CALATRAVA.COM</small></p>	<p><b>PERKINS + WILL</b></p> <p><b>Thornton Tomasetti</b></p> <p><i>Capella</i> FOR INTERIORS</p>	<p><b>PLAN DEVELOPMENT SUBMITTAL</b> 04.19.2007</p> <p><b>SOUTH BUILDING ELEVATION EXHIBIT # 14</b></p>	<table border="1"> <tr> <td>DATE</td> <td>DESCRIPTION</td> </tr> <tr> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> </tr> </table>	DATE	DESCRIPTION						
DATE	DESCRIPTION												



**FINAL FOR PUBLICATION**







STANDARD CONTRACT DOCUMENTS, 10th EDITION, 2007  
PREPARED BY THE ARCHITECTURAL RECORD COMPANY  
FOR THE ARCHITECT AND ENGINEER  
1100 N. LAKE SHORE DRIVE, SUITE 1000  
CHICAGO, ILL. 60611-3000

**Shelbourne**  
**CHICAGO SPIRE**  
CHICAGO, USA



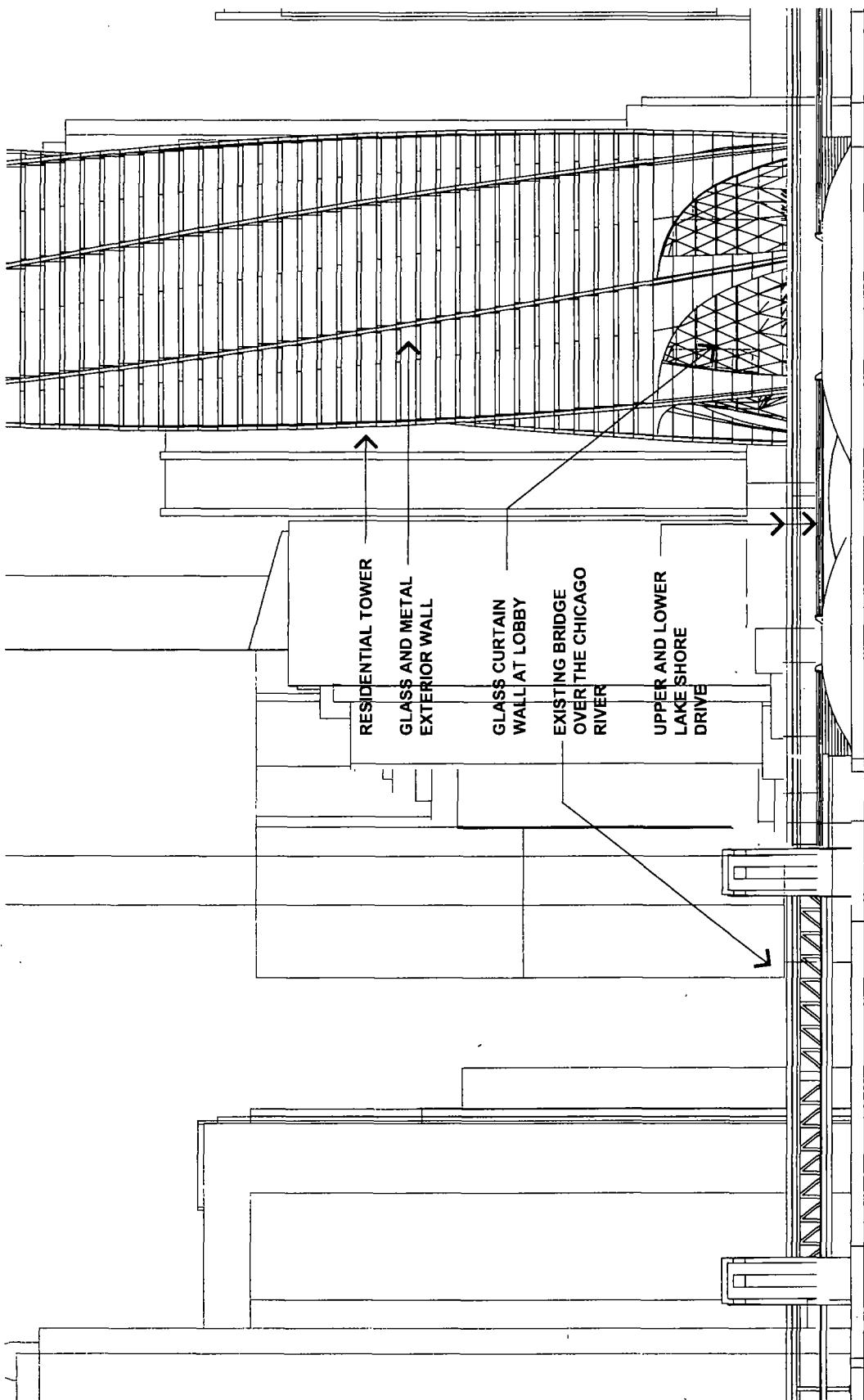
GROUP: 10 ARCHITECTS  
**SANTIAGO CALATRAVA**  
ARCHITECT AND ENGINEER

MEMBER OF THE ARCHITECTURAL RECORD COMPANY  
1100 N. LAKE SHORE DRIVE, SUITE 1000  
CHICAGO, ILL. 60611-3000  
TEL: 312.427.1000  
WWW.ARCHEX.COM

ARCHITECT OF RECORD  
**PERKINS  
+ WILL**  
Thornton Tomasetti  
*Chicago*  
700 N. LAKE SHORE DRIVE  
CHICAGO, ILL. 60611-3000

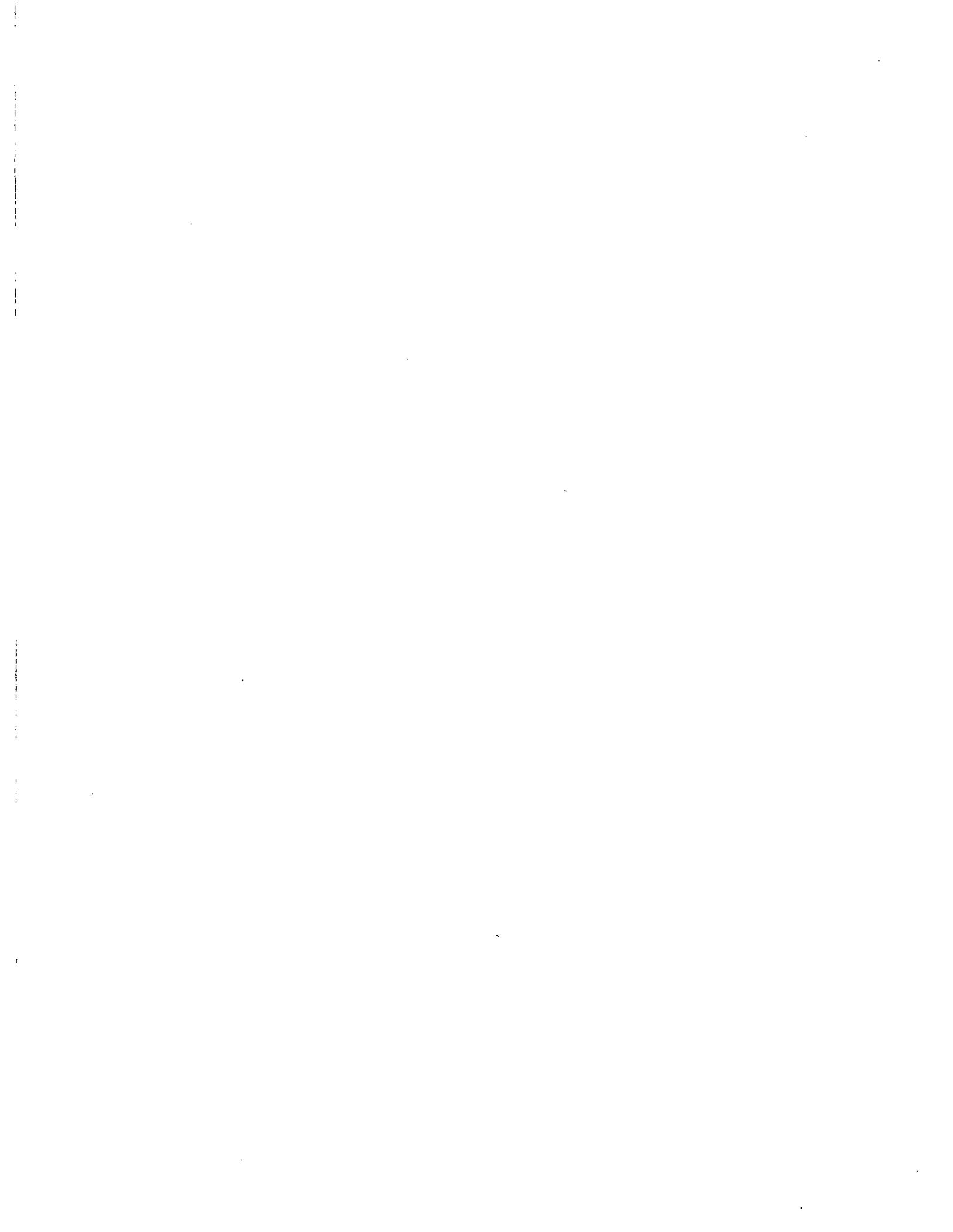
PLAN DEVELOPMENT  
SUBMITTAL  
04.19.2007  
PARTIAL ENLARGED  
EAST ELEVATION  
EXHIBIT # 17

NO.	DATE	DESCRIPTION
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5	04.19.2007	ISSUED FOR PERMITS
6	04.19.2007	ISSUED FOR PERMITS
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8	04.19.2007	ISSUED FOR PERMITS
9	04.19.2007	ISSUED FOR PERMITS
10	04.19.2007	ISSUED FOR PERMITS



ELEVATION EAST  
SCALE 0' = 1" 3/4  
64 FEET  
1/32" = 1'-0"

FINAL FOR PUBLICATION



**Shelbourne**  
**CHICAGO SPIRE**  
 CHICAGO, USA



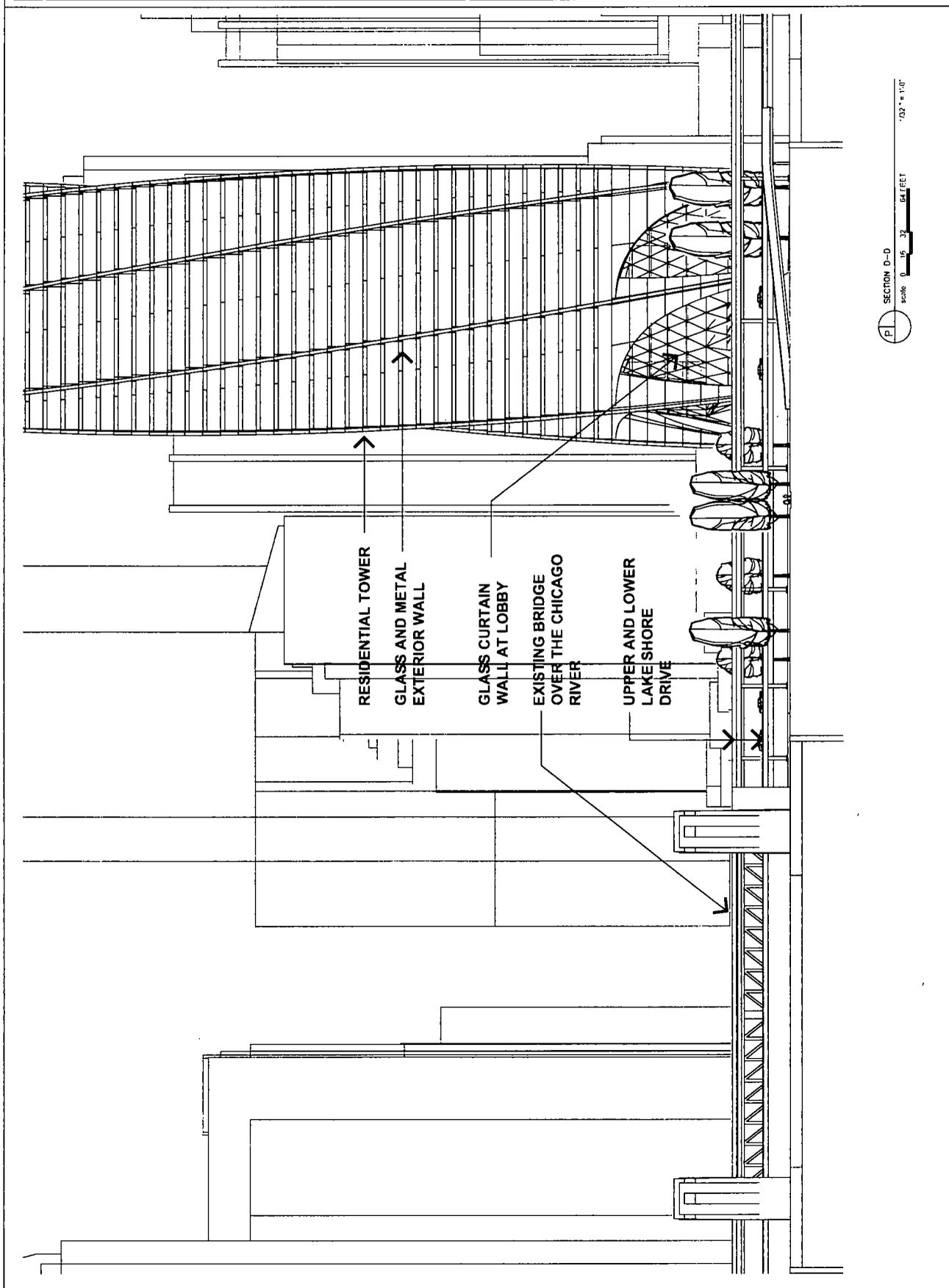
**SANTIAGO CALATRAVA**  
 ARCHITECT AND ENGINEER

**PERKINS + WILL**  
 Thornton Tomasetti  
*Case*

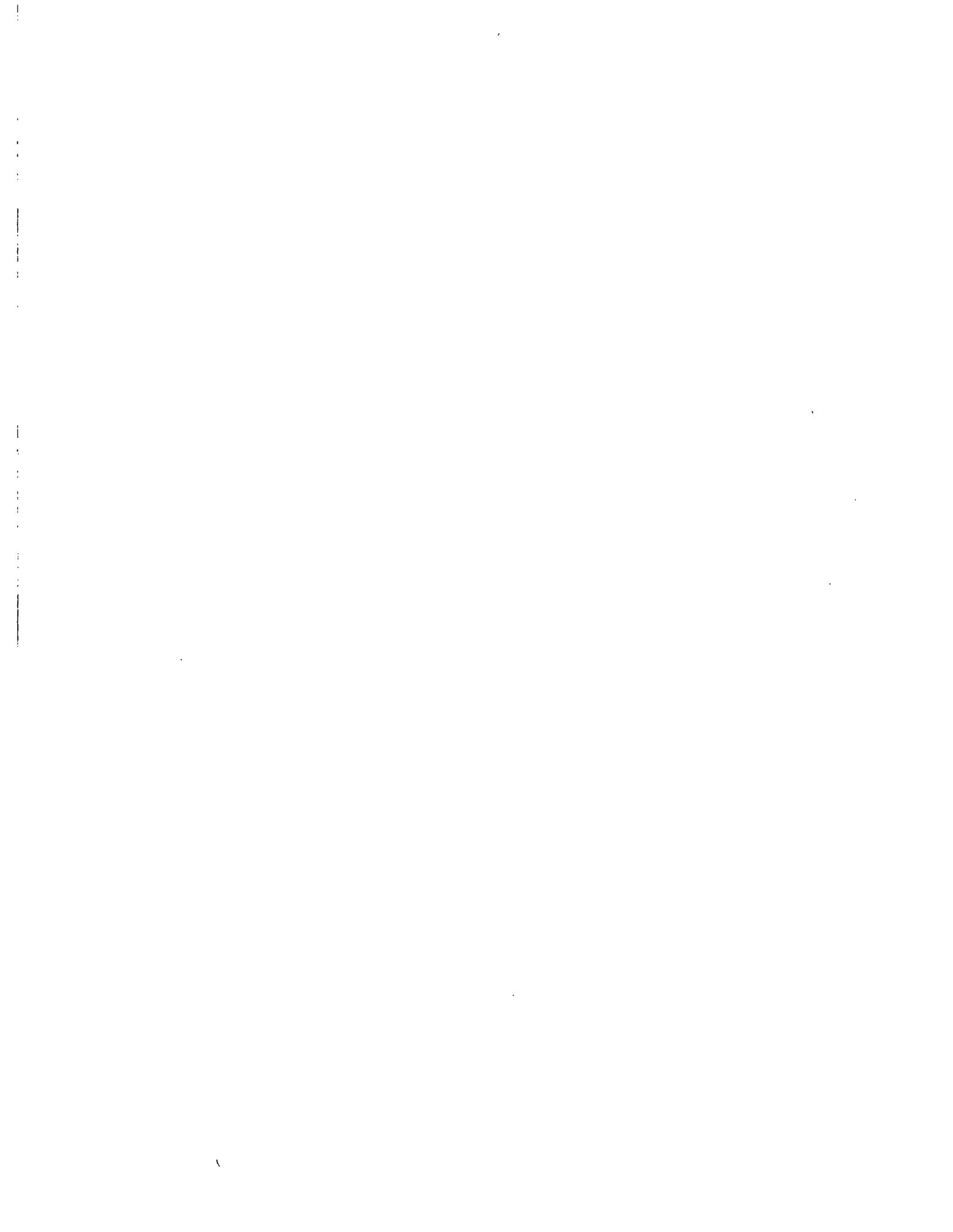
PLAN DEVELOPMENT  
 SUBMITTAL  
 04.19.2007

NORTH-SOUTH SITE  
 SECTION AT LAKE  
 SHORE DRIVE  
 EXHIBIT # 16

NO.	DATE	REVISION
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100		ISSUE DEVELOPMENT



SECTION D-D  
 SCALE 1/8" = 1'-0"  
 64 FEET





CHICAGO SPIRE  
CHICAGO, USA



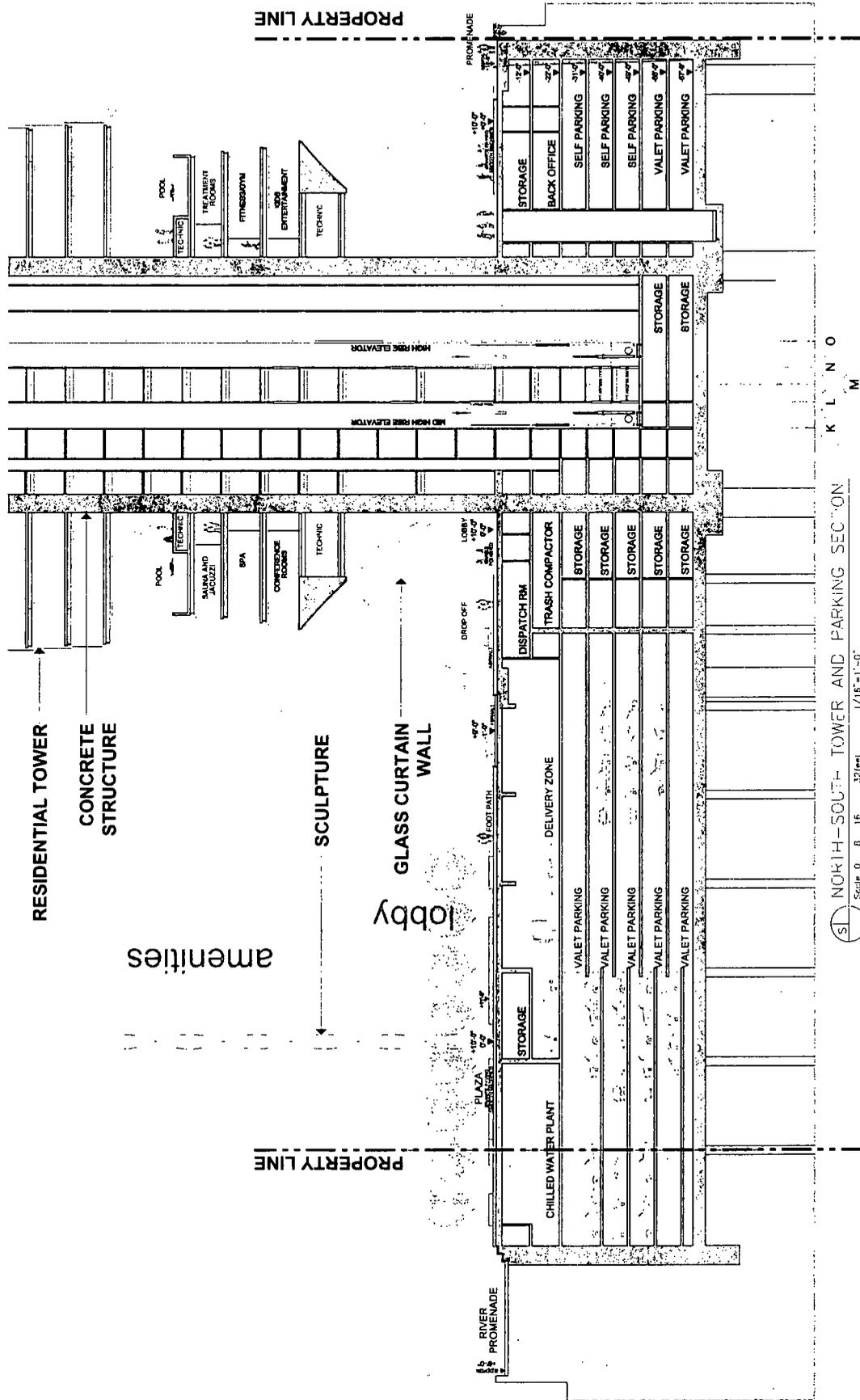
SANTIAGO CALATRAVA  
ARCHITECT AND DESIGNER

PERKINS  
WILL  
Thornton Tomasetti  
Cargill

PLAN DEVELOPMENT  
SUBMITTAL  
04.19.2007

NORTH-SOUTH TOWER AND  
PARKING SECTION  
EXHIBIT # 19

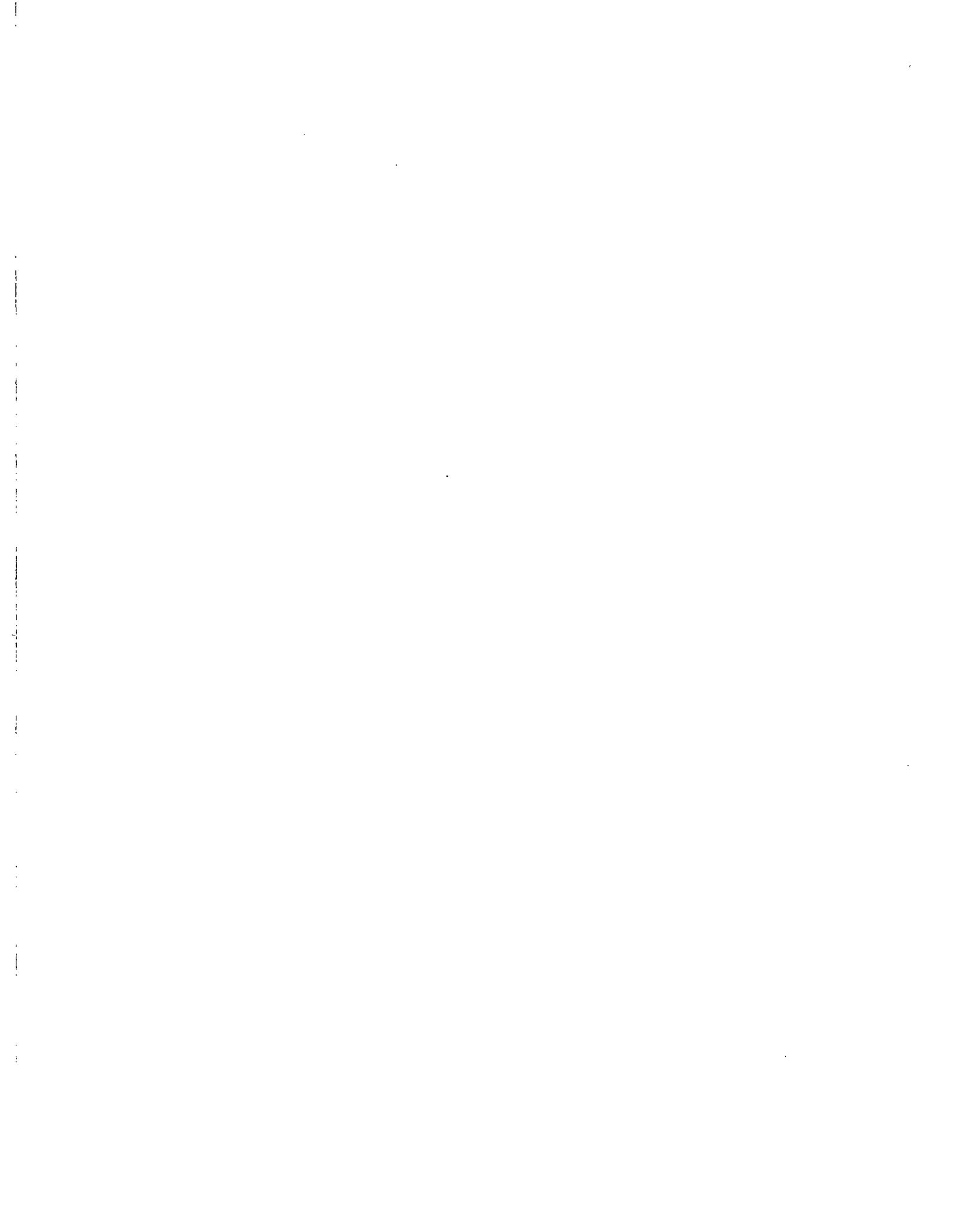
DATE	04.19.2007
BY	PERKINS WILL
CHECKED BY	THORNTON TOMASETTI
SECTION	TOWER AND PARKING
EXHIBIT	# 19
SCALE	1/16" = 1'-0"
PROJECT NO.	04-03-00-0000
DRAWING NO.	04-03-00-0000



Scale 0 8 16 32 feet 1/16"=1'-0"  
NORTH-SOUTH TOWER AND PARKING SECTION  
K L N O  
M

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CHICAGO SPIRE  
CHICAGO USA



SANTIAGO CALATRAVA  
ARCHITECT AND ENGINEER

THORNTON TOMASETTI  
PERKINS  
+ WILL

PLAN DEVELOPMENT  
SUBMITTAL  
04.19.2007

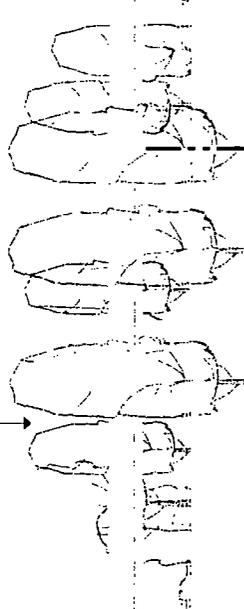
NORTH-SOUTH OVERVIEW  
SECTION  
EXHIBIT # 21

PROPERTY LINE

PROPERTY LINE

DATE	DESCRIPTION
04/19/07	PLAN DEVELOPMENT SUBMITTAL
04/19/07	NORTH-SOUTH OVERVIEW SECTION EXHIBIT # 21

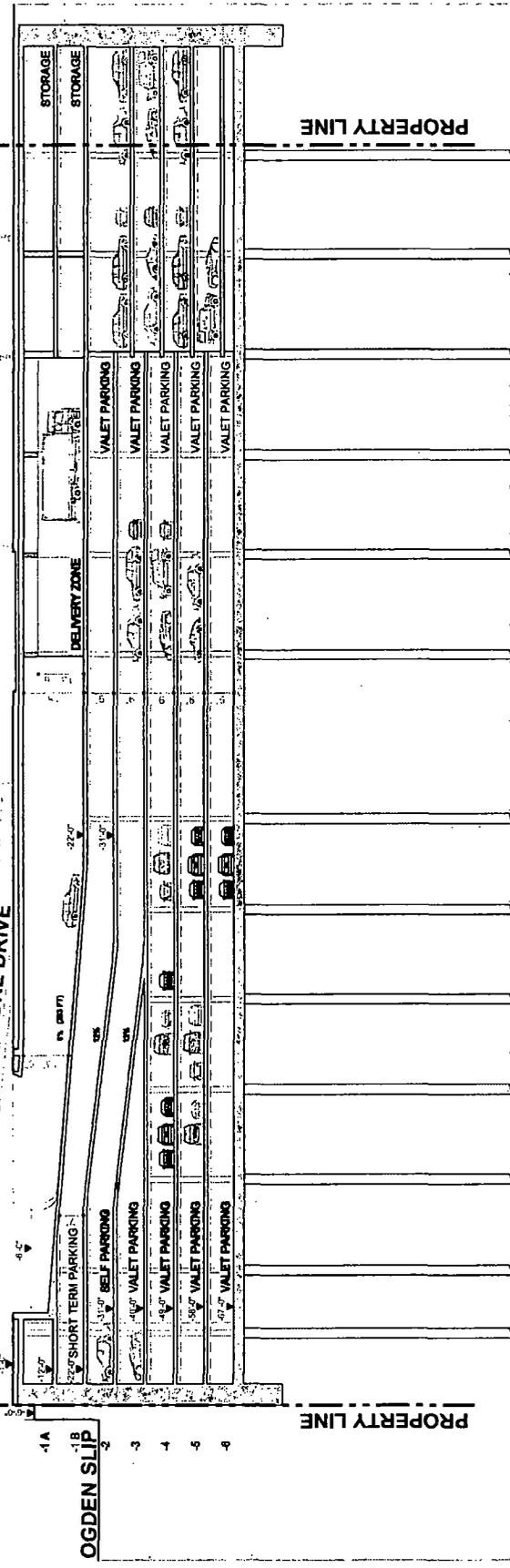
FUTURE DUSABLE PARK  
BEYOND LAKE SHORE DRIVE



UPPER LSD

LOWER LSD

NEW ACCESS RAMP FROM LAKE SHORE DRIVE

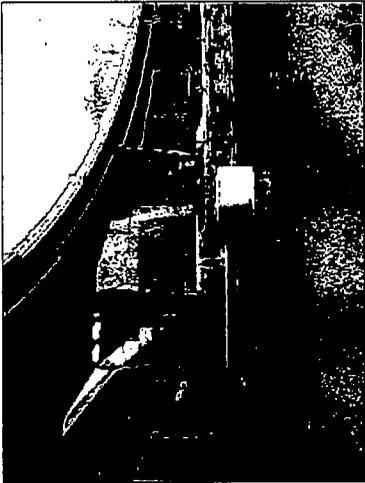
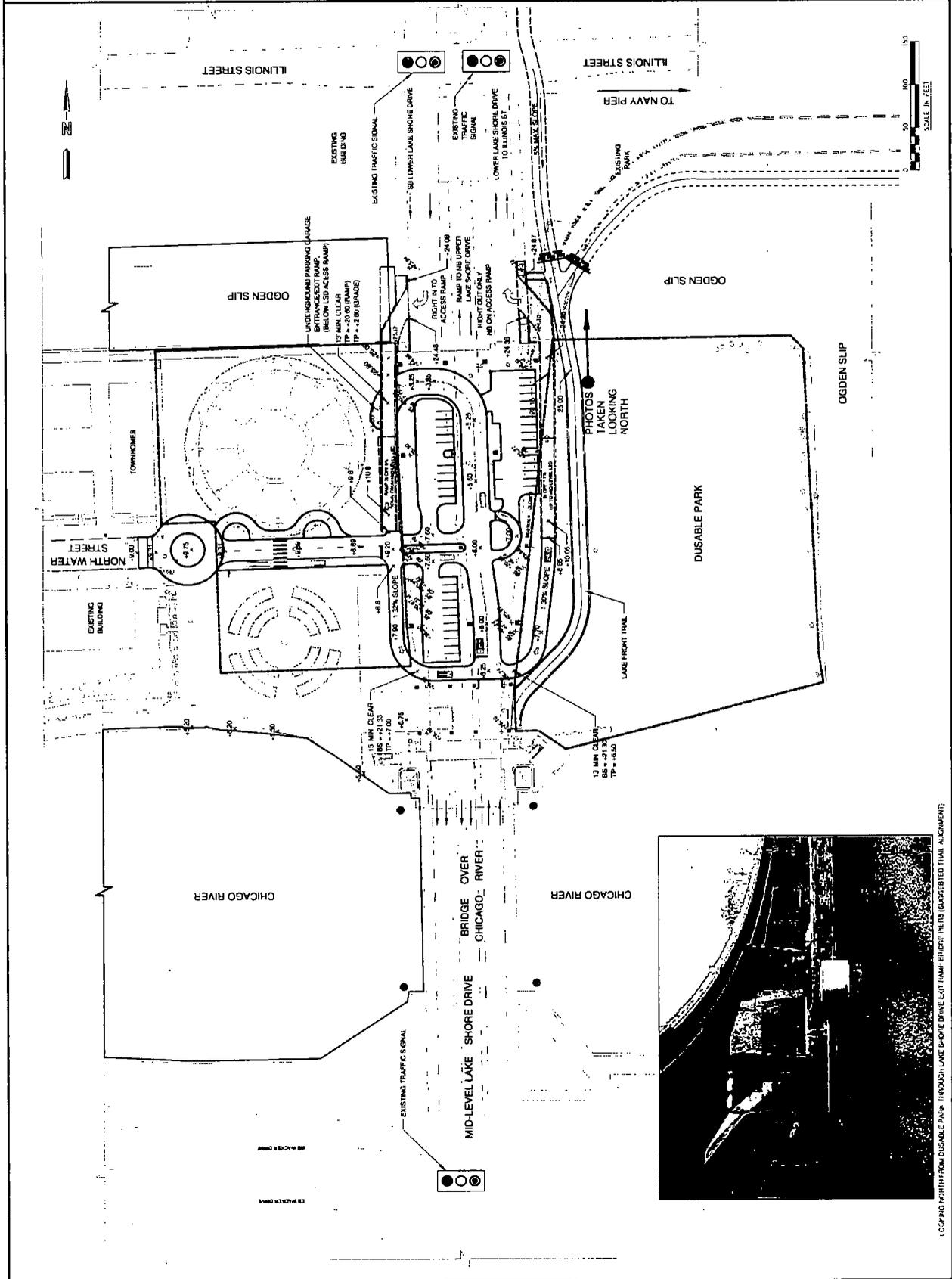


NORTH-SOUTH PARKING SECTION  
Scale 0' 8' 16' 32' feet  
1/16" = 1'-0"

FINAL FOR PUBLICATION

PERKINS + WILL  
Thornton Tomasetti  
*Cassella*

PLAN DEVELOPMENT SUBMITTAL 04.19.2007  
LAKE FRONT TRAIL ALIGNMENT ALTERNATE 1 EXHIBIT # 22



1. COPIED NORTH FROM DUSABLE PARK THROUGH LAKE SHORE DRIVE EAST RAMP BRIDGE PIERS (SUGGESTED TRAIL ALIGNMENT)

FINAL FOR PUBLICATION



**Shelbourne**  
CHICAGO SPIRE  
CHICAGO, USA



**SANTIAGO CALATRAVA**  
ARCHITECT AND DESIGNER

PERKINS  
WILL

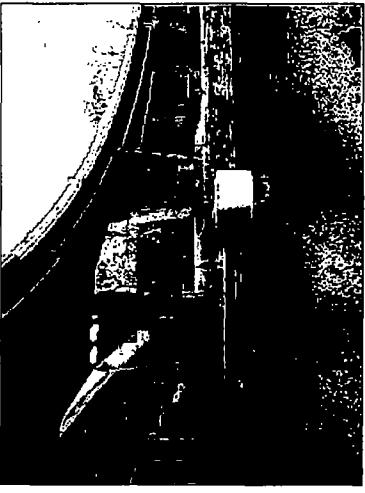
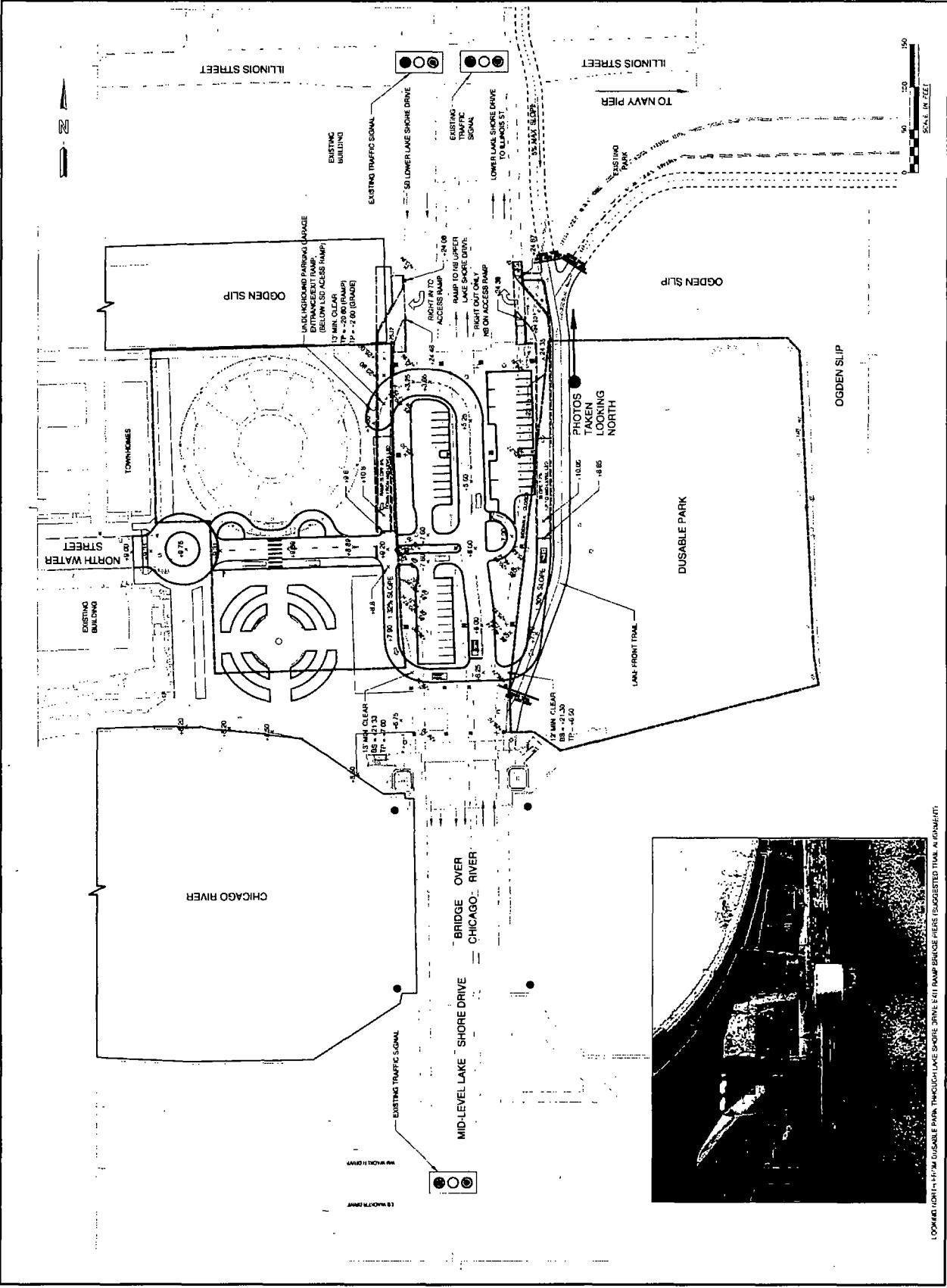
Thornton Tomasetti

*Consultant*

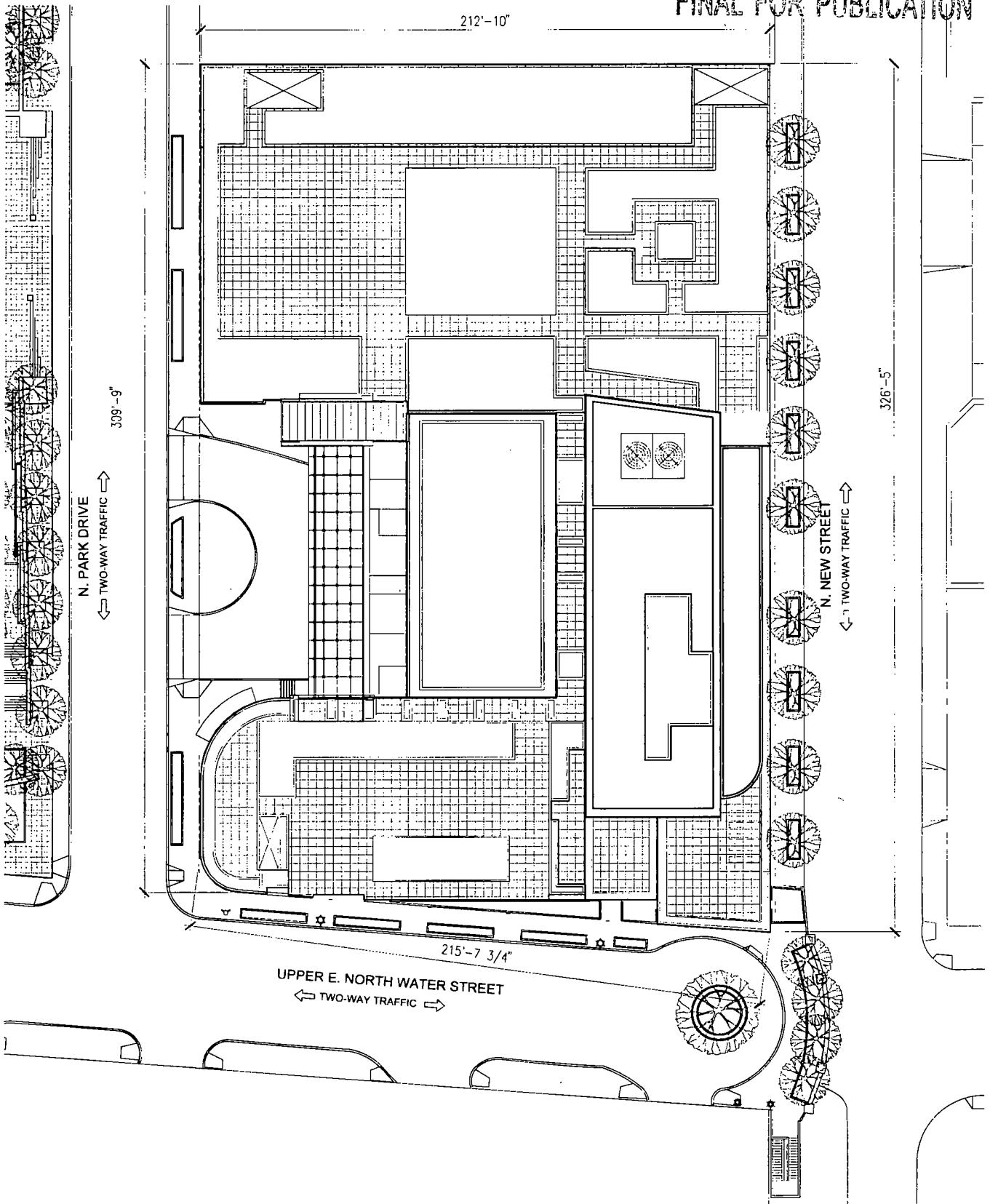
PLAN DEVELOPMENT  
SUBMITTAL  
04.19.2007

LAKE FRONT TRAIL  
ALIGNMENT ALTERNATE 2  
EXHIBIT # 23

DESIGN DEVELOPMENT	DATE	BY	CHKD
LAKE FRONT TRAIL ALIGNMENT	11/11/06	J. L. W.	C. M.
SCALE IN FEET	0	90	180



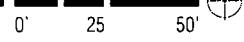
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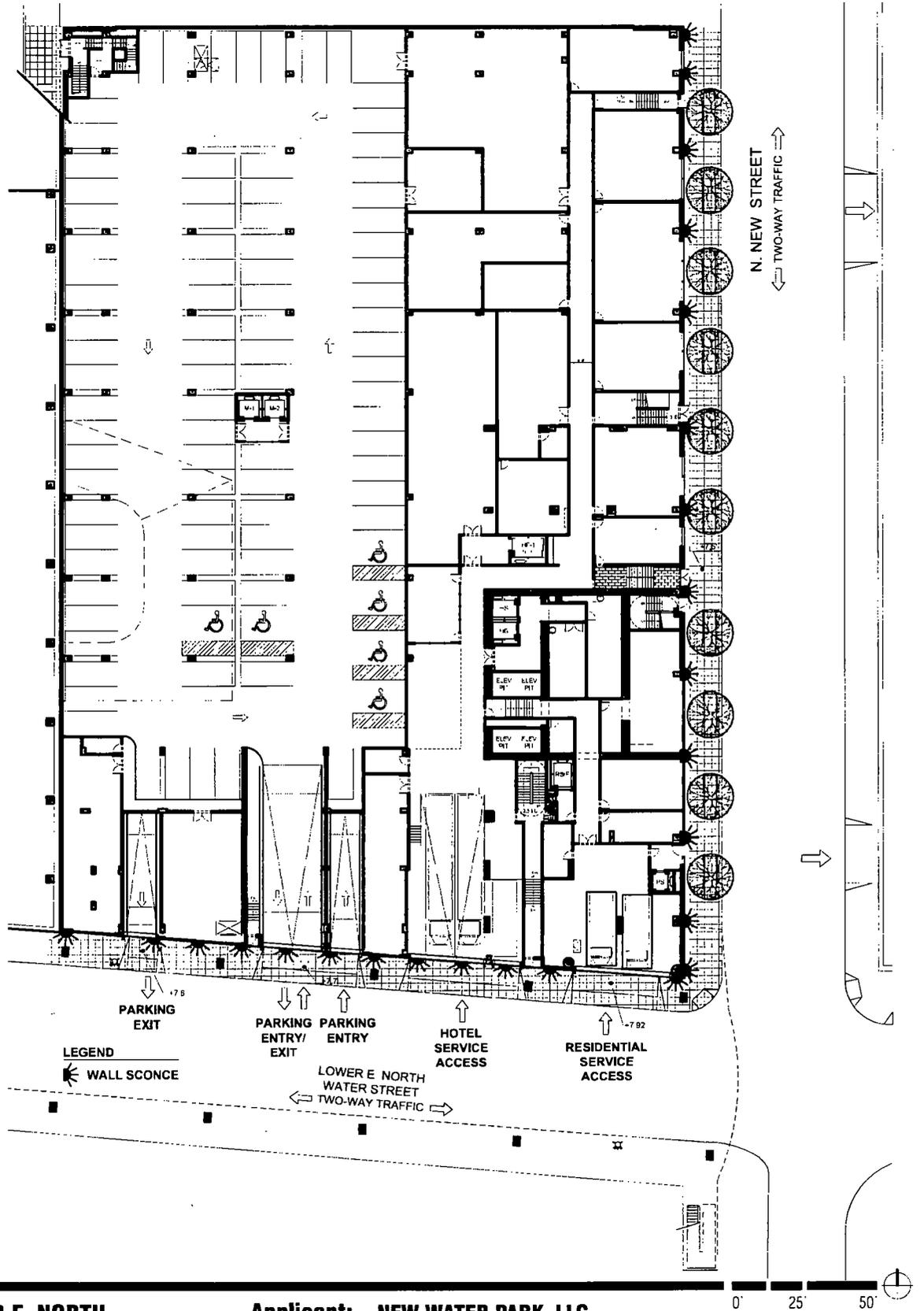


**OVERALL SITE PLAN**

**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:**





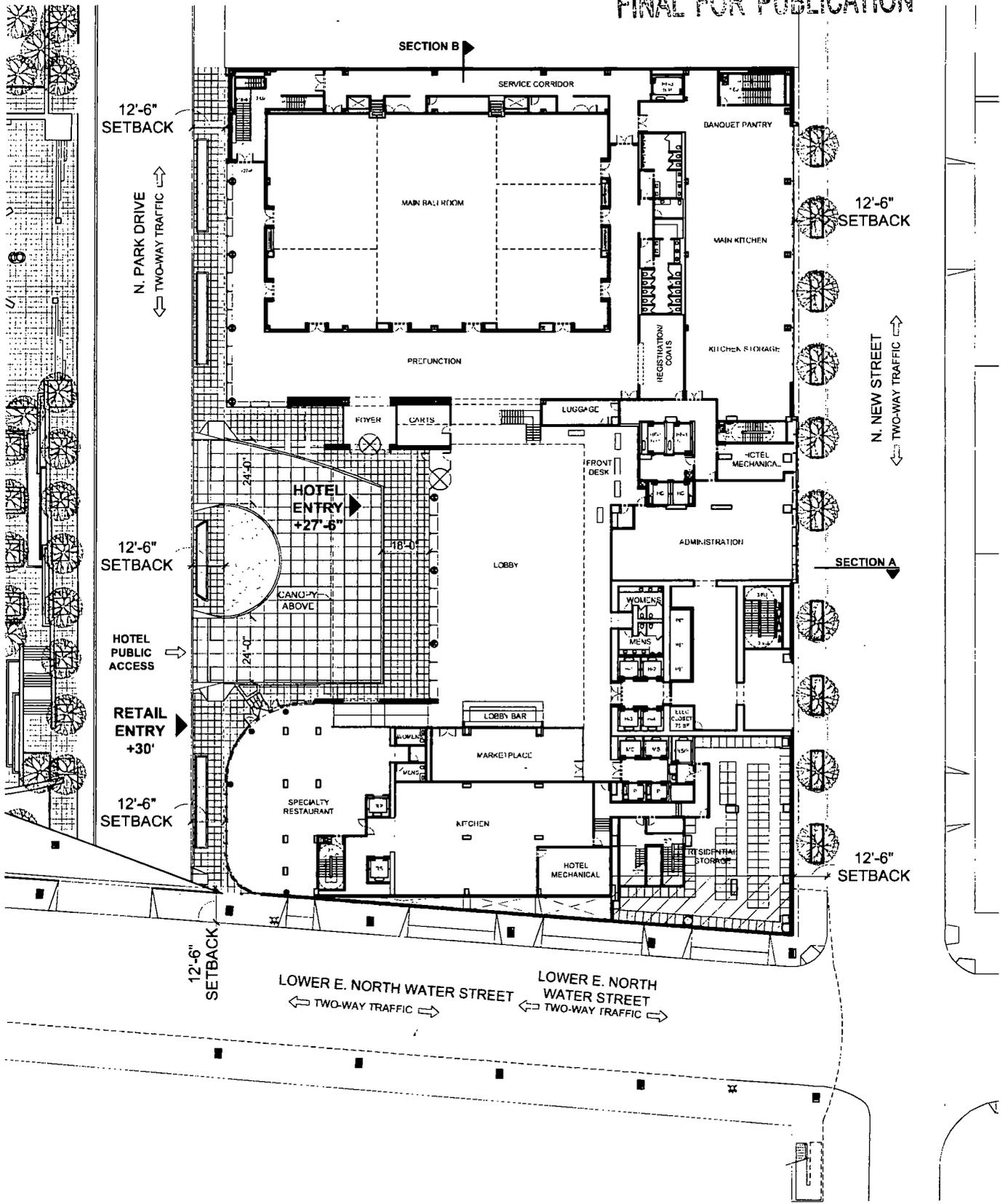
**LOWER E. NORTH  
WATER STREET PLAN**



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

**Date:** May 24, 2012  
**Revised:**



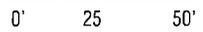
**NORTH PARK DRIVE STREET PLAN**

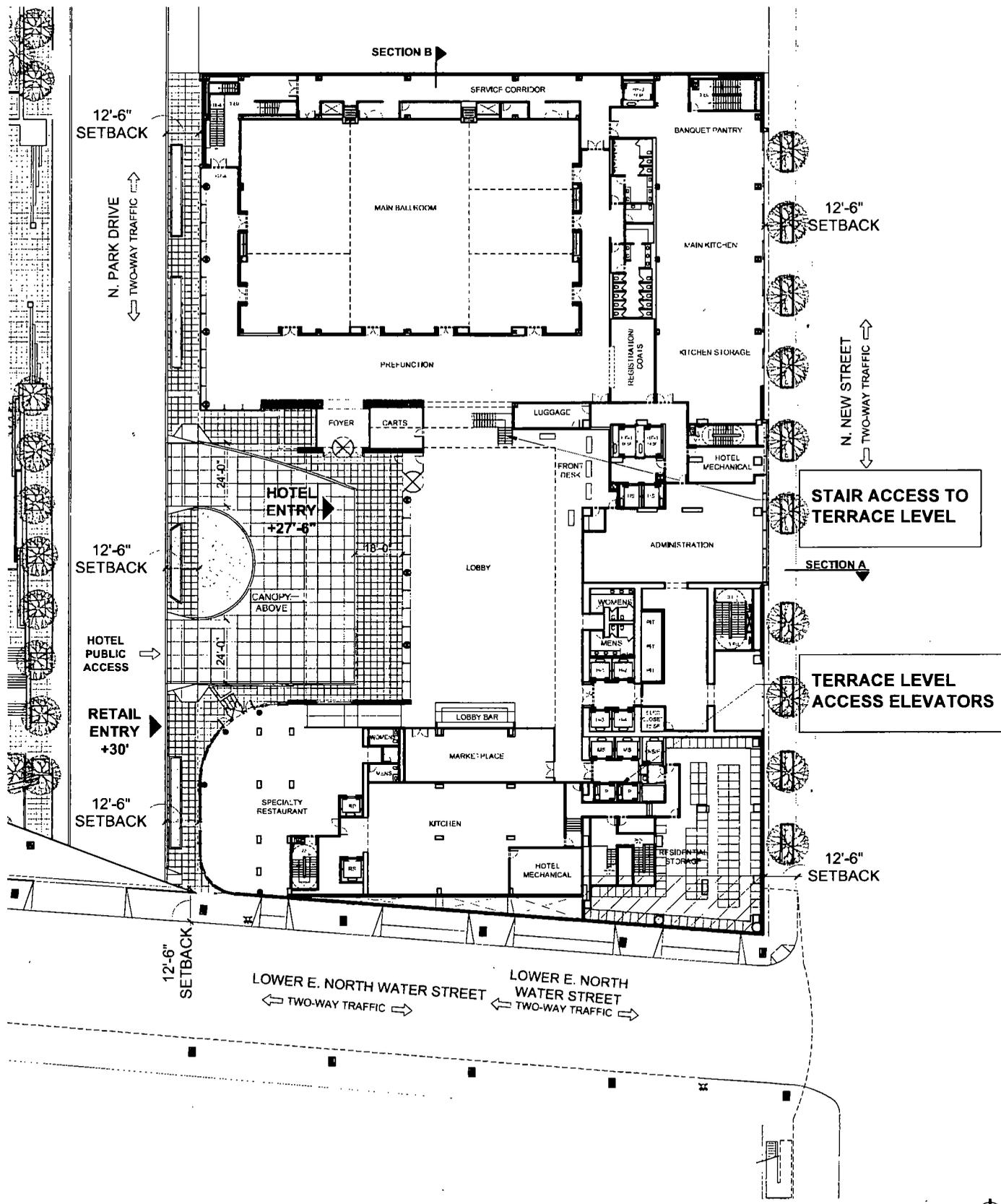


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**Address:** 320-42 E. Upper North Water St.;  
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 432-62 N. New St.

**Date:** May 24, 2012  
**Revised:**





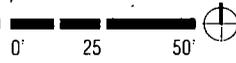
**NORTH PARK DRIVE STREET  
WAYFINDING PLAN**

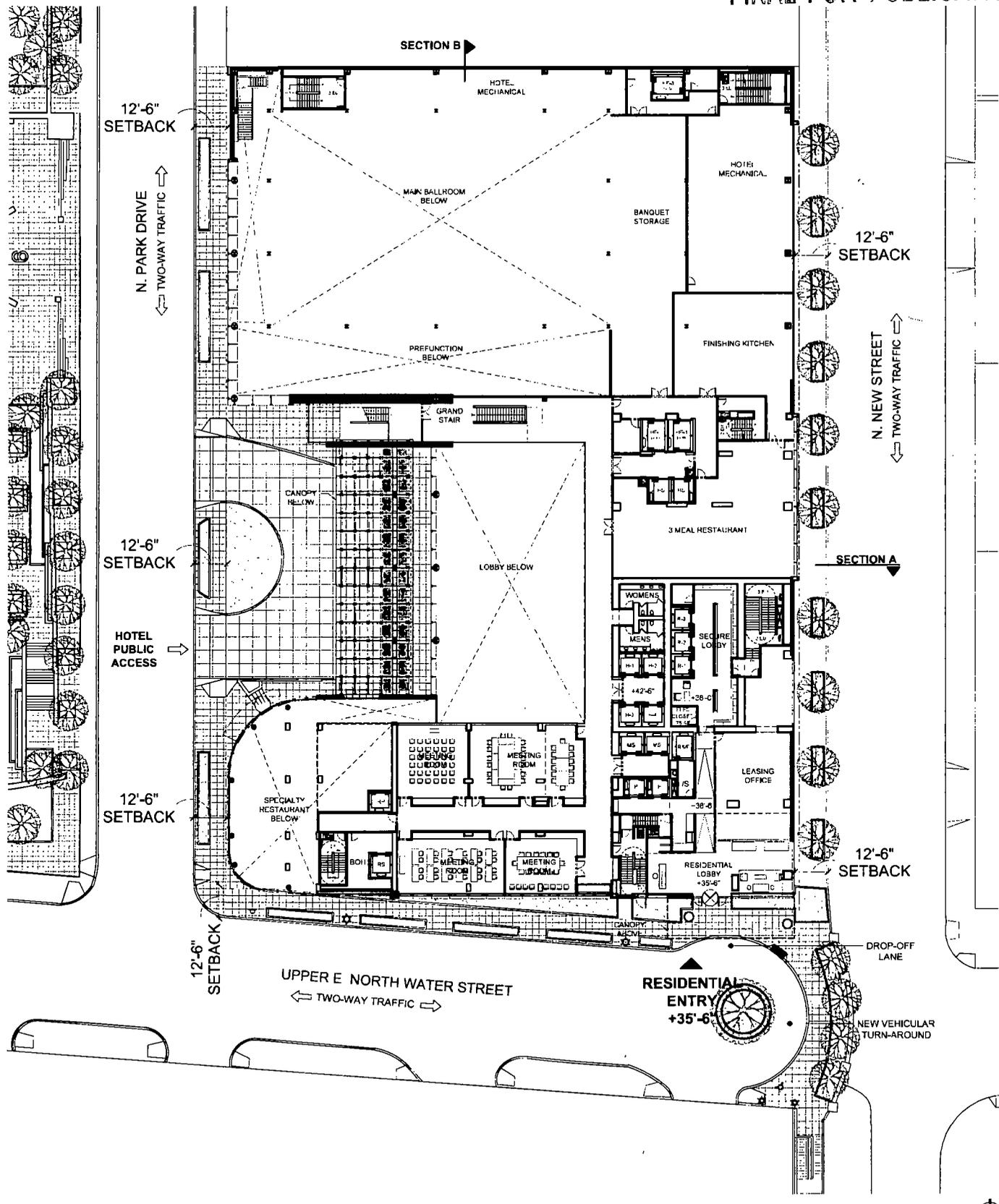


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 432-62 N. New St.

**Date:** May 24, 2012  
**Revised:**



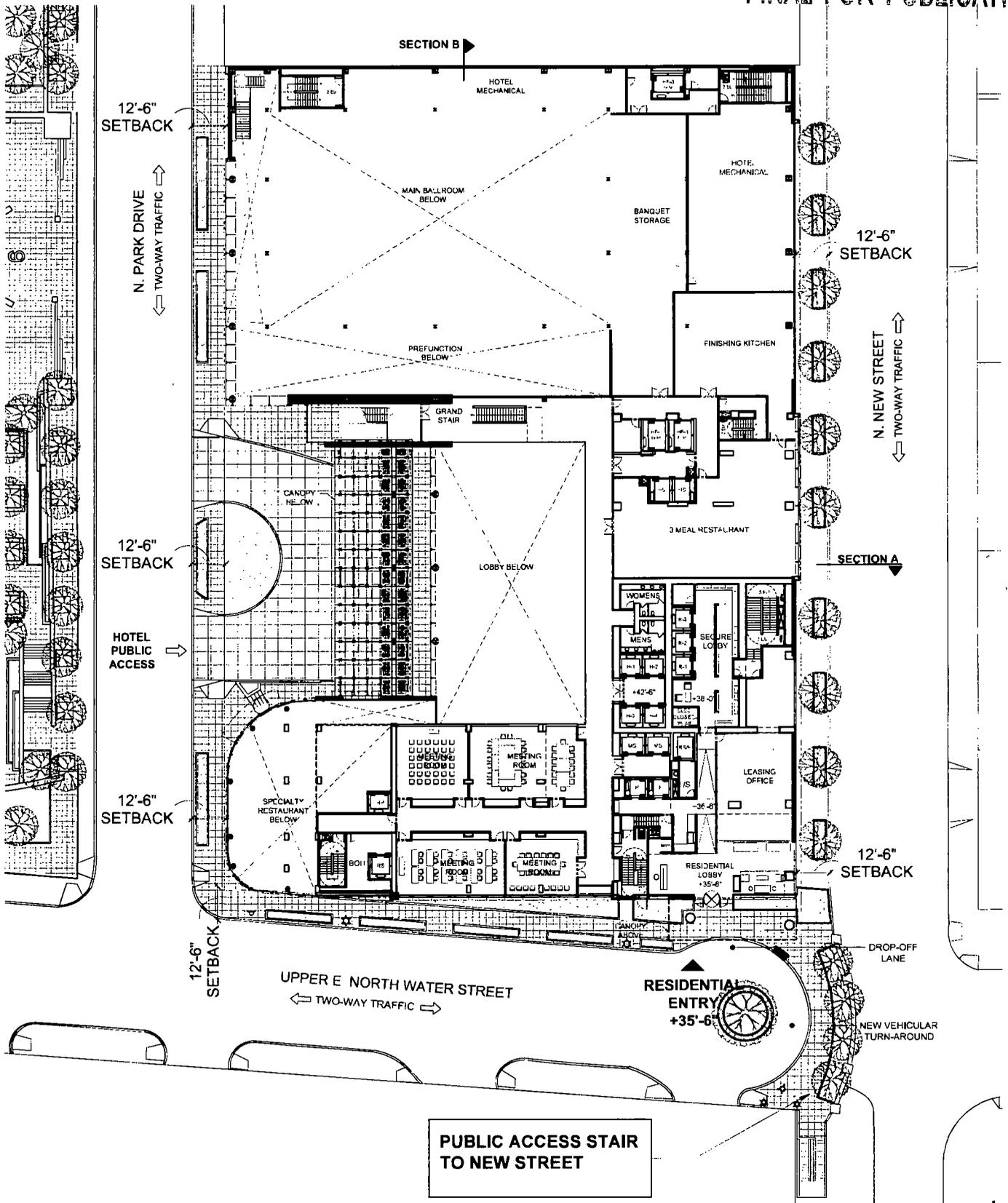


**UPPER E. NORTH WATER STREET PLAN**

**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:**





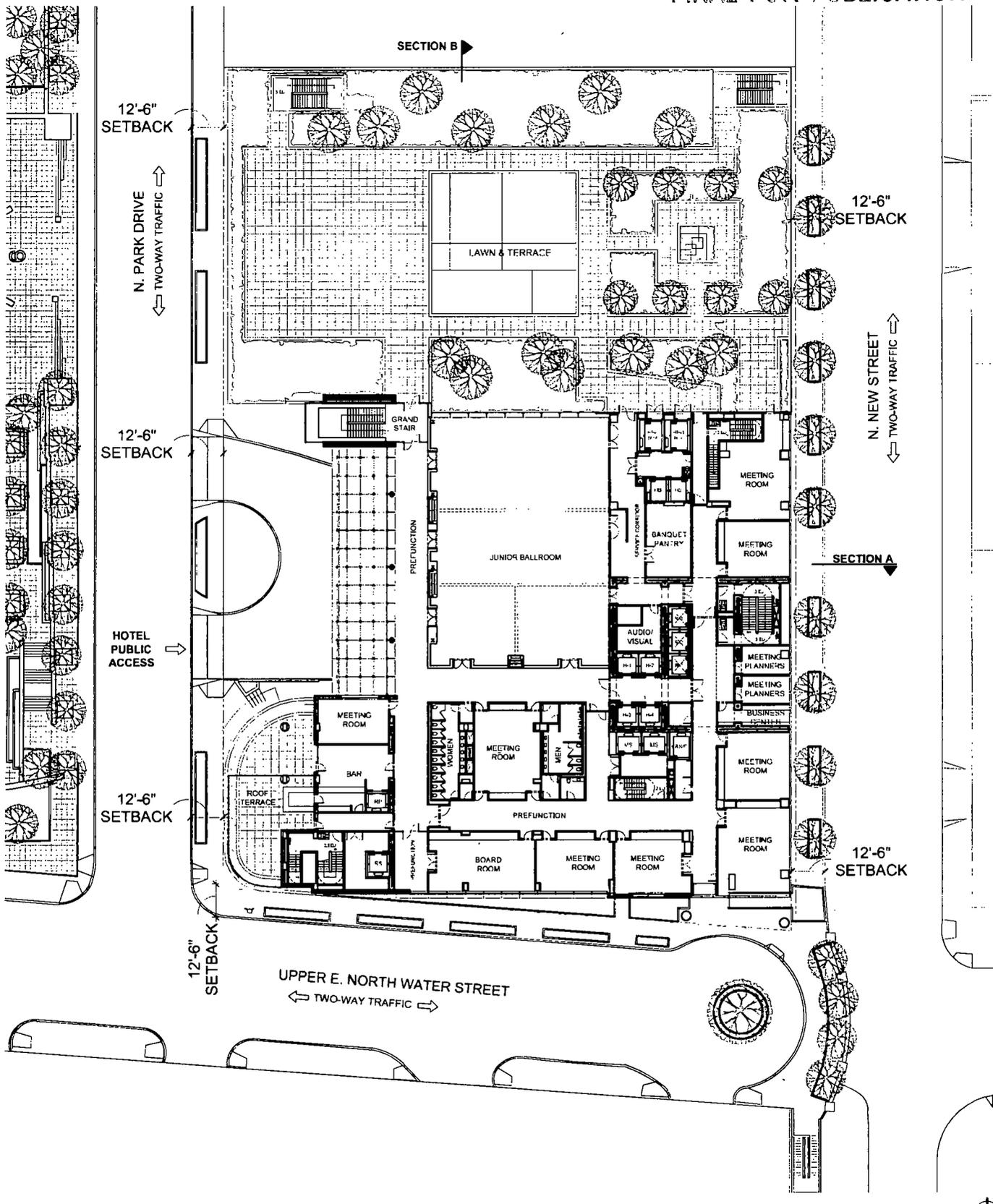
**UPPER E. NORTH WATER STREET WAYFINDING PLAN**

**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  
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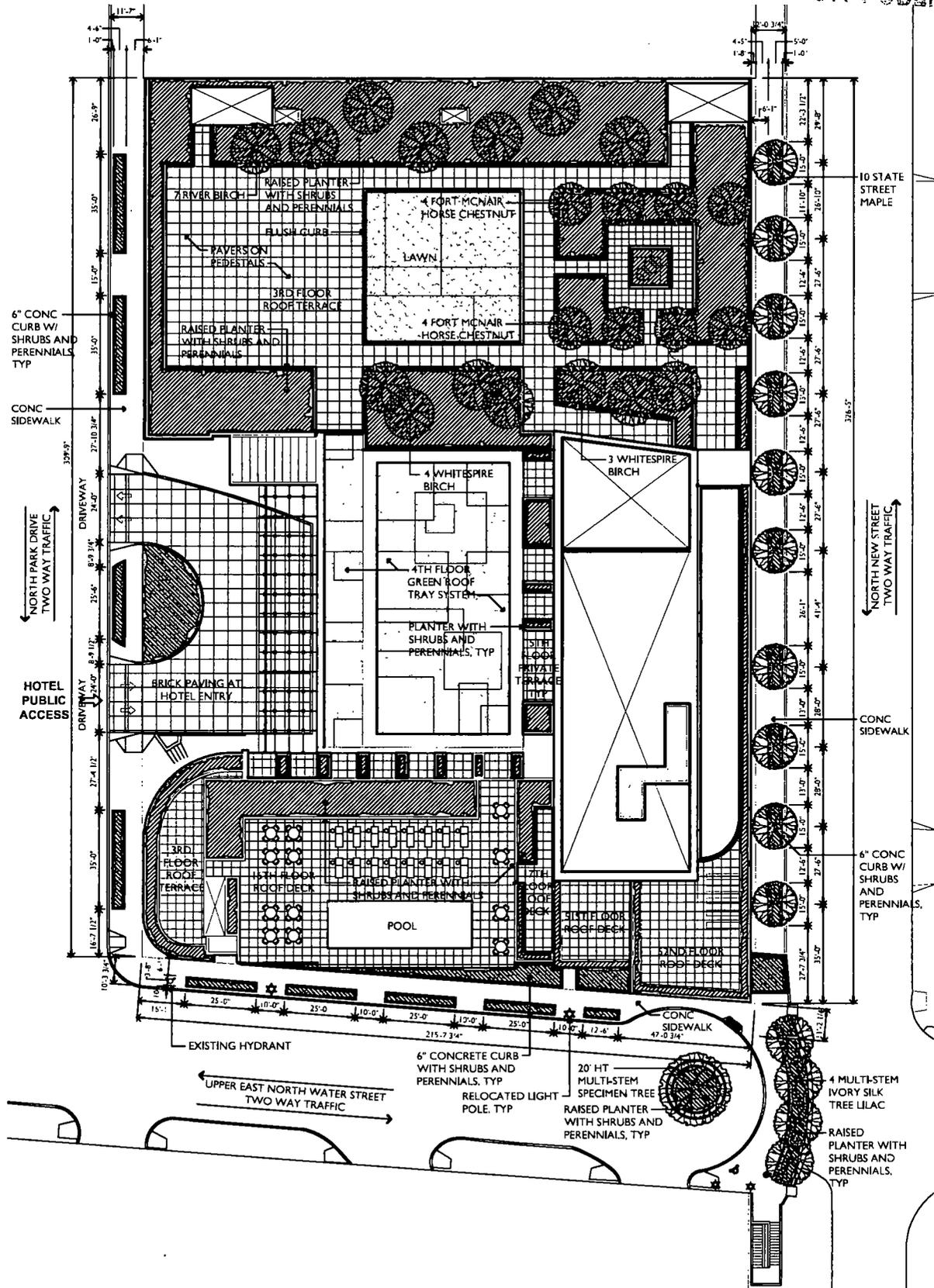


**TERRACE LEVEL PLAN**

**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:**





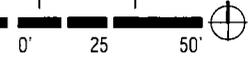
**LANDSCAPE PLAN**

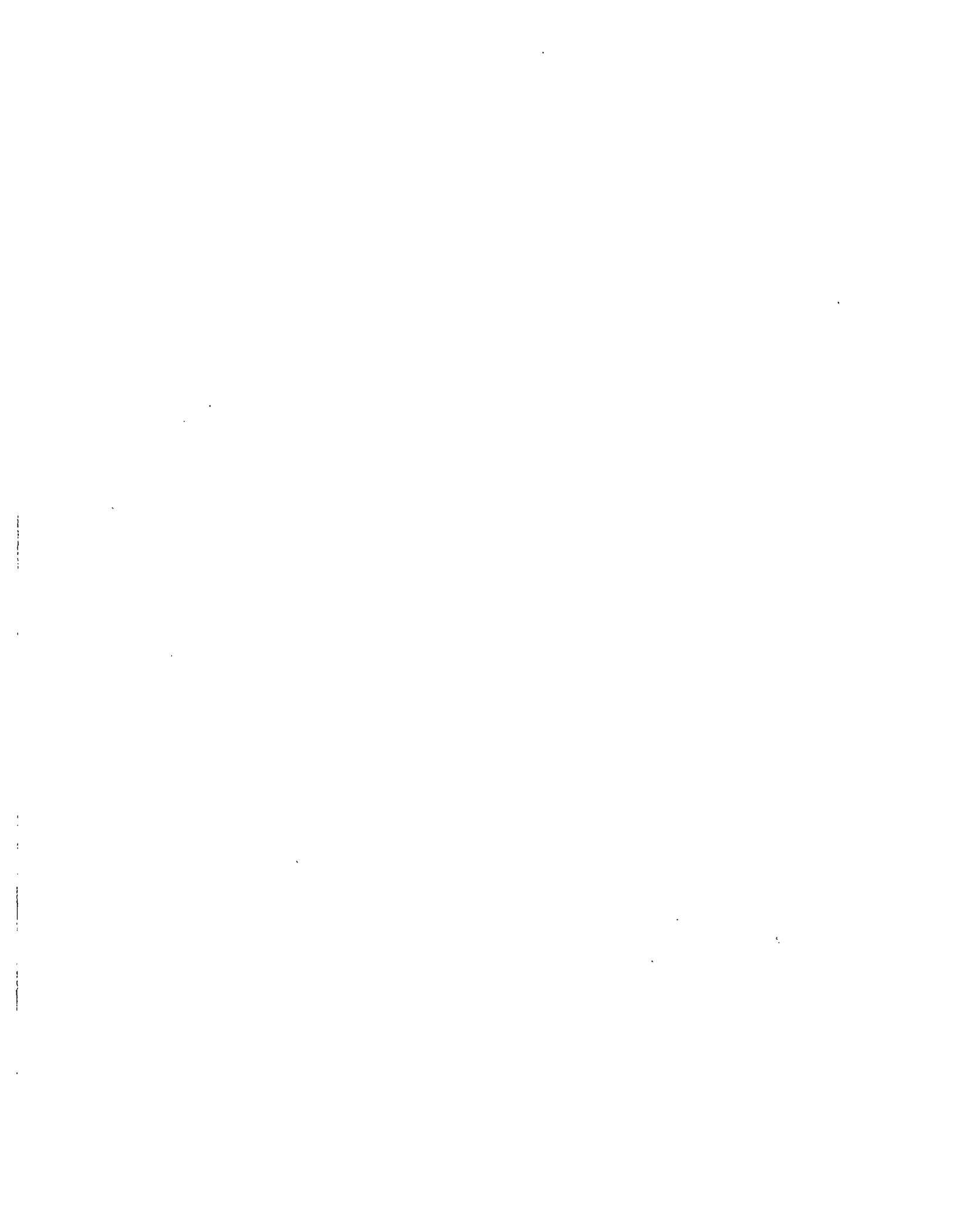
**Applicant:** NEW WATER PARK, LLC  
**Address:** 320-42 E. Upper North Water St.;  
 435-463 N. Park Dr.; &  
 432-62 N. New St.

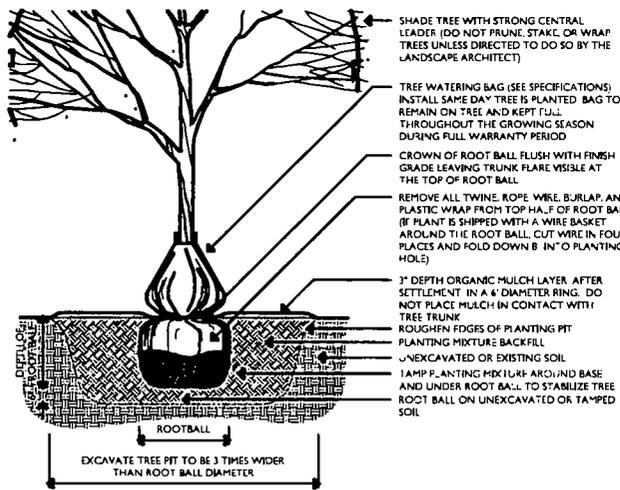
**Date:** May 24, 2012  
**Revised:**



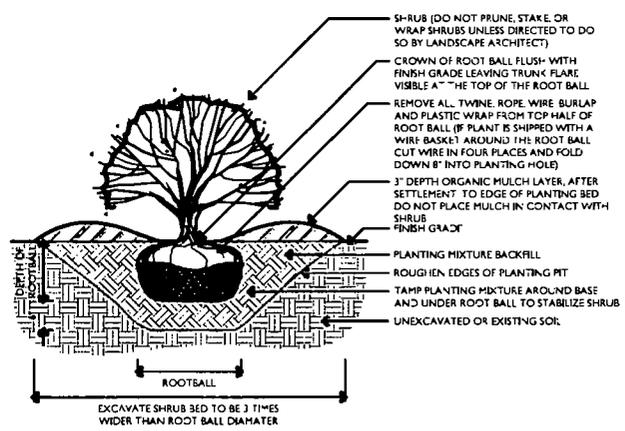
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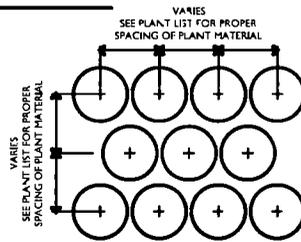
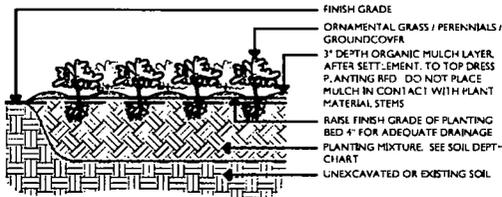




**1 TREE INSTALLATION DETAIL**



**2 SHRUB INSTALLATION DETAIL**



**SOIL DEPTH CHART**

LANDSCAPE AREAS	DEPTH IN INCHES
LAWN AREAS (SOD)	12
LAWN AREAS (SEED)	NA
PLANTING BEDS - PERENNIALS	18 PLANTING MIX
PLANTING BEDS - MEDIUM AND SMALL SHRUBS	18 PLANTING MIX
RAISED PLANTERS	48 PLANTING MIX
SHADE AND ORNAMENTAL TREES	PER TREE INSTALLATION DETAIL

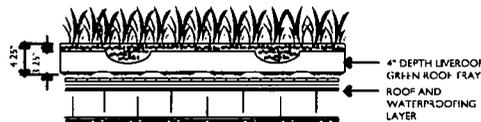
NOTE THE CONTRACTOR IS TO SUPPLY SOIL FILL MATERIAL TO THE DEPTHS INDICATED ON THE CHART BELOW

**3 GROUNDCOVER AND PERENNIAL INSTALLATION DETAIL**

**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	
TREES	ACFM	AESCULUS X CARNEA 'FORT MCNAIR'	FORT MCNAIR HORSECHESTNUT	8	4"	-	-	B&B	SINGLE STRAIGHT TRUNK, SPECIMEN QUALITY	
	AMMO	ACER MIYABEI 'MORTON'	STATE STREET MAPLE	10	4"	-	-	B&B		
	APEQ	ACER PLATANOIDES 'EMERALD QUEEN'	EMERALD QUEEN NORWAY MAPLE	-	4"	-	-	B&B		
	BN	BETULA NIGRA	RIVER BIRCH	7	-	16'	-	B&B	MULTI-STEM, 4-5 STEMS MINIMUM	
SHRUBS	BPJW	BETULA PLATYPHYLLA VAR JAPONICA 'WHITESPIRE'	WHITESPIRE JAPANESE WHITE BIRCH	7	-	16'	-	B&B		
	SRIS	SYRINGA RETICULATA 'IVORY SILK'	IVORY SILK TREE LILAC	4	-	12'	-	B&B		
	DS	DIERVILLA SESSILIFOLIA	SOUTHERN BUSH HONEYSUCKLE	-	-	24"	-	#5	4'-0" ON CENTER	
	JCSG	JUNIPERUS CHINENSIS SEA GREEN	SEA GREEN JUNIPER	-	-	-	24"	#5	4'-0" ON CENTER	
	JHP	JUNIPERUS HORIZONTALIS	ANDORRA COMPACT JUNIPER	-	-	-	18"	#5	3'-0" ON CENTER	
	POS	PHYSCARPUS OPUULIFOLIUS 'SEWARD'	SUMMER WINE NINEBARK	-	-	36"	-	#5	4'-0" ON CENTER	
	RAE	RIBES ALPINUM	ALPINE CURRANT	-	-	24"	-	#5	4'-0" ON CENTER	
	RAGL	RHUS AROMATICA 'GRO-LOW'	GRO-LOW SUMAC	-	-	24"	-	#5	3'-0" ON CENTER	
	RPKO	ROSA X 'PINK KNOCK OUT'	PINK KNOCKOUT ROSE	-	-	24"	-	#3	3'-0" ON CENTER	
	RRKO	ROSA X 'RED KNOCK OUT'	RED KNOCKOUT ROSE	-	-	24"	-	#3	3'-0" ON CENTER	
GRASSES	SBG	SPIREA X BUMALDA 'GOLDFLAME'	GOLDFLAME SPIREA	-	-	24"	-	#3	3'-0" ON CENTER	
	THW	TAXUS X MEDIA 'WARDII'	WARDS YEW	-	-	-	30"	B&B	3'-0" ON CENTER	
	CAKF	CALAMAGROSTIS ACUTIFLORA 'KARL FORESTER'	KARL FORESTER FEATHER REED GRASS	-	-	-	-	#3	2'-0" ON CENTER	
	MCM	MOLINIA CAERULEA 'MOORFLAMME'	MOORFLAMME PURPLE MOOR GRASS	-	-	-	-	#1	1'-6" ON CENTER	
	MSP	MISCANTHUS SINENSIS 'PURPURASCENS'	PURPLE MAIDEN GRASS	-	-	-	-	#3	3'-0" ON CENTER	
	PVS	PANICUM VIRGATUM 'SHENANDOAH'	SHENANDOAH RED SWITCH GRASS	-	-	-	-	#1	2'-0" ON CENTER	
	PAH	PENNISETUM ALOPECUROIDES 'HAMELN'	HAMELN DWARF FOUNTAIN GRASS	-	-	-	-	#1	2'-0" ON CENTER	
	SH	SPOROBOLUS HETEROLEPIS	PRAIRIE DROPS EED	-	-	-	-	#1	1'-6" ON CENTER	
	PERENNIALS / GROUNDCOVER	EFC	EUONYMUS FORTUNEI 'COLORATUS'	PURPLELEAF WINTERCREEPER	-	-	-	-	QT	1'-0" ON CENTER
		EPM	ECHINACEA PURPUREA 'MAGNUS'	MAGNUS PURPLE CONEFLOWER	-	-	-	-	#1	1'-6" ON CENTER
HSM		HEMEROCALLIS SPECIES MIX	DAYLILY	-	-	-	-	#1	1'-6" ON CENTER	
NF		NEPETA X FAASSENII	CATMINT	-	-	-	-	#1	1'-6" ON CENTER	
PQ		PARTHENOCISSUS QUINQUEFOLIA	VIRGINIA CREEPER	-	-	-	-	#1	3'-0" ON CENTER	



**4 4" DEPTH LIVEROOF GREEN ROOF TRAY**

L-2  
PLANT LIST AND DETAILS

**PLANT LIST & LANDSCAPE DETAILS**

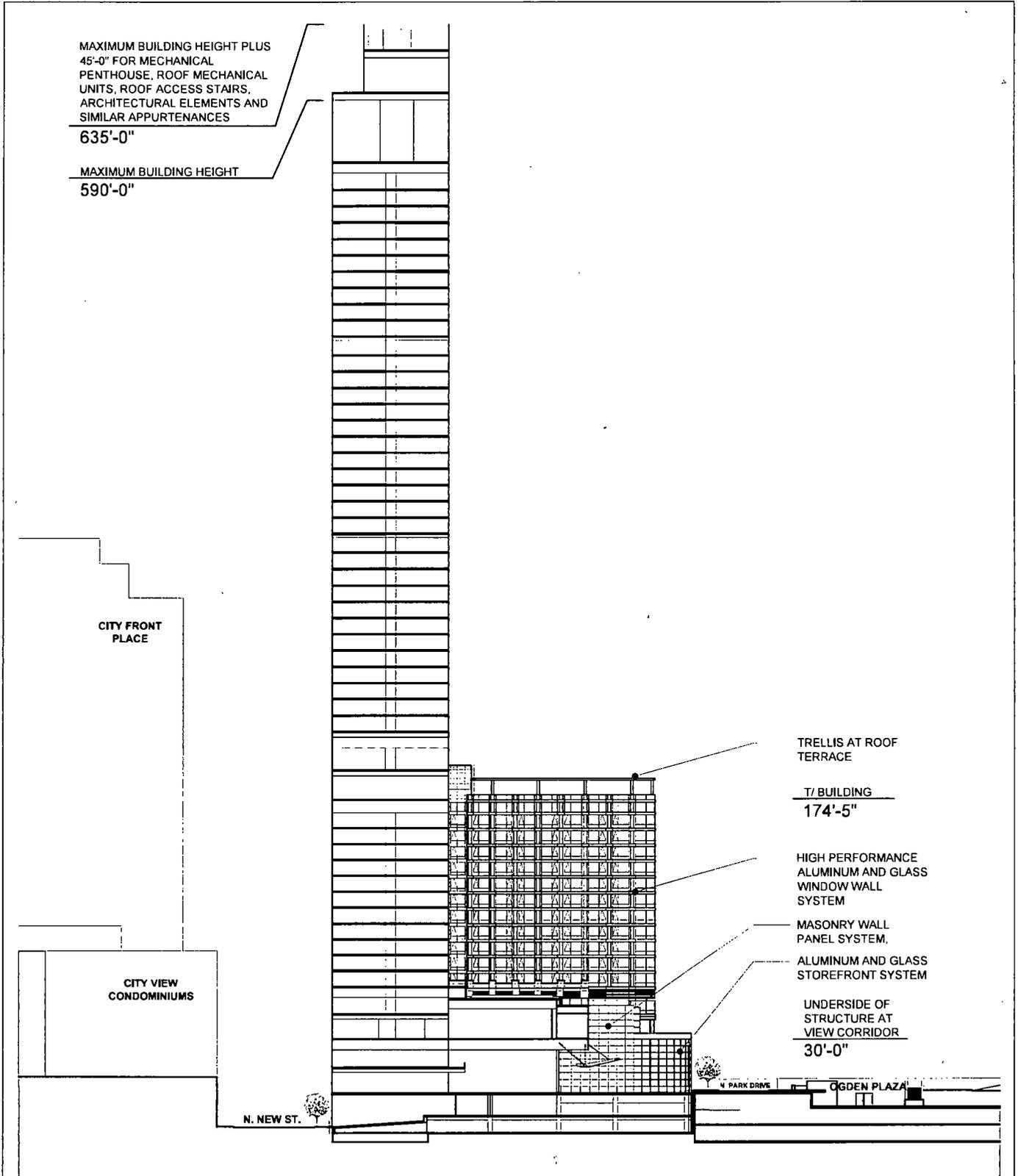


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**Date:** May 24, 2012  
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**OVERALL SECTION A AND PARTIAL NORTH ELEVATION**

**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:**



MAXIMUM BUILDING HEIGHT PLUS  
45'-0" FOR MECHANICAL  
PENTHOUSE, ROOF MECHANICAL  
UNITS, ROOF ACCESS STAIRS,  
ARCHITECTURAL ELEMENTS AND  
SIMILAR APPURTENANCES  
635'-0"

MAXIMUM BUILDING HEIGHT  
590'-0"

HIGH PERFORMANCE  
ALUMINUM AND GLASS  
WINDOW WALL SYSTEM

TRELLIS AT ROOF  
TERRACE

T/ BUILDING  
174'-5"

UNDERSIDE OF  
STRUCTURE AT  
VIEW CORRIDOR  
30'-0"

UPPER WATER  
STREET

LOWER WATER  
STREET

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

**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'



FINAL FOR PUBLICATION

MAXIMUM BUILDING HEIGHT PLUS  
45'-0" FOR MECHANICAL  
PENTHOUSE, ROOF MECHANICAL  
UNITS, ROOF ACCESS STAIRS,  
ARCHITECTURAL ELEMENTS AND  
SIMILAR APPURTENANCES

635'-0"

MAXIMUM BUILDING HEIGHT

590'-0"

RIVER EAST  
CENTER

HIGH PERFORMANCE  
ALUMINUM AND GLASS  
WINDOW WALL SYSTEM

EMBASSY  
SUITES HOTEL

TRELLIS AT ROOF  
TERRACE

T/ BUILDING  
174'-5"

MASONRY WALL  
PANEL SYSTEM

GLASS AND METAL  
STORE FRONT  
SYSTEM

UNDERSIDE OF STRUCTURE  
AT VIEW CORRIDOR  
30'-0"

N. PARK DRIVE

MASONRY WALL  
PANEL SYSTEM

ARCHITECTURAL  
CANOPY

CITY VIEW  
CONDOMINIUMS

PEDESTRIAN ENTRY

N. NEW  
STREET

PARKING EXIT  
PARKING ENTRY/EXIT

LOADING ENTRY  
PARKING ENTRY

UPPER E. NORTH  
WATER STREET

**SOUTH ELEVATION**

**Applicant:** NEW WATER PARK, LLC  
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432-62 N. New St.

0' 40' 80'



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MAXIMUM BUILDING HEIGHT PLUS  
45'-0" FOR MECHANICAL  
PENTHOUSE, ROOF MECHANICAL  
UNITS, ROOF ACCESS STAIRS,  
ARCHITECTURAL ELEMENTS AND  
SIMILAR APPURTENANCES  
635'-0"

MAXIMUM BUILDING HEIGHT  
590'-0"

BUILDING ELEVATION BEYOND  
SEE EXHIBIT "WEST ELEVATION  
AT TOWER AND PARTIAL  
NORTH-SOUTH SECTION"

HIGH PERFORMANCE  
ALUMINUM AND GLASS  
WINDOW WALL SYSTEM

CITY FRONT  
PLACE

TRELLIS AT ROOF  
TERRACE

T/BUILDING  
174'-5"

HIGH PERFORMANCE  
ALUMINUM AND GLASS  
WINDOW WALL SYSTEM

GLASS AND METAL  
STOREFRONT SYSTEM

ARCHITECTURAL  
CANOPY

SHERATON  
HOTEL

UPPER E. NORTH  
WATER STREET

LOWER E.  
NORTH WATER  
STREET

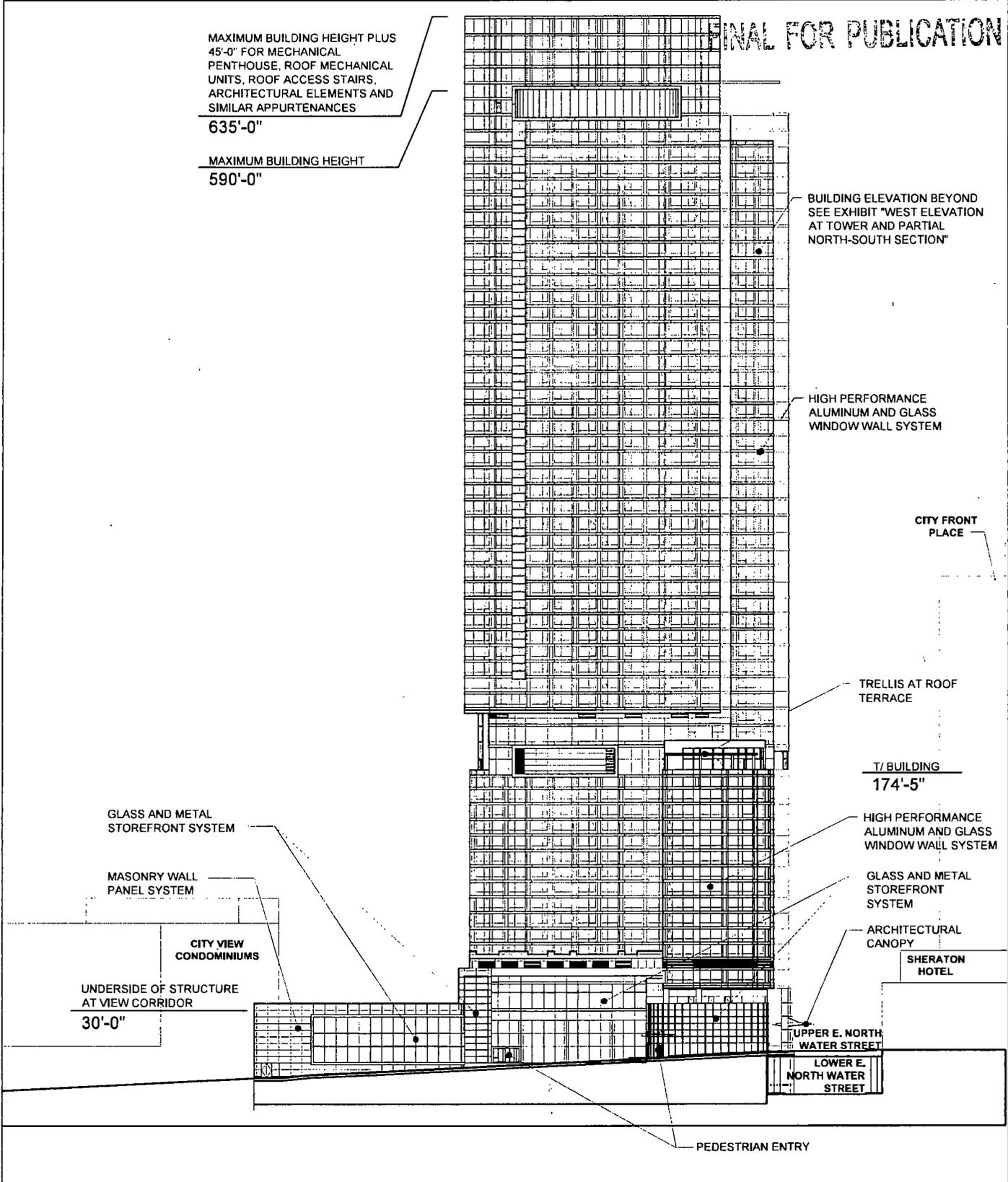
PEDESTRIAN ENTRY

GLASS AND METAL  
STOREFRONT SYSTEM

MASONRY WALL  
PANEL SYSTEM

CITY VIEW  
CONDOMINIUMS

UNDERSIDE OF STRUCTURE  
AT VIEW CORRIDOR  
30'-0"



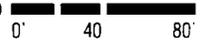
**WEST ELEVATION AT  
NORTH PARK DRIVE**

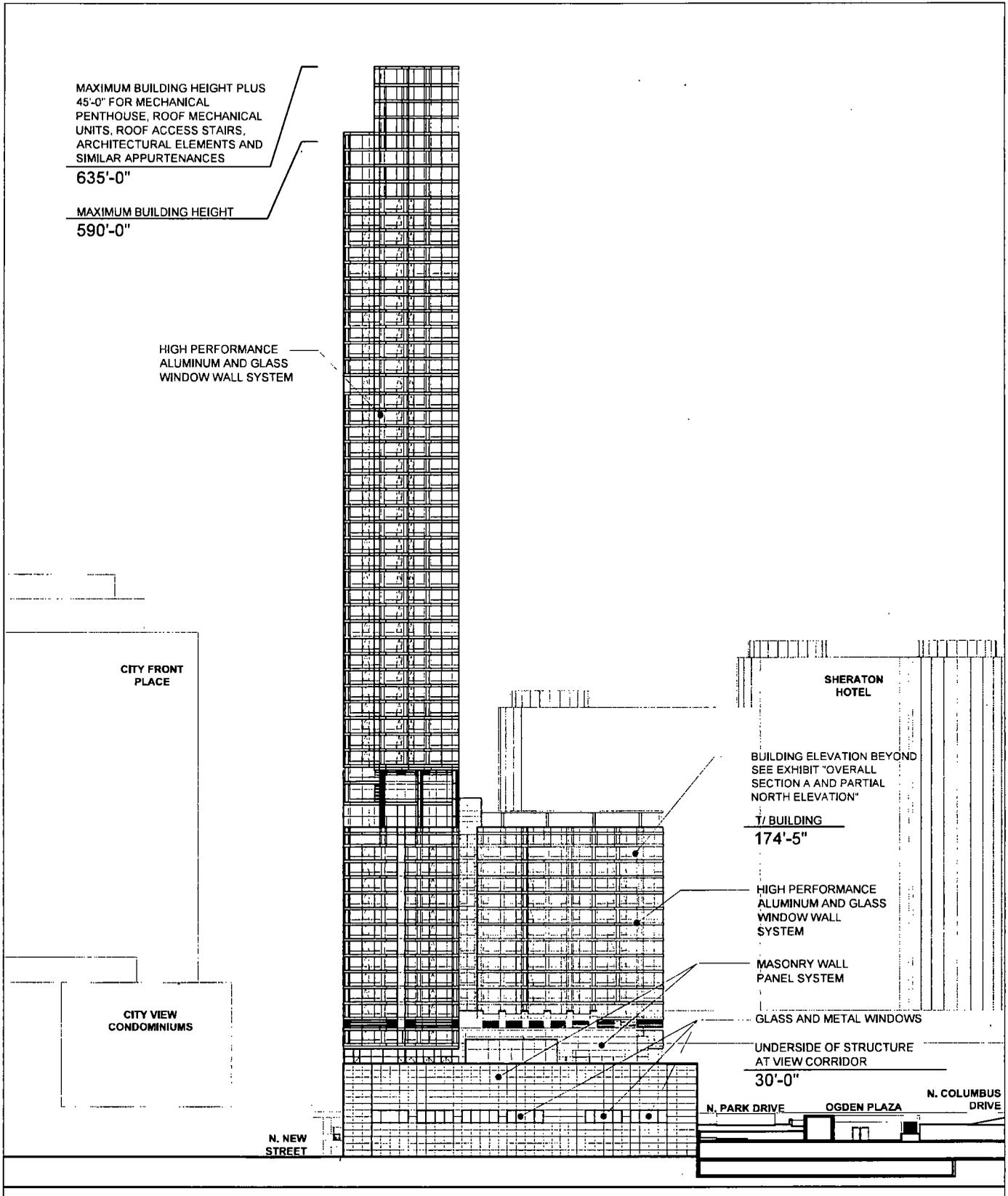
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**NORTH ELEVATION**

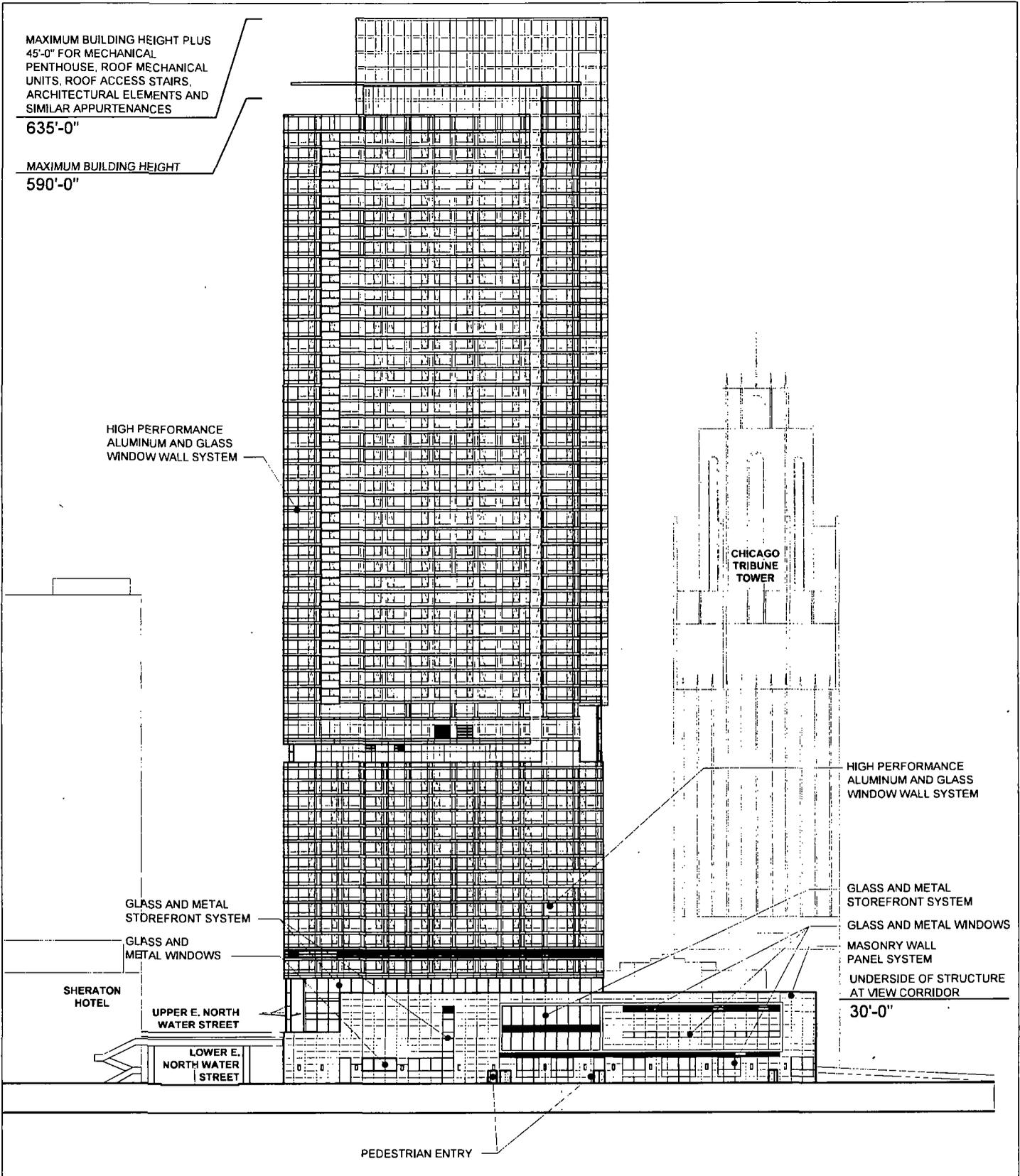


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**EAST ELEVATION**

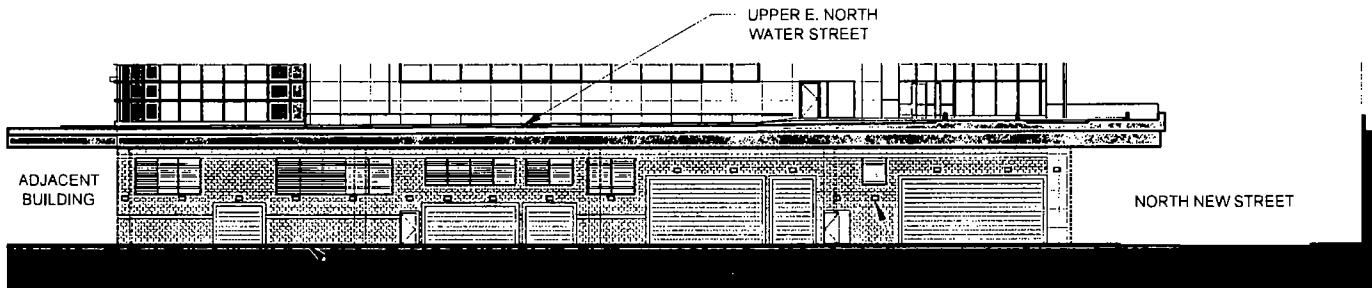


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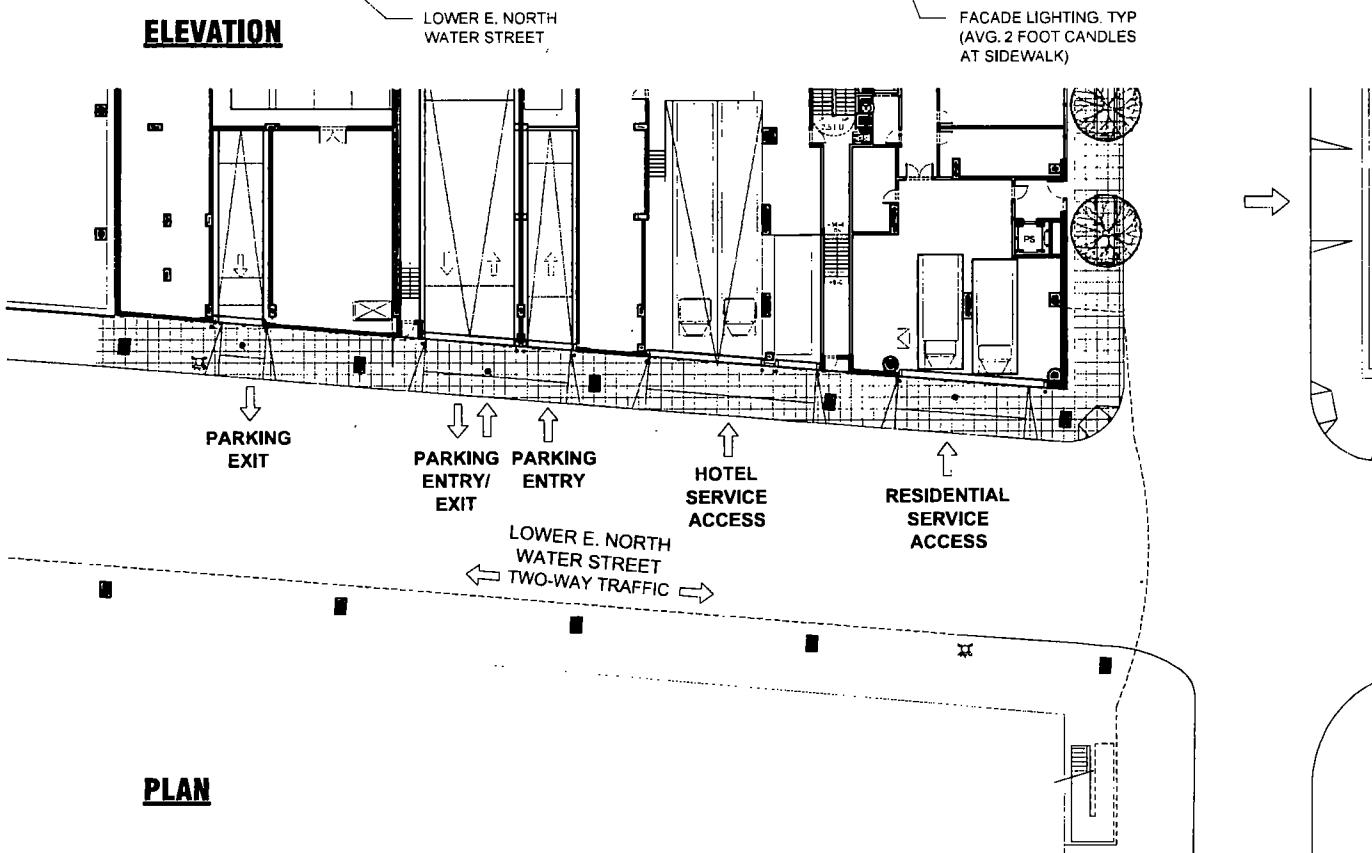
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 432-62 N. New St.

**Date:** May 24, 2012  
**Revised:**

0' 40' 80'



**ELEVATION**



**PLAN**

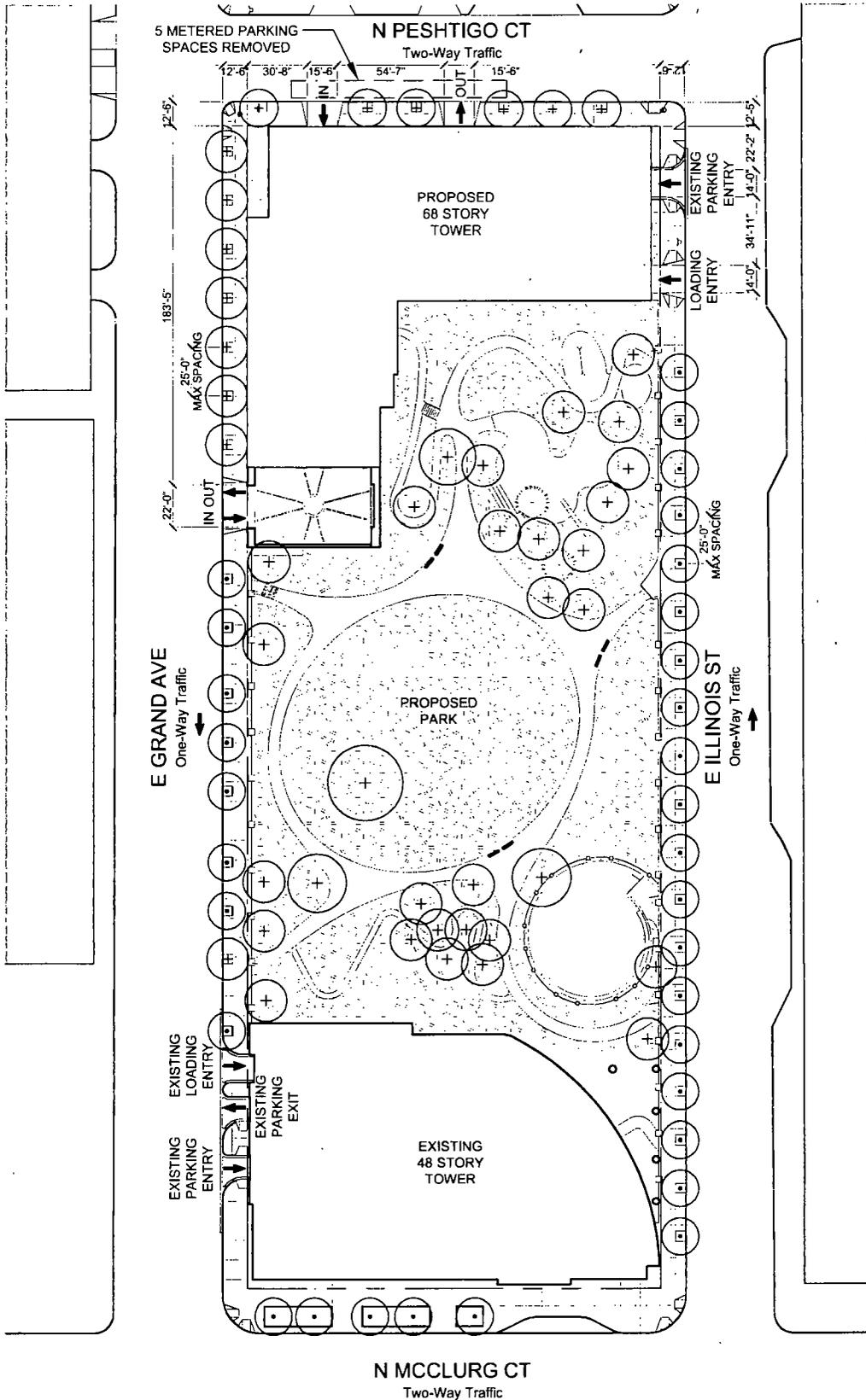
**PROPOSED LOWER E. NORTH WATER STREET PLAN & ELEVATION WITH LIGHTING CONCEPT**

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**Applicant:** NEW WATER PARK, LLC  
**Address:** 320-42 E. Upper North Water St.;  
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**Revised:**

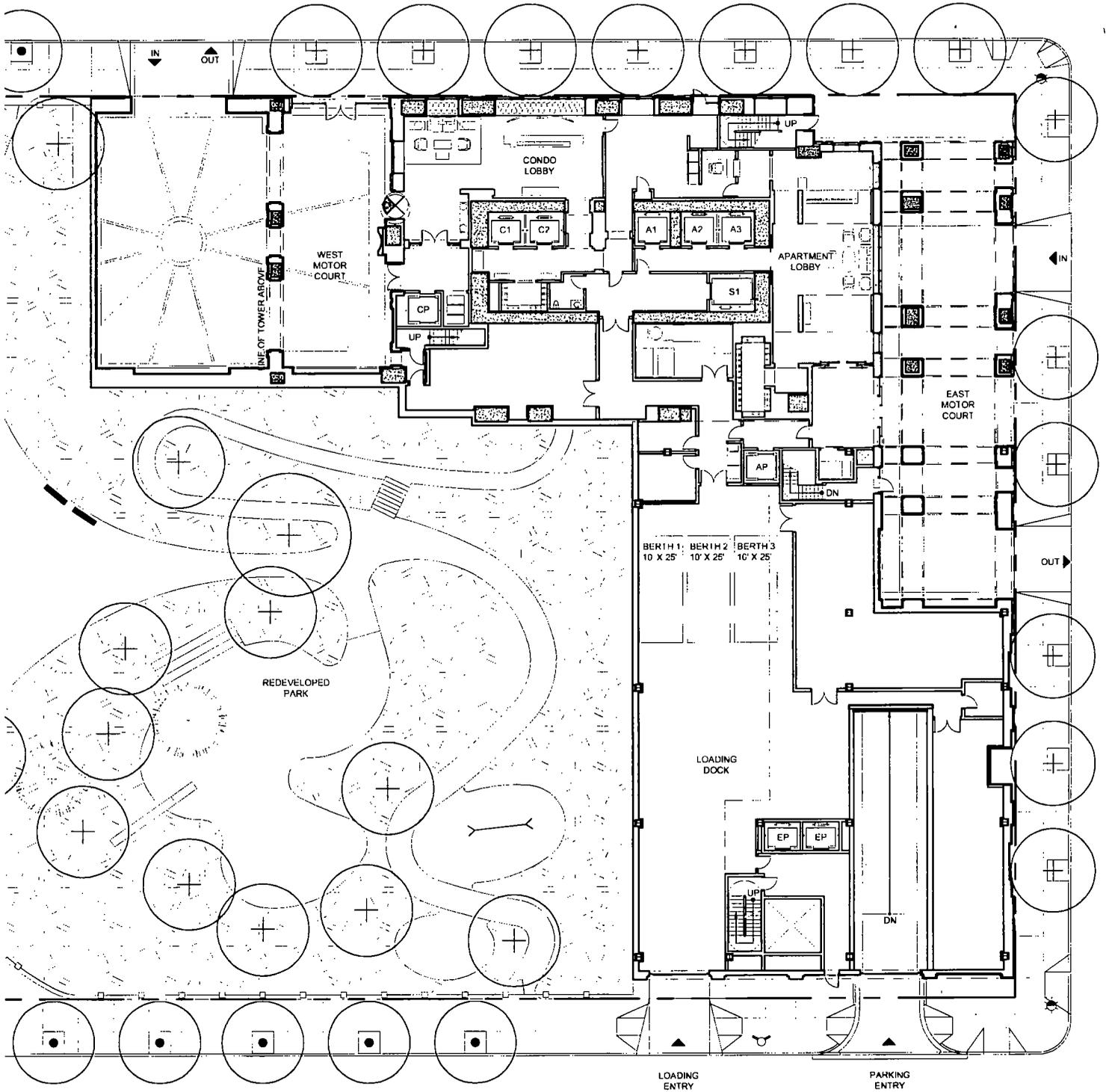




Applicant: RMW Streeterville, LLC  
 Address: 451 East Grand Avenue, Chicago IL 60611  
 Introduction Date: September 10, 2014  
 Plan Commission: December 18, 2014

**SITE PLAN**  
 SCALE: NTS



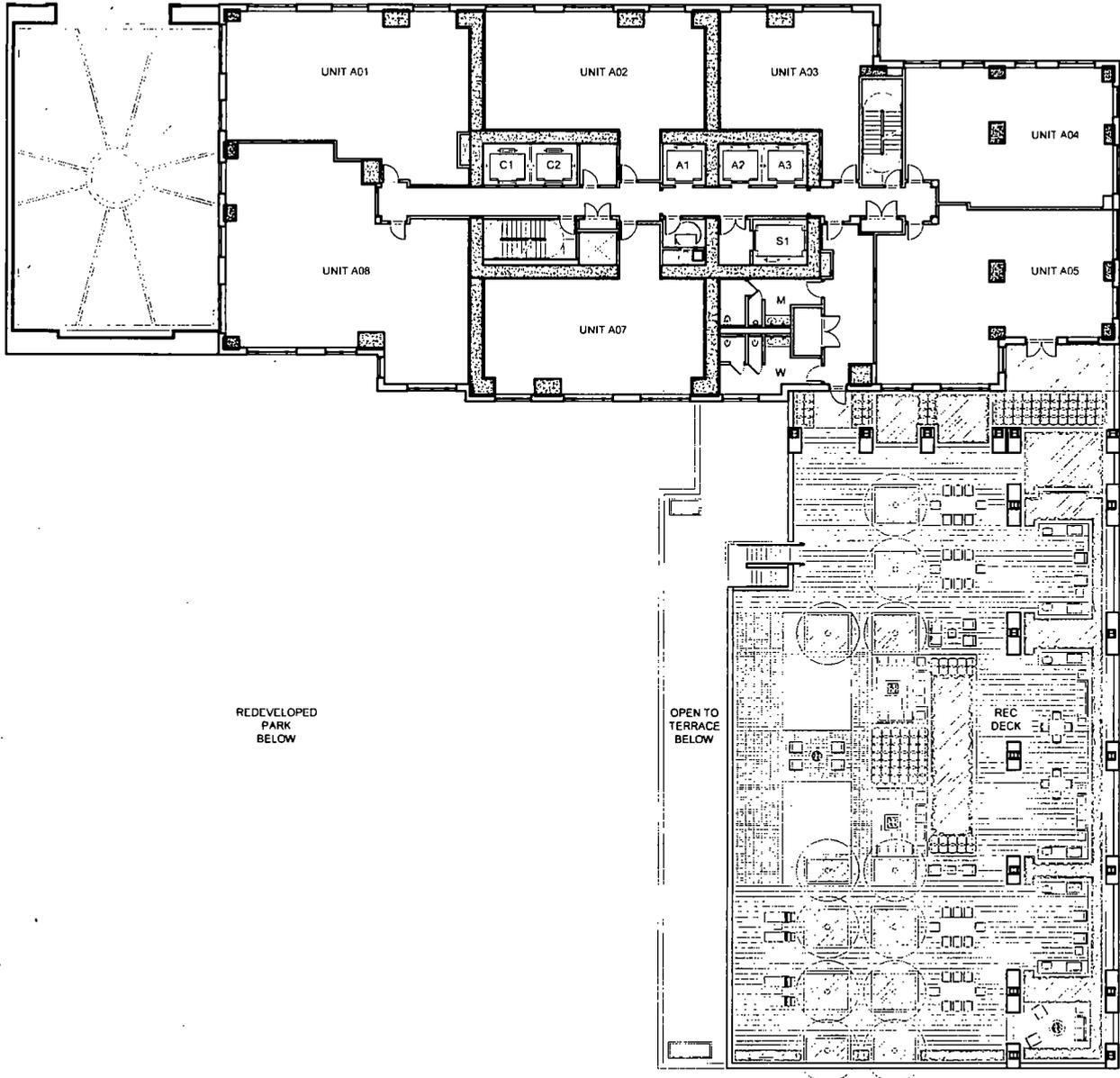


Applicant: RMW Streeterville, LLC  
Address: 451 East Grand Avenue, Chicago IL 60611  
Introduction Date: September 10, 2014  
Plan Commission December 18, 2014

# GROUND FLOOR

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



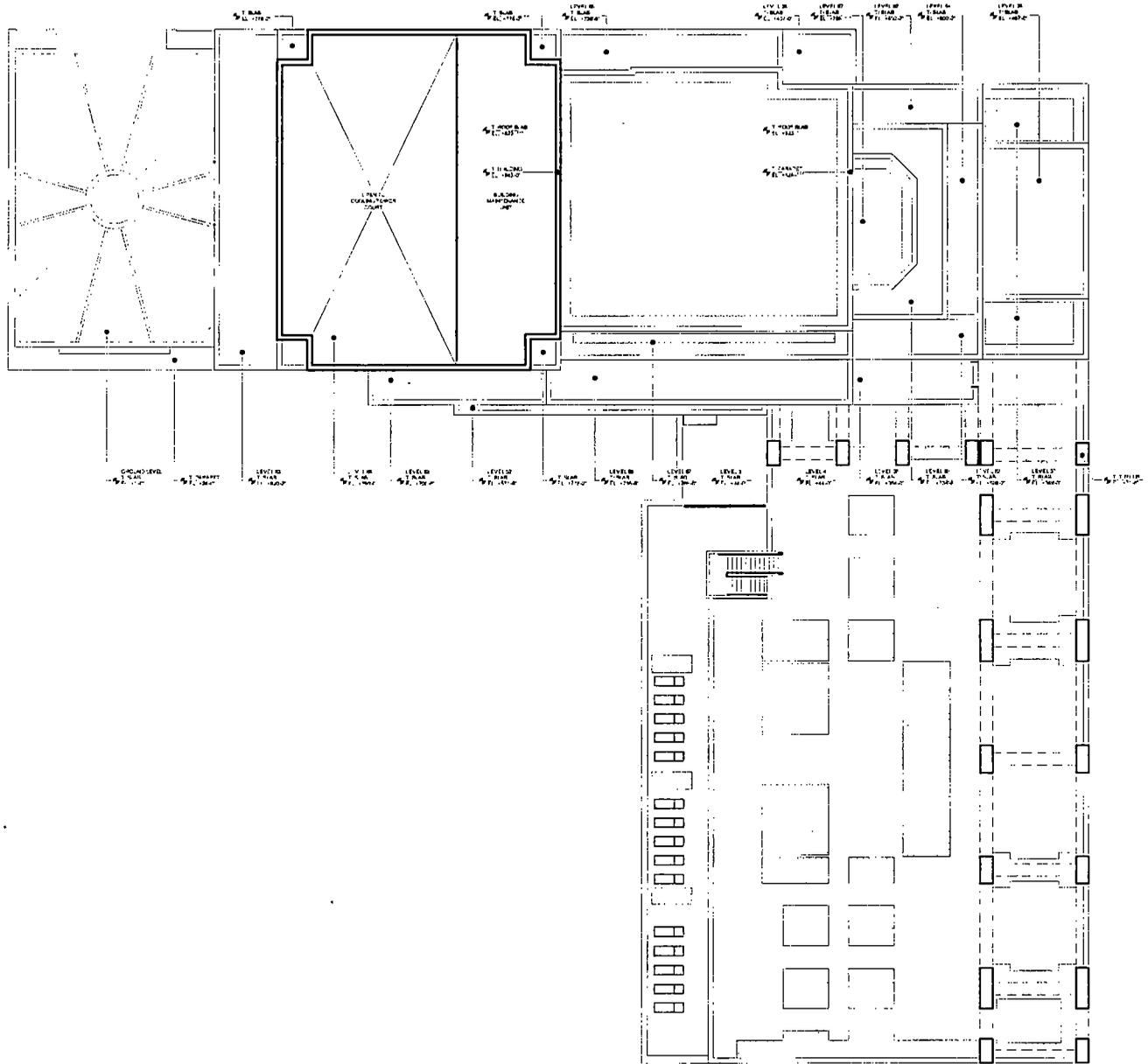


Applicant: RMW Streeterville, LLC  
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Introduction Date: September 10, 2014  
Plan Commission: December 18, 2014

**REC DECK LEVEL +44'**

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





GREEN ROOF CALCULATION FOR TOWER

TOTAL GROSS AREA OF ROOF = 21,325 SF

NET AREA OF ROOF = 16,589 SF

TOTAL AREA OF GREEN ROOF PROVIDED ON TOWER = 5,805 SF  
(FOR GARAGE GREEN ROOF, SEE LANDSCAPE PLAN)

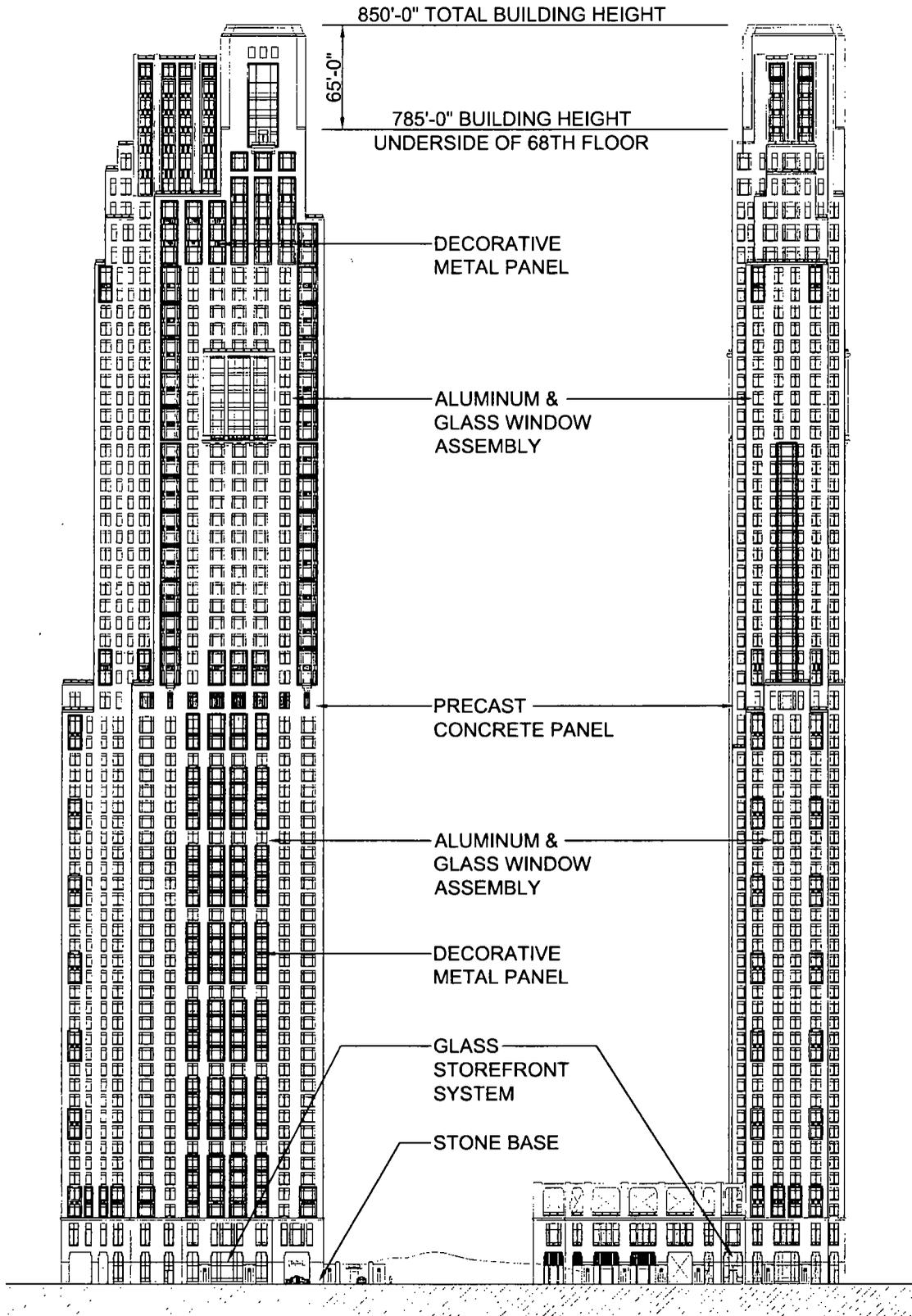
Applicant: RMW Streeterville, LLC  
Address: 451 East Grand Avenue, Chicago IL 60611  
Introduction Date: September 10, 2014  
Plan Commission: December 18, 2014

**GREEN ROOF PLAN**

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

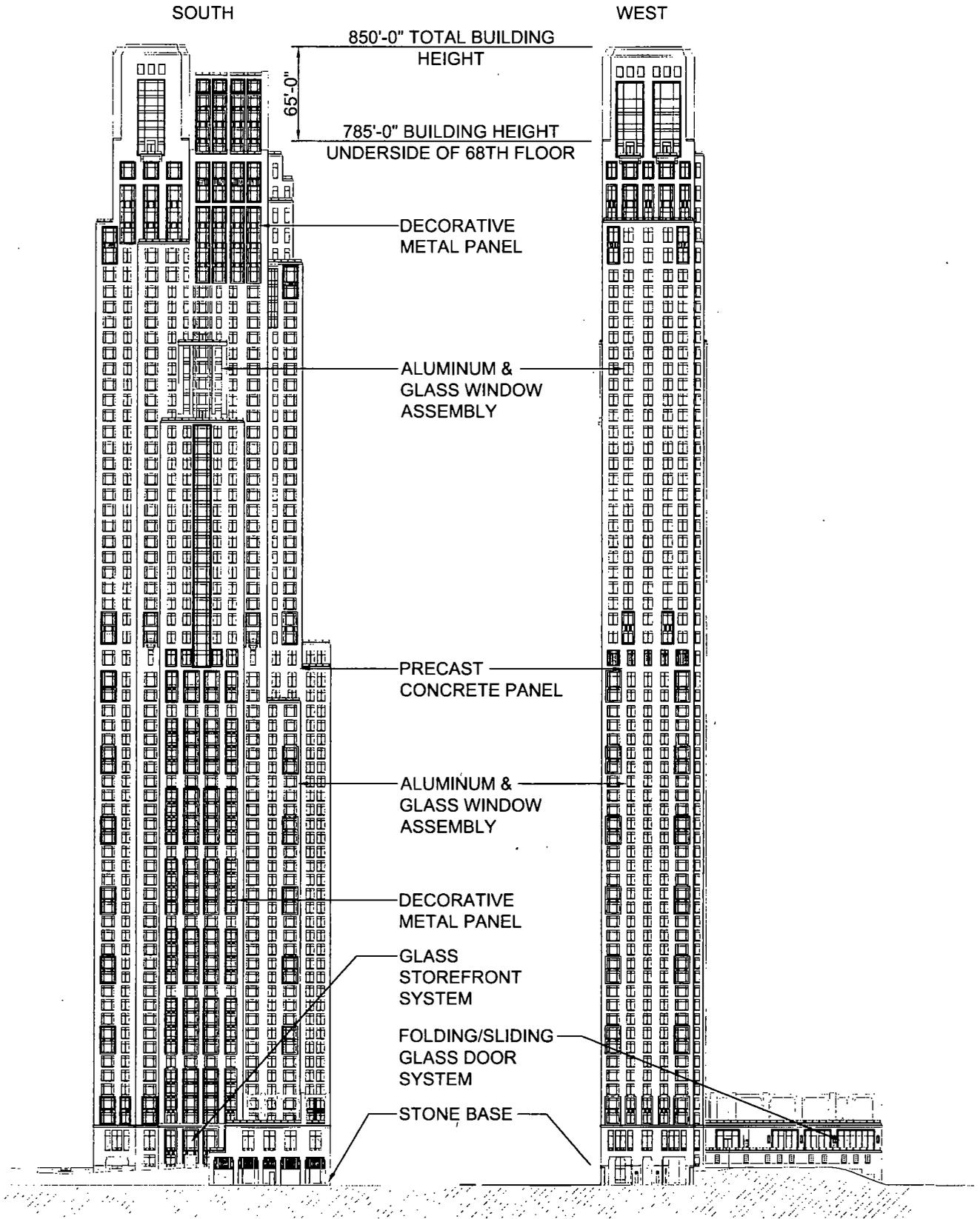


NORTH



# NORTH & EAST ELEVATIONS

SCALE 1"=100'-0"

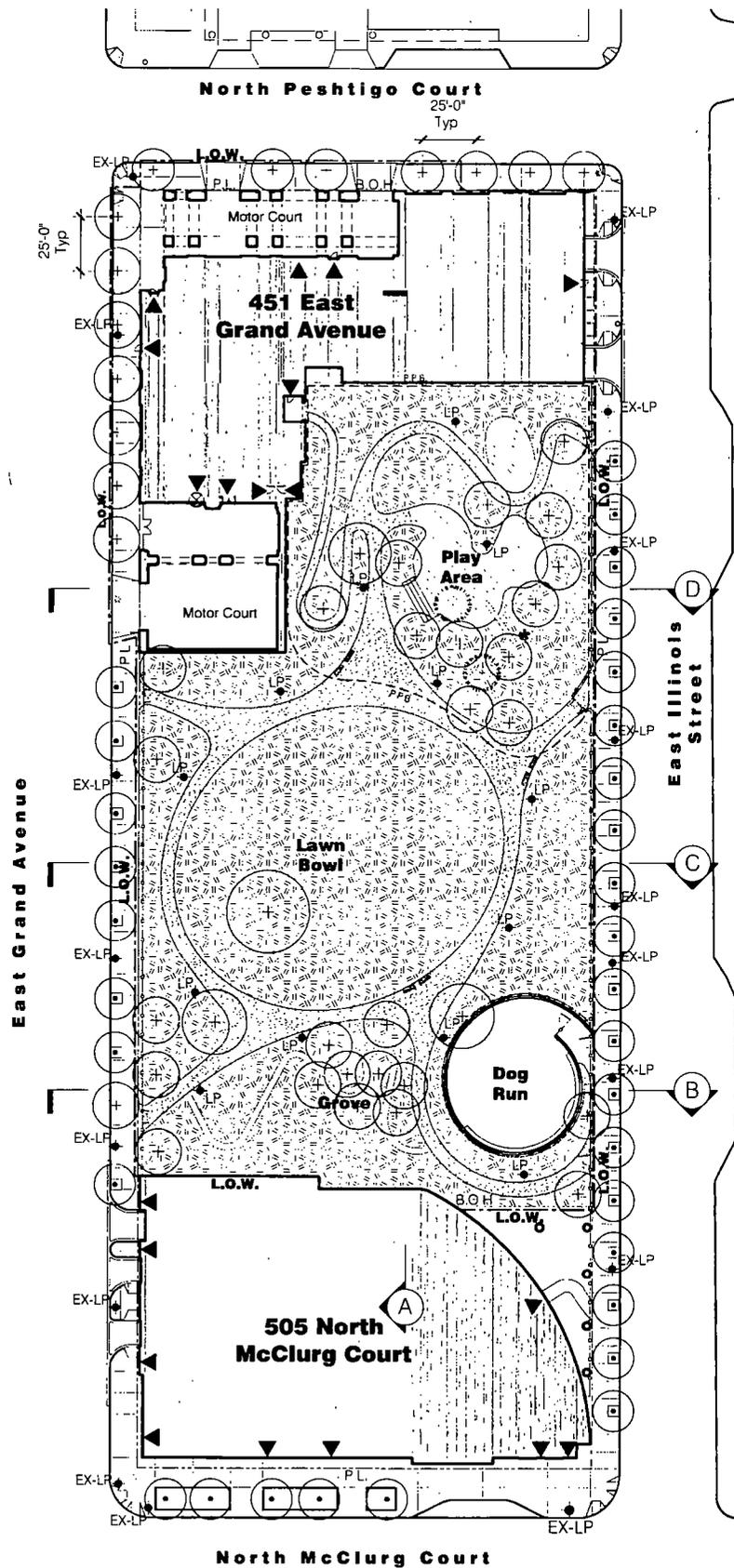


**Landscape Plan Legend**

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

**Landscape Information**

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

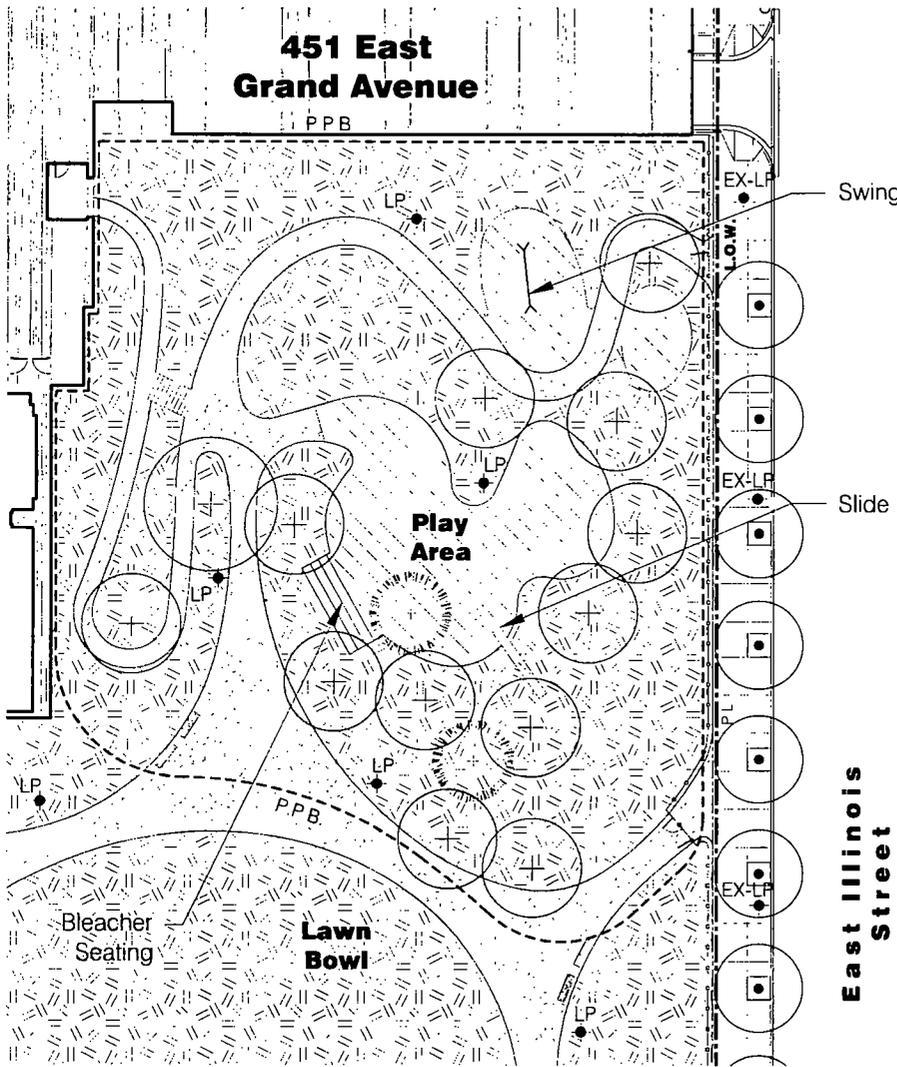


Applicant: RMW Streeterville, LLC  
 Address: 451 East Grand Avenue, Chicago IL 60611  
 Introduction Date: September 10, 2014  
 Plan Commission: December 18, 2014

**LANDSCAPE PLAN**

SCALE: 1" = 80'





**Pocket Park Legend**

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

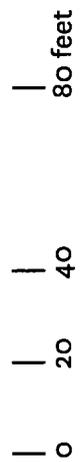
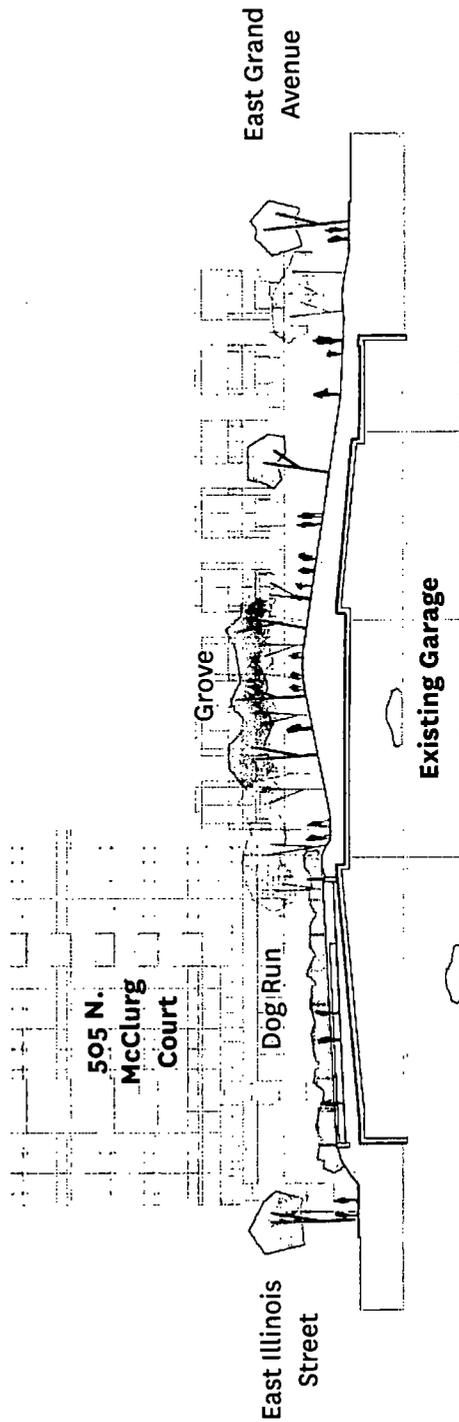
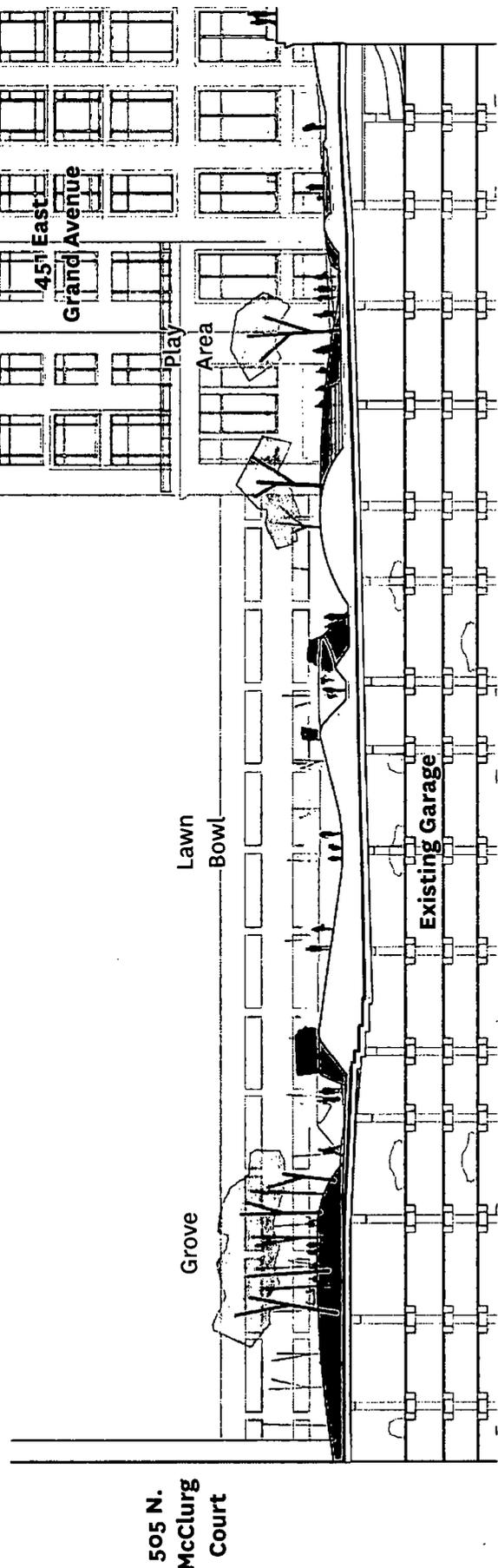
**Pocket Park Information**

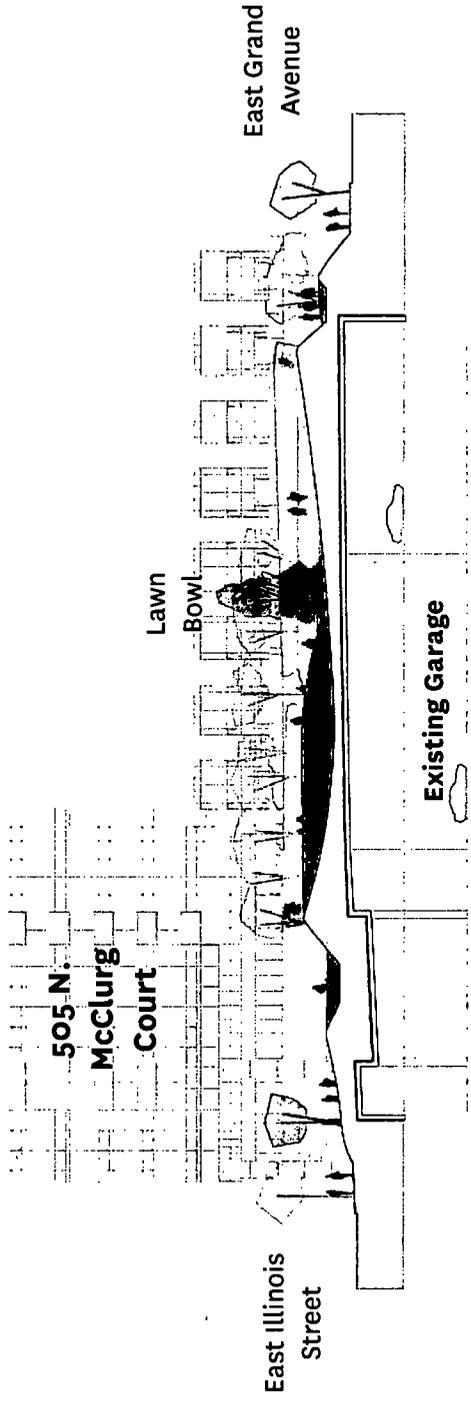
- Size: 20,608 SF
- Landscape Area: 13,300 SF (64%)
- Tree Quantity: 15
- Seating: 100 LF
- Perimeter: 575 LF
- Street Frontage: 154 LF (27% of Perimeter)
- Length: 160 LF
- Width: 140 LF

**Design Description**

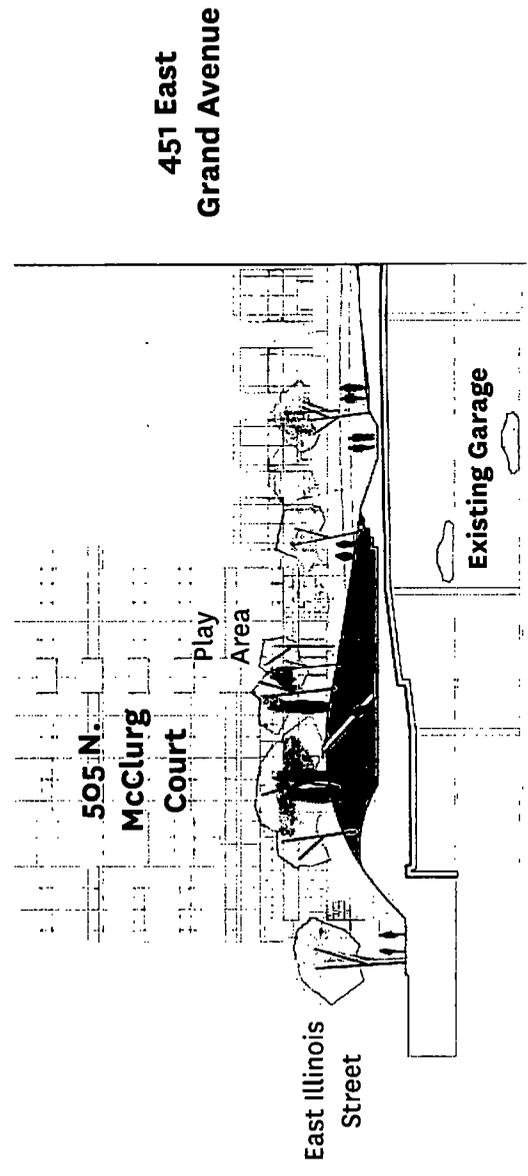
Containing a series of interconnected play areas for children of all ages and their families, the pocket park along E. Illinois Street will be an amenity for residents of the Streeterville neighborhood and for visitors. Conventional play equipment including swings and a slide will be coupled with opportunities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



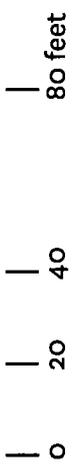




**C - Section**



**D - Section**

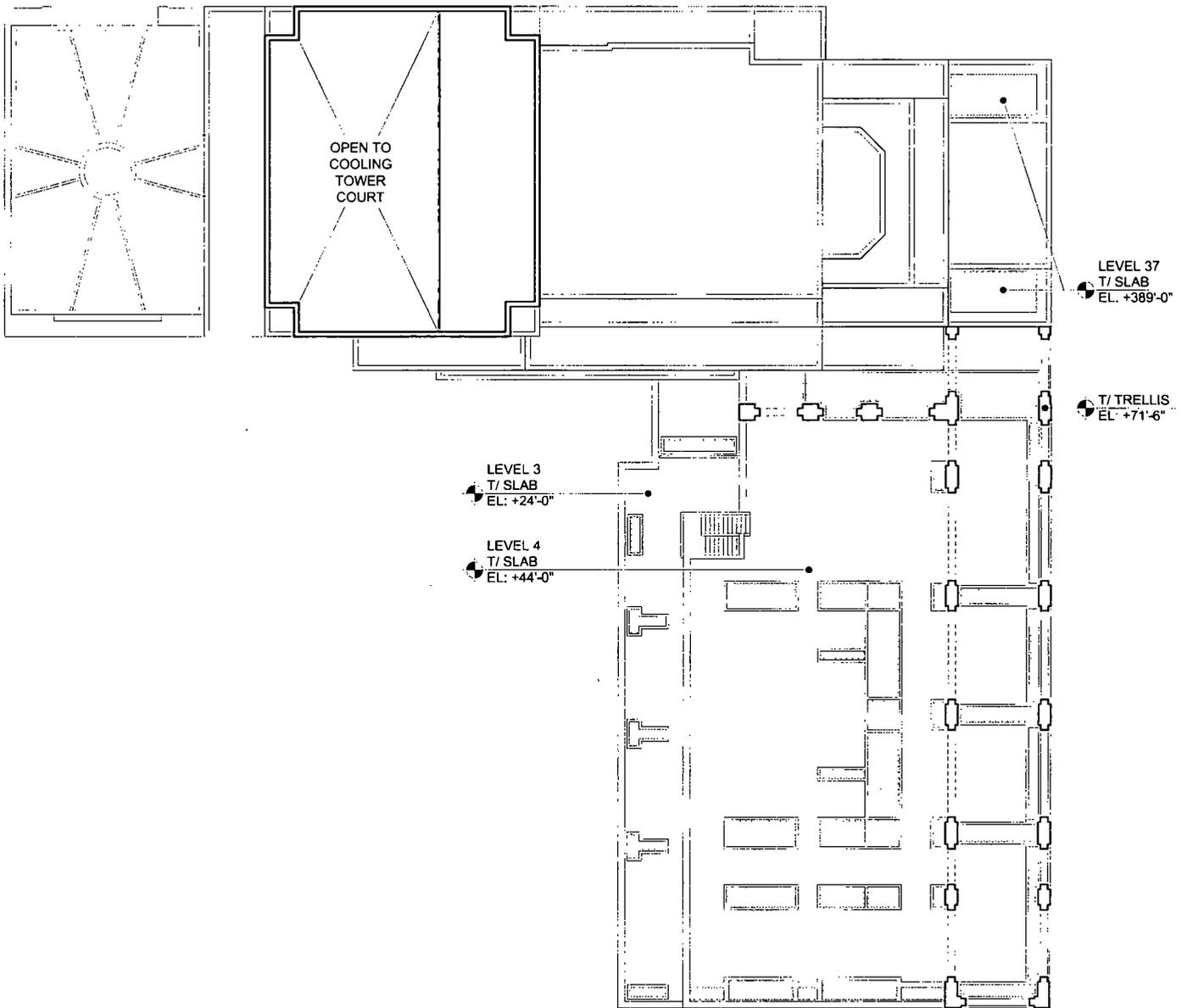


**LIST OF POSSIBLE TREE SPECIES****Shade Trees**

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

**Coniferous Trees**

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



**GREEN ROOF CALCULATION**

TOTAL GROSS AREA OF ROOF = 21,325 SF

NET AREA OF ROOF = 16,589 SF

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

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

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

**GREEN ROOF PLAN**

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





#18410  
FINAL

DEPARTMENT OF PLANNING AND DEVELOPMENT  
CITY OF CHICAGO

MEMORANDUM

TO: Alderman Daniel S. Solis  
Chairman, City Council Committee on Zoning

FROM:   
\_\_\_\_\_  
David L. Reifman  
Acting- Secretary  
Chicago Plan Commission

DATE: October 16, 2015

RE: Proposed Amendment to Residential Business Planned Development No. 368 for property generally located at 465 North Park Drive.

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On October 15, 2015, the Chicago Plan Commission recommended approval of the proposed amendment submitted by 465 N Park Drive, LLC. A copy of the proposed planned development is attached. I would very much appreciate your assistance in having this introduced at the next possible City Council Committee on Zoning hearing.

Also enclosed is a copy of the staff report to the Plan Commission which includes the Department of Planning and Development, bureau of Planning and Zoning recommendation and a copy of the Resolution. If you have any questions in this regard, please do not hesitate to contact me at 744-5777.

cc: Steve Valenziano  
PD Master File (Original PD, copy of memo)



# Chicago Plan Commission

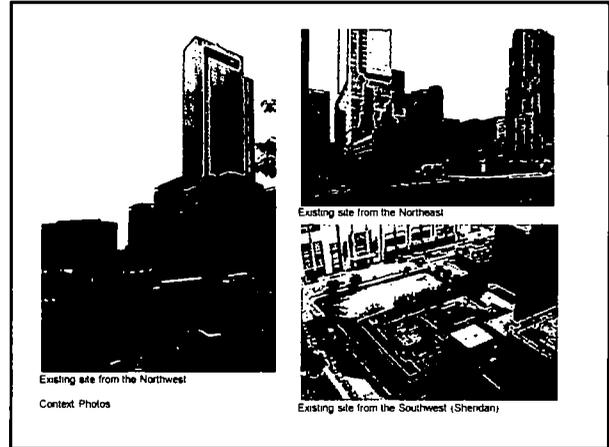
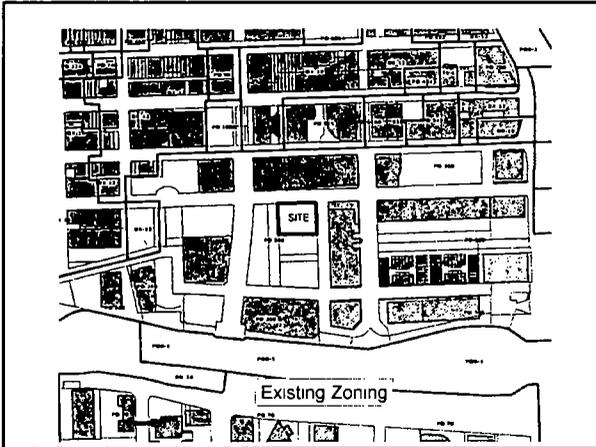
October 15, 2015



465 North Park Drive  
Planned Development No. 368 Amendment  
Lakefront Application No. 671

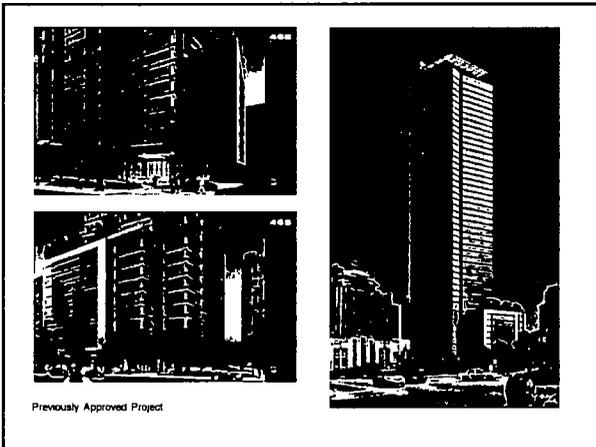


Aerial Map

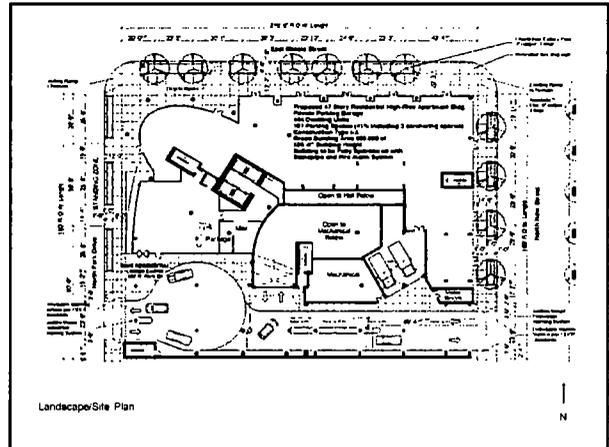


Existing site from the Northwest  
Context Photos

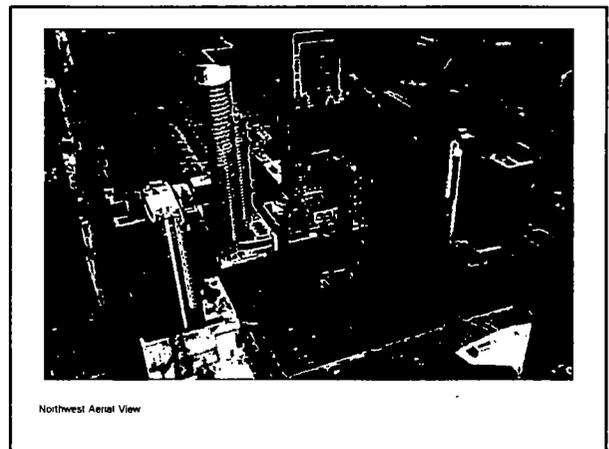
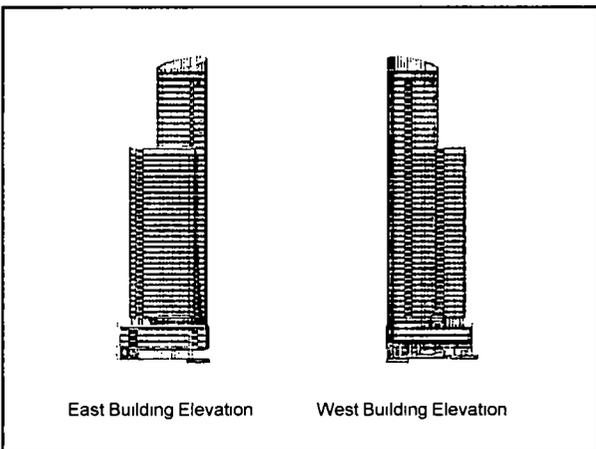
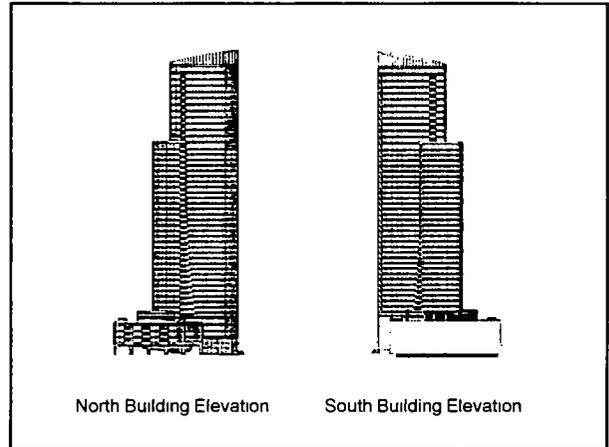
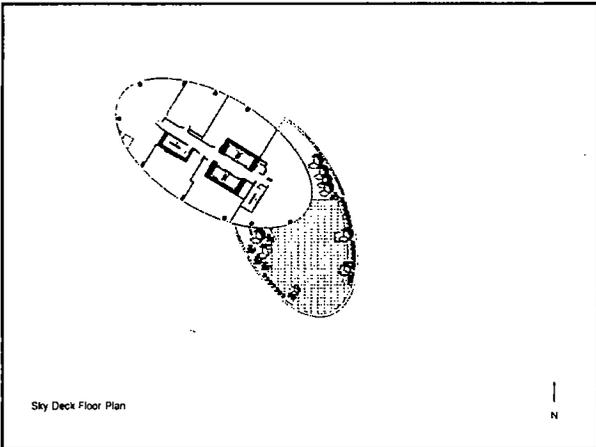
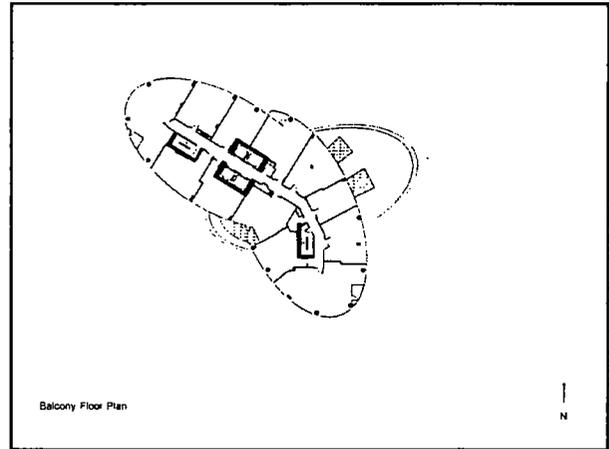
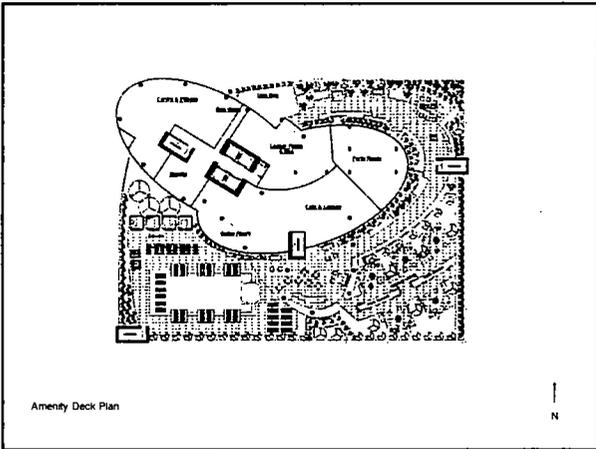
Existing site from the Northeast  
Existing site from the Southwest (Shendan)

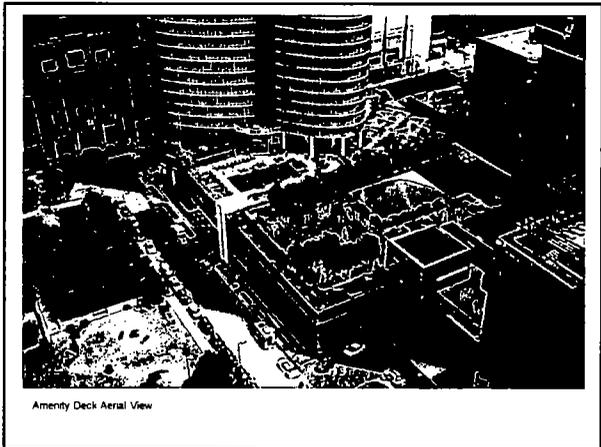
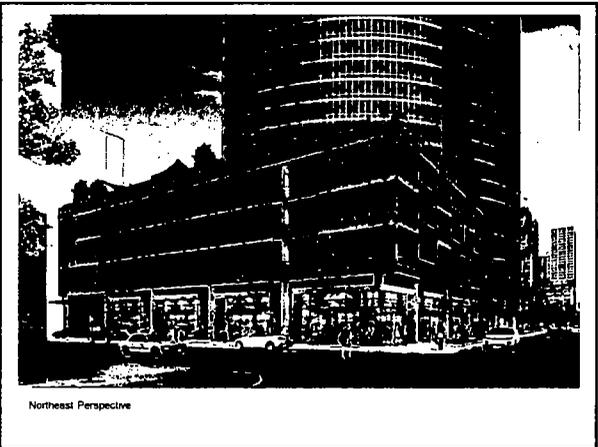
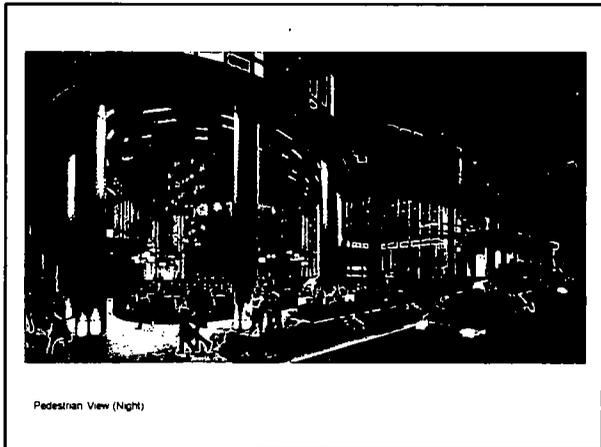
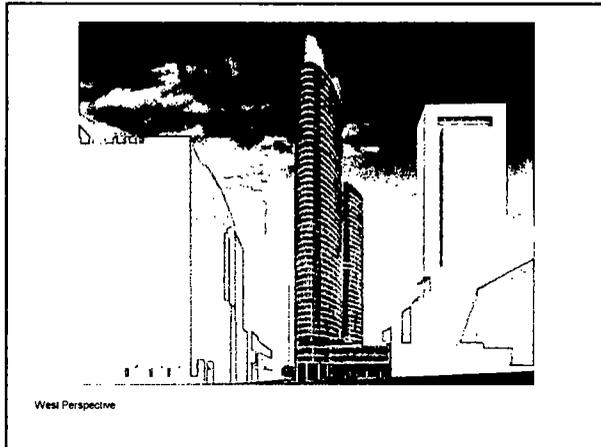
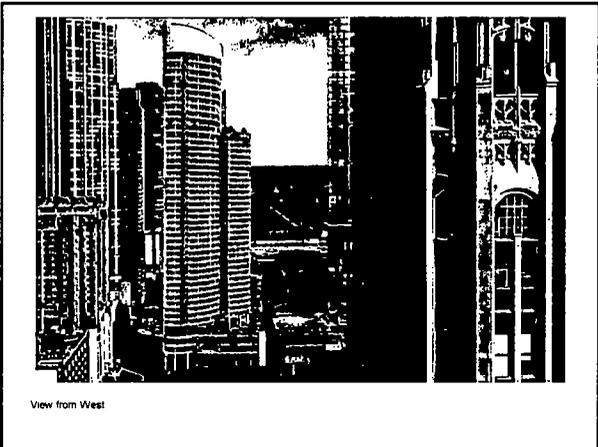


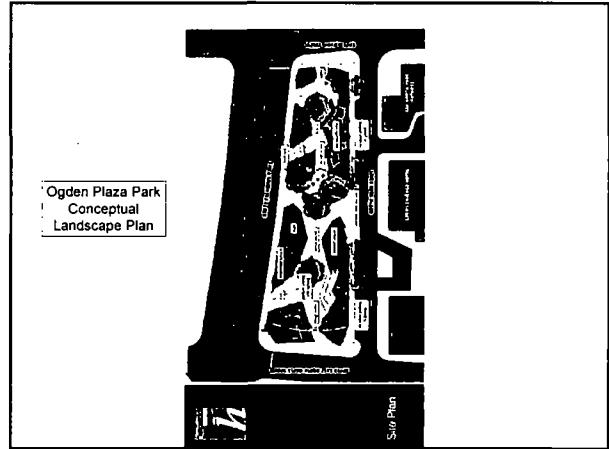
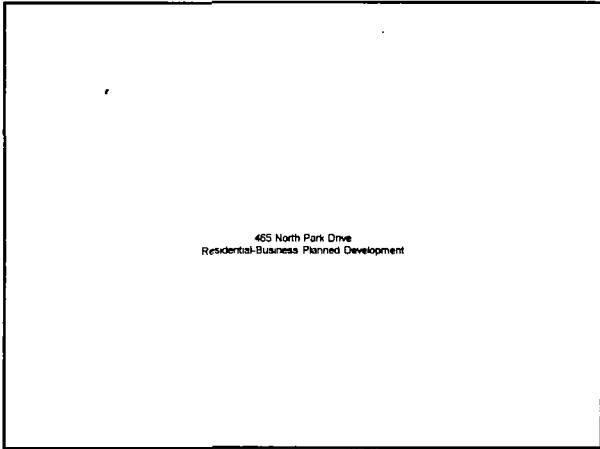
Previously Approved Project



Landscape Site Plan







**REPORT  
to the  
CHICAGO PLAN COMMISSION  
from the  
DEPARTMENT OF PLANNING AND DEVELOPMENT**

**OCTOBER 15, 2015**

**FOR APPROVAL: A PROPOSED AMENDMENT TO RESIDENTIAL-BUSINESS  
PLANNED DEVELOPMENT NO. 368, as amended, and  
LAKE MICHIGAN AND CHICAGO LAKEFRONT PROTECTION  
ORDINANCE APPLICATION No. 671**

**APPLICANT: 465 N. PARK DRIVE, LLC**

**LOCATION: 465 NORTH PARK DRIVE**

**[THE AREA GENERALLY BOUNDED BY NORTH MICHIGAN  
AVENUE, EAST NORTH WATER STREET, NORTH CITYFRONT  
PLAZA DRIVE, EAST ILLINOIS STREET, NORTH ST. CLAIR  
STREET, EAST GRAND AVENUE, NORTH LAKE SHORE DRIVE,  
AND THE CHICAGO RIVER; AND THE AREA LOCATED EAST  
OF LAKE SHORE DRIVE KNOWN AS DU SABLE PARK]**

Pursuant to the provisions of the Chicago Zoning Ordinance, Title 17 of the Municipal Code of Chicago, the Department of Planning and Development hereby submits this report and recommendation on a proposed amendment to Residential-Business Planned Development No. 368 for your review and recommendation to the Chicago City Council. The Department of Planning and Development also submits for your review and approval proposed Lake Michigan and Chicago Lakefront Protection Ordinance Application No. 671.

The application for this amendment to the Chicago Zoning Ordinance was introduced into the City Council on June 17, 2015. The Lake Michigan and Chicago Lakefront Protection Ordinance application was submitted to the Department of Planning and Development on June 10, 2015. The portion of the Planned Development situated east of N. Columbus Drive (Subareas B, C, D, E, and F) lies within the Private Use Zone of the Lake Michigan and Chicago Lakefront Protection District. Notice of the public hearing was published in the Chicago Sun-Times on September 30, 2015. The applicant was separately notified of this combined public hearing.

The applicant, 465 N. Park Drive, LLC, proposes to amend the Planned Development to make changes to Subarea B and the overall Planned Development to increase the maximum number of dwelling units on Parcel P8. This change is proposed in order to construct a 47-story building with approximately 444 residential units.

## **BACKGROUND INFORMATION**

Residential-Business Planned Development No. 368 (known variously as Cityfront Center or River East) was adopted in 1985, and has been amended in 1998, 2002, 2003, 2006, 2007, 2008, 2012, and twice in 2015. The Planned Development is located in the south Streeterville neighborhood and is generally bounded by N. Michigan Avenue, E. North Water Street, N. Cityfront Plaza Drive, E. Illinois Street, N. St. Clair Street, E. Grand Avenue, N. Lake Shore Drive, and the Chicago River. It also includes Du Sable Park on the east side of N. Lake Shore Drive. The current Planned Development No. 368 consists of six Subareas (A, B, C, D, E, and F).

The original plan was to develop 20 million square feet of space, nearly 75 percent commercial. Nearly 6,000 new dwelling units were allowed in the portion east of Columbus Drive. Most of the commercial space was projected as office space, with retail space capped at one-half million square feet. There was also provision for 4,000 hotel rooms.

In 1998, the planned development was amended to reduce the height and bulk of future development, increase the open space and landscaping, provide for traffic and transit-related improvements, and expand the boundaries to include property known as the Kraft site. It also raised the number of permissible hotel rooms by over 40% to 5,680.

In 2003, the planned development was amended to adjust the net site areas and floor area ratios for Subarea F and the total Planned Development No. 368 in order to accommodate a larger park (70,000 square feet) with an underground parking facility without reducing the allowable development on Subarea F.

In 2006, the Planned Development was amended to create Subarea G out of Subarea D and to allow a 2,000-foot-tall building (the "Spire") with 300 dwelling units and 150 hotel rooms on the new Subarea G. The 2007 amendment eliminated Subarea G by combining it with Subarea E (DuSable Park), increasing the number of residential units permitted in the 2000-foot tall tower from 300 to 1200, and removing the hotel use.

In 2008, the Planned Development was amended to increase the permitted height on Parcel 7 of Subarea B from 450 feet to 1200 feet. The 2012 amendment increased the permitted number of dwelling units in Subarea B from 400 to 671 by converting 394 of the permitted 2000 hotel keys to 197 residential units and adding another 74 residential units.

The first 2015 amendment, approved on January 15, 2015, pertained only to Subarea F. In that subarea, it increased the Net Site Area, increased the permitted number of dwelling units from 1000 to 1118, increased the permitted floor area with three Floor Area Bonuses, and increased the permitted height from 280 feet to 785 feet. Overall Planned Development numbers for Net Site Area, permitted dwelling units, and floor area were accordingly adjusted.

The second 2015 amendment, approved on May 6, 2015, was a technical amendment to Statement No. 21 of the Planned Development Statements, extending the expiration date of the Planned Development as it related to Subparcel E.3 (the Chicago Spire) to 2018.

This was done in order to assure that the public benefits previously committed for development of the site remained in place and to assure ample time for public and community input on any revised development plans for the site.

Subarea B, the subject of this proposed amendment, is bounded by E. Illinois Street on the north, N. New Street on the east, the Main Branch of the Chicago River on the south, and N. Columbus Drive west. Specifically, development Parcel P8 is located at the southeast corner of E. Illinois Street and N. Park Drive, extending east to N. New Street and 160 feet south of E. Illinois Street.

The site is currently vacant. In addition to Parcel P8, Subarea B also contains the 30-story, 1,206-room Sheraton Hotel (Parcels P6A and P6B) along the river, the 52-story, 400-hotel room, 398-dwelling unit Loew's property (Parcels P7 and P7A) to the immediate south of Parcel P8, and a two-level parking garage topped with the Park District's Ogden Plaza Park along N. Columbus Drive.

### **PROPOSED PLANNED DEVELOPMENT CHANGES**

The applicant, 465 N. Park Drive, LLC, proposes to amend the Planned Development to increase the maximum number of permitted dwelling units on both Subarea B and the overall Planned Development. This change is proposed in order to construct a 47-story building with approximately 444 residential units.

### **PROJECT DESCRIPTION**

The site (Parcel P8) contains approximately 0.79 acres and has frontage on N. Park Drive, E. Illinois Street, and N. New Street. The applicant proposes to construct a 47-story residential tower on the site with 444 residential rental units, as well as approximately 11,600 square feet of ground floor retail space, residential support space, and amenity space.

The building's base would fill almost the entire site with a small setback from the corner of N. Park Drive and E. Illinois Street. The ground floor would contain an auto court and residential lobby on N. Park Drive and approximately 11,600 square feet of retail space fronting on E. Illinois Street and N. New Street. The second, third, and fourth floors of the base would contain 181 accessory parking spaces fronted by 27 residential units along N. Park Drive and E. Illinois Street. The tower would rise from the base in progressively smaller floor plates. At the fifth floor, the tower would cover approximately a third of the base. The fifth floor would contain residential amenity spaces and access to the amenity deck on the roof of the building base. Floors 6 – 36 would contain twelve residential units, apiece; and the penthouse floors, 37 – 47, would contain six units, apiece.

The current Planned Development permits a maximum of 671 residential units in Subarea B. Currently, 398 residential units have been built in the subarea, leaving 273 units available. The application proposes to increase the maximum number of residential units in Subarea B to 842, an increase of 171 units, which, combined with the 273 units available, would be sufficient for the proposed development's 444 residential units. The total number of residential units permitted in the Planned Development would rise from 5,969 to 6,140.

Finally, the maximum height currently assigned to Parcel P8 is 590 feet. This Planned Development measures “maximum height” to the ceiling of the highest habitable floor, in this case, the 47th floor; it allows another 65 feet (“absolute height”) for mechanical floors and roof-top structures. The absolute height of this proposed development would be 535 feet,

## **DESIGN**

The base of the building would be generally built to the property lines on all four sides, except at the corner of N. Park Drive and E. Illinois Street. There, the corner of the base would be elliptically rounded and set back from the corner. Cladding of the base and tower would be a high-performance aluminum-and-glass curtainwall system. The wall separating the base from the hotel-residential building to the south would be a masonry wall panel system. Eighteen of the twenty-seven residential units in the base would have recessed balconies with glass railings.

The tower would consist of several interconnected elliptical shapes narrowing at the fifth, sixth, and thirty-seventh floors. The footprint of the last eleven floors would be less than 20% of the site area. Approximately a third of the units in the tower would have balconies, recessed or projecting. Mechanical equipment screened by architectural metal louvers would occupy the final thirty-five feet of the tower.

## **ACCESS and CIRCULATION**

The pedestrian entries to the residential lobby would be located on N. Park Drive. An auto court off of N. Park Drive tucked under the south end of the building would provide a drop-off area for the residents. A two-way drive, also tucked under the building, would extend east from the auto court to N. New Street. This drive would provide access to the two loading docks and the accessory parking on the upper levels of the building base.

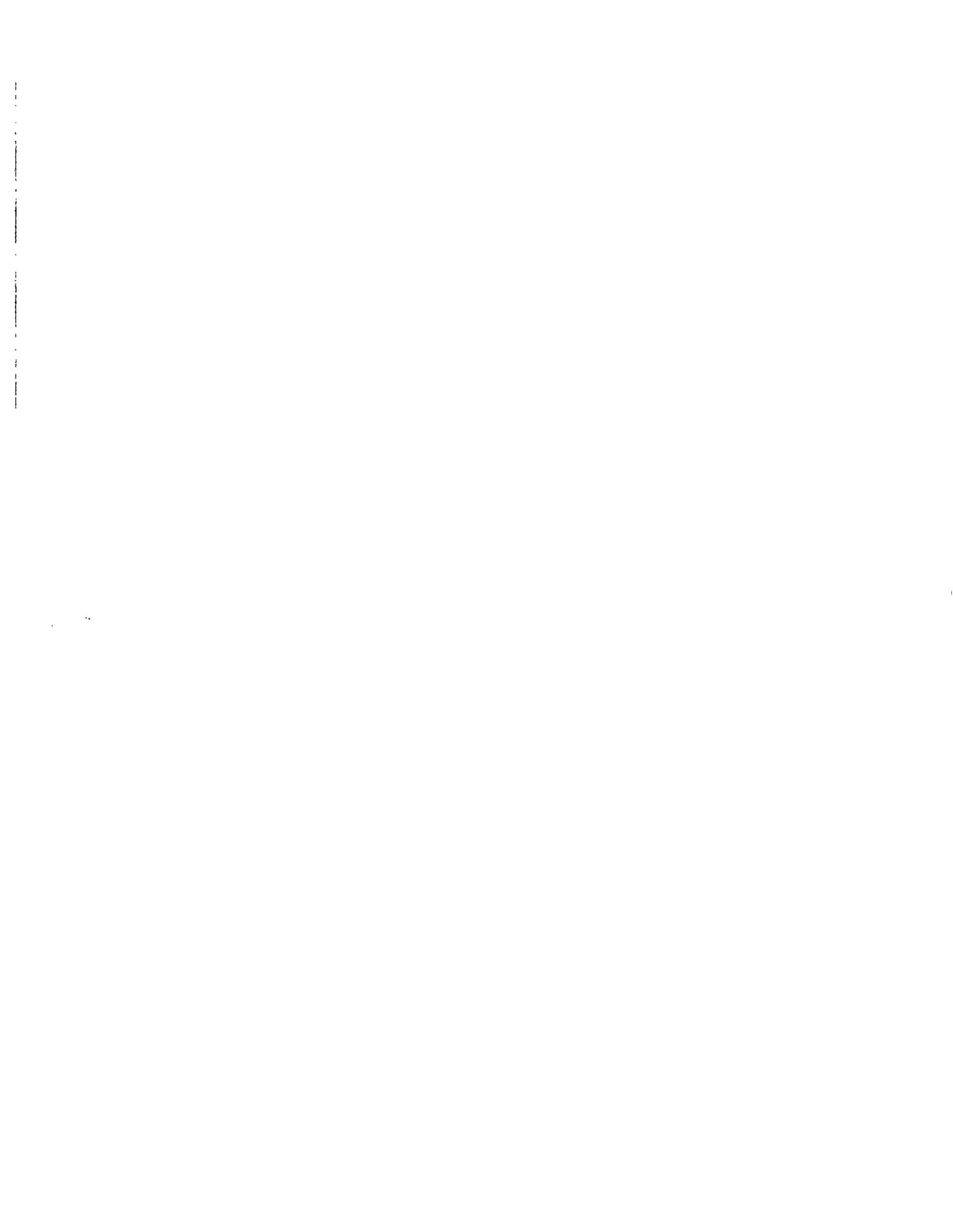
There would be 181 accessory parking spaces (0.41 space per residential unit), including two ride-share spaces. Although the Planned Development would require 244 parking spaces (0.55 space per residential unit), the presence of the multi-level public garage across the street beneath Ogden Plaza Park could make up for any eventual deficiency.

## **LANDSCAPE and SUSTAINABILITY**

The proposed building would be LEED Certified. The developer would install inground planters along all three peripheral streets and eleven parkway trees along E. Illinois Street and N. New Street. There would be a major landscaped amenity deck at the fifth floor with a swimming pool, grill and outdoor living areas, a fire pit, and a dog run. There would be smaller landscaped decks at the sixth and thirty-seventh floors, plus a green roof on the highest level. All told, there would be approximately 13,482 square feet of Total Green Roof on the building.

## **RECOMMENDATIONS**

The Department of Planning and Development has reviewed the project materials submitted by the applicant and has concluded that the proposed amendment to



Residential-Business Planned Development No. 368 would be appropriate for the following reasons:

- 1) The project meets the criteria and objectives for Planned Developments as set forth in Section 17-13-0900 of the Zoning Ordinance and its adoption would not have any adverse impact on the public's health, safety, or welfare.

The proposed amendment would be in keeping with the existing Planned Development and the Planned Development's base zoning, DX-12 Downtown Mixed-Use District. The project's proposed uses - residential, retail, and accessory uses - are permitted in Subarea B. The increase in the number of residential units - by 171 units to 842 in Subarea B and 6,140 overall - is compatible with the residential density allowed under the DX-12 district.

The project's "absolute height" (535 feet) would be less than the permitted "absolute height" of 590 feet.

- 2) The proposed development is compatible with the character of the surrounding area in terms of uses, density and building scale.

The uses of the proposed building, residential and ground floor retail, are the predominant uses in this portion of the Planned Development and the general neighborhood. The proposed building is shorter than both the neighboring Loew's development by 100 feet and the recently approved building at 451 E. Grand Avenue by 315 feet.

- 3) The public infrastructure facilities and city services will be adequate to serve the proposed development at the time of occupancy.

The proposed Planned Development has been reviewed by the Chicago Department of Transportation and all requested changes have been made. The Department of Planning and Development has circulated copies of this application to other City departments and agencies and no comments have been received which have not been addressed in the revised application.

- 4) The project would comply with the requirements for access in case of fire and other emergencies.

Also, the Department of Planning and Development has reviewed the proposal with regards to the requirements of the Lake Michigan and Chicago Lakefront Protection Ordinance and has concluded that the proposed development would be in compliance with the applicable Policies of the Lakefront Plan of Chicago and the Purposes of the Lake Michigan and Chicago Lakefront Protection Ordinance as they apply to development in the Private Use Zone, particularly:

- 1) Policy No. 3 (Continue to improve the water quality and ecological balance of Lake Michigan) and Purpose No. 3 (To maintain and improve the quality of the waters of Lake Michigan). A vegetated (“green”) roof system and on-site storm water retention systems will reduce storm water run-off. All sanitary and storm water runoff will be directed to the City’s sewer system and will not enter Lake Michigan.
- 2) Policy No. 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). The tall, slender profile of the proposed development and its two-block setback from Lake Shore Drive will minimize its visual effect on the lakefront. Development of this vacant site with ground floor retail and residential uses will enhance this pedestrian corridor connecting N. Michigan Avenue and the lakefront at Navy Pier.
- 3) Purpose No. 10 (To insure that development of properties adjacent to the Lake or Lakefront Parks is so defined as to implement the above-stated purposes). The proposed project would comply with the accompanying proposed amendment to the site’s Residential-Business Planned Development No. 368 for uses and residential density.
- 4) Policy No. 14 (Coordinate all public and private development within the water, park, and community zones). The public infrastructure facilities and city services will be adequate to serve the proposed development at the time of occupancy. The proposed development has been reviewed by the Chicago Department of Transportation and all requested changes have been made. The Department of Planning and Development has circulated copies of this application to other City departments and agencies and no comments have been received which have not been addressed in the revised application.
- 5) With respect to the Policies and Purposes not enumerated here, the Department of Planning and Development has determined that the proposed project will not have a detrimental effect on the Lake Michigan shoreline or any wildlife habitats therein. In addition, no new roadways are proposed as part of this project.

Based on the foregoing, it is the recommendation of the Department of Planning and Development that the revised application for an amendment to Residential-Business Planned Development No. 368 be approved and that the recommendation to the City Council Committee on Zoning be: “As Revised, Passage Recommended.”

Further, based on the findings in this report, it is also the recommendation of the Department of Planning and Development that the Chicago Plan Commission approve Lake Michigan and Chicago Lakefront Protection Ordinance Application No. 671, as revised, as being in conformance with the provisions of the Lake Michigan and Chicago Lakefront Protection Ordinance subject to the terms of the corresponding Planned Development.

Department of Planning and Development



DEPARTMENT OF PLANNING AND DEVELOPMENT  
CITY OF CHICAGO

**465 NORTH PARK DRIVE**  
(AMENDMENT TO RESIDENTIAL-BUSINESS PLANNED DEVELOPMENT NO. 368)  
**LAKE MICHIGAN AND CHICAGO LAKEFRONT APPLICATION No. 671**

**RESOLUTION**

- WHEREAS**, the Applicant, 465 N. Park Drive, LLC, proposes to amend existing Planned Development No. 368 in order to increase the maximum permitted number of dwelling units on Parcel P8 of Subarea B; and
- WHEREAS**, 465 N. Park Drive, LLC, proposes to construct a 47-story building with 444 dwelling units and 181 off-street parking spaces on Parcel P8; and
- WHEREAS**, the property is located within the Private Use Zone of the Lake Michigan and Chicago Lakefront Protection District and therefore requires Chicago Plan Commission approval under the Lake Michigan and Chicago Lakefront Protection Ordinance; and
- WHEREAS**, an application for Lake Michigan and Chicago Lakefront Ordinance approval was filed with the Department of Planning and Development on June 10, 2015, and an application for Planned Development amendment approval was introduced to the City Council on June 17, 2015; and
- WHEREAS**, proper legal notice of a hearing before the Chicago Plan Commission on the Planned Development and Lake Michigan and Chicago Lakefront Protection Ordinance applications was published in the Chicago Sun-Times on September 30, 2015; the Applicant was separately notified of this hearing; and both the Lake Michigan and Chicago Lakefront Protection Ordinance and the proposed Planned Development Amendment applications were considered at a combined public hearing by this Plan Commission on October 15, 2015; and
- WHEREAS**, this Plan Commission has reviewed the applications with respect to the Planned Development provisions of the Chicago Zoning Ordinance and with respect to the Policies and Purposes of the Lake Michigan and Chicago Lakefront Protection Ordinance and finds that the proposal would be consistent with both; and

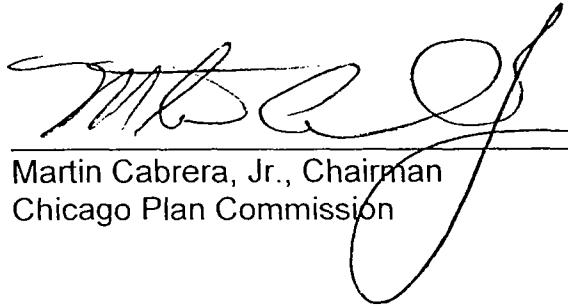
**WHEREAS,** the Department of Planning and Development recommended approval of the applications, which recommendation and the reasons therefore are contained in the Department's written report dated October 15, 2015, a copy of which is attached hereto and made a part hereof; and

**WHEREAS,** the Chicago Plan Commission has fully reviewed the applications and all information ~~submissions~~ associated with the proposed development, the report ~~and recommendation~~ of the Department of Planning and Development, and all other testimony presented at the public hearing held on October 15, 2015, giving due consideration to the Lake Michigan and Chicago Lakefront Protection Ordinance and the Planned Development Standards and Guidelines contained in the Chicago Zoning Ordinance;

**NOW, THEREFORE, BE IT RESOLVED BY THE CHICAGO PLAN COMMISSION:**

THAT this Plan Commission recommend approval of the attached Planned Development Ordinance Amendment to the City Council Committee on Zoning, Landmarks and Building Standards and forward the Report of the Department of Planning and Development, dated October 15, 2015, as the findings of this Plan Commission regarding same; and

THAT Lake Michigan and Chicago Lakefront Protection Ordinance Application No 671, dated October 15, 2015, as revised, be approved as being in conformance with the provisions of the Lake Michigan and Chicago Lakefront Protection Ordinance, subject to the terms and conditions of the corresponding Planned Development application.



Martin Cabrera, Jr., Chairman  
Chicago Plan Commission

Approved: October 15, 2015

LF No. 671

RBPD No. 368, as amended

RECEIVED

JUN 19 2015

Initial: Preliminary (W)

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO THE CHICAGO ZONING ORDINANCE

# 18410

INTRO DATE: JUNE 17, 2015

RECEIVED

OCT 15 2015

Initial: Fornal (W)

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

emjompizzi@

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.

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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

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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 14<sup>th</sup>, 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 Pampizzi, 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 Pampizzi*  
Signature of Applicant

By:

Subscribed and Sworn to before me this  
3<sup>rd</sup> day of June, 2015.

*Susan M. Walters*  
Notary Public



**For Office Use Only**

Date of Introduction: \_\_\_\_\_

File Number: \_\_\_\_\_

Ward: \_\_\_\_\_

RECEIVED

JUN 10 2015

Initial: Preliminary LW

RECEIVED

OCT 15 2015

Initial: [Signature]  
APPLICATION NUMBER 67

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? <input type="checkbox"/> yes <input type="checkbox"/> no Type and Status: _____
Date of Applicant Notice to taxpayers of record: _____	Disclosure necessary? <input type="checkbox"/> yes <input type="checkbox"/> no
Date set for public hearing: _____	Simultaneous Planned Development processing <input type="checkbox"/> yes <input type="checkbox"/> no
Date on which Plan Commission published newspaper notice: _____	Previous Application this address? <input type="checkbox"/> yes <input type="checkbox"/> no, number: _____
Date of publication of report of Commissioner of DP: _____	Zoning map amendment? <input type="checkbox"/> yes <input type="checkbox"/> 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, 2015
- 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: \_\_\_\_\_  
47 story 535 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 XX
- 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: Chicago City Council
- 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.



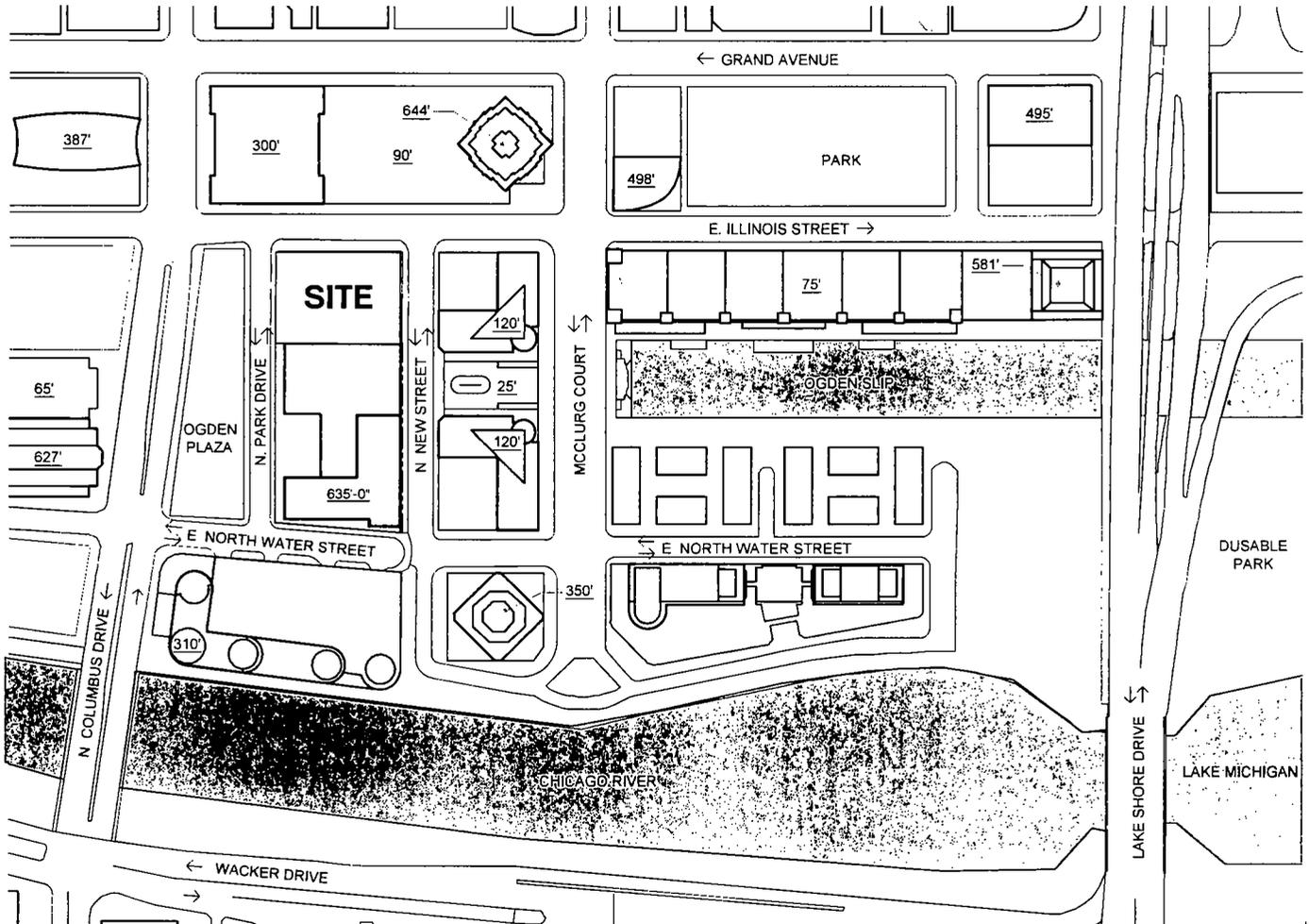


FIGURE 1 : MAP OF THE VICINITY OF THE SITE

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

Vicinity Map



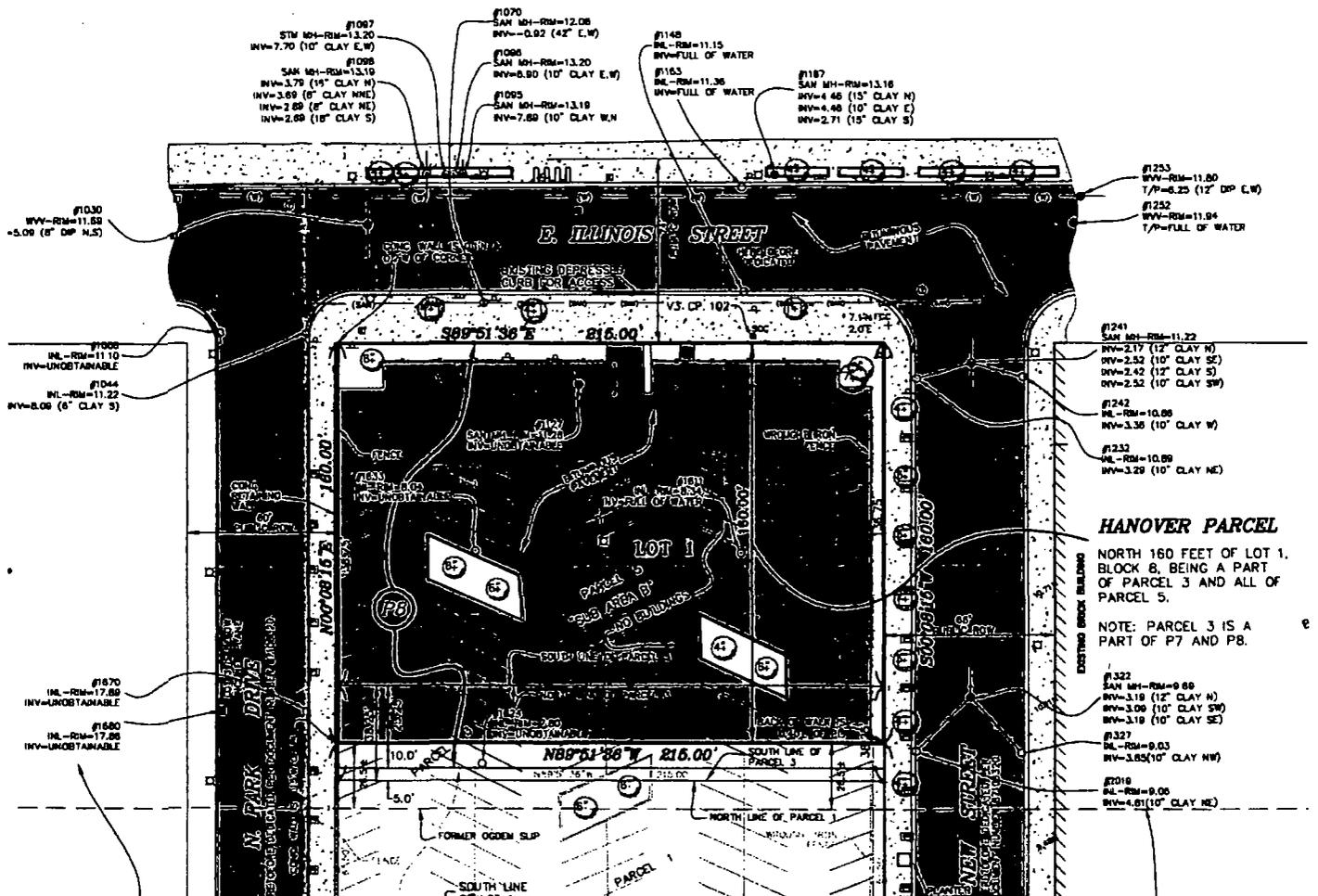


FIGURE 2.1 : EXISTING SITE CONDITIONS

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

Existing Site Conditions

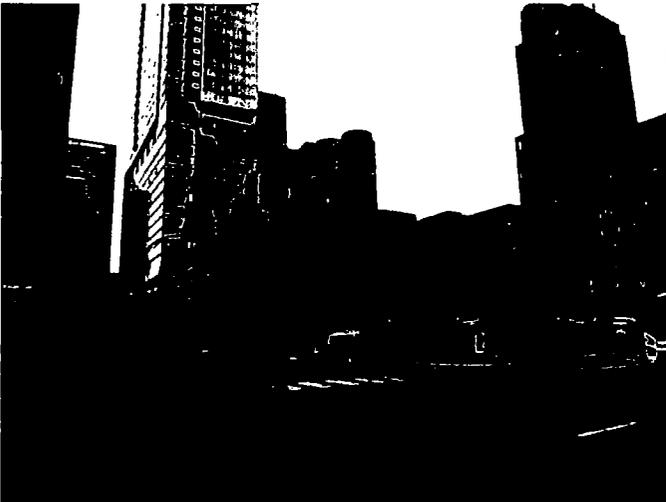




Looking East on E. Illinois St.



Looking Southeast on E. Illinois St.



Looking Southwest on E. Illinois St.



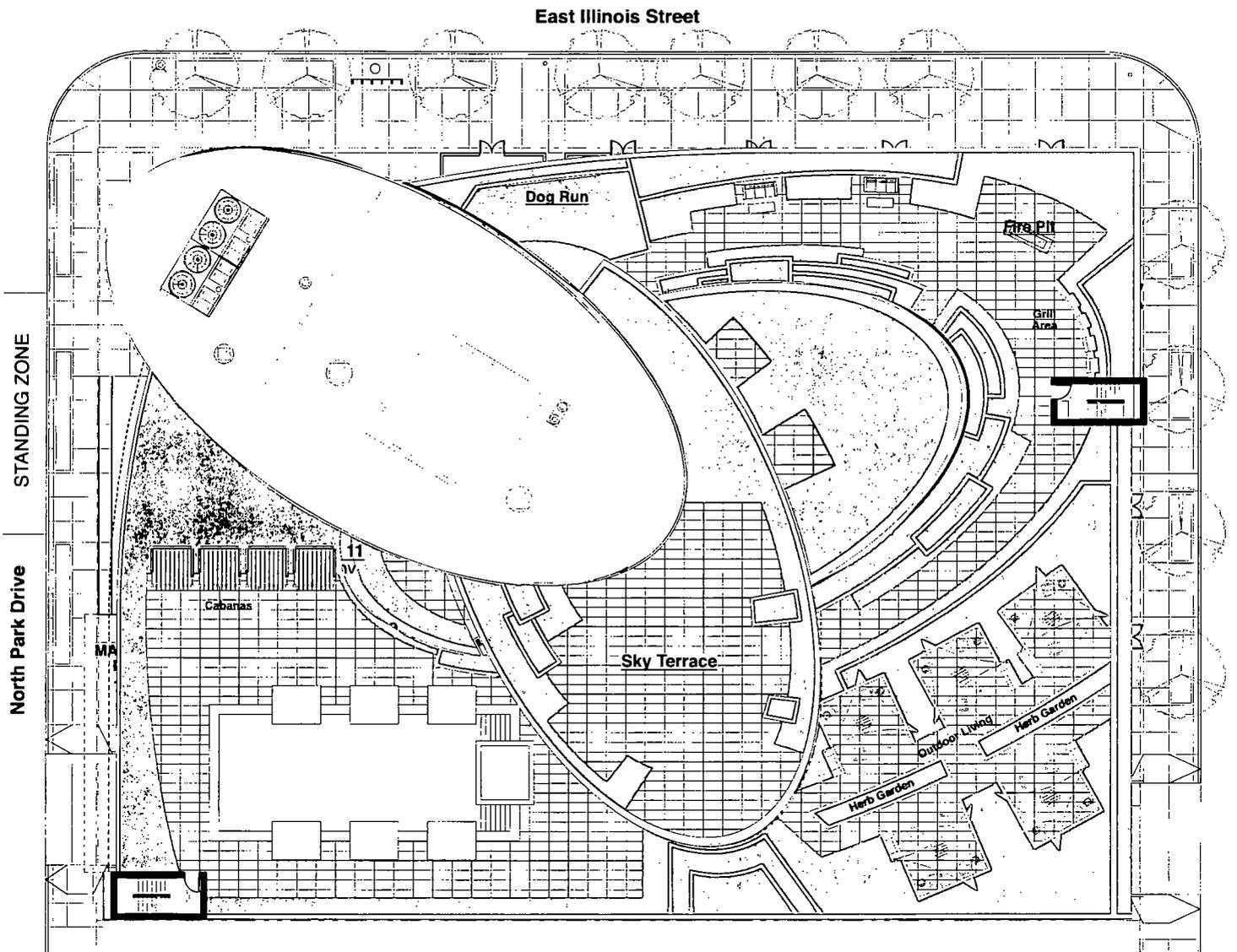
Looking South on E. Illinois St.

### 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 10th, 2015  
CPC Date: October 15th, 2015

Existing Site Conditions



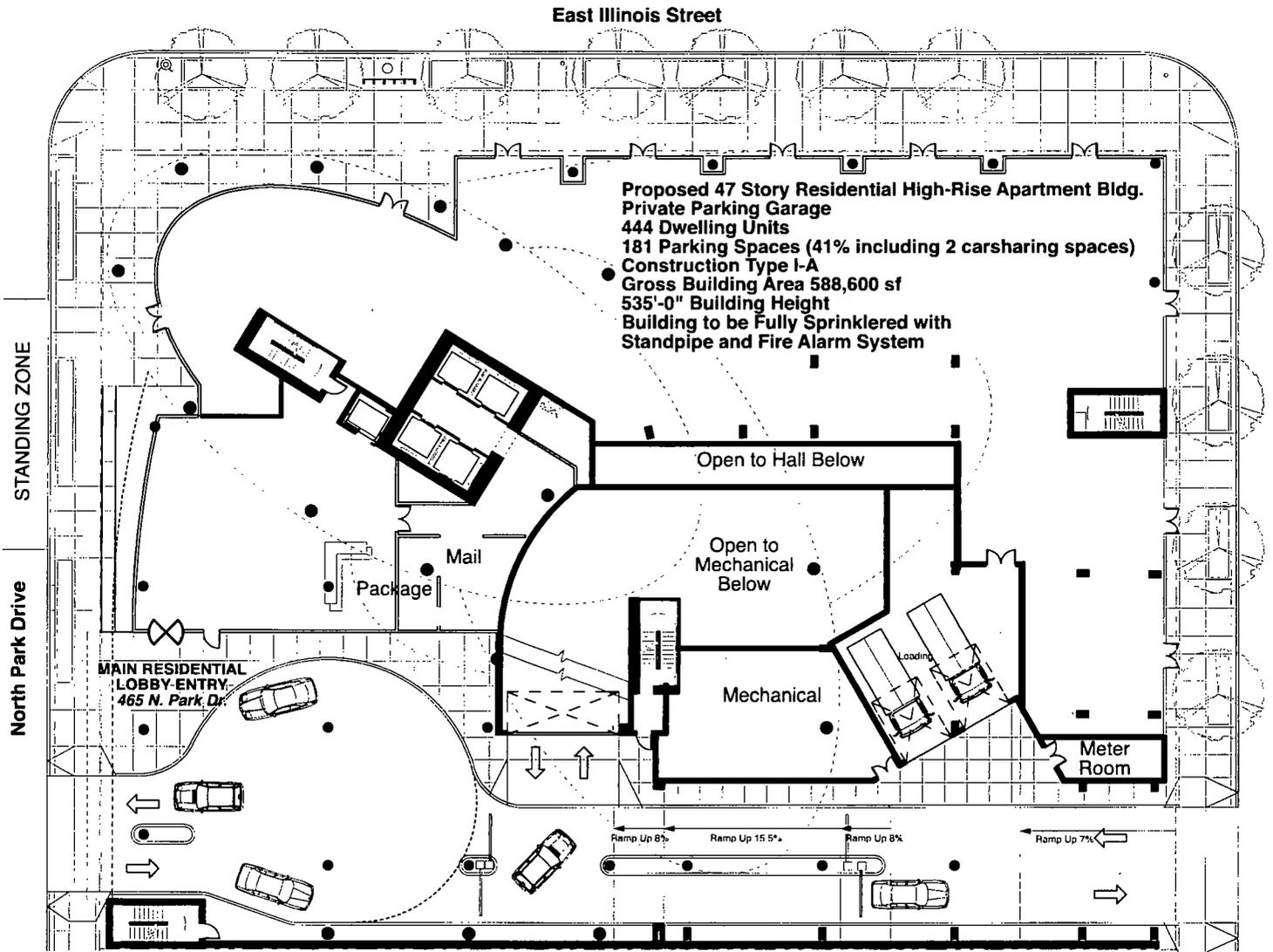


**FIGURE 3 : OVERALL SITE PLAN**

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

**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 10th, 2015  
 CPC Date: October 15th, 2015

**Ground Floor Plan**



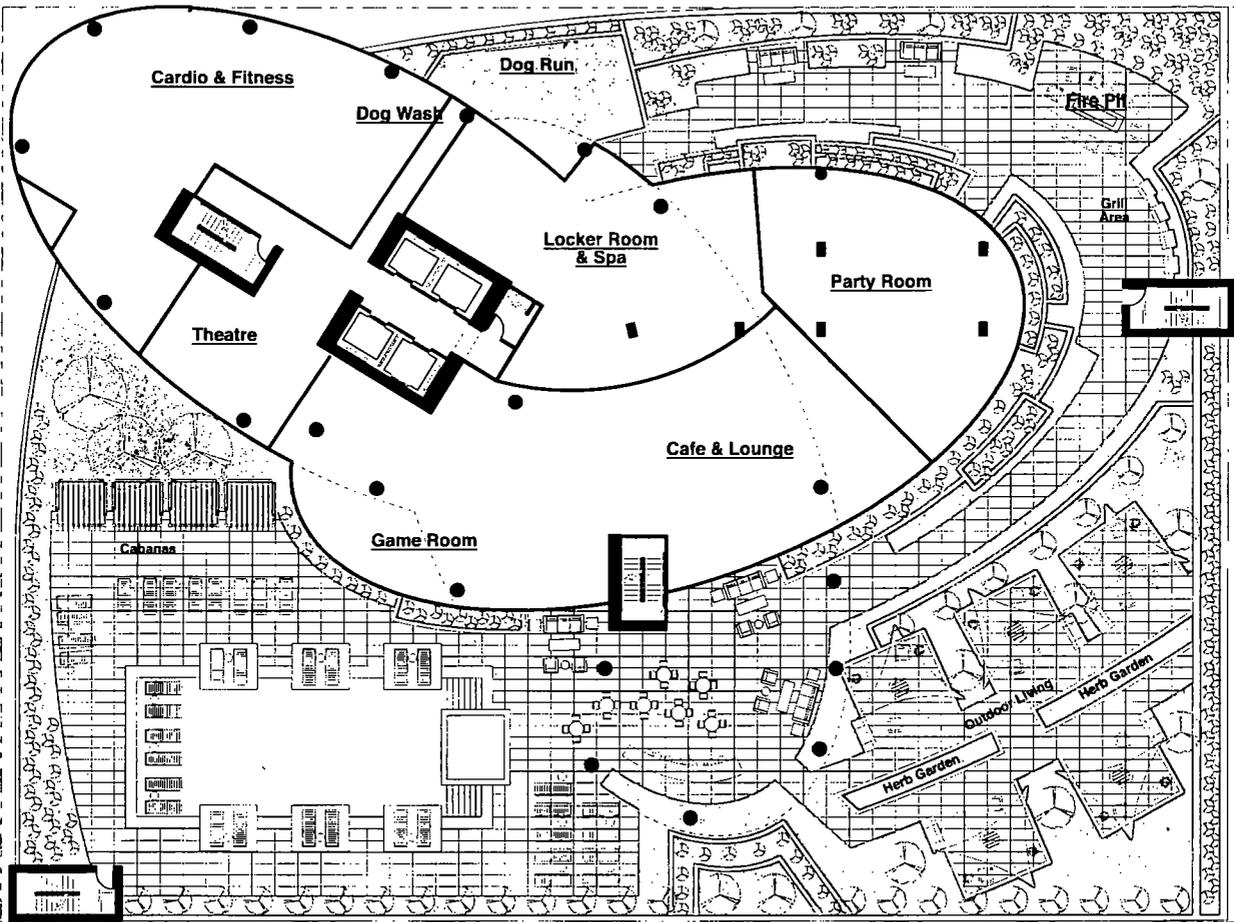


FIGURE 4.2 : AMENITY LEVEL PLAN - 5th FLOOR

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

5th Floor - Amenity Level Plan





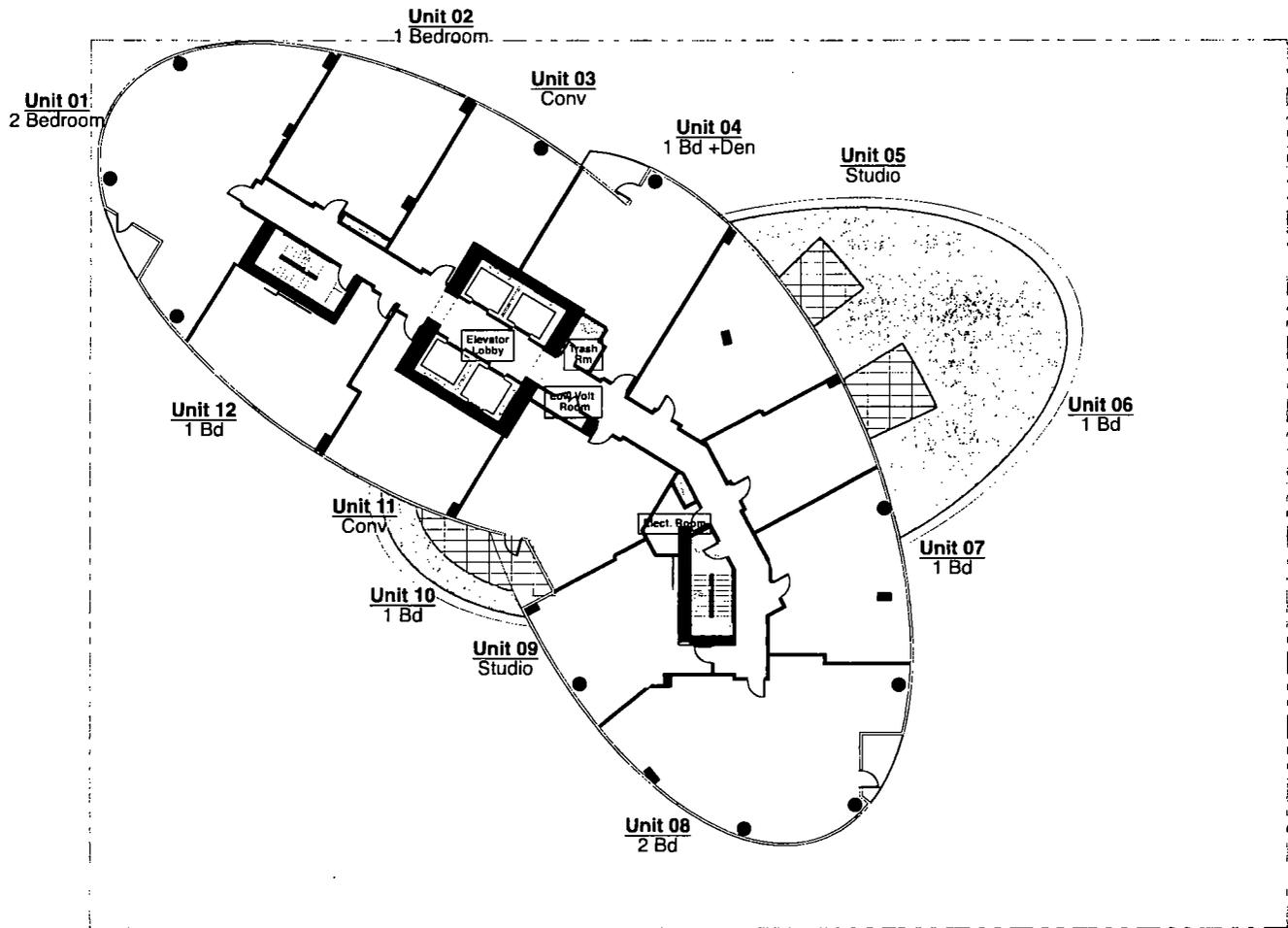
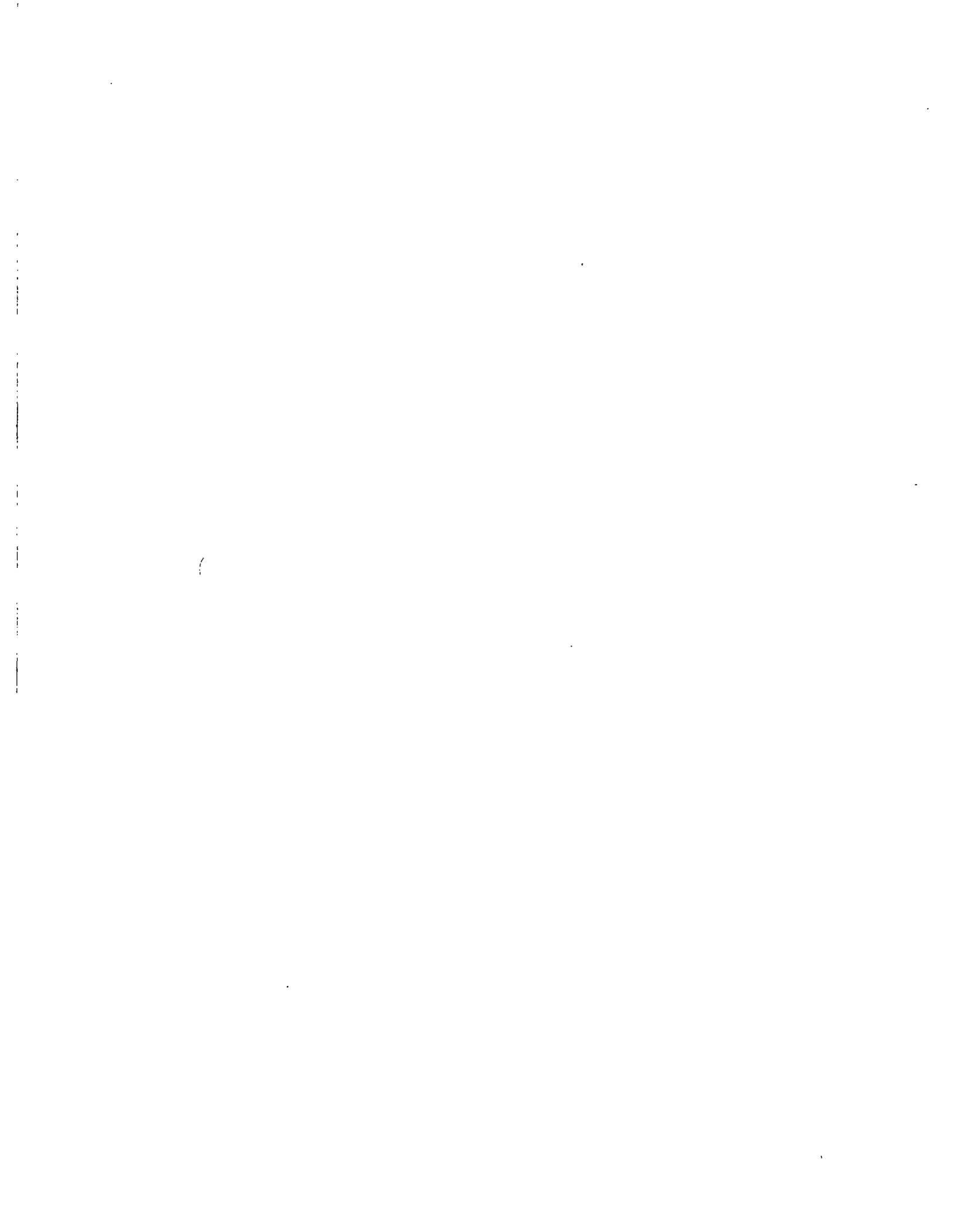


FIGURE 4.3 : TERRACE LEVEL PLAN - 6th FLOOR

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

6th Floor - Terrace Level Plan





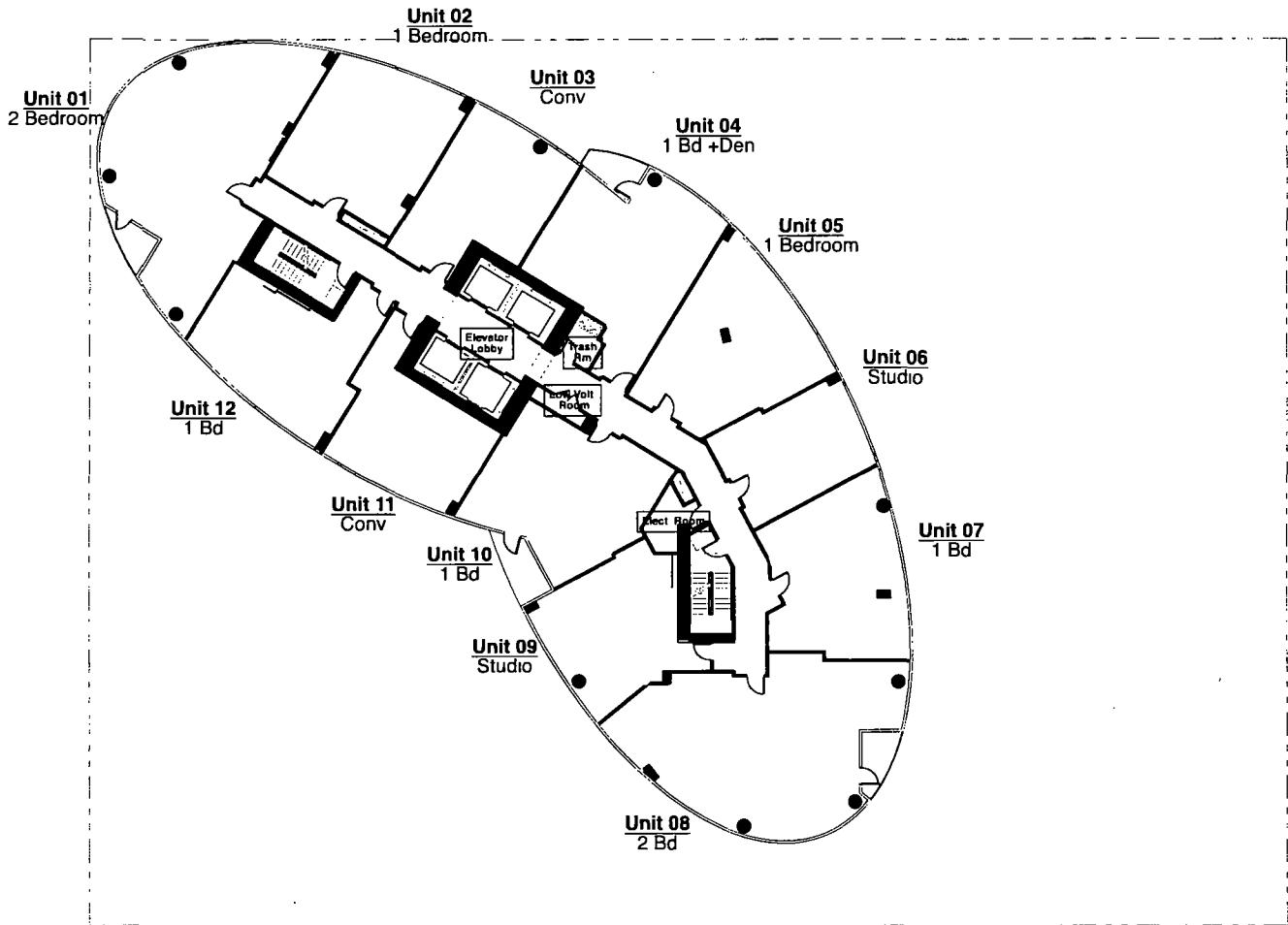


FIGURE 4.4 : TYPICAL FLOOR PLAN- 7th-36th FLOOR

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

7th - 36 th Floor - Typical Floor Plan



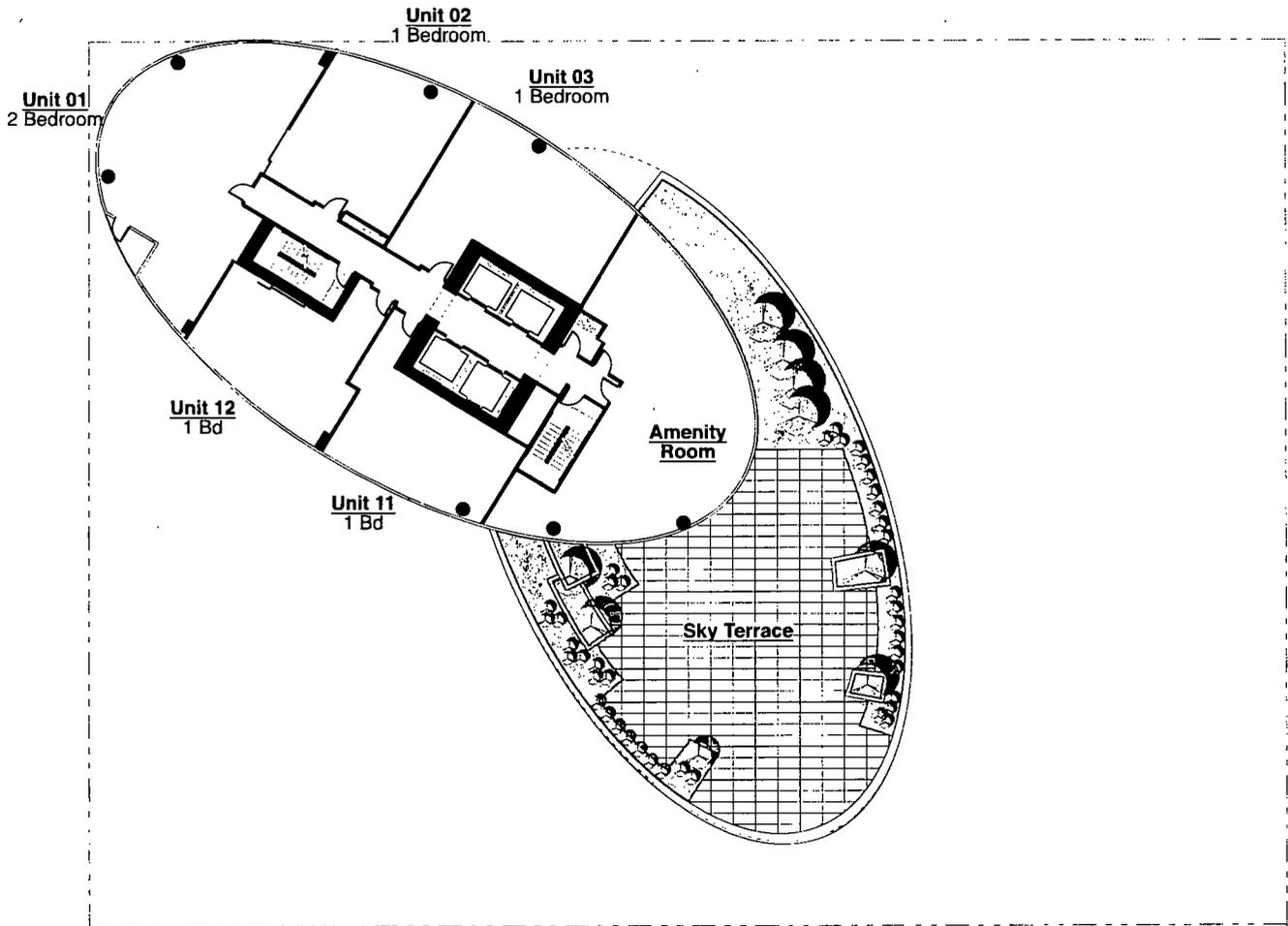
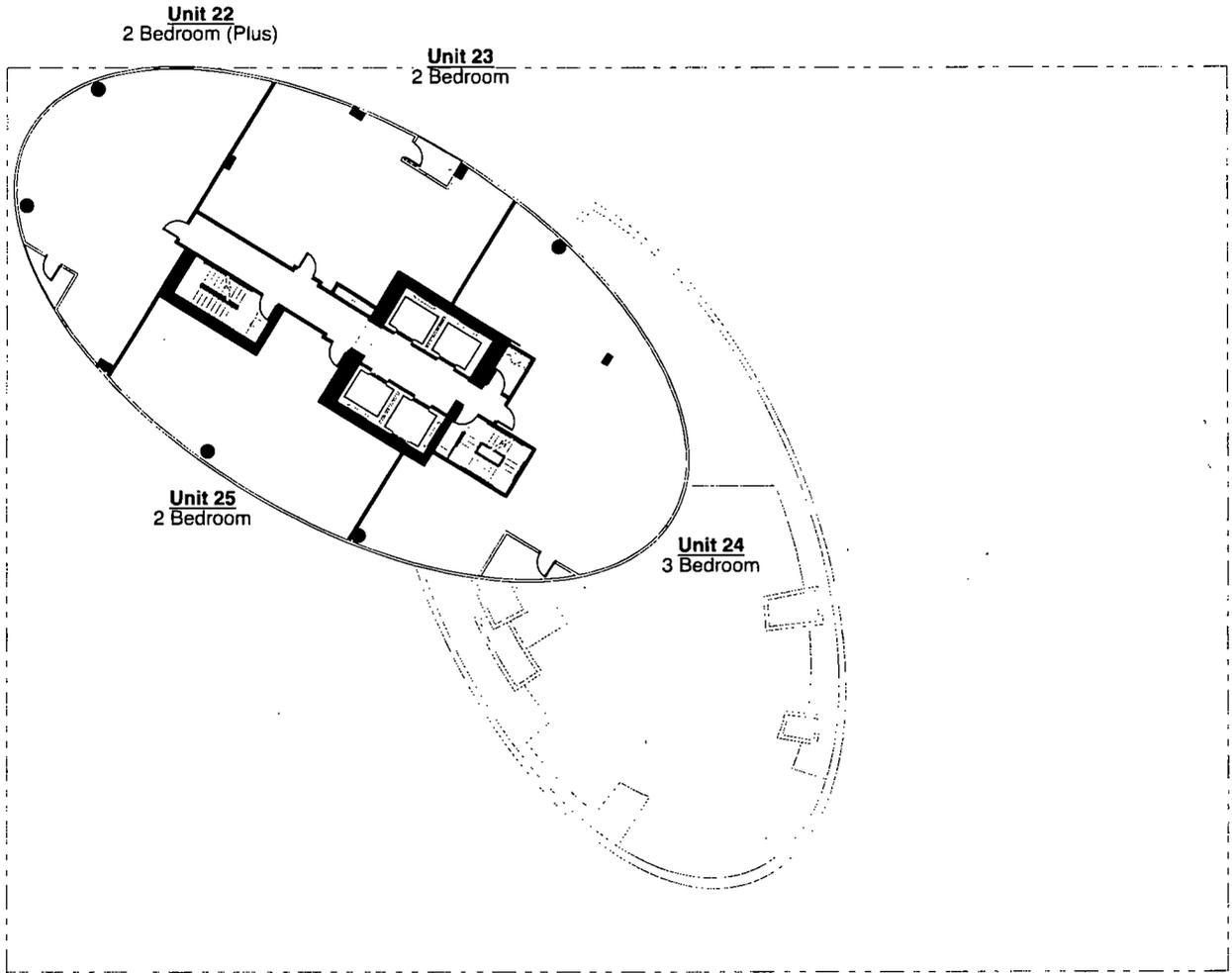


FIGURE 4.5 : SKY DECK LEVEL PLAN - 37th FLOOR

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

37th Floor - Sky Deck Level Plan





**FIGURE 4.5 : SKY DECK LEVEL PLAN - 38th-47th FLOOR**

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

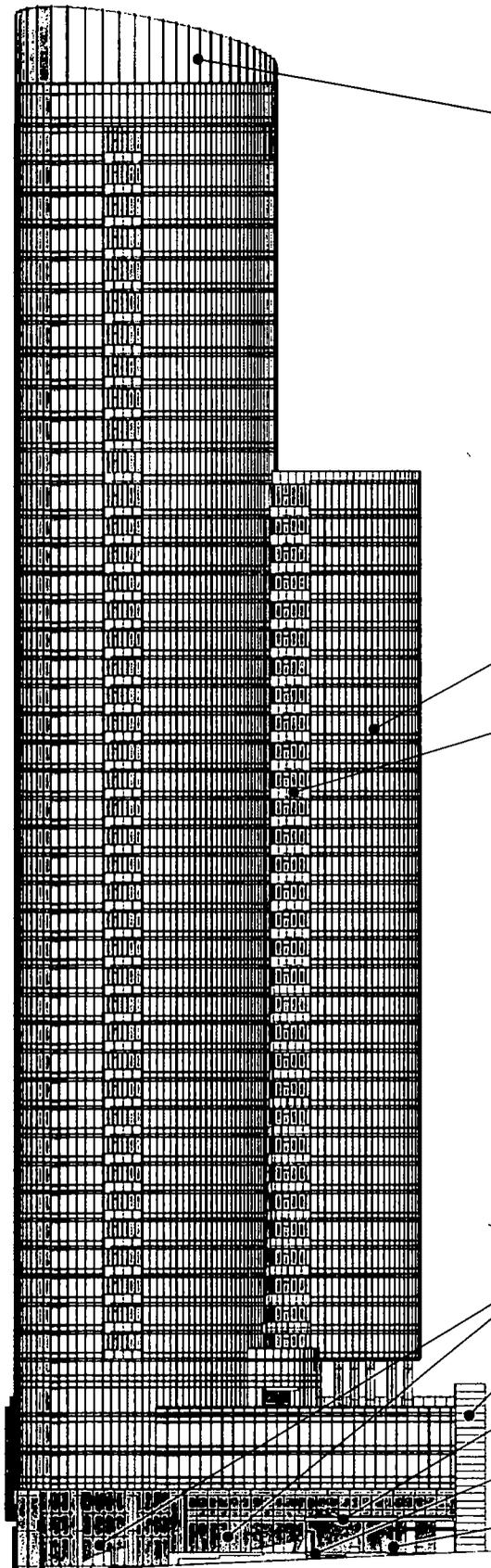
**38th - 47th - Upper Penthouse Floor Plan**



Max Building Height  
535'-0"  
Bottom of Ceiling at Last Occupied Floor  
500'-0"

Sky Deck Level  
380'-0"

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

Masonry Wall Panel System

Architectural Canopy

Pedestrian Entry

Parking Entry/Exit

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 10th, 2015  
CPC Date: October 15th, 2015

West Elevation



Max Building Height  
535'-0"  
Bottom of Ceiling at Last Occupied Floor  
500'-0"

Sky Deck Level  
380'-0"

Amenity Deck Level  
59'-4"

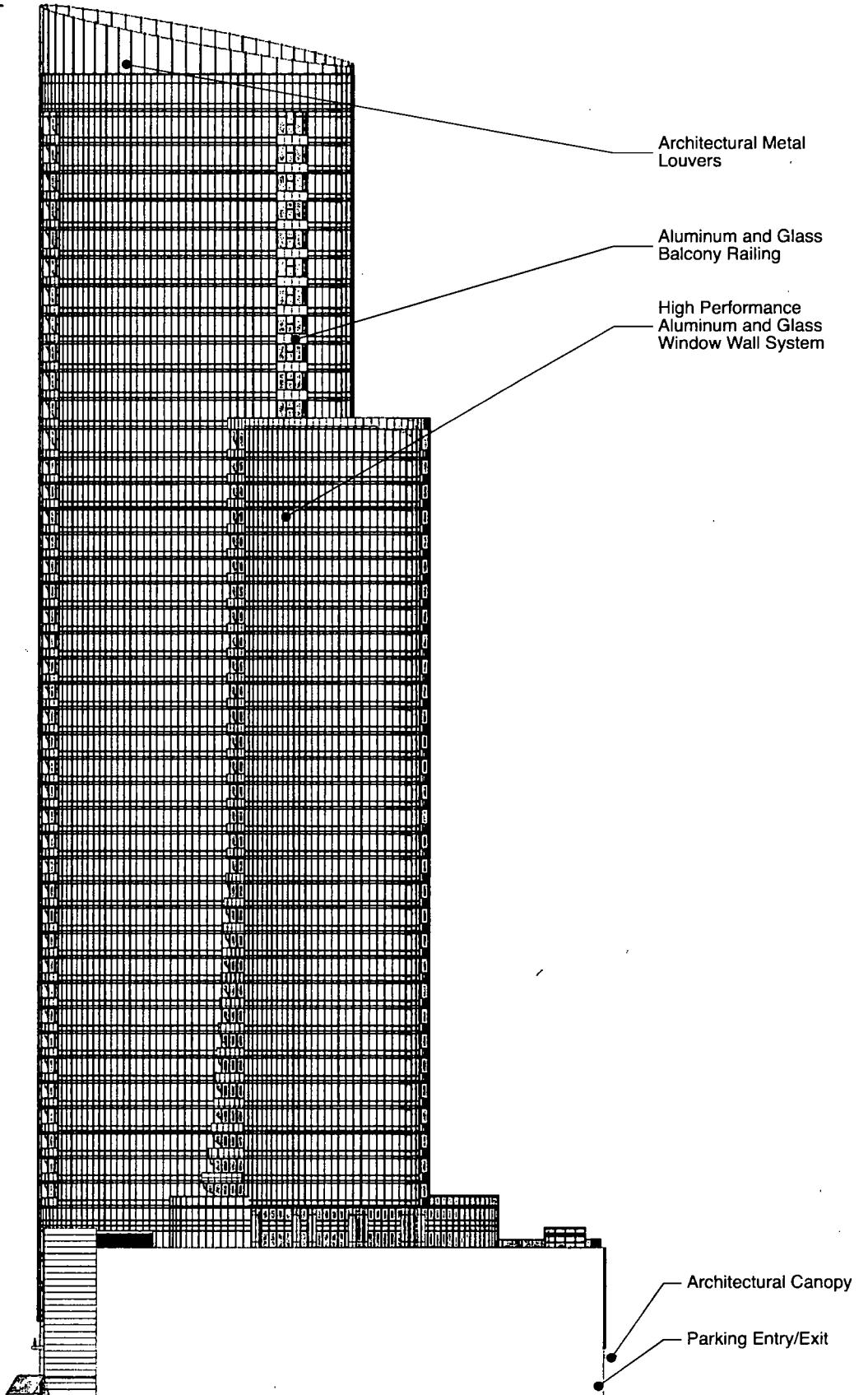


FIGURE 5.2 : SOUTH ELEVATION

Applicant: 465 N. Park Drive, LLC  
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
464-478 N. New Street  
Date: June 10th, 2015  
CPC Date: October 15th, 2015

South Elevation



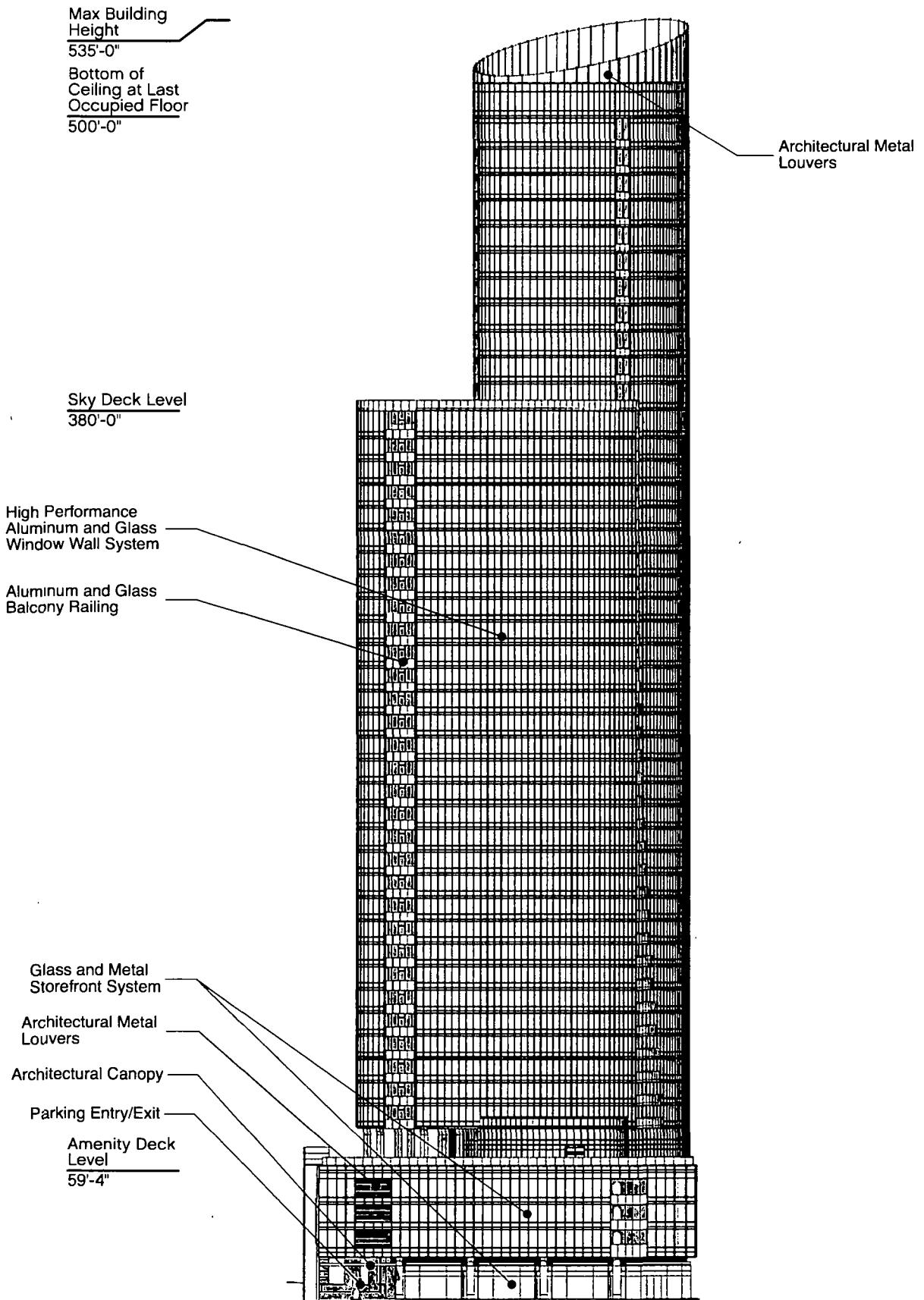


FIGURE 5.3 : EAST ELEVATION

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

East Elevation



Max Building Height  
535'-0"  
Bottom of Ceiling at Last Occupied Floor  
500'-0"

Sky Deck Level  
380'-0"

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

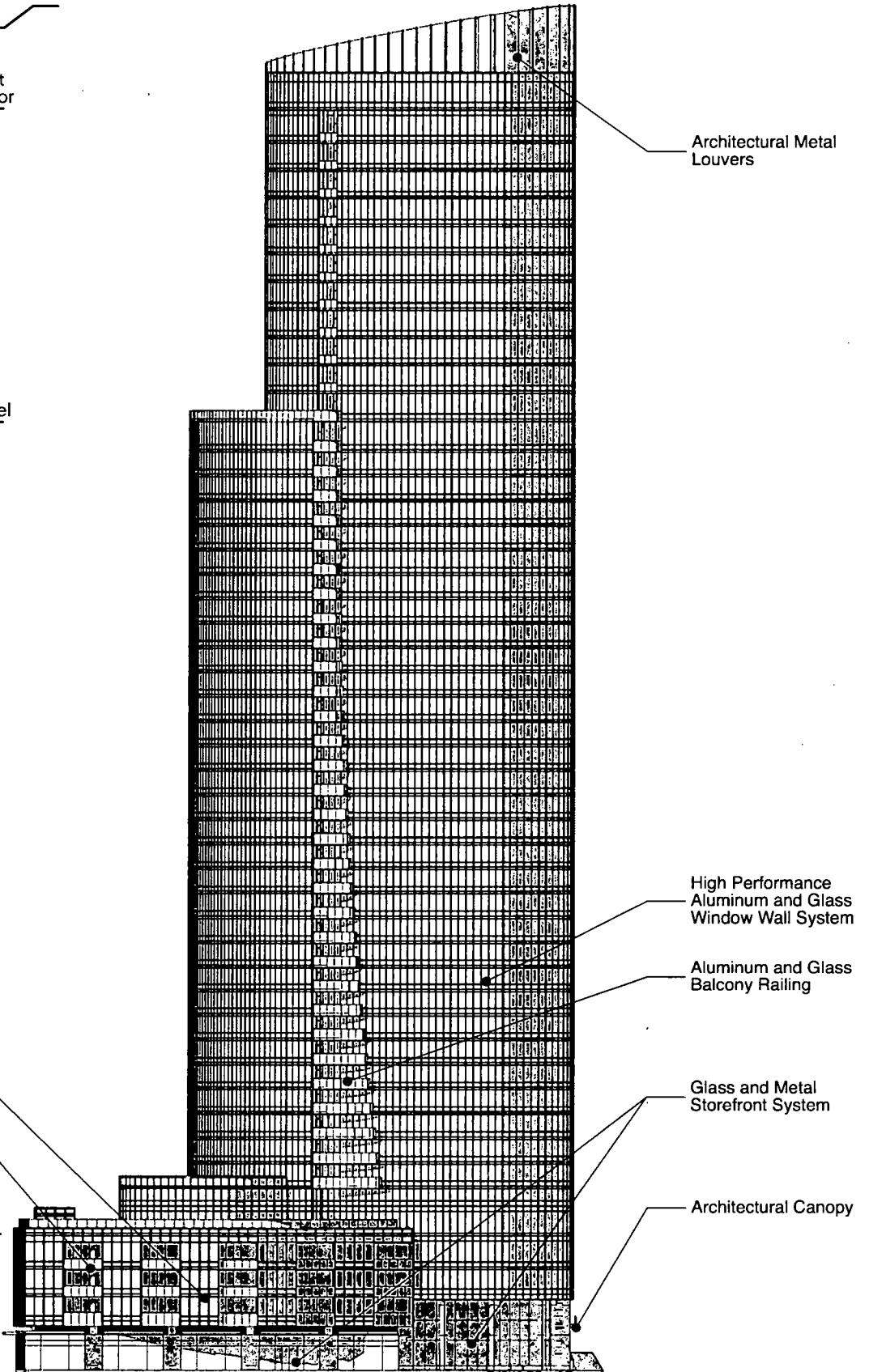


FIGURE 5.4 : NORTH ELEVATION

Applicant: 465 N. Park Drive, LLC  
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
464-478 N. New Street  
Date: June 10th, 2015  
CPC Date: October 15th, 2015

North Elevation



## Exhibit VI

### **Project Narrative**

The project is located at the southeast corner of Illinois Street and Park Drive. The project is a 47-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.

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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. PD #368/Sub-Area B/Parcel P8	34,400 sq. ft.
B. _____	_____ sq. ft.
C. _____	_____ sq. ft.
D. Total Net Site Area:	34,400 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: 444.
2. Efficiency Units: \_\_\_\_\_.
3. Total Units: 444.

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: 459,000 \_\_\_\_\_ 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	<u>244</u> _____	<u>181</u> _____
B. Loading Docks	<u>3</u> _____	<u>2</u> _____

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.

I. 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 and 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.

This policy does not apply because the proposed project is located in the Private Use Zone. 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.

This policy does not apply because the proposed project is located in the Private Use Zone. 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 policy does not apply because the proposed project is located in the Private Use Zone. 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.

Applicant: 465 N. PARK DRIVE, LLC  
Premises: PD 368 SUB-AREA B PARCEL 8  
Date: JUNE 10, 2015  
CPC DATE: October 15, 2015



This policy does not apply because the proposed project is located in the Private Use Zone. The proposal is remote from and does not affect the formal character or the open water vista of Grant Park.

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

This policy does not apply because the proposed project is located in the Private Use Zone. 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.

This policy does not apply because the proposed project is located in the Private Use Zone. 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

This policy does not apply because the proposed project is located in the Private Use Zone. 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.

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

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.

This policy does not apply because the proposed project is located in the Private Use Zone. 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.

This policy does not apply because the proposed project is located in the Private Use Zone. 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: October 15, 2015

**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.

This policy does not apply because the proposed project is located in the Private Use Zone. 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: October 15, 2015

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.

This policy does not apply because the proposed project is located in the Private Use Zone. 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.

This policy does not apply because the proposed project is located in the Private Use Zone. 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.

Applicant: 465 N. PARK DRIVE, LLC  
Premises: PD 368 SUB-AREA B PARCEL 8  
Date: June 10, 2015  
CPC DATE: October 15, 2015

This policy does not apply because the proposed project is located in the Private Use Zone. The Applicant's proposal does not call for construction of any roadway of expressway standards in the Lakefront Parks.

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.

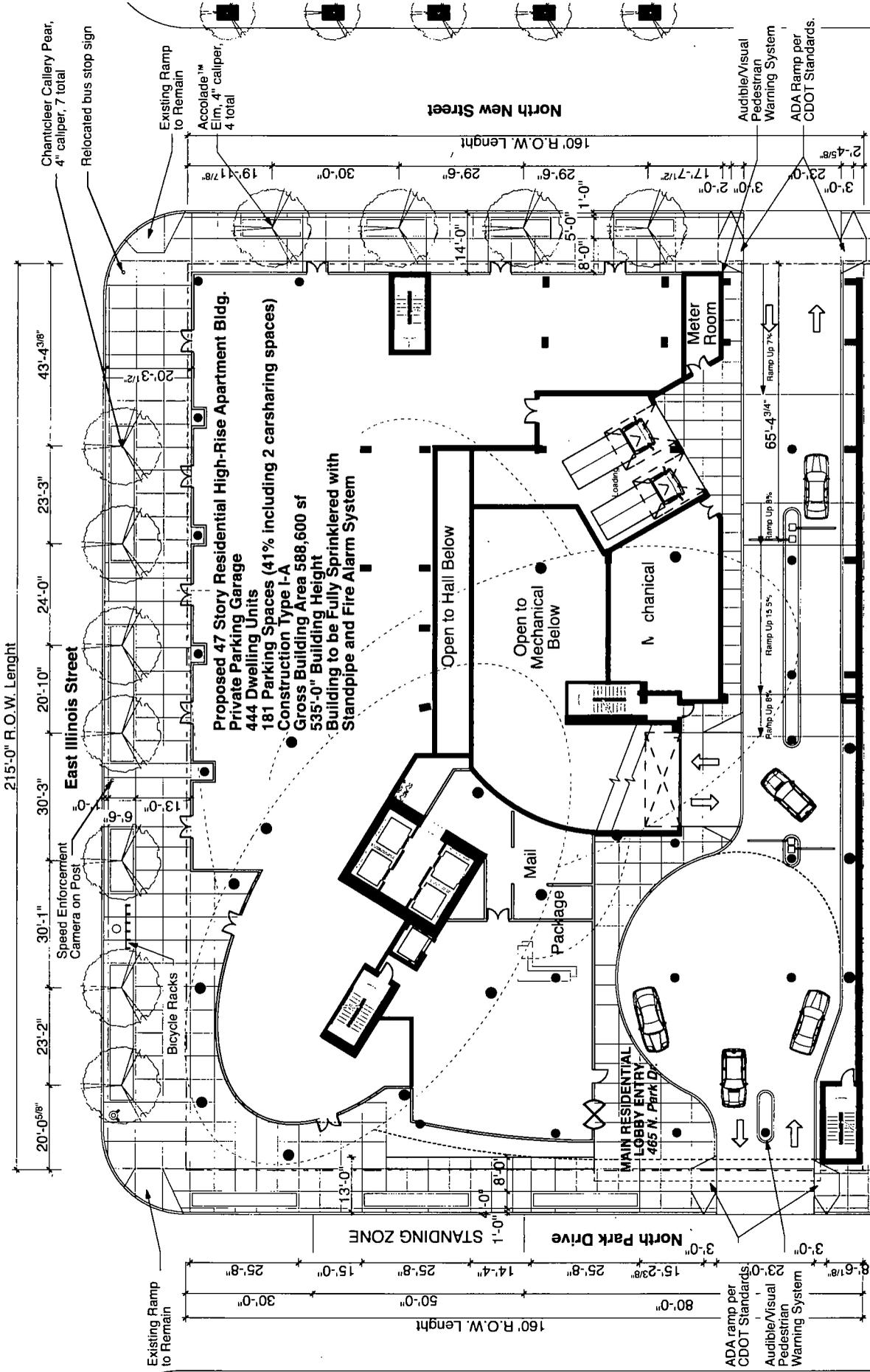
13. Nothing contained in the Lake Michigan and Chicago Lakefront Protection Ordinance shall be deemed to be a waiver or consent, license or permit to use any property or to locate, construct or maintain any building, structure or facility or to

Applicant: 465 N. PARK DRIVE, LLC  
Premises: PD 368 SUB-AREA B PARCEL 8  
Date: June 10, 2015  
CPC DATE: October 15, 2015

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.

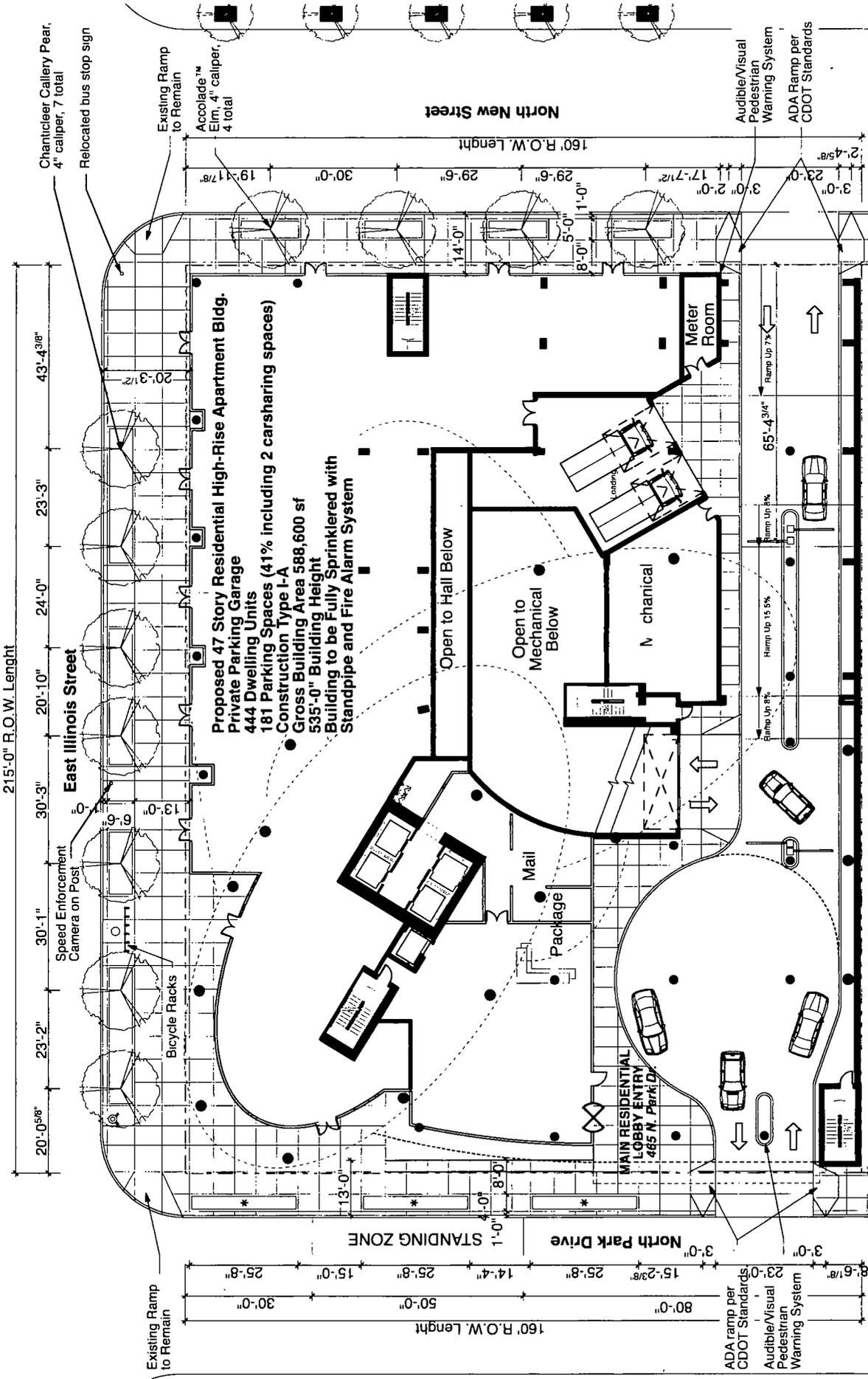
Applicant: 465 N. PARK DRIVE, LLC  
Premises: PD 368 SUB-AREA B PARCEL 8  
Date: June 10, 2015  
CPC DATE: October 15, 2015



# 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 10th, 2015  
 CPC Date: October 15th, 2015



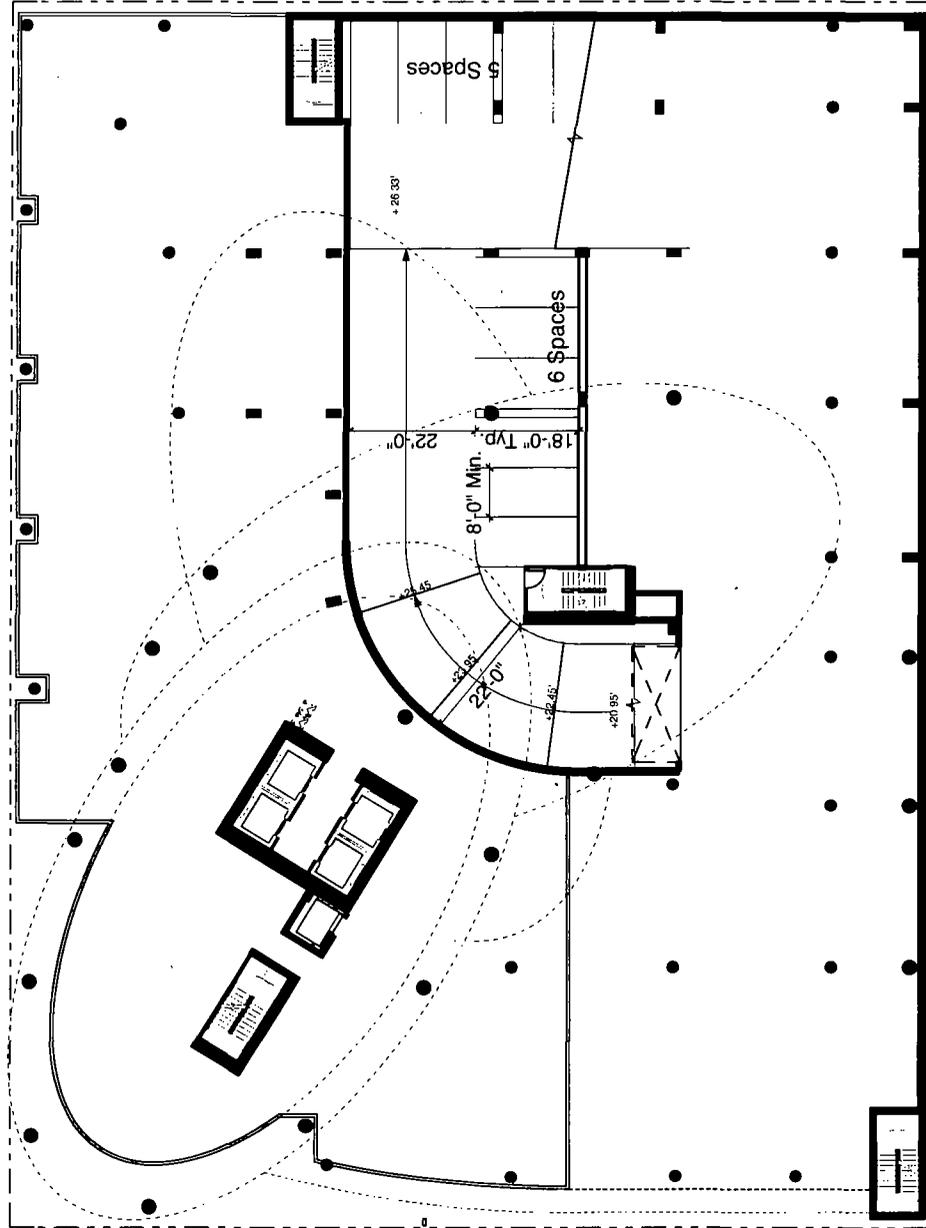


**\*Note: No Parkway Trees where Sidewalk in on Parking Structure**

**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 10th, 2015  
 CPC Date: October 15th, 2015

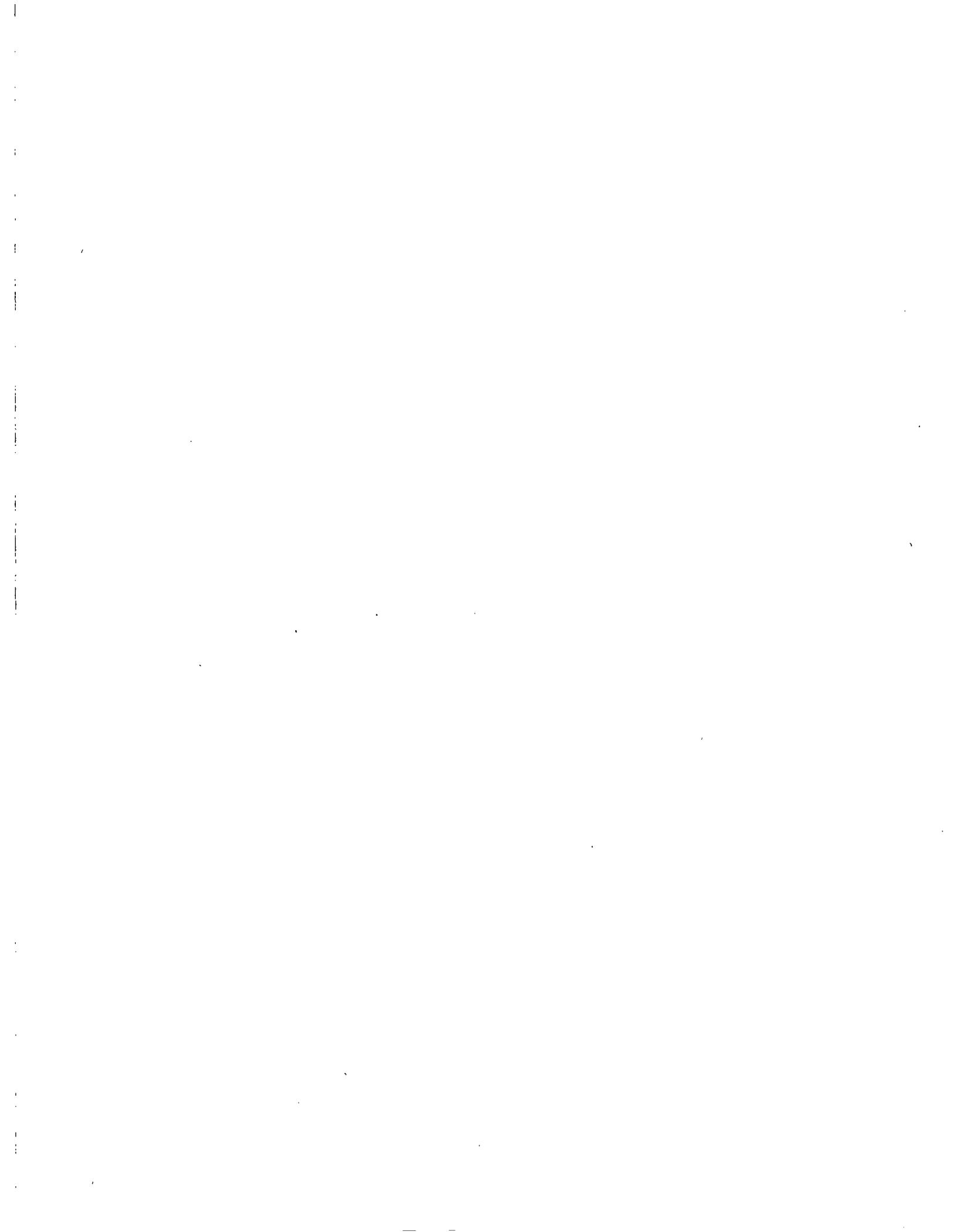


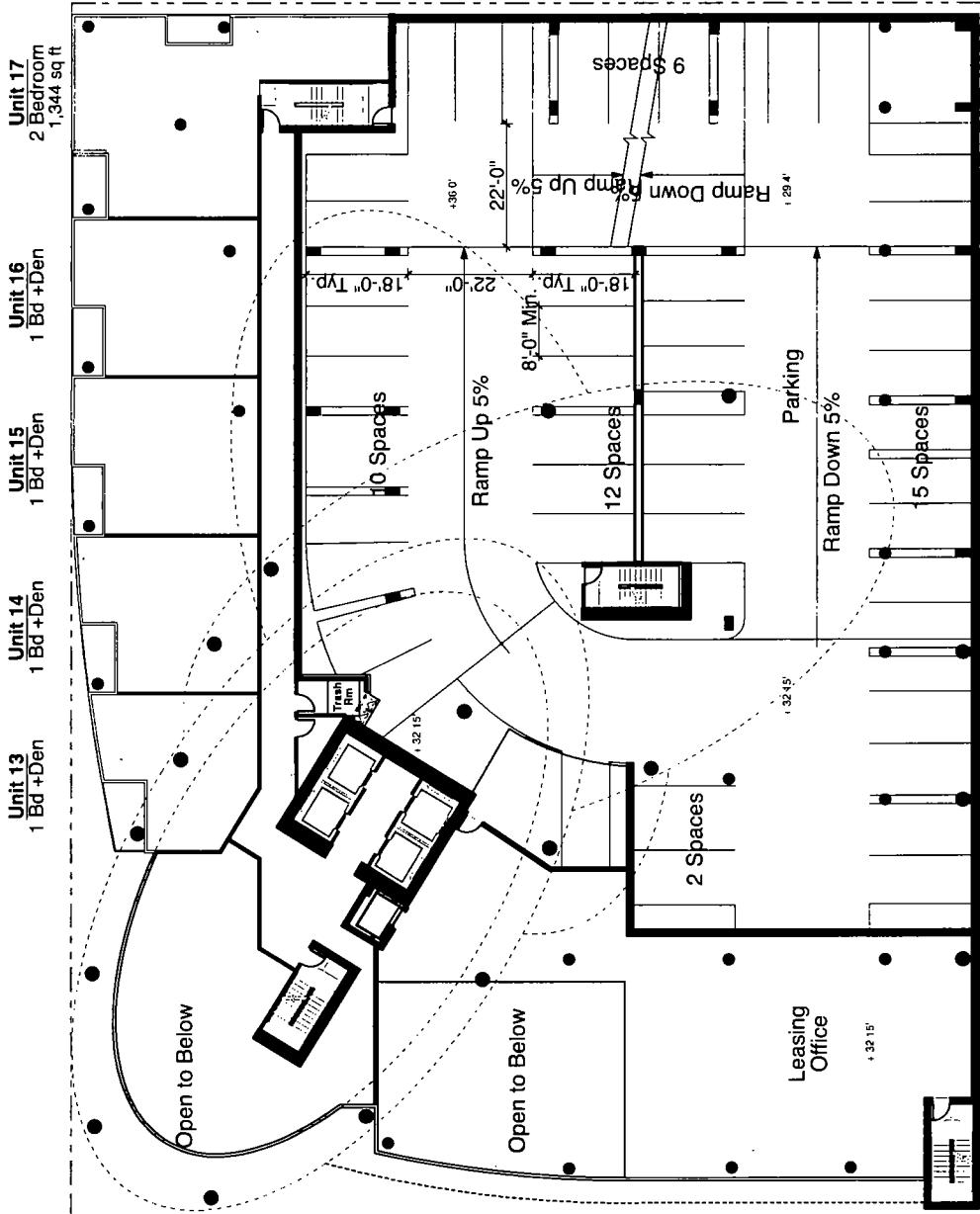


**Mezzanine Floor Plan**



Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

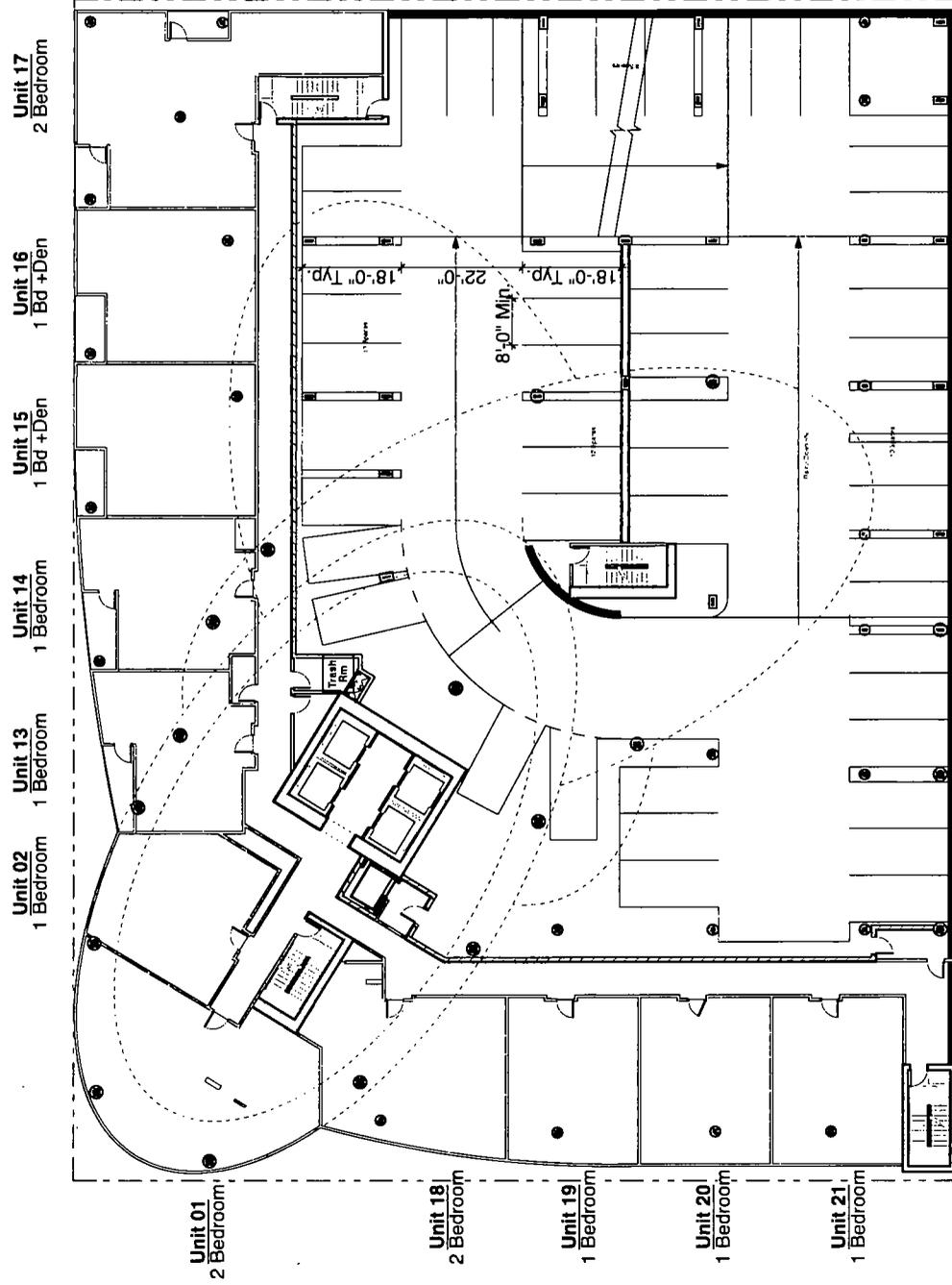




**Second Floor Plan**

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

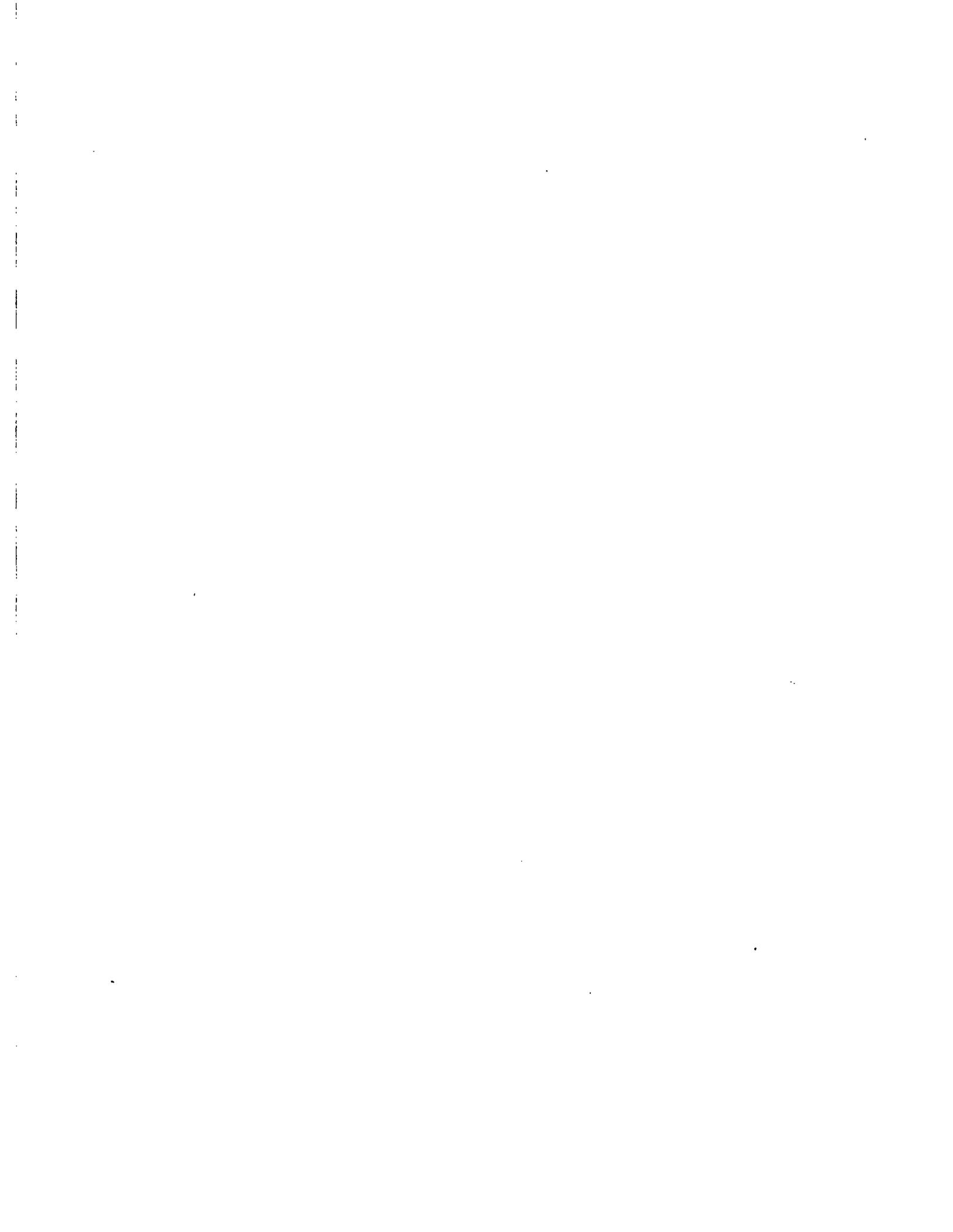


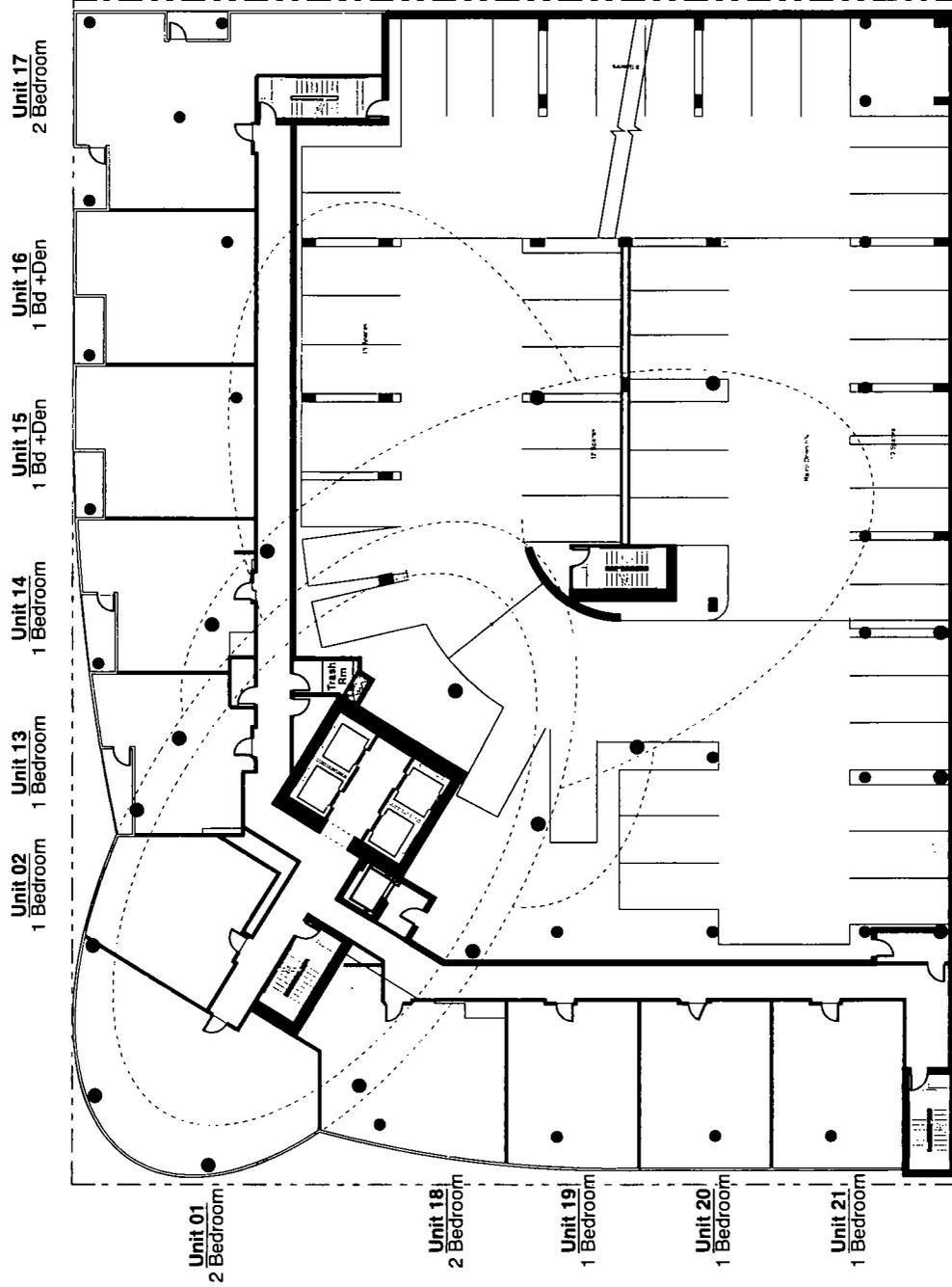


**Third Floor Plan**

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015



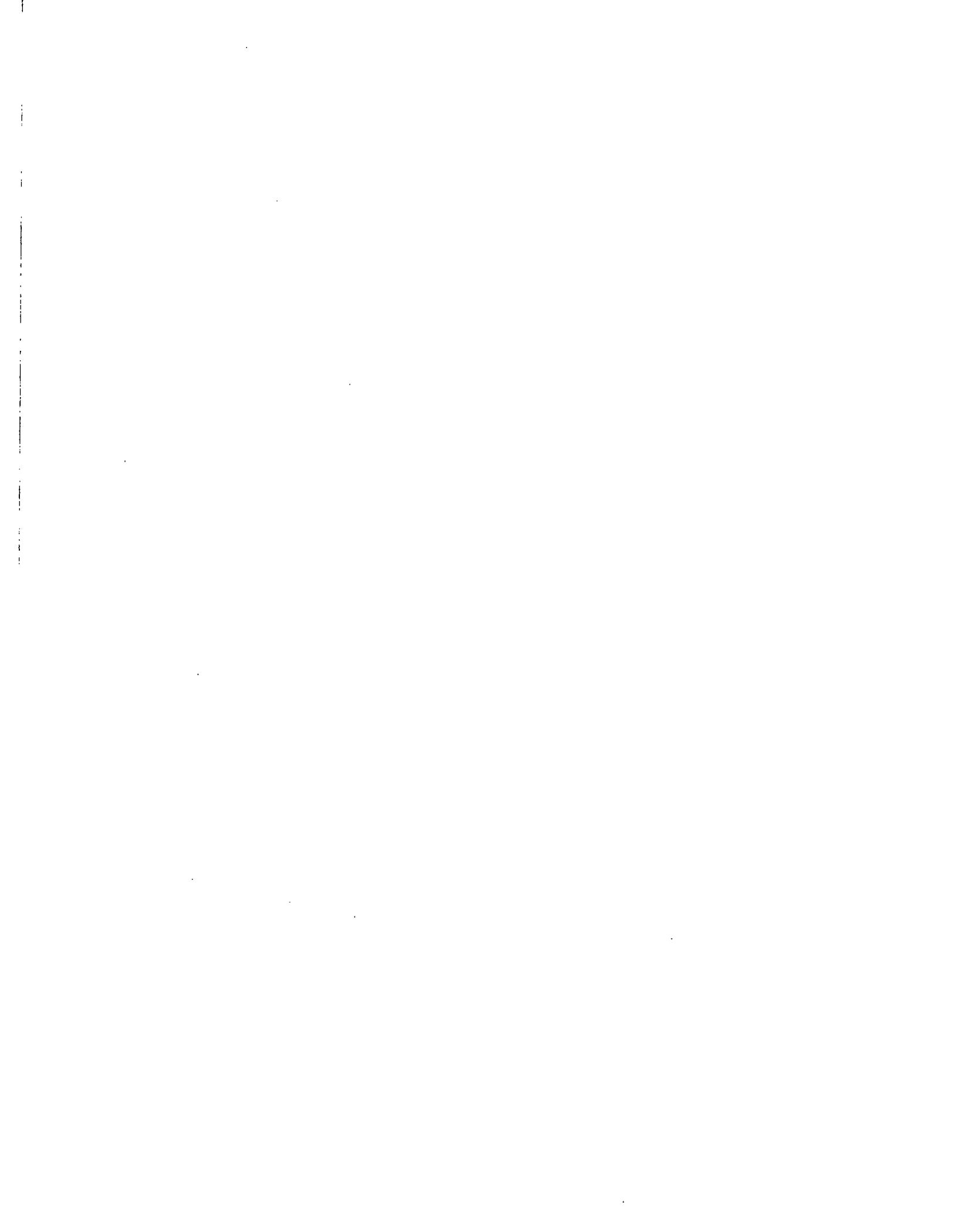


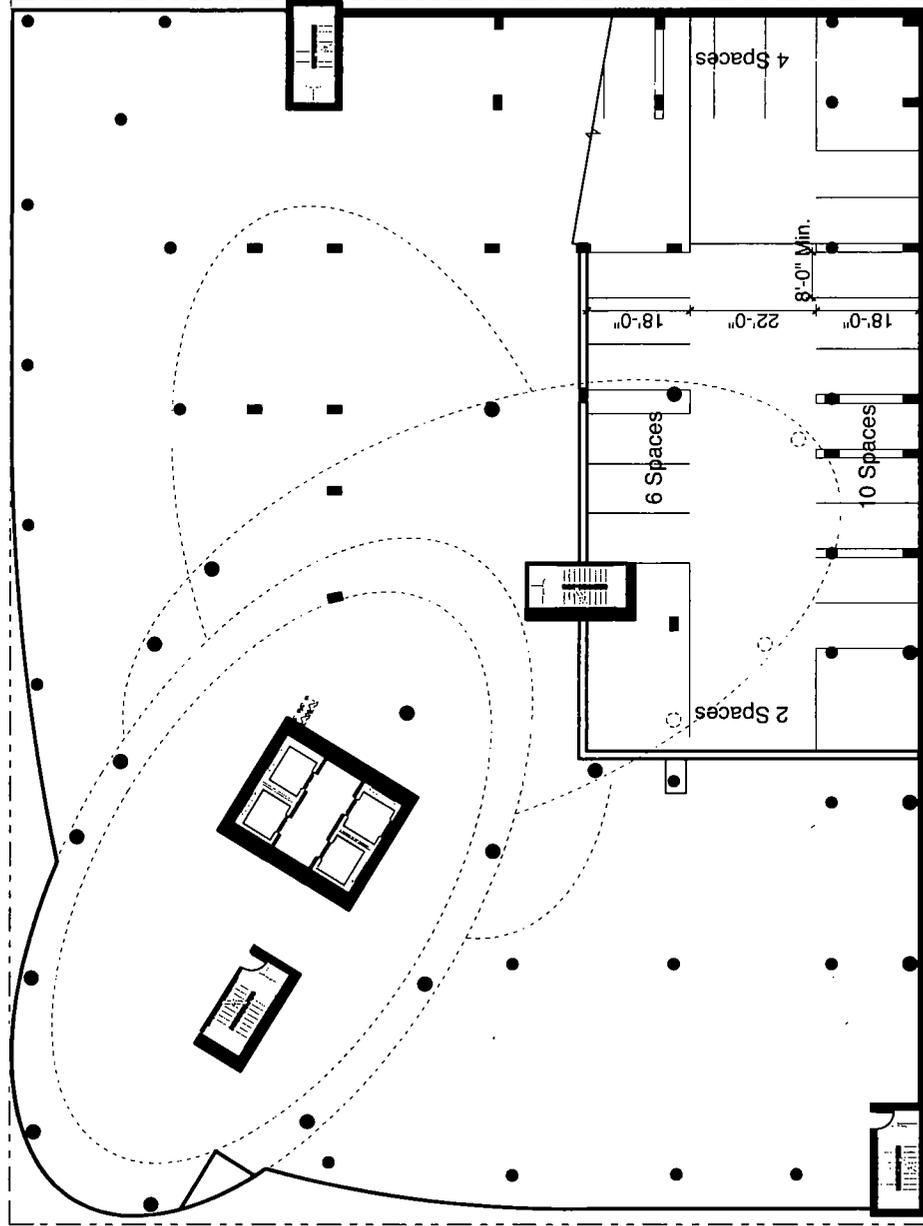


**Fourth Floor Plan**

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015



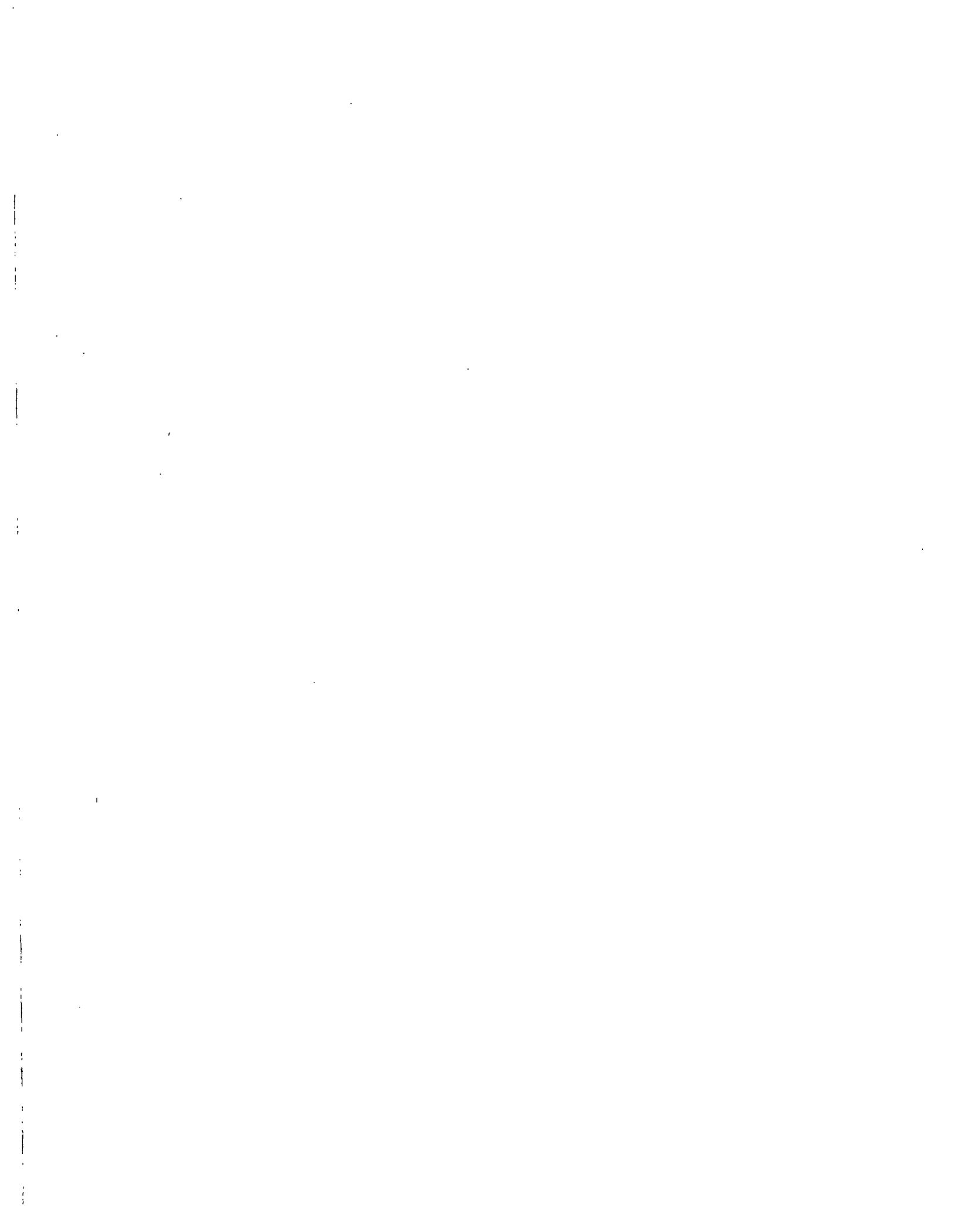




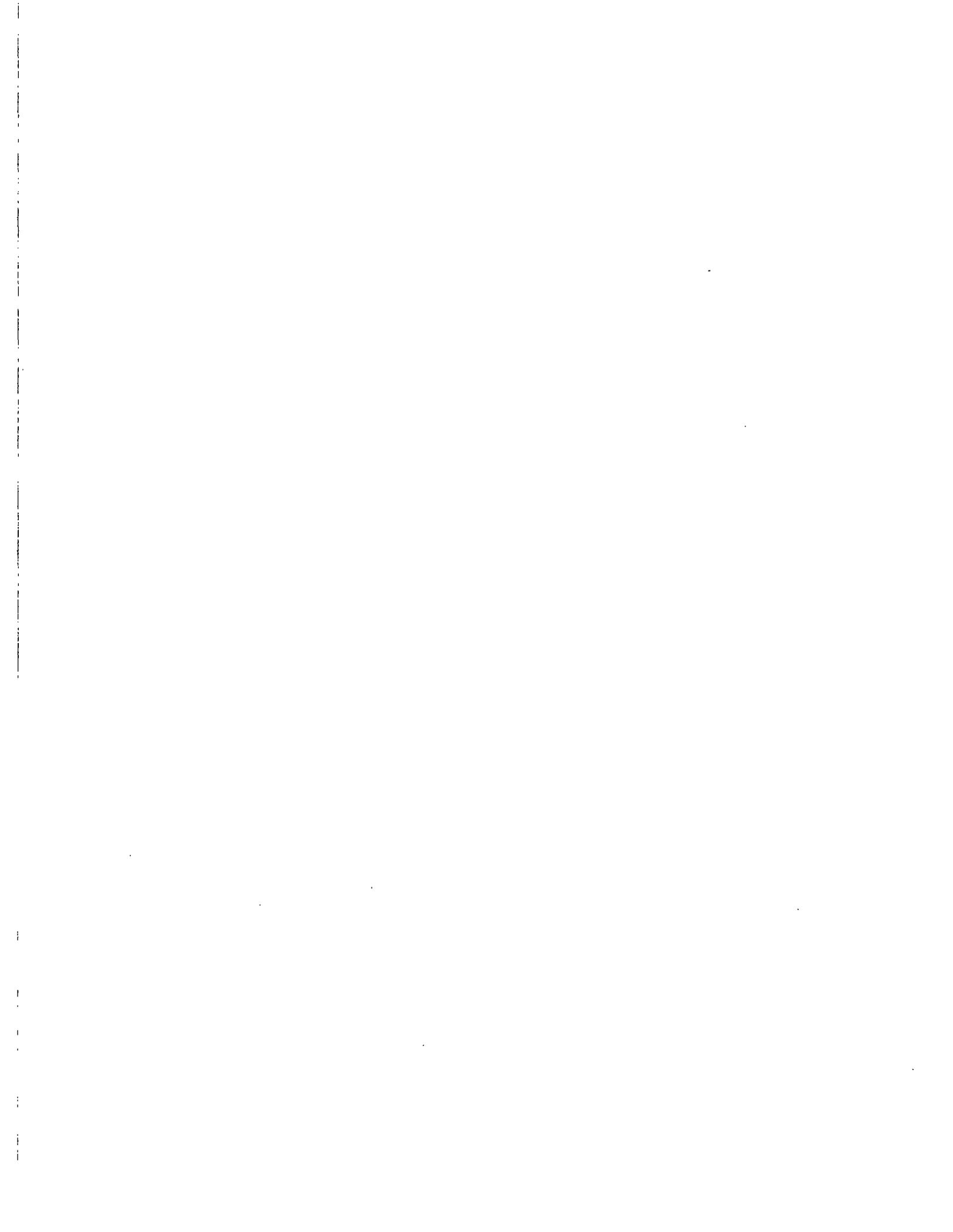
**Fourth Floor Mezzanine Plan**

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

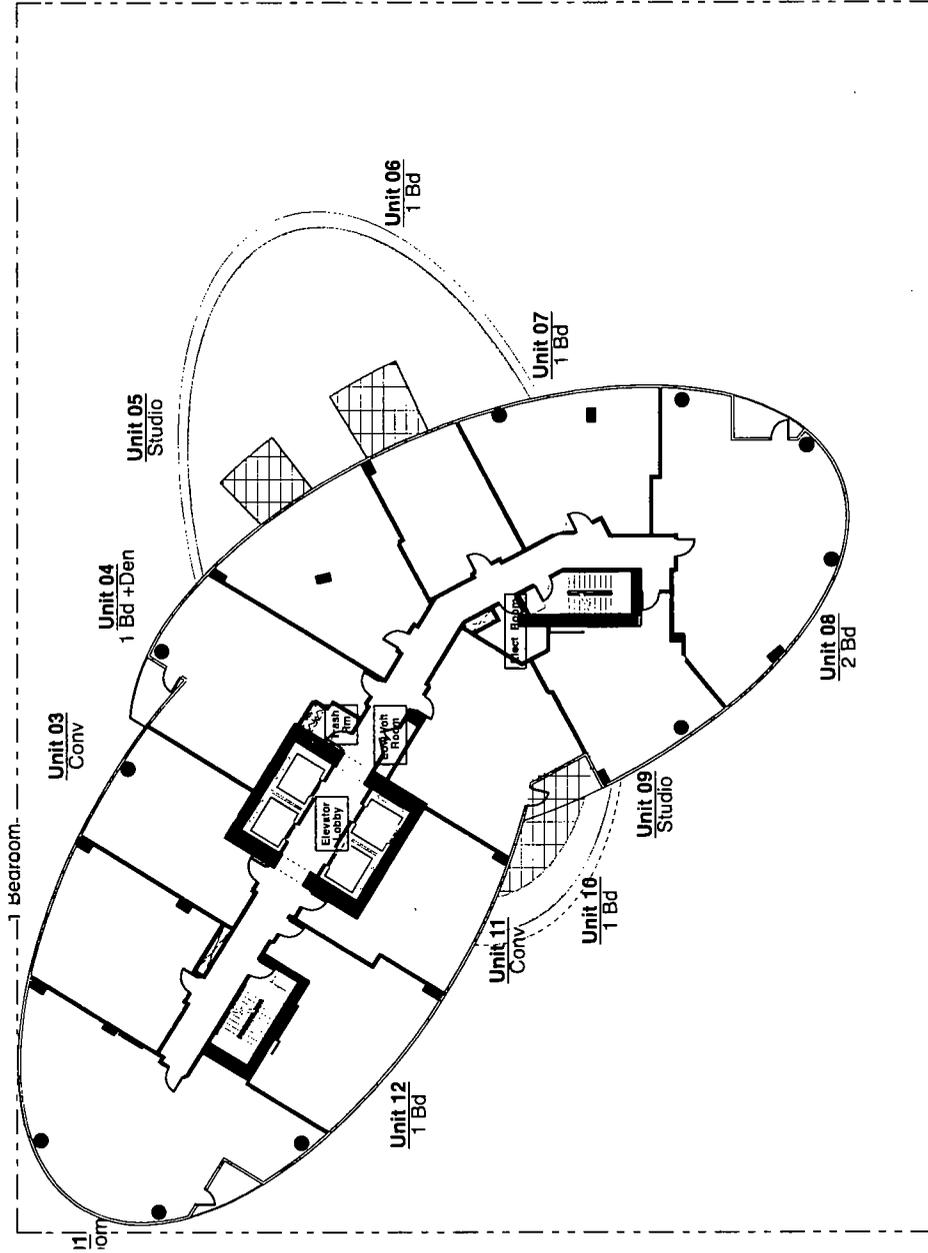








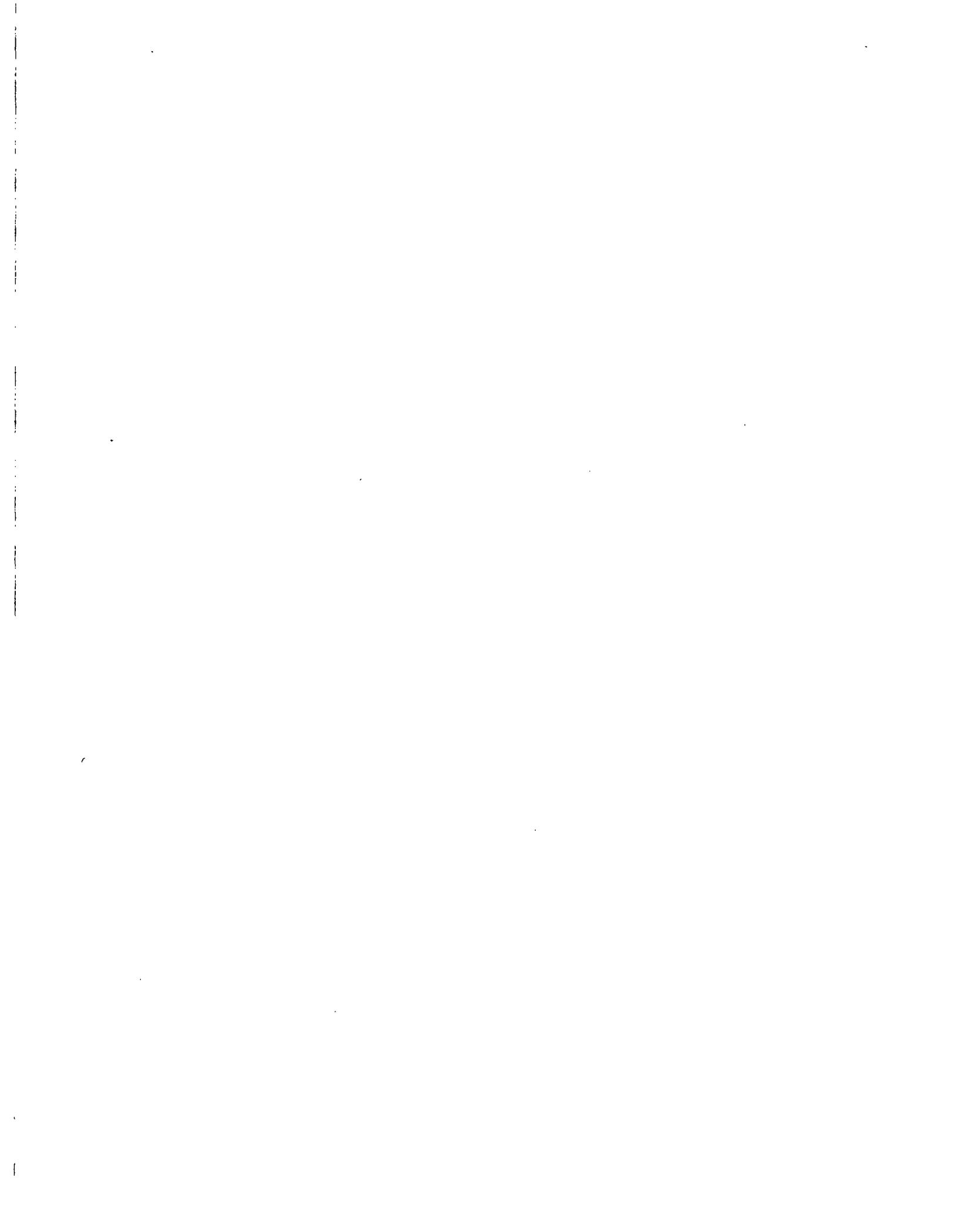
-  Denotes Hardscape Area
-  Denotes Landscaped Area

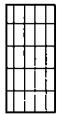


**6th Floor Plan - Balcony Landscape Plan**

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015



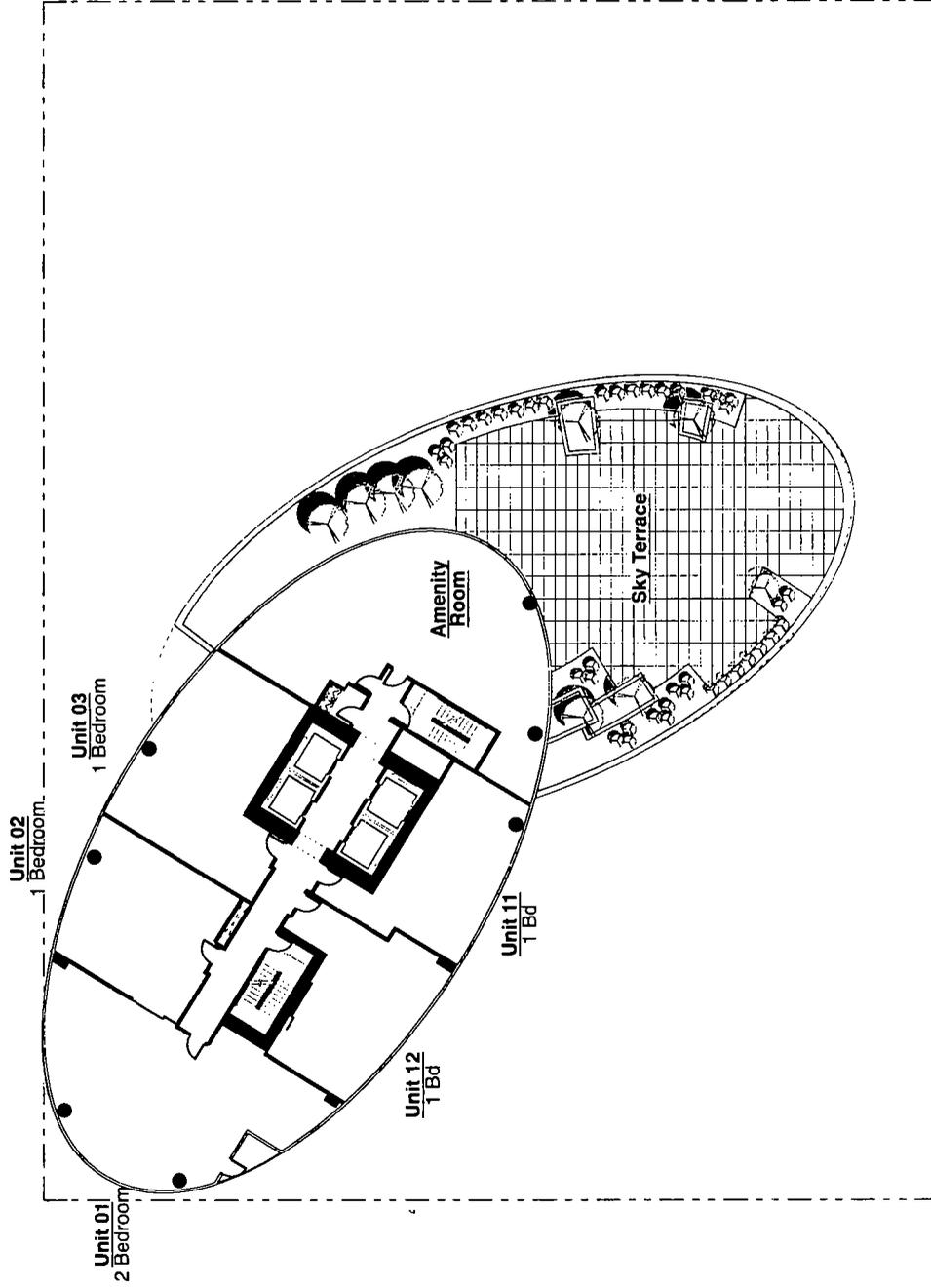




Denotes Hardscape Area



Denotes Landscaped Area



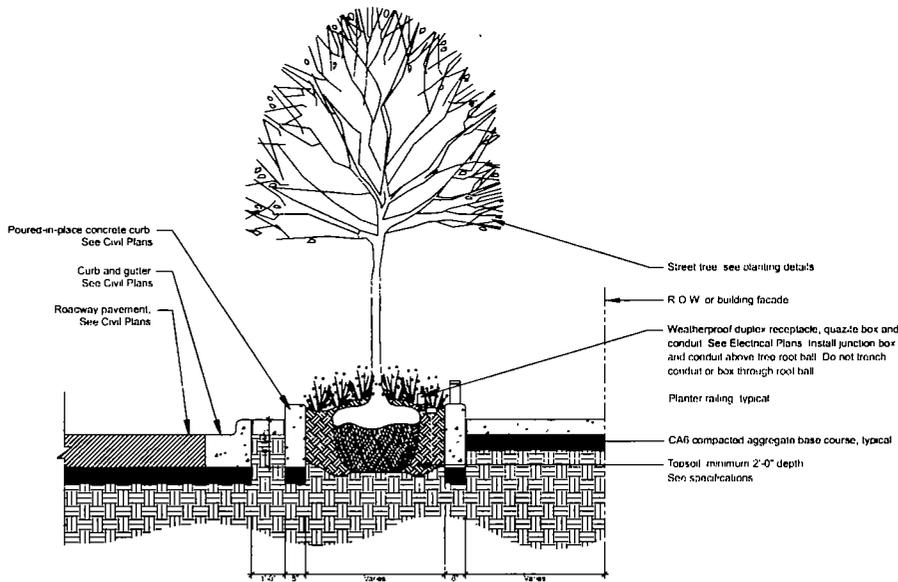
### 37th Floor - Sky Deck Landscape Plan

Applicant: 465 N. Park Drive, LLC  
Address: 465-479 N. Park Drive; 315-335 E. Illinois Street

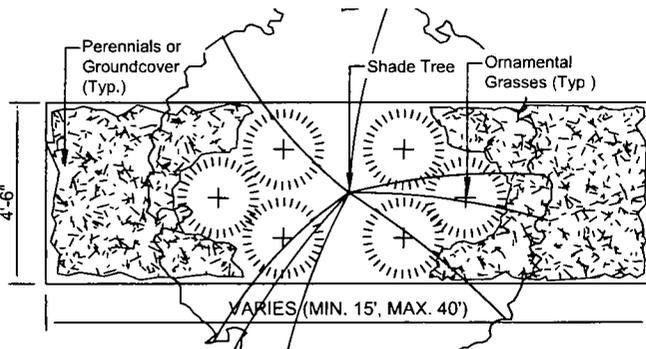
Date: June 10th, 2015

CPC Date: October 15th, 2015





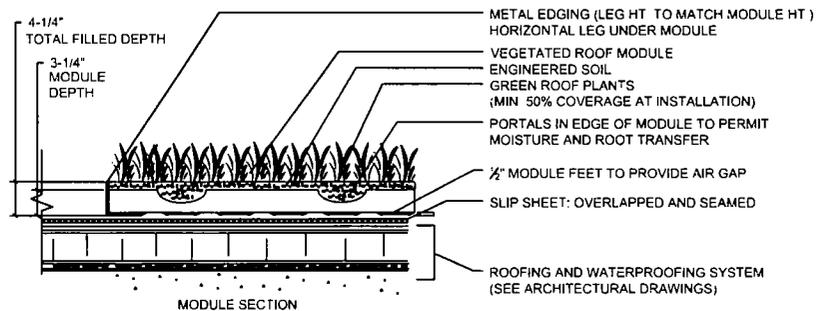
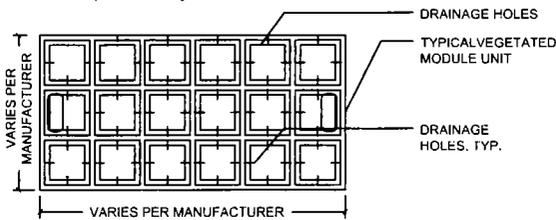
2 Typical Sidewalk Through Planter - Section  
Scale: N.T.S.



1 PLANTER - TYPICAL PLAN  
N.T.S.

**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'



**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
<b>Shade Trees</b>			
<i>Pyrus calleryana</i> 'Chanticleer'	Callery Pear	2-1/2" cal.	B&B
<i>Celtis occidentalis</i>	Prairie Sentinel	4" Cal.	along E. Illinois St.
<i>Ulmus Minor</i>	New Horizon	4" Cal.	along N. New St.
<b>Deciduous Shrubs</b>			
<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
<b>Perennials</b>			
<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>Heimerocallis</i> 'Happy Returns'	Happy Returns Daylily	1 gal container	12" o.c.
<i>Heimerocallis</i> 'Rocket City'	Rocket City Daylily	1 gal container	12" o.c.
<i>Nepeta faassenii</i>	Faassenii Catmint	1 gal container	12" o.c.
<b>Ornamental Grasses</b>			
<i>Calamagrostis acutiflora</i> Karl Foerster	Karl Foerster Feather Reed Grass	#3 Container	
<i>Pennisetum alopecuroides</i> 'Hameln'	Hameln Dwarf Fountain Grass	#3 Container	
<b>Groundcovers</b>			
<i>Linopse 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 tomatia</i>	Barren Strawberry	4" pots	12" o.c.

Applicant: 465 N. Park Drive, LLC  
 Address: 465-479 N. Park Drive; 315-335 E. Illinois Street  
 464-478 N. New Street  
 Date: June 10th, 2015  
 CPC Date: October 15th, 2015

**Plant List & Landscape Details**



GREEN ROOF AREA: 56% OF NET ROOF AREA

GREEN ROOF AREA CALCULATIONS

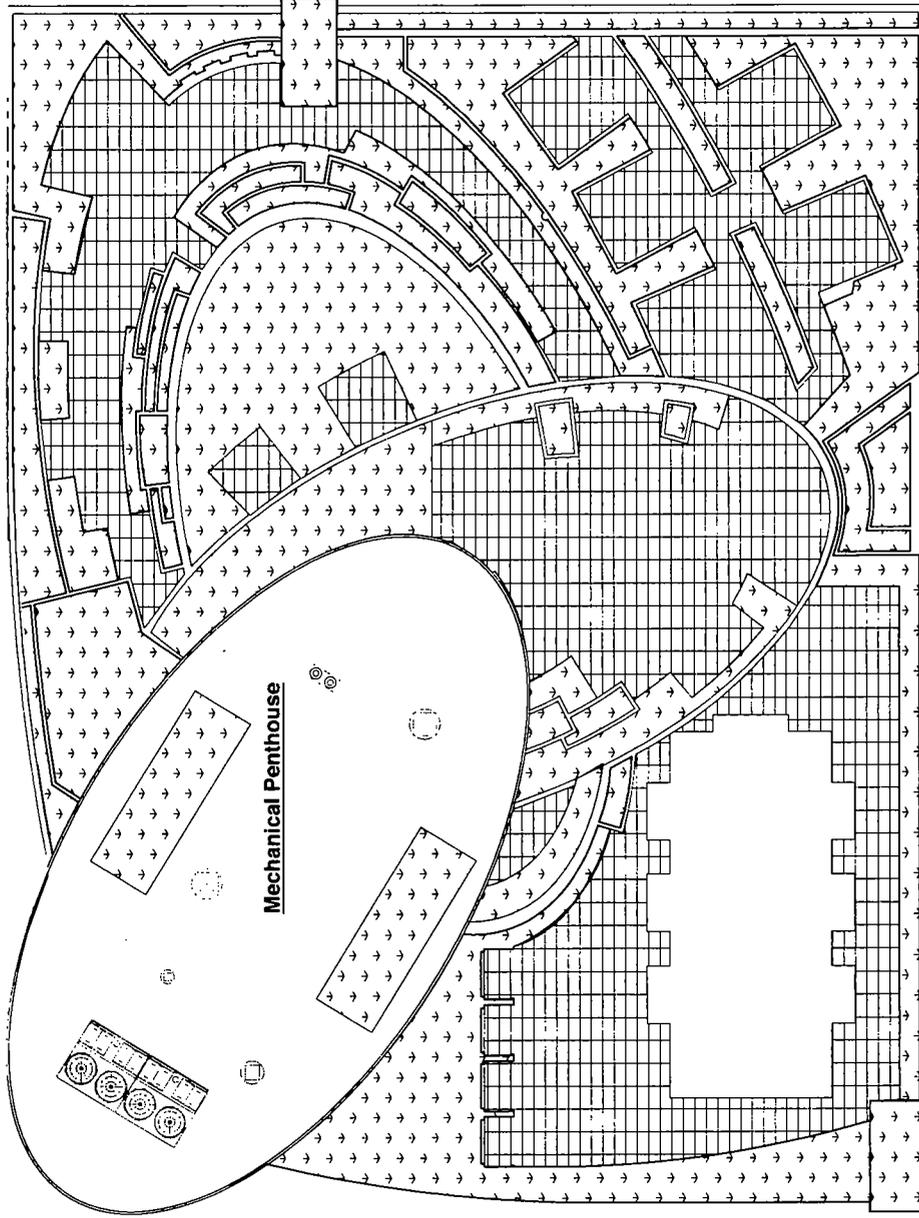
GROSS ROOF AREA: 33,102 SQ. FT.  
NET ROOF AREA: 24,264 SQ. FT.  
GREEN ROOF AREA: 12,132 SQ. FT.  
POOL SURFACE AREA: 1,350 SQ. FT.  
TOTAL GREEN ROOF AREA: 13,482 SQ. FT.



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 10th, 2015  
CPC Date: October 15th, 2015

**Green Roof Plan**



Max Building Height  
535'-0"  
Bottom of Ceiling at Last Occupied Floor  
500'-0"

Sky Deck Level  
380'-0"

High Performance Aluminum and Glass Window Wall System

Aluminum and Glass Balcony Railing

Amenity Deck Level  
59'-4"

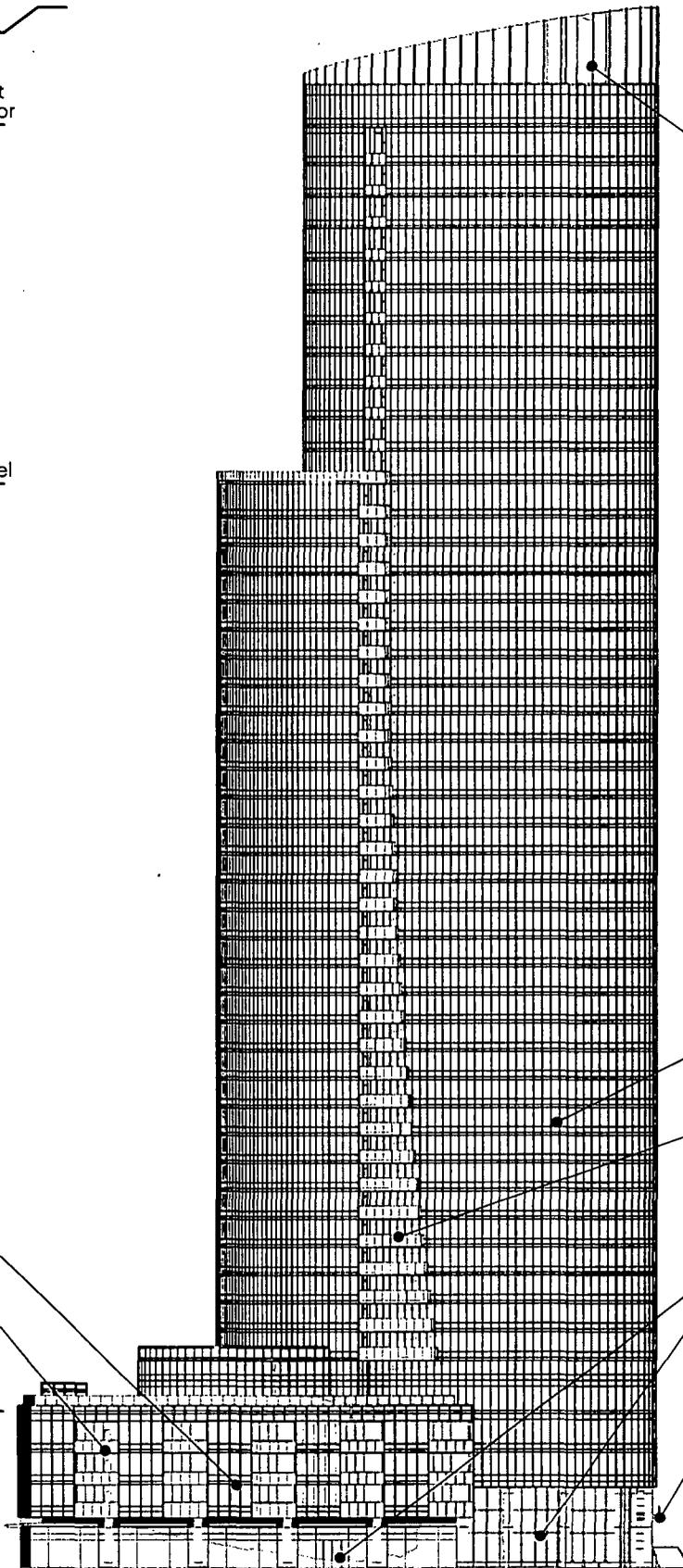
Architectural Metal Louvers

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 10th, 2015  
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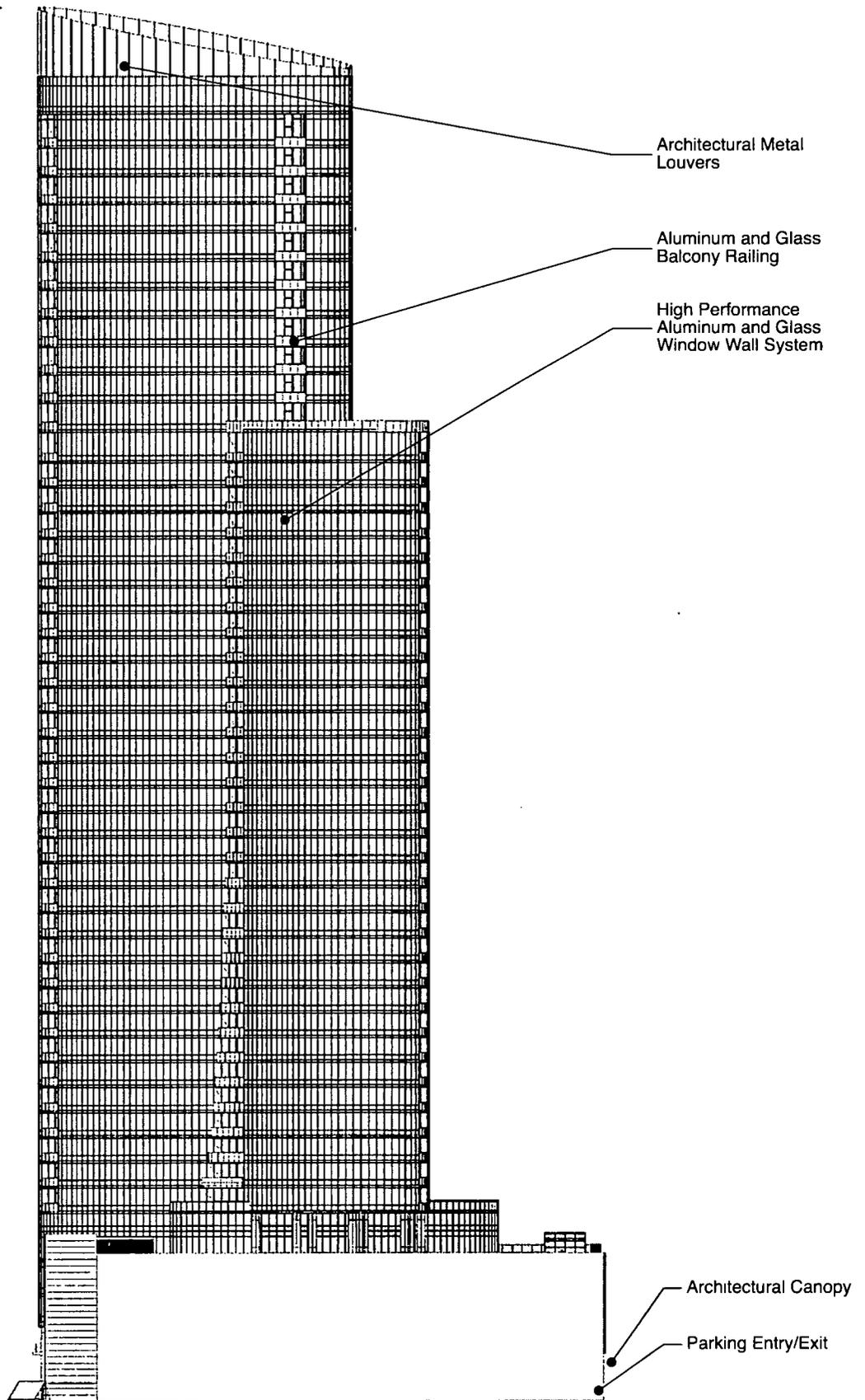
North Elevation



Max Building Height  
535'-0"  
Bottom of Ceiling at Last Occupied Floor  
500'-0"

Sky Deck Level  
380'-0"

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 10th, 2015  
CPC Date: October 15th, 2015

**South Elevation**



Max Building Height  
535'-0"  
Bottom of Ceiling at Last Occupied Floor  
500'-0"

Sky Deck Level  
380'-0"

High Performance Aluminum and Glass Window Wall System

Aluminum and Glass Balcony Railing

Glass and Metal Storefront System

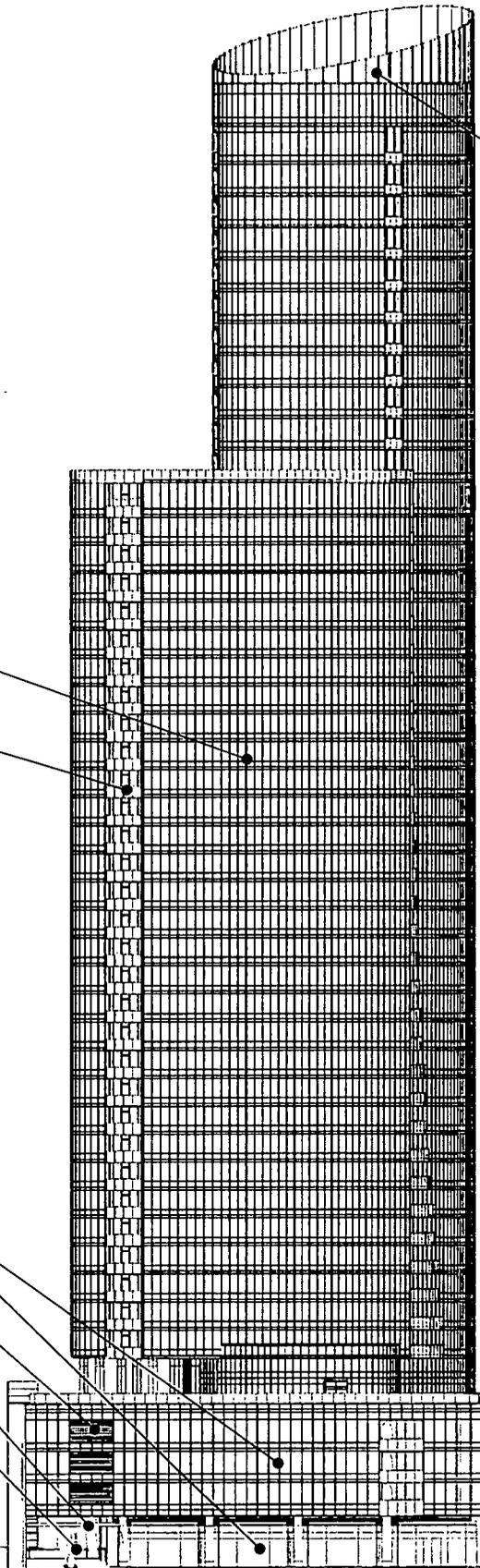
Architectural Metal Louvers

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 10th, 2015  
CPC Date: October 15th, 2015

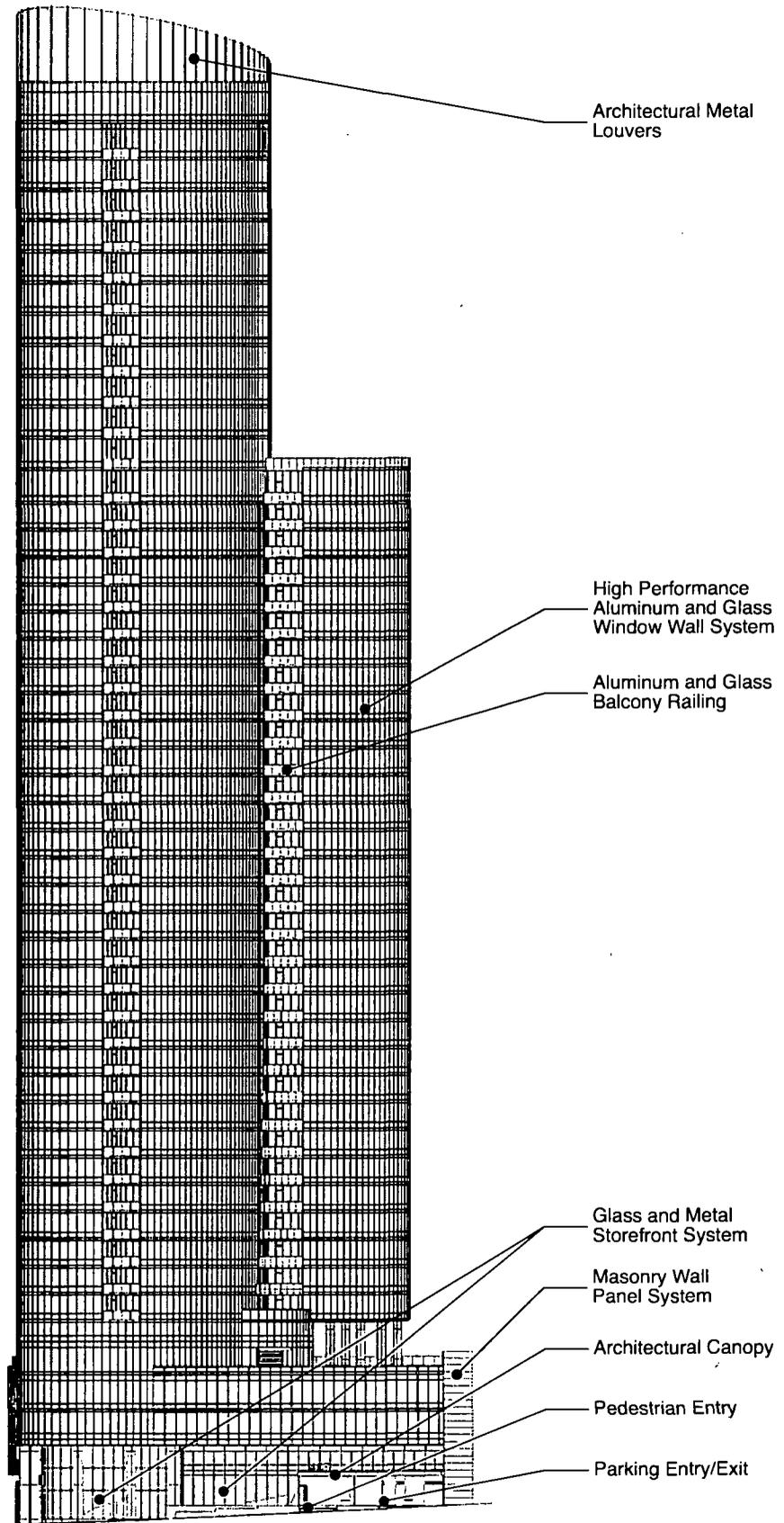
East Elevation



Max Building Height  
535'-0"  
Bottom of Ceiling at Last Occupied Floor  
500'-0"

Sky Deck Level  
380'-0"

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 10th, 2015  
CPC Date: October 15th, 2015

**West Elevation**



M

**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:

200 Park Avenue

New York, NY 10166

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 Application and 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? DPD

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
See Exhibit A	

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
See Exhibit B.		

**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 best of the Disclosing Party's knowledge after reasonable inquiry 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.

**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.
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(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:

The Disclosing Party make the certifications set forth in Subparts 1, 2, 3, 4, and 5 to the best of its knowledge after reasonable inquiry.

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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").

The Disclosing Party has inquired of its Human Resources Department and has been informed that 5,100 employees have been hired in the last 12 months. Short of physically reviewing each employee file, the Disclosing Party has no way to determine if any of said employees were employees, elected or appointed officials of the City of Chicago.

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 best of the Disclosing Party's knowledge after reasonable inquiry the Disclosing Party has not given a gift to any City of Chicago official or employee.

### 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 best of the Disclosing Party's knowledge after reasonable inquiry the Disclosing Party is not a predatory lender and none of our affiliates are or will become a predatory lender.

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 best of the Disclosing Party's knowledge after reasonable inquiry the Disclosing Party has no such records as referenced above in Subpart E1.

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## 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

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:

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**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 online at [www.cityofchicago.org/Ethics](http://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 1 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.

**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.  
(Print or type name of Disclosing Party)

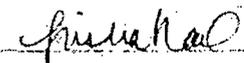
By:   
(Sign here)



Steven Jeffrey Goulart  
(Print or type name of person signing)

EVP and Chief Investment Officer  
(Print or type title of person signing)

Signed and sworn to before me on (date) October 14, 2015  
at COOK County, Illinois (state).

 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.

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**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.

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**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 AND EXECUTIVE OFFICERS OF METLIFE, INC.

**Positions**

Position Type	Name	Title	First Elected Date	Effective Date	Last Elected Date
Director	Grisé, Cheryl Wray	Director	02/17/2004	02/17/2004	04/22/2014
Director	Gutierrez, Carlos Miguel	Director	03/08/2013	03/08/2013	04/22/2014
Director	Hubbard, Robert Glenn	Director	02/01/2007	02/01/2007	04/22/2014
Director	Kandarian, Steven Albert	Director	05/01/2011	05/01/2011	04/22/2014
Director	Kelly, Alfred Francis, Jr.	Director	06/23/2009	06/23/2009	04/22/2014
Director	Kelly, III, Edward Joseph	Director	02/24/2014	02/24/2014	02/24/2014
Director	Kennard, William Earl	Director	09/17/2013	09/17/2013	04/22/2014
Director	Kills, James Marshall	Director	01/01/2005	01/01/2005	04/22/2014
Director	Kinney, Catherine Ruane	Director	04/28/2009	04/28/2009	04/22/2014
Director	Morrison, Denise Mullen	Director	02/21/2014	02/21/2014	04/22/2014
Director	Sicchitano, Kenton Joseph	Director	09/23/2003	09/23/2003	04/22/2014
Director	Wang, Lulu Chow	Director	03/01/2008	03/01/2008	04/22/2014
Officer	Kandarian, Steven Albert	Chairman, President and Chief Executive Officer	01/01/2012	01/01/2012	01/01/2012
Officer	Khalaf, Michel Abbas	President, Europe/Middle East/Africa Division	11/21/2011	11/21/2011	11/21/2011
Officer	Townsend, Christopher George	President, Asia	08/08/2012	08/08/2012	08/08/2012
Officer	Anzaldúa, Ricardo Arturo	Executive Vice President and General Counsel	12/17/2012	12/17/2012	12/17/2012
Officer	Carlson, Peter Martin	Executive Vice President and Chief Accounting Officer	05/19/2009	05/19/2009	05/19/2009
Officer	Debel, Mariene Beverly	Executive Vice President and Treasurer	09/30/2014	10/01/2014	09/30/2014
Officer	Erhardt, Karl Richard	Executive Vice President and Chief Auditor	02/24/2015	02/24/2015	02/24/2015
Officer	Goulart, Steven Jeffery	Executive Vice President and Chief Investment Officer	05/01/2011	05/01/2011	05/01/2011
Officer	Hele, John Carroll Ramaey	Executive Vice President and Chief Financial Officer	09/04/2012	09/04/2012	09/04/2012
Officer	Hijkoop, Franciscus	Executive Vice President and Chief Human Resources Officer	08/29/2011	08/29/2011	08/29/2011
Officer	Lee, Esther Soo	Executive Vice President, Global Chief Marketing Office	12/09/2014	01/12/2015	12/09/2014
Officer	Lippert, Martin Joseph	Executive Vice President, Global Technology & Operations	11/21/2011	11/21/2011	11/21/2011
Officer	Morris, María Regina	Executive Vice President, Global Employee Benefits	11/21/2011	11/21/2011	11/21/2011

## EXHIBIT B

Metropolitan Life Insurance Company (MLIC), a New York domestic stock life insurer, was incorporated on March 24, 1868 and became a direct, wholly-owned subsidiary of MetLife, Inc., a publicly traded Delaware corporation and the ultimate parent of MLIC, on April 7, 2000. As of today's date, MetLife, Inc. is the only company that holds beneficial ownership of more than 7.5% of MLIC's common stock.

The Board of Directors of MetLife, Inc., as an entity, but not any Director in his or her individual capacity, is deemed under Securities and Exchange Commission (SEC) rules to beneficially own the shares of MetLife, Inc. common stock held by the MetLife Policyholder Trust; those shares exceed 7.5% of the outstanding common stock of MetLife, Inc. Because MetLife, Inc. is a publicly-traded company, we do not know whether other persons have a beneficial ownership of 7.5% or more of MetLife, Inc. common stock.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 000-30195

**MetLife Policyholder Trust**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

Rodney Square North  
1100 North Market Street  
Wilmington, DE

(Address of principal  
executive offices)

(I.R.S. Employer  
Identification No.)

19890  
(Zip Code)

(302) 651-1000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:  
Beneficial interests in the MetLife Policyholder Trust

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of March 19, 2015, 178,557,513 Trust Interests were outstanding. The Trust Interests are not transferable except in limited circumstances and have no market value.

DOCUMENTS INCORPORATED BY REFERENCE: NONE

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In any lawsuit or other legal proceeding involving the Trust interests, a representative may be appointed to represent Beneficiaries who do not have the legal capacity to represent themselves or whose addresses are unknown. The outcome of the lawsuit or other legal proceeding will be binding on Beneficiaries for whom the representative was appointed in the lawsuit or other proceeding.

**Item 1B. Unresolved Staff Comments.**

Not applicable.

**Item 2. Properties.**

The Trust does not, as of the date of this filing, hold in fee, own, beneficially hold or lease any physical properties.

**Item 3. Legal Proceedings.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Part III**

**Item 10. Directors, Executive Officers and Corporate Governance.**

There are no directors, executive officers or employees of the Trust. The Trustee of the Trust is Wilmington Trust Company. The Custodian of the Trust is Computershare Inc.

The Trust has not adopted a code of ethics applicable to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions because the Trust does not have any such officers.

**Item 11. Executive Compensation.**

There are no directors or executive officers of the Trust.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

There are no directors or executive officers of the Trust. No person is the beneficial owner of more than five percent of the Trust Interests.

The Trust has no equity compensation plans.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

There are no directors or executive officers of the Trust.

**Item 14. Principal Accountant Fees and Services.**

Pursuant to the Trust Agreement, the independent auditor of MetLife, Inc. serves as the independent auditor of the Trust. Deloitte & Touche LLP ("Deloitte"), MetLife, Inc.'s independent auditor, has served as the independent auditor of the Trust since its inception. Deloitte is a registered public accounting firm with the Public Company Accounting Oversight Board (United States) ("PCAOB") as required by the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") and the Rules of the PCAOB. Its knowledge of the Trust has enabled it to carry out its audits of the Trust's financial statements with effectiveness and efficiency.

**Independent Auditor's Fees for 2014 and 2013**

The table below presents fees for professional services rendered by Deloitte for the audit of the Trust's annual financial statements, audit-related services, tax services and all other services for the years ended December 31, 2014 and 2013. All fees shown in the table were related to services that were approved by the Audit Committee of MetLife, Inc. (the "Audit Committee").

	2014	2013
Audit fees (1)	\$ 66,120	\$ 66,120
Audit-related fees	\$ —	\$ —
Tax fees	\$ —	\$ —
All other fees	\$ —	\$ —

(1) Fees for services to perform an audit in accordance with auditing standards of the PCAOB and services that generally only the Trust's independent auditor can reasonably provide, such as attest services, consents and assistance with and review of documents filed with the SEC.

M

**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 Application and 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? DPD

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

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.	200 Park Avenue, New York, NY 10166	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 best of the Disclosing Party's knowledge after reasonable inquiry 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.

**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.
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(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:

The Disclosing Party make the certifications set forth in Subparts 1, 2, 3, 4, and 5 to the best of its knowledge after reasonable inquiry.

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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"):

The Disclosing Party has inquired of its Human Resources Department and has been informed that 5,100 employees have been hired in the last 12 months. Short of physically reviewing each employee file, the Disclosing Party has no way to determine if any of said employees were employees, elected or appointed officials of the City of Chicago.

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 best of the Disclosing Party's knowledge after reasonable inquiry the Disclosing Party has not given a gift to any City of Chicago official or employee.

### 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):

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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 best of the Disclosing Party's knowledge after reasonable inquiry 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

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:

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**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](http://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.

**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.

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

By: Matthew W. Sharples *EM*  
(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) October 14, 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 to the best knowledge of the Disclosing Party after reasonable inquiry.

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**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 response above is made to the best knowledge of the Disclosing Party after reasonable inquiry.

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**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 AND EXECUTIVE OFFICERS OF METROPOLITAN LIFE INSURANCE COMPANY

**Positions**

Position Type	Name	Title	First Elected Date	Effective Date	Last Elected Date
Director	Grisé, Cheryl Wray	Director	02/17/2004	02/17/2004	04/22/2014
Director	Gutierrez, Carlos Miguel	Director	04/23/2013	04/23/2013	04/22/2014
Director	Hubbard, Robert Glenn	Director	02/01/2007	02/01/2007	04/22/2014
Director	Kandarian, Steven Albert	Director	04/28/2011	04/26/2011	04/22/2014
Director	Kelly, Alfred Francis, Jr.	Director	06/23/2009	06/23/2009	04/22/2014
Director	Kelly, III, Edward Joseph	Director	02/24/2015	02/24/2015	02/24/2015
Director	Kennard, William Earl	Director	09/17/2013	09/17/2013	04/22/2014
Director	Klits, James Marshall	Director	01/01/2005	01/01/2005	04/22/2014
Director	Kinney, Catherine Ruane	Director	04/28/2009	04/28/2009	04/22/2014
Director	Morrison, Denise Mullen	Director	02/21/2014	02/21/2014	04/22/2014
Director	Sicchitano, Kenton Joseph	Director	09/23/2003	09/23/2003	04/22/2014
Director	Wang, Lulu Chow	Director	03/01/2008	03/01/2008	04/22/2014
Officer	Kandarian, Steven Albert	Chairman, President and Chief Executive Officer	10/25/2011	01/01/2012	10/26/2011
Officer	Khalaf, Michel Abbas	President, Europe/Middle East/Africa Division	11/17/2011	11/21/2011	11/17/2011
Officer	Townsend, Christopher George	President, Asia	08/06/2012	08/06/2012	08/06/2012
Officer	Anzaldúa, Ricardo Arturo	Executive Vice President and General Counsel	12/11/2012	12/17/2012	12/11/2012
Officer	Brittain, Margery A.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Carlson, Peter Martin	Executive Vice President and Chief Accounting Officer	05/19/2009	05/19/2009	05/19/2009
Officer	Cox, Graham S.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Debel, Marlene Beverly	Executive Vice President and Treasurer	09/30/2014	10/01/2014	09/30/2014
Officer	Erhardt, Karl Richard	Executive Vice President and Chief Auditor	02/09/2015	02/09/2016	02/09/2015
Officer	Forget, Elizabeth Mary	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Goulart, Steven Jeffery	Executive Vice President and Chief Investment Officer	04/26/2011	05/01/2011	04/26/2011

**EXHIBIT A**

**DIRECTORS AND EXECUTIVE OFFICERS OF METROPOLITAN LIFE INSURANCE COMPANY**

**Positions**

Position Type	Name	Title	First Elected Date	Effective Date	Last Elected Date
Officer	Hele, John Carroll Ramsey	Executive Vice President and Chief Financial Officer	07/24/2012	09/04/2012	07/24/2012
Officer	Henderson, David W.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Hijkoop, Franciscus	Executive Vice President and Chief Human Resources Officer	08/29/2011	08/29/2011	08/29/2011
Officer	Hoberman, Gary	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Hodes, Adam M.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Hogan, William R.	Executive Vice President	01/01/2010	01/01/2010	01/01/2010
Officer	Katz, Todd Brian	Executive Vice President	01/01/2010	01/01/2010	01/01/2010
Officer	LaPiana, Paul A.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Lee, Esther Soo	Executive Vice President, Global Chief Marketing Office	12/09/2014	01/12/2015	12/09/2014
Officer	Lenna, Robin Ferralolo	Executive Vice President	01/01/2010	01/01/2010	01/01/2010
Officer	Lippert, Martin Joseph	Executive Vice President, Global Technology & Operations	08/11/2011	09/08/2011	08/11/2011
Officer	Lunman, Gene Lee	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	McFadden, Jeanmarie	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Morris, Maria Regina	Executive Vice President, Global Employee Benefits	11/17/2011	11/21/2011	11/17/2011
Officer	O'Donnell, James J.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Ponnavolu, Kishore	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Rallis, Andrew Daniel	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Rayvid, Douglas Adrian	Executive Vice President and Chief Compliance Officer	09/30/2014	10/01/2014	09/30/2014
Officer	Reid, James Waltman	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Schmidt, Oscar Alberto	Executive Vice President	01/01/2010	01/01/2010	01/01/2010
Officer	Shah, Sachin	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Smith, Christopher B.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Sprouls, Joseph W.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Steigerwalt, Eric Thomas	Executive Vice President	12/15/2009	01/01/2010	12/15/2009
Officer	Tadikonda, Rebecca	Executive Vice President and Chief Strategy Officer	09/30/2014	10/01/2014	09/30/2014
Officer	Talbi, Stanley Jeffrey	Executive Vice President	12/01/2005	12/01/2005	12/01/2005
Officer	Walsh, Michael C.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Weinreb, Steven	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Wolf, Thomas	Executive Vice President	09/30/2014	10/01/2014	09/30/2014
Officer	Zarcone, Michael A.	Executive Vice President	09/30/2014	10/01/2014	09/30/2014

**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: cmjpompizzi@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 Application and 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? DPD

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
- Publicly registered business corporation
- Privately held business corporation
- Sole proprietorship
- General partnership
- Limited partnership
- Trust
- Limited liability company
- Limited liability partnership
- Joint venture
- Not-for-profit corporation  
(Is the not-for-profit corporation also a 501(c)(3))?  
 Yes  No
- 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.
Schuyler, Roche & Crisham, P.C.	180 N. Stetson Ave., Suite 3700, Chicago, IL 60601	Attorney	Est. \$15,000
Pappageorge Haymes	640 N. LaSalle, Suite 400, Chicago, IL 60018	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., Suite 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:

The Disclosing Party make the certifications set forth in Subparts 1, 2, 3, 4, and 5 to the best of its knowledge after reasonable inquiry.

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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").

None.

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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.

None.

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### 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):

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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:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**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**

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](http://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.

### 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 EM 15K

(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) October 14, 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 to the best knowledge of the Disclosing Party after reasonable inquiry.

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**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 response above is made to the best knowledge of the Disclosing Party after reasonable inquiry.

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**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.**