File #: O2019-1150, **Version:** 1

ORDINANCE

WHEREAS, the City of Chicago (the "City") is a home rule unit of government under Section 6(a), Article VII of the 1970 Constitution of the State of Illinois authorized to exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, the Cook County Board of Commissioners has enacted the Tax Incentive Ordinance, Classification System for Assessment, as amended from time to time (the "County Ordinance"), which establishes the Class L property tax classification to encourage the preservation and rehabilitation of certain historically and architecturally significant buildings, which will enhance the general character of real estate in the county and contribute to the economic well-being of the county by increasing the level of economic activity, increasing employment opportunities and contributing to the long-term growth of the real property tax base; and

WHEREAS, UTA II, LLC, a Delaware limited liability company (the "Owner"), is the owner of the historic building (the "Building") located at 4816 North Broadway Avenue, Chicago, Illinois, 60640, and said Building commonly known as the Uptown Theater, as more precisely described in Exhibit 1 attached hereto and hereby made a part hereof (the land and improvements thereon being herein referred to as the "Project Real Estate"); and

WHEREAS, the City Council of the City (the "City Council") adopted an ordinance on October 2, 1991, designating the area encompassing the Building as a Chicago Landmark pursuant to the criteria established in Section 2-120-580 et seq. of the Municipal Code of Chicago, and such designation as a Chicago landmark meets the definition of landmark pursuant to the County Ordinance; and

WHEREAS, the Owner intends to convey the Project Real Estate to Uptown Theatre Owner, LLC ("UT Owner"), a Delaware limited liability company whose members consist of Uptown Theatre Development, LLC, a Delaware limited liability company, and Uptown Theatre Foundation, Inc. (the "Foundation"), an Illinois not-for-profit corporation; and

WHEREAS, UT Owner proposes to rehabilitate the Building thereby preserving the historic building, increasing employment opportunities in the area and contributing to the long-term growth of the real property tax base (the "Project"); and

WHEREAS, the redevelopment objective of the City in connection with the Project Real Estate is to restore the exterior of the deteriorating historic building, rehabilitate the interior of a long-vacant building, and enhance the City's property tax revenue; and

WHEREAS, the UT Owner intends to lease the Building to the Foundation, and the Foundation intends to use the Building as an entertainment venue with a capacity of up to approximately 5,800 after the Project is completed which will serve as an anchor tenant in the Uptown neighborhood and as a connection point for community members, employers, government agencies, philanthropic institutions, and other stakeholders invested in efforts to

combat community deterioration and promote civic revitalization on Chicago's North Side; provide comprehensive arts education, programming, and outreach efforts designed to promote the arts throughout the community; and create, further, or support educational and workforce programs that strengthen and promote economic opportunities for youth, the unemployed and the underemployed (the "Intended Use"); and

WHEREAS, it is anticipated that the Project may require a transfer of a beneficial interest in the UT Owner to one or more entities who will receive an allocation of federal historic rehabilitation tax credits ("Tax Credit Investors"); and

WHEREAS, the Owner has applied to the Office of the Assessor of Cook County, Illinois (the "Assessor"), for designation of the Project Real Estate as a Class L classification eligible for certain real estate tax incentives pursuant to the County Ordinance; and

WHEREAS, pursuant to the County Ordinance, the Class L classification is available to real estate which is to be used for commercial or industrial purposes and which (1) is a Landmark (as defined in the County Ordinance); and (2) has undergone Substantial Rehabilitation (as defined in the County Ordinance), which constitutes an investment by the owner of at least 50 percent of the building's full market value as determined by the Assessor in the assessment year prior to the commencement of the Substantial Rehabilitation; and the Class L incentive shall apply to the building only, except that if the entire building has been vacant and unused for at least 24 continuous months prior to the filing of the eligibility application with the Assessor, the land upon which the building is situated shall be eligible for the incentive; and

WHEREAS, the County Ordinance requires that, in connection with the filing of a Class L eligibility application with the Assessor, an applicant must obtain from the unit of local government in which the real estate is located, an ordinance or resolution which expressly states, among other things, that the local government: 1) has determined that the incentive provided by Class L is necessary for the Substantial Rehabilitation of the property; 2) supports and consents to the granting of the incentive; and 3) has reviewed and accepted its Preservation Commission's (as defined in the County Ordinance) written recommendation of the project for the Class L incentive, specifying the project budget and proposed scope of the work, which meets or exceeds the Standards of the United States Department of the Interior for Rehabilitation, Preservation, Restoration, and Reconstruction of historic properties; and

WHEREAS, the City is a Certified Local Government as defined in the County Ordinance and has established the City of Chicago Commission on Chicago Landmarks (the "Landmarks Commission"), and such Landmarks Commission is a Preservation Commission (as defined in the County Ordinance); and

WHEREAS, on August 2, 2018 the Landmarks Commission issued a written recommendation of the Project to the City Council, conditioned upon a final determination by the City Council to designate the building as a Chicago landmark, recommending that the Project be approved by the Assessor for the Class L incentive, a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof; and

WHEREAS, the Project Real Estate has not been occupied and used for the 24-month period prior to the filing of the Class L eligibility application with the Assessor making the land upon which the Building is situated eligible for the incentive; and

WHEREAS, the Department of Planning and Development of the City ("DPD") has reviewed the proposed Project, has determined that it meets the necessary eligibility requirements for Class L designation, and hereby recommends to City Council that the City expressly determine by ordinance, among other things, that: 1) the incentive provided by Class L is necessary for the Substantial Rehabilitation of the Project Real Estate; 2) the City supports and consents to the granting of the incentive; and 3) the City has reviewed and accepted the Landmarks Commission's written recommendation of the Project for the Class L incentive, specifying the Project budget and proposed scope of the work, and specifying that the Project meets or exceeds the Standards of the United States Department of the Interior for Rehabilitation, Preservation, Restoration, and Reconstruction of historic properties; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

SECTION 1. The above recitals are hereby expressly incorporated as if fully set forth herein.

SECTION 2. The City hereby determines that the incentive provided by Class L is necessary for the Substantial Rehabilitation of the Project Real Estate.

SECTION 3. The City hereby expressly supports and consents to the granting of the Class L incentive. The City's support and consent to the grant of certification for the Class L incentive for the Project Real Estate is expressly conditioned upon the substantial completion of the Project as proposed by the UT Owner and approved by the City, both upon completion of the Substantial Rehabilitation of the Project Real Estate and during the term of the Class L incentive.

SECTION 4. The Project is anticipated to be completed by December 31, 2022. The Commissioner of DPD (the "Commissioner") or a designee of the Commissioner (together with the Commissioner, an "Authorized Officer") shall have discretion to extend the construction completion date by issuing a written extension letter in response to a written request from the UT Owner. To the extent that the Project Real Estate is not rehabilitated, used or maintained during the term of the Class L incentive in a manner which is substantially consistent with the approved Project or Use, as determined by the Authorized Officer, the Authorized Officer is hereby authorized to take such steps as may be necessary and appropriate to withdraw the City's support and consent to the Class L incentive, which may cause the Class L certification to be terminated or revoked.

SECTION 5. The City has reviewed and hereby accepts the Landmarks Commission's written recommendation of the Project for the Class L incentive, which specifies the Project budget and proposed scope of the work, and which specifies that the Project meets or exceeds the Standards of the United States Department of the Interior for Rehabilitation, Preservation, Restoration, and Reconstruction of historic properties, a copy of which is attached hereto as Exhibit 2 and made a part hereof.

SECTION 6. The Economic Disclosure Statement, as defined in the County Ordinance, has been received and filed by the City.

SECTION 7. The Authorized Officer is hereby authorized to deliver a certified copy of this Ordinance to the Assessor and to furnish such additional information as may be required in connection with the filing of the application by the UT Owner with the Assessor for Class L designation of the Project Real Estate.

SECTION 8. The Authorized Officer is hereby authorized to enter into and execute such instruments and agreements, and perform any and all acts as shall be necessary or advisable in connection with the Project including such other terms and conditions as may be imposed or approved in connection with the Project by the Authorized Officer.

SECTION 9. The Authorized Officer is hereby authorized to approve minor changes in the scope of work and budget delineated on (Sub) Exhibits A and B to Exhibit 2 hereof, provided that changes in the Building conditions warrant such changes and will not change the suitability of the Project Real Estate for the Use (all as determined in the sole discretion of the Authorized Officer). Changes to the Project budget delineated on (Sub) Exhibit A to Exhibit 2 shall not require prior City approval provided that the Project is substantially completed in accordance with the scope of work defined in (Sub) Exhibit B to Exhibit 2 and achieves the minimum investment required for Class L eligibility.

SECTION 10. Upon request by the UT Owner for a final determination of the eligibility of the Project Real Estate for the Class L incentive by the Landmarks Commission pursuant to the County Ordinance upon completion of the Substantial Rehabilitation of the Project Real Estate, the Authorized Officer shall verify that the work performed substantially conforms to the Project approved by the City and that the Project Real Estate is eligible for the Class L incentive (the "Final Determination").

SECTION 11. Prior to the issuance of the Final Determination, any (i) conveyance of all or a portion of the Project Real Estate to an entity other than the UT Owner or (ii) change in the direct owners in excess of 7.5% of the UT Owner or in excess of 7.5% of parties who constitute the direct or indirect controlling parties of the UT Owners as determined by the Corporation Counsel, shall be approved by the Authorized Officer at his or her sole discretion after receiving notice by the UT Owner. The Authorized Officer Upon notification of any transfer referenced in either clause (i) or (ii) above shall have the purchaser submit relevant Economic Disclosure Statement on the most recent City form and information the City requires to determine if the purchaser owes any debts or other amounts to the City. The provisions of this Section 11 shall not apply to the transfer of a beneficial interest in the UT Owner to Tax Credit Investors with respect to the Project, or to the transfer of a leasehold interest in the Project Real Estate to the Foundation or a master tenant entity owned in whole or in part by one or more Tax Credit Investors, provided that such transfers do not involve a change to the direct or indirect controlling parties of the UT Owner.

SECTION 12. No permit fee waiver(s) pursuant to Section 2-120-815 of the Municipal Code of Chicago from the City related to the Project Real Estate shall be granted to the UT

Owner during the rehabilitation of the Project and prior to the expiration of the Class L incentive related to the

Project Real Estate.

SECTION 13. To the extent that any ordinance, resolution, order or provision of the Municipal Code of Chicago, or part thereof, is in conflict with the provisions of this Ordinance, the provisions of this Ordinance shall be controlling. If any section, paragraph, clause or provision shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance.

SECTION 14. This Ordinance shall be effective from and after its passage and approval.

EXHIBIT 1

LEGAL DESCRIPTION
(Subject to final title and survey)

PARCEL 1

LOTS 1, 2, AND 3 (EXCEPT THE EAST 110 FEET OF SAID LOTS) IN BLOCK 1 IN RUFUS C. HALL'S ADDITION TO ARGYLE IN THE SOUTH $^1/_2$ OF THE SOUTHWEST V* OF SECTION 8, TOWNSHIP 40 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

Permanent Index Number: 14-008-320-007

Address commonly known as: 4815 North Magnolia Street, Chicago, Illinois 60640 PARCEL 2

LOT 1 (EXCEPT THE EAST 110 FEET THEREOF) AND LOT 2 (EXCEPT THE SOUTH 15 FEET OF THE EAST 110 FEET THEREOF) ALL OF LOTS 3, 4, AND 18 THROUGH 25 IN THE RESUBDIVISION OF BLOCK 1 (EXCEPT LOTS 1,2, AND 3) IN RUFUS C. HALL'S ADDITION TO ARGYLE IN THE SOUTH Y_2 OF THE SOUTHWEST % OF SECTION 8, TOWNSHIP 40 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Permanent Index Number: 14-008-320-011

Address commonly known as: 4816 North Broadway Avenue, Chicago, Illinois 60640 PARCEL 3

THE VACATED ALLEY WEST OF AND ADJOINING THE WEST LINE OF LOTS 2, 3, AND 4 AND EAST OF AND ADJOINING THE EAST LINE OF LOTS 19, 20 AND 25 IN THE RESUBDIVISION OF BLOCK 1 (EXCEPT LOTS 1, 2, AND 3) IN RUFUS C. HALL'S ADDITION TO ARGYLE IN THE SOUTH Y_2 OF THE SOUTHWEST % OF SECTION 8, TOWNSHIP 40 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Permanent Index Number: 14-008-320-013

6

Address commonly known as: 1200 West Lawrence Avenue, Chicago, Illinois 60640

7

EXHIBIT 2

Commission on Chicago Landmarks Recommendation to the City Council

See attached

8

CITY OF CHICAGO COMMISSION ON CHICAGO LANDMARKS
August 2, 2018

RECOMMENDATION TO THE CITY COUNCIL THAT A CLASS L REAL ESTATE TAX REDUCTION BE APPROVED FOR

4816 N. Broadway Uptown Theater

To the Mayor and Members of the City Council of the City of Chicago:

Whereas, the Commission on Chicago Landmarks (the "Commission") has reviewed an application for the proposed exterior and interior rehabilitation of the building at 4816 N. Broadway (the "Building," and its rehabilitation, the "Project"), pursuant to the Cook County Real Property Assessment Classification Ordinance, as amended (the "County Ordinance"), and its requirements governing the Class L real estate tax incentive (the "Class L"); and

Whereas, the Building was designated as a Chicago Landmark by the City Council of the City of Chicago (the "City Council") on October 2, 1991; now, therefore

THE COMMISSION ON CHICAGO LANDMARKS HEREBY:

1. Incorporates the above recitals; and

2. Finds, based on the Project's budget and proposed scope of work, incorporated herein and attached as Exhibits A and B respectively, that the Project meets or exceeds the Secretary of the Interior's Standards for the Rehabilitation of Historic Buildings; and

3. Finds that the Project meets the eligibility criteria for the Class L incentive specified in the County Ordinance;

4. Recommends that the Project be approved for the Class L incentive.

Rafael M. Leon Chairman

The above recommendation was passed /J*/Y^s^\sv*^&*~*^JL^i C7-0)

EXHIBIT A Uptown Theater 4816 N. Broadway Class L Project Budget

General Conditions Existing Conditions Concrete Masonry Metals
Wood & Plastics
Thermal & Moisture Protection
Doors & Windows
Finishes
Specialties
Equipment
Furnishings
Vertical Transportation Fire Protection Plumbing
Ileating/Ventilation/Air-Conditioning

Electrical
Communications
Electronic Safety & Security
Exterior Improvement
Contingency

Total Hard Costs Soft Costs

Profesional & Consultants Insurance & Bonds

Total Soft Costs

	Total Cost	Class
$	3,931,415 $	
S	869,100 $	
$	916,170	
$	6,816,475	
$	2,118,376	
$	1.273,330	
$	1,960,485	
$	1,630,520	
$	12,520,332	
$	2,238,440 $	
$	4,002,782 $	
$	1,882,660 $	
$	425,000	
$	780,000	
$	32,257,200	
S	5,520,705	
$	4,920,000	
$	485,000	
$	905,000	
$	188,080 $	
$	2,794,748 $	
$	**58,435,818 $**	

$ 3,181,000 $
$ 165,000

3,346,000 $

Ineligible Class L Eligible
329,482 S 3,60 K933
869,100
$916,170
$6,816,475

	$2,118,376			
	S1,273,330			
	$1,960,485			
	S1,630,520			
	$12,520,332			
1,156,000	$1,082,440			
2,900,000	$1,102,782			
			175,000	1,707,660
	$425,000			
	$780,000			
	$2,257,200			
	$5,520,705			
	$4,920,000			
	$485,000			
	$905,000			
188,080				
234,221	$2,560,527			
			5,851,883	**S52,583,935**
		195,000	$ 2,986,000	$ 165,000
195,000	**$ 3,151,000**			
6,046,883	**$ 55,734,935**			

EXHIBIT B

UPTOWN THEATER (4816 N. Broadway) SCOPE OF THE WORK

General All work affecting the significant historical and architectural features shall be done in accordance with the following:

The City of Chicago's building permit review procedures and the Landmarks Ordinance, 2-120-580 et seq. of the Municipal Code of Chicago. The review and approval of the Commission.

The U.S. Secretary of the Interior's Standards for the Rehabilitation of Historic Buildings (the "Standards") and the Guidelines for Alterations to Historic-Buildings and New Construction, adopted by the Commission on March 7, 1992. Any Commission/PRC conditions of approval that may occur during the duration of the project.

Required Approvals All work must be submitted to the Commission staff for prior review and approval. The Commission staff may require as part of its review, as appropriate, material samples, paint colors and finishes, shop drawings, specifications, mock-ups, test patches, and control samples.

Required Work

Exterior work shall include:

Re-install previously removed and salvaged pieces of terra cotta where possible. Reset or replace damaged or missing terra cotta as specified by structural engineer. Replaced materials to be terra cotta or GFRC. Repair and/or rebuild masonry parapet walls to accept proper roofing terminations. Reset or replace terra cotta copings. Damaged or missing pieces to be GFRC.

Structural steel to be exposed, cleaned, repaired or replaced, as necessary. Clean exterior masonry and terra cotta at east, west and south elevations using techniques and treatments consistent with applicable standards. Spot

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tuckpoint glazed brick exterior walls as necessary. Rehabilitation of historic marquees at Broadway and Lawrence entries. Repair vaulted sidewalk at Magnolia.
Repair and reuse existing steel fire escapes. Replace as necessary. Repair existing grade level entry doors. New doors to be installed where necessary for code-required egress or accessibility.
Replace upper level egress doors with code-compliant doors and hardware.
Install new tear-off roof and thermal insulation.
Repair existing painted steel windows and replace damaged glazing.

Interior work shall include:
Removal of existing underground heating oil storage tanks. Abatement of asbestos containing materials throughout the building.

Existing auditorium seating at main level to be removed and replaced with portable seating lo accommodate both general admission and reserved shows, with an overall general admission capacity of up to 5,800 patrons.
Existing raked auditorium floor to be converted to tiered floor at main level. Install accessible seating for patrons with disabilities.
Construct new, ADA-compliant restrooms including approximately 130 fixtures. Install one new passenger elevator serving front of house levels basement through balcony.
Install one new back-of-house elevator serving levels basement through six. Install new food and beverage concession points of sale throughout the front of house.
Construct all new backstage dressing rooms, green room, food-service areas, management offices, employee changing facilities, storage areas, waste management facilities, beverage coolers, and ice-making areas.
Construct new box office and ticket windows.
Restore decorative bronze ticket windows at Broadway entry.
Install new backstage loading area and overhead door with access to Magnolia.
Install updated mechanical, electrical, plumbing, fire suppression, fire alarm, security and telecom systems. Consideration will be given to potential reuse of original supply and return fans serving lobby, auditorium and balcony.
Repair existing steel fire curtain.
In areas of primary historical significance, decorative paint and plaster will be stabilized, cleaned repaired and restored.
In areas of primary historical significance, decorative millwork will be repaired or replaced.
In areas of primary historical significance, decorative doors will be cleaned repaired and restored.
Refurbish and reinstall approximately 60 original decorative light fixtures currently archived.
Install new historically appropriate decorative light fixtures as necessary for proper illumination.
Replace existing interior accent lighting with LED accent lighting. Replace historic carpeting with replicas based on historical photos. Replace decorative draperies where appropriate. Install new stage lighting, sound system and stage rigging. Replicate historic way-finding signage where practicable. Install acoustic attenuation as required.

Work shall occur in accordance with permit drawings for the Project, to be reviewed and approved by the staff of the Commission.on Chicago Landmarks. The project will satisfy the requirements of the Sustainable Development Policy.

Any signage and exterior illumination shall be reviewed and approved by the Commission.

Exhibit A

Schedule of Ownership Interests in Uptown Theatre Owner, LLC

Name
Uptown Theatre Foundation, Inc
Business Address
207 West Goethe Chicago, IL 60610
Percentage Interest in Applicant
99% (anticipated direct ownership interest)

Uptown Theatre Development, LLC
207 West Goethe Chicago, IL 60610
1% (anticipated direct ownership interest)

120 N. Racine Avenue Suite 200 Chicago, IL 60607
Less than 7.5% Interest (anticipated indirect interest) [Interest to be determined]

120 N. Racine Avenue Suite 200 Chicago, IL 60607
Less than 7.5% Interest (anticipated indirect interest) [Interest to be determined]

930 Greenwood Avenue Wilmette, IL 60091

2753 Woodbine Avenue Evanston, IL 60201

200 Estate Court Northbrook IL 60062
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[Interest to be determined]
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Regina Stilp (An Individual)

Patrick O'Connor (An Individual)

Alicia O'Connor (An Individual)

Eric Helfand (An Individual)

Uptown HM Investments, LLC

Jerry Mickelson (An individual)
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2753 Woodbine Avenue Evanston, IL 60201

200 Estate Court Northbrook IL 60062

207 West Goethe Chicago, IL 60610

207 West Goethe Chicago, IL 60610

Less than 7.5% Interest (anticipated indirect interest) [Interest to be determined]
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Exhibit A
Schedule of Ownership Interests in Uptown Theatre Owner, LLC

Name	Business Address	Percentage Interest in Applicant
Uptown Theatre Foundation, Inc.	207 West Goethe Chicago, IL 60610	99% (anticipated direct ownership interest)

Uptown Theatre Development, LLC

207 West Goethe Chicago, IL 60610

1% (anticipated direct ownership interest)

120 N. Racine Avenue Suite 200 Chicago, IL 60607

Less than 7.5% Interest (anticipated indirect interest) [Interest to be determined)

120 N. Racine Avenue Suite 200
Chicago, IL 60607 ;

Less than 7.5% Interest (anticipated indirect interest) [Interest to be determined]

930 Greenwood Avenue Wilmette, IL 60091

2753 Woodbine Avenue Evanston, IL 60201

Northbrook IL 60062
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Less than 7.5% Interest (anticipated indirect interest) [Interest to be determined]

Scott Goodman (An Individual)
120 N. Racine Avenue Suite 200 Chicago, IL 60607

Less than 7.5% Interest (anticipated indirect interest) [Interest to be determined]

Regina Stilp (An Individual)

Patrick O'Connor (An Individual)

Alicia O'Connor (An Individual)

Eric Helfand (An Individual)

Uptown HM Investments, LLC

Jerry Mickelson (An Individual)
930, Greenwood Avenue Wilmette, IL 60091

2753 Woodbine Avenue Evanston, IL 60201

2753 Woodbine Avenue Evanston, IL 60201

200 Estate Court Northbrook IL 60062

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OFFICE OF THE MAYOR

CITY OF CHICAGO

RAHM EMANUEL
MAYOR

January 23,2019

TO THE HONORABLE, THE CITY COUNCIL OF THE
CITY OF CHICAGO

Ladies and Gentlemen:

At the request of the Commissioner of Planning and Development, I transmit herewith an ordinance authorizing a Class L tax status for the Uptown Theatre.

Your favorable consideration of this ordinance will be appreciated.

Mayor

Very truly yours,

CHICAGO March 13,2019

To the President and Members of the City Council:

Your Committee on Finance having had under consideration an ordinance authorizing the approval of a Class L Real Estate Incentive Classification for the property located at 4815 North Magnolia Street, 4816 North Broadway Street and 1200 West Lawrence Avenue for UTA II, LLC.

02019-1150

Having had the same under advisement, begs leave to report and recommend that your Honorable

Body pass the proposed ordinance Transmitted Herewith.

**This recommendation was concurred in by
of members of the committee with**

Respectfully submitted

(signed)

Chairman

Approved Approved

Corporation Counsel Mayor

DATED: