



DEPARTMENT of PLANNING and DEVELOPMENT
CITY OF CHICAGO

RESOLUTION
(APPLICATION NO. 19767)

WATERWAY BUSINESS RESIDENTIAL PLANNED DEVELOPMENT

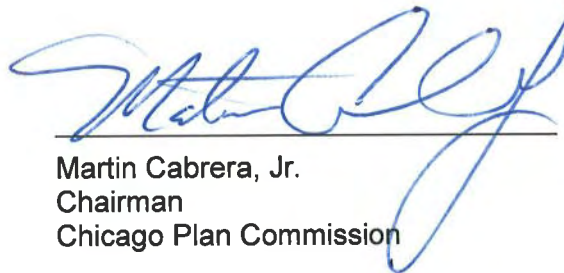
1300-1328 & 1301-1349 WEST CONCORD PLACE / 1624-1698 & 1653-1727 NORTH THROOP STREET / 1696-1698, 1627-1649 & 1663-1699 NORTH ADA STREET / 1301-1405 WEST WABANSIA STREET.

- WHEREAS,** the applicant, Fleet Portfolio, LLC, proposes to rezone the site from M3-3 (Heavy Industry District) to a C2-3 (Motor Vehicle- Related Commercial District), and then to a Waterway Business Residential Planned Development. The proposal will establish seven subareas (A, B, C, D, E, F and G) with a maximum of 2,500 dwelling units, allow for the development of several mixed-use buildings, allow for ground floor commercial space, publicly accessible open spaces, Riverwalk and accessory and non-accessory parking spaces to be built in multiple phases; and
- WHEREAS,** this development is being submitted by the applicant as a mandatory planned development application and an application for a Planned Development was introduced to the City Council on July 25, 2018; and,
- WHEREAS,** the Property is located within the North Branch Industrial Corridor and Section 17-13-0400 of the Chicago Zoning Ordinance requires the Chicago Plan Commission to hold public hearings on requests to rezone land within an Industrial Corridor from an M zoning district to a non-M zoning district; and
- WHEREAS,** proper legal notice of the hearing before the Chicago Plan Commission was published in the Chicago Sun-Times on January 9, 2019. The proposed Zoning Application was considered at a public hearing by this Plan Commission on November 15, 2018. The Applicant was separately notified of this hearing; and,
- WHEREAS,** the Plan Commission has reviewed the applications with respect to the provisions of the Chicago Zoning Ordinance and finds that the proposal will be consistent with said provisions; and
- WHEREAS,** the Department of Planning and Development recommended approval of the application, with the recommendation and explanation contained in the written report dated January 24, 2019, a copy of which is attached hereto and made a part hereof; and,
- WHEREAS,** the Chicago Plan Commission has fully reviewed the application and all informational submissions associated with the proposed amendment, the report

and recommendation of the Commissioner of the Department of Planning and Development, and all other testimony presented at the public hearing held on January 24, 2019, giving due and proper consideration to the Chicago Zoning Ordinance; and

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

4. THAT the above-stated recitals to this resolution together with the report of the Department of Planning and Development be adopted as the findings of fact of the Plan Commission regarding this zoning map amendment application within the North Branch Industrial Corridor; and,
5. THAT the final application dated January 24, 2019, be approved as being in conformance with the provisions, terms and conditions of the corresponding provisions of the Zoning Ordinance; and,
6. THAT this Plan Commission recommends approval to the City Council Committee on Zoning, Landmarks and Building Standards of the final zoning map amendment application dated January 24, 2019.



Martin Cabrera, Jr.
Chairman
Chicago Plan Commission

ICMA and WBRPD No. _____
Approved: January 24, 2019

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO
THE CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:
1300-1328 & 1301-1349 West Concord Place / 1624-1698 & 1653-1727 North Throop Street / 1696-1698, 1627-1649 & 1663-1699 North Ada Street / 1301-1405 West Wabansia Street, Chicago, Illinois

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

3. APPLICANT Fleet Portfolio, LLC
ADDRESS 1330 West Fulton, Suite 800
CITY Chicago STATE IL ZIP CODE 60607
PHONE 312-202-3482 EMAIL fkrol@sterlingbay.com
CONTACT PERSON Fred Krol

4. Is the applicant the owner of the property? YES X NO X
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 applicant to proceed.
OWNER See attached Appendix A
ADDRESS _____
CITY _____ STATE _____ ZIP CODE _____

5. If the Applicant/Owner of the property has obtained a lawyer as their representative for the rezoning, please provide the following information:
ATTORNEY Rich Klawiter / Katie Jahnke Dale - DLA Piper LLP (US)
ADDRESS 444 West Lake Street, Suite 900
CITY Chicago STATE IL ZIP CODE 60606
PHONE (312) 368-7243 / -2153 FAX (312) 251-2856
EMAIL richard.klawiter / katie.dale@dlapiper.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:
See attached Economic Disclosure Statements
-
7. On what date did the owner acquire legal title to the subject property? Various dates 2017-2018
8. Has the present owner previously rezoned this property? If yes, when? No
9. Present Zoning District M3-3 Heavy Industry Districts
 Proposed Zoning District C2-3 Motor Vehicle-Related Commercial District then Waterway Residential-Business Planned Development
10. Lot size in square feet (or dimensions) 941,864.61 sf (21.62 acres)
11. Current Use of the Property Vacant / Industrial / Commercial
12. Reason for rezoning the property Mandatory Planned Development pursuant to Sections 17-7-0407-D (Use of North Branch Corridor Bonus), 17-8-0509 (Development Along Waterways) and 17-8-0513 (Large Residential Developments)
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)
The Applicant requests a rezoning of the subject property from the M3-3 Heavy Industry District to the C2-3 Motor Vehicle-Related Commercial District then to a Waterway Residential-Business Planned Development to permit the approval of a multi-phase mixed-use project consisting of a maximum 6.5 FAR, 2,500 dwelling units and commercial and accessory uses.
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14. The Affordable Requirements Ordinance (ARO) that requires on-site affordable housing units and/or a financial contribution for residential housing projects with ten or more units that receive a zoning change which, among other triggers, increases the allowable floor area, or, for existing Planned Developments, increases the number of units (see attached fact sheet or visit www.cityofchicago.org/ARO for more information). Is this project subject to the ARO?
 YES X NO _____

COUNTY OF COOK
STATE OF ILLINOIS

_____, authorized signatory of **FLEET PORTFOLIO, LLC**, 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.

Signature of Applicant

Subscribed and Sworn to before me this
____ day of _____, 2018.

Notary Public

For Office Use Only

Date of Introduction: _____

File Number: _____

Ward: _____

Appendix A

The property located at 1321 W. Concord is owned by the following entity:

NAME: 1321 W. Concord, LLC

ADDRESS: 1321 West Concord Place, Chicago, IL 60642

PHONE: 773-342-9009

EMAIL: rita@heneghanwrecking.com

CONTACT PERSON: Rita Heneghan

The property located at 1644 N. Ada is owned by the following entity:

NAME: 1644 N. Ada, LLC

ADDRESS: 1321 West Concord Place, Chicago, IL 60642

PHONE: 773-342-9009

EMAIL: rita@heneghanwrecking.com

CONTACT PERSON: Rita Heneghan

The property located at 1650 N. Throop is owned by the following entity:

NAME: 1650 N. Throop, LLC

ADDRESS: 1321 West Concord Place, Chicago, IL 60642

PHONE: 773-342-9009

EMAIL: rita@heneghanwrecking.com

CONTACT PERSON: Rita Heneghan

The property located at 1685 N. Throop is owned by the following entity:

NAME: 1685 N. Throop, LLC

ADDRESS: 1330 West Fulton, Suite 800, Chicago, IL 60607

PHONE: 312-202-3482

EMAIL: fkrol@sterlingbay.com

CONTACT PERSON: Fred Krol

The remainder of the Property is owned by the Applicant. See Item 3 above.

SUBSTITUTE ORDINANCE

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

SECTION 1. That the Chicago Zoning Ordinance be amended by changing all of the M3-3 Heavy Industry Districts symbol and indications as shown on Map 5-G in the area bounded by:

North Throop Street;
a line from a point 633.10 feet north of West North Avenue and the easterly right-of-way line of North Throop Street, to a point 755.90 feet north of the north line of West North Avenue and 237.99 feet east of the east line of North Throop Street or the line extended;
a line from a point 755.90 feet north of the north line of West North Avenue and 237.99 feet east of the east line of North Throop Street if extended, to a point 670.59 feet north of West North Avenue and 282.01 feet east of the east line of North Throop Street if extended;
a line from a point 670.59 feet north of West North Avenue and 282.01 feet east of the east line of North Throop Street if extended, to a point 862.09 feet north of West North Avenue and the westerly dock line of the North Branch of the Chicago River;
the North Branch Chicago River;
a line ending at a point 160 feet north of West Willow Street measured along a line 558.6 feet east of North Elston Avenue as measured along the north line of West Willow Street and perpendicular thereto extending south 03°55'29" east from the centerline of the North Branch of the Chicago River;
a line 558.6 feet east of North Elston Avenue as measured along the north line of West Willow Street and perpendicular thereto extending south 03°55'29" east from the centerline of the North Branch of the Chicago River;
West Willow Street;
North Throop Street;
West Wabansia Street;
a line 67.73 feet west of and parallel to North Ada Street;
a line 50.25 feet south of and parallel to West Wabansia Street;
North Ada Street;
a line 123.04 feet north of and parallel to West Concord Place;
a line 50.09 feet east of and parallel to North Ada Street;
West Concord Place;
a line 150.30 feet west of and parallel to North Ada Street;
a line 75 feet south of and parallel to West Concord Place;
North Ada Street; and
a line 235.55 feet south of West Concord Place as measured along the easterly right-of-way line of North Ada Street and parallel to West North Avenue.

to those of a C2-3 Motor Vehicle-Related Commercial District.

SECTION 2. That the Chicago Zoning Ordinance be amended by changing all of the C2-3 Motor Vehicle-Related Commercial District symbols and indications as shown on Map 5-G in the area described in Section 1 to those of a Waterway Residential-Business Planned Development which is hereby established in the area above described, subject to such use and bulk regulations as are set forth in the Plan of Development herewith attached and made a part thereof and to no others.

SECTION 3. This Ordinance shall be in force and effect from and after its passage.

Address: 1300-1328 & 1301-1349 West Concord Place / 1624-1698 & 1653-1727 North Throop Street / 1696-1698, 1627-1649 & 1663-1699 North Ada Street / 1301-1405 West Wabansia Street, Chicago, Illinois

WATERWAY RESIDENTIAL-BUSINESS PLANNED DEVELOPMENT NO. _____

1. The area delineated herein as Waterway Residential-Business Planned Development Number _____ (the "Planned Development" or "PD") consists of approximately 941,864.61 square feet of net site area (21.62 acres) together with certain portions of adjacent rights-of-way, which is depicted on the attached Planned Development Property Line and Boundary Map (the "Property"). Fleet Portfolio, LLC is the owner of a portion of the Property and the "Applicant" for this Planned Development pursuant to authorization from the owners of the remainder of the Property.
2. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns and, if different than the Applicant, the legal title holder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the Property, at the time of application for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or designated control. Single designated control for purposes of this statement 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 all the owners of the Property and any ground/air-rights lessors of the Property, subject, however, to the following exceptions and conditions: (a) any changes or modifications to this Planned Development applicable to or in a given subarea need only be made or authorized by the owners and/or any ground/air-rights lessors of such subarea; provided, however, that, for so long as the Applicant or any affiliate thereof owns or controls any part of the Property, any application to the City for any such changes or modifications (administrative, legislative or otherwise) must in all cases be additionally authorized by the Applicant, (b) where portions of the improvements located on the Property have been submitted to the Illinois Condominium Property Act, the term "owner" shall be deemed to refer solely to the condominium association of the owners of such portions of the improvements and not to the individual unit owners therein and (c) for so long as the Applicant or any affiliate thereof owns or controls any part of the Property, such entity may apply for any changes or modifications (administrative, legislative or otherwise) without the consent of any other owner or owners. Nothing herein shall prohibit or in any way restrict the alienation, sale or any other transfer of all or any portion of the Property or any rights, interests or obligations therein including any ground or air-rights leases. Upon any alienation, sale or any other transfer of all or any portion of the Property or the rights therein including any ground or air-rights leases (but not including an assignment or transfer of rights pursuant to a mortgage or otherwise as collateral for any indebtedness) and solely with respect to the portion of the Property so transferred the term "Applicant" shall be deemed amended to apply

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Introduced: July 25, 2018
Plan Commission: January 24, 2019

to the transferee thereof (and its beneficiaries if such transferee is a land trust) and the seller or transferor thereof (and its beneficiaries if such seller or transferor is a land trust) shall thereafter be released from any and all obligations or liability hereunder; provided, however that the Applicant's right to authorize changes or modifications to this Planned Development for so long as it owns or controls all or any portion of the Property as set forth in clauses (a) or (c) of this Statement Number 2 above shall not be deemed amended or transferred to apply to a transferee (or its beneficiaries as aforesaid) unless expressly assigned in a written instrument executed by the original Applicant hereunder.

3. All applicable official reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees. Any dedication or vacation of streets or alleys or grants of easements or any adjustment of the right-of-way shall require a separate submittal to the Department of Transportation (“CDOT”) on behalf of the Applicant or its successors, assigns or grantees. Proposed right-of-way adjustments are shown in the attached “Right of Way Adjustment Map,” including the proposed dedication of approximately 123,892 square feet of new right-of-way and the vacation of approximately 31,903 square feet of unimproved existing right-of-way (provided, such figures may be modified as such right-of-way adjustments are finalized and, accordingly, modifications to the public right-of-way and net site area calculations shall be made to the Bulk Table, pursuant to the Minor Change provisions of Section 17-13-0611). To the extent CDOT determines that compensation is payable to the City by the Applicant for existing right-of-way to be vacated, the Applicant shall receive credit on a square footage basis for all right-of-way to be dedicated in determining such compensation.

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

Ingress or egress shall be pursuant to the Planned Development and may be subject to the review and approval of the Department of Planning and Development (“DPD”) and CDOT. Closure of all or any public street or alley during demolition or construction shall be subject to the review and approval of CDOT.

All work proposed in the public way must be designed and constructed in accordance with CDOT Construction Standards for Work in the Public Way and in compliance with the Municipal Code of Chicago.

Prior to issuance of any Site Plan Approval as contemplated by Statement 15, the Applicant shall submit a site plan and updated traffic study that contemplates the full extent of the proposed development reflected in such site plan and which details the anticipated vehicular and pedestrian impact of such project on both the subject site and area infrastructure. Each site plan approval shall also include review of public transit and active transportation

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infrastructure, which may include Metra and CTA capacity, Divvy, public bike parking, or any and all other public transit or active transportation amenities that may become available. Review and approval of such traffic study by CDOT is intended to ensure that the proposed development will not establish an improperly mitigated burden on the existing infrastructure. Further, the Applicant shall cooperate with CDOT to ensure the site plan is consistent with surrounding public way and CDOT plans. The study and site plan shall detail the specific improvements and necessary infrastructure upgrades, which shall be incorporated into the Site Plan Approval. Accordingly, the Applicant or its successors and assigns, agrees to fund the design and installation of the traffic improvements identified by the study at its sole cost. This may include, but is not limited to:

- Installation of traffic signal improvements including ATC Controllers, Super P Cabinets, LED signal heads, and pedestrian countdown timers;
- Smart signal technology including: Signal actuation, network connection, Transit Signal Priority capability, and ongoing data collection for detecting changing traffic patterns;
- Improvements/modifications along various area streets and at various area intersections, including capacity upgrades and traffic control enhancements;
- Establishment of new water taxi station(s);
- Addition of new bike lanes to be incorporated along many of the streets

The conceptual phasing for the installation of traffic improvements warranted as part of this Planned Development is currently anticipated to proceed as set forth below; provided, however, that the Applicant shall have the right to modify the development phasing set forth herein. CDOT and the Applicant shall reasonably cooperate on the final design, scope and timing of the infrastructure, which shall be modified to reflect the updated traffic studies contemplated by this Statement 3. The Applicant shall reasonably cooperate with CDOT and DPD in implementing such improvements; provided, any delays in such implementation, including as a result of the need to acquire interests in property not owned by the Applicant, shall not unreasonably delay issuance of Part II Approvals for improvements within the Planned Development.

- Development Phase: Subareas E and F
Infrastructure: Dominick Bridge (river crossing); Dominick (new street and utilities, river to Throop); Throop/Dominick/Wabansia/Concord/Ada (adjacent existing streetscape upgrades)
- Development Phase: Subarea A
Infrastructure: Willow (new street and utilities, Throop to Dominick; existing streetscape upgrade, Elston to Throop)
- Development Phase: Subareas C, D and G

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Infrastructure: Concord (new street and utilities, Dominick to river)

Prior to Part II approval, the Applicant shall enter into a negotiated Perimeter Restoration Agreement (“Agreement”) by and between CDOT’s Division of Infrastructure Management and the Applicant, pursuant to which the Applicant shall provide improvements and restoration of all public way adjacent to the then-applicable Property, which may include, but not be limited to, the following as shall be reviewed and determined by CDOT’s Division of Infrastructure Management:

- Full width of streets
- Full width of alleys
- Curb and gutter
- Pavement markings
- Sidewalks
- ADA crosswalk ramps
- Parkway & landscaping

The Agreement must be executed prior to any CDOT and DPD Part II review permitting. The Agreement shall reflect that all work must comply with current Rules and Regulations and must be designed and constructed in accordance with the CDOT’s Construction Standards for work in the Public Way and in compliance with the Municipal Code of Chicago Chapter 10-20. Design of said improvements should follow CDOT’s Rules and Regulations for Construction in the Public Way and Street and Site Plan Design Guidelines, provided that such improvements may be completed in an interim/temporary condition pending construction of future phases. Any variation in scope or design of public way improvements and restoration must be approved by CDOT.

4. This Planned Development consists of __ Statements; a Bulk Regulations Table; an Existing Land Use Map; a Planned Development Property Line and Boundary Map; an Existing Zoning Map; a Right-of-Way Adjustment Map; a Planned Development Subarea Map; a Planned Development Parcels Map; a Planned Development Site Plan and Design Guidelines prepared by Skidmore, Owings & Merrill LLP and dated January 24, 2019 submitted herein (collectively, the “Plans”). In any instance where a provision of this Planned Development conflicts with the Chicago Building Code, the Building Code shall control. This Planned Development conforms to the intent and purpose of the Chicago Zoning Ordinance, and all requirements thereto, and satisfies the established criteria for approval as a Planned Development. In case of a conflict between the terms of this Planned Development Ordinance and the Chicago Zoning Ordinance, this Planned Development shall control.

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5. The following uses are permitted in the area delineated herein as a Planned Development _____: Artist and Business Live/Work Space (on and above the ground floor), Multi-Unit Residential (on and above the ground floor), Single-Room Occupancy, Group Living (including Elderly Housing, Assisted Living, Nursing Home, Student Housing), Detached Houses, Townhouse, Colleges and Universities, Cultural Exhibits and Libraries, Day Care, Hospital, Lodge or Private Club, Parks and Recreation (including, without limitation, community garden and community centers, recreation buildings and similar assembly uses), Postal Service, Public Safety Services, Religious Assembly, School, Minor and Major Utilities and Services, Animal Services, Artist Work or Sales Space, Body Art Services, Building Maintenance Services, Business Support Services (including day labor employment agency), Urban Farms (indoor, outdoor and rooftop), Communication Service Establishment, Building Material Sales, Contractor/Construction Storage Yard, Drive-Through Facility, Eating and Drinking Establishments (all), Entertainment and Spectator Sports (including, without limitation, indoor special event, banquet or meeting halls and small, medium and large venues), Financial Services (excluding payday loan and pawn shops), Food and Beverage Retail Sales (including liquor sales), Lodging (including bed and breakfast, hotel/motel, vacation rental and shared housing unit), Medical Service, Office (including electronic data storage center), Accessory and Non-Accessory Parking, Personal Service, Repair or Laundry Service (Consumer), Residential Storage Warehouse, Retail Sales, Indoor/Outdoor Participant Sports and Recreation, Amusement Arcade, Children’s Play Center, Auto Supply/Accessory Sales, Car Wash or Cleaning Service, Light Equipment Sales/Rental (indoor and outdoor), Co-located Wireless Communication Facilities, Business Live/Work Units, Artisan, Limited and General Manufacturing, accessory and incidental uses, and additional uses established by the Zoning Ordinance after the date of establishment of this Planned Development that are consistent with the character of the development, as determined and approved by the Zoning Administrator in accordance with Statement 12.

Public Place of Amusement (PPA) licenses within this Planned Development shall be limited to a maximum aggregate capacity of 7,000 people, provided (i) no single PPA license shall allow for a capacity of over 1,500 people except that Subarea C may contain one venue with a capacity not to exceed 4,500 people, and (ii) no more than 65% of such overall PPA licensed occupancy capacity shall be permitted in any one subarea. Upon the review and approval by the Commissioner of DPD, the foregoing PPA capacity limitations shall not apply to temporary festivals and events in this Planned Development.

At the request of the Applicant and in spite of this not being a defined term or permitted use in the Chicago Zoning Ordinance as of the date of the establishment of this Planned Development, a casino or other similar gaming or wagering facilities will not be allowed.

Open Space

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Notwithstanding the foregoing permitted uses, the following uses are permitted in the Park (as defined in Statement 18): Daycare, Parks and Recreation, Arboretums and Botanical Gardens, Band Shells and Outdoor Theaters, Batting Cage, Beaches, Canoe/Boat Launch, Community Center, Recreation Building and Similar Assembly Use, Community Garden, Conservatories and Greenhouses, Dog Park, Fishing Pier, Forest or Nature Preserve, Harbor Facilities, Ice Skating Rink (indoor and outdoor), Marinas, Miniature Golf, Passive Open Space, Playgrounds including water play areas, Playing Courts (basketball, volleyball, etc.), Playing Fields (baseball, soccer, etc.), Skate Park, Swimming Pools, Tennis Courts (indoor and outdoor), Trails for Hiking, Bicycling, or Running, Cultural Exhibits and Libraries, Minor Utility Service, Food and Beverage Retail Sales (including liquor sales), General Retail Sales, Eating and Drinking Establishments (all), Field house, locker rooms or similar buildings that support primary outdoor recreation areas, Kiosks, Accessory Off-Street Parking, Restrooms, Storage and Maintenance Areas/Buildings, Temporary Uses, Wireless Communication Facilities (Co-located and Freestanding), additional uses not listed above when approved as an administrative adjustment, and accessory and incidental uses.

6. On-Premise signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Planning and Development.
7. For purposes of height measurement, the definitions in the Chicago Zoning Ordinance shall apply. The height of any building shall also be subject to height limitations, if any, established by the Federal Aviation Administration.
8. The permitted Floor Area Ratio (FAR) identified in the Bulk Regulations Table has been determined using a Net Site Area of 941,864.61 square feet of net site area and a base FAR of 3.0. The improvements to be constructed on the Property will be subject to the North Branch Corridor Overlay Subdistrict A floor area bonus criteria as more specifically described in Section 17-7-0407 and other referenced portions of the Municipal Code of Chicago.

The bonus payment will be split between two funds, as follows: 70% to the North Branch Corridor Bonus Fund and 30% to the Industrial Corridor System Fund. In lieu of paying the City directly, the Department may: (a) direct developers to deposit a portion of the funds with a sister agency to finance specific local improvement projects or (b) approve proposals for in-kind improvements in furtherance of the goals in the North Branch Framework land use plan.

In this case, DPD has approved the Applicant's proposal to utilize the North Branch Corridor Bonus Funds towards public open space improvements and the extension of the Bloomingdale Trail/606 (the "Projects"). The Applicant shall receive a credit towards the

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North Branch Corridor Bonus for previous expenditures related to the Projects upon delivery of documentation of such payments to DPD. Future additional Project costs and projects may be approved by DPD. For such Projects, the Applicant shall enter into an agreement with DPD specifying the type of improvements to be provided, the value of the improvements, the timeline for completion of the improvements, and any other terms or conditions the DPD Commissioner (the “Commissioner”) deems necessary or desirable. The Applicant shall submit detailed site-specific cost estimates for the Projects, drawings, detailed construction commitments, a construction schedule, and a performance bond for completion of the Projects. The agreement must be in a form approved by the Corporation Counsel. The Applicant shall construct the Projects in accordance with the requirements of Sec. 17-7-0407-H.

9. Upon review and determination, Part II review, pursuant to Section 17-13-0610, a Part II review fee shall be assessed by DPD. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II approval.
10. The Open Space & Landscape Plan shall be in substantial conformance with the Landscape Ordinance and any other corresponding regulations and guidelines, including Section 17-13-0800. Final landscape plan review and approval will be by DPD. Any interim reviews associated with site plan review or Part II reviews are conditional until final Part II approval.
11. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and Facility Management and Buildings, under Section 13-32-085, or any other provision of the Municipal Code of Chicago.
12. The terms and conditions of development under this Planned Development ordinance including, without limitations, modifications to the exhibits and design guidelines, may be modified administratively, pursuant to Section 17-13-0611-A, by the Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors. It is hereby acknowledged that many of elements of the exhibits and design guidelines including, but not limited to, sections and access, circulation and open space plans, are illustrative and may change as the Property is developed. Such modifications shall be permitted if approved by the Zoning Administrator pursuant to Section 17-13-0611-A.
13. The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain the project in a manner which promotes, enables and maximizes universal access throughout the Property. Plans for all buildings and improvements on the Property shall be reviewed and approved by the Mayor’s Office for People with Disabilities to ensure

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compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.

14. The Applicant acknowledges that it is in the public interest to design, construct and maintain all buildings in a manner that provides healthier indoor environments, reduces operating costs and conserves energy and natural resources. The Applicant shall obtain the number of points necessary to meet the requirements of the Chicago Sustainable Development Policy, in effect at the time the Part II review process is initiated for each improvement that is subject to the aforementioned Policy and must provide documentation verifying compliance.
15. Prior to the Part II approval (Section 17-13-0610 of the Chicago Zoning Ordinance) for any buildings, the Applicant shall submit a site plan, landscape plan and building elevations (a "Site Plan Submittal") for the specific Sub-Area(s) or portion of specific Sub-Area(s) for review and approval by DPD (each, a "Site Plan Approval"). Review and approval by DPD is intended to assure that specific development components substantially conform with the Planned Development and to assist the City in monitoring ongoing development, including the development of the riverwalk and Park as set forth in Statement 18. Site Plan Submittals (Section 17-13-0800) need only include that portion of the Property for which approval is being sought by the Applicant. If the Applicant is seeking approval for a portion of the Property that represents less than an entire Sub-Area, only a Site Plan Submittal for such portion of the Property shall be required.

Provided the Site Plan Submittal required hereunder is in general conformance with this Planned Development and the Design Guidelines, and provided Applicant has timely provided all Site Plan Submittals, the Commissioner shall issue such Site Plan Approval and the Plan Commission shall conduct its review hearing of the Site Plan Submittal. Following approval by DPD, the approved Site Plan Approval, supporting data and materials shall be made part of the main file and shall be deemed to be an integral part of the PD.

After Site Plan Approval, changes or modifications may be made pursuant to the provisions of Statement 12. In the event of any inconsistency between approved plans and the terms of the PD, the terms of the PD shall govern. Any Site Plan Submittal shall, at a minimum, provide the following information:

- a. the boundaries of the property and a site plan identifying the proximity to public transit;
- b. the footprint of the improvements;
- c. location and dimensions of all parking spaces and loading berths;

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- d. preliminary landscaping plan prepared by a landscape architect;
- e. all pedestrian circulation routes;
- f. the location of any adjacent public improvements;
- g. preliminary building sections and elevations of the improvements with a preliminary building materials list; and
- h. statistical information applicable to the property limited to the following:
 - (1) floor area and floor area ratio;
 - (2) uses to be established;
 - (3) building heights;
 - (4) all setbacks, required and provided;
 - (5) floor area devoted to all uses (e.g. office, retail etc.);
 - (6) number of dwelling units (if applicable);
 - (7) number of parking spaces;
 - (8) number of loading spaces/berths;
 - (9) if mutually agreed upon by the Applicant and DPD, a School Impact Study may be required with any future site plan submittal; and
 - (10) an approved Site Plan by CDOT (as provided in Statement 3), Fire Prevention Bureau, Mayor's Office for People with Disabilities, and the Building Departments Division of Stormwater Management.

Site Plan Submittals shall include all other information necessary to illustrate substantial conformance to the PD and Design Guidelines.

16. Subject in all cases to the other statements, terms, regulations and provisions of this Planned Development, the Applicant shall have the right to designate additional subareas within the Planned Development from time to time in order to promote orderly development, to facilitate financing, acquisition, leasing or disposition of the Property or relevant portions thereof, to designate zoning control or to otherwise administer this Planned Development. The designation and redesignation of subareas shall not in and of itself require an amendment

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or minor change to this Planned Development; provided, however, Applicant shall provide notice of all material terms of any such designation to DPD, including the designated area and the bulk regulations that will apply therein, for DPD's administrative purposes to facilitate Part II review for any such designated subarea. In furtherance of the foregoing, and in all cases subject to the other statements, terms, regulations and provisions of this Planned Development, the Applicant may allocate or assign the development rights under the Planned Development to and among the designated subareas including, but not limited to, floor area and floor area ratio, signage, building height, dwelling units and parking; provided, however, that the regulations and limitations set forth in the Bulk Regulations and Data Table and the Plans applicable to the entirety of the Planned Development shall not be exceeded or increased as a result of any such allocation(s) or assignment(s).

17. The Applicant acknowledges and agrees that the rezoning of the Property from the M3-3 Heavy Industry District to the C2-3 Motor Vehicle-Related Commercial District, and then to this Planned Development, triggers the requirements of Section 2-44-080 of the Municipal Code of Chicago ("Affordable Requirements Ordinance" or "ARO"). The Applicant for this Planned Development (Lincoln Yards South) shares common ownership with the applicant for the adjacent planned development (Lincoln Yards North, together with Lincoln Yards South, "Lincoln Yards"), and it is expected that TIF assistance may be used in connection with the construction of public improvements and related TIF expenditures that may facilitate both projects. Accordingly, the Applicant acknowledges and agrees that both projects will be subject to the special requirements for TIF-financed projects in the ARO. Any developer of a "residential housing project" within the meaning of the ARO must: (i) set aside 20% of the housing units in the residential housing project ("ARO Units") as affordable units if the project receives TIF assistance, or with the approval of the Commissioner of the Department of Housing ("DOH") and the Commissioner of DPD, provide the ARO Units in an approved off-site location; (ii) pay a fee in lieu of the development of the ARO Units; or (iii) any combination of (i) and (ii); provided, however, that residential housing projects with 20 or more units must provide at least 25% of the ARO Units on-site or off-site ("Required Units"). The Planned Development permits the construction of a maximum of 2,500 residential units. If the Applicant constructs the maximum number of units permitted hereunder, the Applicant's affordable housing obligation is 500 ARO Units (20% of 2,500), 125 of which are Required Units (25% of 500). The Applicant shall satisfy its ARO obligation as follows:

(a) First, the Applicant has agreed to provide the Required Units in Lincoln Yards. Pursuant to Section 2-44-080 (U)(1), the Required Units (and any other ARO Units the Applicant elects to construct on-site) must be reasonably dispersed throughout Lincoln Yards, such that no single building or floor therein has a disproportionate percentage of ARO Units. For owner-occupied Required Units, the Applicant shall have the right to provide rental Required Units anywhere within Lincoln Yards, provided that for any rental units

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substituted for owner-occupied Required Units, the unit type, by bedroom count, and square footage of those rental units will be comparable to the owner-occupied Required Units and that, where feasible, the Applicant shall provide reasonable consideration to providing owner-occupied Required Units. To the extent that a rental building accommodates ARO Units generated by an owner-occupied building, such building may have an increased proportion of up to 20% of the total units. Pursuant to 2-44-080 (U)(7), on-site ARO Units must be constructed, completed, ready for occupancy, and marketed concurrently with or prior to the market rate units in a residential housing project or phase thereof. This means that, at any point in time, at least 5% of the total number of housing units (either constructed or under construction) in Lincoln Yards must be ARO Units. For example, if the Applicant receives a permit to build 100 units, the Applicant would be required to construct a minimum of 5 of the 100 units as ARO Units, calculated as follows: $100 \text{ housing units} \times 20\% = 20 \text{ ARO Units}$ $\times 25\% = 5 \text{ ARO Units}$ (minimum on-site requirement). In this formula, 20% represents the ARO set-aside percentage for projects that receive TIF assistance, and 25% represents the minimum percentage of ARO Units the Applicant has agreed to provide on-site. A simplified expression of the above formula is $100 \text{ housing units} \times 5\% = 5 \text{ ARO Units}$.

- (b) Second, the Applicant has agreed to pay a fee in lieu of the development of 25% of the overall ARO Unit requirement. This means that, at any point in time, the Applicant must pay the “in lieu fee” for at least 5% of the total number of housing units under permit. Using the above example, in order to receive a permit to build 100 units, the Applicant would be required to pay the “in lieu fee” for a minimum of 5 ARO Units.
- (c) Finally, the Applicant may satisfy the remainder of its affordable housing obligation by any of the methods permitted under the ARO (on-site, off-site, or in lieu fee), provided that (i) the prohibition on rezoning for off-site units specified in Section (V)(3) of the ARO shall not apply to off-site ARO Units, and (ii) the off-site ARO Units may be located within a three-mile radius from the Planned Development and within a low-moderate income area.

The Applicant acknowledges and agrees that in connection with the development of either Lincoln Yards North or Lincoln Yards South: (i) with respect to rental housing, one-half of the ARO Units must be affordable to households earning up to sixty percent (60%) of the area median income, and the other half must be affordable to households earning up to fifty percent (50%) of the area median income; and (ii) with respect to owner-occupied housing, one-half of the ARO Units must be affordable to households earning up to one hundred percent (100%) of the area median income, and the other half must be affordable to households earning up to eighty percent (80%) of the area median income.

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If no TIF assistance is provided for any public improvements or other TIF expenditures in connection with Lincoln Yards North or Lincoln Yards South, the Applicant's affordable housing obligation would be reduced to 250 ARO units at maximum build-out (10% of 2,500) and the ARO units would not be subject to the modified income eligibility and affordability standards set forth in the ARO for projects receiving TIF assistance, but in all other respects the provisions of this Statement 17 shall apply.

Prior to the issuance of any building permits for any residential building or phase of development containing residential units in the Planned Development, including, without limitation, excavation or foundation permits, the Applicant must make the required cash payment and/or execute and record an affordable housing agreement in accordance with Section 2-44-080 (L) for that building or phase. The cash payment will be calculated at the time of payment (including partial payments for phased developments) and will be based on the then-applicable in lieu fee, as such fee may be adjusted based on changes in the consumer price index in accordance with the Affordable Requirements Ordinance. In addition, prior to the issuance of any building permits for any building or phase of development containing residential units, the Applicant must submit to DOH and DPD for their review and approval a plan or update, as applicable, describing how the Applicant intends to satisfy its ARO obligation under subsection (c) above. If the Applicant subsequently reduces (or increases) the number of housing units in the Planned Development, the number of required ARO Units shall be adjusted accordingly.

The terms of the affordable housing agreement and any amendments thereto are incorporated herein by this reference. The Applicant acknowledges and agrees that the affordable housing agreement will be recorded against the Property, or the applicable portion thereof, and will constitute a lien against such property. The Commissioner of DOH and the Commissioner of DPD may enforce remedies for any breach of this Statement 17, including any breach of any 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.

18. The Applicant acknowledges the importance of the Chicago River as a resource for both commerce and recreation and also acknowledges the City's goals of improving the appearance, quality and accessibility of the river, as contained in the waterway planned development guidelines in the Chicago Zoning Ordinance (Section 17-8-0912) and the Chicago River Corridor Design Guidelines and Standards, as amended. The Applicant also acknowledges the desirability to include wildlife habitat and other natural features in or near the water's edge and shall work with the City and interested parties to provide such features to the extent practical. To further these goals, the Applicant agrees, as set forth in the Plans, to: (a) provide a landscaped 30-foot-wide river setback and continuous riverside trail as indicated on the Site Plan (the "Riverwalk") as portions of the Property adjacent to the

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Chicago River are developed and, (b) permit connection of such setback and trail to the setback and trails of adjacent properties when the river edges of the adjacent properties are similarly improved. The Applicant shall permit un-gated and unobstructed public access to the river setback, and provide informational and wayfinding signage at all entries that the Riverwalk is open to the public, free of charge, during normal park hours from 6:00am to 11:00pm every day of the year (subject to occasional partial closure for private use provided that a path providing access during such closures shall be maintained through the river setback). The Riverwalk improvements shall be constructed in conjunction with adjacent riverfront development parcels and shall be completed prior to receipt of the Certificate of Occupancy for such adjacent parcels, provided that plantings may be delayed if consistent with good landscape practice, but not longer than one year following receipt of the final Certificate of Occupancy for the first principal building within such development phase, if due to delays in permitting by any governmental or quasi-governmental authorities having jurisdiction over such improvements including, without limitation, the U.S. Army Corps of Engineers, the Metropolitan Water Reclamation District of Greater Chicago, the Illinois Department of Natural Resources – Office of Water Resources, the Coast Guard and CDOT or if due to delays or inability to perform such acts due to causes beyond the reasonable control of the Applicant.

In addition to the Riverwalk, and subject to the receipt of all necessary permits and approvals, the Applicant or its successors and assigns, at its sole cost, shall design and construct the open space improvements in Subarea B (hereinafter the “Park”). Upon completion of the Park, the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors, shall be responsible for maintaining and managing the Park for the purposes set forth herein, including ensuring that the Park’s landscaping is well maintained, that the vegetation and plantings are kept in a healthy condition and that the Park facilities are clean, well lit, litter free and clear of snow (hardscaped areas) and debris. The Applicant shall provide sufficient liability insurance coverage for the operation of the Park for public use, and provide for the creation of a park advisory council to include community representation for the coordinated programming of the park. The Applicant shall provide informational and wayfinding signage at all entries that the Park is open to the public (subject to occasional partial closure for private use provided that a path providing access during such closures shall be maintained through the Park), free of charge, during normal park hours from 6:00am to 11:00pm every day of the year. During winter months, the Applicant may enclose portions of the Park in a temporary climate-controlled manner with access managed in accordance and compliance with the Chicago Park District Code. The maintenance and management obligations contained herein shall continue for the life of this Planned Development.

The Park improvements shall be constructed as follows:

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- Interim Park improvements: An interim park that includes one temporary multipurpose recreational field, walking paths and parking (as approved by DPD as part of Site Plan Approval) shall be constructed on a portion of the land located east of future extended Dominick and north of extended Wabansia to Willow by December 31, 2020. The interim parking required herein shall not be subject to standard irrigation, landscaping, streetscape, surfacing and drainage requirements, as reviewed and approved by DPD and CDOT. The park advisory council shall be established within 6 months from the completion of the interim park improvements.
- Final Park improvements: The Park improvements shall be completed prior to issuance of a certificate of occupancy for the building that crosses the threshold of 50% of the total allowed floor area in the Planned Development.

Park improvements may be delayed if consistent with good landscape practice, but not longer than one year following the timing for construction of the final open space improvements set forth herein.

Prior to issuance of the first building permit for the Planned Development, the Applicant will enter into a development and maintenance agreement (the “DEMA”) with the City for the construction, maintenance, and management of the Park and the Riverwalk. The DEMA obligations shall be binding upon the Applicant, its successors and assigns, including but not limited to a homeowners or master association whose purpose includes maintaining the Park and the Riverwalk. Upon completion of the Park, the public access provided for herein shall be memorialized in a public access easement agreement (which may be included in the DEMA) with and for the benefit of the City. The recording and other costs associated with establishing the easement shall be the responsibility of the Applicant. A copy of said public access easement agreement shall be on file with DPD.

The Commissioner is hereby authorized to enter into the DEMA (or more than one DEMA if the Commissioner deems necessary depending on the phasing of the development) and all other documents contemplated by the Statement and, in his/her sole discretion, may modify by minor change the foregoing requirements, without further City Council approval, for the DEMA(s) and public access easement agreement(s) so as to permit alternate forms of achieving compliance with the Applicant's construction, maintenance and management obligations and public access rights, such as, by means of example and not limitation, one or more restrictive covenants or owners' reciprocal easement and operation agreements in form and substance acceptable to the City which expressly grant the City necessary enforcement, self-help and lien rights as may be necessary to assure compliance with this Statement.

19. The Applicant acknowledges that it is the policy of the City to maximize opportunities for Minority and Women-owned Business Enterprises (“M/WBEs”) and city residents to compete for contracts and jobs on construction projects approved through the planned

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development process. To assist the City in promoting and tracking such M/WBE and city resident participation, an applicant for planned development approval shall provide information at three points in the City approval process. First, the applicant must submit to DPD, as part of its application for planned development approval, an M/WBE Participation Proposal. The M/WBE Participation Proposal must identify the Applicant's goals for participation of certified M/WBE firms in the design, engineering and construction of the project, and of city residents in the construction work. The City encourages goals of 26% MBE and 6% WBE participation (measured against the total construction budget for the project or any phase thereof), and (ii) 50% city resident hiring (measured against the total construction work hours for the project or any phase thereof). The M/WBE Participation Proposal must include a description of the Applicant's proposed outreach plan designed to inform M/WBEs and city residents of job and contracting opportunities. Second, at the time of the Applicant's submission for Part II permit review for the project or any phase thereof, the Applicant must submit to DPD (a) updates (if any) to the Applicant's preliminary outreach plan, (b) a description of the Applicant's outreach efforts and evidence of such outreach, including, without limitation, copies of certified letters to M/WBE contractor associations and the ward office of the alderman in which the project is located and receipts thereof; (c) responses to the Applicant's outreach efforts, and (d) updates (if any) to the applicant's M/WBE and city resident participation goals. Third, prior to issuance of a Certificate of Occupancy for the project or any phase thereof, the Applicant must provide DPD with the actual level of M/WBE and city resident participation in the project or any phase thereof, and evidence of such participation. In addition to the forgoing, DPD may request such additional information as DPD determines may be necessary or useful in evaluating the extent to which M/WBEs and city residents are informed of and utilized in planned development projects. All such information will be provided in a form acceptable to the Zoning Administrator. DPD will report the data it collects regarding projected and actual employment of M/WBEs and city residents in planned development projects twice yearly to the Chicago Plan Commission and annually to the Chicago City Council and the Mayor.

20. The Applicant acknowledges that the Property is located in the North Branch Industrial Corridor Industrial Corridor Conversion Area, and has undergone a "rezoning" within the meaning of Chapter 16-8 of the Municipal Code (the "Industrial Corridor System Fund Ordinance"). As a result of this rezoning, the Planned Development is subject to the conversion fee provisions of the Industrial Corridor System Fund Ordinance. The purpose of the conversion fee is to mitigate the loss of industrial land and facilities in conversion areas by generating funds for investment in receiving industrial corridors in order to preserve and enhance the city's industrial base, support new and expanding industrial uses, and ensure a stable future for manufacturing and industrial employment in Chicago. The Applicant is required to pay the conversion fee in full prior to the issuance of the first building permit for any building in the Planned Development; provided, however, if the Planned Development is constructed in phases, the conversion fee may be paid on a pro rata basis as the first building

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permit for each subsequent new building or phase of construction is issued. The amount of the conversion fee due prior to the issuance of a building permit shall be calculated based on the fee rate in effect at the time of payment. The Applicant shall record a notice against the Property to ensure that the requirements of the Industrial Corridor System Fund Ordinance are enforced in accordance with Section 16-8-100.

21. Construction of the improvements contemplated by this Planned Development may be completed in phases over a period of years. Unless construction of the interim Park required by Statement 18 has commenced within six years following adoption of this Planned Development (subject to extension for one additional year as set forth in Section 17-13-0612 of the Chicago Zoning Ordinance), then this Planned Development shall expire, the Zoning Administrator shall initiate a Zoning Map Amendment to rezone the site to the C2-3 Motor Vehicle-Related Commercial District.

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WATERWAY BUSINESS-RESIDENTIAL PLANNED DEVELOPMENT NO. _____
BULK REGULATIONS AND DATA TABLE

Gross Site Area: 1,371,767 sf (31.49 acres)

Area in Public Right of Way: 429,092 sf (9.87 acres)

Net Site Area (sf): 941,865 sf (21.62 acres)

Subarea A: 72,645

Subarea B: 299,302

Subarea C: 108,162

Subarea D: 143,158

Subarea E: 181,376

Subarea F: 77,673

Subarea G: 59,208

Maximum Floor Area Ratio: 6.5

Subarea A: 14.53

Subarea B: .05

Subarea C: 2.91

Subarea D: 3.82

Subarea E: 19.75

Subarea F: 5.55

Subarea G: 3.04

Number of Dwelling Units: 2,500

Subarea A: 1,100

Subarea B: Subject to Statement 16

Subarea C: 200

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Subarea D:	400
Subarea E:	400
Subarea F:	200
Subarea G:	200

Minimum Bicycle Parking Spaces:

Residential	1 per 2 auto spaces
Non-residential	1 per 10 auto spaces

Maximum Building Height:

Subarea A:	500'
Subarea B:	20'
Subarea C:	150'
Subarea D:	150'
Subarea E:	575'
Subarea F:	120'
Subarea G:	50'

Minimum Setbacks: Per Plans

Parking/Loading

- a. Minimum Requirements for uses are as follows and must comply with the requirements of Section 17-10-1000 (parking area design):

Non-residential: 1 space per 2,500 sf

Residential: 0.25 parking spaces per rental unit / 1.0 parking spaces per condo unit

- b. Location. All parking spaces required to serve buildings or uses shall be located on the same parcel as the building or use served, or (a) if a residential use, within six hundred (600) feet, with such distance measured from the property line; or (b) if commercial use, within one thousand (1,000) feet, with such distance measured from the property line.

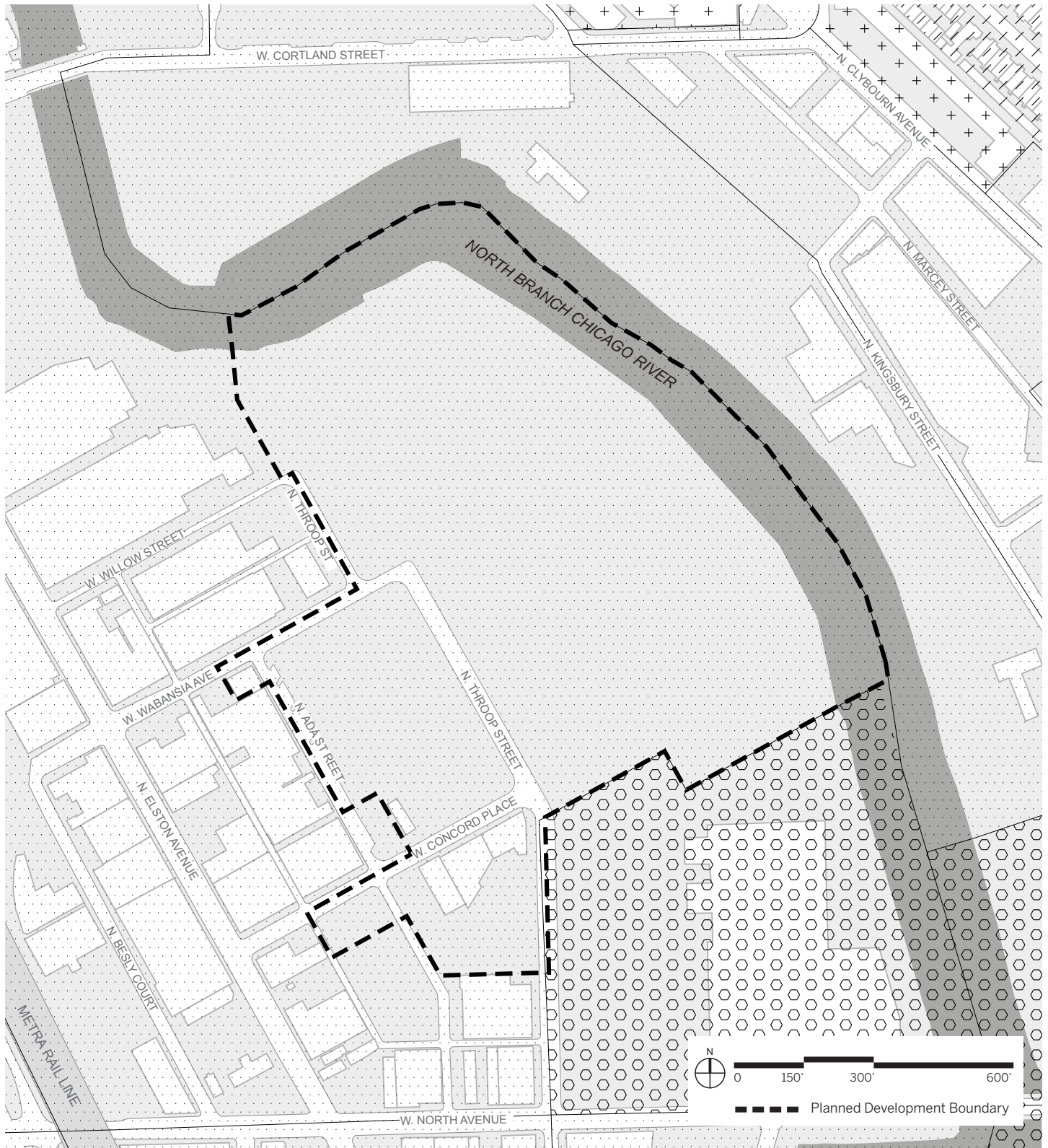
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- c. Transit Served Locations. This Planned Development qualifies as a transit served location as defined under Section 17-10-0102-B of the Zoning Ordinance. As a result, the parking requirements provided herein may be further reduced by the maximum amounts permitted under Section 17-10-0102-B and upon approval by DPD.
- d. Loading. Per site plan approval. The location of loading berths shall be subject to the review of CDOT and the approval of DPD. Loading requirements may be reduced or required loading may be shared by more than one parcel, subject to the review and approval of CDOT and DPD in accordance with Statement 15.





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Existing Land Use Map

Exhibit 1

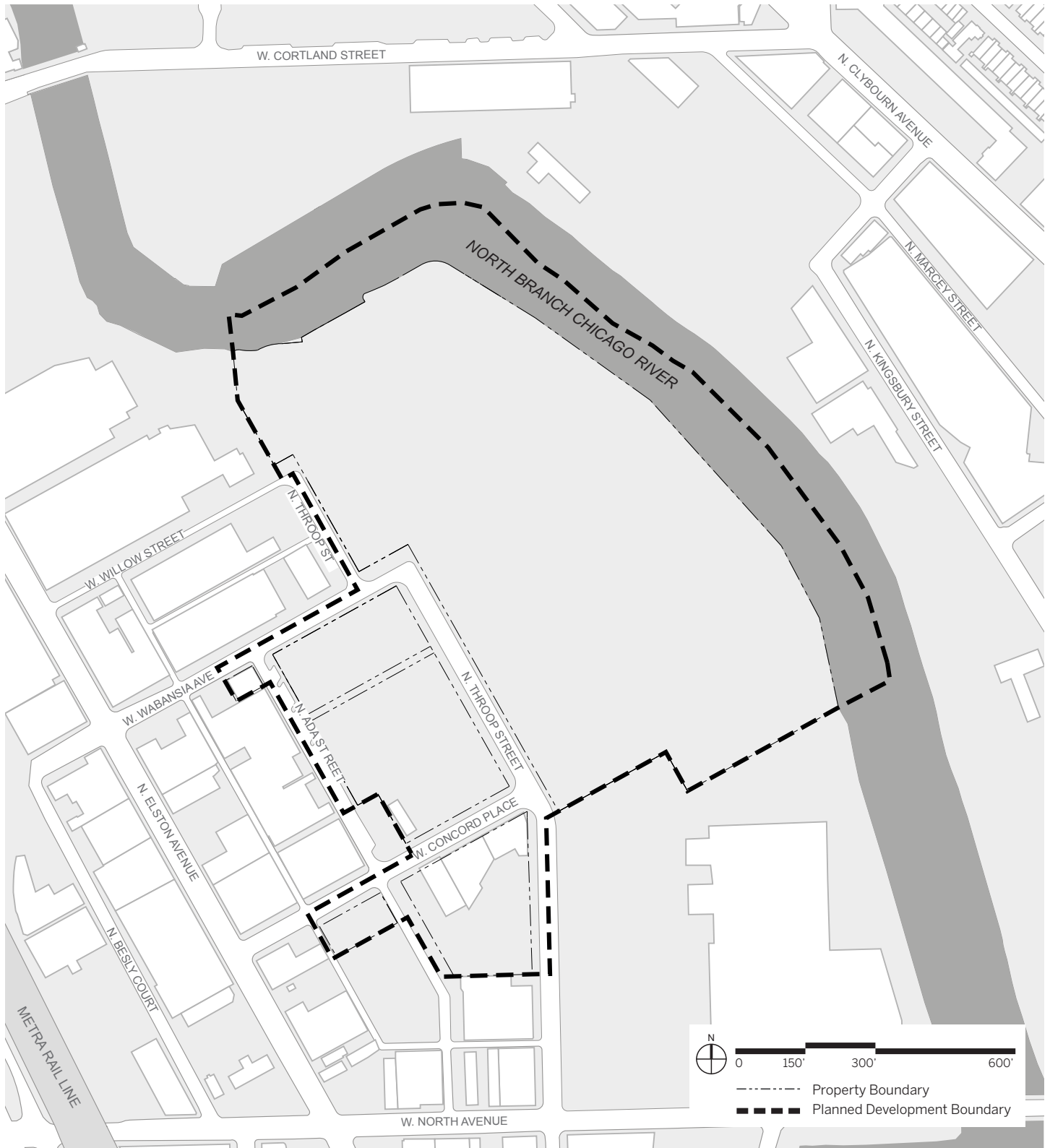


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-  Manufacturing
-  Residential
-  Commercial
-  Business

Planned Development Property Line and Boundary Map

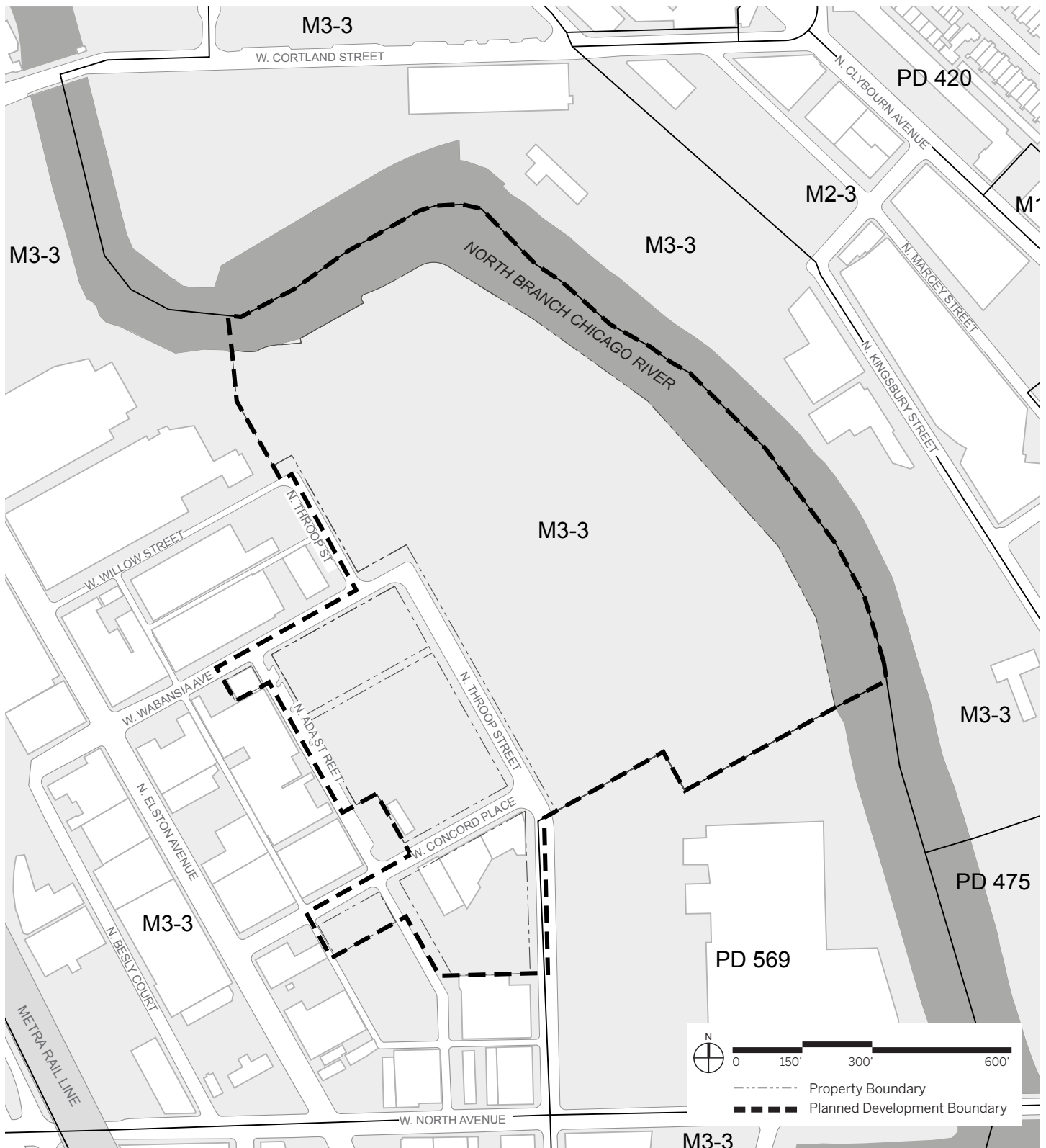
Exhibit 2



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Existing Zoning Map

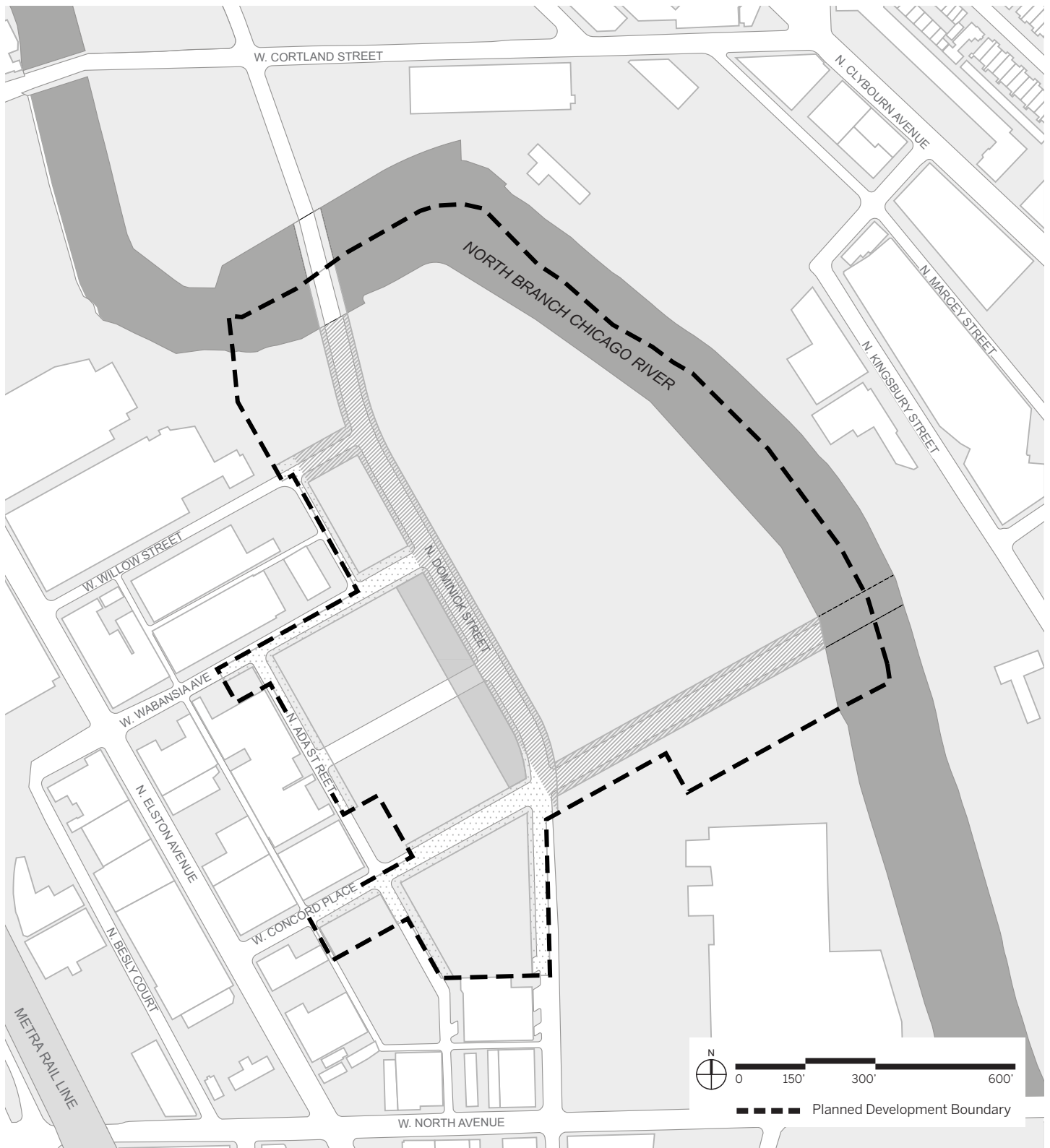
Exhibit 3



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Right-of-Way Adjustment Map

Exhibit 4

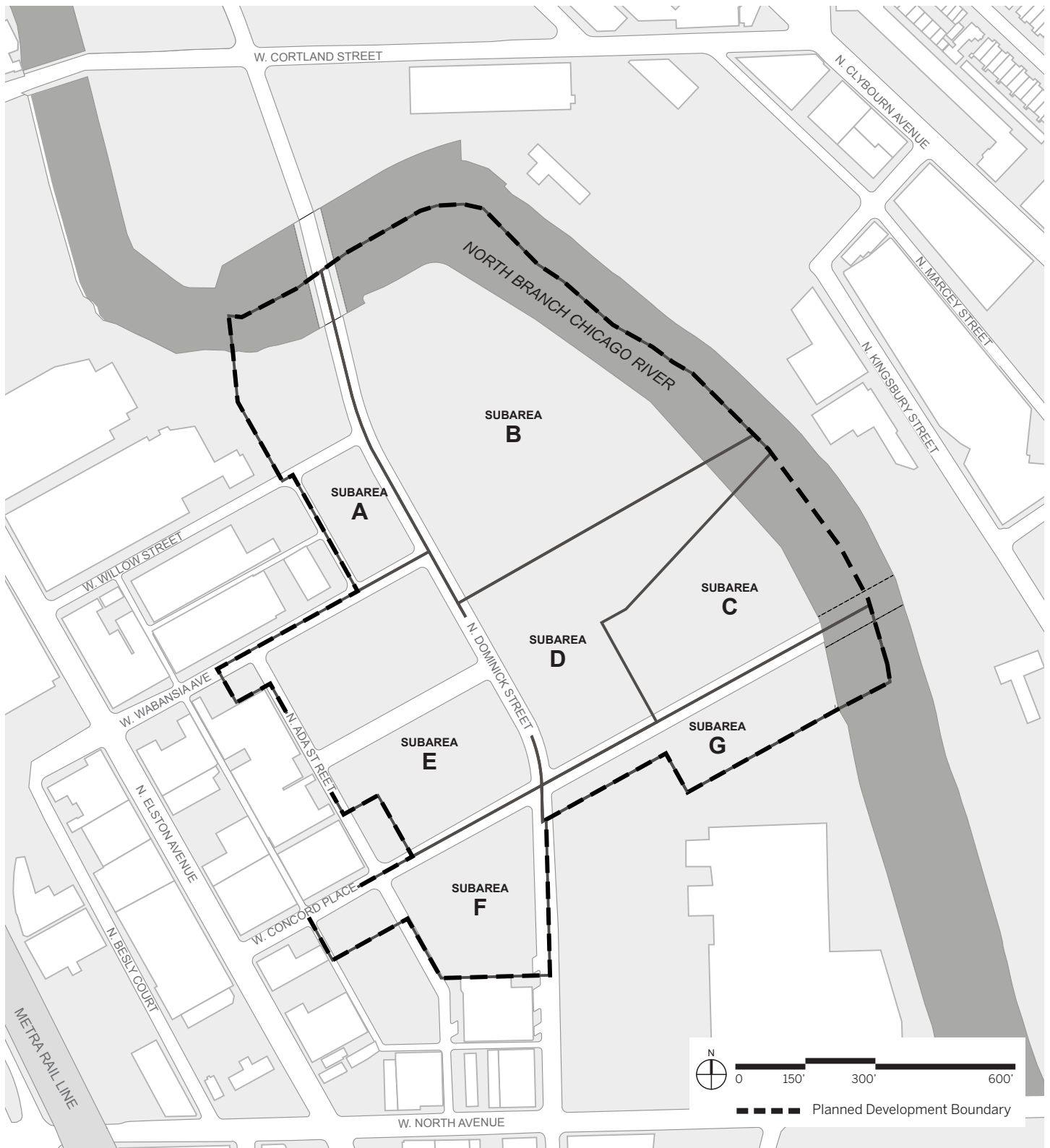


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 Introduced: July 25, 2018
 Plan Commission: January 24, 2019

Public Right of Way to be Remained (95,952 sf)
 Public Right of Way to be Dedicated (123,892 sf)
 Public Right of Way to be Vacated (31,903 sf)

Planned Development Subarea Map

Exhibit 5

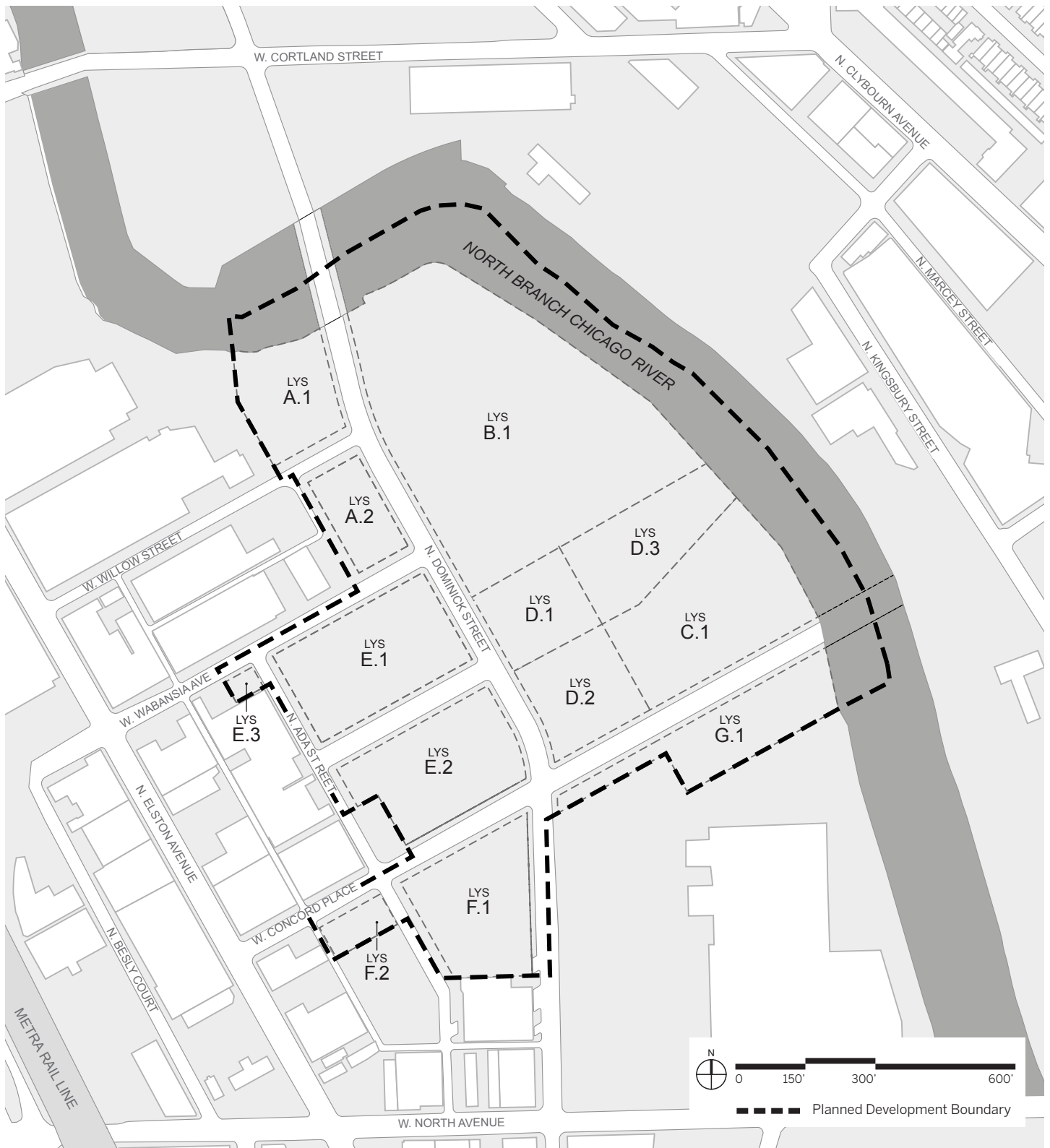


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———— Subarea Boundary

Planned Development Parcels Map

Exhibit 6

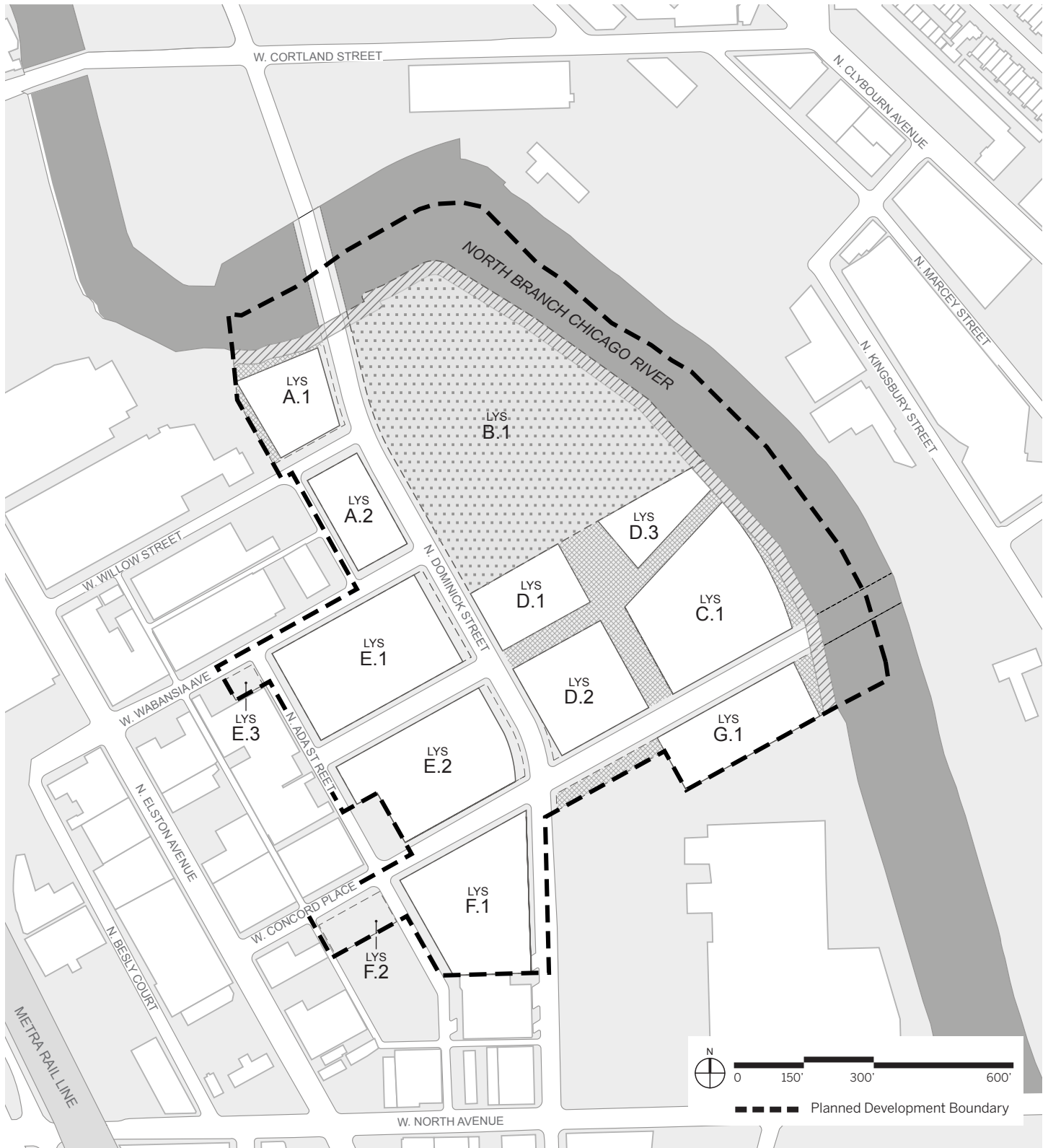


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----- Parcel Boundary

Planned Development Site Plan

Exhibit 7



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-  Park
-  Riverwalk
-  Hardscaped Open Space

LYS Design Guidelines

Introduction

Purpose

All development within the Lincoln Yards Planned Development must substantially comply with the Design Guidelines of the North Branch Framework adopted by the Chicago Plan Commission on May 18, 2017, or as amended, with the Chicago River Corridor Design Guidelines and Standards, or as amended, and with the design standards and guidelines outlined in the Zoning Ordinance, Section 17-8-0900 Standards and Guidelines.

The guidelines listed below provide additional standards for buildings and the public realm, to complement the specific context of this planned development. These guidelines also provide a foundation for the review of individual projects to ensure each element within Lincoln Yards upholds the goals for the entire development.

The Lincoln Yards South Design Guidelines are intended to provide space for flexibility, creativity and design innovation.

The guidelines support the idea that each building should reflect its own position, program, and function within the development, but should also respect the patterns and relationships with adjacent buildings, open spaces, the river, and the surrounding community.

Public Realm Guidelines

Public Realm and Open Space Framework

Inspired by the world's best places and Chicago's best neighborhoods, the publicly accessible open space and public realm will include active, vibrant streets, wide, pedestrian-scaled sidewalks, and welcoming green spaces. All public realm and open space areas are to be well-lit, safe and publicly accessible. Publicly accessible open spaces will be designed to the applicable standards of Chicago Park District Parks.

- Landscape spaces shall be designed to include a variety of different native and non-invasive trees, shrubs, and perennials that provide for seasonal interest.
- A variety of recreational amenities shall be integrated within the site and used to activate spaces for all ages.
- Interpretive signage shall be provided across the development to bring awareness to the cultural context and history of the site.
- A site-wide wayfinding signage system shall be implemented throughout the development.

- Open space landscape design shall incorporate best practices for wildlife habitat creation and biodiversity.
- Provide public, universal accessibility across the entire site to connect open spaces with the street network. Stair and ramp designs shall avoid blank walls and unactivated ramps.

Lincoln Yards South Park

The Lincoln Yards South Park space will provide publicly accessible open space with recreational field programming for the larger community.

Park elements will include:

- Recreational sport fields, including soccer, baseball/softball, track, basketball and tennis courts and other programming to be confirmed prior to Site Plan Approval.
- Children's play area
- Connection to the Riverwalk

Hardscaped Open Space

A variety of publicly accessible, hardscaped open spaces are integrated throughout the development offering connective areas to the community and Riverwalk, as well as additional open space areas for gathering and programming.

- Hardscaped open spaces should be visible, publicly accessible and promote interaction.
- Hardscaped open spaces are to be welcoming spaces.
- Hardscaped open spaces offer an opportunity for additional spaces for activation and open space programming such as cafe areas, markets, and community gathering.
- Hardscaped open spaces between buildings should serve as pedestrian connections through the development as well as parking and service entrances. These open spaces should be designed with pedestrian priority.
- Hardscaped open spaces should incorporate native planting areas and integrated best practices for stormwater management.

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LYS Design Guidelines

Riverwalk and River Access

- The Riverwalk shall provide public access along an active promenade that engages the river by bringing people to the water's edge and is punctuated by larger open space areas.
- Establish clear pedestrian and bicycle connections to the Riverwalk through adjacent hardscaped open spaces, adjacent bridge crossings, and through park areas.
- The Riverwalk is to include either a separated path for 12'-wide bicycle path and 8'-wide pedestrian path, or a multi-use path of min 16'-wide that will accommodate pedestrians and cyclists in both directions.
- Flexible and programed zones along the Riverwalk are to be located outside of the area of the multi-use paths.
- Where feasible, the Riverwalk shall incorporate functional areas of riparian edge restoration along the Riverwalk integrated into an educational and interpretive programmatic system.
- At key locations, provide features allowing pedestrians closer access to the water with overlooks and tiered steps.
- Where possible, incorporate a canoe and kayak access point.
- Incorporate water taxi stops along the Riverwalk with a light footprint near Concord Place.
- The Riverwalk shall be designed to accommodate future extensions.
- The Riverwalk will incorporate the Chicago River brand signage with directional, wayfinding, and mile marker signs.

Site and Riverfront Ecology

- The Riverwalk design will enhance ecological conditions and aid in the restoration of the river.
- Where the site allows, the Riverwalk will incorporate wetland elements, to encourage habitat for various aquatic and terrestrial species.
- Where the site allows, the Riverwalk will include instream habitat to improve conditions for fish and other aquatic species.
- Where the site allows, the Riverwalk will include native habitat and natural riverbank conditions to improve the environment for resident and migratory birds, pollinators, and other native species.

Riverwalk Activation

- Locate active uses such as building amenity areas and commercial areas facing the Riverwalk.
- Buildings facing the Riverwalk should have entrances facing the Riverwalk.

New Bridge and Underpass Paths

- New bridges and underpass paths shall be designed to provide high-quality experience for all users including pedestrians, bicyclists and motor vehicles, and to minimize impacts on adjacent buildings, riverwalks and open spaces.
- Design treatments and materials should be specific to context.
- Integrate best practices in bridge and underpass lighting.
- Maximize landscape opportunities and incorporate artistic elements.
- Design pedestrian and bicycle-oriented uses at underpasses where clearances allow, such as bicycle racks, dog park, skate park, and art installations.

Street Design and Streetscapes

- All streets and streetscapes should follow the *Complete Streets Chicago Design Guidelines* and the *Vision Zero Action Plan*, and shall include multi-modal facilities within the public way. This approach will create safe and welcoming streetscapes for all users, and include high quality materials, lighting, landscaping, and sidewalk furnishings.
- Intersection design will prioritize pedestrian crossings and movement. All final street designs will be coordinated with CDOT at each phase of the development.
- The designs will incorporate sustainable design features into the streetscape design using CDOT's *Sustainable Urban Infrastructure Guidelines*, utilizing streets and connective open spaces to manage stormwater.
- Street specific elements shall be reviewed and approved by CDOT at each phase of development to ensure they follow these standards and reach the highest and best use of the public way.
- Street designs will include a landscape zone of a minimum width of 5 feet.

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LYS Design Guidelines

Dominick Street:

- Dominick Street should be designed as an extension of the adjacent park.
- Locate vehicle drop-off areas at key locations.
- Pedestrian crossings linking east to west across the street should prioritize the pedestrian.

Internal Laneways:

- Design is to prioritize the pedestrian with sidewalk zones separated from vehicular movement.
- Loading and service can be accommodated off internal laneways.

Ground Floor Guidelines

Street Level Activation

- Reserve the ground levels of buildings for the most active and public functions. The ground level facades are to emphasize transparency.
- Visually connect the ground floor activities with the adjacent public realm.
- Primary building entrances are to be visible from the street and easily accessible, and evident in daytime and at night.
- Tenant signage for each building should be considered as part of the façade design to ensure consistency of placement, size, materials, and method of illumination.
- Undeveloped parcels may support interim uses including, but not limited to, open space, pop-up markets, and surface parking. Interim use plan improvements and time frame shall require review and approval by DPD.

Service and Parking

- Service areas to be located so as to not negatively impact important streets or building entrances.
- Where possible, access to loading and parking should not occur directly from Dominick Street or Cortland Street, unless constrained by specific site conditions.
- Loading and parking access should not occur near roadway intersections.
- Curb cuts should not exceed 20' in width for service entrances, unless constrained by specific site conditions. Parking garage entrances should not exceed the minimum required.

- Setback loading docks off the public way, to minimize conflicts within the public way.
- Incorporate internal service areas as much as possible.
- Vehicle drop-off zones are to be coordinated with primary building entrances.

Built Form Guidelines

Base Building/Podium

- Buildings are to enhance the urban fabric and character of the North Branch river corridor, and shall follow the design guidelines for the building's specific Character Zone.
- Maintain a consistent street wall at the building base to define an urban street environment except for setbacks that create inviting open spaces.
- Extend the building base to the sidewalk to define an urban street environment.
- Integrate transparency and avoid blank walls on the ground floor of primary streets and pedestrian pathways.
- Parking garage entries should be integrated into the facade of the building.
- Where possible, design podium rooftops as participatory spaces accommodating building amenities and landscaping.
- Podium and tower designs should relate to each other to provide a cohesive expression.
- Podium design and scale shall follow the design guidelines of the building's specific Character Zone.
- When parking is located within a building podium, incorporate architectural screens consistent with the building facade.

Height and Massing

- Stagger taller buildings to maximize views and sunlight exposure.
- Taller buildings should consider orientation and slenderness.
- Building massing shall achieve a varied and distinctive skyline.
- Step down the heights of buildings to transition to the scale of surrounding neighborhoods.
- Buildings should be delineated with building steps, recesses and setbacks to divide the facade into smaller

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LYS Design Guidelines

masses consistent with context and the pedestrian scale.

- To preserve access to light, a minimum separation of 40' between towers is required.
- Where site constraints permit, towers will be oriented to maximize passive cooling, natural lighting, and energy efficiency.
- All rooftop mechanical systems should be concealed from pedestrian view within an architectural enclosure consistent with the overall building.
- Balconies shall be integrated with the building facade design.

Material Guidelines for Buildings

- The aesthetic quality and durability of materials is to support and promote the quality of the public realm.
- Design all building facades considering the composition and architectural expression of the building as a whole.
- Promote architectural and urban design, sustainability, innovation, longevity, and creative expression with visionary design, and high-quality materials.
- Colors and finishes of the materials should reinforce the character zone identity.
- The finish and detailing of building materials is to be consistent with the intent for architectural quality throughout Lincoln Yards.
- Buildings will not be clad with low quality materials or materials with low aesthetic value such as EIFS, unfinished CMU, or residential type thin brick, vinyl or metal siding.
- Buildings will employ architectural materials consistent with contemporary building practices, such as high-quality wall systems in glass, metal, masonry, architectural concrete, or hardwood. Glazing shall not be highly reflective or mirrored.

Building Performance

- Building envelopes will support environmentally responsible design by reducing heat loads, improving energy efficiency, maximizing occupant comfort, and using sustainable materials.
- Prioritize energy efficiency and human health.
- Respond to seasonal wind patterns and opportunities for natural ventilation.
- Treat all forms of water as valuable resources.

Character Zone Guidelines

Lincoln Yards includes a series of character zones based on primary building use, surrounding site features, and the relationship to adjacent open spaces. Buildings within a character zone should complement each other through unifying design principles. Each of these zones carefully responds to unique site opportunities and proposed building placements, to frame and animate public spaces at the street level. These guidelines reinforce the urban design vision by prioritizing a vibrant mix of uses (live, work, shopping and recreation). They provide countless opportunities for social interaction along broad tree-lined sidewalks and generous open spaces proposed on both sides of the river, bringing access and amenities to adjacent neighborhoods.

South Dominick Corridor Character Zone

Located along the future extension of Dominick Street, the corridor has a prominent building address, and direct adjacency to the large recreational park in Lincoln Yards South. South Dominick Street will be the primary active street. Here, a continuous pedestrian experience from LY North will be reinforced by its outlook to the riverfront and large publicly accessible park.

The South Dominick Corridor will be a unique experience within Lincoln Yards with its own character and identity. Its western edge will be defined by retail and active uses along the base of buildings. This formal street address will frame the large park to the east by creating a podium of about 4-6 floors which relates to the pedestrian areas in a human context. Residential and office towers are set back from the street-wall and open to the sky above it. The eastern edge will flow seamlessly from the new bridge crossing the river to the park and the South Riverfront District.

Building Typology and Massing

- Primarily office, residential and mixed-use
- Building podium heights average 4-6 floors.
- Create a consistent podium elevation on the Dominick Street elevation.
- Step buildings back from the Dominick Street edge above the podium level.
- Building siting and massing should ensure visual permeability beyond.
- Create a distinctive skyline along the corridor.
- Stagger taller buildings to maximize views and sunlight exposure.

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LYS Design Guidelines

- Residential buildings are to be slender in shape, maximizing views of the sky between buildings.
- Consider building steps, recesses and setbacks to delineate the massing into smaller elements.

Activation

- The most public, active uses are to be located along Dominick Street.
- Primary building entrances are to be located along Dominick Street.
- Building siting should reinforce the urban street framework along Dominick Street.
- Consider participatory spaces on podium rooftops accommodating building amenity spaces.

Access

- Extend the existing street network connecting to the new Dominick Street extension.
- Locate vehicular access points for parking and loading on east-west streets or Ada Street.
- Locate dedicated drop-off zones adjacent to primary building entrances on Dominick Street and east-west streets as needed.
- The parking for the commercial buildings is primarily located in shared parking garages on Parcels E.1 and E.2. The shared garages will also provide parking for the recreational park users.
- A private laneway located between Parcel E.1 and E.2 is intended to provide pedestrian and vehicular access through the development.

Iconic Sites

- Parcel A.1 located on the north end of the corridor along the river is an important, iconic site. As a highly visible location, the building design requires a higher design expectation.
- The larger floor plate office buildings should be designed with clear architecture expression and stepping that reduces the overall bulk and massing of the buildings.

Building Materials

- As a primarily mixed use that serves as a frame to the recreational park space to the east, consider design elements that achieve a successful fit and transition between a building and the scale of these recreational spaces.
- Ensure that future buildings along Dominick Street are attractive and well-proportioned and the predominant materials complement the relationship to existing character of the area.
- Maximize opportunities to engage the pedestrian and enable an active and vibrant street front along Dominick Street facing the park with special attention to the building base / podium.
- Where appropriate, material variation, setbacks with landscape rooftops and other amenity spaces can be utilized to break down building mass into a composition of well-scaled components, introduce architectural diversity and placemaking, while adhering to a unifying identity of place.
- Facade articulation to respond to sustainability aspects, the quality of adjacent park space, and views.

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LYS Design Guidelines

South Riverfront District Character Zone

Located with a unique relationship to the site, the riverfront district is bounded by the river to the east and the large recreational park to the north. It also bridges the gap between the natural experience along the riverfront, existing businesses and the urban fabric of Lincoln Yards. This district will be a vibrant, pedestrian-oriented place lined with a mix of uses, restaurants, and shopping along an internal network of smaller-scaled laneways. A series of small blocks allow for turning corners frequently, creating a pleasant walking experience. The South Riverfront will establish its own distinct identity as a memorable mixed-use waterfront district defined by lower-scaled buildings, and is sustained by a mix of uses that feed streets with activity through the day. Varying scales of outdoor spaces and pedestrian-oriented laneways are woven throughout the district. The laneways connect the riverfront and park spaces and can host gatherings, festivals, performances and public art, as well as the day-to-day needs of residents, workers and visitors.

Building Typology and Massing

- Primarily mixed-use district
- Lower scaled buildings stepping down to the river and park.
- Building podium heights average 2-3 stories.

Activation

- Unique to the Riverfront District is a series of pedestrian oriented laneways intended to be activated with ground floor uses and amenity spaces.
- Locate residential and commercial office entrances on Dominick Street and Concord Place.
- Consider participatory spaces on podium rooftops accommodating building amenity spaces

Access

- Establish multiple pedestrian connections to the Riverwalk.
- Create a clear connection and relationship to the adjacent Lincoln Yards South Park.
- Integrate pedestrian-oriented laneways through the district. Size the laneways accordingly to accommodate emergency access.
- Residential building parking can be located within the building podiums, but must be screened from view and integrated into the architectural expression of the façade.

- If required due to site constraints, loading and access can be located on Concord Place or Dominick Street. It must be screened and integrated into the overall building façade.

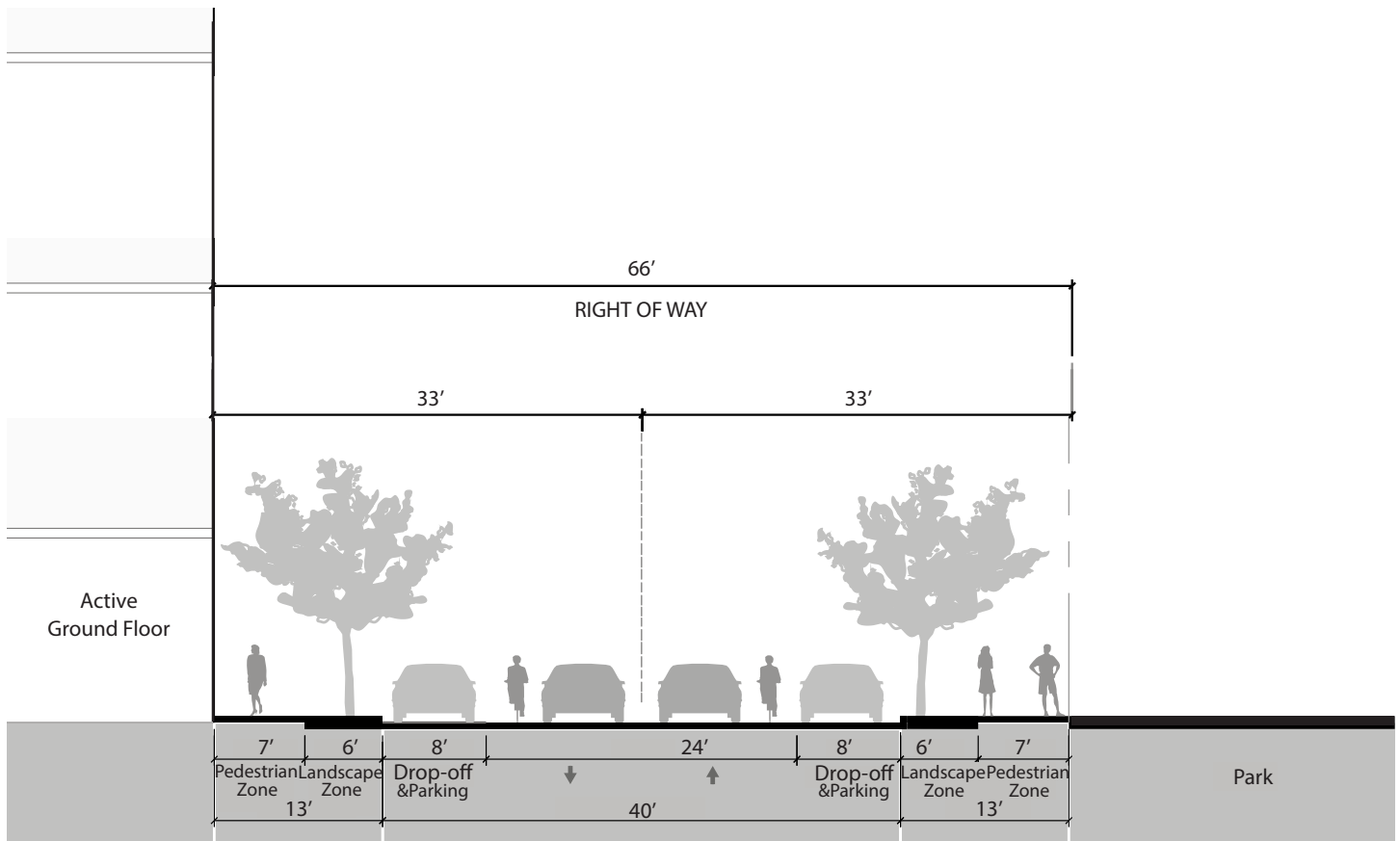
Building Materials

- Buildings should reflect the distinctive qualities of lower-scaled riverfront district by incorporating landscape, industrial heritage and cultural assets to enhance sense of place and a distinct identity.
- Lower building levels should incorporate materials appropriate to their interface with the network of pedestrian streets, plaza areas, and riverfront.
- Encourage variety of materials at the ground floor to enhance the pedestrian experience. Where relevant, lower active levels can incorporate 'industrial' materials, such as stone and masonry, steel and concrete, with a mix of glazing that can be integrated with one another.
- Where appropriate, material variation, setbacks with landscape rooftops and other amenity spaces can be utilized to break down building mass into a composition of well-scaled components, introduce architectural diversity and placemaking, while adhering to a unifying identity of place.
- Facade articulation to respond to sustainability aspects, the quality of adjacent park space, and views.

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Illustrative Street Sections

Dominick Street



Street Elements

ROW Width	66'
Roadway Width	40' (Curb to Curb)
Travel Lanes	Two Way
Travel Lane Width	12'
Dropoff/Parking Lane Width	8'
Landscape Zone Width	6' Min
Sidewalk Width	7' Min
Bike Lanes	Shared

Street sections to be finalized by CDOT upon phased traffic study approval.

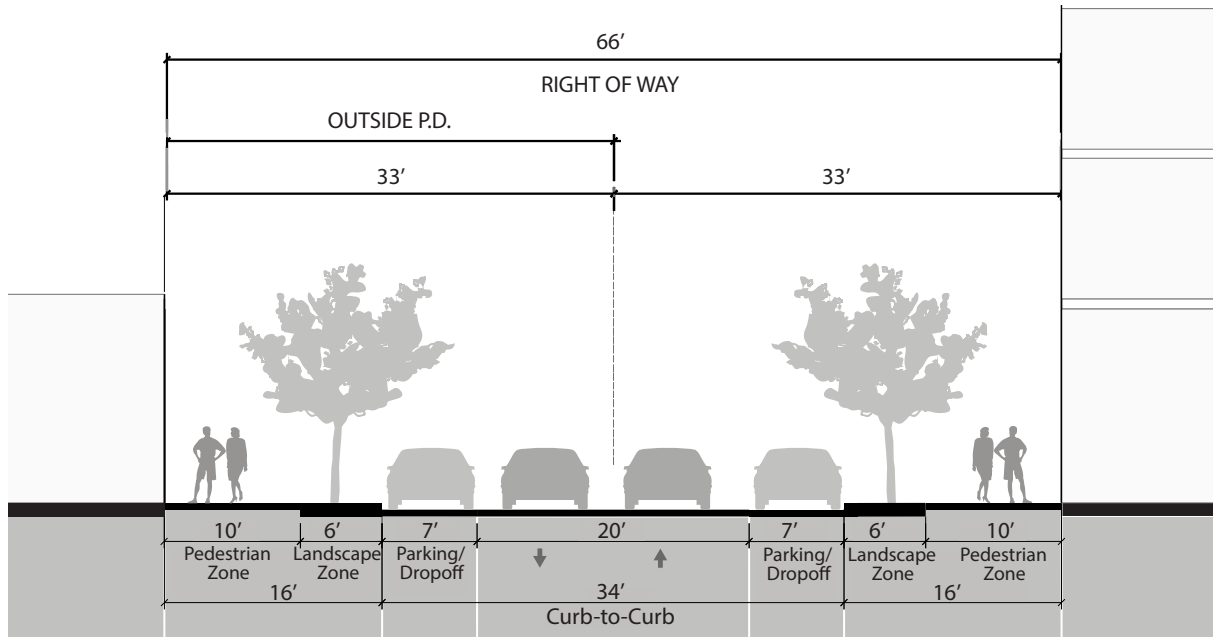
Location Key



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Illustrative Street Sections

Ada Street



Street Elements

ROW Width	66'
Roadway Width	34' (Curb to Curb)
Travel Lanes	Two Way
Travel Lane Width	10'
Dropoff/Parking Lane Width	7'
Landscape Zone Width	6' Min
Sidewalk Width	10' Min
Bike Lanes	-

Street sections to be finalized by CDOT upon phased traffic study approval.

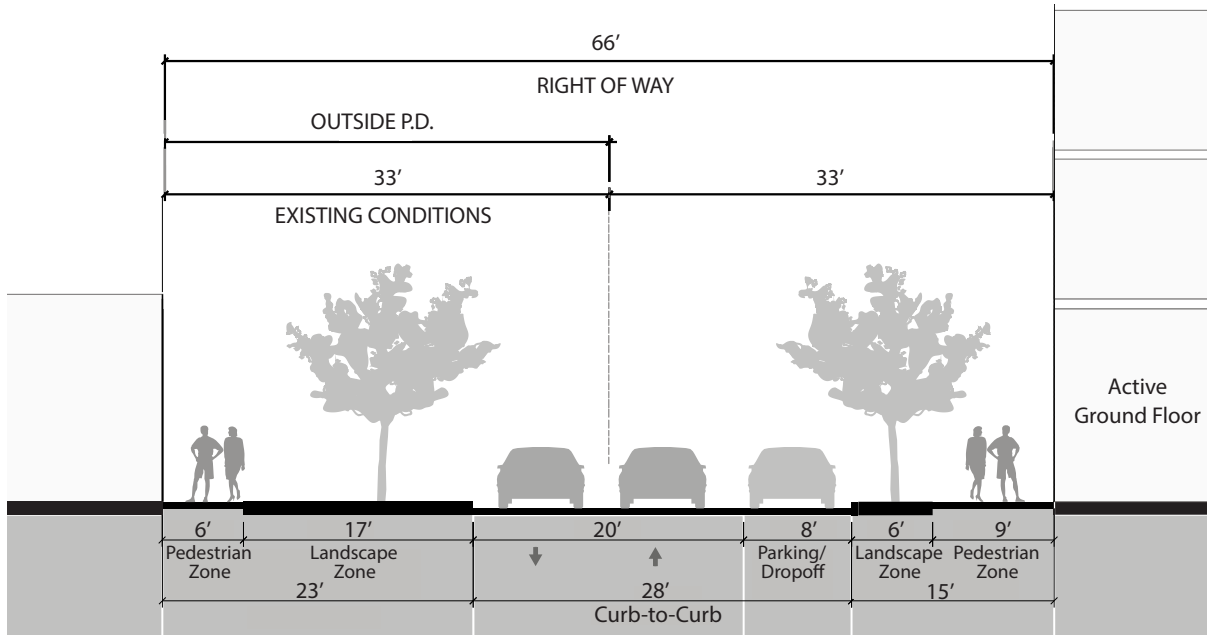
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Illustrative Street Sections

Wabansia Avenue



Street Elements

ROW Width	66'
Roadway Width	28' (Curb to Curb)
Travel Lanes	Two Way
Travel Lane Width	10'
Dropoff/Parking Lane Width	8'
Landscape Zone Width	6' Min
Sidewalk Width	9' Min
Bike Lanes	-

Street sections to be finalized by CDOT upon phased traffic study approval.

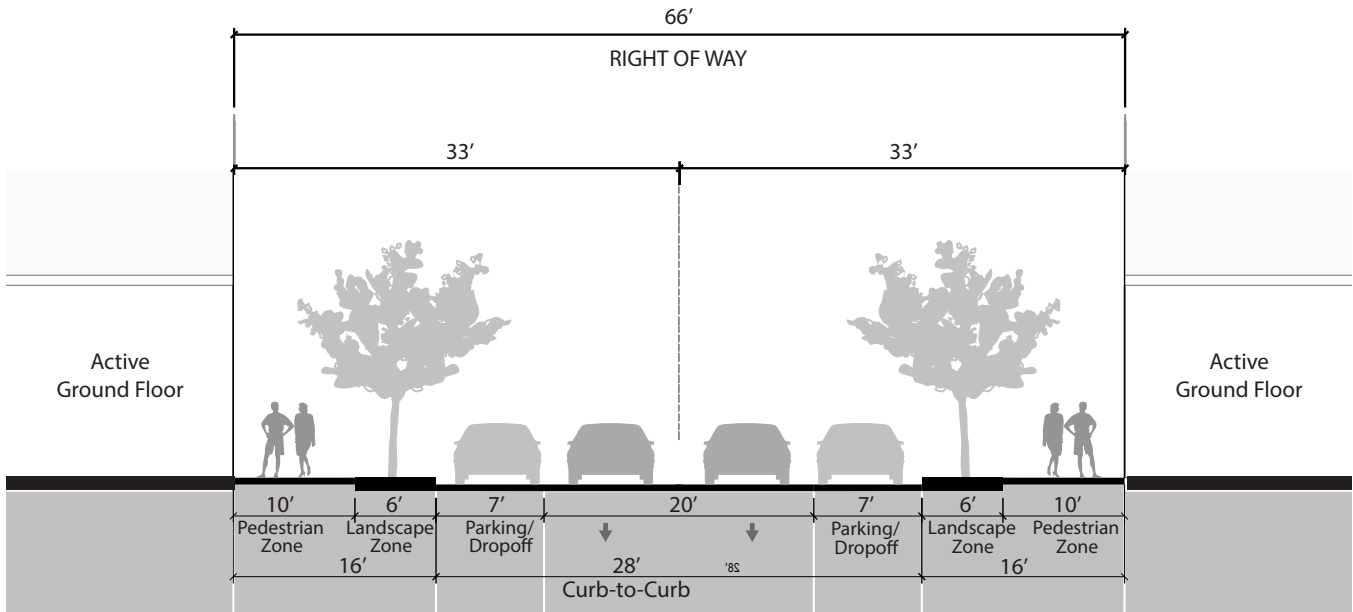
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Illustrative Street Sections

Willow Street



Street Elements

ROW Width	66'
Roadway Width	28' (Curb to Curb)
Travel Lanes	Two Way
Travel Lane Width	10'
Dropoff/Parking Lane Width	8'
Landscape Zone Width	6' Min
Sidewalk Width	9' Min
Bike Lanes	-

Street sections to be finalized by CDOT upon phased traffic study approval.

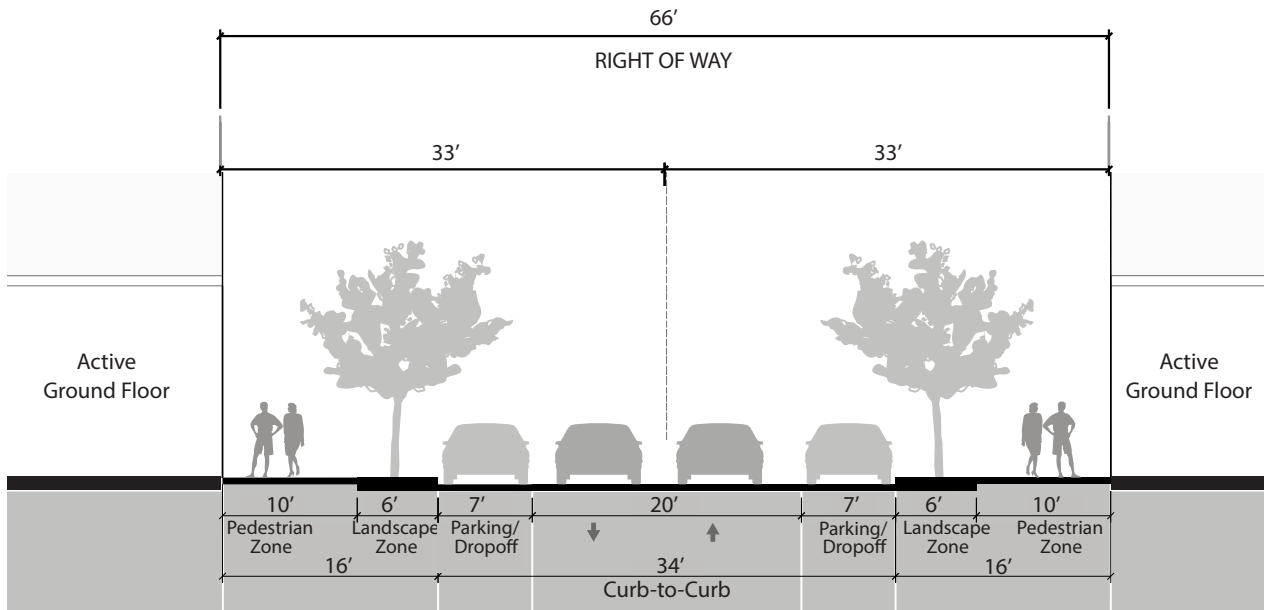
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Illustrative Street Sections

Concord Place



Street Elements

ROW Width	66'
Roadway Width	34' (Curb to Curb)
Travel Lanes	Two Way
Travel Lane Width	10'
Dropoff/Parking Lane Width	7'
Landscape Zone Width	6' Min
Sidewalk Width	10' Min
Bike Lanes	-

Street sections to be finalized by CDOT upon phased traffic study approval.

Location Key



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