

REQUEST FOR PROPOSALS

for the purchase and redevelopment of

The Old Post Office Building

Located at the southeast corner of Van Buren Street and Canal Street

Chicago, IL



Release: March 16, 2016

Responses Due: June 10, 2016

Issued by:

City of Chicago

Rahm Emanuel, Mayor

Managed and administered by:

Department of Planning and Development

David L. Reifman, Commissioner



EXECUTIVE SUMMARY

The City of Chicago, through its Department of Planning and Development (“DPD”), requests the submission of proposals from qualified development teams to purchase and redevelop (a) the property commonly referred to as the Old Main Post Office Building (the “Old Post Office Building”), and (b) the Old Post Office Building’s annex building (the “Annex” and, collectively with the Old Post Office Building, the “Site”). Redevelopment of the Site, beginning with the renovation and reuse of the Old Post Office Building, is the primary objective of this request for proposals (“RFP”). Exhibit A attached hereto contains a Site map, Sidwell map, and list of PINS for the Site.

The Site is generally bounded by Van Buren Street on the north, Canal Street on the west, Harrison Street on the south and the South Branch of the Chicago River on the east. The Site is comprised of approximately 484,000 sq. ft. (11.1 acres) of land. The Site is improved with the Old Post Office Building, which is a multi-story, approximately 2,500,000 sq. ft. former post office building on parcels consisting of approximately 289,000 sq. ft. (6.6 acres) of land. The Site is also improved with the Annex, which is a multi-story, approximately 250,000 sq. ft. former annex building to the Old Post Office Building on parcels of approximately 195,000 sq. ft. (4.5 acres) of land.

The Site is located between Chicago’s Central Area and the Near West Side, which together provide employment to more than half of Chicago’s total workforce. The Site is also surrounded by rapidly expanding residential neighborhoods, and is at the heart of the city’s transportation system, well-served by both public transit and highways.

This redevelopment effort presents a unique opportunity to transform the Old Post Office Building into a premier office or mixed-use development. The City does not currently own the Site but intends to acquire it through eminent domain.

Upon selection, the successful respondent will enter into a redevelopment agreement with the City, committing to purchase the Site for (a) its fair market value, as determined by verdict or settlement through the use of eminent domain (the “Eminent Domain Fair Market Value”) and (b) the City’s costs, including those incurred by third parties on the City’s behalf, to acquire the Site through the use of eminent domain (the “Eminent Domain Processing Costs”).

Respondents may commit to redevelop the Site in accordance with the development permitted pursuant to Waterway Business Planned Development No. 1065, as amended (PD 1065). DPD will also consider development proposals that would require an amendment or other modification to PD 1065, or a new Planned Development, in connection with acquisition of the Site.

The Old Post Office Building was placed on the National Register of Historic Places by the United States Department of the Interior’s National Park Service. Therefore, rehabilitation of the building may be eligible for the 20% Federal Historic Tax credit. The City may also consider formally designating the Old Post Office Building as a Chicago Landmark, thus affording local tax incentives to the future owners related to the building’s restoration.

Property Type:	Former United States Post Office Branch and Distribution Center		
Main Address:	401-439 W. Van Buren St., Chicago, IL 60607		
Other Addresses:	324-430 W. Harrison St.; 401-535 S. Canal St.		
Tax Parcel Numbers:	17-16-130-001, -002 and -007 (Old Post Office Building) 17-16-130-004 and -006 (Annex)		
Redevelopment Project Area:	Canal/Congress TIF Redevelopment Project Area		
Ward and Alderman:	25th Ward, Ald. Daniel Solis		
Site Description:	Total size:	Approximately 484,000 square feet (11.1 acres) of land; the Old Post Office Building occupies approximately 289,000 sq. ft. of the total Site area.	
	Frontage:	W. Van Buren St. (N), S. Canal St. (W), W. Harrison St. (S), and the South Branch of the Chicago River (W).	
	Condition:	The Old Post Office Building was built in two phases between 1921 and 1933. The building has been vacant since approximately 1995. Based on a 1998 study of the conditions of various buildings in the area, the Old Post Office Building was categorized as deteriorating, below minimum City Code standards, excessively vacant and suffering from deferred maintenance.	
	Sale History:	Old Post Office Building: In 2009, the United States Postal Service held an auction to sell the Old Post Office Building. The winning bid was \$40M. However the sale did not close. Subsequently, in 2009, the Postal Service held a sealed bid auction. The winning bid was \$25M. The winning bidder was the same party who was the winning bidder at the previous auction. The sale closed thereafter for the winning bid amount, \$25M. Annex: In 2013, the owner/winning bidder of the Old Post Office Building purchased the Annex from the Postal Service. The sale price was \$14M.	
	Zoning:	Waterway Business Planned Development No. 1065, as amended.	
Goals and Objectives:	Redevelopment of the Site, beginning with the renovation and reuse of the Old Post Office Building, is the primary objective of this RFP. Redevelopment proposals that contemplate a phased development approach must emphasize and account for renovation and reuse of the Old Post Office Building (or a significant portion thereof) in the initial phase. Renovation and reuse of the Annex, or demolition and		

redevelopment of the Annex portion of the Site, is acceptable concurrently or in subsequent phases.

Purchase Price: The purchase price will be (a) the Eminent Domain Fair Market Value and (b) the Eminent Domain Processing Costs, as previously defined.

Financial Incentives: Use of Federal Historic Tax Credits
Encouraged use of local historic tax incentives

Evaluation and Selection: DPD will review the proposals based on the evaluation criteria and submission requirements outlined in this RFP. Among the criteria to be considered will be the completeness of the submission; agreement to pay the final purchase price which consists of (a) the Eminent Domain Fair Market Value and (b) the Eminent Domain Processing Costs; quality of the development proposal and responsiveness to goals of the RFP; appropriateness of the proposed use relative to the surrounding community; proposed design; ability to execute the project in a timely manner; and the experience and financial capacity of the development team.

DPD reserves the right to develop a short list of respondents and to request additional information from the short-listed respondents prior to selection. DPD also reserves the right to reject any or all submittals, or to withdraw the RFP without notice. In no event shall the City be liable to respondents for any cost or damages incurred by respondents, team members, consultants or other interested parties in connection with this RFP process, including, but not limited to, any and all costs of preparing the preliminary cost budget, architectural drawings and renderings or other submitted materials and participation in any conferences, oral presentations or negotiations.

Redevelopment Agreement & Good Faith Deposit: Upon selection, the City and the successful respondent will negotiate a redevelopment agreement ("RDA") consistent with the terms of this RFP and all representations made by the applicant regarding the identification of the development team and description of the redevelopment project. In connection with the approval of the RDA, the successful respondent will provide the City with an initial Good Faith Deposit of \$1,000,000 in the form of a cashier's check, certified check or letter of credit. Additional terms will be negotiated in the RDA.

Upon receiving acquisition authority from the Chicago City Council, the City intends to seek to acquire title and/or control of the Site. In the event the successful respondent defaults on the RDA, resulting in

abandonment of the acquisition before the City is able to acquire the Site, then the City will use the Good Faith Deposit (as may be increased pursuant to the RDA for the purposes set forth herein) to pay (a) the Eminent Domain Processing Costs, as previously defined, and (b) all costs, expenses and reasonable attorney’s fees paid or incurred by the owner and defendants in defense of the condemnation proceeding to acquire the Site (the “Condemnee’s Eminent Domain Costs”) in compliance with the Illinois Eminent Domain Act, 735 ILCS 30/10-5-7(a).

In such event, if the Good Faith Deposit is less than the total of the Eminent Domain Processing Costs and the Condemnee’s Eminent Domain Costs, the selected development team agrees to pay the difference to the City. If the Good Faith Deposit exceeds the total of the Eminent Domain Processing Costs and the Condemnee’s Eminent Domain Costs, the City agrees to return the difference to the selected development team.

In all other cases, the Good Faith Deposit will be used according to the terms of the RDA, as negotiated.

Key Dates:
(The City reserves the right to extend any dates in this section.)

Release of Request for Proposals	March 16, 2016
Pre-Submittal Conference	1 p.m. April 14, 2016, City Hall Room 1003A
Site Inspection	TBD
Response Due Date.....	June 10, 2016
Respondent Interviews	TBD
RFP Developer Selection	July 8, 2016

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I. GENERAL INVITATION

The City of Chicago, through its Department of Planning and Development, requests the submission of proposals from qualified development teams to purchase and redevelop (a) the property commonly referred to as the Old Main Post Office Building and (b) the Old Post Office Building's annex building. Redevelopment of the Site, beginning with the renovation and reuse the Old Post Office Building, is the primary objective of this request for proposals ("RFP"). Exhibit A attached hereto contains a Site map, Sidwell map, and list of PINS for the Site.

The Site is generally bounded by W. Van Buren Street on the north, S. Canal Street on the west, W. Harrison Street on the south and the South Branch of the Chicago River on the east. The Site is approximately 484,000 sq. ft. (11.1 acres) of land. The Site is improved with the Old Post Office Building, which is a multi-story, approximately 2,500,000 sq. ft. former post office building on parcels consisting of approximately 289,000 sq. ft. (6.6 acres) of land. The Site is also improved with the Annex, which is a multi-story, approximately 250,000 sq. ft. former annex building to the Old Post Office Building on parcels of approximately 195,000 sq. ft. (4.5 acres) of land. The Old Post Office Building has been vacant since approximately 1994, when the United States Postal Service vacated it to relocate into a new automated facility across Harrison Street.

Redevelopment proposals that contemplate a phased development approach must emphasize and account for renovation and reuse of the Old Post Office Building (or a significant portion thereof) in the initial phase. Renovation and reuse of the Annex, or demolition and redevelopment of the Annex portion of the Site, is acceptable concurrently or in subsequent phases.

The Site is located between Chicago's Central Area and the Near West Side, which together provide employment to over 676,000 workers as of 2011. Well over half of Chicago's total workforce is located within a few miles of the Site. The Site is also surrounded by rapidly expanding residential neighborhoods. The Central Area and the Near West Side have experienced the fastest growth in population among all Chicago regions, with the Central Area alone seeing a 56% increase in population between 1990 to 2010. The Site is also at the heart of the city's transportation system, well-served by both public transit and highways. Within blocks of the Site, access is provided to Chicago's full network of local, regional and inter-city trains and buses, while Chicago's highway system is centered at the Jane Byrne Interchange just west of the Site.

This redevelopment effort presents a unique opportunity to transform the Site into a premier office and mixed-use development. The RFP seeks development teams experienced in the redevelopment of high quality, office, retail and mixed-use urban properties. The selected development team must possess the experience, knowledge and resources to successfully finance and develop a large urban development project.

The Old Post Office Building was designated as an "orange" rated building per the Chicago Historic Resources Survey and has been placed on the National Register of Historic Places by the United States Department of the Interior's National Park Service. The City may agree to designate the Old Post Office Building as a Chicago Landmark, thus affording County tax incentives to the future owners related to the building's restoration.

The City does not currently own the Site but intends to seek the authority to acquire it by using the City's right to exercise the power of eminent domain. DPD seeks an experienced development team that will commit to purchasing the Site for (a) its fair market value, as determined by verdict or settlement through the use of eminent domain (the "Eminent Domain Fair Market Value"), and (b) the City's costs, including those incurred by third parties on the City's behalf, to acquire the Site through the use of eminent domain (the "Eminent Domain Processing Costs"). **Therefore, the selected development team will be making a long term commitment to the purchase and redevelopment of the Site.** Eminent Domain Fair Market Value means the fair cash market value of the Site at its highest and best use. Fair cash market value means that price which a willing buyer would pay in cash and a willing seller would accept, when the buyer is not compelled to buy and the seller is not compelled to sell.

Respondents may commit to redevelop the Site in accordance with the development parameters set forth for Sub Areas 1 & 2 of Waterway Business Planned Development No. 1065, as amended (PD 1065). DPD will also consider other development proposals that would require an amendment or other modification to PD 1065, or a new Planned Development, in connection with acquisition of the Site. Several zoning bonuses were included within the Bulk Table of PD 1065, and if still available and used by the successful respondent, the development team must fulfill any current requirements to obtain these bonuses.

Upon selection, the successful respondent will negotiate a redevelopment agreement ("RDA") with the City, committing, among other things, to purchase the Site and to redevelop the Site according to the design and scheduling plans submitted by the respondent in response to this RFP. In connection with the approval of the RDA, the successful respondent will provide the City with an initial Good Faith Deposit of \$1,000,000 in the form of a cashier's check, certified check or letter of credit. Additional terms will be negotiated in the RDA.

Upon receiving acquisition authority from the Chicago City Council, the City intends to seek to acquire title and/or control of the Site. In the event the successful respondent defaults on the RDA, resulting in abandonment of the acquisition before the City is able to acquire the Site, then the City will use the Good Faith Deposit (as may be increased pursuant to the RDA for the purposes set forth herein) to pay (a) the Eminent Domain Processing Costs, as previously defined, and (b) all costs, expenses and reasonable attorney fees paid or incurred by the owner and defendants in defense of the condemnation proceeding to acquire the Site (the "Condemnee's Eminent Domain Costs") in compliance with the Illinois Eminent Domain Act, 735 ILCS 30/10-5-7(a).

In the event the Good Faith Deposit is less than the total of the Eminent Domain Processing Costs and Condemnee's Eminent Domain Costs, the selected development team agrees to pay the difference to the City. In the event the Good Faith Deposit exceeds the total of the Eminent Domain Processing Costs and Condemnee's Eminent Domain Costs, the City agrees to return the difference to the selected development team. In all other cases, the Good Faith Deposit will be used according to the terms of the RDA, as negotiated.

An evaluation committee has been established by DPD to assist developers with technical questions and/or clarifications of this RFP document.

A hardcopy of the RFP document is available for pickup at:

City of Chicago
Department of Planning and Development
121 N. LaSalle St, Room 1000
Chicago, Illinois 60602

Developers who are located outside of the Chicago area can obtain a copy by contacting Mary Bonome at the City of Chicago, Department of Planning and Development, at (312) 744-9413, or by email at Mary.Bonome@cityofchicago.org. Individuals are required to register by providing contact information when picking up the RFP document, which will be used to send any future clarifications, updates and/or addenda.

A pre-submission meeting is tentatively scheduled for 1:00PM, Thursday, April 14, 2016, in Room 1000 at City Hall, 121 N. LaSalle Street, Chicago, Illinois. This meeting is for developers who intend to submit a response and will require pre-registration by contacting Mary Bonome at DPD in advance via the contact information noted above. Attendance is not mandatory but is strongly encouraged as this is the primary opportunity to raise questions regarding the RFP. A confirmation notice for this meeting will be sent to all registered developers.

After the date of the pre-submission meeting, additional questions can be addressed to Mary Bonome at Mary.Bonome@cityofchicago.org. DPD responses to the questions will be sent by e-mail to all registered developers. Responses to phoned-in questions will also be sent to all developers by e-mail.

Developers will be responsible for delivering submissions on or before 4:00PM, Friday, June 10, 2016, the due date listed in this document (unless such date is extended by the City at its sole discretion). Late responses will not be accepted.

KEY DATES: (The City reserves the right to extend any dates in this section)

- Release of Request for Proposals March 16, 2016
- Pre-Submittal Conference.....1 p.m. April 14, 2016, City Hall Room 1003A
- Site Inspection..... TBD
- Response Due Date June 10, 2016
- Respondent Interviews TBD
- RFP Developer Selection July 8, 2016

II. PROPERTY OVERVIEW

A. OWNERSHIP/ACQUISITION

The Site is currently owned by a private entity, International Property Developers North American, Inc. The City will seek to acquire the Site from the current owner. DPD will seek authority from the City Council to exercise the City's power of eminent domain to acquire the Site.

Next, the City will attempt to negotiate a purchase of the Site. The City will offer to purchase the Site for its fair market value. Market value will be based on an appraisal, which the City will obtain. The City will also seek access to the Site to inspect the conditions of the Site.

If the negotiations between the City and owner result in an agreement on the market value of the Site, then the successful respondent will deposit the amount of the agreed upon market value into an escrow for the benefit of the City. If the successful respondent makes the deposit, the City will enter into a written purchase and sale agreement with the owner. Subsequently, the City will either (a) close on the sale with the owner and, immediately thereafter, close on a sale of the Site with the successful respondent, or (b) assign the purchase and sale agreement to the successful respondent who will close on the sale with the owner upon the City's release of the escrow deposit. In either case, the successful respondent will pay the City's Eminent Domain Processing Costs to the City prior to the closing or the assignment of agreement.

If the City and owner are unable to agree on the market value, then the City will file a condemnation complaint for the purpose of having a jury determine market value based on valuation evidence. After the jury determines market value of the Site, the successful respondent will be responsible to pay (either to the City or into escrow) an amount equal to (a) the Eminent Domain Fair Market Value and (b) the City's Eminent Domain Processing Costs, as previously defined. Upon receipt of the payment from the successful respondent, the City will then deposit the Eminent Domain Fair Market Value amount with the County Treasurer. Upon making the deposit, title to the Site transfers to the City. Immediately thereafter, the City will transfer the Site to the successful respondent.

The City and the successful respondent's rights and responsibilities in relation to the acquisition of the Site will be governed by the redevelopment agreement between the City and successful respondent.

If the City does not receive the full payment from the successful respondent, or if the successful respondent defaults on the RDA, resulting in abandonment of the acquisition before the City is able to acquire the Site, then the City will use the Good Faith Deposit (as may be increased pursuant to the RDA for the purposes set forth herein) to pay (a) the Eminent Domain Processing Costs, as previously defined, and (b) the Condemnee's Eminent Domain Costs in compliance with the Illinois Eminent Domain Act, 735 ILCS 30/10-5-7(a).

In such event, if the Good Faith Deposit is less than the total of the Eminent Domain Processing Costs and Condemnee's Eminent Domain Costs, the selected development team agrees to pay the difference to the City. In the event the Good Faith Deposit exceeds the total of the Eminent

Domain Processing Costs and Condemnee's Eminent Domain Costs, the City agrees to return the difference to the selected development team. In all other cases, the Good Faith Deposit will be used according to the terms of the RDA, as negotiated.

B. NEIGHBORHOOD CONTEXT

The neighborhood surrounding the Site holds a mix of office, retail, and transportation uses. Willis Tower is 2 ½ blocks north-east of the Site. Chicago's Union Station and a new Loop Link terminal are located one block to the north. The new US Post Office, which replaced the Old Post Office, occupies the full block directly south of the Site, while a substantial retail corridor has emerged along Canal Street a few blocks south of the new Post Office. The mostly residential Printer's Row neighborhood begins a few blocks east and south of the Site.

A Holiday Inn Hotel and public parking lots are located directly west of the south half of the Site, although PD 1065 allows for the demolition of the hotel so that a new parking structure and office/residential tower could be built on this block. This block west of Canal St., however, is not the subject of this RFP.

C. EXISTING IMPROVEMENTS

OLD POST OFFICE BUILDING

The approximately 484,287 sf. (11.118 acre) Site is currently improved with an existing 2,500,000 square foot building, commonly known as the Old Post Office Building. The building, designed by Graham, Anderson, Probst, and White, was built in two phases. In 1921, the 6-story East Building was constructed adjacent to the river as the Post Office distribution center. The building originally spanned the entire two blocks of the Site. In 1933, the north and south ends were removed to allow for an addition to wrap the original structure. The North Tower and South Building addition have two different floor plates, both separate from the original East Building. The 2nd Floor is the only level where all the floor plates align.

The Old Post Office Building was listed on the National Register of Historic Places in 2001, which would allow a rehabilitation of the building to qualify for the 20% Federal Historic Tax credit. In addition, when the building was sold by the USPS, a preservation covenant was applied to the property that compels any reuse to meet rehabilitation standards set by the National Park Service (See Exhibit E). This preservation covenant covers the exterior of the structure as well as certain significant interior spaces (main north lobby, executive offices, etc.) as previously determined by the Illinois Historic Preservation Agency.

The Old Post Office Building was noted as historically significant in the Chicago Historic Resources survey and designated with an 'orange' rating. The building is not currently designated a Chicago Landmark, but designation would be encouraged in conjunction with any rehabilitation project in order to combine local preservation incentives with the 20% federal rehabilitation tax credit. Local incentives include the Class L property tax incentive and the 'Adopt-a-Landmark' planned development bonus.

CONDITION

The Old Post Office Building has been vacant since 1995 and has been in building court over time for multiple violations (violations can be found in Exhibit F). Exterior façade reports per City code have been filed with the Department of Buildings; the latest report can be found in Exhibit G. Any rehabilitation should include a complete masonry restoration, including lintel replacement. Total window replacement is also anticipated, which needs to meet rehabilitation standards. Rooftop additions up to 2-stories may be permitted, dependent on their visibility from the public way. The significant interior spaces mentioned above need to be retained per the covenant and to be eligible for the 20% Federal Rehabilitation Tax credits.

ANNEX

A second building, the Annex, is located between the Old Post Office Building and the Chicago River. This building is not considered to be historically significant, so demolition would be allowed in order to use the underlying land for development of a new structure.

III. SITE CONSTRAINTS

The Old Post Office Building was built over train tracks leading to Union Station. Amtrak and Metra hold easements to these tracks, which must be maintained by the owners of the Old Post Office Building. This requires the owners of the Old Post Office Building to continuously operate interior exhaust fans to ventilate the tracks 24 hours a day, seven days a week. Additionally, the Eisenhower Expressway and Congress Parkway run through the building at the first level and divide the Site along the east-west axis. Street and viaduct easements exist to maintain Congress Parkway/Eisenhower Expressway and all associated bridges, columns, and supporting structures. The City of Chicago and the Metropolitan Sanitary District of Greater Chicago own deed rights and easements to maintain sewers, water mains and other facilities running through the Site. The South Branch of the Chicago River runs just east of the Site. A landscaped setback of at least 30-feet from the River's edge is required as part of any redevelopment plan. There is also a raised sidewalk to the west of the Old Post Office Building at grade level that should be retained and improved as part of any redevelopment plan. There may be other encumbrances that a title commitment, survey and further due diligence would disclose.

A. ZONING AND REGULATORY ORDINANCES

Development of the Site is governed by the land use regulations contained in the Chicago Zoning Ordinance, as well as other ordinances that govern specific aspects of development, such as the Building Code.

Redevelopment of the Site is currently subject to Waterway Business Planned Development No. 1065, as amended, pursuant to Section 17-13-0600 of the Chicago Zoning Ordinance. PD 1065 was first established by the City of Chicago in 2007, and was amended on July 24, 2013. All properties located within the boundaries of PD 1065 were rezoned to DX-12 (Downtown Mixed-Use District) prior to the creation of PD 1065.

Respondents to the RFP may commit to redevelop the Site in accordance with the development parameters set forth for Sub-Areas 1 & 2 in PD 1065. DPD will also consider other development

proposals that would require an amendment to PD 1065 or a new Planned Development following acquisition of the Site. Several zoning bonuses are included in the Bulk Table of PD 1065, and if used by the successful respondent, the development team must fulfill any requirements to obtain these bonuses.

B. LANDMARK STATUS

The Site is not located within the boundaries of a Chicago Landmark District; however, the City may formally designate the Old Post Office Building as a Chicago Landmark, thus affording local preservation incentives to the future owners related to the building's restoration. Statement 17 of PD 1065 details existing historic preservation requirements that will be monitored by DPD's Historic Preservation division, the State of Illinois' Historic Preservation Agency and the United States Department of the Interior's National Park Service.

C. VEHICULAR ACCESS AND PUBLIC TRANSPORTATION

The Site is at the heart of Chicago's transportation network, well-served by public transit and with excellent highway access. It is located above the Eisenhower Expressway, and is three blocks east of the Jane Byrne Interchange, leading to the Kennedy, Edens, and Dan Ryan Expressways.

Within four blocks of the Site, access is provided to: 1) the Chicago Transit Authority's (CTA) Blue, Orange, Pink and Brown line trains; 2) at least eight CTA bus routes, including the new "Loop Link" Bus Rapid Transit station; 3) ten of Metra's regional train lines through hubs at Union Station, Ogilvie Transportation Center, and the LaSalle Street Station; 4) intercity Amtrak trains from Union Station; 5) inter-city bus service provided by Greyhound and Megabus; and 6) direct highway access to the Kennedy, Eisenhower, and Dan Ryan expressways through the Jane Byrne interchange.

D. TIF REDEVELOPMENT PROJECT AREA

The Canal/Congress Tax Increment Financing (TIF) Redevelopment Plan and Project was created in 1999 and amended in 2002 to facilitate the assembly, preparation and marketing of sites to encourage the growth of business, retail, institutional, open space, transportation and residential uses through a comprehensive approach. Located in Chicago's central business district (the "Loop"), the TIF Project Area boundaries are Madison, Monroe and Adams Streets on the north; Congress Parkway and Harrison St. on the south; Clinton and Canal Streets and the South Branch of the Chicago River on the east, and Desplaines Street and the Kennedy Expressway on the West (Exhibit C). The Canal/Congress TIF will expire on Dec. 31, 2022.

The City does not anticipate providing TIF assistance in connection with the selected development proposal.

IV. THE DEVELOPMENT APPROACH

A. DEVELOPMENT GOALS AND OBJECTIVES

1. Redevelopment of the Site must include the adaptive reuse of the Old Post Office Building during the initial development phase, with the objective of preserving, rehabilitating and returning the character-defining features of the building. The character-defining features of

the Old Post Office Building are identified as the historic Van Buren Office lobby interior and the building's exterior elevations, except as modified or otherwise changed consistent with the plans and drawings included in PD 1065. In general, original features and materials of the character-defining features should be retained and preserved as much as is reasonably possible, while any changes should be compatible with the building's historic character.

2. Redevelopment of the Site must advance the goals stated in the Canal/Congress Redevelopment Project and Plan. The redevelopment plan should also advance the City's economic development goals by providing active uses that enhance the City's workforce opportunities, amenities, property values, and tax base. All proposed development uses should align with the planning objectives found in the 2012 Plan for Economic Growth and Jobs, the 2009 Central Area Action Plan, and the 2005 Chicago River Corridor Design Guidelines and Standards. All proposed uses and design elements should be in context with the character of the surrounding community, and the redevelopment plans should provide, to the greatest extent possible, active street-level spaces that engage pedestrian interest.
3. The successful redevelopment proposal should demonstrate that the design, construction, and renovation of all buildings will provide healthy indoor environments, efficient operating costs, and energy conservation systems that result in Leadership in Energy and Environmental Design (LEED) certification. All proposals should also meet the guidelines of DPD's Sustainable Policy, including a green roof covering at least 50% of net roof site area for all structures.
4. Finally, redevelopment of the Site must adhere to the waterway development requirements (pursuant to Section 17-8-0912 of the Municipal Code) through setback, river walk, seawall and open space provisions. The site plan should provide for inviting and usable open space, containing unique features and substantial landscaping between buildings and the entirety of the property's river walk.

B. DEVELOPMENT TEAM EXPERIENCE

DPD seeks an experienced development team with the skills, experience, resources, and commitment needed to successfully purchase and develop the Site. The City's objectives are as follows:

- Select a qualified, experienced development team with the financial capacity to purchase the Site.
- Select a qualified developer with a demonstrated track record in successful urban office/mixed-use developments.
- Preserve and redevelop the Site through high quality office or mixed-used development to serve as an anchor for the West Loop and surrounding area.

V. SUBMISSION REQUIREMENTS

All submissions should be responsive to the requirements described below:

A. PRE-SUBMITTAL CONFERENCE

A pre-submission conference is tentatively scheduled to be held at 1:00PM, Thursday, April 14,

2016, in Conference Room 1003A Large, City Hall, 121 N. LaSalle St., Chicago, Illinois. Department staff will be available to answer questions regarding the Site, the goals and objectives of the RFP, and the submission requirements. Attendance is not mandatory but is strongly encouraged.

Questions or clarifications regarding the RFP can be directed to Mary Bonome at Mary.Bonome@cityofchicago.org or by telephone (312)744-9413.

B. RFP SUBMISSION PROCESS

DPD will qualify the submittals primarily based on the experience and financial capacity of the development team. Only those respondents, in the sole opinion of the City, who are qualified will be considered and will be invited back to present to the evaluation committee. The evaluation committee will then reevaluate and compare the specific development concepts and economics to choose the response that best satisfies the goals and objectives of the process.

The RFP responses should outline the respondent's development team information (organizational chart), development experience, narrative vision for redevelopment, financial capability, and other qualifications. DPD will review the submitted proposals based on the evaluation criteria and submission requirements outlined in this RFP. Among the criteria to be considered will be the completeness of the submission, agreement to pay Eminent Domain Fair Market Value and Eminent Domain Processing Costs, quality of the development plan and responsiveness to goals of the RFP, appropriateness of the proposed use relative to the surrounding community, proposed design, and the experience and financial capacity of the development team.

Upon selection, the successful respondent will enter into a redevelopment agreement ("RDA") with the City, committing to (a) purchase the Site for the Eminent Domain Fair Market Value as determined through verdict or settlement of a condemnation proceeding that the City will undertake on the respondent's behalf, and (b) pay the City's Eminent Domain Processing Costs. Through the RDA, the respondent will also pledge to redevelop the Site according to design and scheduling plans submitted by the respondent in response to this RFP and approved by the City.

C. SUBMITTAL FORMAT

In order to assist the expedient review of all submissions, submittals should be prepared in an 8.5" x 11" paper format. Conceptual drawings included with the submittals should not be larger than an 11" x 17" format. If needed, supplemental materials in alternate formats may be allowed to describe the project in more detail.

If the developer believes that certain portions of the submittal contain proprietary information, such portions must be clearly marked **CONFIDENTIAL**.

One original and 9 copies of the submission must be submitted. The original must be left unbound, contain original signatures and be marked ORIGINAL on the cover letter. Additionally, respondents must include two electronic copies of the submission on separate thumb drives.

D. RFP SUBMITTAL CONTENTS

The extent of the RFP submission materials should be sufficient to convey the experience and financial capacity of the development team. The submittal should be organized in the following order and numbered sections separated by tabs. All responses should include, but are not limited to, the following:

1. Cover Letter / Executive Summary

Include a cover letter and executive summary that highlights the key components of the development team's submission in regards to the project, including, but not limited to, the developer's team structure including organizational chart, experience, financial capacity, approach to the proposed development project, and the developer's specific experience in similar development efforts. An authorized representative of the responding entity must sign the cover letter.

2. Agreement to Pay (a) the Site's Eminent Domain Fair Market Value and (b) the Eminent Domain Processing Costs

The successful respondent will agree to purchase the property from the City for (a) the Eminent Domain Fair Market Value and (b) the Eminent Domain Processing Costs.

The City and the successful respondent's rights and responsibilities in relation to the acquisition of the Site will be governed by the redevelopment agreement between the City and the successful respondent.

Whether the Site is acquired through eminent domain or negotiated sale, the successful respondent agrees to pay the City's Eminent Domain Processing Costs. These costs may include, but are not limited to, surveys, appraisals, legal fees, expert witness fees, litigation expenses and court costs.

After the City and the selected development team enter into a redevelopment agreement, in the event the City does not acquire the Site due to the selected development team's decision to abandon the acquisition, then the selected development team agrees to pay (a) the City's Eminent Domain Processing Costs and (b) the Condemnee's Eminent Domain Costs in compliance with the Illinois Eminent Domain Act, 735 ILCS 30/10-5-7(a).

3. Development Team/Organization

This section must provide information regarding the developer's team and organizational structure, including:

- a) A description of the development entity, identifying the principal representatives and individuals authorized to negotiate on their behalf.
- b) An organizational chart that clearly illustrates the development team and the various roles of each team member.

4. Developer's Qualifications, Related Experience and Financial Capacity

To substantiate the ability of the development entity and key team members to successfully complete the proposed project, the following information should be provided:

- a) Qualifications and experience of each entity and key staff people involved in the project.
- b) Examples of development knowledge and experience as evidenced through projects of similar scope, use, or complexity completed within the last 10 years. Submitted examples should include project identification, a brief description, duration, total development cost and current status. Include the names and roles of the team and key personnel involved in the design, implementation or management of the project as well as related experience in which team members have worked together.
- c) Examples of financial capacity of the entity as evidenced through projects of similar scope, use, or complexity completed within the last 10 years. Submitted examples should include project identification, a brief description, current status, type of financial structure, sources of debt financing, public financial support, if any, and the size of the equity investment.
- d) Provide development and financial references (name, title, entity, telephone number and contractual relationship to developer) that can be contacted with respect to current and past project experience.
- e) Provide historic preservation experience and list completed tax credit project(s).

5. Conceptual Project Overview and Approach

Provide a narrative and illustrations of the development approach including:

- a) A statement of the general approach the developer proposes for the development process, including the general project components and compliance with the development objectives as outlined in the RFP.
- b) Preliminary attitude toward the program and uses within the development.
- c) A site plan and conceptual drawings of the development concept.
- d) A description of how the proposed conceptual project will be consistent with the surrounding neighborhood and redevelopment goals.

6. Financial Plan

Provide a narrative overview of the financial structure of the proposal, including:

- a) A statement of the sources of equity investment and the sources and terms of lender financing.
- b) Sources and Uses of funds statement.
- c) A development budget plan.
- d) Pro-forma cash flow projection of rental and/or sales revenues with projected equity investor returns.
- e) Evidence of the ability to obtain financing consistent with the Sources and Uses statement.

- f) Project completion schedule from the date of acquisition.

The City reserves the right to request from the respondent, and/or from each team member, a complete set of current audited financial statements or any other financial documentation necessary to support the respondent's submittal.

7. Affirmative Action Plan

The respondent must commit to negotiate with the City an affirmative action program designed to promote equal opportunity in connection with the redevelopment. The negotiated Affirmative Action Plan will include the following:

- a) A commitment to achieving the minimum participation in agreed upon project contract expenditures of 26% for MBEs and six percent for WBEs.
- b) A written plan outlining a strategy for utilization of MBEs and WBEs in the proposed development and appropriate administration to assure achievement of the program's goals.

8. Legal Action History

Describe all legal actions occurring over the past three (3) years in which the developer (including its principals) and the principals of its key development team members (e.g., other developers, architect, project manager, etc.) have been:

- a) A debtor in bankruptcy.
- b) Found liable in any lawsuit or administrative action for deficient performance on a construction or development project or failure to comply with laws or regulations.
- c) Convicted in any criminal action.

9. Confidentiality Agreements

The developer must provide confidentiality agreements signed by each principal, project manager, and key team member identified in the submission. The signed confidentiality agreements must be received with the RFP submission. (See Exhibit H)

10. Addenda (Optional)

Use this section to present additional information such as letters of recommendation, letters of interest from prospective lenders or tenants, additional information concerning the development team, and other information that supports the RFP submission.

E. SUBMITTAL ADDRESS AND DEADLINE

The original, 9 copies of the submission and two electronic copies on separate thumb drives must be delivered to the location below in a sealed envelope no later than 4:00 p.m., June 10, 2016 (unless this due date has been extended by the City, at the sole discretion of the City). The original should be included inside as a separate sealed envelope marked ORIGINAL. All submissions should also be marked **CONFIDENTIAL**. The developer is solely responsible for ensuring timely delivery. Any submission received after the deadline will not be considered.

Submit RFP submissions to the following address:

City of Chicago

Department of Planning and Development

121 N. LaSalle St. Room # 1000

Chicago, IL 60602

Attention: Mary Bonome

VI. SELECTION FACTORS

Submissions will be evaluated based on the following:

- A. Team:** Quality of development team's knowledge and experience in urban retail, commercial, residential, office and mixed-use developments.
- B. Financials:** Developer's demonstrated financial capacity to undertake a project of this size and scope.
- C. Proposed Approach:** Development concept that best fits with the development objectives and context of the surrounding area.
- D. Complete Submission:** A response that contains all the requirements described in Section IV and Section V that is submitted by the deadline.

VII. CONDITIONS

- A. Cancellation:** The City reserves the right, at any time and in its sole and absolute discretion, to reject any or all submittals, or to withdraw the RFP without notice. In no event shall the City be liable to respondents for any cost or damages incurred by respondents, team members, consultants or other interested parties in connection with this RFP process, including but not limited to, any and all costs of preparing the preliminary cost budget, architectural drawings and renderings or other submitted materials and participation in any conferences, oral presentations or negotiations.
- B. Use of Descriptions:** DPD is committed to providing accurate and timely information to respondents to this RFP. However, DPD cannot guarantee the quality, content, accuracy, or completeness of the information, text, graphics and other items contained in references to the Site throughout this RFP or in the documents comprising Exhibit A. Such Site information includes, but is not limited to PINs, zoning classifications, planned development designations, street addresses, square footage, acreage, building footprint, building age and building condition.

Information about the Site in this RFP should not be used as a substitute for legal, accounting, real estate, business, tax, or other professional advice. The City of Chicago assumes no liability for any damages or loss of any kind that might arise from the use or misuse of information about the Site. All information about the Site is provided without warranties of any kind, either express or implied, and subject to the terms and conditions stated in this disclaimer.

- C. Conditions of Acceptance:** The City reserves the right to request clarification and/or additional information from the respondents during the evaluation and selection process, and to extend scheduled dates at the City's sole discretion. Any respondent that makes a material misrepresentation will be eliminated from further consideration. The City reserves the right to disregard any informality in the submittal. All submitted materials are the property of the City. Any release of these materials for publication without the prior written permission of DPD is cause for disqualification.

Prior to consideration of the selected proposal by the Chicago Plan Commission and the City Council, the respondent will be required to make certain disclosures concerning, among other things, the structure, ownership and control of the respondent and its related entities by completion of the Economic Disclosure Statements required by Section 2-154-010 of the Chicago Municipal Code and by the rules and regulations promulgated by the office of the Corporation Counsel.

Prior to the start of construction, the selected respondent will be required to meet with the Construction and Compliance Division of DPD to review the respondent's plan for satisfying the City's construction hiring and MBE/WBE goals.

The selection of a winning proposal does not commit the City to action until the RDA has been executed. The RDA must be consistent with the terms of this RFP and all representations made by the applicant regarding, among other things, identification of the development team, description of the redevelopment project, and satisfaction of the requirements of the Economic Disclosure Statements. The development team must demonstrate, without limitation, the wherewithal to complete the proposed redevelopment project.

Prior to completion of the project and issuance of a Certificate of Completion by the City, the developer may not, without the prior written consent of the City, directly or indirectly do any of the following:

- sell the property or any interest in it;
- create any assignment with respect to the proposal or the RDA;
- contract or agree to sell the property or any interest in it; or,
- contract or agree to create any assignment with respect to the proposal or the RDA.

The City may require that the preceding conditions extend for a period of time beyond the issuance of a Certificate of Completion.

Nothing in this RFP is intended, nor shall be deemed to operate, limit or otherwise constrain the authority, powers and discretion of the Purchasing Agent as set forth in the Municipal Purchasing Act for Cities of 500,000 or more in Population, 65 ILCA 5/8-10-1 et. Seq., as amended, and in the Municipal Code of the City of Chicago, as amended.

VIII. APPENDIX

- Exhibit A: List of PINs, Site Map and Sidwell Map
- Exhibit B: Planned Development Statements
- Exhibit C: Canal/Congress TIF Map
- Exhibit D: Zoning Map
- Exhibit E: Preservation Covenant
- Exhibit F: Building Violations
- Exhibit G: Current Exterior Façade Reports
- Exhibit H: Confidentiality Agreement

Exhibit A: List of PINs, Site Map and Sidwell Map

Property Index Number(s):

17-16-130-001

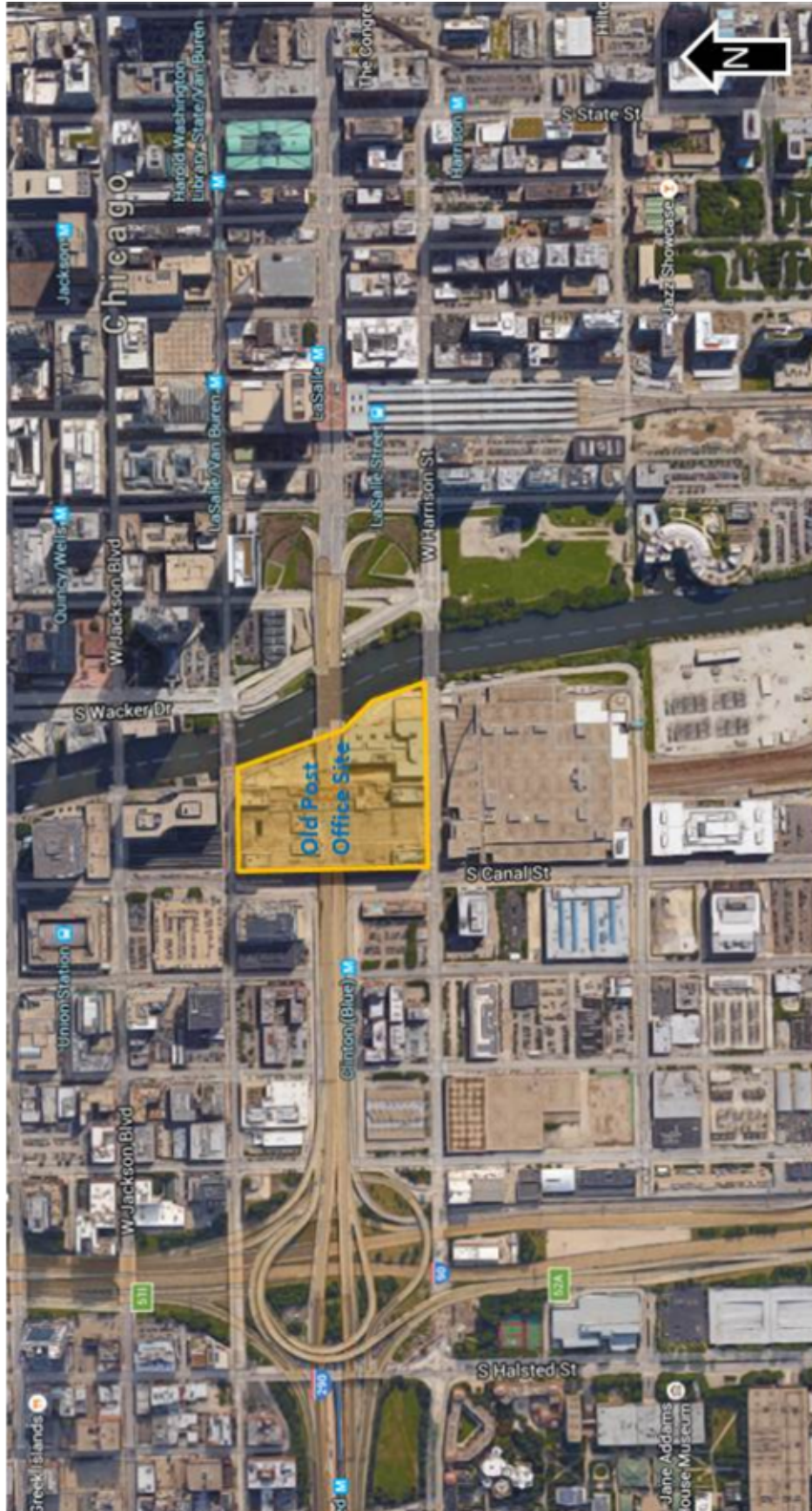
17-16-130-002

17-16-130-004

17-16-130-006

17-16-130-007

SITE MAP



E 1/2 NW 1/4 SEC 16-39-14 WEST

39-14-16D
17-16



- "A"
SCHOOL SECTION ADD. TO CHICAGO OF Sec. 16-39-14. Auto-Fire.
- "B"
M. EMANUEL'S SUB. of Lot 4 in Bk. 48 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "C"
WARD'S SUB. of Lot 1 in Bk. 47 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "D"
CHARLES WESENCRUFF'S SUB. of Lots 3, 4, 5, & 6 in Bk. 47 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "E"
W. B. EGAN'S SUB. of Lots 7 & 8 in Bk. 47 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "F"
M. McNEILL'S SUB. of Lot 1 in Bk. 50 in School Section Add. to Chicago (see "A"). Auto-Fire.
- "G"
SUB. of Bk. 48 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "H"
T. G. WRIGHT'S SUB. of Bk. 51 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "I"
OLIVER LOZIER'S SUB. of the N. part of Bk. 60 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "J"
GARRETT'S SUB. of the S. 90 ft. of Bk. 60 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "L"
GARRETT BROS. SUB. of Lot 3 of Bk. 71 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "M"
SUB. of Bk. 53 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "N"
CHAS. TAYLOR'S SUB. of part of Bk. 68 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "O"
CHAS. TAYLOR'S SUB. of the N. 1/3 of Bk. 68 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "P"
SUB. of Bk. 43 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "Q"
SUB. of the S. 1/2 of Bk. 43 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "R"
SUB. of Bk. 54 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "S"
SUB. of Lots 12, 13, & 14 in Bk. 54 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "T"
C. R. HAGERTY'S SUB. of Lots 1 & 2 of Sub. of Lots 12, 13, & 14 (see "S"). Auto-Fire.
- "U"
J. D. CANTON'S SUB. of Bk. 44 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "V"
GORDON S. HUBBARD'S SUB. of Bks. 45 & 52 of School Section Add. to Chicago (see "A"). Auto-Fire. Rec. Jan 29, 1836.
- "W"
BARD'S SUB. of Lot 1 in Bk. 48 of School Section Add. to Chicago (see "A"). Auto-Fire. Rec. Sep 2, 1847.
- "X"
JOHN WARD'S SUB. of Lot 5 of Bk. 48 of School Section Add. to Chicago (see "A"). Auto-Fire. Rec. Sep 2, 1847.
- "Y"
J. D. P. OGDEN'S SUB. of Lot 4 of Bk. 50 of School Section Add. to Chicago (see "A"). Auto-Fire. Rec. May 4, 1848.
- "Z"
J. D. P. OGDEN'S SUB. of Lot 4 of Bk. 50 of School Section Add. to Chicago (see "A"). Auto-Fire. Rec. May 4, 1848.
- "1"
Vacation of that part of Sub. of Bk. 67 of School Section Add. to Chicago lying W. of Charles St. except the W. 120 ft. of the S. 276 ft. thereof. Auto-Fire.
- "A1"
SUB. of Lots 14 & 15 in Bk. 45 of School Section Add. to Chicago (see "A"). Auto-Fire. Rec. Mar 2, 1855.
- "B1"
NEW SUB. of that part of Bk. 67 of School Section Add. to Chicago (see "A") lying W. of Charles St. except the W. 120 ft. of the S. 276 ft. thereof. Auto-Fire. Rec. Jan 8, 1866.
- "C1"
ASSESSOR'S DIV. of Lot 2 and the N. 1/2 of Lot 3 in Gordon S. Hubbard's Sub. of Bk. 45 (see "V"). Auto-Fire. Rec. Oct 2, 1866.
- "D1"
ASSESSOR'S DIV. of Bk. 52 of School Section Add. to Chicago (see "A"). Auto-Fire.
- "E1"
COMMONWEALTH EDISON CO.'S BLOCK "A", a consolidation of sundry lots and part of vacated Charles St. in J. D. P. Ogden's Sub. of Bk. 67 (see "Z"). Rec. Mar 15, 1913 Dec. 31, 1919.
- "F1"
CONSOLIDATION of Lots in Bk. 51 of School Section Add. to Chicago (see "A"). Rec. Mar 31, 1919 Dec. 31, 1919.
- "G1"
RAILROAD COMPANIES' RESUB. of Bks. 62 to 76 incl. 78, parts of 61 & 71, and certain vacated streets and alleys in School Section Add. to Chicago (see "A"). Rec. Mar 28, 1924 Dec. 31, 1924.
- "H1"
SUB. of Lots 13 & 14 of Bk. 45 of School Section Add. to Chicago (see "A"). Auto-Fire.

39-14-16A
17-16

W ½ NE ¼ SEC 16-39-14
SOUTH & WEST

"A"
SCHOOL SECTION ADD. TO
CHICAGO OF Sec 16-39-14. Auto-Fire.

"B"
SUB. of Lot 1 of Bk. 81 in School
Section Add. (see "A"). Auto-Fire.
Res. Mar 20, 1845.

"C"
SUB. of Bk. 96 of School Section Add.
(see "A"). Auto-Fire. Res. Sep 6,
1852.

"D"
SUB. of Bk. 92 of School Section Add.
(see "A"). Auto-Fire. Vacation by
instrument of that part of Sub. of Bk.
92 being N. of Quincy St. Res. Jul 29,
1865.
Res. Oct 17, 1882 Dec. 426191.

"E"
ASSESSOR'S DIV. of Lot 4 of Bk. 94
of School Section Add. (see "A").
Auto-Fire. Res. Sep 19, 1866 Dec.
123153.

"F"
SUB. of Bk. 89 of School Section Add.
(see "A"). Auto-Fire.

"G"
ASSESSOR'S DIV. of Lots 17, 18, &
19 in Sub. of Bk. 89 (see "F").
Auto-Fire. Res. Oct 6, 1869 Dec.
28096.

"H"
EGAN & MORRIS' SUB. of Lots 2, 3,
& 4 of Bk. 81 of School Section Add.
(see "A"). Auto-Fire.

"J"
ASSESSOR'S DIV. of Sublots 1 & 2 in
Sub. of Lots 2, 3, & 4 (see "H").
Auto-Fire. Res. Oct 6, 1869 Dec.
28097.

"K"
SUB. of Bks. 83, 92, & 140 in School
Section Add. (see "A"). Auto-Fire.

"L"
T.H. HUBBARD'S SUB. of the E. 1/2
of Bk. 91 of School Section Add. (see
"A"). Auto-Fire.

"M"
SUB. of the W. 1/2 of Bk. 91 of
School Section Add. (see "A").
Auto-Fire.

"N"
PEARSON'S SUB. of Lots 7 & 8 in
Sub. of Bk. 83 (see "K"). Auto-Fire.

"O"
SUB. of Lot 8 of Bk. 82 of School
Section Add. (see "A"). Auto-Fire.

"P"
SUB. of Lot 4 of Bk. 93 of School
Section Add. (see "A"). Auto-Fire.

"Q"
OGDEN'S SUB. of Lot 1 of Bk. 82 of
School Section Add. (see "A").
Auto-Fire.

"R"
JAMES LARKIN'S SUB. of Lot 8 of
Bk. 81 of School Section Add. (see
"A"). Auto-Fire.

"S"
PETER TEMPLE'S SUB. of Bk. 99 of
School Section Add. (see "A").
Auto-Fire.

"T"
S.W. SHERMAN'S SUB. of Bk. 98 of
School Section Add. (see "A").
Auto-Fire.

"U"
GEORGE W. MERRILL'S SUB. of Bk.
100 School Section Add. (see "A").
Auto-Fire.

"V"
SUB. of Bk. 97 of School Section Add.
(see "A"). Auto-Fire.

"W"
ASSESSOR'S DIV. of part of the N.
part of Bk. 99 of School Section Add.
(see "A"). (not intended in former sub.)
Auto-Fire. Res. Sep 19, 1866 Dec.
123151.

"X"
COLLE'S SUB. of part of Bk. 99 of
School Section Add. (see "A").
Auto-Fire.

"Y"
HAINES & BRADLEY'S SUB. of Lots
10 and 11 in Sub. of Bk. 97 (see "V").
Auto-Fire.

"Z"
JAS. D. P. OGDEN'S SUB. of Lot 1 of
Bk. 96 of School Section Add. (see
"A"). Auto-Fire.

"AI"
SUB. of Lots 1 & 2 of Bk. 95 of
School Section Add. (see "A").
Auto-Fire.

"BI"
MICHAEL GLASCOCK'S SUB. of part
of Bk. 99 of School Section Add. (see
"A"). Auto-Fire.

"CI"
SUB. of Lots 7 & 8 of Bk. 95 of
School Section Add. (see "A").
Auto-Fire.

"DI"
SUB. of Lot 5 of Bk. 94 of School
Section Add. (see "A"). Res. Aug 24,
1872 Dec. 51795.



Exhibit B: Planned Development Statements

Plan of Development Statements

Planned Development No. 1065, as amended

1. The area delineated herein as Planned Development Number 1065, as amended, ("Planned Development") consists of approximately 548,752 square feet of property which is depicted on the attached Planned Development Boundary and Property Line Map ("Property") and is owned or controlled by the Applicant, International Property Developers North America Inc.
2. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns and, if different than the Applicant, the legal title holder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the Property, at the time of application for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or designated control. Single designated control is defined in Section 17-8-0400 of the Zoning Ordinance.
3. All applicable official reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees. Any dedication or vacation of streets or alleys or grants of easements or any adjustment of the right-of-way shall require a separate submittal to the Department of Transportation on behalf of the Applicant or its successors, assigns or grantees.

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

All work proposed in the public way must be designed and constructed in accordance with the Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago. Prior to the issuance of any Part II approval, the submitted plans must be approved by the Department of Transportation and the existing No-Build Restriction Ordinance (passed by the Chicago City Council January 21, 1931, and recorded as document 15943542 with the Cook County Recorder of Deeds) must be rescinded, to the extent this proposed development conflicts with parameters of this No-Build Restriction Ordinance.

All applicable National Railroad Passenger Corporation ("Amtrak"), Chicago Union Station Company ("CUSC") and Commuter Rail Board ("Metra") reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees prior to the issuance of any Part II approvals for only Phase IB of this proposed development, per Statement 9 of this Planned Development Ordinance. Any development support infrastructure associated with the Planned Development, may require a separate submittal to, and review by, Amtrak, the CUSC or Metra on

behalf of the Applicant or its successors, assigns or grantees and any associated approvals shall be in compliance with the Planned Development.

The construction and delivery of: 1) an elevator shaft, reaching a depth of 18.378' below grade, in the area indicated on the attached Overall Site Plan; 2) the associated elevator to be used within said shaft; and, 3) the appropriate space for a doorway to be established within the elevator lobby in the area indicated on the attached Overall Site Plan, will be provided by the Applicant, subject to review by the Chicago Transit Authority ("CTA") and must be designed in accordance with requirements as determined by the CTA and in compliance with the Municipal Code of Chicago. All applicable CTA reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees prior to the issuance of any Part II approvals for only Phase ID of this proposed development, per Statement 9 of this Planned Development Ordinance. Any public transit access infrastructure associated with the Planned Development, may require a separate submittal to, and review by, the CTA on behalf of the Applicant or its successors, assigns or grantees and any associated approvals shall be in compliance with the Planned Development. These elevator shaft, elevator and doorway space improvements will exclusively serve the Applicant's below grade parking structure and Indoor Through Block Connection, as detailed in the attached Overall Site Plan, Indoor Through Block Connection Downtown Floor Area Bonus Plan and Underground Parking Downtown Floor Area Bonus Plan, until such time that the CTA is prepared to provide the necessary infrastructure improvements to connect said elevator shaft, elevator and doorway space to the Clinton Street Blue Line Station. The funding, design and provision of the elevator shaft, elevator and doorway space improvements detailed in this Statement 14 will be the sole responsibility of the Applicant.

All applicable Illinois Department of Transportation ("IDOT") reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees prior to the issuance of any Part II approvals for only Phase IB of this proposed development, per Statement 9 of this Planned Development Ordinance. Any improvements associated with this Planned Development which impact IDOT-controlled real estate, infrastructure or other related interests, may require a separate submittal to, and review and approval by, IDOT on behalf of the Applicant or its successors, assigns or grantees and any associated approvals shall be in compliance with the Planned Development.

4. This Plan of Development consists of 18 Statements and the following Exhibits: Bulk Regulations Table; Sub-Area Map; Planned Development Boundary and Property Line Map; Existing Land-Use Map; Existing Zoning Map; Public Right-of-Way Adjustment Map; Overall Site Plan; Sub-Area I Site Plan; Sub-Area II Site Plan; Sub-Area III Site Plan; Overall Landscape Plan; Sub-Area I Landscape Plan; Sub-Area II Landscape Plan; Sub-Area III Landscape Plan; Roof Plan and Green Roof Plan; maps specific to Phase I (Second Floor Plan, Third Floor Plan, Fourth/Fifth Floor Plan, Sixth/Seventh Floor Plan, Eight/Ninth Floor Plan, Post Office Residential Layout Plan, Typical Sub-Area II Tower Floor Plan, P1/P2 Floor Plan, P3 Floor Plan, P4 Floor Plan, Longitudinal Building Section, Transverse Building Section, South Elevation, East Elevation, North Elevation and West Elevation); Downtown Floor Area Bonus Plans (Public Plazas and Pocket Parks, Chicago Riverwalk Improvements, Winter Gardens, Outdoor Through-Block Connection, Indoor Through-Block Connection, Water Features in Public Open Spaces, Sidewalk Widening, Underground Parking Sub-Area II and Underground Parking Sub-Area III); Bonus Worksheet; Sub-Area I Interim Parking Plan; Sub-Area II Interim Parking Plan;

Sub-Area III Interim Parking Plan; and, Area Infrastructure Improvements prepared by Antunovich Associates and dated July 18, 2013, submitted herein. Full-sized copies of the Site Plans, Landscape Plans and Building Elevations are on file with the Department of Housing and Economic Development. In any instance where a provision of this Planned Development conflicts with the Chicago Building Code, the Building Code shall control. This Planned Development conforms to the intent and purpose of the Zoning Ordinance, and all requirements thereto, and satisfies the established criteria for approval as a Planned Development. In case of a conflict between the terms of the Planned Development Ordinance and the Zoning Ordinance, the Planned Development Ordinance shall control.

5. The following uses are allowed in the area delineated herein as the Planned Development: elderly housing; multi-unit residential; assisted living (elderly custodial care); nursing home (skilled nursing care); eating and drinking establishments (all, including taverns); entertainment and spectator sports (all allowed or permitted); food and beverage retail sales (including liquor store package goods and liquor sales as accessory use); hotel; office; retail sales (general); sports and recreation, participant (all allowed or permitted); wireless communications facilities; accessory and non-accessory parking; and, accessory and related uses.

The maximum number of residential units allowed in the Planned Development will be 6,769. Of that, a maximum of 2,155 residential units will be provided in the former Chicago Main Post Office; a maximum of 1,000 residential units will be provided in the Phase I North Tower; a maximum of 2,754 units will be provided in the Phase II South Tower; and, a maximum of 860 units will be provided in the Phase III West Tower.

The maximum number of hotel rooms allowed in the Planned Development will be 1,240. Of that, a maximum of 320 hotel rooms will be provided in the Phase I North Tower; a maximum of 600 hotel rooms will be provided in the Phase II South Tower; and, a maximum of 320 hotel rooms will be provided in the Phase III West Tower. Any quantity of hotel rooms provided within the former Chicago Main Post Office will be deducted from the overall maximum within this Planned Development of 1,240; thereby, directly reducing the maximum allowed quantity of hotel rooms available to be provided within the Phase I North Tower, Phase II South Tower or Phase III West Tower.

Development of both the Phase II South Tower and the Phase III West Tower will be subject to Site Plan Approval by the Zoning Administrator, following review and comment by the Department of Housing and Economic Development and Chicago Plan Commission, subject to Statement No. 13 of this Planned Development and Sections 17-13-0610, 17-13-0611-A and 17-13-0800 of the Chicago Zoning Ordinance.

Minimum on-site accessory parking and loading space requirements for all uses, in all phases, will be subject to the parameters of the DX-12 zoning district, as listed in Section 17-10-0208. In addition, all such uses may apply all applicable off-street accessory parking exemptions and reductions, as found in Sections 17-10-0102-B (1-3), 17-10-0102-C and 17-10-0102-D. Minimum on-site accessory parking and loading space requirements for a certain phase (or for certain phases) may be satisfied through the provision of such space (or spaces) in another certain phase (or in other certain phases) of the Planned Development. Interim surface and structured accessory and non-accessory parking spaces may be provided in the Planned Development, provided such spaces meet the requirements

of the Landscape Ordinance.

6. On-Premise signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Housing and Economic Development. Off-Premise signs are prohibited within the boundary of the Planned Development.
7. For purposes of height measurement, the definitions in the Zoning Ordinance shall apply. The height of any building shall also be subject to height limitations, if any, established by the Federal Aviation Administration.
8. The maximum permitted Floor Area Ratio ("FAR") for the site shall be in accordance with the attached Bulk Regulations Table. For the purposes of FAR calculations and measurements, the definitions in the Zoning Ordinance shall apply. The permitted FAR identified in the Bulk Regulations Table has been determined using a Net Site Area of 548,752 square feet of property and a base FAR of 12.0. The improvements to be constructed on the Property will utilize the following series of FAR bonuses:

<u>Description (list of all bonuses applied for and calculations)</u>	<u>FAR</u>
Base FAR:	12.00
Affordable Housing:	2.05
Public Plazas and Pocket Parks:	0.09
Chicago Riverwalk Improvements:	0.06
Winter Gardens:	0.32
Outdoor Through-Block Connection:	0.30
Indoor Through-Block Connection:	0.77
Water Features in Public Open Spaces:	0.80
Sidewalk Widening:	0.25
Underground Parking:	1.58
Total Bonus FAR:	6.23
Total FAR:	18.23

Pursuant to Section 17-4-1003-B, the Zoning Administrator may review and approve modifications to the aforementioned Floor Area Ratio Bonuses, made necessary due to unique circumstances that may arise throughout the provision of the project contemplated in this Planned Development Ordinance, provided the public benefit associated with the modifications is equal to, or of greater value than, the public benefit contained in this Planned Development Ordinance.

Pursuant to Section 17-4-1004-B of the Zoning Ordinance, the Applicant has requested affordable housing bonus floor area (“Bonus FAR”) for the North and South Towers in Sub-Area 2 and the West Tower in Sub-Area 3 (each, an “Eligible Building”), as set forth in the bonus worksheet attached hereto (the “Bonus Worksheet”). In accordance with the formulas set forth in Section 17-4-1004-C and the Bonus Worksheet, the Applicant acknowledges and agrees that in exchange for the Bonus FAR it must either: (i) devote a minimum of 281,235 square feet in the Eligible Buildings to affordable housing (“Affordable Floor Area”); or (ii) make a cash payment in lieu of providing the Affordable Floor Area in the amount of \$26,098,631; or (iii) any combination of (i) and (ii); **provided, however, the Applicant shall provide a minimum of 10% of the required Affordable Floor Area in accordance with the chart below.**

The Applicant shall distribute the Affordable Floor Area among the Eligible Buildings proportionately based on the amount of Bonus FAR each building receives compared to the overall Bonus FAR in the Planned Development, as set forth in the chart below. If the Applicant elects to make a cash payment in lieu of providing any Affordable Floor Area, such payment shall be determined by multiplying \$26,098,631 by a fraction, the numerator of which shall be the amount of undeveloped Affordable Floor Area and the denominator of which shall be 281,235 square feet (the “Pro Rata Cash Contribution”).

	Sub-Area Two		Sub-Area Three	Totals
	North Tower	South Tower	West Tower	
Bonus FAR sf (affordable housing)	224,988	599,969	299,984	1,124,941
Square footage of affordable units required	56,247	149,993	74,996	281,235
Minimum amount of affordable square footage required	5,625	14,999	7,500	28,124
In-lieu payment owed	\$5,219,722	\$13,919,280	\$6,959,629	\$26,098,631

Prior to the issuance of a building permit (including, without limitation, an excavation or foundation permit) for any Eligible Building, the Applicant must make the required Pro Rata Cash Contribution for any undeveloped Affordable Floor Area (if any) and/or provide a performance bond or other security in an amount equal to the Pro Rata Cash Contribution for each affordable unit to be developed ensuring construction of such affordable units in accordance with Section 17-4-1004-E6. The Applicant must also enter into an Affordable Housing Agreement with the City pursuant to Section 17-4-1004-E9 prior to the issuance of any building permits for the Eligible Building. 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 Eligible Building and will constitute a lien against each affordable unit in

an amount equal to the Pro Rata Cash Contribution for such unit. The City shall execute partial releases of the Affordable Housing Agreement prior to or at the time of the sale of each affordable unit to an income-eligible buyer at an affordable price, subject to the simultaneous execution and recording of a mortgage, restrictive covenant or similar instrument against such affordable unit. In addition to the Affordable Housing Agreement, the Applicant acknowledges and agrees that, pursuant to Section 17-4-1003-D3, the Bonus Worksheet (as updated in accordance with this Statement) will serve as an official record of bonuses and amenities. The Applicant must comply with the applicable affordable housing standards and requirements set forth in Section 17-4-1004, the terms of which are incorporated herein by this reference. Notwithstanding anything to the contrary contained in Section 17-4-1003-E, the Commissioner of the Department of Housing and Economic Development, or any successor department thereto, may enforce remedies for breach of the Affordable Housing Agreement, and enter into settlement agreements with respect to any such breach, subject to the approval of the Corporation Counsel, without amending the Planned Development. In addition, notwithstanding anything to the contrary contained in Section 17-4-1003-E, if the Applicant subsequently reduces the size of any Eligible Building (resulting in a corresponding reduction in Bonus FAR), the Department may adjust the requirements of this Statement 8 (i.e., required Affordable Floor Area and/or in lieu cash payment) accordingly without amending the Planned Development; provided, however, the Applicant must provide the minimum amount of Affordable Floor Area as set forth in the chart above. In order for any such changes to be effective, the Applicant shall update and resubmit the Bonus Worksheet to the Department for review and approval.

Notwithstanding anything to the contrary contained herein, and although the Applicant is not requesting Bonus FAR in connection with the existing Old Post Office in Sub-Area 1 (and such building is not otherwise subject to an affordable housing requirement under the Municipal Code), the Applicant may elect to provide Affordable Floor Area in the existing Old Post Office as a component of the residential units constructed therein and may apply such Affordable Floor Area towards satisfying the amount of Affordable Floor Area required hereunder. Any affordable units provided in the Old Post Office pursuant to this paragraph must comply with all standards and requirements applicable to the affordable units in the Eligible Buildings, including, without limitation, the Design Guidelines set forth in Section 17-4-1004-E.8.

9. Upon review and determination, "Part II Review", pursuant to Section 17-13-0610 of the Zoning Ordinance, a Part II Review Fee shall be assessed by the Department of Housing and Economic Development. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II approval.
10. The Site and Landscape Plans shall be in substantial conformance with the Landscape Ordinance and any other corresponding regulations and guidelines. Final landscape plan review and approval will be by the Department of Housing and Economic Development. Any interim reviews associated with site plan review or Part II reviews, are conditional until final Part II approval.
11. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and Facility Management and Buildings, under Section 13-32-125 of the Municipal Code, or any other provision of that Code.

12. The Applicant acknowledges the importance of the Chicago River as a resource for both commerce and recreation and also acknowledges the City's goals of improving the appearance, quality and accessibility of the river, as contained in the waterway planned development guidelines contained in the Zoning Ordinance (Section 17-8-0912) and the Chicago River Corridor Design Guidelines and Standards. To further these goals, the Applicant agrees to provide a landscaped river setback and continuous riverside trail as indicated on the Landscape Plan and River Walk Plan and Cross-Sections and 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 public access to this aforementioned river setback and provide signage on the river walk that the river walk is open to the public during typical Chicago Park District hours. All improvements within the river setback must be substantially completed prior to receipt of Certificate of Occupancy for Phase IB of the Planned Development, provided that planting may be delayed, if consistent with good landscape practice, but not longer than one year following receipt of the Certificate of Occupancy. The Applicant acknowledges that such request for any Phase IB Certificate of Occupancy must be made to the attention of, and approved by, the Commissioners of the Departments of Buildings, Housing and Economic Development and Transportation. The Applicant also acknowledges the desirability of 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. In particular, trees in the riverwalk area shall be primarily canopy (overstory) species planted in soil having sufficient depth, volume and permeable surface to promote robust growth.
13. The terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to this Statement 13 and Section 17-13-0611-A of the Zoning Ordinance by the Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors.

Prior to Part II Approval (per Section 17-13-0610) for the Phase II South Tower and the Phase III West Tower, the Applicant shall submit, for Site Plan Approval (per Section 17-13-0800), the corresponding Bulk Table, Site Plan, Green Roof Plan, Tower Setbacks Plan and Building Elevations, for review and approval by the Department of Housing and Economic Development. Review and approval by the Department of Housing and Economic Development is intended to assure that specific development components substantially conform with the Planned Development and to assist the City in monitoring ongoing development. The Applicant shall also submit a traffic study that contemplates the actual extent of the specific Phase proposed for development and which details the anticipated vehicular and pedestrian impact of such project on both the subject site and area infrastructure. Review and approval of such traffic study by the Department of Transportation is intended to assure that the proposed development will not establish an improperly mitigated burden on the existing infrastructure. If any such modifications are needed, the study shall detail the specific improvements, to be fully funded by the Applicant, which will provide for the necessary infrastructure upgrades.

In addition, the Applicant shall coordinate with the Fire Department and the Mayor's Office for People with Disabilities for their respective reviews of the specific Phase and such plans are also to be presented to the Chicago Plan Commission for review and comment. Only after all comments

generated by such departmental and Plan Commission reviews have been addressed shall the Department of Housing and Economic Development consider granting Site Plan Approval. Following such Site Plan Approval by the Department of Housing and Economic Development, the supporting data and materials shall be made part of the main file and shall be deemed to be an integral part of the Planned Development.

All Site Plan Approval submittals shall, at a minimum, include the following information:

- fully-dimensioned site plan (including a footprint of the proposed improvements);
- fully-dimensioned building elevations;
- fully-dimensioned tower setbacks;
- fully-dimensioned green roof plan;
- fully-dimensioned downtown floor area bonus plan (as applicable);
- statistical information (bulk table) applicable to the specific Phase, including floor area (both base and bonus FAR, as applicable), uses (and associated quantities of such) to be established, sustainable development amenities, parking projections, building heights and setbacks; and,
- traffic study detailing the anticipated vehicular and pedestrian impact.

All Site Plan Approval submittals shall include all other information deemed necessary to illustrate substantial conformance to the Planned Development. Changes or modifications to the Planned Development must be made pursuant to the provisions of this Statement 13 and Section 17-13-0611-A. In the event of any inconsistency between submitted plans and the terms of the Planned Development, the terms of the Planned Development shall govern.

14. Applicant commits to provide and fully-fund the Phase I, Phase II and Phase III infrastructure improvements, as detailed in the attached Area Infrastructure Improvements exhibit. The funding, design and provision of all infrastructure improvements detailed in the Area Infrastructure Improvements exhibit will be the responsibility of the Applicant, will be subject to review and installation scheduling by the Department of Transportation and must be designed and constructed in accordance with the Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago.
15. The Applicant acknowledges that it is in the public interest to design, construct and maintain the project in a manner which promotes, enables and maximizes universal access throughout the Property. Plans for all buildings and improvements on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.
16. The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain all buildings in a manner that provides healthier indoor environments, reduces operating costs, conserves energy and maximizes the preservation of natural resources. The Phase I former Chicago Main Post Office and North Tower, and the podiums of the Phase II South Tower and Phase III West Tower (to be constructed in Phase I), will have a green roof system covering a minimum of 205,000 square feet (representing the total of 50% of each structure's roof net site area); in addition, all four structures will be Leadership in Energy and

Environmental Design (LEED) certified, meeting the guidelines of the Sustainable Policy of the Department of Housing and Economic Development. The Phase II South Tower and Phase III West Tower will be required to adhere to the Sustainable Policy of the Department of Housing and Economic Development, at such time that the applicant is ready to actively pursue such construction.

17. The improvements shall be designed, installed and maintained in substantial conformance with the Bulk Regulations and Data Table, the Site Plan, Landscape Plan and Building Elevations attached hereto. The landscaping (including street trees in the adjacent right-of-way) shall be designed, installed and maintained in substantial conformance with the landscaping and parkway tree provisions of the Chicago Zoning Ordinance and corresponding regulations and guidelines subject to the allowance for existing infrastructure. The Applicant acknowledges that the Planned Development includes a building commonly known as the former Chicago Main Post Office and identified as potentially significant in the Chicago Historic Resources Survey. Pursuant to the Zoning Ordinance, Section 17-8-0911 and Section 13-32-230 of the Municipal Code, the Applicant acknowledges that planned developments should give priority to the adaptive reuse of historic buildings which have been designated as a "Chicago Landmark" or color-coded red or orange in the Chicago Historic Resources Survey. Therefore, the applicant agrees to retain, preserve and rehabilitate the character-defining features of the building as a condition of this planned development and consistent with the plans and drawings incorporated herein. The character-defining features are identified as the historic Van Buren Office lobby interior and the building's exterior elevations, except as modified or otherwise changed consistent with these plans and drawings, including the demolition of portions of the building depicted therein. A scope of work to rehabilitate the significant features shall be included as part of the Part II submittal. In general, original features and materials of the character-defining features should be retained and preserved as much as reasonably possible, while any changes should be compatible with the building's historic character. Such work to the character-defining features shall be subject to the review and approval of the Department of Housing and Economic Development as a part of the Part II Review.
18. This Planned Development shall be governed by Section 17-13-0612 of the Zoning Ordinance; any such construction activity undertaken, and pursued with reasonable diligence, by the Applicant pursuant to this Section shall be deemed sufficient to vest the zoning authority contained within this Planned Development ordinance, in its entirety, on this Property. Should this Planned Development Ordinance lapse, the Commissioner of the Department of Housing and Economic Development shall initiate a Zoning Map Amendment to rezone the property to Planned Development 1065 (dated December 14,

Exhibit C: Canal/Congress TIF Map

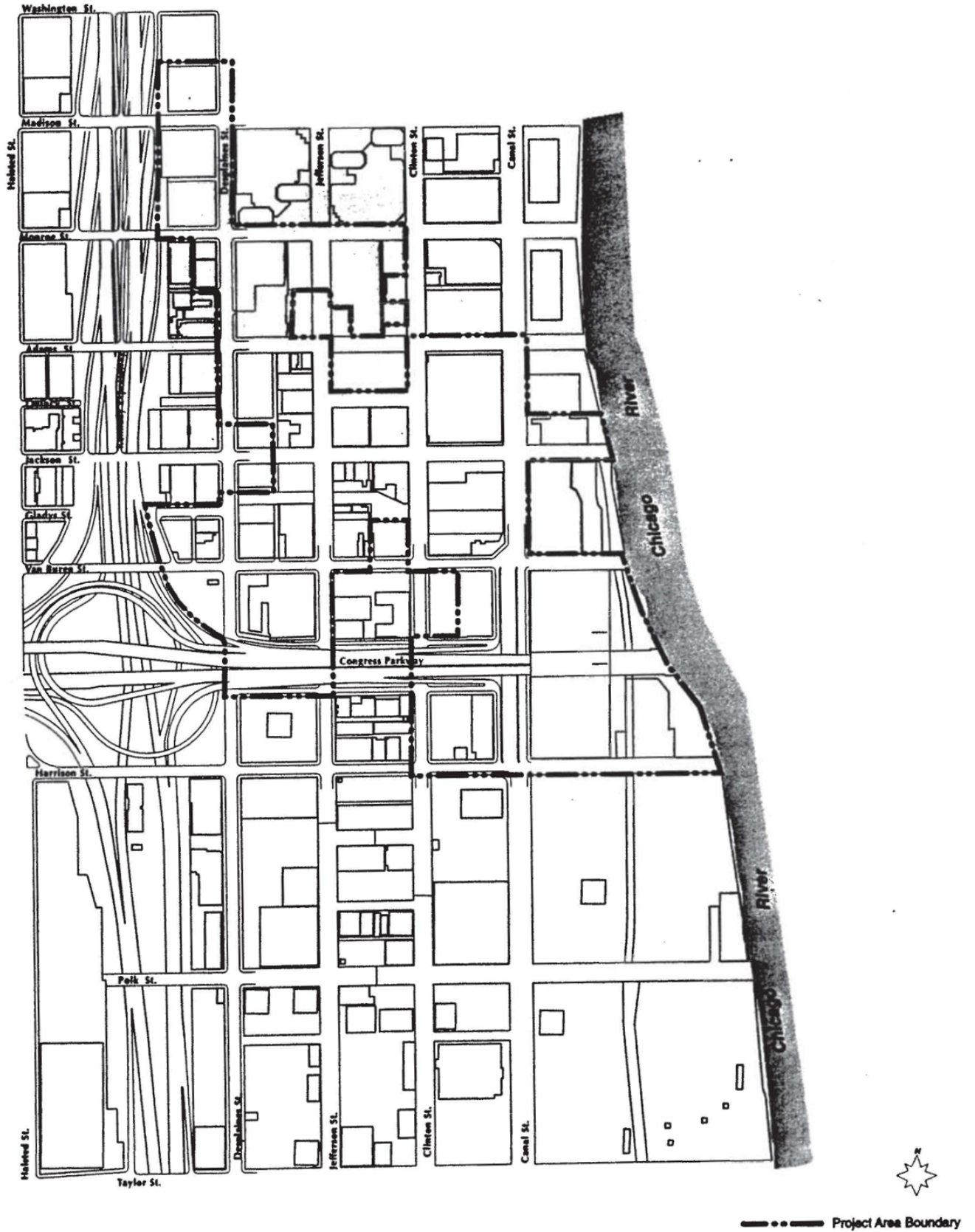


Exhibit D: Zoning Map




Exhibit E: Preservation Covenant

PRESERVATION COVENANT

In consideration of the conveyance of certain real property, [address of property 433 West Van Buren Street] in the city of Chicago, of the County Cook, State of Illinois and legally defined as in the attached survey.

- (1) The grantee hereby covenants on behalf of itself, its heirs, successors and assigns at all time to restore, maintain and preserve this property in accordance with the recommended approaches of the "Secretary of the Interior's Standards for Rehabilitation and Guidelines for Rehabilitating Historic Buildings" (National Park Service, 1989) in order to preserve those qualities that make this property eligible for listing in the National Register of Historic Places.
- (2) No Construction, alteration or rehabilitation shall be undertaken or permitted to be undertaken that would affect the historic features of the property without consultation with and the express permission of the Illinois Historic Preservation Agency (IHPA) or a fully authorized representative thereof.
- (3) The IHPA shall be permitted at all reasonable times to inspect the property in order to ascertain if the above conditions are being met.
- (4) In the event of a violation of this covenant, and in addition to any remedy now or hereafter provided by law, the IHPA may, following reasonable notice to the grantee, institute suit to enjoin said violation or to require the restoration of the property.
- (5) This covenant is binding on the grantee, its heirs, successors and assigns in perpetuity. All stipulations and covenants contained herein shall be inserted by the grantee verbatim or by express reference in any deed or other legal instrument by which the grantee divests itself of any interest in the property or any part thereof.
- (6) The failure of the IHPA to exercise any right or remedy granted under this instrument shall not have the effect of waiving or limiting the exercise of any other right or remedy or use of such right or remedy at any other time.
- (7) This covenant shall be a binding servitude upon the property and shall be deemed to run with the land. Execution of this covenant shall constitute conclusive evidence that the grantee agrees to be bound by the foregoing conditions and restrictions and to perform to obligations herein set forth.
- (8) The IHPA may, for good cause, modify or cancel any or all of the foregoing restrictions upon application of the grantee, its heirs, successors or assigns.


Ms. Anne E. Haaker
Deputy State Historic Preservation Officer
Illinois State Preservation Agency


Dallan C. Wordekemper
Federal Preservation Officer
United States Postal Service

35

ALL IN ONE COUNTRY. ILLINOIS. **SOURCE:** THE BUREAU OF ECONOMIC ANALYSIS, U.S. DEPARTMENT OF COMMERCE

REVISION : 1-11-99

SHEET 3 OF 3

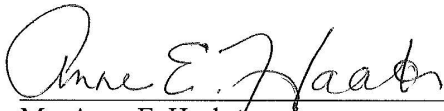
AMENDMENT TO THE PRESERVATION COVENANT

In consideration of the conveyance of certain real property, [address of property 433 West Van Buren Street] in the city of Chicago, of the County Cook, State of Illinois, the United States Postal Service (USPS) provided a Preservation Covenant to be made a part of the deed.

The original Preservation Covenant is hereby being amended under this document to reflect the most recent ALTA/ACSM Land Title Survey. The survey completed by Chicago Guarantee Survey Company, dated and stamped September 29, 2009 by Brian S. Stout, Professional Illinois Land Surveyor #3584 hereby being made an attachment to the Amendment to the Preservation Covenant will replace the survey that was completed by Bollinger, Lach & Associates, Inc., dated and stamped September 30, 1998 and Revised January 11, 1999 provided as an attachment to the original Preservation Covenant.

No changes have been made to the original Preservation Covenant that would affect the historic features of the property without consultation with and the express permission of the Illinois Historic Preservation Agency (IHPA) or a fully authorized representative thereof.

This document dated this _____ day of October 2009.



Ms. Anne E. Haaker
Deputy State Historic Preservation Officer
Illinois State Preservation Agency

Dallan C. Wordekemper
Federal Preservation Officer
United States Postal Service

Exhibit F: Current Building Violations

**IN THE CIRCUIT COURT OF COOK COUNTY
MUNICIPAL DEPARTMENT – FIRST DISTRICT**



THE CITY OF CHICAGO, a municipal corporation,
Plaintiff,

v.

INTERNATIONAL PROPERTY DEVELOPERS
NORTH AMERICA, INC.,
ILLINOIS HISTORIC PRESERVATION AGENCY,
CHICAGO UNION STATION COMPANY,
UNKNOWN OWNERS and
NONRECORD CLAIMANTS,

Defendants.

Case No. 12 M1 401498

Address: 404-30 W HARRISON ST / 433 W VAN
BUREN ST
CHICAGO IL 60607

Amount claimed per day: \$10,500.00

Courtroom 1107

**FIRST AMENDED
COMPLAINT FOR EQUITABLE AND OTHER RELIEF**

Plaintiff, THE CITY OF CHICAGO, a municipal corporation, by and through Stephen R. Patton, Corporation Counsel, complains of the defendants as follows:

COUNT I

1. Within the corporate limits of Chicago there is a parcel of real estate legally described as follows:

PIN(s): 17-16-130-001-0000, 17-16-130-002-0000 (PARTIAL)
AND 17-16-130-007-0000 (PARTIAL)

PARCEL 1: LOT 11 (EXCEPT THE WEST 20 FEET THEREOF);

ALSO

PARCEL 2: LOT 10 (EXCEPT THAT PART WHICH LIES EASTERLY OF A STRAIGHT LINE EXTENDED FROM A POINT ON THE EAST LINE OF SAID LOT, 71.04 FEET SOUTH OF THE NORTHEAST CORNER THEREOF TO A POINT ON THE NORTH LINE OF SAID LOT, 12.72 FEET WEST OF THE NORTHEAST CORNER);

ALSO

PARCEL 3: THAT PART OF LOT 9 LYING NORTH OF, AND ADJOINING, A LINE DESCRIBED AS BEGINNING AT A POINT ON THE WEST LINE OF LOT 10 THAT IS, 337.61 FEET, MORE OR LESS, SOUTH OF THE NORTHWEST CORNER OF SAID LOT 10, SAID POINT BEING THE NORTHWEST CORNER OF THAT CERTAIN EASEMENT FOR STREET PURPOSES (WEST CONGRESS PARKWAY) AS CREATED BY A GRANT RECORDED APRIL 28, 1955 AS DOCUMENT NUMBER 16218713; THENCE EAST ALONG A LINE PARALLEL WITH THE NORTH LINE OF SAID LOTS 9 AND 10, BEING A NORTH LINE OF SAID EASEMENT AND THE EASTERLY EXTENSION THEREOF, TO THE POINT OF TERMINATION ON THE EASTERLY LINE OF SAID LOT 9; EXCEPT THEREFROM ALL THAT PART LYING EASTERLY OF, AND ADJOINING, THE FOLLOWING DESCRIBED LINE: BEGINNING AT A POINT ON SAID NORTH LINE OF THAT CERTAIN EASEMENT FOR STREET PURPOSES (WEST CONGRESS PARKWAY) THAT IS 27.53 FEET EAST OF, AS MEASURED AT RIGHT ANGLES TO, THE WEST LINE OF SAID LOT 9; THENCE NORTHERLY ALONG A LINE 27.53 FEET EAST OF, AND PARALLEL WITH, SAID WEST LINE OF LOT 9, 28.06 FEET, MORE OR LESS, TO A POINT OF TANGENCY; THENCE

NORTHWESTERLY ALONG THE ARC OF A CIRCLE HAVING A RADIUS OF 955.37 FEET, A DISTANCE OF 169.06 FEET TO A POINT OF TANGENCY; THENCE NORTHWESTERLY ALONG A STRAIGHT LINE A DISTANCE OF 71.67 FEET TO A POINT IN SAID WEST LINE OF LOT 9 THAT IS 71.04 FEET SOUTH OF THE NORTHWEST CORNER THEREOF;

ALSO

PARCEL 4: ALL THE LAND, PROPERTY AND SPACE ABOVE HORIZONTAL PLANES ABOVE CHICAGO CITY DATUM AT ZERO AS ESTABLISHED BY ORDINANCE PASSED BY THE CITY OF CHICAGO IN 1928, DESCRIBED AS FOLLOWS: STARTING AT THE SOUTH LINE OF WEST VAN BUREN STREET AND MEASURING IN A SOUTHERLY DIRECTION ALONG THE EASTERLY LINE OF THE PROPERTY HEREINAFTER DESCRIBED FOR A DISTANCE OF 100 FEET AT ELEVATION 20.00 FEET; THENCE ALONG THE SAME LINE A DISTANCE OF 100 FEET AT ELEVATION 20.25 FEET; THENCE ALONG THE SAME LINE A DISTANCE OF 100 FEET AT ELEVATION 20.75 FEET; THENCE ALONG THE SAME LINE A DISTANCE OF 40.97 FEET, MORE OR LESS, AT ELEVATION 21.00 FEET TO THE NORTH LINE OF THAT CERTAIN EASEMENT FOR STREET PURPOSES (WEST CONGRESS PARKWAY) AS CREATED BY A GRANT RECORDED APRIL 28, 1955 AS DOCUMENT NUMBER 16218713; THE HORIZONTAL LIMITS OF WHICH ARE THE PLANES FORMED BY PROJECTING VERTICALLY UPWARD AND DOWNWARD FROM THE SURFACE OF THE EARTH THE BOUNDARIES OF THE FOLLOWING DESCRIBED PARCELS OF LAND: THAT PART OF LOTS 9 AND 10 DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE NORTH LINE OF SAID LOT 9 THAT IS 17.80 FEET EAST OF THE NORTHWEST CORNER THEREOF; THENCE SOUTHEASTWARDLY ALONG A STRAIGHT LINE, A DISTANCE OF 138.35 FEET TO A POINT 42.15 FEET, MEASURED PERPENDICULARLY, EAST OF THE WEST LINE OF SAID LOT 9; THENCE SOUTHWARDLY ALONG THE ARC OF A CIRCLE HAVING A RADIUS OF 985.37 FEET, CONVEX EASTERLY AND TANGENT TO THE ABOVE DESCRIBED STRAIGHT LINE, A DISTANCE OF 174.37 FEET TO ITS POINT OF TANGENCY WITH A LINE 57.53 FEET EAST OF AND PARALLEL TO SAID WEST LINE OF LOT 9; THENCE SOUTH ALONG THE ABOVE MENTIONED PARALLEL LINE, A DISTANCE OF 28.28 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE NORTH LINE OF THAT CERTAIN EASEMENT FOR STREET PURPOSES (WEST CONGRESS PARKWAY) AS CREATED BY A GRANT RECORDED APRIL 28, 1955 AS DOCUMENT NUMBER 16218713; THENCE WEST ALONG SAID NORTH LINE, BEING A LINE PARALLEL WITH THE NORTH LINE OF SAID LOTS 9 AND 10, A DISTANCE OF 30.00 FEET TO A LINE THAT IS 27.53 FEET EAST OF, AS MEASURED PERPENDICULAR TO, AND PARALLEL WITH, SAID WEST LINE OF LOT 9; THENCE NORTH ALONG SAID PARALLEL LINE A DISTANCE OF 28.06 FEET TO A POINT OF CURVATURE; THENCE NORTHWESTERLY ALONG THE ARC OF A CIRCLE HAVING A RADIUS OF 955.37 FEET, BEING CONCENTRIC WITH THE ABOVE DESCRIBED ARC OF 985.37 FOOT RADIUS, A DISTANCE OF 169.06 FEET TO A POINT OF TANGENCY; THENCE NORTHWESTERLY ALONG A STRAIGHT LINE, TANGENT TO THE LAST DESCRIBED ARC, A DISTANCE OF 71.67 FEET TO A POINT IN SAID WEST LINE OF LOT 9 THAT IS 71.04 FEET SOUTH OF THE NORTHWEST CORNER THEREOF; THENCE CONTINUING NORTHWESTERLY ALONG THE LAST DESCRIBED COURSE EXTENDED TO A POINT ON THE NORTH LINE OF SAID LOT 10 THAT IS 12.72 FEET WEST OF THE NORTHEAST CORNER OF SAID LOT 10; THENCE EAST ALONG THE NORTH LINE OF SAID LOTS 9 AND 10 TO SAID POINT OF BEGINNING;

ALSO

PARCEL 5: THAT PART OF LOT 9 LYING NORTH OF, AND ADJOINING, A LINE DESCRIBED AS BEGINNING AT A POINT ON THE WEST LINE OF LOT 10 THAT IS, 337.81 FEET, MORE OR LESS, SOUTH OF THE NORTHWEST CORNER OF SAID LOT 10, SAID POINT BEING THE NORTHWEST CORNER OF THAT

CERTAIN EASEMENT FOR STREET PURPOSES (WEST CONGRESS PARKWAY) AS CREATED BY A GRANT RECORDED APRIL 28, 1955 AS DOCUMENT NUMBER 16218713; THENCE EAST ALONG A LINE PARALLEL WITH THE NORTH LINE OF SAID LOTS 9 AND 10, BEING A NORTH LINE OF SAID EASEMENT AND THE EASTERLY EXTENSION THEREOF, TO THE POINT OF TERMINATION ON THE EASTERLY LINE OF SAID LOT 9; EXCEPT THEREFROM ALL THAT PART LYING WESTERLY OF, AND ADJOINING, A LINE DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE NORTH LINE OF SAID LOT 9, 17.80 FEET EAST OF THE NORTHWEST CORNER THEREOF; THENCE SOUTHEASTWARDLY ALONG A STRAIGHT LINE, A DISTANCE OF 138.35 FEET TO A POINT 42.15 FEET, MEASURED PERPENDICULARLY, EAST OF THE WEST LINE OF SAID LOT 9; THENCE SOUTHWARDLY ALONG THE ARC OF A CIRCLE HAVING A RADIUS OF 985.37 FEET, CONVEX EASTERLY AND TANGENT TO THE ABOVE DESCRIBED STRAIGHT LINE, A DISTANCE OF 174.37 FEET TO ITS POINT OF TANGENCY WITH A LINE 57.53 FEET EAST OF AND PARALLEL TO SAID WEST LINE OF LOT 9; THENCE SOUTH ALONG THE ABOVE MENTIONED PARALLEL LINE, A DISTANCE OF 28.28 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE NORTH LINE OF THAT CERTAIN EASEMENT FOR STREET PURPOSES (WEST CONGRESS PARKWAY) AS CREATED BY A GRANT RECORDED APRIL 28, 1955 AS DOCUMENT NUMBER 16218713;

ALL OF THE ABOVE PARCELS BEING IN RAILROAD COMPANIES' RESUBDIVISION OF BLOCKS 62 TO 76 INCLUSIVE, 78, PARTS OF 61 AND 71, AND CERTAIN VACATED STREETS AND ALLEYS IN SCHOOL SECTION ADDITION TO CHICAGO OF THE E 1/2 NORTHWEST 1/4 OF SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

commonly known as 404-30 W HARRISON ST / 433 W VAN BUREN ST CHICAGO IL 60607, (the "subject property") and located thereon is a 14 STORY NON-RESIDENTIAL BUILDING OF TYPE I CONSTRUCTION (OVER 80' IN HEIGHT)—CURRENTLY VACANT—LAST USED AS A UNITED STATES POST OFFICE AND OFFICE BUILDING.

2. That at all times pertinent thereto on information and belief the following named defendants owned, maintained, operated, collected rents for, or had an interest in the subject property on the date(s) herein set forth:

INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC., record owner as of October 21, 2009, pursuant to a special warranty deed dated October 21, 2009, and recorded October 22, 2009, as document # 0929529029 with the Recorder of Deeds of Cook County, Illinois.

ILLINOIS HISTORIC PRESERVATION AGENCY, holder of preservation covenant appended to a special warranty deed dated October 21, 2009, and recorded October 22, 2009, as document # 0929529029 with the Recorder of Deeds of Cook County, Illinois.

CHICAGO UNION STATION COMPANY, holder of easement and reserved rights pursuant to deed of indenture dated June 19, 1931, and recorded June 30, 1931, as document # 10929519 with the Recorder of Deeds of Cook County, Illinois.

UNKNOWN OWNERS and NONRECORD CLAIMANTS

- 3a. On MARCH 23, 2012, and on each succeeding day, and on numerous other occasions, INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC., UNKNOWN OWNERS and NONRECORD CLAIMANTS have failed to comply with the Municipal Code of Chicago as follows:

- 1) FP1022

Failed to maintain a watchman on duty upon the premises of an enclosed vacant building every day continuously between the hours of 4:00 p.m. and 8:00 a.m., until the building is secured by

methods approved by the commissioner of buildings, occupied, or razed. (13-12-140)
VACANT BUILDING – COMPLY WITH BUILDING SECURITY STANDARDS REQUIRED BY
ORDINANCE (13-12-135(d)) OR MEET WITH DEPT. OF BUILDINGS TO DEVELOP
ALTERNATIVE SECURITY PLAN.

2) CN-050

Failed to maintain all exits free from obstructions that may hamper travel or evacuation. (13-196-050, 13-160-070) All stairwell doors which are to be locked from the stairwell side shall have electrically controlled locking devices which can be automatically unlocked upon a signal from the fire command panel. A stairwell door at the main exit level shall not be locked from the stairwell side. (13-76-080)

ALL STAIRWELL DOORS MUST REMAIN UNLOCKED.

3) FP1378

Failed to protect all openings in stairway enclosures with operable, self-closing 1-1/2 hour Class B fire doors or other approved protective assemblies. (13-196-670, 15-8-180)

ALL STAIRWELL DOORS MUST REMAIN CLOSED. REPAIR INOPERABLE DOOR CLOSURES.

4) FP3116

Failed to post and maintain in a building which exceeds three stories in height, within every interior stairwell enclosure and at every floor, adjacent to the stairwell door, permanent alphabetical or directional letter identification for the stairwell and the number of the floor to which the door opens in figures a minimum of six inches in height. (13-196-085)

MARK ALL FLOORS AND STAIRWELLS WITH PROPER IDENTIFIER E.G. 2ND FLOOR/STAIRWELL 4/E. FLUORESCENT PAINT ACCEPTABLE IN VACANT BUILDING.

5) FP

Failed to provide continuous exterior lighting from dusk to dawn at each exit area of a vacant building with a normal intensity not less than two footcandles per square foot on horizontal surfaces within an eight-foot radius around said exit. (13-12-135(b)(7))

MAINTAIN MINIMUM LIGHTING FOR BUILDING EXITS.

6) FP1904

Allowed rubbish to accumulate in any part of the building, including in elevator and air shafts, under benches, in closets, in dark and out-of-the-way places, around electric machinery, in the basement or cellar, or outside or adjacent to the building. (15-4-970, 13-196-580(d), 13-196-641; 13-12-135(c)(1))

REMOVE OLD, DRIED OUT, LOOSE AND BUCKLING WOODEN FLOOR TILES THROUGHOUT; GENERAL TRASH AND DEBRIS THROUGHOUT INCLUDING TRACK FAN AREA, PENTHOUSES, AND OFFICES; TIRES AND CANOPIES OFF 2ND FLOOR DOCK AREA; LOOSE CARPETING AND CEILING TILES THROUGHOUT. PLYWOOD PARTITIONS. REMOVE ALL OTHER NON-FIXED COMBUSTIBLE ITEMS AND MATERIALS. ENTIRE INTERIOR MUST BE BROOM-SWEPT CLEAN.

7) CN-530

Failed to maintain exterior roof in sound condition and repair, substantially watertight, with no defects which admit rain, and with drainage adequate to prevent rain water from causing dampness in the walls. (13-196-530, 13-196-641, 13-12-135(b)(4))

ROOF LEAKS - NUMEROUS AREAS.

8) CN-540

Failed to keep every floor in sound condition and good repair, free of holes and wide cracks which

might admit rodents or which constitute a possible accident hazard, and free of loose, warped, protruding, or rotting floor boards. (13-196-540, 13-196-641, 13-12-135(c)(2))

REMOVE OLD DRIED OUT, LOOSE AND BUCKLING WOODEN FLOOR TILES THROUGHOUT BUILDING (HIGHLY FLAMMABLE).

9) FP2150

Failed to provide or maintain operational standard inside standpipe system complying with the requirements of Article II of Chapter 15-16 of the Municipal Code of Chicago in a building more than 80 feet in height. (15-16-720, 15-16-1180) A dry standpipe system may be installed in unheated portions of a vacant building. (13-196-190, 15-16-1110)

PROVIDE AT A MINIMUM MULTIPLE DRY STANDPIPE SYSTEM OR ACTIVATE EXISTING SYSTEM ON CITY PRESSURE. CORRECT DEFECTIVE CONDITION IMMEDIATELY.

10) FP2128

Failed to provide or maintain at each siamese connection a flat square metallic plate labeled with suitable markings so as to identify which portion(s) of the standpipe system are served by such connection. (13-196-190, 15-16-1040, 15-16-1180)

PROVIDE SIGNAGE ABOVE STANDPIPE CONNECTIONS DETAILING AREA COVERED. LABEL OUT-OF-SERVICE STANDPIPE AND SIAMESE CONNECTIONS UNTIL REPAIRED.

11) FP1924

Failed to maintain every supply facility, piece of equipment or utility in a safe and sound working condition. (13-196-590, 13-196-641) Failed to provide water supply for inside standpipe system with source sufficient to provide a minimum pressure of 65 pounds per square inch with 500 gallons per minute flowing at the highest hose outlet for not less than one-half hour. (15-16-770)

Failed to arrange annual inspection and test of fire pump. (15-16-1160)

FIRE PUMPS FOR STANDPIPE AND SPRINKLER SYSTEM OUT OF SERVICE. CORRECT DEFECTIVE CONDITION IMMEDIATELY.

12) CN-590

Failed to maintain every supply facility, piece of equipment or utility in a safe and sound working condition. (13-196-590, 13-196-641)

ENTIRE SPRINKLER SYSTEM IS SHUT DOWN, ALL OS&Y VALVES CLOSED IN PUMP ROOM AND RISERS LOCATED ON EVERY FLOOR. CORRECT DEFECTIVE CONDITION IMMEDIATELY.

13) CN-590

Failed to maintain every supply facility, piece of equipment or utility, and every chimney and chimney flue in a safe and sound working condition. (13-196-590, 13-196-641)

REPAIR AND CLEAN TRACK FANS. MAINTAIN A 3-MONTH SCHEDULE AND LOG. LABEL ALL TRACK FANS ON FLOOR BELOW AND LABEL ROOF HATCH. LABEL POWER SHUT OFFS FOR ALL TRACK FANS IN TRACK FAN PENTHOUSES.

14) VT

Failed to provide labeled manual shutoff control for hazardous exhaust ventilation system in approved location. (18-29-502.7.1.1(4))

LABEL POWER SHUT OFF FOR TRACK FANS IN POWER VAULTS.

15) EL

Maintained electrical wiring and apparatus found to be dangerous to life and property. (13-12-890, 18-27-230.62)

DE-ENERGIZE UNUSED ELECTRICAL PANELS.

16) FP1224

Failed to enclose pipe shafts and ducts passing from one floor to another with construction providing fire resistance of not less than one hour or, at openings through floors not exceeding 9 ft² fill all openings between such pipes or ducts and the floor construction with noncombustible materials securely held in place to prevent the passage of fire. (15-8-160, 15-8-640)
ENCLOSE ALL OPENING TO PREVENT SPREAD OF FIRE IN ALL OPEN DUCTS/PIPES AND CHUTES THROUGHOUT.

17) FP1767

Failed to abate conditions in building which would hamper or impede the fire department in combating a fire in or on the building and which are a nuisance. (15-4-090)
TO ABATE NUISANCE AND REDUCE RISK TO FIREFIGHTERS AND EMERGENCY PERSONNEL: (1) MARK WITH FLUORESCENT PAINT ON WALLS/COLUMNS AND FLOORS DIRECTIONS TO 5TH FLOOR NORTH AND SOUTH POWER VAULTS; (2) POST IN 5TH FLOOR NORTH AND SOUTH POWER VAULTS AND IN MAIN LOBBY A DIAGRAM APPROVED BY FIRE PREVENTION BUREAU SHOWING LOCATION AND NUMBER OF TRACK FANS; (3) LABEL POWER SHUT OFFS FOR TRACK FANS IN POWER VAULTS; (4) MARK WITH FLUORESCENT PAINT ALL OUT-OF-SERVICE ELEVATORS "O.O.S." (5) MARK IN-SERVICE ELEVATORS; (6) REMOVE BLACK PLASTIC COVERING FROM ALL ELEVATOR DOORS; (7) MARK WITH FLUORESCENT PAINT ON WALLS/COLUMNS AND FLOORS TO SHOW ROUTE TO FREIGHT ELEVATOR (#10); (8) PROVIDE RAILING/BARRIER AT OPEN DOCK AREAS 1ST AND 2ND FLOORS TO PREVENT FALL AND INJURY; (9) MAINTAIN MINIMUM LIGHTING FOR STAIRWELLS; (10) POST SIGNS SHOWING OWNER/MANAGER/EMERGENCY CONTACT INFORMATION AT EACH ENTRANCE/EXIT FOR LARGE BUILDING; (11) PROMINENTLY MARK MAIN/SECURITY ENTRANCE LOCATED AT 404 W HARRISON.

18) CN60001

Failed to submit Critical Examination Report, sealed and signed by an Illinois licensed architect or structural engineer. (13-196-033, 13-196-034, 13-196-036)
PROVIDE 100% HANDS-ON CRITICAL EXAMINATION REPORT TO DEPARTMENT OF BUILDINGS ATTN: JOSE APARICIO, 120 N RACINE, CHICAGO IL 60607.

- 3b. On AUGUST 22, 2012, and on each succeeding day, and on numerous other occasions, INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC., UNKNOWN OWNERS and NONRECORD CLAIMANTS have failed to comply with the Municipal Code of Chicago as follows:

19) VT

Failed to maintain all parts of mechanical system, supply facility, piece of equipment, utility, chimney, and/or chimney flue in proper operating condition and in a safe, sanitary, and sound working condition. (18-28-102.3, 13-196-590, 13-196-641)
(A) FLAMMABLE DUST AND BUILDUP. EXHAUST AIR PLENUMS MUST BE CLEANED OUT.
(B) OLD FIRE DAMPERS ARE TRIPPED. REPAIR. (C) PERFORM MAINTENANCE ON MECHANICAL VENTILATION SYSTEM.

20) VT

Failed to obtain or perform tests required by the Building Commissioner as evidence of compliance with the provisions of Chapter 18-28 of the Municipal Code of Chicago. (18-28-105.3)
PROVIDE CERTIFIED TEST AND BALANCE REPORTS FOR ALL ELEVEN EXHAUST FANS TO DEPARTMENT OF BUILDINGS AND MAKE ARRANGEMENTS FOR REINSPECTION FOLLOWING CLEANING AND REPAIRS.

21) VT

Failed to provide and continuously operate mechanical exhaust at rate of not less than 1 cubic foot per minute per square foot of floor area in room, space or building where hazardous vapors or materials are emitted or stored. (18-28-502.7.1)

OPERATE EXHAUST SYSTEM CONTINUOUSLY TO REMOVE HAZARDOUS DIESEL FUMES AND EXHAUST PRODUCED BY TRAINS AND TO REDUCE BUILDUP OF FLAMMABLE MATERIAL IN EXHAUST AIR PLENUMS.

*** END OF VIOLATIONS ***

4. That Michael Merchant is the Commissioner of Buildings of the City of Chicago and Jose Santiago is the Commissioner of Fire of the City of Chicago and as such and pursuant to the Municipal Code of Chicago caused inspection(s) to be conducted by City inspectors who have knowledge of the facts stated in this complaint.
5. That this proceeding is brought pursuant to the provisions of the Municipal Code of Chicago, and Chapter 65, Section 5/11-31-1, 5/11-31-2, and 5/11-13-15 of the Illinois Compiled Statutes, as amended.

WHEREFORE, Plaintiff prays:

- A. For a judgment against INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC., as provided under Section 13-12-020 of the Municipal Code of Chicago, in the amount of \$10,500.00 for each day said violations have existed and/or exist, said fine computed in accordance with Section 13-12-040 of the Municipal Code of Chicago.
- B. For a judgment against INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC. in an amount equal to the costs incurred by the City, including litigation costs, inspection costs, and attorneys' fees, in providing services reasonably related to defendants' violation(s) of the Municipal Code of Chicago pursuant to Section 1-20-020 of the Municipal Code of Chicago.

COUNT II

6. Plaintiff, THE CITY OF CHICAGO, a municipal corporation, realleges each allegation set forth in each paragraph of Count I as if fully set forth herein and further alleges:
7. That the levying of a fine is not an adequate remedy to secure the abatement of the municipal code violations set forth above and the public nuisance which they constitute, and that it is necessary that a temporary and permanent injunction issue and, if necessary, that a receiver be appointed, to bring the subject property into compliance with the Municipal Code of Chicago.
8. That Michael Merchant, Commissioner of Buildings of the City of Chicago, and Jose Santiago, Commissioner of Fire of the City of Chicago, has determined said buildings and property do not comply with the minimum standards of health and safety set forth in the Building Code of the City of Chicago.

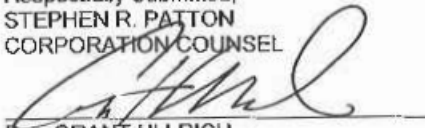
WHEREFORE, Plaintiff prays:

- A. For a temporary and permanent injunction requiring INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC. to correct the violations alleged in the complaint and to restrain future violations permanently, pursuant to 65 ILCS 5/11-31-1 (a), 5/11-31-2 and 5/11-13-15 and Section 13-12-070 of the Municipal Code of Chicago. Such an injunction, if entered against INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC., as owner of the subject property, may indirectly affect or impair the interests of ILLINOIS HISTORIC PRESERVATION AGENCY and/or CHICAGO

UNION STATION COMPANY in the subject property, however the City seeks no affirmative relief against either of these entities.

- B. For the appointment of receiver, if necessary, to take possession of the property and correct the conditions alleged in the Complaint with full powers of receivership, including the right to issue and sell receivers certificates in accordance with Section 5/11-31-2 of Chapter 65 of the Illinois Compiled Statutes, as amended. The actions or certificates of such a receiver may indirectly affect or impair the interests of ILLINOIS HISTORIC PRESERVATION AGENCY and/or CHICAGO UNION STATION COMPANY in the subject property, however the City seeks no affirmative relief against either of these entities.
- C. For an order authorizing the plaintiff to demolish, repair, enclose, or clean up said premises, if necessary, and a judgment against INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC. and a lien on the subject property for all costs incurred in taking such actions in accordance with Section 5/11-31-1(a) of Chapter 65 of the Illinois Compiled Statutes, as amended. An order granting such authority to the City and/or the resulting lien may indirectly affect or impair the interests of ILLINOIS HISTORIC PRESERVATION AGENCY and/or CHICAGO UNION STATION COMPANY in the subject property, however the City seeks no affirmative relief against either of these entities.
- D. If a statutory lien is obtained in this proceeding under Section 5/11-31-1 or 5/11-31-2 of Chapter 65 of the Illinois Compiled Statutes, as amended, for an order permitting foreclosure of said lien in this proceeding. Such a foreclosure may affect or impair the interests of ILLINOIS HISTORIC PRESERVATION AGENCY and/or CHICAGO UNION STATION COMPANY in the subject property if this Court determines that such a lien is superior to such interests.
- E. For reasonable attorney fees and litigation and court costs.
- F. For such other and further relief as may be necessary in the premises and which the court shall deem necessary.

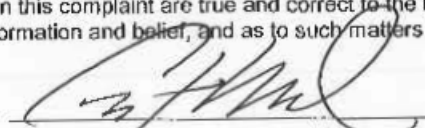
Respectfully Submitted,
STEPHEN R. PATTON
CORPORATION COUNSEL


By: GRANT ULLRICH
Assistant Corporation Counsel

City of Chicago
Corporation Counsel #90909
Building and License Enforcement Division
30 North LaSalle Street, Room 700
Chicago, Illinois 60602
(312) 744-8791

VERIFICATION

Under penalties as provided by law pursuant to Section 1-109 of the Code of Civil Procedure, in my capacity as agent for the City of Chicago, I certify the statements set forth in this complaint are true and correct to the best of my knowledge, except as to matters stated therein to be on information and belief, and as to such matters I certify that I verily believe the same to be true.



SERVICE LIST

Case: 12 M1 401498

The City of Chicago v. INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC., *et al.*
Re: 404-30 W HARRISON ST / 433 W VAN BUREN ST CHICAGO IL 60607

INTERNATIONAL PROPERTY DEVELOPERS NORTH AMERICA, INC.
C/O LAW OFFICES OF SAMUEL VP BANKS
221 N LASALLE ST 38TH FLR
CHICAGO IL 60601

ILLINOIS HISTORIC PRESERVATION AGENCY
C/O LISA MADIGAN ATTORNEY GENERAL OF ILLINOIS
ATTN HEIDI A SMITH GENERAL LAW BUREAU
100 W RANDOLPH ST 13TH FLR
CHICAGO IL 60601

CHICAGO UNION STATION COMPANY
C/O CHAD A SCHIEFELBEIN / JOSHUA DUNN
VEDDER PRICE PC
222 N LASALLE ST STE 2600
CHICAGO IL 60601

Exhibit G: Current Exterior Façade Report

For a copy of the full inspection report, please refer to the City's website at www.cityofchicago.org/DPD

REQUEST FOR PROPOSALS

RESPONDENT CONFIDENTIALITY AGREEMENT

The undersigned hereby acknowledges the submission of a proposal to the Department of Planning and Development of the City of Chicago in response to the Request for Proposals for the purchase and development of property commonly known as the Old Post Office and the Annex to the Old Post Office, located at the following addresses: 401-439 W. Van Buren, Chicago, IL 60607; 324-430 W. Harrison Street; and 401- 535 S. Canal Street

I understand and agree that I will keep confidential the proposal and all other material, information or discussions related to the RFP. I will not share any material, information or discussions with any individual that has not signed a confidentiality agreement for the *[insert address]* RFP.

Date: _____

Proposal Name: _____

Responding Entity: _____

Name: _____

Signature: _____

NOTE: Each principal, project manager and key team member identified in the proposal must sign and submit a confidentiality agreement.