

PLANNED DEVELOPMENT NO. 158, AS AMENDED
PLAN OF DEVELOPMENT STATEMENTS

1. The area delineated herein as Residential-Business Planned Development No. 158, as amended, consists of approximately 262,963 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, McCaffery Interests, 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 applications for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or under single designated control. 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 Plans.

Ingress or egress shall be pursuant to the Plans and may be subject to the review and approval of the Departments of Planning and 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.

4. This Plan of Development consists of 20 (twenty) Statements: a Bulk Regulations Table; a Planned Development Boundary Map; a Property Line and Sub-Area Map; an Existing Land Use Map; an Existing Zoning Map; an Overall Site Plan; Partial Site Plans; an Overall Chicago Department of Transportation (CDOT) Site Plan; Partial CDOT Site Plans; an Overall Landscape Plan; Partial Landscape Plans; Enlarged Open Space Plans and Loading Ramp Elevation; Green Roof Plan; Building Elevations; Public Way Infrastructure Improvements and Traffic Demand Management Requirements; and, Affordable Housing

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| Applicant: | McCaffery Interests, Inc. |
| Address: | 2300 block of North Lincoln Avenue |
| Introduced: | July 25, 2012 |
| Plan Commission: | February 20, 2014 |

Profile Form and Component Summary prepared by Antunovich Associates and Skidmore, Owings & Merrill LLP dated February 20, 2014. Full size copies of the Site Plan, Landscape Plan and Building Elevations are on file with the Department of Planning and 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 this Planned Development Ordinance and the Zoning Ordinance, this Planned Development Ordinance shall control.

5. The following uses are allowed in the area delineated herein as a Planned Development No. 158, as amended:
 - Sub-Area A1: Artists Live/Work Space On and Above the Ground Floor, Dwelling Units On and Above the Ground Floor, Elderly Housing, Multi-Unit Residential, Assisted Living, , Nursing Home, all Public and Civic uses permitted by right and as a special use in the B3 zoning district (excluding Colleges and Universities, Lodge or Private Club, Religious Assembly, School, Minor and Major Utilities and Services), all Commercial uses permitted by right and as a special use in the B3 zoning district (excluding Body Art Services, Day Labor Employment Agency, Indoor Urban Farm Operations, Drive-Through Facility, Tavern, Large Venue Entertainment and Spectator Sports, Payday/Title Secured Loan Store, Pawn Shop, Fortune Telling Service, Funeral and Interment Services, Gas Stations, Bed and Breakfast, Hotel/Motel, Vacation Rental, Non-Accessory Parking, Residential Storage Warehouse, Amusement Arcades, Entertainment Cabaret, Hookah Bar, Auto Supply/Accessory Sales and Motor Vehicle Repair), Limited Catering and Shared Kitchen, Co-Located Wireless Communication Facility and all accessory and related uses.
 - Sub-Area A2: Artists Live/Work Space On and Above the Ground Floor, Dwelling Units On and Above the Ground Floor, Elderly Housing, Multi-Unit Residential, Assisted Living, , Nursing Home, all Public and Civic uses permitted by right and as a special use in the B3 zoning district (excluding Colleges and Universities, Lodge or Private Club, Religious Assembly, School, Minor and Major Utilities and Services), all Commercial uses permitted by right and as a special use in the B3 zoning district (excluding Body Art Services, Day Labor Employment Agency, Indoor Urban Farm Operations, Drive-Through Facility, Tavern, Large Venue Entertainment and Spectator Sports, Payday/Title Secured Loan Store, Pawn Shop, Fortune Telling Service, Funeral and Interment Services, Gas Stations, Bed and Breakfast, Hotel/Motel, Vacation Rental, Non-Accessory Parking, Residential Storage Warehouse, Amusement Arcades, Entertainment Cabaret, Hookah Bar, Auto Supply/Accessory Sales and Motor Vehicle Repair), Limited Catering and Shared Kitchen, Co-Located Wireless Communication Facility and all accessory and related uses.
 - Sub-Area B: all Public and Civic uses permitted by right and as a special use in the B3 zoning district (excluding Colleges and Universities, Lodge or Private Club, Religious Assembly, School, Minor and Major Utilities and Services), all Commercial uses

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permitted by right and as a special use in the B3 zoning district (excluding Body Art Services, Day Labor Employment Agency, Indoor Urban Farm Operations, Drive-Through Facility, Tavern, Large Venue Entertainment and Spectator Sports, Payday/Title Secured Loan Store, Pawn Shop, Fortune Telling Service, Funeral and Interment Services, Gas Stations, Bed and Breakfast, Hotel/Motel, Vacation Rental, Non-Accessory Parking, Residential Storage Warehouse, Amusement Arcades, Entertainment Cabaret, Hookah Bar, Auto Supply/Accessory Sales and Motor Vehicle Repair), Limited Catering and Shared Kitchen, Co-Located Wireless Communication Facility and all accessory and related uses.

- Sub-Area C: all Public and Civic uses permitted by right and as a special use in the B3 zoning district (excluding Colleges and Universities, Lodge or Private Club, Religious Assembly, School, Minor and Major Utilities and Services), all Commercial uses permitted by right and as a special use in the B3 zoning district (excluding Body Art Services, Day Labor Employment Agency, Indoor Urban Farm Operations, Drive-Through Facility, Tavern, Large Venue Entertainment and Spectator Sports, Payday/Title Secured Loan Store, Pawn Shop, Fortune Telling Service, Funeral and Interment Services, Gas Stations, Bed and Breakfast, Hotel/Motel, Vacation Rental, Non-Accessory Parking, Residential Storage Warehouse, Amusement Arcades, Entertainment Cabaret, Hookah Bar, Auto Supply/Accessory Sales and Motor Vehicle Repair), Limited Catering and Shared Kitchen, Co-Located Wireless Communication Facility and all accessory and related uses.
- Sub-Area D: all Public and Civic uses permitted by right and as a special use in the B3 zoning district (excluding Colleges and Universities, Lodge or Private Club, Religious Assembly, School, Minor and Major Utilities and Services), all Commercial uses permitted by right and as a special use in the B3 zoning district (excluding Body Art Services, Day Labor Employment Agency, Indoor Urban Farm Operations, Drive-Through Facility, Tavern, Large Venue Entertainment and Spectator Sports, Payday/Title Secured Loan Store, Pawn Shop, Fortune Telling Service, Funeral and Interment Services, Gas Stations, Bed and Breakfast, Hotel/Motel, Vacation Rental, Non-Accessory Parking, Residential Storage Warehouse, Amusement Arcades, Entertainment Cabaret, Hookah Bar, Auto Supply/Accessory Sales and Motor Vehicle Repair), Limited Catering and Shared Kitchen, Co-Located Wireless Communication Facility and all accessory and related uses.
- Sub-Area E: all Public and Civic uses permitted by right and as a special use in the B3 zoning district (excluding Colleges and Universities, Lodge or Private Club, Religious Assembly, School, Minor and Major Utilities and Services), all Commercial uses permitted by right and as a special use in the B3 zoning district (excluding Body Art Services, Day Labor Employment Agency, Indoor Urban Farm Operations, Drive-Through Facility, Tavern, Large Venue Entertainment and Spectator Sports, Payday/Title Secured Loan Store, Pawn Shop, Fortune Telling Service, Funeral and Interment Services, Gas Stations, Bed and Breakfast, Hotel/Motel, Vacation Rental, Non-Accessory Parking, Residential Storage Warehouse, Amusement Arcades, Entertainment Cabaret,

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Hookah Bar, Auto Supply/Accessory Sales and Motor Vehicle Repair), Limited Catering and Shared Kitchen, Co-Located Wireless Communication Facility, parking (accessory and pursuant to Section 17-10-0503 and Statement 17) and all accessory and related uses.

- Sub-Area G: Dwelling Units On and Above the Ground Floor, Elderly Housing, Multi-Unit Residential, Assisted Living, Nursing Home, parking (accessory and pursuant to Section 17-10-0503) and accessory and related uses.
 - Sub-Area H: Dwelling Units On and Above the Ground Floor, Elderly Housing, Multi-Unit Residential, Assisted Living, , Nursing Home, parking (accessory and pursuant to Section 17-10-0503) and accessory and related uses.
 - Sub-Area I: Artists Live/Work Space On and Above the Ground Floor, Dwelling Units On and Above the Ground Floor, Detached House, Elderly Housing, Multi-Unit Residential (up to four [4] units), Townhouse, Two-Flat, Assisted Living, Nursing Home, accessory parking and accessory and related uses.
 - In spite of this not being a defined term, or permitted use, in the Chicago Zoning Ordinance at the time of the filing for this amendment to Planned Development No. 158, medical cannabis dispensaries will not be allowed in any Sub Area of the Planned Development.
 - The Applicant acknowledges and agrees that any change to the uses above would not constitute a minor change pursuant to Section 17-13-0611-A or Statement 12; but, instead may only be approved pursuant to Section 17-13-0611-B.
 - The Central Plaza, Fullerton Plaza, Orchard Plaza, Rooftop Dog Run and Parking Garage Northeast Landscaping and Elevations are to be located and designed according to the Enlarged Open Space Plans and Loading Ramp Elevation, the Green Roof Plan and the Building Elevations (Building E, Parking Garage) exhibits to this Planned Development.
6. Business and business identification signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Planning and Development. All Off-Premise signs are prohibited within the boundary of the Planned Development.
 7. For purposes of height measurement, the heights as illustrated in the exhibits to this Planned Development 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 262,963 square feet.

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| Address: | 2300 block of North Lincoln Avenue |
| Introduced: | July 25, 2012 |
| Plan Commission: | February 20, 2014 |

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 Planning and 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 Planning and 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 terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to 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. The Applicant acknowledges and agrees that any change to the uses listed in Statement 5 or the loading dock design or operations listed in Statement 18 would not constitute a minor change pursuant to Section 17-13-0611-A or this Statement 12; but, instead may only be approved pursuant to Section 17-13-0611-B.
13. 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.
14. 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 project will have multiple green roof systems covering a minimum of 56,689 square feet (representing 50% of the total net roof site area of all new buildings) and the Applicant will pursue Leadership in Energy and Environmental Design (LEED) certification (Silver); collectively, those efforts will exceed the guidelines of the Sustainable Policy of the Department of Planning and Development.
15. The Applicant acknowledges and agrees that the rezoning of the Property from RM-5 (Residential Multi-Unit District), B3-3 (Community Shopping District) and PD 158 to B3-5 prior to re-establishing this planned development as Planned Development No. 158, as

Applicant: McCaffery Interests, Inc.
Address: 2300 block of North Lincoln Avenue
Introduced: July 25, 2012
Plan Commission: February 20, 2014

amended, for construction of this Planned Development triggers the requirements of Section 2-45-110 of the Municipal Code (the “Affordable Housing Ordinance”). Any developer of a “residential housing project” within the meaning of the Affordable Housing Ordinance must: (i) develop affordable housing units as part of the residential housing project; (ii) pay a fee in lieu of the development of affordable housing units; or (iii) any combination of (i) and (ii). Pursuant to the Affordable Housing Ordinance, the Applicant has agreed to set aside 10% of the total number of housing units in the buildings designated as A1 and A2 on the site plan as affordable housing units and pay a fee in lieu of the development of affordable housing units in the building designated as G on the site plan, as set forth in the Affordable Housing Profile Form attached hereto as an exhibit. The Applicant agrees that affordable rental units must be affordable to households earning no more than 60% of the Chicago Primary Metropolitan Statistical Area Median Income (AMI), as updated annually by the City of Chicago. The affordable housing unit mix will be the same as the overall market-rate unit mix in Buildings A1 and A2. If the Applicant subsequently reduces (or increases) the number of dwelling units in the Planned Development, the Applicant shall update and resubmit the Affordable Housing Profile Form to the Department of Planning and Development (“DPD”) for review and approval, and DPD may adjust the number of required Affordable Units and/or the amount of the Cash Payment, as applicable, without amending the Planned Development. However, under no circumstance shall Owner elect an in-lieu contribution or a combination of in-lieu contributions as permitted under 2-45-110(d) for the buildings designated as A1 or A2 on the site plan. In the event that Owner elects to sell any portion of the buildings designated as A1 or A2 as condominium units or cooperative shares prior to the expiration of thirty years, Owner agrees that it shall still set aside no less than 10% of the units as affordable rental or for-sale housing units, as those terms are defined in Section 2-45-110 of the Ordinance. For sale units shall be placed in the Chicago Community Land Trust for sale. Prior to the issuance of any building permits for any residential building in the Planned Development, including, without limitation, excavation or foundation permits, the Applicant must either make the required Cash Payment (for building G as designated on the site plan), or execute and record an Affordable Housing Agreement in accordance with Section 2-45-110(i)(2) (for buildings providing affordable units), as applicable. 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 for each rental building will be recorded against the building and underlying property and will constitute a lien against such building and property. The Commissioner of DPD may enforce remedies for any breach of this Statement 15, including, without limitation, any Affordable Housing Agreement, and enter into settlement agreements with respect to any such breach, subject to the approval of the Corporation Counsel, without amending the Planned Development.

16. There are six (6) existing structures within the boundaries of this Planned Development, five (5) have historic designation:

- 2422 North Orchard Street (also known as the Kohl House) is located in the Arlington-Deming Chicago Landmark District. As such this building is subject to the Chicago Landmark Ordinance and the Commission on Chicago Landmarks Rehabilitation and

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New Construction Guidelines. This building is to be retained and renovated per the Building Elevations (Building I, Kohl's House) exhibit to this Planned Development.

- 2358 North Lincoln Avenue (also known as the Dental Professional Building) is Orange-rated per the Chicago Historic Resources Survey and therefore priority is given to its rehabilitation or incorporation into new construction. The façade of the Dental Professional Building will be retained and incorporated into a new mixed-use building proposed for Sub Area D and three (3) additional stories will be added above the roofline of this historic façade. This Orange-rated façade will be supported in-place during the demolition of remainder of the building, the brick and stone will be cleaned and repaired, the existing windows will be rehabilitated, the existing storefronts and entry doors will be repaired and restored and the façade will be restored. This building will be constructed in accordance with the Building Elevations (Building D) exhibits to this Planned Development; however, the final design and setback of any upper floors added above the roofline, as well as the details for the façade retention, will be subject to final review and approval of the Landmarks Division of the Department of Planning and Development and Zoning Administrator before permit application submission.
- 2347-2367 North Lincoln Avenue (also known as the Boiler House and Laundry) is located in the Sheffield National Register District only; it is not a Chicago Landmark nor is it listed in the Chicago Historic Resources Survey. The existing Boiler House and Laundry building located along Lincoln Avenue will be retained and integrated into the new retail stores. The existing facades will be modified to extend the windows down to street level. The ground floor of the Laundry Building will be made more transparent to integrate with the adjacent retail. This building will be constructed in accordance with the Building Elevations (Building A1) exhibits to this Planned Development.
- 2375 North Lincoln Avenue (also known as the Annex) is located in the Sheffield National Register District only; it is not a Chicago Landmark nor is it listed in the Chicago Historic Resources Survey. The existing building will be demolished and a new building will be constructed on this site that closely resembles the exterior of the former Annex Building, using GFRC cladding materials, aluminum windows and steel canopies. The new building will be constructed to allow for wider sidewalks along West Fullerton and North Lincoln Avenues. The building on the exterior will be constructed as a one level retail space with generous ceiling heights. This building will be constructed in accordance with the Building Elevations (Building A1) exhibits to this Planned Development.
- 2376-2380 North Lincoln Avenue (also known as the Ward Mitchell Building) is located in the Sheffield National Register District only; it is not a Chicago Landmark nor is it listed in the Chicago Historic Resources Survey. The building will be retained and will be restored in place, if possible. The exterior terra cotta will be cleaned and repaired, the existing storefront windows will be replaced along with the stone storefront base and the structure on the interior of the building will be replaced to provide higher ceilings for retail tenants. If it is not reasonably possible to rehabilitate the structure in place, the

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building will be demolished and a new building will be constructed with the same size, scale and mass and in materials similar to the existing cream terra cotta. This building will be rehabilitated or constructed in accordance with the Building Elevations (Building C) exhibit to this Planned Development.

- 710 West Fullerton Avenue (also known as the Nellie Black Building) has no historic designations. The building will be demolished and a new building constructed on the site. The exterior of the new building will resemble the exterior features of the former Nellie Black building with similar brick and stone, similar windows and cornice lines and will be constructed to similar proportions and scale. The new construction will include at least one level of below grade parking below the new building. This building will be constructed in accordance with the Building Elevations (Building H) exhibit to this Planned Development.

17. Pursuant to Section 17-10-0503, the Applicant shall be allowed to lease a total of 164 spaces (representing 45%) of their 364 required accessory residential parking spaces in the 850-space Sub Area E parking garage; included in such leasable space count are the following:
- 46 spaces for the exclusive use of the occupants of the building located at 759 West Belden Avenue
 - 35 spaces for the exclusive use of the occupants of the Chicago Public School's Abraham Lincoln Elementary School, located at 615 West Kemper Place

Furthermore, on a temporary, yet recurring basis, valet parking and the utilization of tandem parking arrangements shall be permitted within the 850-space Sub Area E parking garage.

18. The Applicant acknowledges and agrees that the Fullerton Avenue Loading Dock design and operations, as detailed in the Enlarged Open Space Plans and Loading Ramp Elevation exhibit to this Planned Development, will accommodate the residential, retail and commercial uses of Sub Areas A1, A2, B, G and H of this Planned Development through the provision of eight (8) loading bays, two (2) of which can accommodate WB-50 trucks, with one (1) additional holding bay. The entrance ramp to the Fullerton Avenue Loading Dock, as well as the below-grade dock area itself, shall be of sufficient dimensioning to accommodate the head-in arrival and head-out departure of WB-50 trucks (the maximum size of truck allowed to use the loading docks of this Planned Development). Ingress to and egress from the Fullerton Loading Dock will be prohibited on weekdays between the hours of 7:00 A.M. to 9:00 A.M. and 4:00 P.M. to 6:00 P.M.

Loading operations for other sub areas shall be administered as follows:

- All loading for the uses in Sub Area C shall take place from loading zones along North Halsted Street.
- All loading for the uses in Sub Area D shall take place from the adjacent west alley, via the loading berth described in the Partial CDOT Site Plan (Lower Level Loading, Building D) exhibit to this Planned Development; such loading shall be limited to panel trucks or similar such vehicles of approximately 30' in length.

Applicant: McCaffery Interests, Inc.
 Address: 2300 block of North Lincoln Avenue
 Introduced: July 25, 2012
 Plan Commission: February 20, 2014

- All loading for the uses in Sub Area E shall take place from loading zones along North Lincoln Avenue.
- All loading for the uses in Sub Area I shall take place from the adjacent west alley.

The Applicant acknowledges and agrees that any change to the loading dock design or to any loading operations listed above would not constitute a minor change pursuant to Section 17-13-0611-A or Statement 12; but, instead may only be approved pursuant to Section 17-13-0611-B.

19. The Applicant commits to provide and fully-fund the infrastructure and rights-of-way improvements and other modifications as detailed in the Overall CDOT Site Plan, the Partial CDOT Site Plans, the Enlarged Open Space Plans and Loading Ramp Elevation and the Public Way Infrastructure Improvements and Traffic Demand Management Requirements exhibits to this Planned Development. The funding, design and provision of all such improvements and modifications, except for the conceptual right-of-way configurations as indicated on the Overall CDOT Site Plan and the Partial CDOT Site Plans (Lincoln/Fullerton/Halsted Intersection) exhibits to this Planned Development north of West Fullerton Avenue: A) will be the responsibility of the Applicant, B) will be subject to review and installation scheduling by the Department of Transportation; and, C) 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. All requirements contained in this Planned Development shall comply with the provisions of all applicable City Ordinances, Rules and Regulations.
20. This Planned Development shall be governed by Section 17-13-0612 of the Zoning Ordinance. Should this Planned Development ordinance lapse, the Commissioner of the Department of Planning and Development shall initiate a Zoning Map Amendment to rezone the property to Planned Development No. 158, as amended (June 27, 2012).

Applicant: McCaffery Interests, Inc.
Address: 2300 block of North Lincoln Avenue
Introduced: July 25, 2012
Plan Commission: February 20, 2014