

KILBOURN SQUARE (PHASE II)

**FIRST AMENDED DETAILED PLAN PROJECT DESCRIPTION
AND OWNER'S STATEMENT OF INTENT (THE "STATEMENT")**

C.O.H., Inc. (a/k/a the City of Hope) (the "Owner") owns and desires to develop portions of existing buildings and parking areas at the western half of the former Sinai Samaritan West Campus (collectively, the "Site"). The Site is located at the northeast corner of North 23rd Street and West Kilbourn Avenue, spans the southern portion of the block bounded by North 23rd and 24th Streets and West Kilbourn Avenue and includes the existing surface parking lot at the northwest corner of North 22nd and West State Streets. The Site is legally described on Exhibit A attached hereto. The Site will constitute the second phase of development for the larger 15.35-acre development known as Kilbourn Square. (The City of Milwaukee Common Council adopted general planned development zoning for Kilbourn Square on March 2, 1999 pursuant to Ordinance No. 981288. While detailed planned development zoning was adopted for a portion of the Site on September 22, 2000, pursuant to Ordinance No. 00046, the plans referenced in such dpd zoning were not implemented prior to Owner obtaining an interest in the Site.) In this phase of development, the Owner intends to renovate and rehabilitate the existing Building C (containing approximately 33,445 square feet of space), the first floor of existing Building D (including approximately 32,930 square feet of space) and a small portion of the first floor of existing Building B connecting Buildings C and D, together with approximately 160 spaces in the surface parking areas across North 23rd and State Streets.

1. A detailed planned development vicinity map showing the boundaries of the Site, the territory within 1,000 feet of the Site, proposed access to the Site and community facilities in the surrounding area was included with previous rezoning applications. The Site is currently serviced by adequate public rights of way. North 23rd and 24th Streets and West Kilbourn Avenue abut the Site's boundaries. West Kilbourn Avenue connects the Site with Downtown Milwaukee eight blocks to the east. Access from the Site to the federal highway system is available five blocks to the south. Community facilities in the surrounding area include: public schools to the north and south, Marquette University to the south and the remainder of the Kilbourn Square General Planned Development to the east, including the Milwaukee Science Academy.

2. The Site Plan included with this Statement and labeled Detailed Planned Development Site Plan (the "Site Plan") shows the exterior boundaries, legal description and area of the Site. As mentioned above, the Site currently contains all of the buildings described above. The Owner does not propose to significantly change the exterior of the buildings, except that four outside doors

will be added to the west elevation of Building C for fire exiting purposes and the west wall of Building C will be moved out by approximately four feet to accommodate one indoor parking space, as noted on the Site Plan. All other proposed upgrades will be to the interior of the buildings. The Owner intends to renovate all of the interior space in existing Building C (consisting of approximately 33,445 square feet of floor area with four stories and a ground floor). In addition, 32,930 square feet on the first floor of Building D and 3,460 square feet on the first floor of Building B will be renovated in this development phase. The Site also contains approximately 160 spaces in the surface parking lots located at the northwest corner of North 23rd Street and West Kilbourn Avenue and at the northwest corner of North 22nd and West State Streets. Parking areas will be repaved and restriped as needed to serve the Owner and its tenants and guests who occupy and utilize the renovated buildings. Perimeter fencing around the entire surface lot between 23rd and 24th Streets and Kilbourn and State Streets will be repaired in conjunction with readying parking spaces there for reuse; all damaged fence portions will be restored and wooden slats will be uniformly painted and replaced.

3. As indicated on the Site Plan, the Owner intends to retain and renovate the existing buildings. Renovation work will concentrate on interior buildouts. Only limited exterior work on the existing buildings (the addition of four exits at Building C and the wall extension to accommodate an indoor parking space) is proposed. Photos showing the existing exterior elevations of the building are included with this Statement and separately labeled.

Those uses described in the First Amended Kilbourn Square General Plan Project Description and Owner's Statement of Intent will be permitted at the Site. In this second development phase, the City of Hope and First Love Assembly of God church propose to relocate existing Christian, educational and church programming from their current site across State Street (2324 West State Street) to Building C and portions of Buildings D and B, as shown on the enclosed Floor Plans.

Programming at Building C will include various Christian and educational uses, consisting of offices, Bible training, leadership training, GED and job skills training, and staff and student housing, including one dwelling unit for an on-site manager and his or her family. Christian and educational uses shall be tailored toward training urban ministers and implementing urban ministry programs. All Christian and educational uses shall be monitored by trained professionals and restricted to the hours of between 8 a.m. and 10 p.m. All housing or dormitory uses shall be restricted to individuals involved in an on-site training program for a duration of at least two weeks and, in many cases, significantly longer. Building C will be reconfigured to accommodate six offices, up to

nine meeting rooms, up to 40 dormitory rooms, and the on-site manager's dwelling unit, all as depicted on the enclosed Floor Plans. Upon completion of Building C, First Love Assembly of God church will hold regular services in the largest meeting room on the Building's ground floor. First Love's congregation currently includes approximately 40 individuals. The congregation may grow, but not more than 150 individuals shall attend any worship service on the Site at any one time. In addition to worship services, other traditional church activities such as Bible studies, social activities and community outreach events may be held at the Site, provided that not more than one community outreach event may occur in any one month.

The Owner has already begun to renovate Building D to accommodate up to 30 additional City of Hope and First Love offices, five additional meeting rooms and a cafeteria/food preparation and food service area. In addition, until an occupancy permit is obtained for the large ground floor meeting room in Building C, First Love will hold traditional church services in the largest meeting room in Building D. The large kitchen in Building D will be upgraded for food service and preparation for consumption both on- and off-site. A cafeteria shall be open for breakfast and lunch to offer on-site food service. In addition, food may be prepared for off-site consumption pursuant to independent contracts, including contracts for servicing the lunch programs for the Milwaukee Science Academy and five other schools. Deliveries for food service/preparation shall utilize the existing loading dock at the north side of Building D and shall be restricted to the hours of 6:30 a.m. to 2:00 p.m. on weekdays. In addition, Building D may house a small retail store accessible only to specialty groups associated with the Owner and/or its tenants. All goods sold at such store shall be new; no used goods may be resold at the Site. See the enclosed Floor Plans.

Building B will be renovated to accommodate up to eleven offices and to provide covered access between Buildings C and D.

Buses and other vehicles servicing the Site may be parked and stored in an existing alley surrounded on three sides by the north wall of Building D and near the existing loading dock on the north side of Building D. Owner shall not park or store service vehicles overnight at any other location on the Site.

From time to time but not more often than once per month, all or portions of the Site may be used for special events sponsored by the Owner and/or its tenants. These special events may include a health and wellness fair and/or health screening and shall be consistent with the Owner's Christian and educational focus. No outdoor activities related to special events may be held after 11:00 p.m. or before 8:00 a.m.

Notwithstanding the Owner's expectations for the current uses at the Site, the Owner reserves the right, at any time, to convert uses at the Site, or any portion thereof, to any uses permitted under the Kilbourn Square First Amended General Plan Project Description and Owner's Statement of Intent and to allow other operators and/or tenants to undertake Site operations consistent with applicable zoning restrictions. Under no circumstances, however, shall the Site be used for any of the following uses: (a) homeless shelters, (b) meal distribution programs where all activities (including waiting in line) do not occur inside a building, (c) food or clothing distribution programs where all activities (including waiting in line) do not occur inside a building, or (d) second-hand or resale stores where all activities (including waiting in line) do not occur inside a building.

4. All signage at the Site will be consistent with an integrated mixed use development and comply with the signage standards approved for the Kilbourn Square General Planned Development. At this point, Owner plans only to replace two existing pillar-mounted signs and one wall-mounted building sign at the Site entrance facing Kilbourn Avenue. These signs will be replaced with signs similar in size and character to the existing ones. See the enclosed photos. The proposed locations of the replacement monument signs and wall sign are depicted on the Site Plan. As set forth in the approved signage standards, no sign shall exceed 15 feet in height and the sign face for any directory-type sign shall not exceed 32 feet in area. Owner agrees that any additional signs must be approved by City staff prior to installation on the Site.

5. Lighting at the Site will comply with applicable City codes and ordinances. All lighting shall minimize glare onto adjoining properties and shall not be intermittent.

6. At this point, the Owner does not intend to significantly change any grading on the Site. In connection with installation of the building exit at the west elevation of Building C, however, re-grading and a retaining wall will be installed to accommodate pedestrian ingress and egress.

7. Storm and sanitary sewers, water mains and laterals, parking and roadway storm inlets will either remain in their existing locations as shown on the Site Plan or be extended to the Site via laterals connecting to existing utility lines in abutting public streets. Any new utility lines, mains and laterals installed to serve the Site shall be buried underground.

8. The existing landscaping surrounding the building and the mature street trees and metal fencing surrounding the parking areas will be preserved (and restored as described above) and continue to buffer the Site from the surrounding neighborhood. In addition, a landscape plan for the surface parking lot included in

the Site will be developed and submitted to City staff as soon as all existing buildings on the Site are fully occupied and the Owner is able to develop a coordinated landscape plan.

Minor modifications may occur to the detailed plans included with this Statement.

EXHIBIT A

WEST PARCEL

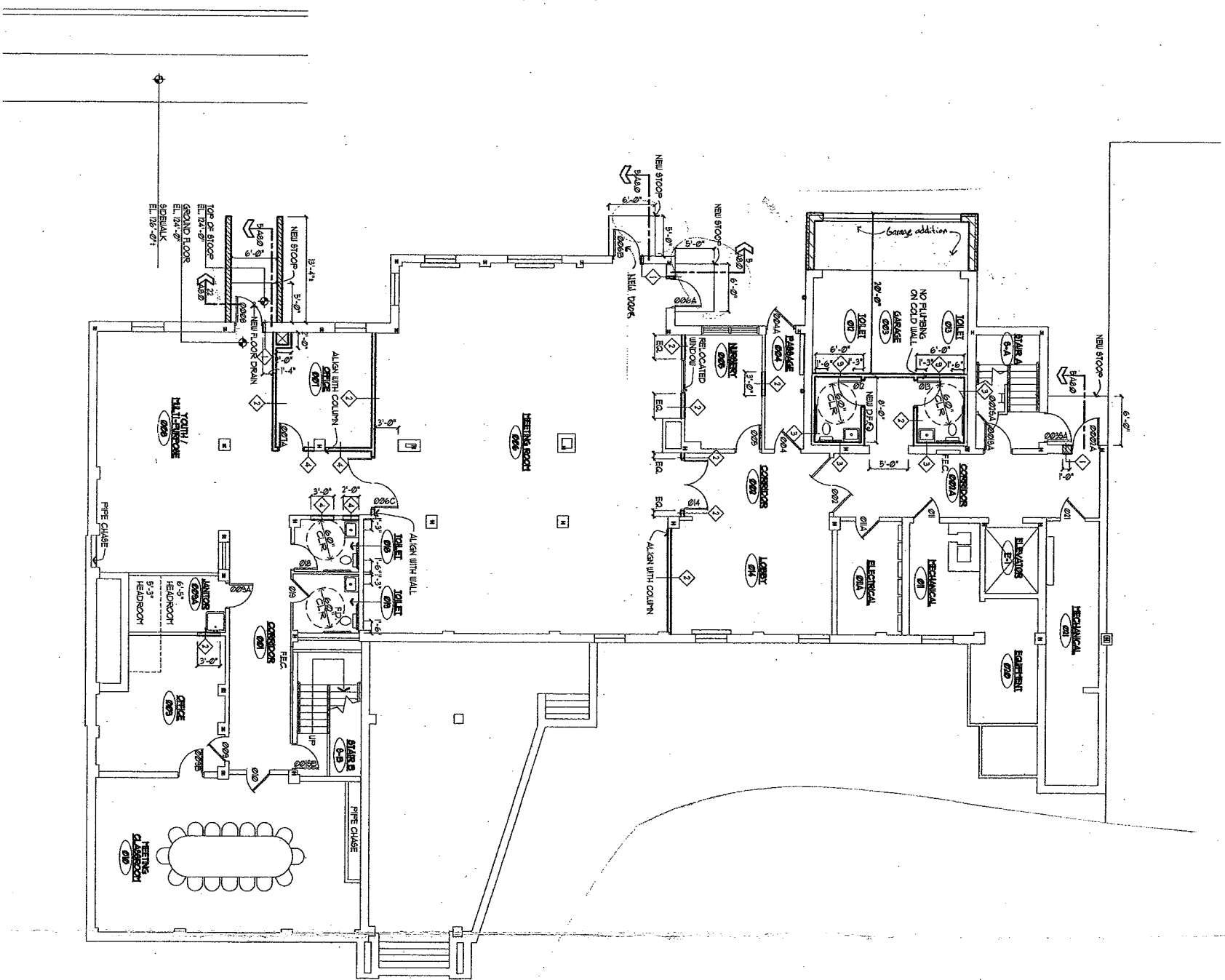
LOTS 21, 22, 25, 26, 29, 30, 33, 34, 35, 36, 37, 38 AND 39 AND PART OF LOTS 18, 19, 20, 23, 24, 27, 28, 31, 32 AND 40 IN BLOCK 238 AND PART OF THE VACATED ALLEYS THEREIN IN SUBDIVISION OF THE NORTH 12.918 ACRES OF THE EAST 21.2378 ACRES OF THE WEST 100 ACRES OF THE NORTHWEST 1/4 OF SECTION 30, TOWN 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHEAST CORNER OF SAID LOT 34; THENCE SOUTH 89°48'02" WEST ALONG THE NORTH LINE OF WEST KILBOURN AVENUE 167.55 FEET TO A POINT; THENCE NORTH 00°11'17" WEST 295.15 FEET TO A POINT; THENCE NORTH 89°48'43" EAST 167.55 FEET TO THE WEST LINE OF NORTH 23RD STREET; THENCE SOUTH 00°11'17" EAST ALONG SAID WEST LINE 295.11 FEET TO THE POINT OF BEGINNING.

EAST PARCEL

ALL OF PARCEL 1 AND PART OF PARCEL 2 OF CERTIFIED SURVEY MAP NO. 6876 IN THE NORTHEAST 1/4 AND SOUTHEAST 1/4 OF THE NORTHWEST 1/4 OF SECTION 30, TOWN 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN, BOUNDED AND DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHWEST CORNER OF SAID PARCEL 1; THENCE NORTH 00°10'23" WEST ALONG THE EAST LINE OF NORTH 23RD STREET 253.25 FEET TO A POINT; THENCE NORTH 89°49'37" EAST 106.98 FEET TO A POINT; THENCE NORTH 00°11'58" WEST 147.58 FEET TO A POINT; THENCE NORTH 89°49'37" EAST 112.42 FEET TO A POINT; THENCE SOUTH 00°18'38" EAST 89.74 FEET TO A POINT; THENCE SOUTH 89°29'24" EAST 187.15 FEET TO A POINT; THENCE SOUTH 00°12'47" EAST 87.18 FEET TO A POINT; THENCE SOUTH 88°18'16" WEST 12.60 FEET TO A POINT; THENCE NORTH 00°11'42" WEST 1.00 FEET TO A POINT; THENCE SOUTH 89°48'18" WEST 0.80 FEET TO A POINT; THENCE NORTH 02°21'31" WEST 3.64 FEET TO A POINT; THENCE SOUTH 89°33'42" WEST 8.16 FEET TO A POINT; THENCE SOUTH 00°15'42" EAST 54.37 FEET TO A POINT; THENCE NORTH 89°48'47" EAST 11.90 FEET TO A POINT; THENCE SOUTH 00°10'11" EAST 80.32 FEET TO A POINT; THENCE SOUTH 89°59'03" WEST 28.27 FEET TO A POINT; THENCE SOUTH 00°05'46" EAST 91.25 FEET TO THE NORTH LINE OF WEST KILBOURN AVENUE; THENCE SOUTH 89°48'52" WEST ALONG SAID NORTH LINE 368.63 FEET TO THE POINT OF BEGINNING.

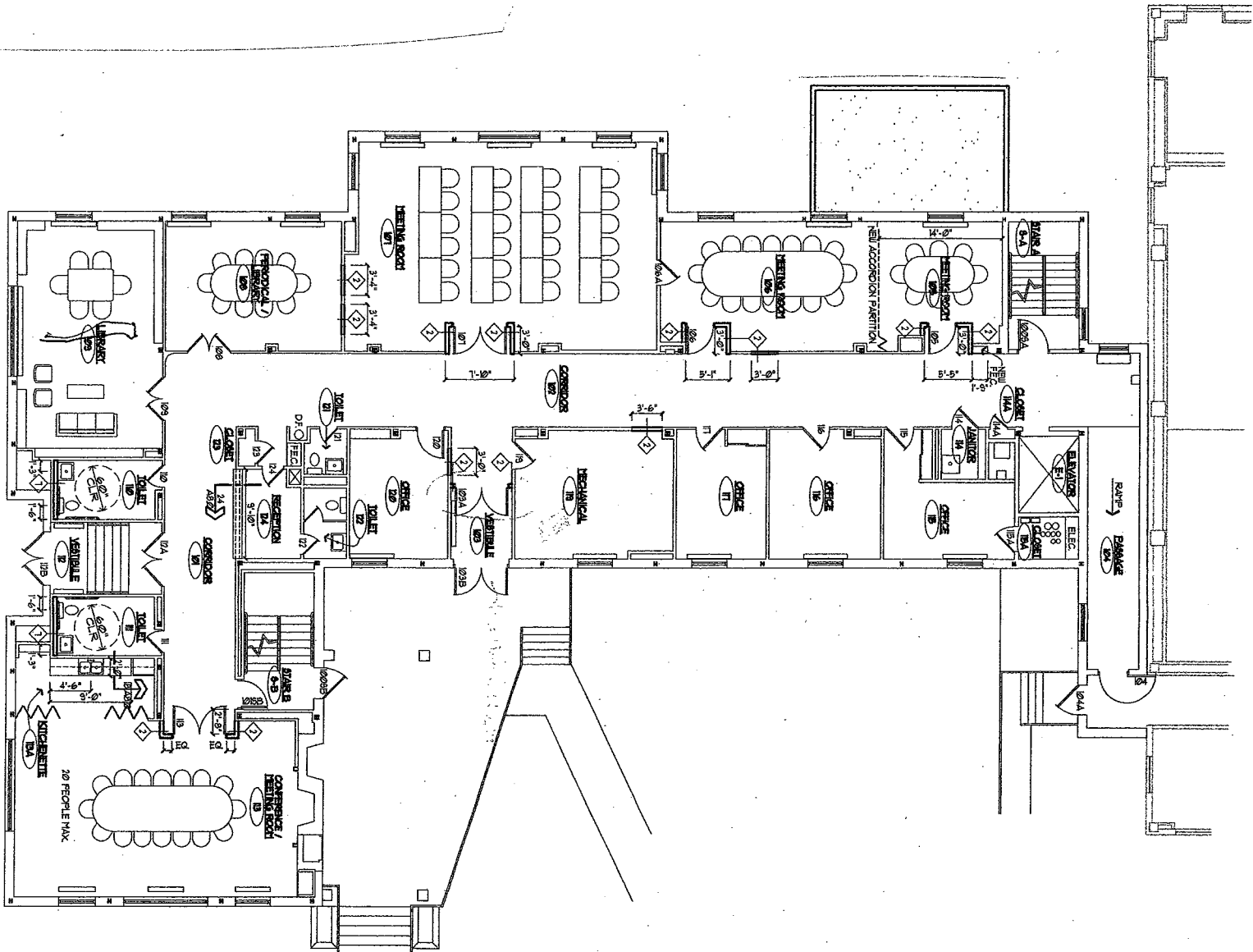
NORTH PARCEL

LOTS 9, 10, 11, 12 AND THE EAST 17.5 FEET OF LOT 13 IN BLOCK 3 IN MINER'S SUBDIVISION OF PART OF THE NORTHWEST 1/4 OF SECTION 30, TOWN 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN.



19 Ground Floor Plan
1/8" = 1'-0"

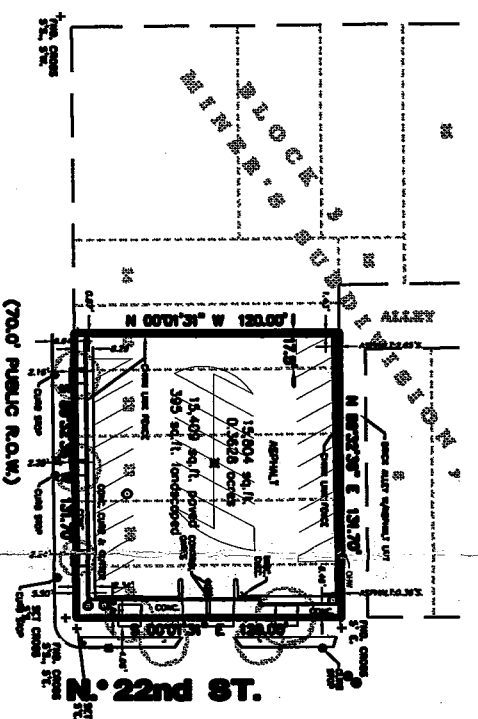
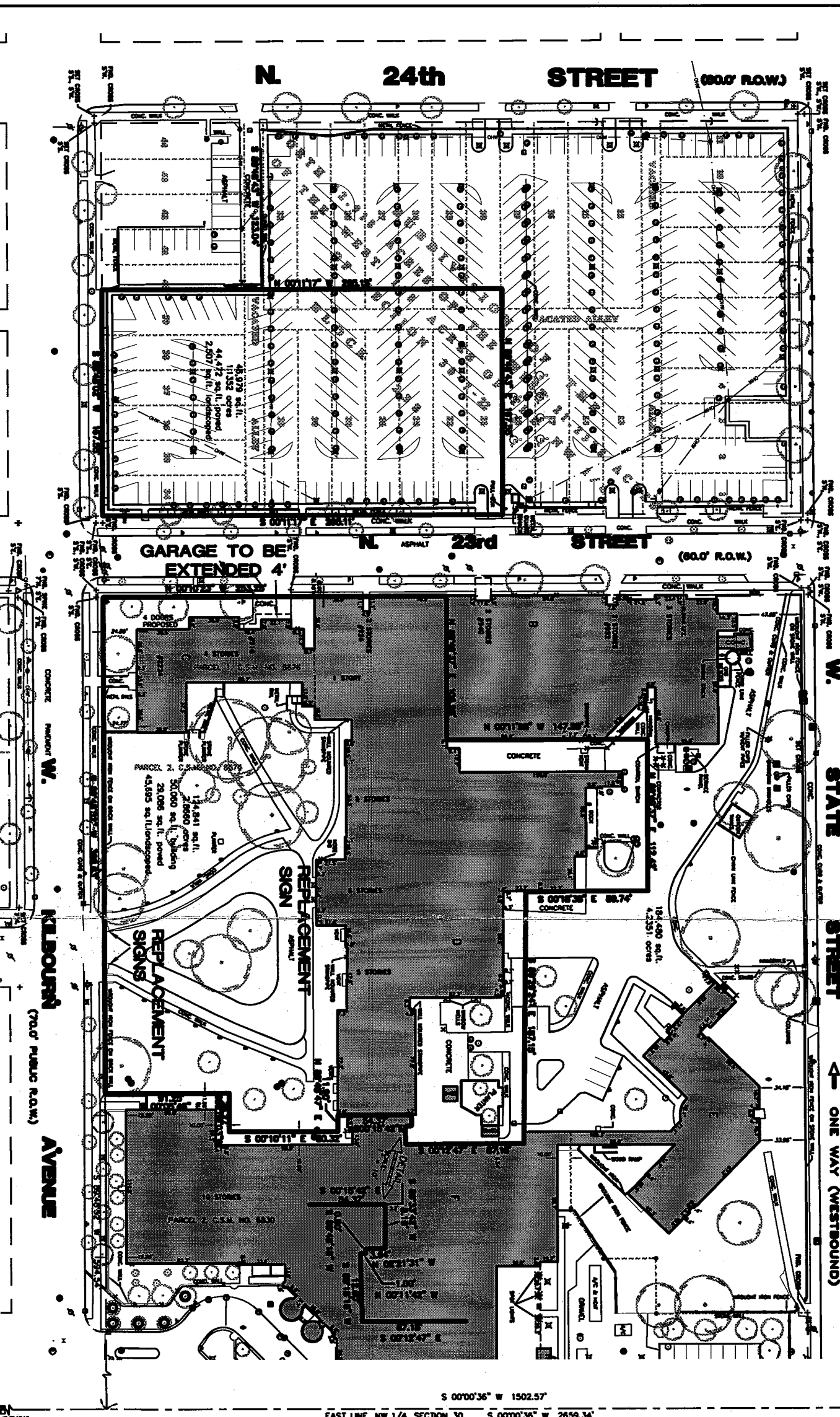
Apr-04-03



22 First Floor Plan
1/8" = 1'-0"

Apr-04-03

DETAILED PLAN DEVELOPMENT KILBOURN SQUARE PHASE II



KILBOURN SQUARE

PHASE II

DETAILED PLANNED DEVELOPMENT

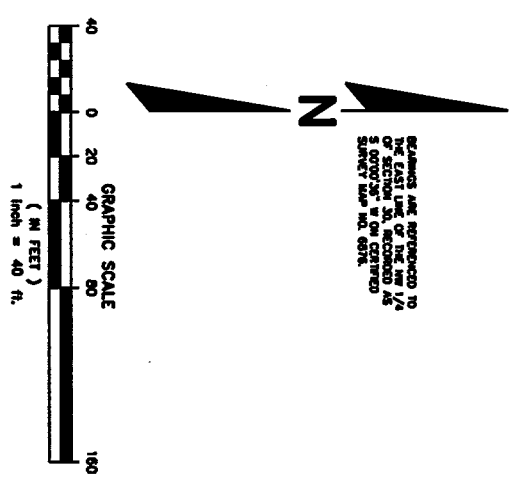
SITE PLAN

SITUATED ON WEST STATE STREET IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN

WEST PARCEL: LOTS 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38 AND 39 AND PART OF LOTS 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32 AND 40 IN BLOCK 238 AND PART OF THE VACATED ALLEY THEREIN IN SUBDIVISION OF THE NORTH 12.918 ACRES OF THE EAST 1/4 SECTION 30, TOWNSHIP 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN, BOUNDARIES AND DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHWEST CORNER OF SAID LOT 34; THENCE SOUTH 89°49'02" WEST ALONG THE NORTH LINE OF WEST KILBOURN AVENUE, 187.25 FEET TO A POINT; THENCE NORTH 0°01'17" WEST 285.15 FEET TO A POINT; THENCE NORTH 89°48'43" EAST 187.25 FEET TO THE WEST LINE OF NORTH 23RD STREET; THENCE SOUTH 0°01'17" EAST ALONG SAID WEST LINE 285.11 FEET TO THE POINT OF BEGINNING.

EAST PARCEL: 1 AND PART OF PARCEL 2 OF CERTIFIED SURVEY MAP NO. 8076 ALL OF PARCEL 1 AND SOUTHEAST 1/4 OF THE NORTHWEST 1/4 OF SECTION 30, TOWNSHIP 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN, BOUNDARIES AND DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHWEST CORNER OF SAID PARCEL 1; THENCE NORTH 0°01'23" WEST ALONG THE EAST LINE OF NORTH 23RD STREET 253.25 FEET TO A POINT; THENCE NORTH 89°49'37" EAST 106.98 FEET TO A POINT; THENCE NORTH 112°42' FEET TO A POINT; THENCE SOUTH 0°01'35" EAST 89.74 FEET TO A POINT; THENCE SOUTH 89°29'24" EAST 187.18 FEET TO A POINT; THENCE SOUTH 0°01'47" EAST 87.18 FEET TO A POINT; THENCE SOUTH 89°18'16" WEST 128.00 FEET TO A POINT; THENCE NORTH 0°01'42" WEST 1.00 FEET TO A POINT; THENCE SOUTH 89°48'18" WEST 0.80 FEET TO A POINT; THENCE NORTH 0°27'31" WEST 3.84 FEET TO A POINT; THENCE SOUTH 89°33'42" WEST 8.16 FEET TO A POINT; THENCE SOUTH 0°01'42" EAST 34.57 FEET TO A POINT; THENCE NORTH 89°48'41" EAST 11.50 FEET TO A POINT; THENCE SOUTH 89°37'02" WEST 80.32 FEET TO A POINT; THENCE SOUTH 89°18'16" WEST 81.92 FEET TO A POINT; THENCE SOUTH 89°48'43" EAST 81.92 FEET TO THE NORTH LINE OF WEST KILBOURN AVENUE; THENCE SOUTH 89°48'43" WEST ALONG SAID NORTH LINE 368.63 FEET TO THE POINT OF BEGINNING.

NORTH PARCEL: LOTS 9, 10, 11, 12 AND THE EAST 12.5 FEET OF LOT 13 IN BLOCK 3 IN WILMERS SUBDIVISION OF PART OF THE NORTHWEST 1/4 OF SECTION 30, TOWNSHIP 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN, AUGUST 5, 2001 CITY OF HOPE DRAWING NO. 160132 - MHK



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