

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

West Side Preservation, L.L.C. and C.O.H., Inc. (a/k/a the City of Hope) (collectively, "Owner") own approximately 15.35 acres of land, seven existing buildings totaling over 650,000 square feet of area and related improvements formerly used as the Sinai Samaritan West Campus (the "Site"). The Site consists of roughly a four-block area bounded to the north by West State Street, to the east by North 20th Street, to the south by West Kilbourn Avenue and to the west by North 24th Street. The Site also includes two small parcels used for parking: a surface lot located at the northwest corner of State Street and North 22nd Street and a small parking structure located on Kilbourn Avenue between North 22nd and 23rd Streets. The Site is legally described on the application form and in the Plat of Survey (the "Survey") included with the original General Plan Project Description and Owner's Statement of Intent (the "Original Statement").

The Owner proposes to renovate all existing buildings at the Site into an integrated mixed use development. In addition, the Owner may, in future phases, undertake new construction on the vacant parcels included within the Site. The uses that will be permitted at the Site are set forth in paragraph 3 below. The Owner has named the Site "Kilbourn Square."

1. A general plan 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 is included with the Original Statement and labeled Vicinity Map (the "Vicinity Map"). The Site is currently serviced by adequate public rights of way. West State Street, North 20th Street, West Kilbourn Avenue and North 24th Street abut the Site's boundaries. In addition, North 23rd Street and private driveways run through the Site. Both West State Street and Kilbourn Avenue connect 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. As outlined on the Vicinity Map, community facilities in the surrounding area include: public schools to the north and south, Marquette University to the south and the Milwaukee Rescue Mission and Campus Circle to the east.

2. The Survey included with the Original Statement shows the exterior boundaries, legal description and area of the Site. As mentioned above, the Site originally contained seven buildings totaling over 650,000 square feet of floor

area. A number of these buildings are inter-connected. These buildings are identified on the Survey as follows:

- (a) Building A was a small four-story building containing approximately 17,144 square feet and located at the northeast corner of West Kilbourn Avenue and North 24th Street, but it has recently been demolished.
- (b) Building B is the original Sinai Samaritan Hospital building containing approximately 80,000-90,000 square feet. It is located near the center of the Site.
- (c) Building C contains approximately 33,445 square feet and is located to the rear of Building B near Kilbourn Avenue.
- (d) Building D is a six story, approximately 100,914 square foot building abutting Building B at the east.
- (e) Building E fronts on West State Street and contains approximately 32,536 square feet.
- (f) Building F is a 12-story building consisting of approximately 287,803 square feet of space and including a 250-seat auditorium/theater.
- (g) Building G contains approximately 93,853 square feet and abuts Building F at the east.
- (h) In addition, there are two existing structures on the Site which will also likely be demolished. These structures include a three-story, 4,542 square foot building and a power house abutting Building B which contains the power generating facilities for the Site.

The Site contains two large surface parking lots. These lots are located adjacent to North 20th Street and North 24th Street. Additional parking is provided in a small surface lot located on West State Street to the north of Building E and in a small parking structure located on West Kilbourn Street to the south of Building C. There are presently a total of approximately 732 parking spaces on the Site.

The Site is bordered by a tree-lined landscaped buffer. Mature trees and other landscaping elements are interspersed throughout the Site.

The size and configuration of each of the above-described buildings and related improvements are subject to change. The Owner may enlarge, diminish or demolish any of the buildings during the course of developing the Site.

3. A general plan development site plan showing the general location and dimensions of all existing structures and improvements was included with the original Statement and labeled Site Plan (the "Site Plan"). The Site Plan will likely change during the course of development. The following uses will be permitted at the Site: (Except as specifically provided below, all terms will have the meanings set forth in Milwaukee Code of Ordinances Chapter 295.)

(a) All types of office use, ranging from general offices to professional offices, offices of banks and other financial institutions (which may include drive-thrus) and membership organization offices;

(b) Intermediate and skilled nursing care facilities and nursing homes, provided that no such facilities shall provide treatment to individuals recovering from drug or alcohol addictions;

(c) Colleges, universities, specialty schools and dormitories serving the same;

(d) Research or testing laboratories;

(e) Day care centers which may operate up to 24 hours per day and which may include sick child care;

(f) Schools, including nursery, elementary or secondary schools, either public or private, provided that no schools shall be dedicated to educating expelled students, juvenile offenders or truants;

(g) Social service facilities limited to providing training, education and/or counseling services and not providing any kind of alcohol or drug-related programs.

(h) Community centers or food preparation facilities (for both off-site consumption and consumption on-site by residents, owners, occupants, tenants and students at the Site);

(i) Public or quasi-public facilities including all types of government facilities other than prisons, jails or community correctional centers (whether residential or non-residential);

(j) General retail establishments or general purpose grocery stores with a maximum of 15,000 square feet of total area. A general retail establishment or general purpose grocery store at the Site may be integrated into a larger mixed use development project;

(k) Parking lots and parking structures;

(l) Single family, two family and multifamily dwellings, including a dwelling unit for an on-site manager and his or her family;

(m) Restaurants at which food and beverages may be served for consumption either on the premises or as "take-out" off the premises, provided that no restaurants shall have a drive-thru facility for dispensing food or beverages primarily to customers in motor vehicles;

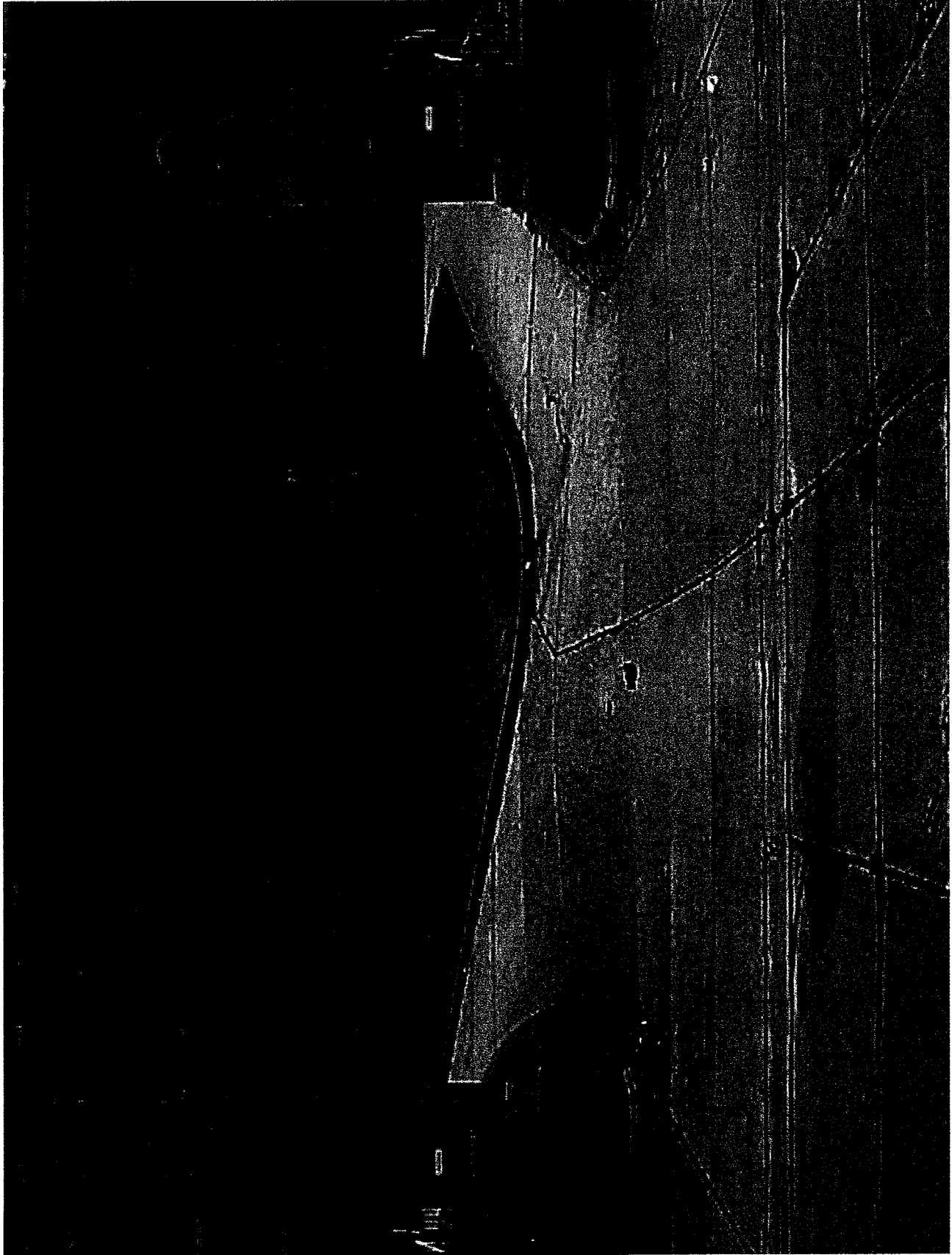
(n) Churches with a congregation not to exceed 150 members;
and

(o) Dormitories accessory to permitted church uses.

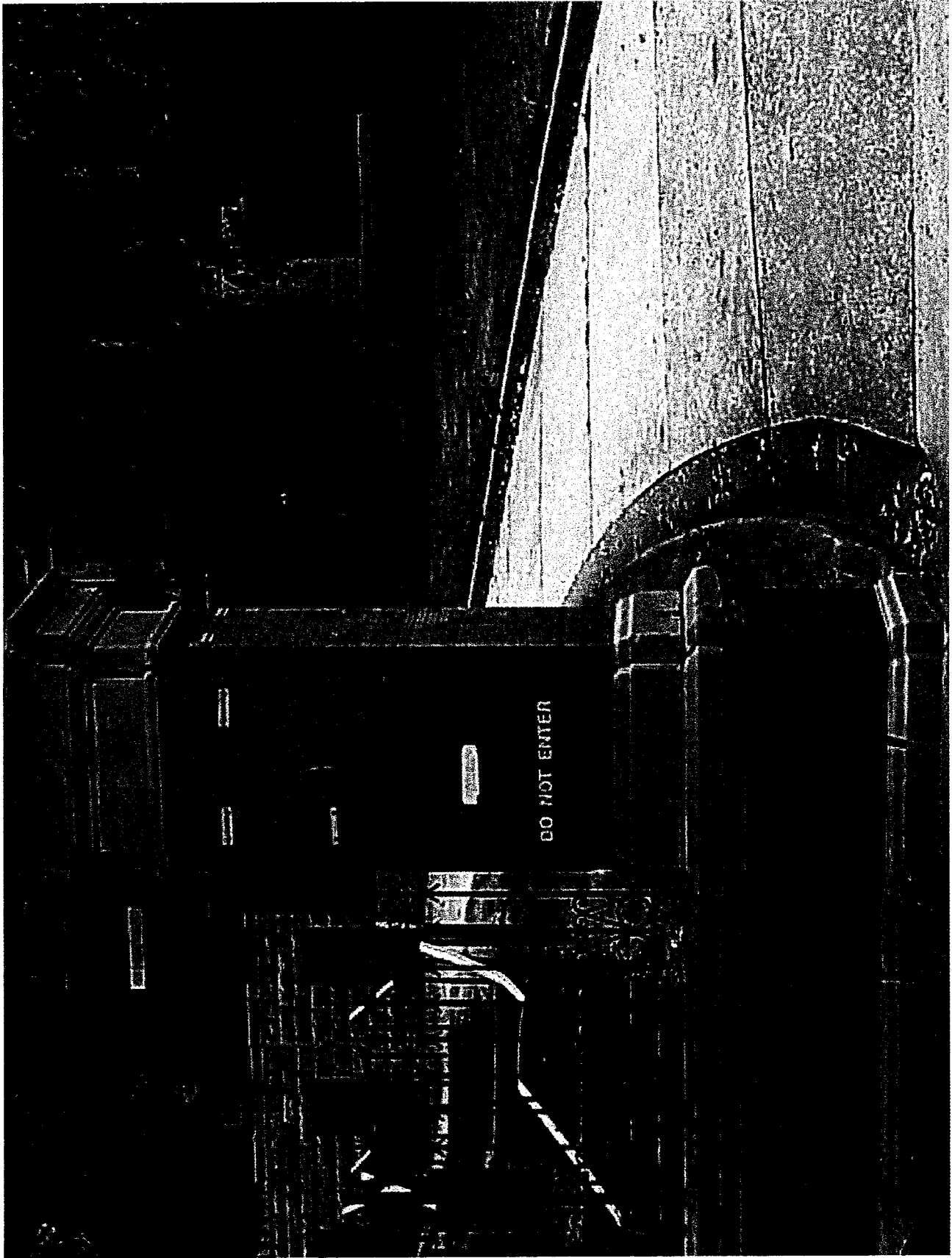
4. None of the uses permitted under paragraph 3 above shall include mental health assisted living, where treatment is the basis for admission, or homeless shelters. None of the uses permitted under paragraph 3 above shall include any type of drug or alcohol-related detoxification center or facility. Further, there shall be no dispensing at the Site of drugs or medicines for psychiatric care or drug or alcohol rehabilitation.

5. Any new improvements on the Site shall be designed and constructed in accordance with the design standards included with this Statement and labeled Design Standards for New Structures. In addition, a separate detailed plan must be submitted to the City of Milwaukee Department of City Development for each stage of development, pursuant to Milwaukee Code of Ordinances section 295-810, et seq. Each detailed plan must conform to the development concepts set forth in this Statement and any companion materials.

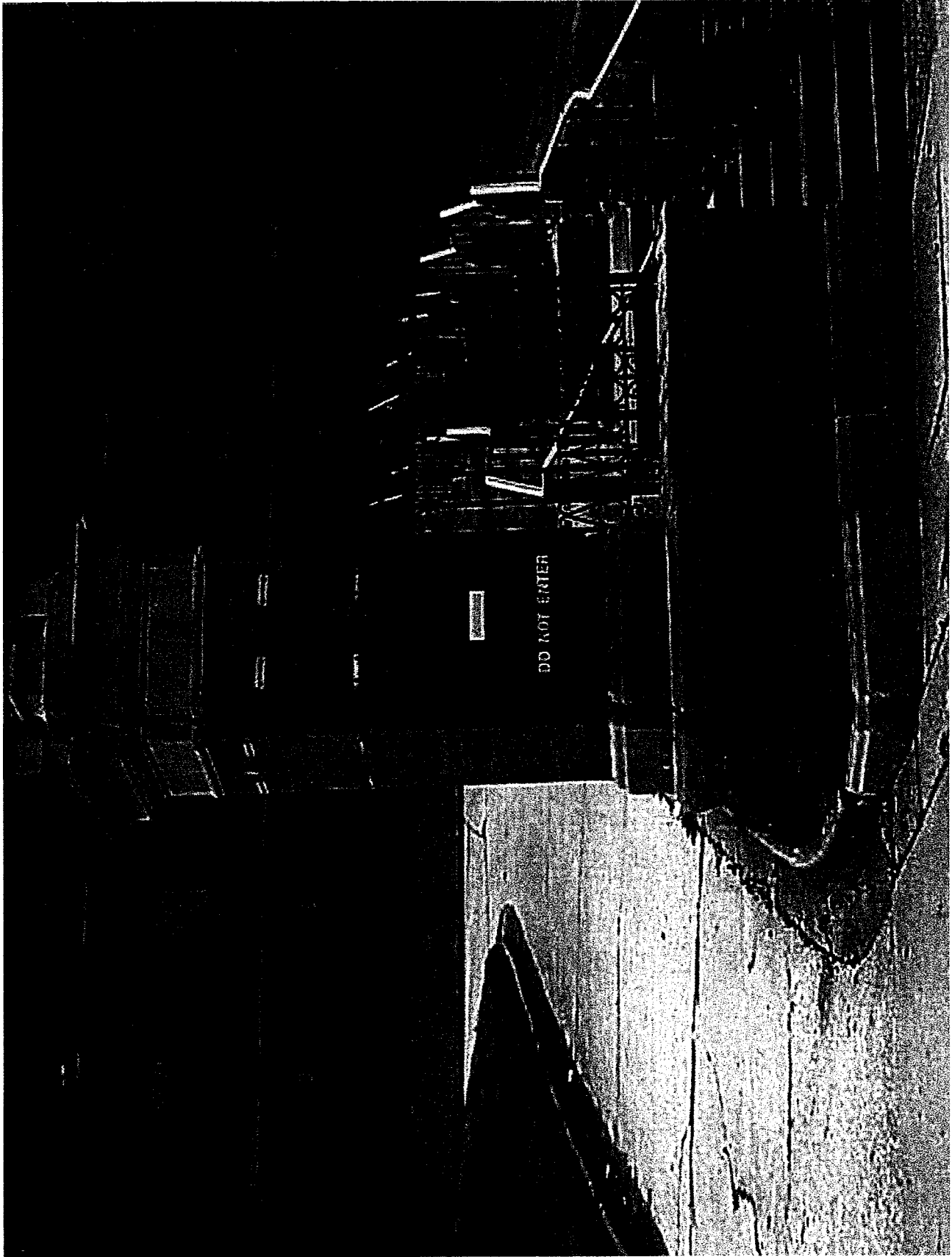
6. All signage will be consistent with an integrated mixed use development and comply with the signage standards included with this Statement and labeled Signage Standards.



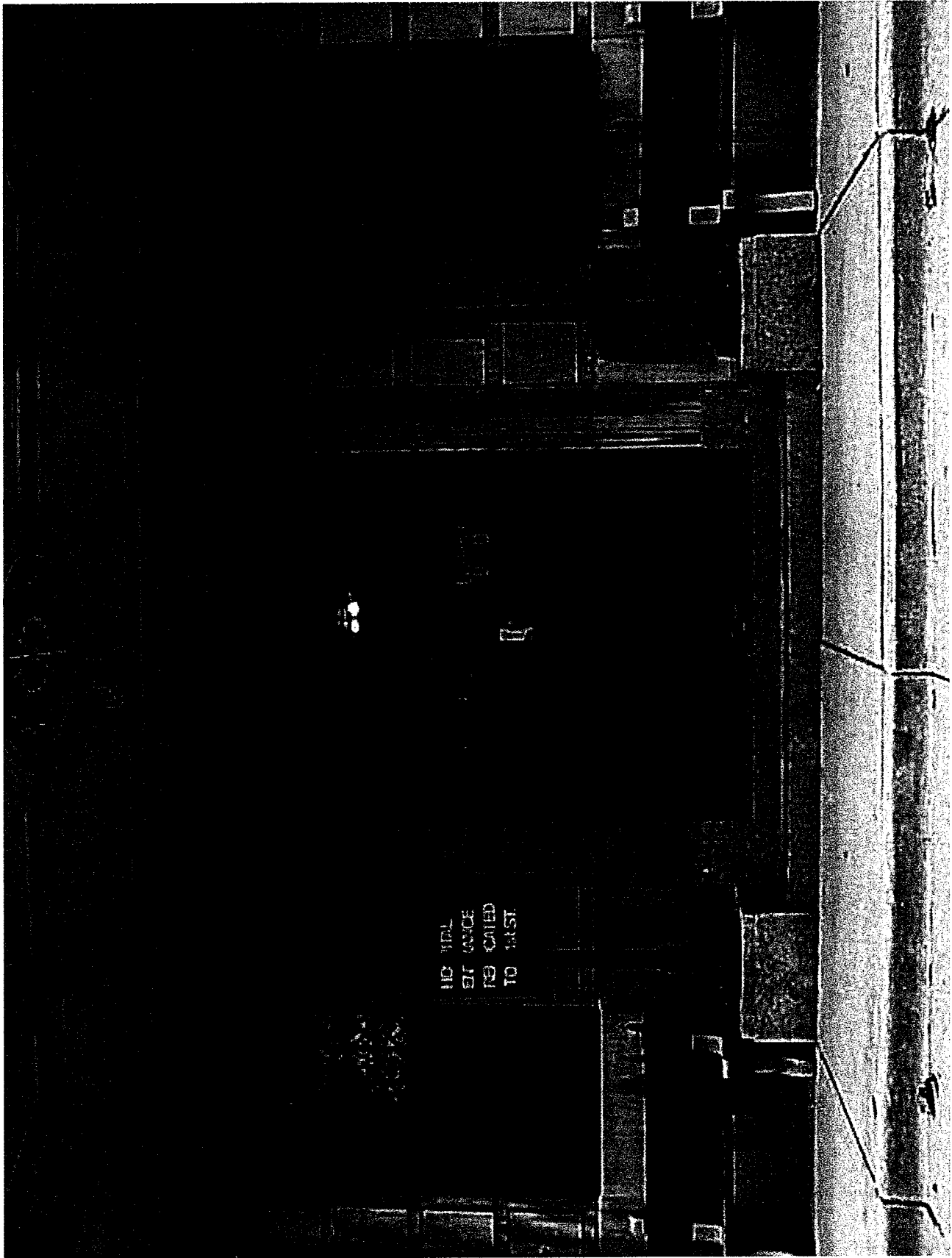
Pillar - Mounted signs to be replaced



West Pillar - Mounted sign to be replaced



East Pillar - Mounted sign to be replaced

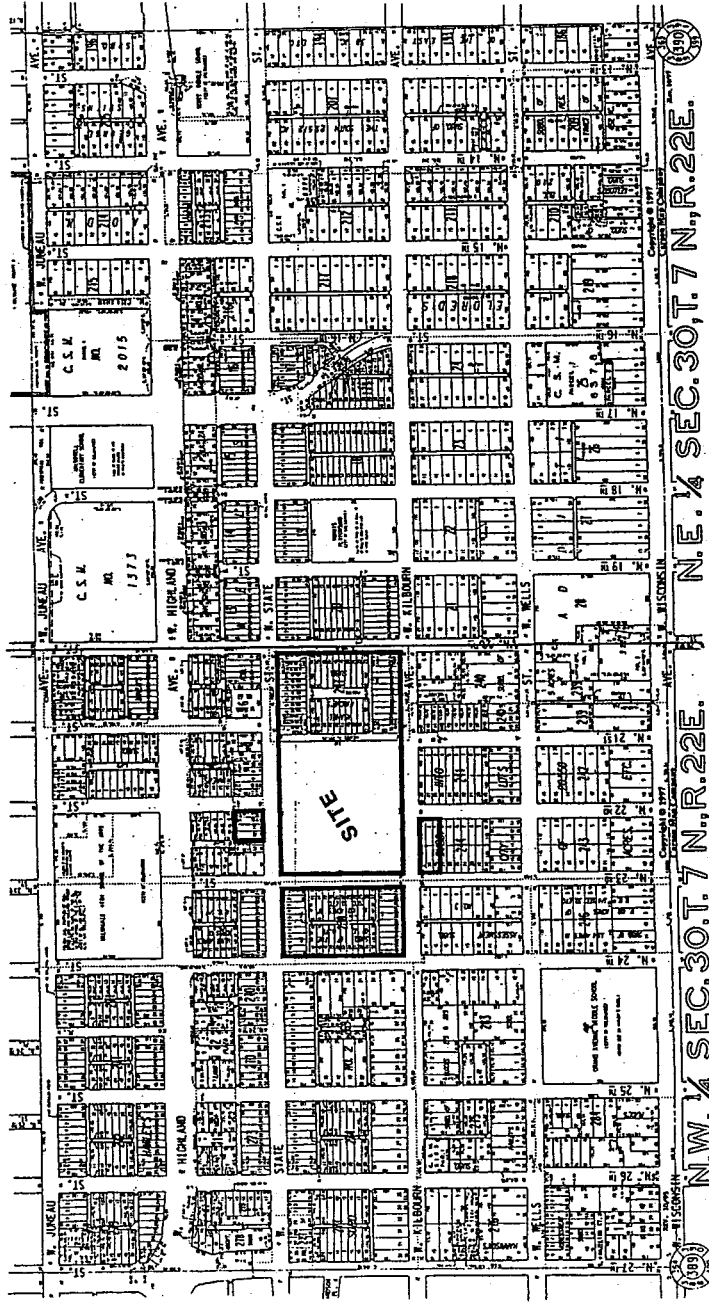


Wall - Mounted sign to be replaced



Close up

GENERAL PLANNED DEVELOPMENT SITE VICINITY MAP



National Survey & Engineering

National Survey & Engineering
 Telephone: 442-271-0000
 Fax: 442-271-0001
 Website: www.nse.com
 1000 North 10th Street, Suite 200, Ames, IA 50010

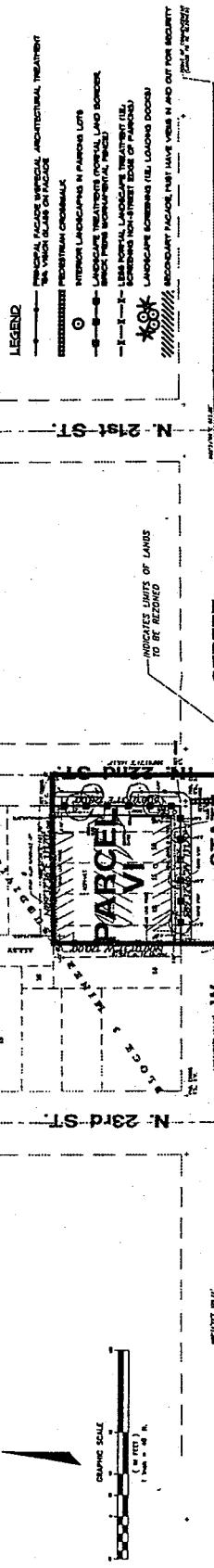
SHEET 1 OF 3

GENERAL PLANNED DEVELOPMENT SITE PLAN

National Survey & Engineering

LEGEND

- PRINCIPAL FACADE IMPERIAL ARCHITECTURAL TREATMENT 1/4" VERTICAL SLATS ON FACADE
- INTERIOR LANDSCAPING IN PARKING LOTS
- LANDSCAPE TREATMENTS (ORMAL LAND BORDERS BACK FROM MONUMENTAL PERKS)
- LESS PERVAL LANDSCAPE TREATMENT (E. LANDSCAPE TREATMENT TYPE OF PARCEL)
- LANDSCAPE SCREENING (E. LEADING DOORS)
- SECONDARY FACADE MUST HAVE VIEWS IN AND OUT FOR SECURITY



National Survey & Engineering
 4415-14-0000
 4415-14-0000
 4415-14-0000
 4415-14-0000

7-SHEET 3 OF 3

SECTION 31-7, H