

KILBOURN SQUARE (PHASE III – FIRST AMENDMENT)

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

William A. Passavant RCAC, LLC (the "Owner") has contracted to purchase Building E, the former maternity ward located at 2195 West State Street on the former Sinai Samaritan West Campus (collectively, the "Site"). The Owner intends to add onto Building E and develop it into a 52-unit residential care apartment complex for adults ages 55 and older.

The Site is abutted by West State Street to the north and is legally described on the plans submitted with this Statement. The Site will constitute a first amendment to that portion of phase three of the larger 15.35-acre Kilbourn Square re-development known as Building E. The City of Milwaukee Common Council adopted general planned development zoning for Kilbourn Square on March 2, 1999 pursuant to Ordinance No. 981288. The first detailed planned development phase for Kilbourn Square permitted the development of the Milwaukee Academy of Science. The second detailed planned development phase authorized use of various areas for Christian, educational and church programming. The third detailed planned development phase, a portion of which is being amended, authorized use of various additional areas for other office and educational programming and was approved by Common Council Ordinance No. 021636.

1. Vicinity. A detailed planned development vicinity map showing the boundaries of the Site, the territory within 1,000 feet of the Site, proposed access and community facilities in the surrounding area was included with previous rezoning applications. The Site abuts West State Street and North 23rd Street. 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. Uses currently being operated at the Kilbourn Square Campus include the Milwaukee Academy of Science, offices and Christian and educational programming for City of Hope and related organizations.

2. Phase III Site Plan. The Site Plan included with this Statement (the "Site Plan") shows the exterior boundaries and area of that portion of the Site to be developed. The Site includes Building E, the former maternity ward located at 2195 West State Street containing approximately 32,536 square feet. The Owner intends to renovate the interior of Building E and rehabilitate the exterior of Building E in a manner consistent with the federal historic tax credit program. In

addition, the Owner intends to construct an approximately 33,402 square foot addition adjacent to Building E.

Photos showing the existing exterior elevations of Building E and architect renderings of renovated Building E as well as the proposed new addition are included with this Statement and separately labeled.

3. Uses. Those uses described in the Second Amended Kilbourn Square General Plan Project Description and Owner's Statement of Intent will be permitted at Building E. In this development phase, the rehabilitated Building E and its new addition will be developed and operated as a 52-unit residential care apartment complex ("RCAC") for adults ages 55 and older. Various amenities will be available accessory to the proposed residential units, including a community room, kitchen and dining facilities, business and fitness centers and other service areas. In addition, the Owner intends to contract with a third party service provider to offer residents supportive services, such as meals, housekeeping, nursing, grooming, social activities, and therapies.

Notwithstanding the Owner's expectations for the current uses at the Site, the Owner reserves the right, at any time, to convert uses of Building E, or any portion thereof, to any uses permitted under the Kilbourn Square Second 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. Circulation, Parking and Loading. The RCAC is not anticipated to generate any significant need for parking. Tenants, visitors and service providers to the Site may park on the available surface spots or on the street. No other circulation or loading is anticipated at the Site.

5. Landscaping. The existing landscaping surrounding Building E will be preserved and continue to buffer the Site from the surrounding neighborhood, except as necessary to accommodate the proposed addition to Building E.

6. Lighting. 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. All damaged lighting standards and light fixtures shall promptly be replaced.

7. Utilities. Storm and sanitary sewers, water mains and laterals, parking and roadway storm inlets will either remain in their existing locations 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. Signage. 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. The Owner plans to add an individually-lettered identification sign for the RCAC. 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. The Owner agrees that any additional signs must be approved by City staff prior to installation on the Site.

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