

THE CITY OF LAKE FOREST

Ordinance No. 2012 - 30

An Ordinance Granting Approval of a Special Use Permit Adopting a New Master Plan for the Northwestern Lake Forest Hospital Campus and Establishing Conditions of Approval. (660 N. Westmoreland Road)

WHEREAS, Northwestern Lake Forest Hospital, an Illinois not-for-profit corporation ("Owner") has filed a petition (the "*Petition*") requesting approval of a new "Master Plan" (the "*2012 Master Plan*") for the Northwestern Lake Forest Hospital Campus (the "*Campus*"), through a Special Use Permit; and

WHEREAS, the Campus is legally described in Exhibit A attached hereto and made a part hereof, and is located in the R-3 and R-4 Districts under the Lake Forest Zoning Ordinance; and

WHEREAS, Northwestern Lake Forest Hospital (f/k/a Lake Forest Hospital)(the "*Hospital*") has been an established use in the community at this location since the 1940s with the construction of the main hospital building at the Campus; and

WHEREAS, the Campus has grown and changed over time serving the needs of Lake Forest residents and those of neighboring communities and Lake County and has consistently supported and participated in community activities as a prominent Lake Forest institution; and

WHEREAS, the Hospital is currently operating on the Campus pursuant to a previously approved "Master Plan, 2000 - 2005" along with a Memorandum of Understanding dated May 25, 2001 (collectively, the "*Prior Master Plan*"); and

WHEREAS, the 2012 Master Plan is intended to supersede the Prior Master Plan and to establish parameters for the revitalization of the Campus and for the preparation, review, and final approval of detailed site, building, engineering, drainage, landscape, lighting, and signage plans for the Campus as the various phases of the 2012 Master Plan are implemented; and

WHEREAS, adoption of the proposed 2012 Master Plan for the Campus will provide more certainty for the City, the Owner, neighboring property owners, and the residents of Lake Forest regarding future uses, road improvements, setbacks areas, open space and other aspects of the Campus; and

WHEREAS, the 2012 Master Plan as now proposed meets or exceeds the parameters set forth in the Prior Master Plan; and

WHEREAS, the revitalization of the Campus is critical to allow the Owner to maintain the Hospital over the long term as a first class health care facility, to continue to attract high quality physicians and medical support staff, and to provide the high quality health care locally to residents of the surrounding area; and

WHEREAS, providing for the effective development of the Campus going forward continues the long community tradition of supporting local institutions as a vital part of the distinctive character and economic viability of the community; and

WHEREAS, the Petition was filed in accordance with the regulations of Section 46-24, Special Uses, of the Lake Forest Zoning Code; and

WHEREAS, the City's Plan Commission commenced consideration of the Petition on September 14, 2011 with an informational presentation from representatives of the Owner; and

WHEREAS, the Plan Commission opened its public hearing on the Petition on December 14, 2011 and continued the public hearing and consideration at the Plan Commission meetings held on March 14, 2012, April 24, 2012 and May 22, 2012 and, after considering public comment and deliberating, voted 6 to 0 to recommend approval of the request subject to numerous conditions of approval and submitted to the City Council a report of its findings, a copy of which is attached hereto and made a part hereof as Exhibit B (the "*Plan Commission Findings*"); and

WHEREAS, the City Council accepts the Plan Commission Findings and, subject to the terms and conditions herein set forth, finds and determines that it is in the best interests of the City and its residents to approve the Petition and approve the Special Use Permit adopting the 2012 Master Plan as set forth in the Ordinance.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF LAKE FOREST, COUNTY OF LAKE, STATE OF ILLINOIS, as follows:

SECTION 1. Recitals: The foregoing recitals are incorporated into this Ordinance as if fully set forth.

SECTION 2. Approval: A Special Use Permit, as required by Chapter 46, Zoning Code, Section 24, Special Uses, of the City of Lake Forest Code, is hereby granted in accordance with the 2012 Master Plan for the Campus as attached hereto and made a part hereof as Exhibit C, and subject to the terms and conditions set forth in Section 3 of this Ordinance. This Special Use Permit replaces and supersedes all previous Special Use Permits granted with respect to the Campus or any part thereof, including the Prior Master Plan.

SECTION 3: Conditions on Approval. The approvals granted pursuant to this Ordinance shall be, and they are hereby, conditioned upon and limited by the conditions set forth in this Section. To the extent that the terms or conditions set forth in this Section conflict with the provisions of the 2012 Master Plan, the terms and conditions of this Section 3 shall control.

A. No Authorization of Work. This Ordinance does not authorize commencement of any work on the Campus. Except as otherwise set forth in this Ordinance (including without limitation Section 3.B.6 below) or as otherwise specifically provided in writing in advance by the City Manager, no work of any kind shall be commenced on the Campus pursuant to the approvals granted in this Ordinance until all conditions of this Ordinance precedent to such work have been fulfilled, including without limitation approval of a detailed plan for the applicable phase or subphase of development of the 2012 Master Plan (a "*Detailed Plan*"), and after all permits, approvals, and other authorizations for such work have been properly applied for, paid for, and granted in accordance with applicable law.

B. Ongoing Reviews; Detailed Plan Approvals.

1. **Objective.** Approval of the 2012 Master Plan is a first step in the process of revitalization of the Hospital and Campus and is intended to serve as an established framework for the Detailed Plan stage of the project. The purpose of the Detailed Plan approval process is to verify that implementation plans proposed by Owner are consistent with the framework established in the 2012 Master Plan, this Ordinance, and other applicable City ordinances, regulations, and requirements. A special review and approval process is established for several reasons. First, this project is different from projects normally seen by City Boards and Commissions; it is very large in scope and the detailed planning for phase one of the Master Plan alone is anticipated to take 18 to 24 months to develop. A Technical and Design Advisory Committee would “be at the table” with the Owner and City staff throughout this period offering guidance, raising challenges, and providing perspectives on the community’s interests. Second, designating the Plan Commission as the sole recommending body to the City Council on this project provides a consistent point of contact, avoids duplicative City reviews, and takes advantage of the knowledge base and familiarity with this project developed by the Plan Commission during its eight-month review and consideration of the 2012 Master Plan. Finally, having the City Council approve each Detailed Plan prior to the issuance of permits and other development approvals ensures that the elected representatives of the City exercise final review authority over this important development.

2. **Advisory Committee.** The City Manager is expected to establish a Technical and Design Advisory Committee (the "*Advisory Committee*") that is to serve in an advisory role to the Owner's project team staff and City staff. The Advisory Committee is intended to serve as a "sounding board" that will support and help to address any concerns of both the Owner and the City during the design development process to achieve Detailed Plans that are consistent with the 2012 Master Plan and the conditions of approval of the Special Use Permit. The Owner and City staff are expected to confer with the Advisory Committee prior to the development and filing of a formal application for approval of a Detailed Plan. Although the Advisory Committee will have no decision-making authority, its input is expected to help formulate recommendations to the Plan Commission on any Detailed Plan proposed for the various phases of the revitalization of the Campus. It is anticipated that the Advisory Committee will consist of up to seven members with the following expertise, knowledge, affiliations, and experience:
 - Expertise in the areas of architecture, engineering and construction.
 - Expertise in the areas of site design, land planning and landscaping.
 - Expertise in the areas of sustainable design.
 - Familiarity with the surrounding neighborhoods, the overall Lake Forest community, and City processes and requirements.
 - Knowledge and understanding of the health care industry and technical requirements of health care facilities.

- A representative of Lake Forest Open Lands Association.
- A representative of the City of Lake Forest Plan Commission.

3. Application for Detailed Plan Approval. The Owner shall be required to submit an application for Detailed Plan approval for the phase or subphase of development that the Owner then intends to undertake, which application shall include all relevant components of the information generally required for (i) a planned development approval under Section 46-26 of the City Code, (ii) subdivision approval under Chapter 38 of the City Code, and (iii) design review approval under Sections 9-86 and 9-87 of the City Code (any element of which the City Manager or the Manager's designee may modify or waive in writing), as well as such other information as is reasonably required to demonstrate compliance with the 2012 Master Plan and the requirements of the City Code. Such submissions shall present full information regarding the phase or subphase of development that the Owner then proposes to undertake, recognizing that (A) not all of such information may be relevant to the approval or phase Owner is then seeking, and (B) reasonable requests for information regarding other elements of the development may at times be necessary to evaluate a particular Detailed Plan in the context of the 2012 Master Plan and the City Code. Subject to the foregoing, the information presented in connection with an application for Detailed Plan approval may be limited to the specific phase or subphase that the Owner then proposes to undertake and need not be submitted for unrelated areas of the Campus. The City Manager or the Manager's designee may, in consultation with the Advisory Committee and Owner, prepare a specific application form relating to applications for Detailed Plan approval. Following review of a completed application for Detailed Plan approval (but in no event more than 60 days after submission of a completed application for a Detailed Plan, unless the Owner consents to a longer period of time)(the "*Staff Review Period*"), the City staff shall present a recommendation regarding the Detailed Plan to the Plan Commission for review and recommendation to the City Council.
4. Plan Commission Review and Recommendation. Following the Staff Review Period, the Plan Commission shall review and consider all elements of the application for Detailed Plan approval for purposes of verifying substantial conformity thereof with the 2012 Master Plan, this Ordinance, and all applicable City ordinances, regulations, and requirements. In order to provide efficiency in the review process and to avoid potentially inconsistent recommendations, the Plan Commission alone shall consider all elements of approval and all requests for relief in connection with an application for Detailed Plan approval, notwithstanding that the City Code may generally assign such responsibilities to other subordinate bodies of the City. Although it is anticipated that the involvement of the Advisory Committee will streamline the Plan Commission's review of an application for Detailed Plan approval, nothing in this Ordinance is intended to curtail the Plan Commission's review of an application for Detailed Plan approval. The Plan Commission's review of a Detailed Plan shall occur at a duly convened public meeting, and shall also conform to the procedural requirements for building design review under Sections 9-86 and 9-87 of the City Code. Following its review, the Plan Commission shall issue a written report and recommendation to the City Council regarding the application for Detailed Plan approval (the "*Plan Commission Recommendation*").
5. City Council Action. Within 45 days after the issuance of the Plan Commission Recommendation, the application for Detailed Plan approval shall be presented to the City

Council for action. Upon review of the Plan Commission Recommendation, the City Council shall adopt a resolution that may either: (a) approve the application for Detailed Plan approval, with or without conditions (which approval shall be granted for any application for Detailed Plan approval that the City Council finds to be in substantial conformity with the 2012 Master Plan, this Ordinance, and all applicable City ordinances, regulations, and requirements), (b) deny the application for Detailed Plan approval, in which case the denial shall set forth with particularity the deficiencies with the Detailed Plan application, or (c) remand the application for Detailed Plan approval to the Plan Commission with specific direction regarding elements of the application for Detailed Plan approval requiring further review and consideration.

6. Permit Applications. Only upon the City Council's approval of an application for Detailed Plan approval may the Owner apply for or receive any permits or approvals from the City relating to the development or redevelopment of the Campus, the demolition or construction of a building or facility (including parking areas, roadways, and other surface improvements) on the Campus, or any addition to any existing building or facility on the Campus; provided, however, that the City Manager may, upon Owner's request and in the Manager's discretion, grant exceptions in writing to the foregoing restrictions (such as, for example, for certain demolition, site work, earth work, etc.). Notwithstanding the foregoing and the provisions of Section 3.A above, no Detailed Plan approval shall be required for repair work or for internal alterations or renovations to any building either (a) constructed prior to the approval of the 2012 Master Plan, or (b) constructed pursuant to an approved Detailed Plan under this Ordinance. Nothing in this Section 3.B shall limit the Owner's ability to pursue approvals from any other regulatory agency; provided that approvals from any such other regulatory agency shall not impact the City's authority in reviewing a Detailed Plan.

C. Road Improvements and Traffic

In the course of implementing the 2012 Master Plan, and in assessing compliance with the parameters of the 2012 Master Plan, road improvements and traffic considerations must be addressed as part of, or in coordination with, the approval and implementation of any Detailed Plan for the Campus. To that end, the following actions shall be taken and standards shall be satisfied:

1. General Considerations and Principles. Approval of the 2012 Master Plan is predicated on the understanding that ingress and egress to the Hospital and Campus will primarily be from the east and west, not from Deerpath. The revitalization of the Campus is not intended to worsen the current level of service on Deerpath, and this approval does not contemplate or support any widening of Deerpath to support Hospital traffic in the near term, or longer term. It is further recognized that the revitalization of the Hospital and Campus may provide significant leverage for pursuing improvement of the Route 41 and Deerpath intersection by the Illinois Department of Transportation ("*IDOT*"). Improvements at this intersection will benefit not only the Hospital, but the entire community. In considering re-design of the Route 41 and Deerpath intersection, all options should be considered for the long-term benefit of the Hospital and the community. The City and the Owner shall continue to discuss and reasonably cooperate with each other regarding these matters.
2. Route 41 Access. Direct access between Route 41 and the Campus as presented in the 2012 Master Plan is essential and must be completed in a time frame to support construction traffic for development of the Central Campus; provided, however, that, so long as Owner is using

good faith efforts to complete such access, or in the event of *force majeure* or IDOT permitting delays, the City Manager may, in the Manager's discretion, authorize in writing certain construction activities to take place in advance of such completion or direct any such request to the City Council for consideration.

3. Deerpath/Westmoreland Intersection. The focus of enhancements at Deerpath and Westmoreland Road should be to improve turning lanes, geometry, sight lines, and safety at the intersection without promoting "cut-through" traffic from Westmoreland Road to Chiltern Drive. Travel lanes exiting Westmoreland Road should provide for east and west turning movements only; no lane shall be provided for cross traffic from Westmoreland Road to Chiltern Drive.
4. No Neighborhood Interconnection. Traffic from the Hospital and Campus should never be directed through the adjacent single family residential neighborhood. Vacation of Burton Drive is recommended.
5. Buffering Traffic Impacts. In finalizing the location, alignment, configuration of corners and connection points, and landscaping of internal roadways on the Campus and those connecting to public roads, consideration shall be given to minimizing impacts of headlights, traffic and noise on surrounding residential development.
6. Baseline Traffic Study.
 - a. During the Plan Commission hearing process, the Owner has submitted, and the City staff has reviewed, a traffic study relating to the current development and proposed redevelopment of the Campus, which traffic study is attached as Exhibit D to this Ordinance (the "*Baseline Traffic Study*"). Based on the Baseline Traffic Study (including projections of future traffic to be generated from the Campus), the implementation of the recommended traffic improvements is expected to accommodate fully the traffic and access impacts to permit the revitalization of the Campus consistent with the full implementation of the 2012 Master Plan.
 - b. Periodic traffic studies shall be required throughout the implementation of the 2012 Master Plan, subsequent to completion of implementation of Phase 1, and prior to implementation of future phases to allow for ongoing evaluation of whether traffic volumes and travel routes at each phase of build-out are consistent with projections in the Baseline Traffic Study. Traffic impacts shall be considered in all decisions made regarding approvals of Detailed Plans, consistent with the standards set forth in this Ordinance. In particular, a traffic study must be completed after the replacement Hospital is occupied and before occupancy of the South Campus with new medical research and educational uses is authorized by the City. Each traffic study shall demonstrate to the satisfaction of the City no unacceptable and material reduction in the level of service on Deerpath as a result solely of traffic generated by the Hospital and shall detail, if and as necessary, further modifications to ingress and egress to the Campus to mitigate impacts on Deerpath, which modifications shall be subject to approval by the City Engineer. Any such traffic study shall be pursuant to a methodology, and performed by traffic engineers, reasonably acceptable to the City Engineer.

7. Initial Intersection Design Study. The Owner shall pay the cost of completing a Pre-Phase 1 Intersection Design Study for the Route 41 and Deerpath intersection as approved by the City Engineer (the "*Rt. 41-Deerpath IDS*") in an amount not to exceed \$31,900.00. The Rt. 41-Deerpath IDS is intended to provide a first step in obtaining IDOT support for the improvement of this intersection.
8. Transportation Alternatives. The Owner individually (and in cooperation with the City, the larger community, and regional partners) shall continue to explore and examine opportunities for use of alternative modes of transportation including, but not limited to, public transportation, private shuttles, carpooling and non-peak hour work shifts. Nothing in this Section 3.C.8, however, shall be construed as an obligation or condition of the Owner's right to use or redevelop the Campus as provided in this Ordinance.

D. Building Height and Design

The design of individual buildings and their orientation upon the Campus and with respect to neighboring properties are important considerations in achieving the objectives of the 2012 Master Plan. Accordingly, applications for Detailed Plan approval shall satisfy the standards set forth in this Subsection 3.D.

1. General Principles and Objectives. The approved heights are intended to guide and challenge the Owner, Advisory Committee, and City staff during their design development work to comprehensively explore options for floor-to-floor heights, below grade spaces, compact building forms, and locations for mechanical equipment. The intent is to moderate, to the extent possible, the visual impact of building heights on the community, while at the same time (a) allowing the Hospital to meet its technical and programming needs as the Owner determines to be appropriate and (b) achieving an extraordinary overall Campus with significant open space and landscaping.
2. Building Heights. The Building Height Zone graphic in the 2012 Master Plan shall be interpreted as establishing approved height zones for various areas of the campus.

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| South Campus - | Approved building heights range from 0' – 55', including mechanicals. |
| Central Campus - | Approved heights for main building masses range from 0' – 60' in the eastern portion of this area and from 0' – 45' in the western portion of this area, including mechanicals. |
| Central Campus - | Approved stepped back upper floors overlay height, not the main building mass, ranges from 60' to 81', including mechanicals.* |
| North Campus - | Approved building heights range from 0' – 45', including mechanicals. |

* Effort shall be made to incorporate mechanical equipment within the recommended height ranges; however, in the 60' to 81' range only, any single building component may be accepted by the City at a height exceeding 81' without amendment to the 2012 Master Plan, provided that the design, location, and screening of the mechanical equipment on the building minimize the visibility of such mechanicals to the maximum extent feasible from adjacent properties and public rights-of-way.

3. **Building Design.** All buildings should be designed consistent with good design principles and the City's general design guidelines. As part of any Detailed Plan review, compliance with the City's architectural and site plan review requirements shall be satisfied, taking into account the provisions of the 2012 Master Plan and the unique uses and location of the Campus.
4. **Parking Structures.** Parking structures should be designed to minimize the appearance of cars and prevent spillover light impacts through use of one or more of the following techniques: partial below grade construction, screening walls, green roof elements, living walls, landscaping, trellising, light fixtures that shield the source of the light, and careful location and direction of light fixtures.

E. Sustainable Design, Perimeter Buffer Areas and Open Space

1. **General Design Principles.** The overall design of the Hospital and Campus shall incorporate sustainable features, which may include without limitation: stormwater management features such as rain gardens or bioswales, native vegetation, vegetation that does not require intensive irrigation, reuse of gray water for irrigation purposes, use of permeable pavement, energy conservation measures, green roofs, bird-friendly construction materials, and pedestrian and bike friendly routes and amenities.
2. **Open Space.** Minimum open space on the Campus shall be in conformance with the percentages in the 2012 Master Plan: overall Campus – 65%, North Campus – 75%, Central Campus – 50%, South Campus – 60%. Open space is defined as continuous space unobstructed by buildings, roads or parking lots, but including walkways, pedestrian gathering areas, bicycle paths and stormwater management areas planted with native vegetation. At the time any Detailed Plan is submitted, the Owner shall identify the proposed means for preserving some portions of the Campus as permanent open space consistent with the 2012 Master Plan. Preservation may be accomplished through conservation easements, creation of outlots, deed restrictions, or another mechanism satisfactory to the City.
3. **Wetlands.** Wetlands shall be preserved or mitigated as required by applicable regulatory ordinances, laws, and regulations. Although it is preferred that on-site mitigation occur on the Campus where environmental site conditions will allow, it is acknowledged that:
 - (a) the site may not be able to support sustainable on-site wetland mitigation (whether through wetland creation, enhancement, or a combination of creation and enhancement); or
 - (b) such on-site mitigation may not be feasible, cost-effective, or desirable when considering a Detailed Plan application in the context of the 2012 Master Plan; or
 - (c) on-site mitigation may conflict with the Owner's ability to implement fully the 2012 Master Plan,

in which case(s) such mitigation shall be effected elsewhere, in descending order of preference: (i) within the City, (ii) outside the City but within the same watershed as the Campus, or (iii) outside the City and outside the watershed in which the Campus is located.

4. Perimeter Buffering. A detailed plan for treatment of the perimeter areas shall be presented as part of the Phase I Detailed Plan review process. Timelines for establishing the buffers along the south property line adjacent to the residential properties on Lane Lorraine, the south side of Westmoreland Road across from Lake Forest Place, and the Waukegan Road streetscape must be submitted, with the approved buffering for these areas to be completed (subject to *force majeure* events) at least one full year prior to occupancy of the replacement Hospital (except for the Waukegan Road streetscape, which shall be completed prior to the occupancy of the replacement Hospital). Treatments should follow these guidelines:
 - Lane Lorraine buffer – A combination of berming and landscaping. Berming may be augmented by fences or walls. Landscaping shall include plantings at various levels, grasses, shrubs, mid-canopy and higher canopy trees, and shall include deciduous and evergreen vegetation to provide year round screening.
 - Westmoreland Road, across from Lake Forest Place – Streetscape treatment in this area shall be similar to and compatible with the existing streetscape treatment completed by Lake Forest Place to present a consistent streetscape.
 - Waukegan Road- Preservation of the existing woodland area along Waukegan Road shall be considered subject to the assessment and identification of those significant, healthy trees that are worthy of preservation and protection. The streetscape treatment may include a combination of landscaping, berming, water features, and open space, and shall provide a natural streetscape presence, consistent with the larger Waukegan Road streetscape throughout Lake Forest. The treatment should be designed to allow views into the “park-like” Campus.
5. Parking Facilities. Construction of new surface parking should be limited, with a preference given to accommodating a significant portion of required new parking spaces in structures in an effort to preserve open space on the Campus and to provide efficient connections between buildings and parking areas.
6. Lighting. Lighting plans for the Campus shall direct all lights into the Campus. The following tools shall be considered to minimize light impacts off of the Campus: limiting the height of light standards, selection of fixtures that direct lighting to specific areas, limiting the intensity of lighting, and a light reduction plan for the Campus during evening and night time hours with a particular focus on the perimeters of the Campus. In addition, building concepts shall be explored to illustrate how interior lighting can be addressed, particularly in taller building elements, to mitigate off site visibility and preserve “dark nights.” Consideration shall be given to various approaches including, but not limited to: the location of interior light fixtures, fixture types, direction of lighting, use of window coverings, and the selection of exterior materials.
7. Signage. An overall Campus signage plan shall be submitted as part of the Detailed Plan review for Phase I. Such signage (including without limitation building identification signs and directional and information signs) must be compatible with the City’s signage guidelines in form, material, placement, and detailing, taking into account the unique uses and location of the Campus along Route 41.

F. Financial Impacts

1. General Principles. It is the expectation that the Owner shall bear all costs directly related to the redevelopment of the Campus, as well as the review and implementation of the 2012 Master Plan. In addition, the approvals herein granted are based on the assumptions that: (a) the redevelopment of the Campus will not materially increase demands for City service calls to the Campus; and (b) that the real estate tax revenues generated from the Campus and payable to the City are currently reflective of the costs to the City of providing such services to the Campus. It is further anticipated that any material changes in either the demands for City services to the Campus or reduction in the amounts of real estate tax revenues payable to the City from the Campus will result in appropriate contributions by the Owner to the City. Finally, it is anticipated that certain impacts resulting from the redevelopment are best addressed by in-kind contributions of the Owner.
2. Off-Site Roadway Improvement Capital Costs. The Owner shall be responsible for funding all off-site roadway improvements required in Phase 1 of the 2012 Master Plan relating to (a) right-in/right-out access between the Campus and Route 41, (b) Westmoreland Road and Deerpath, and (c) Waukegan Road. To the extent that other off-site roadway improvements are required in connection with the implementation of the 2012 Master Plan, such improvements shall be identified and addressed as part of the review of an application for Detailed Plan approval.
3. Other Public Infrastructure Capital Costs. The Owner shall be responsible for funding its proportionate share of local costs related to any new public infrastructure or any improvements or upgrades to existing public infrastructure (other than off-site roadway improvements) that may be required only as a direct result of the revitalization of the Campus. Such improvements shall be identified and addressed as part of the review of an application for Detailed Plan approval. Notwithstanding the foregoing, to the extent that public infrastructure improvements are payable through revenues from enterprise funds (e.g., water and sewer sanitary system improvements), the Owner shall have no obligation to pay any amounts for such improvements except as are required through the generally applicable fees and charges imposed by the City from time-to-time in accordance with applicable law.
4. Private Infrastructure Improvements. The Owner shall be responsible for funding all new private infrastructure and any upgrades to private infrastructure related to the revitalization of the Hospital and Campus. Such improvements shall be identified and addressed as part of the review of an application for Detailed Plan approval.
5. Security for Improvements. As part of the review of an application for Detailed Plan approval, the estimated costs of any improvements for which the Owner has any funding responsibility shall be determined, and the Owner shall be required to post adequate security for such improvement costs as the City shall establish in the approval resolution for any Detailed Plan, consistent with the Subdivision Ordinance and other provisions of the City Code; provided, however, that the City Council may reduce or eliminate the amount of the security (or modify the nature or form of the security) otherwise required in recognition of (a) the not-for-profit and charitable status of the Owner, and (b) the character of the improvement (e.g., exclusively private improvements, quasi-public improvements such as buffering, or public improvements). Unless otherwise provided as part of the approval of a Detailed Plan, such security shall be in

the form prescribed by the City Code. No work may commence with respect to elements of an approved Detailed Plan unless and until the required security shall have been delivered to the City.

6. Fees and Costs.

(a) Standard Fees and Costs. The Owner shall pay all usual and customary fees, charges, and costs established and imposed by the City in connection with building permits and related approvals. The provisions of this paragraph regarding the imposition of costs and fees may be waived by the City Council for costs and fees applicable to any application filed or approvals sought by the Owner as a result of its status as a charitable organization. To the extent that any third-party costs incurred by the City and payable by the Owner in accordance with Section 3.F.6(b) of this Ordinance are duplicative of services whose costs are covered by the City's customary fees, charges, and costs, such fees, charges, or costs shall be ratably adjusted as reasonably determined by the City in connection with the approval of a Detailed Plan or by such other express action of the City Council.

(b) Third-Party Fees and Costs. Except as expressly provided in this Ordinance, the Owner shall reimburse the City for all of its reasonable third-party costs in accordance with the requirements of the City Code (including without limitation Section 1-14 thereof and any successor provision). The City shall promptly invoice Owner as such third-party costs are incurred and provide supporting accounting and documentation related thereto. Any amount not paid within 90 days after delivery of a demand in writing for such payment shall, along with interest and the costs of collection, become a lien upon the Campus, and the City shall have the right to foreclose such lien in the name of the City in accordance with the City Code. The provisions of this paragraph regarding the imposition of costs and fees may be waived by the City Council for costs and fees applicable to any application filed or approvals sought by the Owner as a result of its status as a charitable organization.

7. Additional Costs. The revitalization of the Hospital and Campus will, in addition to the costs noted above, result in other costs to the City and upon its facilities that are not easily calculated. The terms of this Section 3.F.7 addresses the Owner's obligations with respect to such additional costs.

(a) Westmoreland Road. Following the Effective Date of this Ordinance (as hereinafter defined), the Owner shall assume full responsibility for the Owner's Westmoreland Maintenance Responsibilities (as hereinafter defined) for that portion of Westmoreland Road lying north of Deerpath that the City currently owns and maintains (the "Westmoreland Maintenance Area"), which area is depicted on Exhibit E attached to this Ordinance. "Owner's Westmoreland Maintenance Responsibilities" shall mean and be limited to (i) maintenance, repair, improvement, paving and repaving of the surface roadway and sidewalks within the Westmoreland Maintenance Area and (ii) maintenance, repair, replacement and electrical operating costs of street lights located within the Westmoreland Maintenance Area, and nothing herein shall be construed to require Owner to undertake any responsibilities in connection with utilities and similar improvements which may be located within the Westmoreland Maintenance Area. The Owner's Westmoreland Maintenance Maintenance Responsibilities shall be undertaken in conformity with the City's standards for such improvements and activities. In

addition, the Owner shall indemnify, defend, and hold the City harmless for any claims for bodily or property injuries or damages which result from Owner's Westmoreland Maintenance Responsibilities within the Westmoreland Maintenance Area. For purposes of performing the Westmoreland Maintenance Responsibilities, the City grants to the Owner a license in, upon, across, under, within, and over the Westmoreland Maintenance Area. The City reserves the right to vacate the Westmoreland Maintenance Area and transfer title therefor to the Owner subject to such reasonable terms and conditions as the City Council may establish, which terms shall in all cases be subject to applicable law and generally consistent with the terms of this paragraph, including the Owner's Westmoreland Maintenance Responsibilities.

- (b) Water Consumption and Demand. The Owner has provided the City with a water study analyzing the current and anticipated future demands of the Campus and its future redevelopment (the "*Baseline Water Study*"), a copy of which is attached to this Ordinance as Exhibit F. In connection with the submission of an application for Detailed Plan approval, the Owner shall provide the City with an update of the Baseline Water Study so that the City may assess whether improvements are required to the City's water or sanitary sewer system in order to serve any further development of the Campus. To the extent that general improvements to the City's water or sanitary sewer system are required in order to serve the Campus water needs, the City may adjust its water service connection charges or user fees, which adjustments to such charges and fees will be generally applicable in the City and in accordance with applicable law. The Owner will be required to pay any such adjusted connection charges or user fees in accordance with generally implemented billing and payment procedures.
- (c) Public Safety Services. In order to ensure that the redevelopment of the Campus does not impose any adverse and material financial impacts upon the City with respect to fire, paramedic, and police services that originate at and from the Campus (and not service calls that result in trips to the Campus because the Hospital or related facilities on the Campus are the destination for service calls), it is stipulated that the real estate property tax revenues generated by the Campus and payable to the City [the current amount of such tax revenues are set forth in Exhibit G of this Ordinance (the "*Baseline Taxes*") fully offsets the costs of such service calls [the number of fire, paramedic, and police service calls to the Campus from the past three Fiscal Years of the City (the "*Baseline Service Calls*") are respectively set forth in Group Exhibit H attached to this Ordinance]. On the third anniversary of the Effective Date of this Ordinance, and every three years thereafter (the "*Periodic Fiscal Reviews*"), the City shall confer with the Owner to compare (A) the actual number of fire, paramedic, and police service calls originating at or from the Campus (collectively, "*Service Calls*") from the prior three fiscal years of the City to the Baseline Service Calls, and (B) the actual real estate property tax revenues generated by the Campus and payable to the City from the prior three fiscal years of the City (the "*Triennial Taxes*") to the Baseline Taxes.
- (i) Relative Reduction in Triennial Taxes. If the Periodic Fiscal Review establishes that the Triennial Taxes are more than 20% less than the Baseline Taxes as adjusted based on increases to the Consumer Price Index as defined in 35 ILCS 200/18-185)(the "*Adjusted Baseline Taxes*"), then the Owner shall pay to the City an amount equal to the difference of 80% of the Adjusted Baseline Taxes

minus the Triennial Taxes (the "*Service Adjustment Charge*"), which Service Adjustment Charge shall be due within 90 days after the City issues the Owner an invoice therefor.

- (ii) Increased Demand for Police Service Calls. If the Periodic Fiscal Review establishes that the Police Service Calls are more than 20% greater than the Baseline Service Calls for Police services, then the Owner shall pay to the City an amount equal to the difference of the Police Service Calls minus 120% of the Baseline Service Calls for Police Services times the "Police Factorial" as hereinafter defined (the "*Police Service Adjustment Charge*"). The "*Police Factorial*" shall be the average cost of a Police Service Call calculated by dividing the most current fiscal year's operating expenses for the Police Department by the number of service calls to which the Police Department responded during such fiscal year. Any Police Service Adjustment Charge shall be due within 90 days after the City issues the Owner an invoice therefor.
- (iii) Increased Demand for Paramedic Service Calls. If the Periodic Fiscal Review establishes that the Paramedic Service Calls are more than 20% greater than the Baseline Service Calls for Paramedic services, then the Owner shall pay to the City an amount equal to the difference of the Paramedic Service Calls minus 120% of the Baseline Service Calls for Paramedic Services times the "Paramedic Factorial" as hereinafter defined (the "*Paramedic Service Adjustment Charge*"). The "*Paramedic Factorial*" shall be the average cost of a Paramedic Service Call calculated by dividing the most current fiscal year's operating expenses for paramedic services by the number of service calls to which the City paramedics responded during such fiscal year. Any Paramedic Service Adjustment Charge shall be due within 90 days after the City issues the Owner an invoice therefor.
- (iv) Increased Demand for Fire Service Calls. If the Periodic Fiscal Review establishes that the Fire Service Calls are more than 20% greater than the Baseline Service Calls for Fire services, then the Owner shall pay to the City an amount equal to the difference of the Fire Service Calls minus 120% of the Baseline Service Calls for Fire Services times the "Fire Factorial" as hereinafter defined (the "*Fire Service Adjustment Charge*"). The "*Fire Factorial*" shall be the average cost of a Fire Service Call calculated by dividing the most current fiscal year's operating expenses for Fire services by the number of all service calls to which the City Firefighters responded during such fiscal year. Any Fire Service Adjustment Charge shall be due within 90 days after the City issues the Owner an invoice therefor.
- (v) Factorial Allocations. The City currently delivers both Fire and Paramedic services through its Fire Department. In the event that the City does not separately allocate the operating expenses for Fire and Paramedic services in any fiscal year, then for purposes of establishing the Paramedic Factorial and Fire Factorial in such fiscal year, the operating expenses of the Fire Department shall be allocated as [60]% for Fire services and [40]% for Paramedic services.

(vi) Adjustments. Notwithstanding the foregoing, in the event that a Service Adjustment Charge, Police Service Adjustment Charge, Paramedic Service Adjustment Charge, or Fire Service Adjustment Charge is to be imposed pursuant to this Section 3.F.7(c):

- (A) Any Police Service Adjustment Charge, Paramedic Service Adjustment Charge, or Fire Service Adjustment Charge shall be reduced to the extent that the Triennial Taxes exceed the Adjusted Baseline Taxes;
- (B) Any Service Adjustment Charge shall be equitably adjusted to the extent that Service Calls during the period of the Periodic Fiscal Review are less than 80% of the Baseline Service Calls; and
- (C) To the extent that a Police Service Adjustment Charge, Paramedic Service Adjustment Charge, or Fire Service Adjustment Charge is to be imposed, but other Service Calls during the period of the Periodic Fiscal Review are less than the number of Baseline Service Calls for other services, the amount of any such Police Service Adjustment Charge, Paramedic Service Adjustment Charge, or Fire Service Adjustment Charge shall be equitably adjusted to reflect such decline in service calls.
- (D) Any equitable adjustment of any Service Adjustment Charge, Police Service Adjustment Charge, Paramedic Service Adjustment Charge, or Fire Service Adjustment Charge shall be based on the cost savings that the City experience from such reduced number of Service Calls times the applicable Police, Paramedic, or Fire Factorial. For example, in the event that the Periodic Fiscal Review finds that the number of Service Calls for Police services increase by 25% when the Service Calls for Paramedic services decline by 10%, then the amount of the Police Service Charge Adjustment shall be reduced by the product of the Paramedic Factorial times 10% of the Baseline Service Calls for Paramedic services; provided that in no event shall any calculation of a Service Adjustment Charge, Police Service Adjustment Charge, Paramedic Service Adjustment Charge, Fire Service Adjustment Charge, or any adjustments thereto result in any payment by the City to the Owner.

G. Campus and Neighborhood Security. Consideration shall be given to security on the campus and in the surrounding neighborhoods both from a design and operational perspective.

H. Conformity with 2012 Master Plan; Future Changes.

- 1. Substantial Conformity of Detailed Plans. Any application for Detailed Plan approval should be in substantial conformity with the 2012 Master Plan (including without limitation use, height, square footage, open space, and similar provisions), this Ordinance, and all applicable City ordinances, regulations, and requirements, as determined by the City Council. To the extent that an application for Detailed Plan approval is found not to be in substantial

conformity with the 2012 Master Plan, such Detailed Plan shall not be approved except upon amendment to the 2012 Master Plan.

2. Any proposed change to or expansion of the Campus boundaries shall only be authorized through an amendment to the 2012 Master Plan pursuant to a Special Use public review process as provided in the Zoning Code. Buildings, principal uses, or facilities proposed for development as part of a Detailed Plan that are not clearly contemplated in the 2012 Master Plan shall only be authorized through an amendment to the 2012 Master Plan pursuant to a Special Use public review process as provided in the Zoning Code.

I. **General Conditions.**

1. **Compliance with Laws.** Except as expressly provided to the contrary in this Ordinance, the City Code and regulations shall fully apply to the Hospital and Campus; provided, however, that, in the event of any conflict between the express terms of this Ordinance and more restrictive terms of the City Code or other applicable City ordinances, regulations, and requirements, (whether presently existing or hereafter adopted), the terms of this Ordinance shall govern. In addition, the revitalization and use of the Hospital and Campus shall be in compliance with this Ordinance and all laws and regulations of all other federal, state, and local governments and agencies having jurisdiction.
2. **Transferees.** The rights and obligations set forth in this Ordinance shall be binding on the Owner, and upon any and all of the successor legal or beneficial owners of all or any portion of the Hospital and Campus. To the extent that a successor becomes bound to the obligation created herein pursuant to a transferee assumption agreement reasonably acceptable to the City (which transferee assumption agreement shall be approved by the City provided the successor demonstrates to the City that it has the financial viability to meet the obligations herein), the Owner shall be released from its obligations under this Ordinance to the extent of the transferee's assumption of such liability. The failure of the Owner to provide the City with an enforceable transferee assumption agreement as herein provided shall result in the Owner remaining fully liable for all of its obligations under this Ordinance but shall not relieve the transferee of its liability for all such obligations as a successor to the Owner. Nothing herein shall be construed to prohibit or in any way restrict the alienation, sale, or any transfer of all or any portion of the Hospital or Campus or any rights, interests, or obligations therein.
3. **Noncompliance.** Any failure to abide by the terms of this Ordinance shall be deemed a violation of this Ordinance and of the City's Zoning Code, and shall be subject to fines as provided in the Zoning Code, as well as actions to enforce the terms of this Ordinance (including without limitation termination or rescission of the approvals provided for in this Ordinance for material or chronic breaches of this Ordinance). Prior to the imposition of any fine or the institution of any enforcement proceeding relating to any failure to comply, the City shall notify the owner in writing, which notice shall provide for a cure period of not less than thirty (30) days as determined by the City, unless such violation is deemed by the City to create a condition of imminent hazard to public health or safety. The cure period shall be extended up to an additional sixty (60) days if Owner is exercising good faith efforts to cure such violation. If the owner fails to effect a satisfactory cure of the noncompliance within the time prescribed in such notice, the City may proceed with any enforcement proceeding as it deems appropriate, and fines may be imposed for each day that noncompliance with this Ordinance or any of its

provisions continues, beginning with the first verifiable date of noncompliance but in no event earlier than notice of noncompliance has been provided by the City. Any enforcement proceeding seeking to terminate or rescind the approvals provided for in this Ordinance shall be deemed "de novo" proceedings and not administrative or similarly described proceedings.

- 4. Redevelopment, Phasing and Time Frames. Nothing contained in this Ordinance shall be deemed or construed as the obligation of Owner to proceed with redevelopment of the Campus or any portion thereof; rather the rights and obligations stated herein shall be deemed the standards and conditions for performance in connection with any such redevelopment. Subject to the terms of this Ordinance, Owner shall have the right to submit Detailed Plans for such portions of the Hospital and Campus and in such phases as Owner may elect. Notwithstanding any provisions to the contrary that may be contained in the City Code, including without limitation Section 46-24 (J) of the Zoning Code: (a) no time periods for implementing special uses, obtaining final approvals, or similar limitations (unless set forth in this Ordinance or in connection with the approval of a Detailed Plan application) shall be applicable to Owner or to the development or redevelopment of the Hospital and Campus; and (b) the Special Use Permit hereby granted shall not lapse by virtue of the passage of any time frame.

SECTION 4. Binding Effect. The privileges, obligations, and provisions of each and every Section of this Ordinance are for the sole benefit of, and shall be binding on, the Owner, except as otherwise expressly provided in this Ordinance. This Ordinance shall be in full force and effect from and after its passage and approval; provided, however, that this Ordinance shall be of no force or effect unless and until the Owner files with the City the unconditional agreement and consent, in the form attached hereto as Exhibit I and by this reference incorporated herein and made a part hereof (the "Effective Date"); provided further that, if the Owner does not so file their unconditional agreement and consent within 30 days following the passage of this Ordinance, the City Council may, in its discretion and without public notice or hearing, repeal this Ordinance and thereby revoke the special use permit granted in this Ordinance. Following receipt of the unconditional agreement and consent, the City Clerk shall cause a certified copy of this Ordinance to be recorded in the Office of the Lake County Recorder.

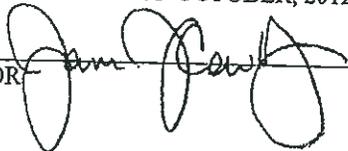
AYES: Novit, Waldeck, Moore, Pandaleon, Schoenheider, Palmer

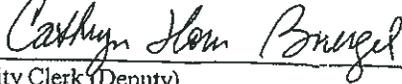
NAYS: Adelman

ABSENT: None

ABSTAIN: Tack

APPROVED THIS 1st DAY OF OCTOBER, 2012

MAYOR 

ATTEST:

City Clerk (Deputy)

STREET ADDRESS: 161 ACRES
 CITY: LAKE FOREST
 TAX NUMBER: 12-29-300-004-0000

COUNTY: LAKE

LEGAL DESCRIPTION OF CAMPUS

LEGAL DESCRIPTION:

PARCEL 1:

THE WEST 1/2 OF THE SOUTHWEST 1/4 OF SECTION 29, TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, (EXCEPT THAT PART THEREOF LYING EASTERLY OF THE WESTERLY LINE OF SKOKIE HIGHWAY ACCORDING TO THE PLAT OF DEDICATION THEREFORE RECORDED AS DOCUMENT 418857 ON NOVEMBER 18, 1935), IN LAKE COUNTY, ILLINOIS.

PARCEL 2:

THAT PART OF THE NORTHWEST 1/4 OF SECTION 29, AND THE NORTHEAST 1/4 OF SECTION 30, ALL IN TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHEAST CORNER OF SAID NORTHEAST 1/4 OF SECTION 30; THENCE WEST ALONG THE SOUTH LINE OF SAID NORTHEAST 1/4 OF SECTION 30, 1452.00 FEET; THENCE NORTH 13 DEGREES WEST 149.82 FEET; THENCE EAST PARALLEL WITH SAID SOUTH LINE OF THE NORTHEAST 1/4 OF SECTION 30, 1485.59 FEET, MORE OR LESS, TO THE EAST LINE OF THE NORTHEAST 1/4 AFORESAID; THENCE EAST PARALLEL WITH THE SOUTH LINE OF SAID NORTHWEST 1/4 OF SECTION 29, 941.75 FEET, MORE OR LESS, TO THE WESTERLY LINE OF SKOKIE HIGHWAY ACCORDING TO THE PLAT OF DEDICATION THEREFOR RECORDED AS DOCUMENT 418857 ON NOVEMBER 18, 1935; THENCE SOUTHERLY ALONG SAID WESTERLY LINE OF SKOKIE HIGHWAY 147.30 FEET, MORE OR LESS, TO SAID SOUTH LINE OF THE NORTHWEST 1/4 OF SECTION 29; AND THENCE WEST ALONG SAID SOUTH LINE OF THE NORTHWEST 1/4 OF SECTION 29, 960.60 FEET, MORE OR LESS, TO THE POINT OF BEGINNING, (EXCEPTING THEREFROM THAT PART OF THE LAND LYING WEST OF THE EAST 941.75 FEET, AS MEASURED ALONG THE NORTH LINE THEREOF) IN LAKE COUNTY, ILLINOIS.

PARCEL 3:

THAT PART OF THE NORTH 1/2 OF THE SOUTH EAST 1/4 OF SECTION 30, TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING EASTERLY OF THE EASTERLY LINE OF THE PUBLIC HIGHWAY KNOWN AS WAUKEGAN ROAD (EXCEPT THAT PART CONVEYED TO THE STATE OF ILLINOIS BY DOCUMENT 2295583), WHICH INCLUDES LOTS 1 AND 2 IN MARY J STEELE SUBDIVISION IN LAKE COUNTY, ILLINOIS.

(EXCEPT THAT PART OF PARCELS 1, 2 AND 3 DESCRIBED AS FOLLOWS: ALL THAT PART OF THE NORTHWEST 1/4 AND THE SOUTHWEST 1/4 OF SECTION 29 AND THE NORTHEAST 1/4 AND THE SOUTHEAST 1/4 OF SECTION 30, TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF SAID SOUTHEAST 1/4; THENCE NORTH 00 DEGREES 10 MINUTES 17 SECONDS WEST, ON AND ALONG THE EAST LINE OF SAID NORTHEAST 1/4, 145.98 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 89 DEGREES 25 MINUTES 11 SECONDS EAST AND PARALLEL TO THE SOUTH LINE OF SAID NORTHWEST 1/4, 50.00 FEET TO A POINT; THENCE SOUTH 00 DEGREES 10 MINUTES 17 SECONDS EAST, AND PARALLEL TO THE WEST LINE OF SAID NORTHWEST 1/4 145.71 FEET TO A POINT; THENCE SOUTH 00 DEGREES 42 MINUTES 28 SECONDS WEST, 869.33 FEET TO A POINT ON THE NORTH RIGHT OF WAY LINE OF WESTMORELAND ROAD (A PRIVATE ROADWAY), AND A POINT ON A CURVE TO THE LEFT, HAVING A RADIUS OF 490.84 FEET, A CENTRAL ANGLE OF 08 DEGREES 46 MINUTES 50 SECONDS AND A CHORD WHICH BEARS SOUTH 88 DEGREES 49 MINUTES 21 SECONDS WEST, 75.15 FEET; THENCE SOUTHWESTERLY ON AND ALONG THE ARC OF SAID CURVE AND SAID NORTH RIGHT OF WAY LINE, 75.22 FEET TO A POINT ON CURVE TO THE LEFT, HAVING A RADIUS OF 560.10 FEET, A CENTRAL ANGLE OF 08 DEGREES 18 MINUTES 39 SECONDS, AND A CHORD WHICH BEARS SOUTH 79 DEGREES 51 MINUTES 51 SECONDS WEST, 81.17 FEET; THENCE SOUTHWESTERLY ON AND ALONG THE ARC OF SAID CURVE, AND SAID NORTH RIGHT OF WAY LINE, 81.24 FEET TO A POINT; THENCE SOUTH 74 DEGREES 20 MINUTES 13 SECONDS WEST, 165.02 FEET TO A POINT ON A CURVE TO THE RIGHT HAVING A RADIUS OF 596.51 FEET, A CENTRAL ANGLE OF 12 DEGREES 03 MINUTES 40 SECONDS, AND A CHORD WHICH BEARS SOUTH 83 DEGREES 54 MINUTES 39 SECONDS WEST, 125.34 FEET; THENCE SOUTHWESTERLY, ON AND ALONG THE ARC OF SAID CURVE, AND SAID NORTH RIGHT OF WAY LINE, 125.57 FEET TO A POINT; THENCE SOUTH 89 DEGREES 29 MINUTES 21 SECONDS WEST, ON AND ALONG SAID NORTH RIGHT OF WAY LINE, 119.53 FEET TO A POINT ON A CURVE TO THE LEFT, HAVING A RADIUS OF 406.80 FEET, A CENTRAL ANGLE OF 25 DEGREES 48 MINUTES 22 SECONDS AND A CHORD WHICH BEARS SOUTH 74 DEGREES 40 MINUTES 54 SECONDS WEST, 181.68 FEET; THENCE SOUTHWESTERLY, ON AND ALONG THE ARC OF SAID CURVE, AND SAID NORTH RIGHT OF WAY LINE, 183.22 FEET TO A POINT ON A CURVE TO THE LEFT HAVING A

RADIUS OF 414.26 FEET, A CENTRAL ANGLE OF 15 DEGREES 12 MINUTES 31 SECONDS AND A CHORD WHICH BEARS SOUTH 56 DEGREES 58 MINUTES 41 SECONDS WEST, 109.64 FEET; THENCE SOUTHWESTERLY, ON AND ALONG THE ARC OF SAID CURVE, AND SAID NORTH RIGHT OF WAY LINE, 109.96 FEET TO A POINT; THENCE SOUTH 48 DEGREES 16 MINUTES 02 SECONDS WEST, ON AND ALONG SAID NORTH RIGHT OF WAY LINE 186.18 FEET TO A POINT ON A CURVE TO THE RIGHT, HAVING A RADIUS OF 340.95 FEET, A CENTRAL ANGLE OF 35 DEGREES 42 MINUTES 08 SECONDS, AND A CHORD WHICH BEARS SOUTH 67 DEGREES 59 MINUTES 31 SECONDS WEST, 209.03 FEET; THENCE SOUTHWESTERLY ON AND ALONG THE ARC OF SAID CURVE, AND SAID NORTH RIGHT OF WAY LINE, 212.46 FEET TO A POINT; THENCE SOUTH 88 DEGREES 09 MINUTES 28 SECONDS WEST, ON AND ALONG SAID NORTH RIGHT OF WAY LINE, 54.65 FEET TO A POINT; THENCE SOUTH 89 DEGREES 45 MINUTES 02 SECONDS WEST, ON AND ALONG SAID NORTH RIGHT OF WAY LINE, 234.49 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF WAUKEGAN ROAD (STATE HIGHWAY 43); THENCE NORTH 00 DEGREES 23 MINUTES 30 SECONDS WEST, ON AND ALONG SAID EAST RIGHT OF WAY LINE, 274.85 FEET TO A POINT; THENCE NORTH 88 DEGREES 24 MINUTES 25 SECONDS EAST, ON AND ALONG SAID EAST RIGHT OF WAY LINE, 9.06 FEET TO A POINT ON THE WEST LINE OF MARY J. STEELE SUBDIVISION; THENCE NORTH 00 DEGREES 39 MINUTES 08 SECONDS WEST, ON AND ALONG SAID EAST RIGHT OF WAY LINE, AND SAID WEST SUBDIVISION LINE, 349.57 FEET TO A POINT; THENCE SOUTH 89 DEGREES 54 MINUTES 55 SECONDS WEST, ON AND ALONG SAID EAST RIGHT OF WAY LINE, 7.47 FEET TO A POINT; THENCE NORTH 01 DEGREES 07 MINUTES 06 SECONDS WEST, ON AND ALONG SAID EAST RIGHT OF WAY LINE, 415.62 FEET TO A POINT; THENCE SOUTH 88 DEGREES 52 MINUTES 51 SECONDS WEST, ON AND ALONG SAID EAST RIGHT OF WAY LINE, 8.25 FEET TO A POINT; THENCE NORTH 00 DEGREES 56 MINUTES 50 SECONDS WEST, ON AND ALONG SAID EAST RIGHT OF WAY LINE, 214.98 FEET TO A POINT ON THE NORTH LINE OF SAID SOUTHEAST 1/4; THENCE SOUTH 89 DEGREES 55 MINUTES 02 SECONDS WEST, ON AND ALONG THE NORTH LINE OF SAID SOUTHEAST 1/4, 22.80 FEET TO A POINT; THENCE NORTH 13 DEGREES 04 MINUTES 58 SECONDS WEST, 149.82 FEET TO A POINT; THENCE NORTH 89 DEGREES 55 MINUTES 02 SECONDS EAST, AND PARALLEL TO THE NORTH LINE OF SAID SOUTHEAST 1/4, 1488.29 FEET TO THE POINT OF BEGINNING, IN LAKE COUNTY, ILLINOIS, NOW KNOWN AS LOT 1 IN LAKE FOREST PLACE BEING A SUBDIVISION IN THAT PART OF THE NORTHWEST 1/4 AND THE SOUTHWEST 1/4 OF SECTION 29 AND THE NORTHEAST 1/4 AND THE SOUTHEAST 1/4 OF SECTION 30, TOWNSHIP 44 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN THE CITY OF LAKE FOREST, LAKE COUNTY, ILLINOIS.)

PARCEL 4:

ALL THAT PART OF THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SECTION 30, TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING EAST OF THE PUBLIC HIGHWAY KNOWN AS WAUKEGAN ROAD (EXCEPT THAT PART THEREOF DESCRIBED AS FOLLOWS: BEGINNING AT THE POINT OF INTERSECTION OF THE WESTERLY LINE OF BURTON DRIVE IN LEROY BURTON'S PETITE ESTATES IN SAID CITY OF LAKE FOREST WITH THE SOUTH LINE OF THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SAID SECTION 30; THENCE NORTHWESTERLY ALONG A LINE TANGENT TO THE CURVING WESTERLY LINE OF SAID BURTON DRIVE 151.02 FEET, MORE OR LESS, TO A POINT WHICH IS 150.0 FEET NORTH OF THE SOUTH LINE OF THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SAID SECTION 30; THENCE WEST 150.0 FEET NORTH OF AND PARALLEL WITH SAID SOUTH LINE 442.5 FEET MORE OR LESS, TO THE CENTERLINE OF WAUKEGAN ROAD; THENCE SOUTH ALONG THE CENTERLINE OF WAUKEGAN ROAD 150.0 FEET TO THE POINT ON INTERSECTION OF THE CENTER LINE OF WAUKEGAN ROAD WITH THE SOUTH LINE OF THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SAID SECTION 30 AND THENCE EAST ALONG SAID SOUTH LINE 460.08 FEET, MORE OR LESS, TO THE POINT OF BEGINNING), IN LAKE COUNTY, ILLINOIS, (EXCEPT THAT PART TAKEN FOR ROAD PURPOSES IN PROCEEDINGS HAD IN CASE NUMBER 84ED20), (AND ALSO EXCEPTING THAT PART THEREOF CONVEYED TO THE PEOPLE OF THE STATE OF ILLINOIS, DEPARTMENT OF TRANSPORTATION, BY WARRANTY DEED DATED NOVEMBER 11, 2002 AND RECORDED JANUARY 12, 2004 AS DOCUMENT NUMBER 5475201.

PARCEL 5:

THAT PART OF THE NORTH 990 FEET OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 32, TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING WESTERLY OF THE WESTERLY LINE OF THE 160 FOOT RIGHT OF WAY OF THE STATE BOND ISSUE ROUTE 22, OTHERWISE KNOWN AS SKOKIE HIGHWAY, IN LAKE COUNTY, ILLINOIS.

PARCEL 6:

LOTS 1, 2 AND 3 IN WESTMORELAND RESUBDIVISION, BEING A SUBDIVISION IN SECTIONS 31 AND 32,

TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT OF WESTMORELAND RESUBDIVISION, RECORDED AUGUST 2, 1968 AS DOCUMENT 1387934 (EXCEPT THOSE PARTS THEREOF LYING IN RELOCATED WESTMORELAND ROAD ACCORDING TO THE PLAT OF DEDICATION THEREFORE RECORDED SEPTEMBER 23, 1977 AS DOCUMENT 1868106), ALSO THAT PART OF LOT "B" IN C.A. REARDON RESUBDIVISION OF LOT 15 OF WESTMORELAND ACRES SUBDIVISION, BEING A SUBDIVISION OF PARTS OF SECTIONS 31 AND 32, TOWNSHIP 44 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AUGUST 17, 1956 AS DOCUMENT 919889 IN BOOK 1473 OF PLATS, PAGE 11, DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHWEST CORNER OF LOT 3 OF WESTMORELAND RESUBDIVISION, BEING A SUBDIVISION OF PART OF SECTIONS 31 AND 32 TOWNSHIP 44 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AUGUST 2, 1968 AS DOCUMENT 1387934, SAID POINT ALSO BEING AN ANGLE POINT IN THE PROPERTY LINE OF SAID LOT "B"; THENCE NORTH 63 DEGREES 30 MINUTES 26 SECONDS EAST ALONG THE NORTHERLY LINE OF SAID LOT 3, ALSO BEING THE SOUTHEASTERLY LINE OF SAID LOT "B", A DISTANCE OF 158.02 FEET TO THE POINT OF BEGINNING; THENCE NORTH 00 DEGREES 09 MINUTES 58 SECONDS WEST 179.90 FEET, THENCE SOUTH 89 DEGREES 50 MINUTES 16 SECONDS WEST 38.14 FEET TO THE WEST LINE OF THE NORTHERLY PART OF SAID LOT "B"; THENCE NORTH 00 DEGREES 02 MINUTES 14 SECONDS EAST ALONG SAID WEST LINE OF LOT "B" 118.15 FEET TO THE NORTHERLY MOST CORNER OF SAID LOT; THENCE SOUTHEASTERLY 57.28 FEET ALONG A CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 99.18 FEET, A CHORD BEARING SOUTH 42 DEGREES 44 MINUTES 15 SECONDS EAST, A CHORD DISTANCE OF 56.54 FEET; THENCE SOUTH 26 DEGREES 33 MINUTES 51 SECONDS EAST ALONG THE NORTHEASTERLY LINE OF SAID LOT "B" 229.64 FEET TO THE EASTERLY MOST CORNER OF SAID LOT; THENCE SOUTH 63 DEGREES 30 MINUTES 26 SECONDS WEST ALONG THE SOUTHEASTERLY LINE OF SAID LOT "B", ALSO BEING THE NORTHERLY LINE OF SAID LOT 3, A DISTANCE OF 114.48 FEET TO THE POINT OF BEGINNING, EXCEPT THAT PART OF SAID LOT 3 DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHWEST CORNER OF LOT 3; THENCE NORTH 63 DEGREES 30 MINUTES 26 SECONDS EAST ALONG THE NORTHERLY LINE OF SAID LOT 3, ALSO BEING THE SOUTHEASTERLY LINE OF LOT "B" IN C.A. REARDON RESUBDIVISION, A DISTANCE OF 158.02 FEET; THENCE SOUTH 22 DEGREES 27 MINUTES 28 SECONDS WEST A DISTANCE OF 260.23 FEET TO A POINT OF INTERSECTION WITH THE EASTERLY PROLONGATION OF THE SOUTH LINE OF AFORESAID LOT "B"; THENCE NORTH 89 DEGREES 59 MINUTES 08 SECONDS WEST ALONG SAID EASTERLY PROLONGATION 42.00 FEET TO THE WEST LINE OF AFORESAID LOT 3, ALSO BEING THE SOUTHEASTERLY CORNER OF THE SOUTHERLY PART OF SAID LOT "B"; THENCE NORTH 00 DEGREES 00 MINUTES 33 SECONDS WEST ALONG SAID WEST LINE OF LOT 3, ALSO BEING THE EASTERLY LINE OF THE SOUTHERLY PART OF SAID LOT "B" 169.88 FEET TO THE POINT OF BEGINNING, IN LAKE COUNTY, ILLINOIS.

PARCEL 7:

THAT PART OF VACATED TIVERTON ROAD (FORMERLY CHILTERN ROAD) ADJOINING LOTS 1, 2, & 3 IN WESTMORELAND RESUBDIVISION AS LOCATED AND DEPICTED ON THE PLAT OF WESTMORELAND RESUBDIVISION, ACCORDING TO THE PLAT THEREOF RECORDED AUGUST 2, 1968 AS DOCUMENT 1387934, LYING WITHIN THE WEST 1/2 OF THE NORTHWEST 1/4 OF SECTION 32, TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, VACATED BY ORDINANCE RECORDED OCTOBER 22, 1990 AS DOCUMENT 2955754, IN LAKE COUNTY, ILLINOIS

PARCEL 8:

LOT 9 IN WESTMORELAND ACRES, BEING A SUBDIVISION OF PARTS OF SECTIONS 31 AND 32, TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 26, 1952 AS DOCUMENT 770286, IN BOOK 1133 OF RECORDS, PAGE 63, IN LAKE COUNTY, ILLINOIS.

PARCEL 9:

LOT 10 IN WESTMORELAND ACRES, BEING A SUBDIVISION OF PARTS OF SECTIONS 31 AND 32, TOWNSHIP 44 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 26, 1952 AS DOCUMENT 770286, IN BOOK 1133 OF RECORDS, PAGE 63, IN LAKE COUNTY, ILLINOIS.

EXHIBIT B

Findings of Fact

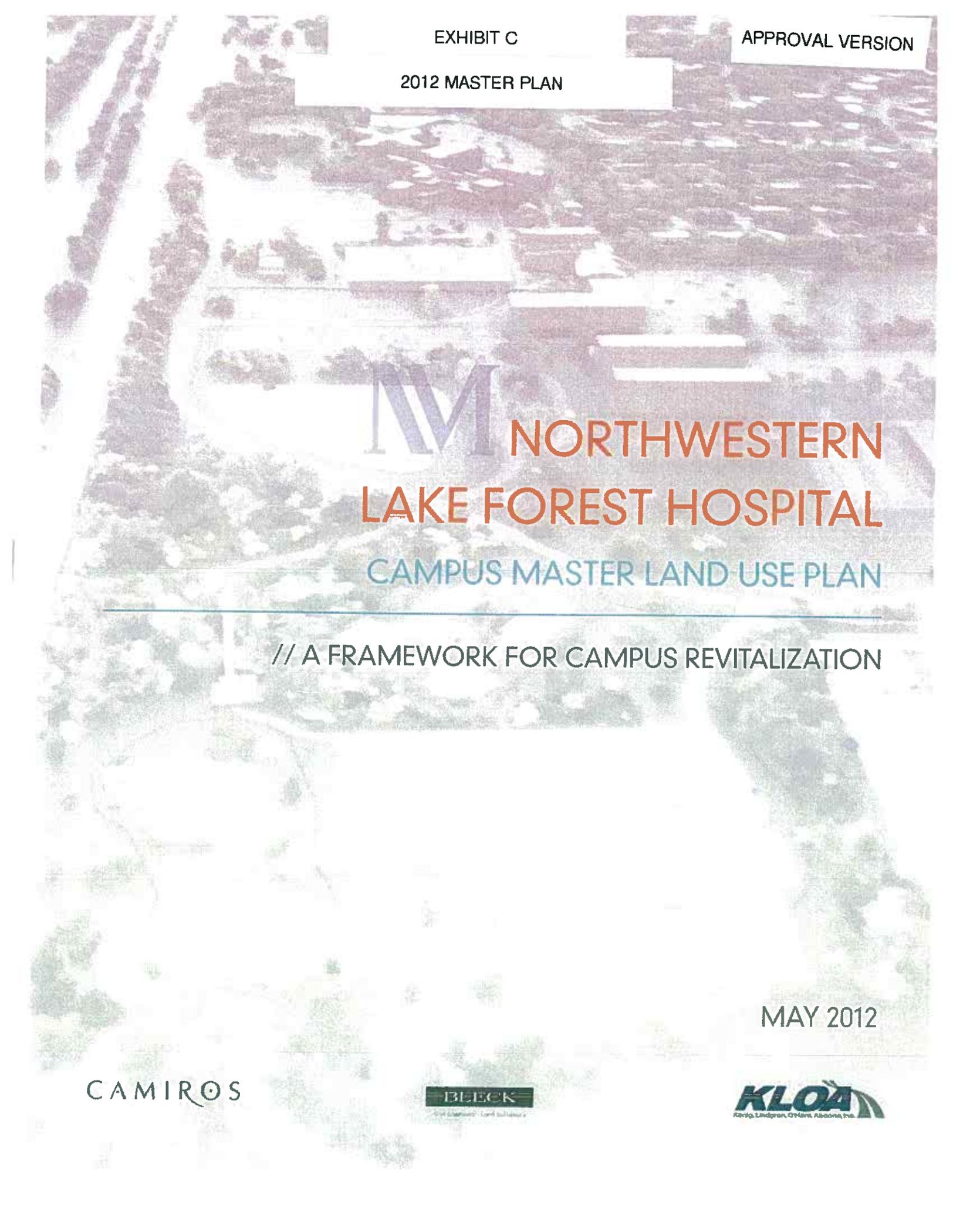
1. The revitalization of the 160-acre hospital campus in a manner consistent with the 2012 Master Plan and in accordance with the extensive conditions of this Special Use Permit will not be detrimental to or endanger the public health, safety, morals, comfort or general welfare of the residents of Lake Forest or the general public.
2. The new 2012 Master Plan is consistent with the previously adopted Master Plan, 2000 – 2005, and the associated Memorandum of Understanding dated May 25, 2001, (copy attached) which anticipated future development of the Central Campus area for medical and wellness facilities in generally the manner now proposed.
3. The continued presence of a state of the art medical facility in the City of Lake Forest supports the local economy, the City of Lake Forest and the Lake Forest School districts through property taxes, support of local businesses, promoting interest in the local real estate market and through one-time and ongoing fees and charges paid to the City.
4. The surrounding properties and neighborhoods are built out. They are developed with single and multi-family residential, institutional uses and major transportation corridors. The surrounding development for the most part was constructed after the establishment of the hospital campus. The proposed revitalization of the campus will not impede the normal and orderly use or future improvement of the surrounding properties.
5. The revitalization of the hospital campus will not result in a substantial diminution or impairment of the values of surrounding properties, instead, property values in the community will be supported by the availability of a level of medical care not often found in comparably sized communities.
6. The proposed 2012 Master Plan provides certainty around the land use patterns for the 40-acre parcel of the hospital campus. In particular, the 2012 Master Plan extends the previous buffer areas from 120-feet to 200-feet along the southern property line, from 50-feet to 250 feet along Waukegan Road and from 50-feet to 75-feet along Westmoreland Road. The permanently established buffer areas provide certainty at the perimeter of the campus and an appropriate and compatible transition between the hospital campus and adjacent residential uses protecting and preserving the use and enjoyment of or surrounding properties.
7. The architectural, site layout, landscaping, lighting and signage will be guided by the 2012 Master Plan and the conditions of the Special Use Permit and the Technical and Design Advisory Committee and compliance with the 2012 Master Plan and conditions of the Special Use Permit will be verified through a public process before the Plan Commission and City Council.
8. The incorporation of a height variance in the Special Use Permit recognizes that the conditions upon which the variance is based are not generally applicable to other properties since no other hospital campus exists in the community. The conditions of approval, extensive building setbacks established in the 2012 Master Plan and the process referenced in Finding #7, will assure that the essential character of the surrounding neighborhood and overall community is preserved.

9. The 2012 Master Plan was developed based on the limiting factor of the capacity of existing roadways together with planned roadway improvements. Significant roadway improvements, for which the hospital will bear the full cost, are required as a condition of the Special Use Permit at the start of the Phase 1 build-out. Existing roadways together with the planned improvements will provide adequate ingress and egress without causing undue congestion on surrounding roadways.
10. The Special Use Permit requires periodic traffic studies to be conducted as directed by the City to validate traffic volume projections and traffic patterns. Traffic will be a focus throughout this project and a key in the timing of implementation of the phases of the 2012 Master Plan.
11. Adequate utilities are available to continue to serve the hospital campus. All upgrades and extensions of existing infrastructure required to support the revitalization of the campus will be fully funded by the hospital. Stormwater will be managed consistent with the requirements of the Lake County Watershed Development Ordinance to avoid negative impacts upstream or downstream.
12. The uses on the hospital campus will be consistent with regulations of the R-3 and R-4 zoning districts within which it is located and all other applicable rules and regulations except as set forth in the Special Use Permit.

EXHIBIT C

APPROVAL VERSION

2012 MASTER PLAN



M NORTHWESTERN
LAKE FOREST HOSPITAL
CAMPUS MASTER LAND USE PLAN

// A FRAMEWORK FOR CAMPUS REVITALIZATION

MAY 2012

CAMIROS

BLECK
Architectural - Land Planning

KLOA
Kovig, Lindgren, O'Hare, Alboom, Inc.

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NORTHWESTERN LAKE FOREST HOSPITAL CAMPUS LAND USE MASTER PLAN

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1 - INTRODUCTION

NORTHWESTERN LAKE FOREST HOSPITAL CAMPUS LAND USE MASTER PLAN

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INTRODUCTION

A. PROJECT OBJECTIVE

The Northwestern Lake Forest Hospital (NLFH) Campus Revitalization Project is critical to the ongoing and long-term viability for the provision of convenient access to quality healthcare for the residents of Lake Forest and Lake County. This project is essential to ensure that Northwestern Lake Forest Hospital Campus continues its tradition as an important and prominent Lake Forest community institution for generations to come.

The Master Plan establishes a forward thinking and durable framework for near and long term campus revitalization. A critical component of the Plan is the need to replace the existing outdated inpatient hospital facilities.

The Master Plan embodies a comprehensive and integrated vision that balances the Hospital's near and long-term needs with those of the community. The 160 acre campus plan is conceptualized around three regions - North, Central and South Campuses. The North Campus is focused around health and wellness activities with minimal growth. The Central Campus is the site of the new inpatient hospital. The South Campus is to be re-purposed with a focus on medical education and research with no growth in overall square footage anticipated.

A key aspect of the Plan is the Phase One relocation of the hospital inpatient clinical functions to a new facility in the Central Campus by 2017. Once this has occurred, re-purposing of the South Campus can begin. Longer-term future phases provide a framework for growth of healthcare services in the Central Campus should the need emerge over the next 20 years.

B. SUMMARY OF CAMPUS PLAN

Phase One: Replacement Hospital

- » State-of-the-art hospital in the Central Campus
- » New medical office building
- » Parking including structure in Central Campus
- » Health and Fitness expansion for education/conferencing in the North Campus
- » Vehicular access improved
- » Open space buffers established
- » Storm water ponds and wetlands established

Phase Two: Re-purposing the Old Hospital Campus

- » South Campus re-purposed for medical education and research
- » Parking including structure in South Campus

Phase Three: Longer-term Hospital Growth Potential

- » Expansion to Central Campus hospital
- » New medical office building
- » Parking including second structure in Central Campus

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2 - CAMPUS VISION - PHASE ONE

NORTHWESTERN
LAKE FOREST HOSPITAL
CAMPUS LAND USE MASTER PLAN

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CAMPUS VISION - PHASE ONE

As shown in Figure 1 - Illustrative Plan - Phase One, a key aspect of the Plan is the relocation of the hospital inpatient clinical functions to a new facility in the Central Campus. The following provides a Phase One vision for the revitalization of the Northwestern Lake Forest Hospital Campus over the next five years. The Phase One vision is focused on planning for flexibility and adaptability to meet the changing needs of the healthcare market, while respecting the history and tradition of the NLFH Campus and Lake Forest community.

Key Aspects of Phase One

- » North Campus focused on health and wellness
- » Central Campus focused on health care
- » Residential buffers and setbacks
- » Full access for emergency response vehicles
- » Preservation of wetlands
- » Increased / improved campus access

A HOSPITAL

The existing hospital's physical plant is not suitable to support the evolving demands of healthcare quality and technology. In order to provide expanded access to distinctive, top-tier subspecialty clinical programs and physicians while delivering on Northwestern's Patients First mission, Phase One of the Master Plan is centered around the creation of a new state-of-the-art hospital facility in the Central Campus. This new facility will:

- » Serve Lake Forest and the growing community, ensuring top-notch access to care;
- » Establish greater distance and buffers to the surrounding residential neighborhoods;
- » Create full access for emergency vehicles, including fire and police departments, a functionality that does not exist with the current Main Hospital building location;
- » Be designed as a contemporary environment of care, built to current standards and safety codes;
- » Include up to 500,000 square feet within a maximum of five stories above grade, containing diagnostic and treatment services and inpatient rooms, along with basement and roof-level mechanical and support functions. The scope of the new facility will be finalized pending appropriate governmental approvals; and
- » Be supported by additional parking to the north and west.

Following the construction of a new Central Campus Hospital facility, primary functions housed in the current NLFH Main Hospital, including inpatient and outpatient medical and surgical services, patient diagnostic, treatment and emergency services, and all necessary support services such as logistics, dietary, security, housekeeping, and central storage shall be relocated from the current hospital. To support the new replacement hospital, all utilities necessary, including emergency power, oxygen and other medical gas services, fire prevention and suppression systems, heating, ventilating and cooling systems and data system will be relocated and/or extended as necessary.

The new NLFH replacement hospital and its required ancillary facilities and features will be designed and built to meet contemporary care delivery standards and all applicable regulatory requirements. These standards and requirements include but are not limited to:

- » City of Lake Forest Codes and Ordinances;
- » Illinois Health Facilities Planning Act as administrated by Health Facilities and Services Planning Board (HFSPB);
- » Illinois Administrative Code Section 250 as administrated by the Illinois Department of Public Health (IDPH);
- » National Fire Protection Association codes and requirements (e.g. NFPA 101 Life Safety Code, NFPA 99 Requirements for Healthcare Facilities, NFPA 90 Mechanical Heating and Ventilation Standards and NFPA 13 Fire Suppression Systems);
- » Office of the State Fire Marshall;
- » Federal requirements such as those set by US Health and Human Services Centers for Medicare and Medicaid Services (CMS), Centers for Disease Control (CDC), Occupation Safety and Health Agency (OSHA), US Justice Department Americans with Disabilities Act (ADA), and the US Nuclear Regulatory Agency; and
- » Independent agencies that accredit hospitals, programs and services such as Joint Commission on Accreditation of Healthcare Organizations (JCAHO), American College of Surgeons, American College of Emergency Physicians, American College of Anesthesiologists, and many others not listed here.

B. MEDICAL OFFICE BUILDING

Within the Central Campus, to the south of the new Hospital building, the Master Plan envisions the creation of a new three-story, medical office building of approximately 100,000 square feet. A medical office building was originally approved as part of the *Lake Forest Hospital Master Plan Development 2000 – 2005*. Additional parking or reconfiguration of existing lots is anticipated to serve users of the medical office building.

C. HEALTH AND FITNESS BUILDING EXPANSION

Phase One also includes an expansion of up to 25,000 square feet to the North Campus Health and Fitness Building. This expansion, in the form of a one or two story addition, would accommodate conferencing, education and wellness uses. Two possible locations are shown for illustrative purposes on Figure 1. The addition will be located on either the west or east side of the existing facility with the preferred location to be determined during the design phase. Minimal parking expansion is necessary as many of the users of the Health and Fitness Building are already on campus as users of the medical facilities.

D. CIRCULATION

An overall goal of the Master Plan is to sustain a park-like feel that embraces health and wellness. The Master Plan seeks to expand upon operational and environmental efficiencies through improved auto, emergency vehicle, bicycle and pedestrian access and circulation. In order to provide improved access into the campus from the east and the west, new right-in right-out intersections are planned for Skokie Highway / Route 41 and for Waukegan Road / Route 43. The existing primary campus entry at the intersection of Westmoreland Road and Deerpath also will be improved with turn lane improvements, creating better access and traffic flow in all directions. Internal drives will be incorporated to provide access to new campus facilities and parking areas while sidewalk connections will create a more pedestrian-friendly environment for staff, patients, and visitors.

E. STRUCTURED PARKING

The Central Campus Hospital facility will be supported by additional parking to the north and west, including a parking structure not to exceed three levels above grade. The existing grade will be maintained to the greatest extent possible. Earth berming may be incorporated to minimize the apparent height of the parking structure.

F. HELIPAD

The existing helipad located immediately north of the South Campus will remain in its current location. No expansion physically or in terms of use is planned.

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KEY ELEMENTS

Central Campus

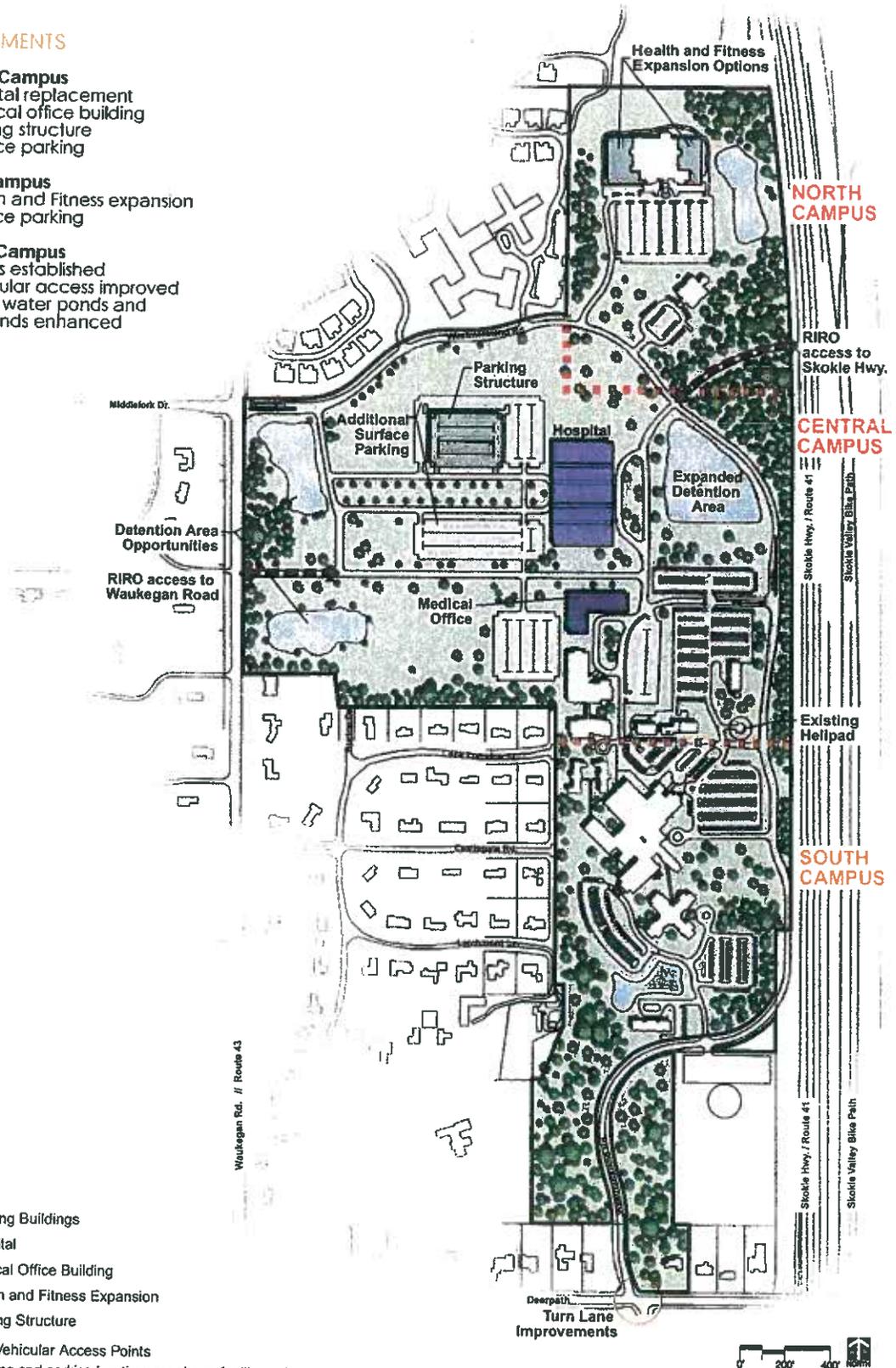
- » Hospital replacement
- » Medical office building
- » Parking structure
- » Surface parking

North Campus

- » Health and Fitness expansion
- » Surface parking

Overall Campus

- » Buffers established
- » Vehicular access improved
- » Storm water ponds and wetlands enhanced



NORTH CAMPUS

CENTRAL CAMPUS

SOUTH CAMPUS

Legend

- Existing Buildings
- Hospital
- Medical Office Building
- Health and Fitness Expansion
- Parking Structure
- New Vehicular Access Points

Future building and parking locations are shown for illustrative purpose only. Orientation, configuration and footprint boundaries will vary during the design phase of development.



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KEY ELEMENTS

Central Campus

- » Health care focused
- » Streetscape and neighborhood buffers - 12 acres
- » Land banked parking area

North Campus

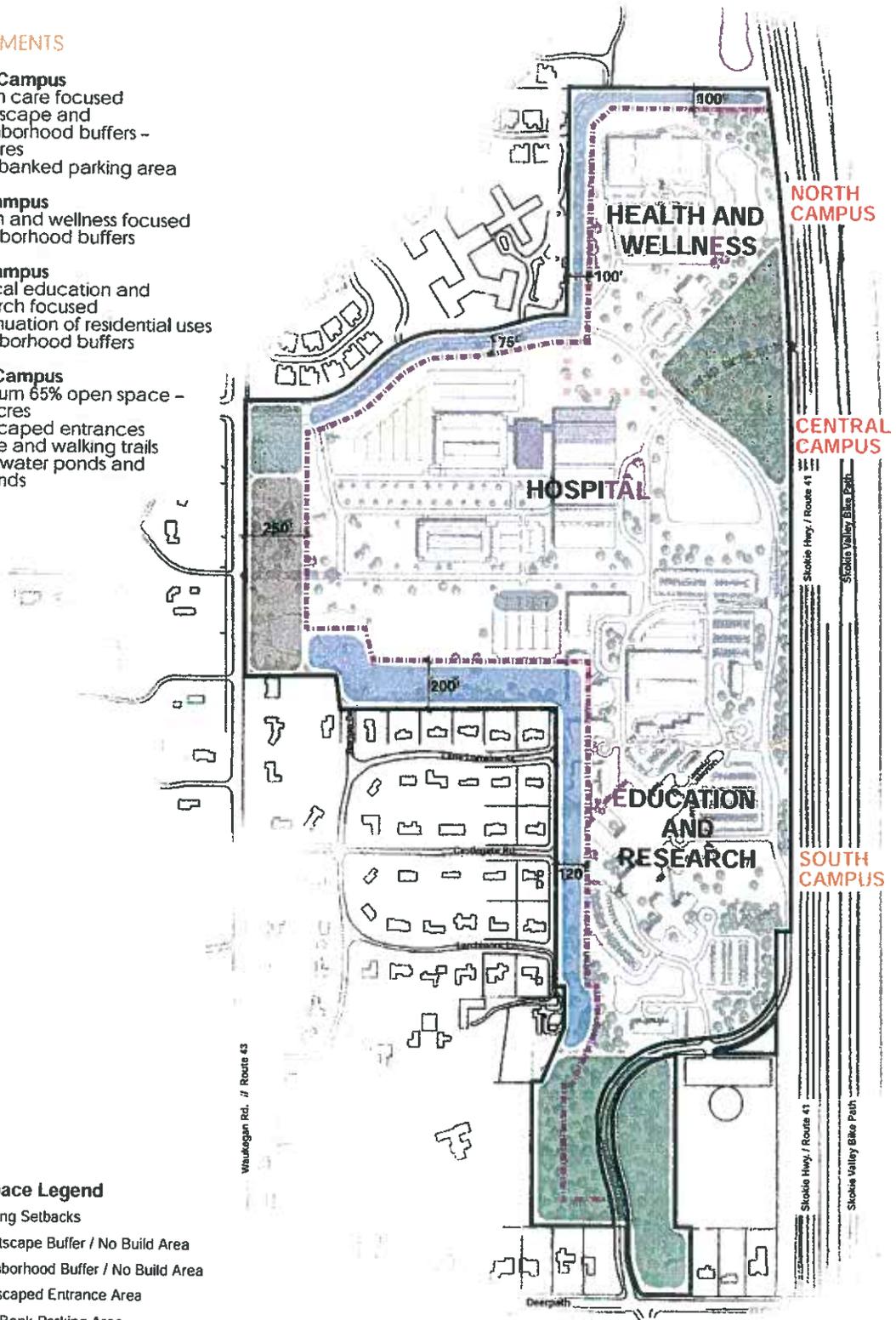
- » Health and wellness focused
- » Neighborhood buffers

South Campus

- » Medical education and research focused
- » Continuation of residential uses
- » Neighborhood buffers

Overall Campus

- » Minimum 65% open space - 104 acres
- » Landscaped entrances
- » Bicycle and walking trails
- » Storm water ponds and wetlands



Open Space Legend

- Building Setbacks
- Streetscape Buffer / No Build Area
- Neighborhood Buffer / No Build Area
- Landscaped Entrance Area
- Land Bank Parking Area
- Future Parking Relocation from Buffer Area

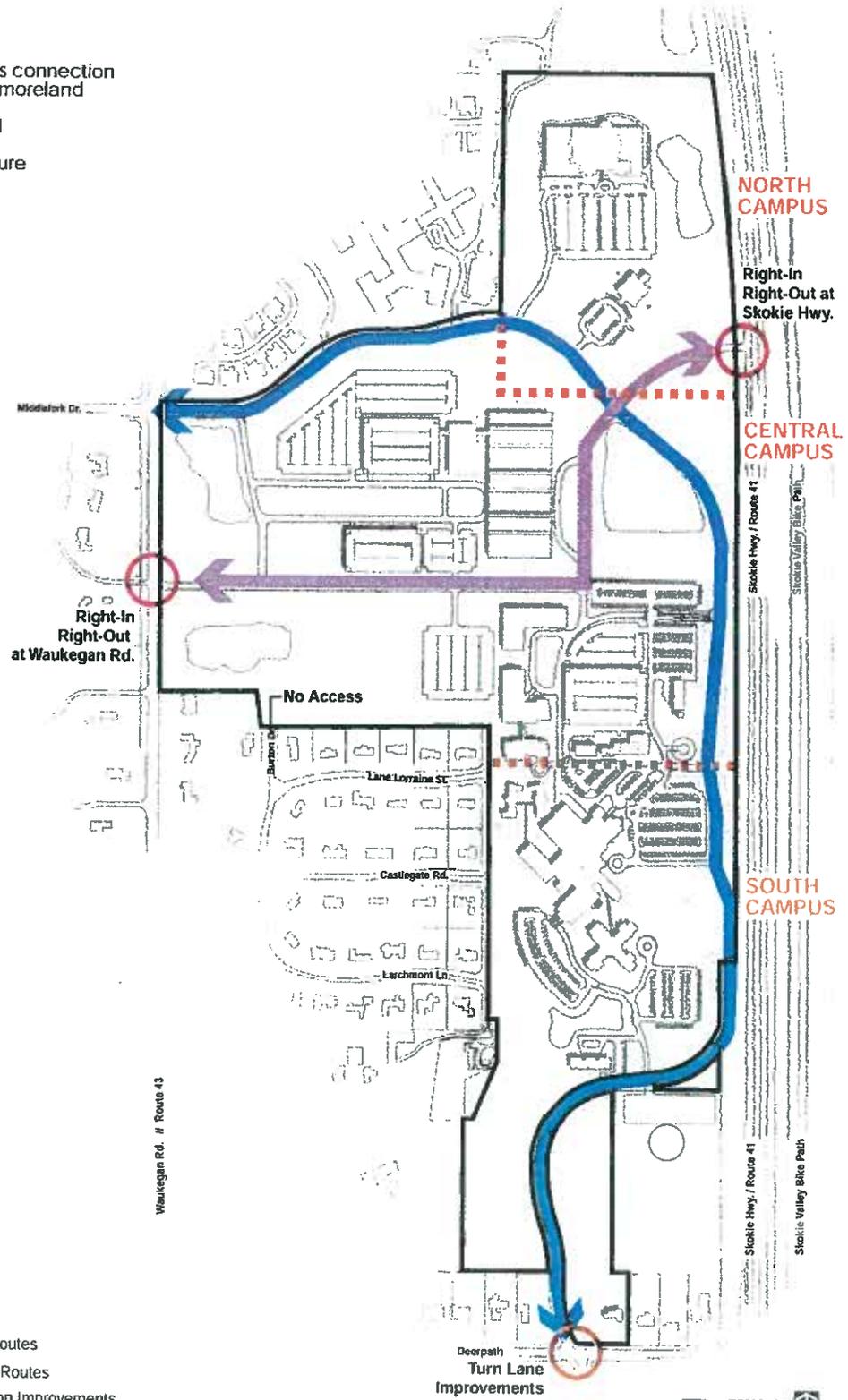
Future building and parking locations are shown for illustrative purpose only. Orientation, configuration and footprint boundaries will vary during the design phase of development.



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KEY ELEMENTS

- › Route 41 campus connection
- › Deerpath / Westmoreland improvements
- › Waukegan Road improvements
- › Burton Drive closure



Legend

- Existing Vehicular Routes
- Proposed Vehicular Routes
- Proposed Intersection Improvements

Future building and parking locations are shown for illustrative purpose only.
Orientation, configuration and footprint boundaries will vary during the design phase of development.



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3 - CAMPUS VISION - PHASE TWO

NORTHWESTERN
LAKE FOREST HOSPITAL
CAMPUS LAND USE MASTER PLAN

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CAMPUS VISION - PHASE TWO

Beyond the Phase One improvements, the Master Plan contemplates re-use and re-purposing of the South Campus on which the existing hospital building is located.

Key Aspects of Phase Two

- » Re-purpose South Campus
- » Structured parking
- » Surface parking land bank

A. MEDICAL RESEARCH / EDUCATION

With the Phase One relocation of the hospital functions to a new facility in the Central Campus, NLFH will re-purpose the South Campus for complementary medical research and education programs. It is anticipated that the re-purposing of the South Campus for these uses will result in a **capacity that is no greater than it is today in terms of building square footage and floor-area-ratio**. NLFH will conduct a detailed existing Main Hospital reuse study and needs assessment in 2015 - 2017.

B. POWERPLANT CO-GENERATION EXPANSION

The existing Powerplant Co-Generation facility is ideally located within the interior of the NLFH campus, away from surrounding residential properties. As the NLFH Campus grows and expands, an additional 10,000 square feet of Powerplant Co-Generation space may be necessary adjacent to the current facility to meet the energy needs of both new and existing facilities. In the event that this expansion is needed, NLFH will engage the City to explore possible community benefits for this resource. It is not anticipated that additional parking will be needed to serve the Powerplant Co-Generation expansion.

C. PARKING STRUCTURE

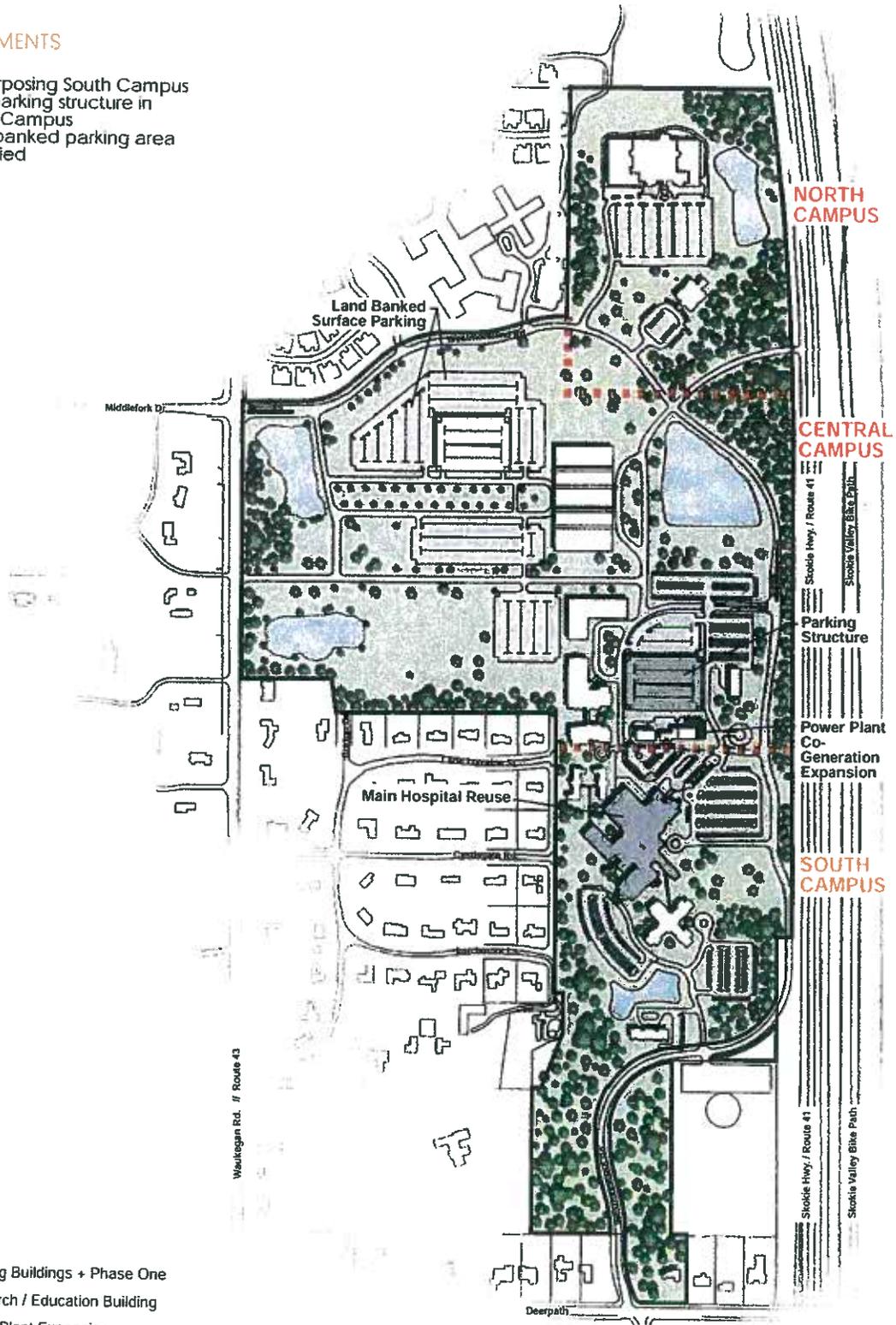
As described in the *Lake Forest Hospital Master Plan Development 2000 – 2005*, there is ample room for a parking structure east of the 900 Bays Medical Office building. The structure could help increase available parking for the South Campus reuse as well as provide additional parking to serve the proposed medical office building to the north. An area of land banked surface parking has been identified if parking needs exceed the capacity of approved parking structures.

The existing surface parking lot located west of the 900 Bays Medical Office Building will be modified to preserve a 200' neighborhood buffer.

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KEY ELEMENTS

- › Re-purposing South Campus
- › New parking structure in South Campus
- › Land banked parking area identified



Legend

- Existing Buildings + Phase One
- Research / Education Building
- Power Plant Expansion
- Parking Structure

Future building and parking locations are shown for illustrative purpose only.
Orientation, configuration and footprint boundaries will vary during the design phase of development.



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4 - CAMPUS VISION - FUTURE PHASES

NORTHWESTERN
LAKE FOREST HOSPITAL
CAMPUS LAND USE MASTER PLAN

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CAMPUS VISION - FUTURE PHASES

In addition to Phase One and Two improvements, the Master Plan also includes a framework for longer term future growth and expansion of the Hospital. Integral to this vision is an addition to the Central Campus hospital facility along with additional medical office space. By planning for future development in the central and eastern portions of the campus, impacts of noise, views and lighting will be minimized on surrounding residential areas. Figure 5 – Illustrative Plan - Future Phases outlines a framework for additional facility improvements to be considered within a 20-year time frame.

Key Aspects of Future Phases

- » Hospital expansion on Central Campus
- » Medical office expansion
- » Structured parking

A. HOSPITAL EXPANSION

In order to meet growing community medical needs, it is anticipated that up to a 150,000 square foot addition to the Central Campus hospital may be necessary in the future. This expansion would provide additional patient rooms as well as diagnostic and treatment space. The Central Campus hospital addition also would require the development of additional parking areas in either surface or structured formats.

B. MEDICAL OFFICE

As part of future Central Campus improvements, the Master Plan illustrates an additional 50,000 square feet of medical office space to be located in close proximity to the Central Campus hospital facility. Parking for the new medical office space would be provided by adjacent surface and/or structured parking areas.

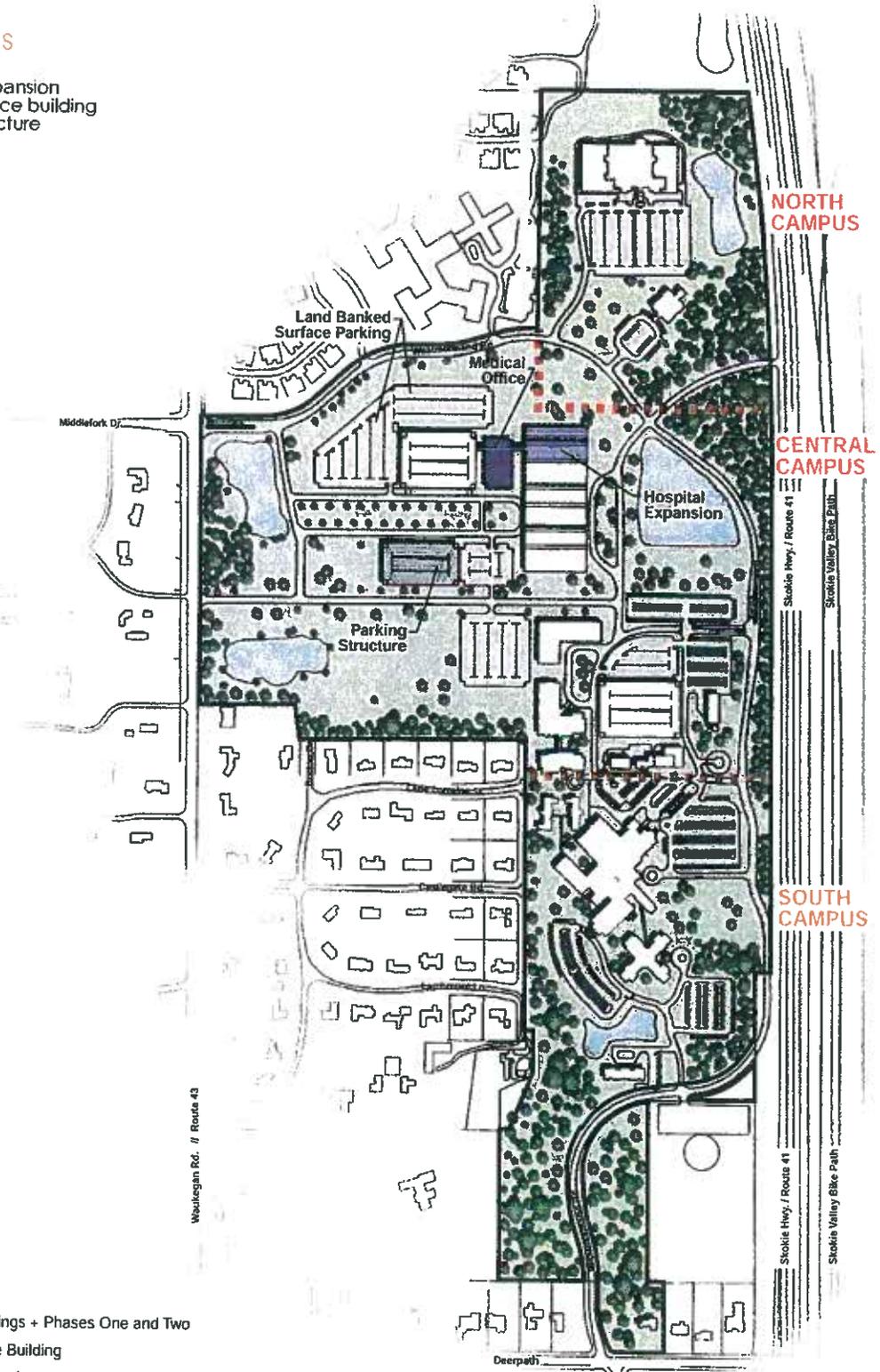
C. PARKING STRUCTURE

Additional parking to support future central campus expansion would be accommodated in an additional parking structure or surface lots. An area of land banked surface parking has been identified if parking needs exceed the capacity of approved parking structures.

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KEY ELEMENTS

- » Hospital expansion
- » Medical office building
- » Parking structure



Legend

-  Existing Buildings + Phases One and Two
-  Medical Office Building
-  Hospital Expansion
-  Parking Structure

*Future building and parking locations are shown for illustrative purpose only.
Orientation, configuration and footprint boundaries will vary during the design phase of development.*



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5 - LAND USE DEVELOPMENT STANDARDS

NORTHWESTERN
LAKE FOREST HOSPITAL
CAMPUS LAND USE MASTER PLAN

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LAND USE DEVELOPMENT STANDARDS

Northwestern Lake Forest Hospital Campus shall be developed in accordance with the following land use development criteria. To the extent of any conflict between the following criteria and the underlying zoning, the standards outlined in this section and the adopted Special Use Permit Ordinance shall control. Recommended land use development standards to guide design development for Phase One and Future Phases of NLFH Campus improvements are outlined below and in the following Figures.

A. SITE DEFINED

The NLFH Campus includes Parcels 1-9 (inclusive) as shown on the on the Plat of Survey of Northwestern Lake Forest Hospital, prepared by Bleck Engineering Company, dated November 10, 2011, consisting of 161.18 acres.

B. INTENDED USES

Notwithstanding the underlying zoning for this property, the principle intended uses for the site are medical and wellness services including:

- » Inpatient care;
- » Ambulatory and outpatient care;
- » Diagnostic and treatment;
- » Administrative offices;
- » Libraries;
- » Medical offices;
- » Clinical trials;
- » Translational and medical research;
- » Healthcare and wellness education;
- » Parking facilities (structured and surface);
- » Day care centers;
- » Food services;
- » Lecture halls;
- » Classrooms;
- » Laboratories;
- » Health clubs;
- » Ancillary retail services;
- » Hospital and campus support services;
- » Residential living facilities for employees, faculty, staff, post acute care, and seniors;
- » Hospital related services including services for families of patients and clinical trials.

It is not the intent to include stand alone retail or hotel establishments or uses unrelated to supporting the core mission of the institution.

C. BUILDING SETBACKS AND PRESERVED OPEN SPACE

The Master Plan establishes generous building setback zones at the perimeters of the site. Figure 2 - Campus Use Areas illustrates the perimeter buffer areas for the north, central, and south campus areas. Building setback standards are intended to preserve an adequate buffer between future buildings and surrounding residential uses while helping to maintain existing significant landscaped areas and providing space for enhanced buffers as appropriate. Established building setbacks include 250 feet along Waukegan Road / Route 43, 200 feet to the north of the King Muir neighborhood, 75 feet from Westmoreland Road along the north, and landscaped campus entrances.

D. MINIMUM OPEN SPACE

Open space is defined as continuous space unobstructed by buildings, roads or parking lots but including walkways, pedestrian gathering areas and bicycle paths. In order to provide a park-like campus atmosphere, the Master Plan establishes a minimum open space percentage of 65% for the entire site, with the following percentages for each campus area:

- » North Campus – 75%
- » Central Campus – 50%
- » South Campus – 60%
- » Overall – 65%

E. MAXIMUM STRUCTURED COVERAGE

Structured Coverage is defined as all land area that is covered by a building or other structure, including parking garages. Acknowledging the City standard of 30% coverage, the Master Plan recommends a maximum structured coverage percentage of 15% for the entire site, with the following percentages for each campus area:

- » North Campus – 10%
- » Central Campus – 20%
- » South Campus – 10%
- » Overall – 15%

F. MAXIMUM BUILDING HEIGHTS

Proposed maximum building heights for the North, Central and South campuses are illustrated on Figure 6 - Building Height Zones. With the exception of the new Central Campus hospital facility, the proposed height of all other new construction on campus is consistent with that of surrounding existing campus buildings. To accommodate a new state-of-the-art inpatient hospital building, the Master Plan recommends a portion of the Central Campus allow taller building elements for vertically stacking functions in recognition of operational, safety and best practice land use imperatives.

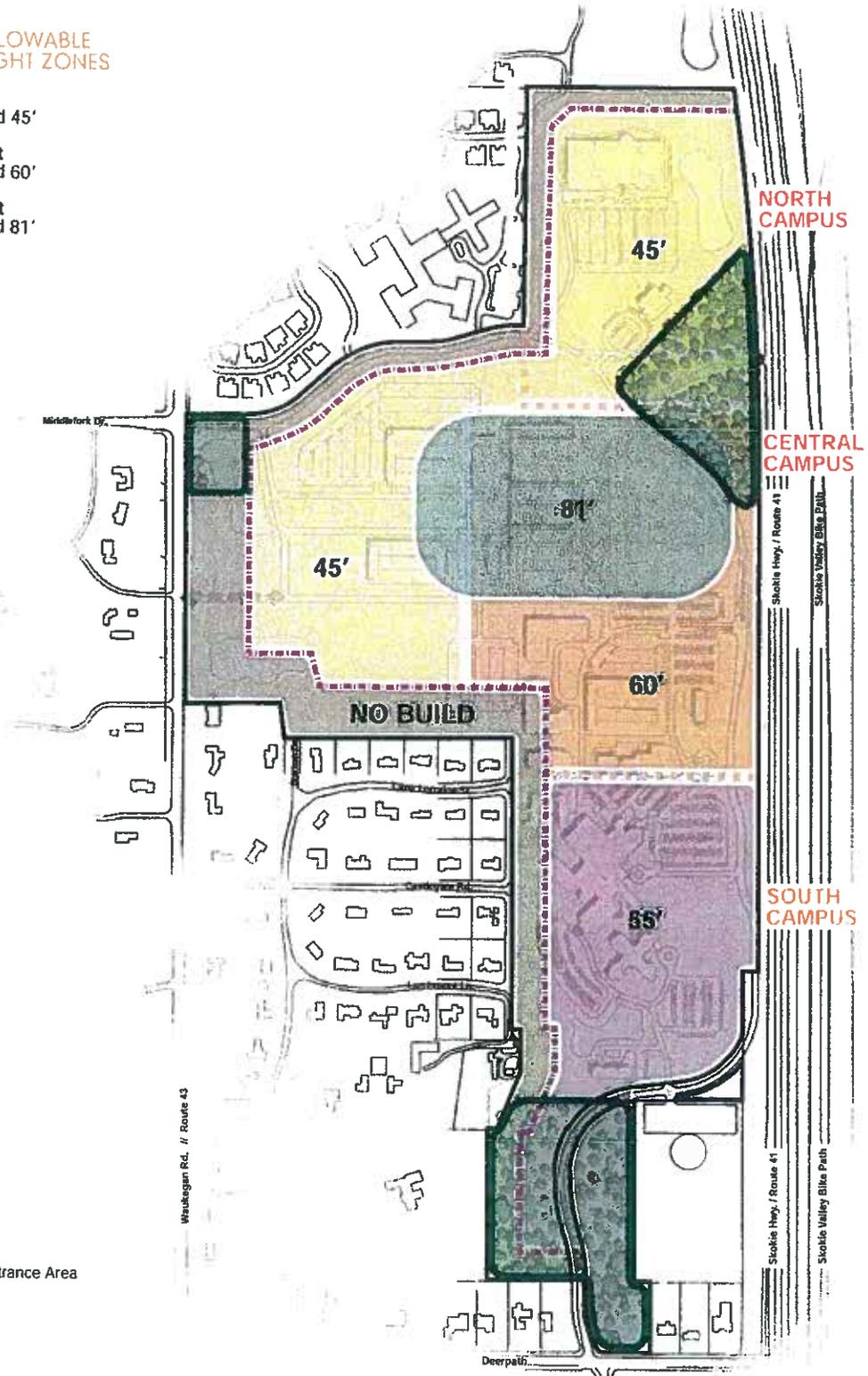
G. MAXIMUM FAR

Maximum floor area ratios (FAR) for the north, central and south campuses are listed below. Parking structures are not included within FAR standards.

- » North Campus – 0.10
- » Central Campus – 0.30
- » South Campus – 0.25
- » Overall – 0.30

MAXIMUM ALLOWABLE BUILDING HEIGHT ZONES

- Lower Height**
» Not to exceed 45'
- Moderate Height**
» Not to exceed 60'
- Maximum Height**
» Not to exceed 81'



Legend

- Landscaped Entrance Area

Diagram recognizes that mechanical equipment may exceed maximum heights in select areas.
 Future building and parking locations are shown for illustrative purpose only.
 Orientation, configuration and footprint boundaries will vary during the design phase of development.



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6 - PEDESTRIAN AND BICYCLE CIRCULATION

NORTHWESTERN
LAKE FOREST HOSPITAL
CAMPUS LAND USE MASTER PLAN

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PEDESTRIAN AND BICYCLE CIRCULATION

As shown in Figure 7 - Bicycle Connections, along with an improved network of sidewalks and pedestrian pathways, the Master Plan recommends analyzing ways to incorporate the NLFH Campus into the larger City and Regional bicycle network. The intent is to create a viable connection between the Middlefork Savanna Forest Preserve trail and Waukegan Road bicycle route to the west, and the Skokie Valley Bike Path to the east. Parts of Westmoreland Road along with new campus drives and pathways could be used in creating a more seamless bicycle connection while helping to make NLFH facilities more accessible to the surrounding community. NLFH recognizes that the City of Lake Forest is in the early stages of developing its Bicycle Master Plan and would like to collaborate with the City in integrating the campus into that Plan.

As shown in Figure 8 - Walking Trails, the Master Plan envisions an expanded pedestrian trail system to serve the entire campus and the larger community including Lake Forest Place residents. This trail system will help link the geographically isolated Health and Fitness Center and Dearhaven Child care and Learning Center with both existing and new hospital facilities to the south. Bicycle and walking trails will remain open to Lake Forest residents and NLFH will encourage their use as an added benefit to the community.

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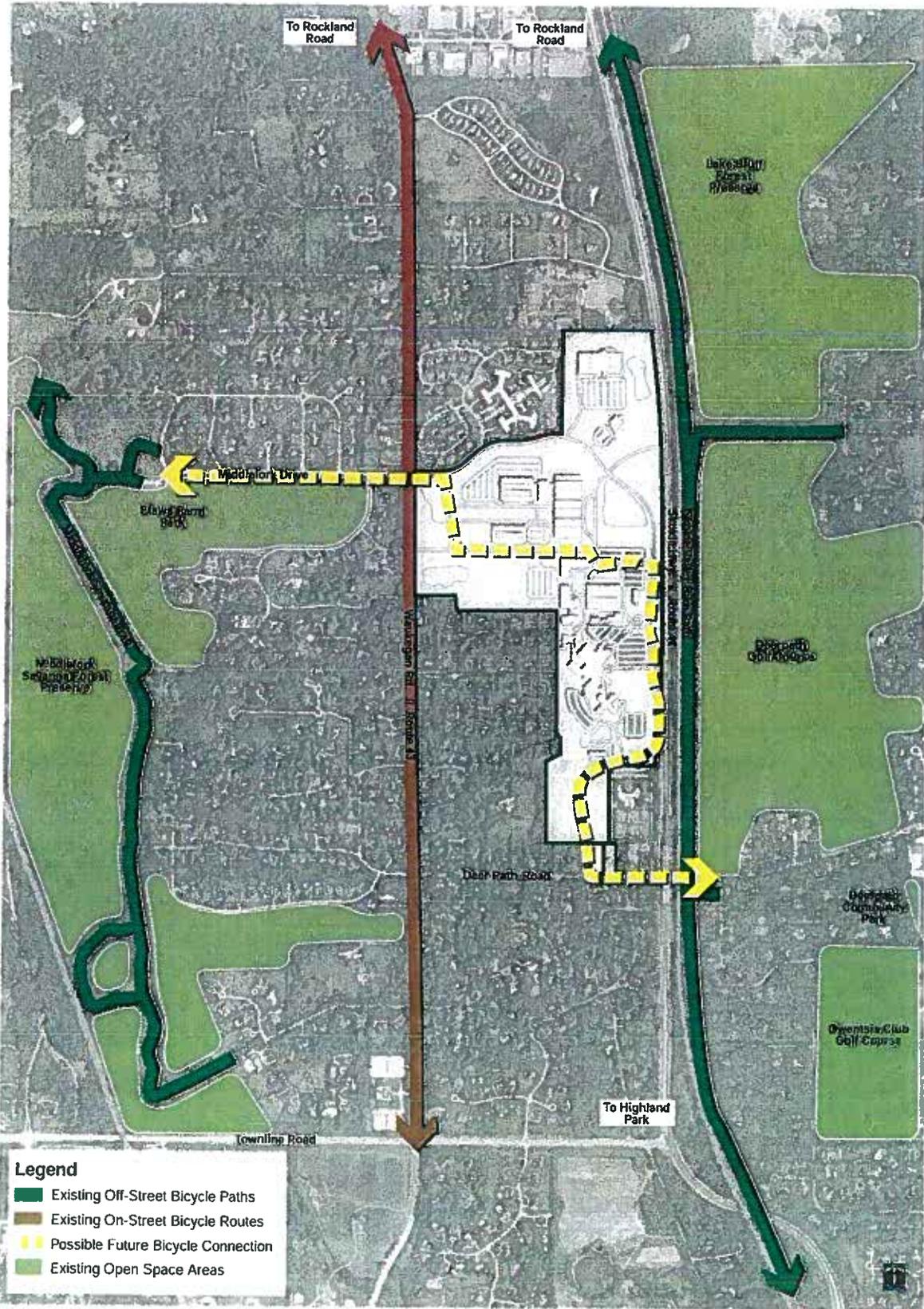


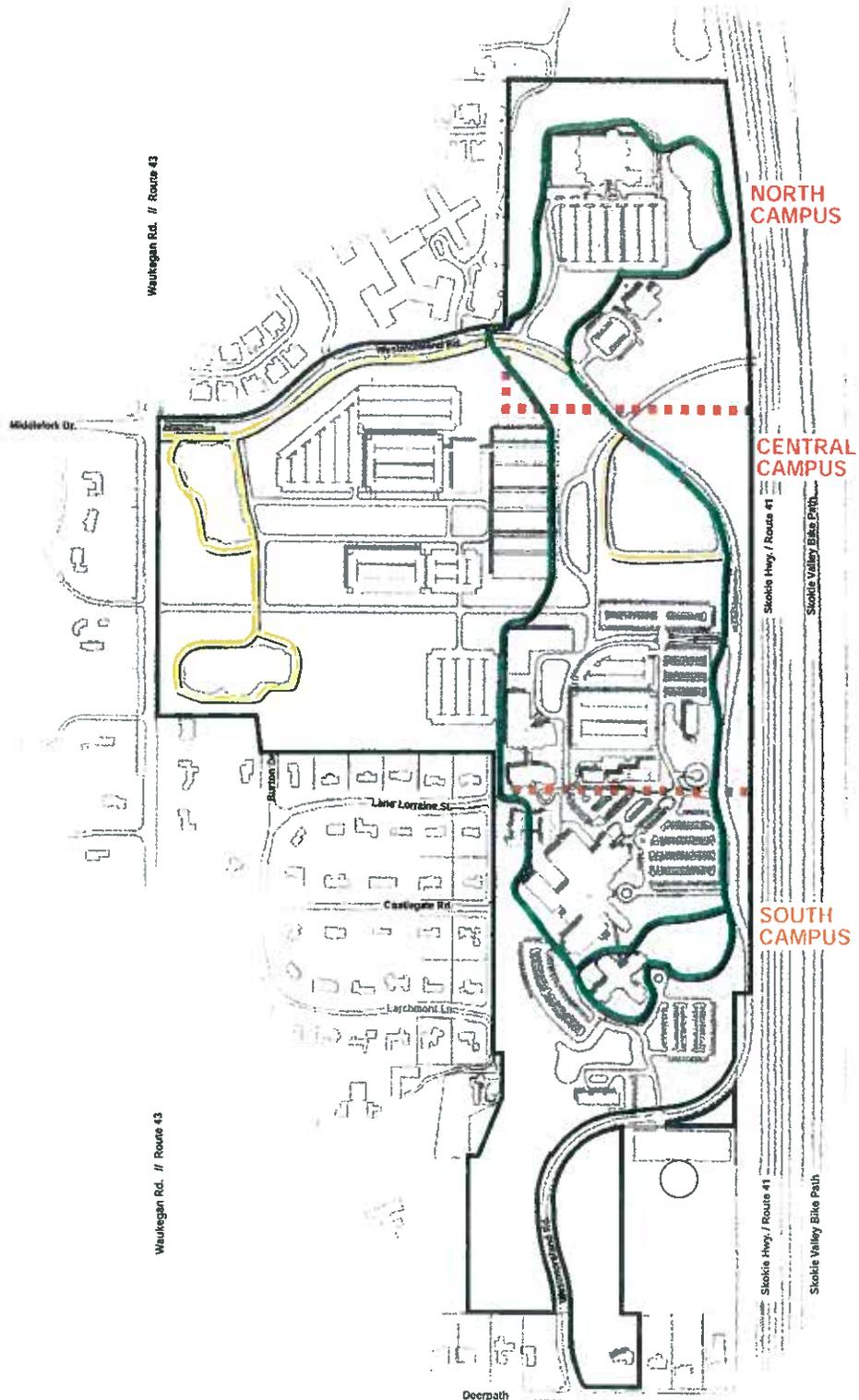
FIGURE 7: BICYCLE CONNECTIONS



Metropolitan Area Council
 1000 North 1st Street, Suite 200
 Madison, WI 53703
 Phone: 608.255.1100
 Website: www.macouncil.org

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Legend

- Existing Walking Trails
- Proposed Walking Trails

*Future building and parking locations are shown for illustrative purpose only.
Orientation, configuration and footprint boundaries will vary during the design phase of development.*



EXHIBIT D

BASELINE TRAFFIC STUDY

Executive Summary

Traffic Impact and Access Study Northwestern Lake Forest Hospital Lake Forest, Illinois

Prepared for:

Northwestern Lake Forest Hospital

Submitted by:



Kenig, Lindgren, O'Hara, Aboona, Inc.

March 6, 2012

Introduction

This report summarizes the methodologies, results and findings of a site traffic impact analysis conducted by Kenig, Lindgren, O'Hara, Aboona, Inc. (KLOA, Inc.) for the proposed redevelopment and expansion of the Northwestern Lake Forest Hospital (NLFH) campus in Lake Forest, Illinois.

Northwestern Lake Forest Hospital is proposing to redevelop and expand on the existing hospital campus located in Lake Forest, Illinois. The campus is roughly defined by Westmoreland Road to the north, Deerpath to the south, US 41 to the east, and Waukegan Road (IL 43) to the west.

Study Area

The following eight intersections were included in the study area for this project:

1. Westmoreland Road and Waukegan Road (IL 43)
2. Deerpath and Waukegan Road (IL 43)
3. Westmoreland Road/Chiltern Drive and Deerpath
4. US 41 Southbound Ramps and Deerpath
5. US 41 Northbound Ramps and Deerpath
6. US 41 and Gage Lane
7. Restricted Access and Waukegan Road (proposed)
8. Ramp Access and US 41 (proposed)

Conditions Analyzed

For the purposes of this traffic evaluation, the following three conditions were analyzed for both the weekday morning and weekday evening peak hour periods:

1. Existing Condition - Analyzes the capacity of the existing roadway system using existing traffic volumes in the surrounding area.
2. Future Condition – Phase 1 - This condition includes the following:
 - Existing traffic volumes
 - Phase 1 estimated traffic
 - Reassignment of existing hospital traffic volumes considering:
 - Proposed southbound on/off ramp access on US 41
 - Proposed restricted access on Waukegan Road
 - Relocation of main hospital building to be located north of its current location, closer to the Waukegan/Westmoreland intersection
3. Future Condition – Total Buildout – This condition represents Year 2040 conditions, which includes the following:
 - Future Condition – Phase 1 traffic volumes

- Estimated site-generated traffic for the additional future phases of the hospital campus
- Regional growth in traffic volumes applied to the surrounding roadway system

Purpose of Study

The primary purpose of the study is threefold.

- Determine the existing traffic and roadway conditions to establish a base condition.
- Determine the traffic impact for Future – Phase 1 conditions of the NLFH Campus redevelopment plan.
- Determine the traffic control and roadway improvements that will be needed to mitigate both the impact of the proposed redevelopment upon complete buildout, as well as the regional growth in traffic for Year 2040 conditions.

Proposed Roadway and Traffic Control Improvements – Phase 1

In conjunction with the proposed NLFH campus development plan, the following roadway and traffic control improvements are proposed as part of Phase 1:

Westmoreland/Chiltern and Deerpath

- Align Westmoreland Road and Chiltern Drive (Chiltern is currently offset to the east of Westmoreland Road)
- Construct westbound right-turn lane on Deerpath
- Improve existing westbound left-turn lane and eastbound left-turn lane on Deerpath

Restricted Access and Waukegan Road

- In alignment/opposite Middlefork Drive
- Restrict turning movements to right-in/right-out only
- One lane inbound and one lane outbound under stop sign control
- Northbound right-turn lane (deceleration lane) on Waukegan Road

US 41 Access

- Provide direct access to US 41 via southbound oriented ramps
- Construct southbound off-ramp
- Construct southbound on-ramp
- Construct auxiliary lane/third southbound lane on US 41
 - This third lane serves as the acceleration lane for the southbound access on-ramp and drops as the southbound off-ramp at Deerpath
- Ramps will connect to Westmoreland Road

Proposed Roadway and Traffic Control Improvements – Total Buildout

Upon completion/total buildout of the proposed NLFH campus plan, the following additional traffic control and roadway improvements should be considered:

Westmoreland and Waukegan Road

- Construct a westbound (outbound) right-turn lane at the intersection.
- Modify the traffic signal to allow for a right-turn overlap phase (green right-turn arrow) for the westbound to northbound right-turn movement.

Existing Conditions

Existing traffic and roadway conditions were documented based on field visits and traffic counts conducted by KLOA, Inc.

Existing Traffic Volumes

Manual turning movement traffic counts were performed for the weekday morning (7:00 to 9:00 A.M.) and the weekday afternoon (3:00 to 6:00 P.M.) peak traffic periods on Thursday, December 15, 2011 at the following six intersections.

- Westmoreland Road and Waukegan Road
- Deerpath and Waukegan Road
- Westmoreland Road/Chiltern Drive and Deerpath
- US 41 Southbound Ramps and Deerpath
- US 41 Northbound Ramps and Deerpath
- US 41 and Gage Lane

From these manual turning movement count data, it was determined that the weekday morning peak hour occurs between 8:00 and 9:00 A.M. and the weekday evening peak hour occurs between 3:15 and 4:15 P.M. The existing peak hour traffic volumes are shown in **Figure 1**.

In addition to these traffic counts, counts were also conducted at the access roadways along Westmoreland Road that serve other land uses. These counts were used to determine the amount of traffic accessing the Westmoreland Road corridor that is representative of hospital traffic only.

It is also important to note that, as shown in Figure 1, five cars or less were counted/observed to proceed from the north on Westmoreland to the south on Chiltern Drive or vice versa. This indicates that “cut-through” traffic through the neighborhood to the south is low, if at all existent.

Northwestern Lake Forest Hospital Development Plan

The overall plan is to build a replacement hospital building at the central area of the campus. The remaining campus plans include providing a medical research and education facility, meeting space, and additional medical office space. The redevelopment and expansion of the campus will occur over an extended period of time.

Development Access

The overall campus will be served by the following access points:

- Westmoreland Road and Waukegan Road – this signalized intersection currently serves as the northwestern gateway to the hospital campus.
- Westmoreland Road/Chiltern Drive and Deerpath – this unsignalized intersection (Westmoreland/Chiltern is under stop sign control) will continue to serve as the southern gateway to the hospital campus.
- Restricted Access and Waukegan Road – this access driveway is proposed to be located off Waukegan Road approximately 700 feet south of Westmoreland Road. The access driveway will provide direct access to the proposed replacement hospital building, and will be restricted to right-in/right-out only turning movements. The driveway will be designed to provide one lane inbound and one lane outbound under stop sign control.
- US 41 Access – in conjunction with this development, ramp access to US 41 is proposed to provide a southbound off-ramp and a southbound on-ramp. The location of this ramp access will be located approximately 3,100 feet north of the northerly gore of the ramps serving Deerpath. This distance provides adequate separation between the proposed access and the southbound off-ramp at Deerpath. The ramps will connect to Westmoreland Road.

US 41 Access

IDOT, the City of Lake Forest, and Northwestern Lake Forest Hospital had a meeting to discuss the location/functionality of this ramp system. IDOT was generally in agreement with this proposed access. According to IDOT, US 41 is not access controlled; therefore, approval of the ramps/access would be through the IDOT's District One Permits Section. IDOT requires the design to provide a southbound off-ramp and a southbound on-ramp connecting to Westmoreland Road, along with a third/auxiliary southbound lane on US 41 that extends from the proposed access to the southbound off-ramp provided at Deerpath Road. Northwestern Lake Forest Hospital is in agreement with these conditions and is currently having geometric plans prepared for this proposed access. This completed traffic study, along with the geometric plans for this proposed access is being submitted to IDOT for review and approval. It is estimated that IDOT will have comments from their first review within six to eight weeks from the first submittal. It is estimated that the approval process through Permitting will take up to nine months while construction of the new ramp access together with the improvements will take approximately three months.

Truck Delivery for NLFH Campus

The following is the current approximate truck delivery schedule for the NLFH Campus.

DESCRIPTION	Deliveries	Approx. Delivery Times
FED EX (EARLY + GROUND + PICK-UP)	3	7am (Early), 10am-2pm (Ground), 4pm (Pick-up)
UPS (EARLY + GROUND + PICK-UP)	3	7am (Early), 10am-2pm (Ground), 4pm (Pick-up)
MEDLINE	1	7am (Mon/Wed/Fri)
HOSPIRA	1	7am (Daily)
CARDINAL	1	7am (Tue/Thur)
KRANZ	1	Between 8-12pm (typically twice a week)
MISC (AIRGAS, ENGINEERING, ETC;)	4	Between 8am-12pm depending on delivery/company
COURIER DRIVERS (JIM @ NMH)	1	8am
COURIER DRIVERS (GRAYSLAKE)	5	10am
MORRISON (Food Deliveries)	3	Between 6am-12pm depending on delivery/company

Trucks will primarily use the proposed access from US 41 to arrive/depart the campus development. Trucks may also enter/exit from Waukegan Road via Westmoreland Road. Truck usage of Deerpath Road by the hospital and others will be minimized via signage that, in coordination with IDOT and the City of Lake Forest, will be posted on US 41, restricting the trucks from using the exit ramps onto Deerpath Road on weekdays between the hours of 7:00 to 9:00 AM and 3:00 to 6:00 PM.

Directional Distribution of Campus Traffic

A major focus of the campus development plan is to provide an integrated approach where visitors, staff, emergency, and service vehicles have succinct mobility within the campus in the most efficient and organized manner possible. With that in mind, the traffic flows approaching and departing the hospital campus area will change from their existing patterns due to the following primary improvements:

- Main hospital building to be relocated to the central campus. Traffic travelling to/from the south on Waukegan primarily utilizes Deerpath to access the campus. With the new location of the hospital building, the hospital traffic will stay on Waukegan Road, utilizing the signalized intersection of Westmoreland Road/Waukegan Road, and the proposed restricted access directly on Waukegan Road. This shifting will reduce turning movement traffic volumes at the signalized intersection of Waukegan Road and Deerpath, particularly for the northbound to eastbound right-turn movement and the westbound to southbound left-turn movement. Similarly, at the intersection of Deerpath

and Westmoreland, the southbound to westbound right-turn movement and the eastbound to northbound left-turn movement will also be reduced.

- Proposed access on US 41 – This access will allow for direct access to the hospital campus from US 41. Southbound traffic on US 41 currently has to exit at Deerpath, proceed westbound on Deerpath, and then northbound on Westmoreland. Conversely, traffic exiting the campus to travel southbound on US 41 currently has to exit onto Deerpath via Westmoreland and then travel eastbound on Deerpath to the US 41 southbound on-ramp. This access will also redistribute some of the traffic on north Waukegan Road that currently utilizes Waukegan Road to access the campus rather than travelling southbound on US 41 to Deerpath. This shifting will result in a reduction in southbound left-turn movements on Waukegan Road and Westmoreland Road. In addition, the intersection of Westmoreland and Deerpath will experience a reduction in the southbound to eastbound left-turn movement and the westbound to northbound right-turn movement in conjunction with the US 41 southbound ramps at Deerpath.

Considering these primary reasons coupled with existing traffic patterns and roadway conditions, a directional distribution of traffic both approaching and departing the hospital campus was established. **Figure 2** illustrates the established directional distribution.

Site Traffic Generation

The volume of traffic estimated to be generated by the NLFH campus plan is a combination of existing hospital traffic volumes in addition to traffic volumes estimated using data published in the Institute of Transportation Engineers (ITE) *Trip Generation Manual*, 8th Edition.

Table 1 shows the trip generation traffic volumes for the existing hospital campus, the Phase 1 campus plan, and the Future Phases campus plan. The table also provides the total aggregate campus-generated traffic volumes for each condition analyzed as part of this traffic study.

In review of Table 1, it is important to note the following:

- Phase 1 includes the replacement hospital building. A growth rate of 10 percent was applied to the existing hospital traffic to account for the modernized new facility and the expanded amenities/services planned for the replacement hospital.
- The additional meeting space to be located within the Wellness Center (Phase 1) will not generate additional traffic since this meeting space will be an ancillary use and will be used by existing staff already on the campus.
- Hospitals typically have an average occupancy of 75 percent. However, this study assumes full occupancy, thereby providing a conservative study.
- A 33 percent reduction was applied to the medical office space to account for patients/staff that may interact between the main hospital building and the medical offices during the same visit to the campus, thus reinforcing the integrated approach.
- A 20 percent reduction was applied to the medical research and education land use to account for staff interacting with the hospital campus.

- A 50 percent reduction was applied to the continuing education land use since attendees are primarily existing staff already on-duty and present on the hospital campus.
- The hospital campus currently generates approximately 693 two-way vehicle trips during the weekday morning peak hour and approximately 719 two-way vehicle trips during the weekday evening peak hour.
- With the addition of Phase 1, the campus is estimated to generate an additional 204 two-way vehicle trips and an approximate 238 two-way vehicle trips during the weekday morning and evening peak hours, respectively.
- With the addition of the future phases for the hospital, the campus is estimated to generate an additional 338 two-way vehicle trips and an approximate 442 two-way vehicle trips during the weekday morning and evening peak hours, respectively.

Table 1
ESTIMATED TRAFFIC VOLUMES FOR NORTHWESTERN LAKE FOREST HOSPITAL
CAMPUS DEVELOPMENT

Type/Size	Weekday A.M. Peak Hour			Weekday P.M. Peak Hour		
	In	Out	Total	In	Out	Total
Existing (Data)						
Hospital Campus	526	167	693	242	477	719
Phase 1						
Replacement Hospital Building	53	17	70	24	48	72
North Campus Meeting Space – +20,000 s.f.	0	0	0	0	0	0
Medical Office – +86,334 s.f.	157	42	199	67	181	248
<i>Less 33% Interaction:</i>	<i>-51</i>	<i>-14</i>	<i>-65</i>	<i>-22</i>	<i>-60</i>	<i>-82</i>
Phase 1 Total:	159	45	204	69	169	238
Future Phases						
Hospital Expansion	9	3	12	27	47	74
Medical Office – +50,000 s.f.	90	25	115	41	112	153
<i>Less 33% Interaction:</i>	<i>-30</i>	<i>-8</i>	<i>-38</i>	<i>-14</i>	<i>-37</i>	<i>-51</i>
Medical Research 185,000 s.f. ¹	187	39	226	32	183	215
<i>Less 20% Interaction:</i>	<i>-37</i>	<i>-8</i>	<i>-45</i>	<i>-6</i>	<i>-37</i>	<i>-43</i>
Continuing Education 185,000 s.f. ^{1,2}	111	25	136	121	68	189
<i>Less 50% Interaction:</i>	<i>-55</i>	<i>-13</i>	<i>-68</i>	<i>-61</i>	<i>-34</i>	<i>-95</i>
Future Phases Total:	275	63	338	140	302	442
Existing (KLOA):	526	167	693	242	477	719
Total Phase 1 (Aggregate)³:	685	212	897	311	646	957
Total Buildout (Aggregate)⁴:	960	275	1,235	451	948	1,399

¹185,000 s.f. = 30% of existing Hospital (0.3 of 370,000 s.f.) + 75,000 s.f.
²Assumes 1.5 attendees per 1,000 s.f. GSF (of 185,000 s.f.) = 278 attendees
³Existing (KLOA) + Phase 1 Total Traffic
⁴Total Phase 1 (Aggregate) + Future Phases Total

Phase 1 Total Projected Traffic Volumes

The future Phase 1 total projected traffic volumes include and consider the following:

- Existing Traffic Volumes
- Phase 1 estimated traffic
- Reassignment of existing hospital traffic volumes considering:
 - Proposed southbound on/off ramp access on US 41
 - Proposed restricted access on Waukegan Road
 - Relocation of main hospital building to be located north of its current location, closer to the Waukegan/Westmoreland intersection
- The established directional distribution illustrated in Figure 2.

Figure 3 shows the total projected traffic volumes for the Phase 1 condition.

Projected Traffic Volumes – Total Buildout

This future condition represents Year 2040 traffic volumes, which includes the following:

- Future Condition – Phase 1 traffic volumes
- Estimated site-generated traffic for the additional future phases of the hospital campus
- Regional growth in traffic volumes applied to the surrounding roadway system.

Regional growth represents an increase in existing traffic volumes due to ambient growth not attributable to any one particular planned nearby development. Regional growth was estimated using data provided by the Chicago Metropolitan Agency for Planning (CMAP). Traffic was projected to Year 2040 conditions to comply with Illinois Department of Transportation (IDOT) standards for conducting a traffic impact study.

Figure 4 shows the total projected traffic volumes for the Year 2040 Total Buildout condition.

Capacity Analysis

For the purposes of this traffic evaluation, the following three conditions were analyzed for both the weekday morning and weekday evening peak hour periods:

- Existing Condition – (refer to Figure 1)
- Future Condition – Phase 1 (refer to Figure 3)
- Future Condition – Total Buildout (refer to Figure 4)

The traffic analyses were performed using the methodologies outlined in the Transportation Research Board's *Highway Capacity Manual (HCM)*, 2000.

The analyses for the traffic-signal controlled intersections on Waukegan Road were accomplished using programmed cycle lengths and offsets, and roadway characteristics to determine the average overall vehicle delay, volume-to-capacity ratios, and levels of service.

The analyses for the unsignalized intersections determine the average control delay to vehicles at an intersection. Control delay is the elapsed time from a vehicle joining the queue at a stop sign (includes the time required to decelerate to a stop) until its departure from the stop sign and resumption of free flow speed. The methodology analyzes each intersection approach controlled by a stop sign and considers traffic volumes on all approaches and lane characteristics.

The ability of an intersection to accommodate traffic flow is expressed in terms of level of service, which is assigned a letter from A to F based on the average control delay experienced by vehicles passing through the intersection. Control delay is that portion of the total delay attributed to the traffic signal or stop sign control operation, and includes initial deceleration delay, queue move-up time, stopped delay, and final acceleration delay. Level of Service A is the highest grade (best traffic flow and least delay), Level of Service E represents saturated or at-capacity conditions, and Level of Service F is the lowest grade (oversaturated conditions, extensive delays). The *Highway Capacity Manual* definitions for levels of service and the corresponding control delay for both signalized and unsignalized intersections is shown in **Table 2**.

Summaries of the traffic analysis results showing the LOS and overall intersection delay (measured in seconds) for the three analyzed conditions are presented in **Table 3**, **Table 4**, and **Table 5**, respectively. A discussion of the intersections follows.

Table 2
LEVEL OF SERVICE CRITERIA

Signalized Intersections		
Level of Service	Interpretation	Average Control Delay (seconds per vehicle)
A	Very short delay, with extremely favorable progression. Most vehicles arrive during the green phase and do not stop at all.	≤ 10
B	Good progression, with more vehicles stopping than for Level of Service A causing higher levels of average delay.	> 10 - 20
C	Light congestion, with individual cycle failures beginning to appear. Number of vehicles stopping is significant at this level.	> 20 - 35
D	Congestion is more noticeable, with longer delays resulting from combinations of unfavorable progression, long cycle lengths, or high V/C ratios. Many vehicles stop, and the proportion of vehicles not stopping declines.	> 35 - 55
E	High delays result from poor progression, high cycle lengths, and high V/C ratios.	> 55 - 80
F	Unacceptable delays occurring, with oversaturation.	> 80
Unsignalized Intersections		
Level of Service	Average Control Delay (seconds per vehicle)	
A	0 - 10	
B	> 10 - 15	
C	> 15 - 25	
D	> 25 - 35	
E	> 35 - 50	
F	> 50	

Source: *Highway Capacity Manual*, 2000.

Table 3
CAPACITY ANALYSIS RESULTS—EXISTING CONDITION

Intersection	Weekday A.M. Peak Hour	Weekday P.M. Peak Hour
	LOS/Delay	LOS/Delay
Waukegan Rd at Deerpath (signal)	C – 27.3	C – 30.6
Waukegan Rd at Westmoreland (signal)	B – 16.9	B – 17.5
Deerpath at Westmoreland/Chiltern (stop sign)	F – 54.0	F > 60.0
Deerpath at US 41 SB Ramp (stop sign)	F – 58.1	E – 42.6
Deerpath at US 41 NB Ramp (stop sign)	E – 36.8	D – 26.3
Gage Lane at US 41 (stop sign)	C – 21.0	C – 15.0

LOS represents the intersection as a whole for signalized intersections; for stop sign-controlled intersections, the LOS represents the minor approach.
 Delay is measured in seconds.

Table 4
 CAPACITY ANALYSIS RESULTS—PHASE 1 CONDITION

Intersection	Weekday A.M.	Weekday P.M.
	Peak Hour LOS/Delay	Peak Hour LOS/Delay
Waukegan Rd at Deerpath (signal)	C – 27.7	C – 30.0
Waukegan Rd at Westmoreland (signal)	B – 17.2	B – 17.1
Deerpath at Westmoreland/Chiltern (stop sign)	C – 21.8	D – 33.4
Deerpath at US 41 SB Ramp (stop sign)	F > 60.0	F > 60.0
Deerpath at US 41 NB Ramp (stop sign)	E – 46.1	D – 28.6
Gage Lane at US 41 (stop sign)	C – 18.4	B – 13.6
Hospital Access at Waukegan Rd (RIRO-stop)	B – 10.0	B – 10.9

LOS represents the intersection as a whole for signalized intersections; for stop sign-controlled intersections, the LOS represents the minor approach.
 Delay is measured in seconds
 RIRO = Right-in/right-out only turning movements.

Table 5
CAPACITY ANALYSIS RESULTS—TOTAL BUILDOUT CONDITION

Intersection	Weekday A.M.	Weekday P.M.
	Peak Hour LOS/Delay	Peak Hour LOS/Delay
Waukegan Rd at Deerpath (signal)	C – 30.5	C – 33.0
Waukegan Rd at Westmoreland (signal)	B – 17.5	B – 19.0
Deerpath at Westmoreland/Chiltern (stop sign)	D – 34.0	F > 60.0
Deerpath at US 41 SB Ramp (stop sign)	F > 60.0	F > 60.0
Deerpath at US 41 NB Ramp (stop sign)	F > 60.0	F > 60.0
Gage Lane at US 41 (stop sign)	C – 22.6	C – 15.3
Hospital Access at Waukegan Rd (RIRO-stop)	B – 10.4	B – 12.1

LOS represents the intersection as a whole for signalized intersections; for stop sign-controlled intersections, the LOS represents the minor approach.

Delay is measured in seconds

RIRO = Right-in/right-out only turning movements.

SBL = Southbound left-turn

SBR = Southbound right-turn

NBL = Northbound left-turn

NBR = Northbound right-turn

Discussion and Recommendations

Recommended roadway and traffic control improvements are identified below.

Waukegan Road (IL 43) and Deerpath

The intersection currently operates at an overall acceptable level of service and will continue to do so with both the Phase 1 condition and the total buildout condition. Currently, there is a heavy westbound to southbound left-turn movement, particularly during the weekday evening peak hour. This heavy volume is primarily a regional condition and the conditions for this turning movement will degrade under projected conditions. Based on the existing signal timings, the westbound approach on Deerpath receives limited greentime. It is recommended to optimize the signal timings to allow more greentime to the westbound approach on Deerpath, while maintaining the same cycle length. Consideration should also be given to extending the westbound left-turn storage based on the availability of existing right-of-way to allow for this improvement. With the new location of the hospital building, the hospital traffic will stay on Waukegan Road, utilizing the signalized intersection of Westmoreland Road/Waukegan Road, and the proposed restricted access directly on Waukegan Road. This shifting will reduce turning movement traffic volumes at the signalized intersection of Waukegan Road and Deerpath, particularly for the northbound to eastbound right-turn movement and the westbound to southbound left-turn movement.

Waukegan Road (IL 43) and Westmoreland Road

This intersection will continue to operate at an overall acceptable level of service. The westbound queue on Westmoreland Road will not extend to the first proposed access roadway serving the new hospital development, thereby not interfering with overall traffic operations. With the proposed access on US 41 and the proposed restricted access on Waukegan Road, to be located south of this intersection, this intersection will experience a minimal increase in overall traffic related to the hospital campus expansion. Once the complete buildout of the hospital campus expansion is completed, consideration should be given to constructing a westbound right-turn lane (outbound) on Westmoreland Road to accommodate the projected volume of right-turning movements. Further, the traffic signal should be modified to allow a right-turn overlap phase (green right-turn arrow) for this westbound to northbound right-turn movement.

Deerpath and Westmoreland/Chiltern

Under existing conditions, the capacity analysis shows a poor level of service (LOS) for southbound exiting movements from Westmoreland Road onto Deerpath. The reassignment of traffic assuming direct access onto US 41 shows an improvement for outbound turning movements from Westmoreland onto Deerpath. For the future Phase 1 condition, the capacity analyses show acceptable LOS/Delay with addition of Phase 1 traffic due to US 41 access and relocation of hospital facility closer to Waukegan.

For the Phase 1 condition, the analysis assumes the following improvements:

- Align Westmoreland Road and Chiltern Drive (Chiltern is currently offset to the east of Westmoreland Road)
- Construct westbound right-turn lane on Deerpath
- Improve existing westbound left-turn lane and eastbound left-turn lane on Deerpath

The southbound exiting movements onto Deerpath will operate at acceptable levels of service of C and D in the weekday morning and evening peak hours, respectively. The queue analysis indicates that the southbound queue will be approximately 100 feet during the weekday evening peak hour.

For the Total Buildout condition, the analysis shows that the southbound left-turn movements will experience delays accessing Deerpath Road. It is recommended that this intersection be monitored after completion of Phase 1 to determine if further geometric improvements and/or modifications are needed at this intersection.

US 41 Ramps and Deerpath

With the proposed access to US 41 serving the NLFH campus, a reduction in the southbound off-ramp and the southbound on-ramp traffic volumes will be experienced, thus mitigating the potential future traffic impact on these ramps under future conditions.

The US 41 ramps at Deerpath currently do not operate at optimum levels for the following reasons:

- Poor sight distance for ramp traffic to turn onto Deerpath
- Deerpath is narrow within the viaduct, providing a sub-standard left-turn lane serving both respective ramps.
- Ramp traffic is under stop sign control (Deerpath is freeflow)
- Trucks cross both lanes of traffic on Deerpath when turning from ramp onto Deepath
 - Results in greater delay since trucks have to wait for wider gaps
 - Causes backups since through traffic on Deerpath has to wait for truck to finish the turning movement

It is our understanding that the City of Lake Forest recognizes the constraints at this location in accommodating regional traffic demands, and, as such, will continue to work with IDOT to prioritize future planning/reconstruction improvements at this interchange. As indicated earlier, in order to improve traffic operations, truck usage of the ramps by the hospital and others will be minimized via signage through coordination with the City of Lake Forest and IDOT that will be posted on US 41 restricting trucks from accessing these ramps during peak traffic activity (weekdays, 7:00 to 9:00 A.M.; 3:00 to 6:00 P.M.).

Gage Lane and US 41

Gage Lane is under stop sign control at its intersection with US 41 and is restricted to right-in/right-out only turning movements. The future analysis shows that this intersection will continue to operate well with minimum queuing on Gage Lane. Further, the analyses show that the addition of an access on US 41 to serve the NLFH campus will not impede traffic operations at this intersection since southbound traffic on US 41 using the NLFH access will begin to decelerate south of Gage Lane and will utilize the proposed deceleration lane, thereby removing this decelerating vehicle from the accelerating vehicle exiting from Gage Lane onto southbound US 41. As a result, no roadway or traffic control improvements are recommended at this intersection in conjunction with the proposed NLFH campus development plan.

Restricted Access and Waukegan Road (IL 43)

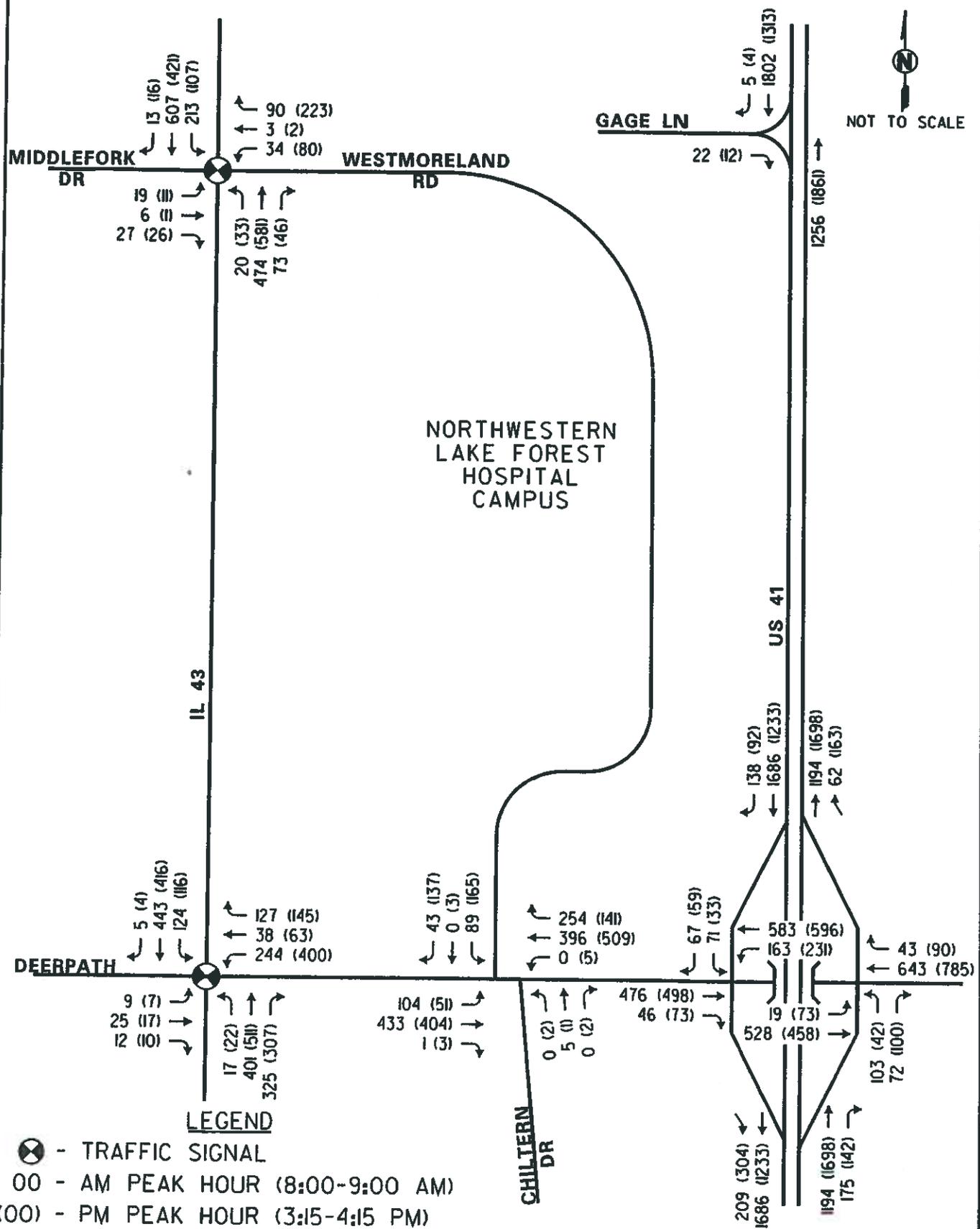
This access driveway is proposed to be located off Waukegan Road, in alignment with Middlefork Drive. The driveway will be constructed to provide one lane inbound and one lane outbound with the outbound turning movements under stop sign control. Access will be restricted to right-in/right-out only turning movements. A northbound right-turn lane (deceleration lane) is proposed on Waukegan Road.

US 41 Access Ramps

The proposed ramp access from US 41 will be under freeflow conditions, designed to operate as an interchange. The ramps will intersect Westmoreland Road under stop sign control. This access will provide direct access to US 41 via southbound oriented ramps. A southbound deceleration lane (off-ramp) will be constructed on US 41. Conversely, a southbound on-ramp will be constructed, providing an auxiliary lane/third southbound lane on US 41. This third lane will serve as the acceleration lane for the southbound access on-ramp and drops as the southbound off-ramp at Deerpath. A preliminary weaving analysis shows that the location of this ramp access will be located approximately 3,100 feet north of the northerly gore of the ramps serving Deerpath. This distance provides adequate separation between the proposed access and the southbound off-ramp at Deerpath. The ramps will connect to Westmoreland Road. As noted, IDOT, the City of Lake Forest, and Northwestern Hospital had a meeting to discuss the location/functionality of this ramp system. IDOT was generally in agreement with this proposed access. According to IDOT, US 41 is not access controlled; therefore, approval of the ramps/access would be through the IDOT's District One Permits Section. This completed traffic study, along with the geometric plans for this proposed access is being submitted to IDOT for review and approval. It is estimated that IDOT will have comments from their first review within six to eight weeks from submittal. It is estimated that the approval process through Permitting will take up to nine months while construction of the new ramp access together with the improvements will take approximately three months.



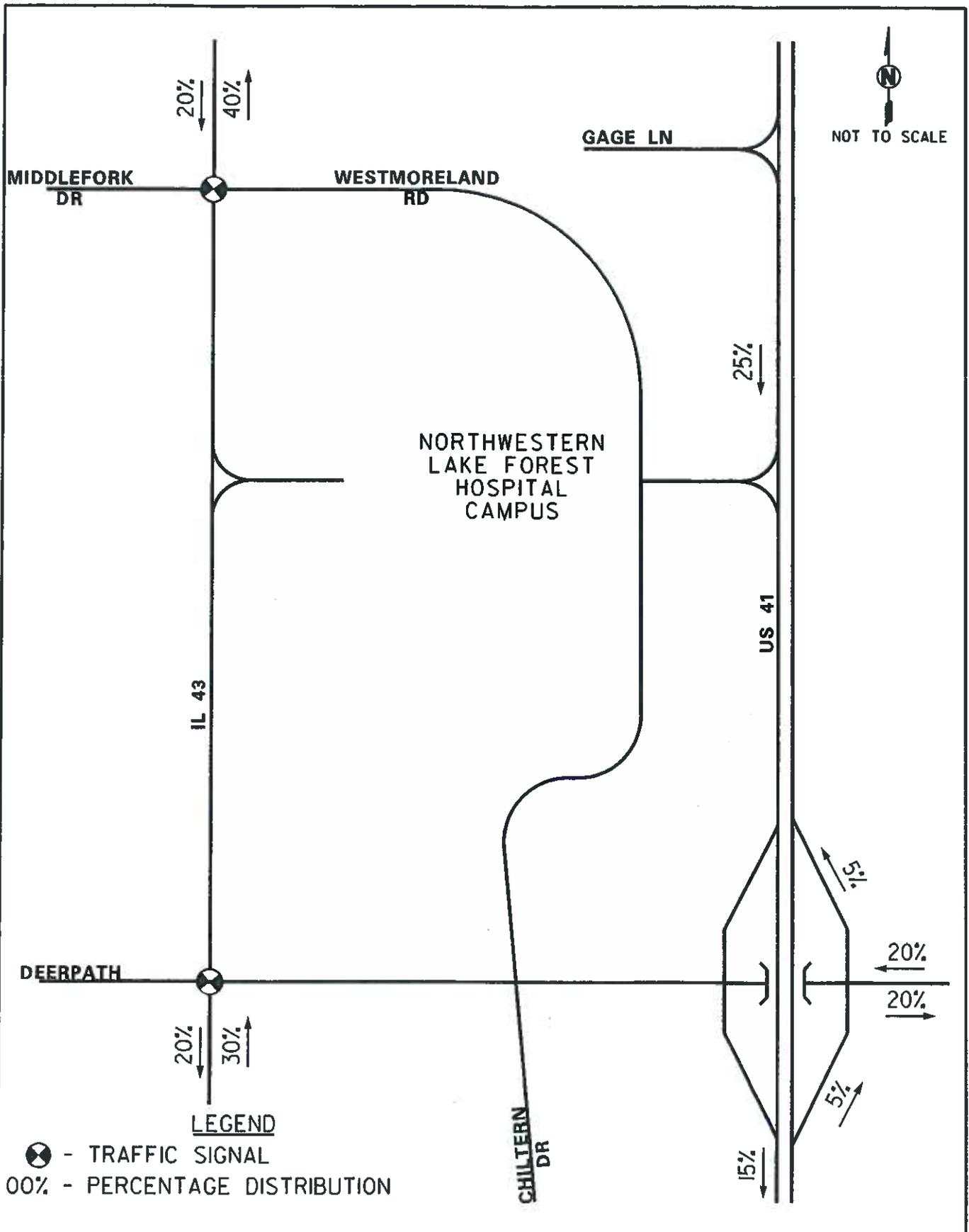
NOT TO SCALE



LEGEND

- ⊗ - TRAFFIC SIGNAL
- OO - AM PEAK HOUR (8:00-9:00 AM)
- (OO) - PM PEAK HOUR (3:15-4:15 PM)

<p>PROJECT:</p> <p>NORTHWESTERN LAKE FOREST HOSPITAL LAKE FOREST, ILLINOIS</p>	<p>TITLE:</p> <p>EXISTING TRAFFIC VOLUMES</p>	<p>PROJECT NO: II-161</p> <p>KLOAN</p> <p>FIGURE NO: I</p>
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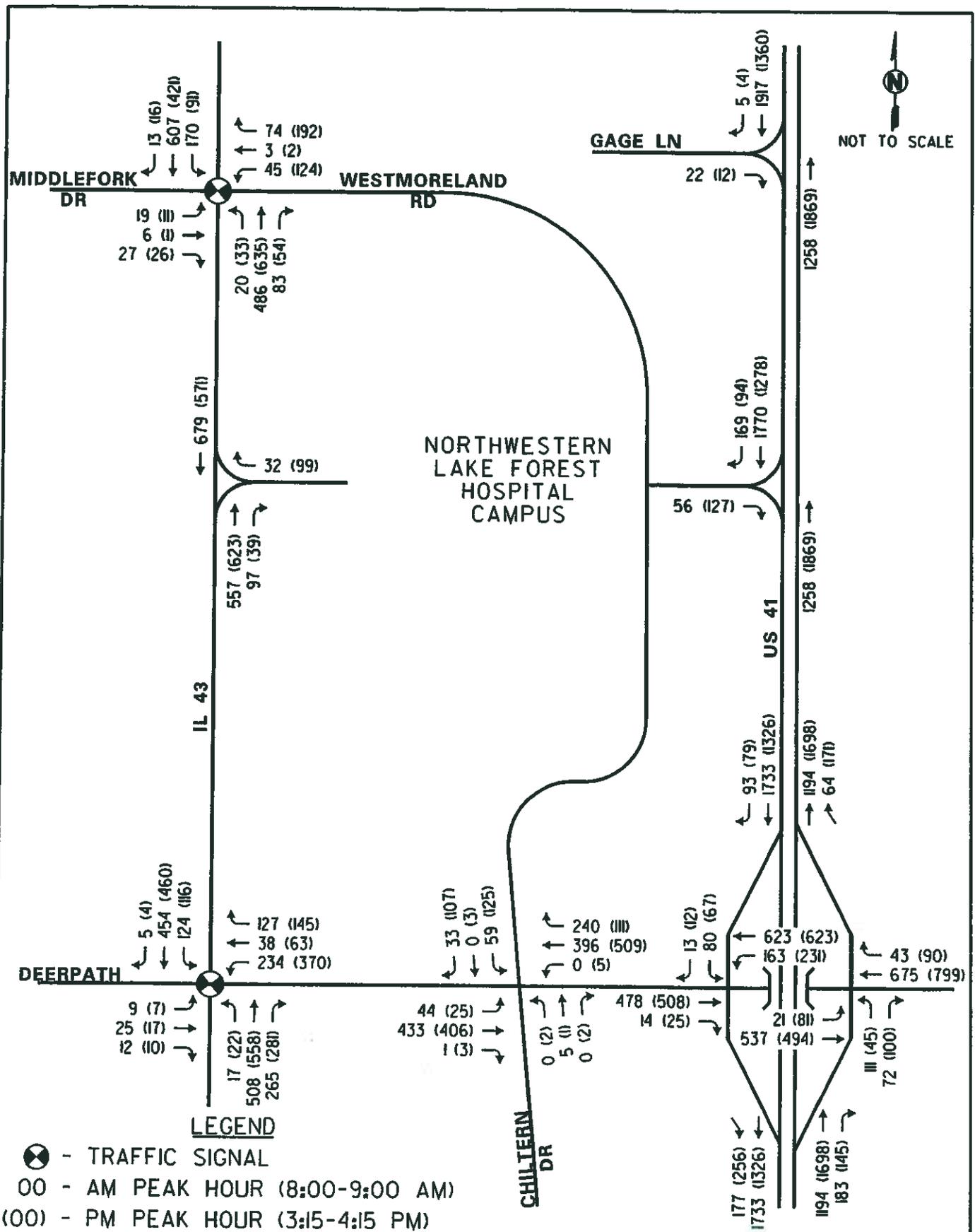


PROJECT:
 NORTHWESTERN
 LAKE FOREST HOSPITAL
 LAKE FOREST, ILLINOIS

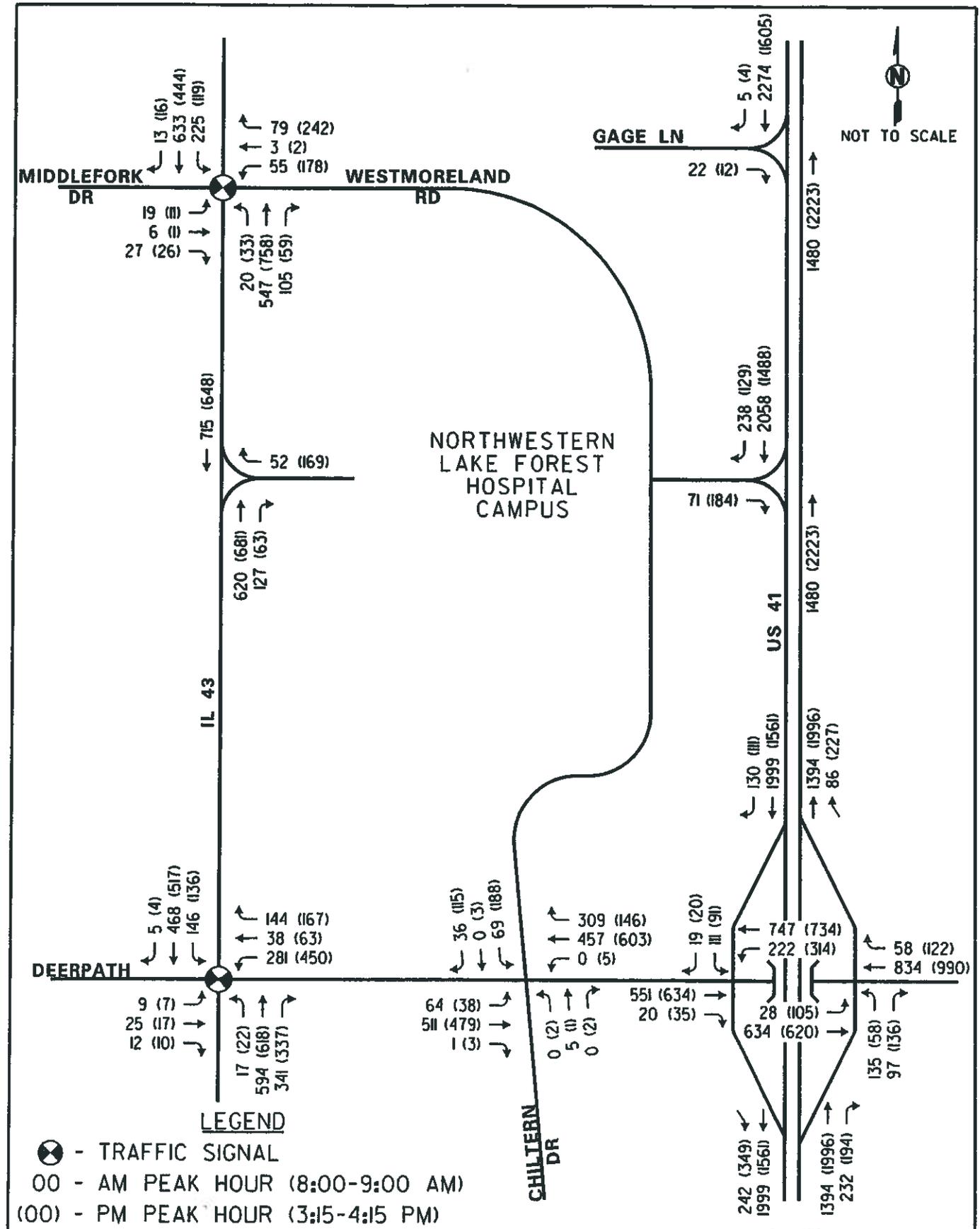
TITLE:
 ESTIMATED DIRECTIONAL DISTRIBUTION

PROJECT NO: II-161

 FIGURE NO: 2



PROJECT: NORTHWESTERN LAKE FOREST HOSPITAL LAKE FOREST, ILLINOIS	TITLE: PHASE I TOTAL PROJECTED TRAFFIC VOLUMES	PROJECT NO: II-161  FIGURE NO: 3
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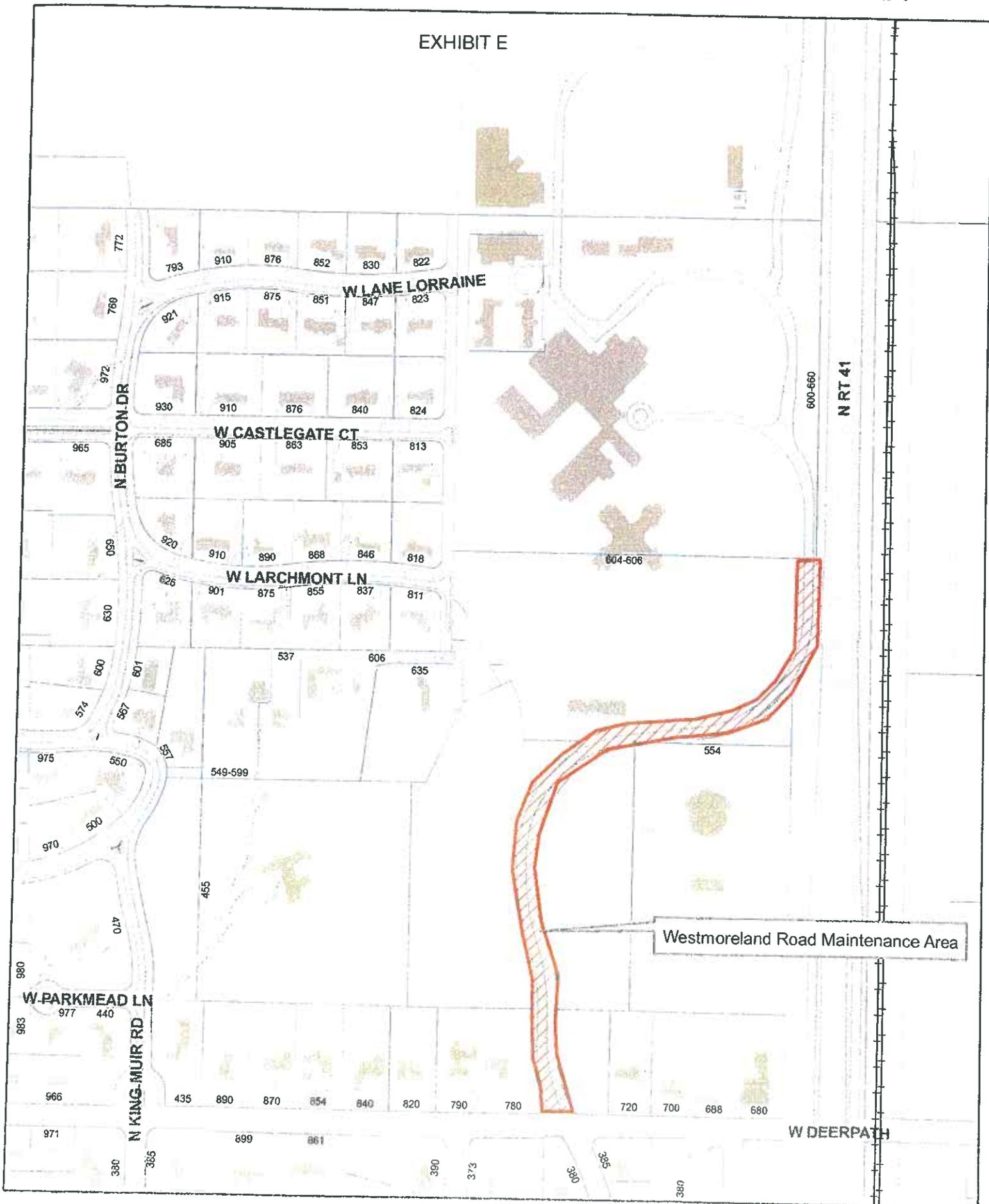


NOT TO SCALE

PROJECT: NORTHWESTERN LAKE FOREST HOSPITAL LAKE FOREST, ILLINOIS	TITLE: PROJECTED TRAFFIC VOLUMES - TOTAL BUILDOUT	PROJECT NO: II-161  FIGURE NO: 4
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DEPICTION OF WESTMORELAND MAINTENANCE AREA

EXHIBIT E





Bleck Engineering Company, Inc
 1375 North Western Avenue Lake Forest, IL 60045
 T 847.295.5200 F 847.295.7081 W bleckeng.com

EXHIBIT F

August 20, 2012
 Project No. 70-791

BASELINE WATER STUDY

Ms. Carol Chiles
 Northwestern Memorial Hospital
 541 North Fairbanks Court
 18th Floor
 Chicago, Illinois 60611

Re: Northwestern Lake Forest Hospital Campus Revitalization
 Hospital Water Usage

Dear Carol,

Cathy Czerniak has requested that we respond to several questions raised concerning proposed water usage as part of the Northwestern Lake Forest Hospital (NLFH) Campus Revitalization Project.

As some background information for our study I offer the following:

North Shore Sanitary District and Lake County Public Works have an agreement on flow rates used in determining projected flows from facilities. From our previous experience with healthcare facilities in Lake County, and permitting through these two agencies, the following flow rates are acceptable in determining average daily flows.

Medical facility	0.30 gal/sf/day
Medical Office Building (MOB)	0.10 gal/sf/day
Store and Mechanical	0.10 gal/sf/day

For facilities with a mixed use, such as medical facilities with office and support space, administration, storage and mechanical areas, it is appropriate to prorate the overall flow rate based on usage of the building.

In addition, while researching flow rates, we analyzed 2-1/2 year's worth of water usage records for the McGaw 800 MOB. The average daily flow for McGaw was determined to be 3,252 gal/day, which results in an average daily flow rate of 0.09 gal/sf/day, slightly less than the suggested flow rate of 0.10 gal/sf/day.

We have used this methodology in analyzing the current flow rates at the Lake Forest Campus, and also for the proposed Phase One, and Phase Two developments.

Phase Two: Re-purposing the Old Hospital Campus

It is anticipated that the re-purposing of the South Campus from hospital functions to less intensive medical research and education uses will result in building square footage and a floor-area-ratio that is no greater than it is today, and will require 53% less water for the South Campus than the current condition.

We evaluated an upper limit of 384,639 sf, the size of the existing hospital.

A. Medical research / Education	384,639 sf
B. Powerplant Co-Generation Expansion	10,000 sf
Additional Annual Water Usage	34.4 M gal
Additional Average Daily Flow	0.09 M gal/day
Plant Capacity	12 M gal/day

Future Phases: Long Term Hospital Development

We evaluated the long term hospital development plan that contemplates an additional 150,000 sf hospital expansion, additional 50,000 sf medical office space, includes the upper limit of the Phase Two Re-Purposing (384,639 sf), and includes the upper limit of the Phase One Replacement Hospital (500,000 sf). The numbers listed below are in addition to the current baseline condition

A. Hospital Expansion	150,000 sf
B. Medical Office Expansion	10,000 sf
Additional Annual Water Usage	13.9 M gal
Additional Average Daily Flow	0.04 M gal/day
Plant Capacity	12 M gal/day

The total projected flows for maximum Future Build out are as follows:

Phase One Annual Water Usage	46.5 M gal/day
Phase Two Additional Annual Water Usage	34.4 M gal/day
Future Phase Additional Annual Water Usage	<u>13.9 M gal/day</u>
Total	94.8 M gal/day

This represents 2.16% of the average daily capacity of the water treatment plant.

A detailed breakdown of our analysis is included for reference. Should you have any questions please feel free to call.

Sincerely yours,

BLECK ENGINEERING COMPANY



Michael G. Bleck, PE

Water Usage based on Projected Sanitary Sewer Flows

Bleck Engineering Company, Inc.
 August 20, 2012

Current Facilities	Floor Area (sq. ft.)	Flow Rate (gal/sf/day)	Projected Flows (gal/day)
Employee Apartments	16,500	0.1	1,650
Westmoreland Nursing Care	82,500	0.1	8,250
<i>Hospital</i>			
<i>Diagnostic and Treatment areas</i>	170,000	0.3	51,000
<i>Storage, Mechanical, Admin, Office areas</i>	99,373	0.1	9,937
<i>Total (prorated flow rate 0.22 gal/sf/day)</i>	269,373		
700 MOB West	8,133	0.1	813
700 MOB East	8,133	0.1	813
Laundry	4,100	0.3	1,230
Central Service Facility	12,500	0.3	3,750
McGaw 800 MOB	38,516	0.1	3,852
900 A. Bays MOB	65,357	0.1	6,536
900 B. Bays MOB	30,000	0.1	3,000
Grounds	6,300	0.1	630
Dearhaven	11,000	0.1	1,100
Health and Fitness Center	67,500	0.3	20,250
Irregation (assumes 10% used for irregation)			12,500
Existing flow (gal/day)			125,311
Existing flow (M gal/day)			0.125
Annual Flow (M gal/yr)			46
Plant Capacity (M gal/day)			12
Percentage of Plant Capacity Utilized for Current Facility			1.04%

Northwestern Lake Forest Hospital

Campus Revitalization

Lake Forest, Illinois

Black Engineering Consulting, Inc.

Aug. 20, 2012

Project 10-101

Phase One - upper limit		Floor Area (sq. ft.)	Flow Rate (gal/sf/day)	Projected Flows (gal/day)
Hospital up to 500,000 sf				
Diagnostic and Treatment areas		300,000	0.3	90,000
Storage and Mechanical, Admin, Office areas		<u>200,000</u>	0.1	20,000
Total (prorated flow rate 0.22 gal/sf/day)		<i>500,000</i>		
Medical Office Building		100,000	0.1	10,000
Health and Fitness Building Addition		25,000	0.3	7,500
Projected flow from new facility (gal/day)				127,500
Projected flow from new facility (M gal/day)				0.13
Annual Projected Flow (M gal/yr)				46.5
Plant Capacity (M gal/day)				12
Percentage of Plant Capacity Utilized for Phase 1				1.06%

Northwestern Lake Forest Hospital
 Campus Revitalization
 Lake Forest, Illinois

Black Engineering Company, Inc.
 Aug. 20, 2012
 Project 73-791

Phase Two - upper limit		Floor Area (sq. ft.)	Flow Rate (gal/sf/day)	Projected Flows (gal/day)
	Phase 1 - Hospital			
	Diagnostic and Treatment	300,000	0	-
	Storage, Mechanical, Admin, Office	<u>200,000</u>	0	-
	Total (prorated flow rate 0.22 gal/sf/day)	500,000		
	Phase 1 - Medical Office Building	100,000	0	-
	Phase 1 - Health and Fitness Building Addition	25,000	0	-
Phase 2	<i>Re-purpose Medical research / Education</i>	384,639	0.1	38,464
	Laundry	4,100	0.3	1,230
Phase 2	<i>Central Service Facility (added 10,000 sf)</i>	22,500	0.3	6,750
	McGaw 800 MOB	38,516	0.1	3,852
	900 A. Bays MOB	65,357	0.1	6,536
	900 B. Bays MOB	30,000	0.1	3,000
	Grounds	6,300	0.1	630
	Dearhaven	11,000	0.1	1,100
	Health and Fitness Center	67,500	0.3	20,250
	Irrigation			12,500
Projected flows Phase 1 and 2 (gal/day)				94,311
Projected flows Phase 1 and 2 (M gal/day)				0.094
Annual Projected Flows Phase 1 and 2 (M gal/yr)				34.4
Plant Capacity (M gal/day)				12
Percentage of Plant Capacity Utilized for Phase 1 and 2				0.79%

Northwestern Lake Forest Hospital
 Campus Revitalization
 Lake Forest, Illinois

Glenn Engineering Company, Inc.
 Aug. 29, 2012
 Project #0791

Future Phases		Floor Area (sq. ft.)	Flow Rate (gal/sf/day)	Projected Flows (gal/day)
<i>Future Phase</i>	Hospital - add 150000 sf expansion			
	Diagnostic and Treatment	90,000	0.3	27,000
	Storage, Mechanical, Admin, Office	60,000	0.1	6,000
	Total (prorated flow rate 0.22 gal/sf/day)	150,000		
<i>Future Phase</i>	Medical Office Building - add 50,0000 sf	50,000	0.1	5,000
	Projected flows maximum buildout (gal/day)			38,000
	Projected flows maximum buildout (M gal/day)			0.038
	Annual Projected Flow max buildout (M gal/yr)			13.9
	Plant Capacity (M gal/day)			12
	Percentage of Plant Capacity Utilized for max buildout			0.32%

EXHIBIT G

BASELINE TAXES (TAX YEAR 2011)*

PINs	City of Lake Forest	City of Lake Forest Pension
12-32-100-002	\$2,852.72	\$632.67
12-32-102-005	\$1,701.65	\$377.38
12-32-102-013	\$0	\$0
12-32-102-004	\$0	\$0
12-32-101-006	\$0	\$0
12-32-101-005	\$0	\$0
12-32-100-001	\$0	\$0
12-30-400-021	\$0	\$0
12-30-400-022	\$33.79	\$7.49
12-29-300-004	\$50,473.29	\$11,193.67
12-29-100-020	\$224.47	\$49.78
12-32-102-014	\$0	\$0
12-32-100-001-8007	\$413.43	\$91.68
12-32-100-001-8008	\$623.93	\$138.37
12-32-100-001-8001	\$14.61	\$3.24
12-32-100-001-8002	\$3.36	\$0.74
12-32-100-001-8003	\$14.61	\$3.24
12-32-100-001-8004	\$29.29	\$6.49
12-32-100-001-8005	\$29.29	\$6.49
12-32-100-001-8006	\$448.62	\$99.49
TOTAL:	\$56,863.06	\$12,610.72

TOTAL BASELINE TAXES (TAX YEAR 2011): \$69,473.78**

*Note: The amounts consist only of the portion of taxes allocable to the line item on the tax bill titled "City of Lake Forest" and "City of Lake Forest Pension," and do not include taxes allocable to "City of Lake Forest Library" or other taxing districts.

**Note: The amount for the determination of "Baseline Taxes" is determined to be \$69,473.78. In calculating the "Triennial Taxes" and any "Adjusted Baseline Taxes", the aggregate amount of the City of Lake Forest Share derived from all of the above PINs shall be used irrespective of any increases or decreases allocable to any single PIN (i.e., the amounts shall be calculated over the total and not on a PIN by PIN basis).

**Lake Forest Police Department
Calls for Service at Lake Forest Hospital Campus
FY 2011, 2012, 2013 (partial)**



LF Hospital Police Calls	FY2011	FY2012	FY2013
600 Westmoreland	17	8	4
604 & 606 Westmoreland Apartments	2	5	0
660 Westmoreland Main Hospital	115	112	35
700 Westmoreland Medical Offices	3	1	2
800 Westmoreland McGaw Medical	12	15	3
900 Westmoreland Bays Medical	24	23	3
Total Calls LF Hospital Campus	173	164	47



LAKE FOREST FIRE DEPARTMENT

Lake Forest Hospital Run Report

Location	Fire	EMTs	Total
600 Westmorland	0	5	5
604 Westmorland	0	0	0
605 Westmorland	0	0	0
606 Westmorland	0	0	0
660 Westmorland	7	3	10
700 Westmorland	2	0	2
800 Westmorland	3	0	3
900 Westmorland	0	4	4
1100 Westmorland	0	0	0
1150 Westmorland	3	0	3
1200 Westmorland	2	2	4
Total	17	14	31

Run
Report



FY '13

LAKE FOREST FIRE DEPARTMENT

Lake Forest Hospital Run Report

Location	Fire	BMS	Total
600 Westmorland	0	5	5
604 Westmorland	4	0	4
605 Westmorland	0	0	0
606 Westmorland	0	0	0
660 Westmorland	21	5	26
700 Westmorland	1	0	1
800 Westmorland	6	1	7
900 Westmorland	1	6	7
1100 Westmorland	4	0	4
1150 Westmorland	4	0	4
1200 Westmorland	3	11	14
Total	44	28	72

Run
Report



FY '12

LAKE FOREST FIRE DEPARTMENT

Lake Forest Hospital Run Report

Location	Fire	EMS	Total
600 Westmorland	2	12	14
604 Westmorland	1	0	1
605 Westmorland	0	0	0
606 Westmorland	0	0	0
660 Westmorland	19	10	29
700 Westmorland	1	0	1
800 Westmorland	4	2	6
900 Westmorland	4	10	14
1100 Westmorland	0	2	2
1150 Westmorland	7	0	7
1200 Westmorland	3	11	14
Total	41	47	88

Run
Report



FY '11

EXHIBIT I

Unconditional Agreement and Consent

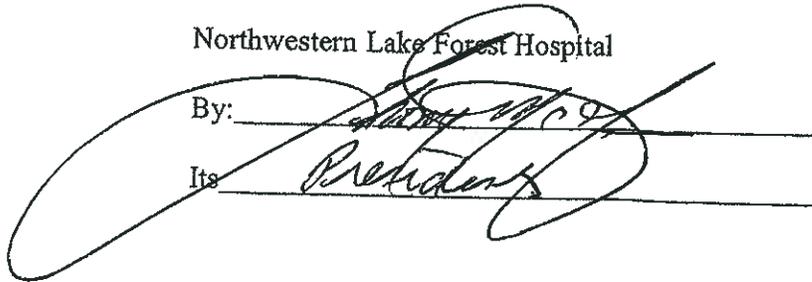
Pursuant to Section 4 of Lake Forest Ordinance No. 2012-~~30~~, and to induce the City of Lake Forest to grant the approvals provided for in such Ordinance, the undersigneds acknowledge for themselves and their successors and assigns in title to the Property that they

1. have read and understand all of the terms and provisions of said Ordinance No. 2012-~~30~~;
2. hereby unconditionally agree to accept, consent to, and abide by all of the terms, conditions, restrictions, and provisions of this Ordinance, the Lake Forest Zoning Code, and all other applicable codes, ordinances, rules, and regulations;
3. acknowledge and agree that the City is not and shall not be, in any way, liable for any damages or injuries that may be sustained as a result of the City's issuance of any permits for the use of the Property, and that the City's issuance of any permit does not, and shall not, in any way, be deemed to insure either of the undersigned against damage or injury of any kind and at any time;
4. acknowledge that the public notices and hearings have been properly given and held with respect to the adoption of the Ordinance;
5. agree to and do hereby hold harmless, defend, and indemnify the City, the City's corporate authorities, and all City elected and appointed officials, officers, employees, agents, representatives, and attorneys, from any and all claims that may, at any time, be asserted against any of these parties with respect to the Owner's redevelopment activities on the Campus pursuant to the 2012 Master Plan and this Ordinance and the City's adoption of the Ordinance or granting the approvals to the undersigned pursuant to the Ordinance, except as may arise as a result of the City's gross negligence or willful misconduct and provided that the City shall assert its available immunities in connection with any such claims; and
6. represent and acknowledge that the persons signing

Northwestern Lake Forest Hospital

By: _____

Its _____



ATTEST:

Michelle E. Friedrich



REVIEWED AND APPROVED
BY THE OFFICE OF
GENERAL COUNSEL

BY: PHM