BASE BUILDING SHELL CONDITION - GENERAL

1. The following requirements and specifications define the Base Building Shell Condition ("Base Building Work"), which shall be provided by the Landlord at its sole cost and expense for the Premises leased by Tenant as of the Effective Date of the Lease. Base Building includes architectural and engineering design, permits, labor, material, freight, taxes, insurance, bonds, inspections, and other sundry costs. The Tenant Improvement Allowance shall not be used, allocated, charged against or drawn on for any items or related items contained in the Base Building.

2. At Tenant’s request, Tenant will be provided with a credit for certain Base Building improvements it elects to complete itself in an amount reasonably acceptable to Tenant and Landlord and such items shall not be included in Base Building. Tenant’s request shall be made prior to commencement of the work on such items.

3. All new construction shall use new materials (except those required by Historic Design Guidelines ("HDG") as set forth in this Exhibit A), and shall at a minimum be designed, performed and constructed in accordance with the latest Requirements including the Americans With Disabilities Act of 2010 and the 1997 Illinois Accessibility Code and the regulations and guidelines promulgated thereunder, as all of the same may be amended and supplemented from time to time (collectively referred to herein as "ADA") in the common areas, including, but not limited to, elevator lobbies, multi-tenant corridors, toilet rooms, egress stairs and drinking fountains of the Building and ADA street entries. Tenant shall be responsible for ensuring that its Tenant Work complies with ADA.

4. All materials, finishes and construction shall be equivalent in quality and application consistent with other new, fully renovated, large scale Comparable Buildings subject to aesthetic and material modifications based on Building’s historic nature, which requires compliance with Historic Guidelines.

5. Base Building shall include rough cleaning only. Final Cleaning by Tenant’s contractor.

6. Landlord shall provide locking devices and closers for all exits, stairwell, electrical/telephone and other Building core doors, except on men's and women's toilets.

7. Landlord shall supply accurate base Building drawings (architectural, voice and data, structural, mechanical, electrical, plumbing and fire protection) for the Premises electronically in AutoCAD version 2007 or more current format and Revit 2016 or more current format to Tenant for its use. Landlord shall provide PDF copies of all base Building “Issue for Construction” documents for the Premises approved by the Chicago Building Department.

8. To the extent Base Building construction is still ongoing on a given floor or in a given area, temporary restroom facilities will be provided during the construction/renovation process. After Substantial Completion of the Building, Tenant shall be responsible for its own restroom facilities.

9. Any code violations relating to the Base Building discovered after the Possession Date shall be corrected by Landlord in a manner not to materially impair Tenant work. At Landlord's request, Tenant's contractor can perform these corrections with Landlord
approval, provided that Landlord increases the Allowance to pay for the cost of this additional scope.

10. Building shall supply access control security for lobby, loading dock, mail room and back of house entrances consistent with the Comparable Buildings.

11. Landlord shall provide the Tenant a code compliant base Building, parking areas and site conditions or documented administrative relief provided to the Tenant for any exceptions to the Chicago Building code.

FLOOR CONDITION

The floor will be leveled to achieve 1/2” within 10’ or FF12 flatness classification per ACI 117-Floor surfaces are to be finished smooth, ready to receive carpet, ceramic tile, resilient tile, wood parquet or stone flooring without additional preparation other than broom cleaning in accordance with standards for the finished concrete floor set forth by SHPO/NPS. Tenant shall have the ability to survey the floor per the established ACI inspection criteria prior to turnover date to determine Landlord turnover condition is in accordance with the criteria listed above.

Floor slabs are existing composite slabs with the following load factors as determined by existing as-built structural drawings reviewed by a professional structural engineer. Existing concrete floor in South and East and North Buildings. New floor infills will be composite concrete and steel deck. Floor slabs have the following live loads:

North Building – 100 lbs. PSF on all floors.
South Building – 125 lbs. PSF on floors 1-9, except for floor 4 between columns 6-11, and E-L, which is 100 lbs. PSF. Portions of floors 3 and 9 are designed for 200 lbs. PSF, and portions of floor 2 are designed for 300 lbs. PSF.

Ceiling Heights:
a. North Building –
   i. Floor 1 = 24’ – 2”
   ii. Floor 2 = 16’ – 9”

Column spacing:

i. ii. iii.

4. North i. ii.
5. South i. ii.

Floor 1 = 27’ Floor 2 = 13’ Floors 3 – 6 = 16’

Building
14’ – 16’ east-west 25’ – 32’ north-south
Building
42’ east-west 28’ north-south

iii. Floor 3 = 19’
iv. Floors 4-12 = 12’ – 8”
v. Floor 13 = 13’ – 6”
vi. Floor 15 = 15’

2. South
   i. Floor 1 = 27’
   ii. Floor 2 = 18’ – 19”
   iii. Floors 3 – 9 = 19’

3. East Building

Building

f. East Building

i. Double row of columns 28’ from outside walls

   1. 26’ north-south
   2. 10’ east-west

All column spacing and ceiling heights are rough dimensions and may vary slightly. Tenant architect should rely on field verifications.

WALL, COLUMN, LOBBY, CORE AND PERIMETER BULKHEAD CONSTRUCTION AND FINISHES
Coordinate all Base Building elements, including, but not limited to, exit/fire stair, washrooms, plumbing, Base Building doors, elevator sills, exterior window sills, etc. to accommodate different height requirements on the floors identified above.

All core walls including but not limited to elevator shafts, stair shafts, freestanding and engaged columns, perimeter window wall and bulkheads, and other core elements will be in place and finished per Base Building specifications set forth in 1A below. However, should any of these items not be in compliance with City of Chicago current code or HDG, they shall be remedied by Landlord at Landlord’s sole cost and expense.

Mechanical room floors will be sealed and floor drains. Sealing provisions will be to an 18" high above the concrete deck. Landlord shall provide acoustical separation from equipment rooms affecting premises at an STC rating of 50 or greater. Mechanical rooms shall have an acoustical separation of an STC rating of 62 or greater. Radiated at transmitted sound levels from central equipment shall conform to ASHRAE Applications Handbook recommendations for office and conference rooms (30 NC, 35 dBA).

1. Tenant Areas:
1. a) The interior core walls, stair and elevator shafts, toilet rooms and other core and common area partitions shall be exposed existing brick where it exists, or new gypsum board. Walls to be taped and sanded to a level 4 finish for the full height of the walls at tenant-facing walls. Where ceilings are provided, treatment will extend 6” above the ceiling line. At interior of Mechanical, Electrical, LV Risers and Janitor’s Closets, walls are fire-taped only.

2. b) Elevator Lobbies – On full floors included in the Premises or in elevator banks that service only the Premises on the floor, Landlord shall provide paint ready elevator lobby drywall and Tenant will complete the design and construction of same at its cost and expense. Tenant shall install its own elevator lobby finishes and shall be solely responsible for coordinating its finishes to the specification and fixture dimensions of any Base Building device or replace any such devices (pursuant to Code requirements) as may be necessary to coordinate with Tenant's finishes. For other elevator lobbies servicing the Premises, Landlord will be responsible for the costs and expense of same.

2. Common Areas:
   1. a) On full and multi-tenant floors, install and finish all common area elements, including corridor and Tenant demising walls, per Base Building standard specifications. At corridor and adjacent Tenant demising walls, Landlord shall frame the wall and provide one sheet of 5/8" fire code type "X" rated drywall from floor to the structural slab on face of studs opposite from Premises, with multi-tenant corridor side of partition finished with base Building standard finishes. Landlord will install at its own cost insulated transfer ducts at required plenum returns.

   2. b) Restrooms - Gypsum board finished ceilings, ceramic tile on the floors and wet walls. Quartz counter tops and ceiling hung metal toilet partitions, if feasible, otherwise they will be floor mounted and provided, as well as recessed and semi-recessed stainless-steel toilet accessories and non-continuous mirrors with bronze frames and light fixtures between the mirrors. Men and women's restrooms shall be provided on each floor with fixture counts based on Building Code and Tenant’s density requirements on Office floors, where fixture counts meet code requirements. Men’s and Woman’s restrooms per Chicago Building Code.

   3. c) Drinking fountains or bottle fill per Building Code.

d) The following design parameters shall be met for all interior public/core service areas.

   1. i) Building standard interior and corridor partitions are constructed (from floor to finish ceiling heights) of 5/8" gypsum board on 2-1/2" 25-gauge metal studs located at 16" on center, with an STC rating of min. 45.

   2. ii) Finished ceiling to be approximately 10'-0" in bathrooms and back-of-house areas requiring a finished ceiling. Gypsum board is taped and floated ready for paint. Multi-tenant corridor doors shall be full height 3'-0" x 1-3/4" thick solid core paint grade doors in hollow metal frames. Hardware finish (brushed or mirror polish, stainless steel or bronze including lever type handles) subject to Tenant’s reasonable approval. Any non-traditional ceiling work required by HDG shall be completed by Landlord at Landlord’s sole cost and expense and in accordance of Tenant’s design and construction drawings.
3. iii) On Tenant full floors, and to the extent allowed by Building Code, Landlord shall allow Tenant to finish the surfaces of doors within Tenant's Premises.

3. Loading Dock:

1. a) A loading dock shall be provided with five (5) or more berths, with minimum capacity for four (4) trucks and one (1) wet/dry trash compactors. The docks shall meet code requirements and shall be consistent with Comparable Class Buildings.
2. b) Restaurant tenants in the Building shall have loading and logistics requirements particular to their individual premises’ locations, and Landlord shall implement operational controls such that restaurant tenant requirements shall not interrupt Tenant's rights as provided by the Lease or as outlined herein.

SITE IMPROVEMENTS

1. Signage: Subject to HDG, the following signage
   1. a) Directional and information signage.
   2. b) Public safety and security signage.
   3. c) Street address signage.
2. Exterior Lighting: Lighting will be required for all sidewalks and pedestrian areas of the project. Minimum lighting requirements and standards are:
   1. a) Parking garage – 6.0 to 8.0 foot-candles average (but in no event less than 2.0 foot-candles in any instance) maintained with an average to minimum ratio 4 to 1.
   2. b) Building entries and pedestrian ways shall be lighted for appropriate image, safety, and security. Exterior lighting and streetscape will be consistent with Comparable Buildings.
3. Building Parking: Landlord shall be responsible for parking compliance and clearances in compliance with ADA.

4. PLUMBING AND FIRE PROTECTION

1. Vents stack(s) for Tenant use.
2. Domestic water connection for tenant use.
3. Fixtures: Hose bib and drains for Janitor's use shall be located discreetly in Janitor’s closets located nearby washroom facilities.
4. Fire protection sprinkler system in accordance with NFPA and local authority; including fire standpipe supply risers and drains, fire pump, and all appropriate sprinkler flow and tamper alarm devices interconnected to the Building fire alarm system. Tenant will be responsible for cost and approvals for modifications to fire protection systems that are modified for Tenant’s buildout.
5. Sprinkler Heads:
   1. a) Sprinkler system shall be sized to meet Light Hazard classification or as required by the City of Chicago Building Code.
2. b) Tenant areas: On each floor, or partial floor, Landlord will install the main sprinkler loop and branch distribution in accordance with Code for vacant space (one turned up head for every 225 square feet. Tenant shall provide permanent sprinkler layouts per its design and required by code.
3. c) Piping branch mains shall be sized for light hazard occupancy.
6. Provide separate fire hose valves as required to meet code for shell and core construction. Landlord to provide wall mounted extinguishers in all Building mechanical and electrical rooms in accordance with code. Hose valves will be on the combination risers within the stairwells.
7. Fire Alarm Supervision, Detection & Annunciation System:
   1. a) A complete system as required for type of Building construction and in accordance with code. Complete addressable detection and alarm system shall include, but not be limited to, fire alarm control panel, fire annunciator panel, fire alarm terminal cabinets & risers, power boost signal amplification modules, voltage transformers and interconnections to all key devices or equipment, including but not limited to, such items as elevator recall, sprinkler flow and tamper switches, emergency generator, fire pump, HVAC equipment, smoke evacuation system and monitoring devices and service. Fire annunciator panel and graphics to incorporate any zones or graphics required to indicate or annunciate Tenant's use of the Premises, in accordance with code.
   2. b) Include all required ADA compliant speakers, smoke detectors, duct detectors, heat detectors, pull stations, strobe lights, audible devices and other devices in the parking garage, elevator lobbies, elevator shafts, entrance foyers, common areas, restrooms, core and core corridor areas. System capacity (amplification, inputs, etc.) shall be adequate for addition of Tenant area devices without system supplementation or upgrade.
8. Tie-ins of all Landlord-provided base Building fire alarm detection and notification / annunciation devices to the base Building fire alarm/control system. For fire alarm devices in Tenant's Premises, Tenant shall be required to use Landlord's contractor for tie-ins.

**HVAC: GENERAL**

Cooling:

Chilled water and condenser water for Tenant use.

Supplemental Cooling:

Condenser water available 24x7x365 day basis for supplemental cooling. Tenant shall provide piping extension to supplemental cooling equipment and a Btu meter totalizing all supplemental cooling loads.
Heating:

New central hot water condensing boiler plants with N+1 redundancy. There is a boiler plant to serve the East Building and two boiler plants to serve the North and South Buildings. Boiler plants are inter-connected for transferability between generation plants. Landlord shall extend hot water piping to “loop” each floor, so Tenant provided piping from fan powered boxes to loop is less than 15 feet.

Mechanical System:

Each full floor zone shall be equipped with primary HVAC medium pressure loop around the core, and one fan powered box terminal units suspended from the deck above for each 5,000 rentable square feet in the Premises, with thermostats and hot water connections. Landlord shall provide one DDC control and thermostat for installation by Tenant for each 5,000 rentable square feet of the Premises. Distribution, diffusers and additional terminal devices and associated DDC controls, to create additional zone(s) are to be furnished and installed by Tenant. On multi-Tenant floors in the respective North, East and South Buildings, Tenant shall receive its pro rata share of Landlord supplied HVAC equipment based per Tenant’s specifications. Landlord shall provide all duct work and grills in the multi-tenant corridor areas and Tenant will be required to (i) connect the multi-tenant corridor air ducts to Tenant’s fan-powered units, and (ii) Landlord will provide supply air via Tenant’s fan powered units to the men’s and/or women’s restroom where appropriate, as directed by Landlord. Any fan-powered units not used by Tenant shall be returned to Landlord.

Landlord shall provide the applicable base Building test and balance reports in accordance with Code. Test and balance services for the Tenant’s installed equipment is the responsibility of the Tenant in accordance with the Work Letter. Dedicated outdoor air system (DOAS) units are located in the mechanical rooms at the top/roof of the Building (Pylons/Penthouses) to condition the outdoor air and deliver conditioned (or neutral air) to Tenant Variable Air Volume (VAV) air handling units or terminal equipment as required by the ventilation Code.

Building ventilation systems employ a water-side economizer vs. air-side.

**HVAC: SPECIFICATIONS**

1. System Operation Performance Standards: Landlord provided HVAC system for all general office and ancillary areas, capable of maintaining during Building Hours the following temperatures throughout the Premises:
2. Outdoor Conditions: per current ASHRAE guidelines 90.1, and 62.1, and the Chicago Building Code (1% outdoor criteria).

<table>
<thead>
<tr>
<th>Temperature</th>
<th>Heating Season</th>
<th>Cooling Season</th>
</tr>
</thead>
<tbody>
<tr>
<td>Outside:</td>
<td>-10°F</td>
<td>92.3°F DB 75.5°F WB</td>
</tr>
<tr>
<td>Inside:</td>
<td>70°F (+/-2°F)</td>
<td>75°F (+/-2°F)</td>
</tr>
</tbody>
</table>
### Indoor Air Quality

To meet the latest ASHRAE Standard for "Indoor Air Quality" and local code whichever is more stringent.

a) 

i) ii) b) 

c) d) 

Internal heat gain for both heating and cooling seasons shall accommodate a minimum load based on:

1 person per 150 RSF

Lighting and equipment load of up to 6 watts per rentable square foot

HVAC equipment and space housing the equipment shall be designed to deliver NC 30 in all office and conference spaces. Provide sound attenuators, sound-lining and reduced air velocity as required. Intermittent structural born or airborne noise or rumbling shall not be acceptable.

Air Filtration: Air supply shall be filtered with a minimum efficiency of 60% per latest version of ASHRAE Standard pursuant to Chicago Building Code.

Fresh air/ventilation minimum per current International Mechanical Code and current version of ASHRAE standards or as stated elsewhere, whichever is more stringent.

e) Separate, ducted fan exhaust systems (fans, motors, duct, louvers, controls) for parking garage, toilet rooms, limited service kitchens, and telephone, electrical rooms. CECO rooms will be exhausted as required by CECO. Tenant shall be responsible for all costs associated with the black iron exhaust system, including high-performance scrubber to prevent odor intake into Base Building fresh air system. Copy, print rooms, break rooms requiring general exhaust by the Building code or ASHRAE 62 shall be routed to the Building’s general exhaust duct located within or adjacent to tenant spaces on each level.

3. Distribution for Tenant Premises. Tenant’s layout/final sizing of air terminal units subject to Landlord approval. Base Building fan system will not be operational until Substantial Completion of the Building.

1. a) Ductwork:
   1. i) All ductwork in accordance with most current SMACNA.
2. ii) All work including supply air, return air, VAV or Fan Powered Boxes and related diffusers, registers and balancing for all Building Common Areas. Sound lining/duct insulation for twenty-five (25) feet beyond base Building supply fans.

3. iii) Vibration isolators and isolation curbs for all Base Building HVAC equipment.

4. iv) Dampers, plenum boxes, return air transfer ducts, O.A. grilles, fire dampers and smoke duct detectors as required for Base Building core, lobby and common corridor construction.

5. v) Sound attenuated Z offset return air transfer ducts at core, lobby, and slab to slab walls.

2. b) Insulation:
   1. i) 1-1/2” minimum blanket insulation for all Landlord supplied ductwork up to VAV terminals for floors immediate below a roof.
   2. ii) Flex duct shall be insulated.
   3. iii) Main loop ductwork is sound lined.

3. c) Diffusers/Return Air Grilles:
   i) For multi-tenant floor only, diffusers in elevator floor lobby, multi-tenant corridors, and core areas.

d) Direct Digital Automatic Temperature Control (DDC) / Building Energy Management System, including:

1. i) Thermostats/sensors with control wiring for each Landlord supplied VAV terminal shall be provided and installed by Landlord.

2. ii) DDC control and status of all Landlord equipment at no cost to the tenant.

3. iii) Certified air & water balance for entire base Building /core HVAC system as required by Code.

4. iv) Tie-ins of all Landlord provided devices to the base Building BAS/EMS system.

5. v) The HVAC controls shall include automatic summer/winter changeover and have the ability to maintain the desired dry bulb temperature with +/- 2°F. Digital control system shall provide loop for tie-in of controls within Tenant's space to Base Building BAS (Building Automation System).

6. vi) Landlord to perform all necessary balancing to maintain the proper temperatures for all systems provided by Landlord. Landlord to provide unit pricing for tenant system balancing.

4. Motors/Pumps:
   a) Variable speed/frequency drives on motors, fans and pumps for energy efficiency (where designed).

5. The lobbies in the Building shall be designed to maintain a positive pressure with respect to the outdoor condition.
6. The Building shall be designed and have energy management systems in compliance with the latest energy codes. A Building Automation System (“BAS”) suitable to operate the shell and core temperature control system will be installed. The BAS system shall have adequate capacity for all temperature control devices to be required by Tenant.

**ELECTRICAL SERVICES**

The Building is served by ComEd 12kV primary feeds with distribution to multiple ComEd utility vaults throughout the Building. Utility vaults contain a loop feed for redundancy. There is a total of nine feeds from two different substations. All nine feeds have a redundant substation transformer feed with automatic throw-over switches.

Properly sized emergency generators are provided to serve life-safety systems throughout the Building including Building egress lighting, exit signs, fire alarm system, smoke evacuation systems, code required elevators and the Building fire pump. Building stand-by generators to power a portion of the Building central boiler plant and condenser water plant to provide heating and cooling to tenants with their own optional stand-by generators.

The Tenant shall provide emergency lighting in the space connected to the base Building generator.

There shall be available at the Building cores on each floor or partial floor of the Premises, electrical capacity to service each such floor equal to six (6) watts per rentable square foot, demand load, for tenant lighting and office plug loads. This electrical capacity shall be in addition to any watts needed to operate the existing base Building equipment servicing Tenant's Premises and the Building in a first-class operational manner consistent with Comparable Buildings. Electrical power allowance for the Premises of six (6) watts per rentable square foot, excluding base Building HVAC.

Landlord to furnish and install Tenant's main disconnect switches, service feeders, CT cabinets and meter sockets.

Tenant will be provided with 480/277V normal power from Tenant’s meter centers located in Building electrical closets. Multiple 480/277V sources and Tenant’s meter centers will be provided so there are no horizontal runs of power above 200 feet required by the Tenant to distribute 208/120V power. Tenant will provide the step-down transformers at its cost in each electrical closet as mutually determined by Tenant’s and Landlord’s engineers. Tenant shall be responsible for providing its own electrical distribution within their space. Both 277V and 120V emergency power will be available from Building electrical closets.

The Tenant shall provide light fixtures, controls, and circuiting. Any lighting control tie in to the Base Building required by Landlord shall be at the Landlord’s expense.

Electrical service for Base Building central systems for heating/cooling of the Premises shall be completed by the Landlord separate from Tenant’s meters. Landlord shall provide all required
electrical distribution to support all required fan powered boxes and air terminal units required to meet the System Operations Performance Standards.

**EMERGENCY SYSTEMS**

Landlord to provide core and shell emergency exit lights and signs at Building common areas, multi-tenant corridors, elevator lobbies, toilet rooms and similar spaces with all emergency circuits, life safety communication speakers, smoke detectors, strobes and connection to fire annunciator panel as required by City, State and National codes and shall comply with ADA requirements.

On each floor, or partial floor, the main sprinkler loop and branch distribution shall be in place by the Landlord in accordance with code for vacant space (one sprinkler head turned up for every 225 square feet)

Landlord shall also provide one (1) fire extinguisher in each stairwell per code. Tenant shall install fire extinguishers within their premises per City of Chicago code.

**COMMUNICATION SYSTEMS**

The Building is served by separate redundant telecommunications service entrances capable of receiving internet and network service from multiple telecommunications vendors.

Building shall provide single-mode fiber optic cable from the Building Demarcation (DeMarc) to core Building low-voltage closets on each floor, where the cables are terminated, tested and ready for Tenant connectivity. Landlord will provide Tenant, at its option, with dedicated, secure conduit from said vendors at the Building’s respective DeMarc room. Tenant shall provide its own fiber optic cable from the Building core closets to its own MDF Rooms as required for their bandwidth and number of redundant service providers desired.

Voice & Data:

The Buildings core closets have provisions for Tenant to contract with multiple providers for maximum redundancy. Multiple low voltage core closets will be located on each floor with redundant pathways to the central Building core closet.

Building master cable or satellite TV connections will be available in a Landlord designated voice/data closet on each floor.

A Building wide DAS system managed by Verizon Wireless. Tenant shall be required to relocate DAS antennas within the Tenant space at the Tenant’s expense as required based on Tenant’s build out. Tenant shall use a DAS contractor reasonably acceptable to the Landlord.
An EST fire alarm head end equipment to allow the tenant to provide code required fire alarm system extensions.

**PLUMBING**

Waste, vent stack, and domestic water riser connection points for Tenant’s use.

Domestic hot water from point-of-use tank type heaters provided by the Tenant at Tenant Cost.

**VERTICAL TRANSPORTATION**

Elevators and elevator system – totally renovated/upgraded or replaced to comply with the following:

1. a) North Building
   - Bank A-three (3) passenger elevators
   - Bank B-three (3) passenger elevators
   - Bank C-one (1) freight elevator also serving south building.

2. b) East Building
   - Bank D-E-two (2) passenger elevators
   - Bank E-one (1) freight elevator also serving South Building

3. c) South Building
   - Bank C-one (1) freight elevator also serving North Building

   - Bank D-S-six (6) passenger elevators
   - Bank E-one (1) freight elevator also serving East Building
   - Bank F-two (2) passenger elevators and one (1) freight elevator
   - Bank K-one (1) freight elevator

   d) Passenger Elevators are 3,500 lbs cars; Freight Elevators are at least 5,000 lbs cars.

   e) Interior finish for passenger cabs shall be at the quality and level for Comparable Buildings.