BOARD BILL NO # 443 INTRODUCED BY ALDERMAN JOSEPH D. RODDY

AN ORDINANCE RECOMMENDED BY THE PLANNING COMMISSION AND APPROVING A COMMUNITY UNIT PLAN FOR AN AREA LOCATED IN THE CITY OF ST. LOUIS AND COMPRISING A PORTION OF THE WASHINGTON UNIVERSITY MEDICAL CENTER; PLEDGING COOPERATION OF THE BOARD OF ALDERMEN AND REQUESTING VARIOUS OFFICIALS, DEPARTMENTS, BOARDS AND AGENCIES OF THE CITY TO COOPERATE AND TO EXERCISE THEIR RESPECTIVE POWERS IN A MANNER CONSISTENT WITH THE COMMUNITY UNIT PLAN; AUTHORIZING AND DIRECTING THE TAKING OF OTHER ACTIONS, AND APPROVAL AND EXECUTION OF OTHER DOCUMENTS AS NECESSARY OR DESIRABLE TO CARRY OUT AND COMPLY WITH THE INTENT HEREOF AND THE COMMUNITY UNIT PLAN.

Whereas, Section 26.80.070 of the Zoning Code of the City of St. Louis authorizes the establishment and creation of Community Unit Plans (CUPs), a special zoning "overlay" tool authorizing the appropriate development of residential or commercial uses, or the combination thereof, to provide for a scale and flexibility of development which could not otherwise be achieved through the existing single use zoning districts; and

Whereas, Section 26.80.070.D of the Zoning Code of the City of St. Louis provides for exceptions to the uses, height and area provisions of the Zoning Code in the case of certain Community Unit Plan developments for tracts in excess of fifteen (15) acres; and

Whereas, the Washington University Medical Center ("WUMC") has long been governed by a permit previously submitted to the Board of Public Service of the City of St. Louis, as the same

has been amended from time to time (as amended, the "BPS Permit"), which BPS Permit has served for over three decades as guidance for the City in issuing its approval with respect to activities within the area governed by the BPS Permit (the "Existing Area"), such approvals including, without limitation, building permits, variances, certificates of occupancy, and street vacations; and

Whereas, the initial area governed by the BPS Permit has been increased pursuant to subsequent modifications, such that the Existing Area currently consists of approximately 137 acres (not including streets and alleys, except boundary streets), all of which is owned or leased by WUMC and its affiliated entities as described below; and

Whereas, Section 26.80.070 of the Zoning Code of the City of St. Louis authorizes the creation of a Community Unit Plan pursuant to the provisions of the Zoning Code; and

Whereas, on November 30, 2007, a Community Unit Plan was submitted to the Planning Commission (the "Plan") proposing an increase in the size of the Existing Area as well as the creation of a Community Unit Plan, such increased area comprising not less than 148.19 acres (excluding streets, alleys, and sidewalks, etc., such area consisting of approximately 166 acres including internal streets and alleys) (the "Expanded Area"), of which approximately 138.79 acres are owned or leased by WUMC or its constituent entities (including BJH, Barnard Free Skin and Cancer Hospital, BJC HealthCare, St. Louis Children's Hospital, and the Washington University School of Medicine) and the remaining 9.4 acres (the "Hudlin Expansion") of which are owned by the City of St. Louis; and

Whereas, pursuant to St. Louis City Ordinance 67477 (the "Lease Ordinance"), BJH amended and restated its lease of the Hudlin Expansion, in order to better serve its health, education, and research mission, as well as the health needs of the population of the City; and

Whereas, the Lease Ordinance contemplates that the Plan shall govern the design and construction of all additions, structures, site plans or improvements of BJH on the Hudlin Expansion; and

Whereas, the Planning Commission has reviewed such Plan at its meeting on December 5, 2007, and reported its findings and recommendations to the Board of Aldermen, which report contains the Planning Commission's reasons for approval and specific evidence and facts regarding the conditions set forth in Section 26.80.070.C of the Revised Code of the City of St. Louis.

BE IT ORDAINED BY THE CITY OF ST. LOUIS AS FOLLOWS:

SECTION ONE. Ownership of the Expanded Area.

Notwithstanding Section 26.80.070.A of the Zoning Code of the City of St. Louis, the City and WUMC acknowledge and agree that the entire Expanded Area, including the City-owned Hudlin Expansion, shall be governed by the Plan, as contemplated by this Ordinance and the Lease Ordinance.

SECTION TWO. Findings of Fact.

The Board of Aldermen of the City of St. Louis hereby finds and determines that: (i) the values of buildings and the character of the property adjacent to the Area will not be adversely affected

by the Plan; (ii) the Plan is consistent with the intent and purposes of the Zoning Code to promote public health, safety, morals and general welfare; (iii) average lot area per family will not be reduced from that required by the underlying zoning district; (iv) adoption of the Plan is consistent with the intent of Section 26.80.070 of the Zoning Code of the City of St. Louis; (v) adoption of the Plan is consistent with the Lease Ordinance; and (vi) adoption of the Plan for the Expanded Area is in the best interests of the citizens of the City of St. Louis.

SECTION THREE. Establishment and Creation of the Community Unit Plan for the Expanded Area.

Pursuant to and in accordance with Section 26.80.070 of the Zoning Code of the City of St. Louis, Community Unit Plan (CUP) approval is hereby given to the proposed Plan in accordance with the application and plans filed on November 30, 2007, designated and identified as the Washington University Medical Center Community Unit Plan, a copy of which, including required plans, is attached hereto and incorporated herein by reference and is on permanent file in the office of the Zoning Administrator. The City of St. Louis and WUMC acknowledge and agree that, notwithstanding any requirement of the Zoning Code of the City of St. Louis to the contrary, the approximately 148.19 acre tract of land comprising the Expanded Area to be governed by the Plan shall be described by a boundary description, a list of addresses, a list of affected city blocks, and a site plan rather than a legal description. Such boundary description, list of addresses, list of affected city blocks, and site plan are set forth on the attached Exhibit A attached hereto and incorporated herein by reference.

SECTION FOUR. Severability.

If any provision of this Ordinance shall be held or deemed to be invalid, inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions or in all jurisdictions, or in all cases because of conflicts with any provision or provisions hereof or any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance, or of rendering any other provision or provisions herein contained invalid, inoperative or unenforceable to any extent whatever.

EXHIBIT A

BOUNDARY DESCRIPTION, ADDRESSES, AFFECTED CITY BLOCKS, AND SITE PLAN

Boundary Description

Area 1

Beginning at a point of intersection of the southern line of Barnes-Jewish Hospital Plaza and the east line of South Kingshighway Blvd; and proceeding along street lines and city parcel lines and there prolongations, in a general clockwise direction northward along said South Kingshighway, thence northward to the to southward line of Forest Park Av; then eastward along said line to a point of intersection of a projected western parcel line of 4949 Forest Park Av, northward across Forest Park Av to the north line of the East/West alley in CB 3885, then eastward to the western parcel line of 4932 Laclede Av, thence northward along western parcel line of 4932 Laclede Av to south line of Laclede Ave, thence eastward to the eastern parcel line of 4932 Laclede Av, thence southward to the northern parcel line of 3 South Euclid Av, thence eastward along said parcel line to its intersection with the western line of North Euclid Av. thence southward along said line and prolongation to the southern line of Forest Park Av, thence eastward to the eastern parcel line of 4524 Forest Park Av, thence southward along said parcel line to its southern line, thence westward to the eastern parcel line of 220 South Euclid, thence southward to the southern parcel line of 4549 Parkview Pl, thence westward along said parcel line to its intersection with the eastern parcel line of 4939 Childrens Pl, thence southward to its intersection with the northern parcel line of 320 South Euclid Av, thence eastward to the eastern line of 320 South Euclid Av, thence southward along said line to its intersection with the northern line of Childrens Pl, thence across north/south alley in CB 4781.05, thence eastward along the northern line of Childrens Pl to the western parcel line of 4528 Parkview Pl then northward along the parcel line to its intersection with the southern line of Duncan Av, thence westward along the southern line of Duncan Av to the north eastern parcel line of 4530 Parkview Pl, thence northward along the western parcel line of 4506 Forest Park Av, to its intersection with a portion of the northern parcel line of 4506 Forest Park Av, thence eastward along said line to its intersection with a portion of the western parcel line of 4506 Forest Park Av, thence northward along the western parcel line of 4506 Forest Park Av and its projection across Forest Park Av to the northern line of said street; thence westward along the southern parcel line of 4511 Forest Park Av to its intersection with the western parcel line of 4511 Forest Park Av, northward along said line, across a projection of the east/west alley in CB 4527 to the southern parcel line of 4522 Laclede Av, thence westward to the western parcel line of 4526 Laclede Av, thence northward along western parcel line of 4526 Laclede Av to the southern of Laclede Av, thence eastward along said line to the eastern parcel line of 4518 Laclede Av, thence southward along said line to the northern line of the east/west alley in CB 3891, thence eastward along said line to its intersection with the western line of North Taylor Av, thence southward along said line and its projection across Forest Park Av to the intersection of the south line of Forest Park Av and the western line of South Taylor Av, thence continuing along south line of Forest Park Av until its intersection with the eastern parcel line of 4362 Forest Park Av, thence southward, across a east/west alley in CB 3904 to the northern parcel line of 4359 Duncan Av, thence eastward along northern parcel

lines to the eastern parcel line of 4353 Duncan Av, thence southward along this line and its projection across Duncan Av to the southern line of Duncan Av, thence eastward to the eastern parcel line of 4340 Duncan Av, thence southward along said line and its intersection with a portion of southern parcel line, thence westward along said line to a portion of the remaining eastern parcel line, thence southward along said line to its intersection with the northern parcel line of 501 South Boyle Av, thence westward along said line to the western parcel line of 4390 Duncan Av, thence northward to its intersection a portion of the southern parcel line of 4390 Duncan Av, thence westward along its projection to the western line of South Newstead Av, thence southward along said line to the intersection of the north/east corner of 633 South Newstead Av; thence eastward along the northern block line of CB 4589 (also referred to as MetroLink R.O.W.) to its intersection with the western line of South Boyle Av, thence southward along said line and its projection across Clayton Av to its intersection with the southern line of Clayton Av, thence eastward along said line to the southwest corner of Clayton Av and South Boyle Av, thence southward along the western line of South Boyle Av to its intersection with the south parcel line of 711 South Boyle Av, thence westward along said line to its intersection with its eastern line of Tower Grove Av, then northward until its intersection with the northwest corner of 625 South Boyle Av, thence westward across Tower Grove Av to the south/east corner of 4348 Clayton Av, thence northward to its intersection with the northern parcel of said parcel, thence westward and northward with its intersection of the south line of Clayton Av, thence westward to the western parcel line of 4356 Clayton Av, thence southward along said line and its projection across a east/west alley in CB 3967.13, thence westward along the northern parcel line of 619 Edmund Av and its projection across South Newstead Av and its intersection on the eastern line of CB 3971.13; thence southward along said line to the southeast corner of 735 South Newstead Av, thence westward along its southern parcel line to the southwest corner of 735 South Newstead Av, thence southward to a north line of the Interstate 64 Right Of Way (R.O.W.), thence westward along this line to its intersection with the eastern line of South Taylor Av., thence southward to the south line of the Interstate 64 R.O.W, thence eastward to the west line of South Newstead, thence southward to the south parcel line of 4450 W. Papin, thence westward to the east line of South Taylor Av; thence northward to the north R.O.W. line of Interstate 64, thence westward to the southeast corner of 4549 Papin St, continuing westward to the western parcel line of 4588 Clayton Av, thence northward along the west parcel line of 4588 Clayton Av and continuing as a prolongation northward across Clayton Av, joining and continuing northward along the western line of South Euclid Av, to the south line of Barnes Jewish Hospital Plaza, thence westward to the point of beginning; excluding properties within these delineated boundaries known as 4367-4375 Duncan Av (Parcel Number 39040003051), 4333 W. Clayton Av (Parcel Number 45890001200) and 4401-4439 Clayton Av (Parcel Number 39700001000).

Area 2

BEGINNING at the point of intersection of the South line of Barnes-Jewish Hospital Plaza, 130 feet wide, with the West line of Euclid Avenue, 130 feet wide, thence along said West line South 04 degrees 27 minutes 35 seconds West 576.98 feet to the North line of Clayton Avenue, 60 feet wide, thence along said North line South 88 degrees 48 minutes 38 seconds West 484.28 feet to the East line of Kingshighway, variable width, thence along said East line the following courses

and distances: thence North 50 degrees 43 minutes 46 seconds West 32.29 feet to a point of curvature to the right for which the radius point bears North 39 degrees 16 minutes 16 seconds East 560.69 feet; thence along last said curve with a chord which bears North 23 degrees 58 minutes 45 seconds West 504.73 feet, an arc length of 523.54 feet to a point of non-tangency; thence North 02 degrees 38 minutes 54 seconds East 128.81 feet; thence North 47 degrees 38 minutes 54 seconds East 14.14 feet to the South line of above said Barnes-Jewish Hospital Plaza; thence along last said South line South 87 degrees 20 minutes 24 seconds East 743.56 feet to the POINT OF BEGINNING and containing 410,104 square feet or 9.415 acres, more or less, according to calculations by Stock and Associates Consulting Engineers, Inc. on August 23, 2006.

<u>List of Addresses</u>

4901-4989 Barnes-Jewish Hospital Plaza
625 S Boyle Av
711-717 S Boyle Av
4500-4950 Childrens Pl
4527 Childrens Pl
4939 Childrens Pl
4303 W Clayton Av
4314-4334 W Clayton Av
4300-4344 Clayton Av
4301 Clayton Av
4355 Clayton Av
4360-4370 Clayton Av
4400-4588 Clayton Av
4451-4487 Clayton Av
4533-4547 Clayton Av
4340-4470 Duncan Av
4353-4359 Duncan Av
4377-4399 Duncan Av
4481-4499 Duncan Av
3 S Euclid Av
203-225 S Euclid Av
220 S Euclid Av
320-700 S Euclid Av
425-501 S Euclid Av
4362-4506 Forest Park Av
4501-4511 Forest Park Av
4524-4918 Forest Park Av
4901-4949 Forest Park Av
216 S Kingshighway Blvd
400-510 S Kingshighway Blvd
4518-4526 Laclede Av
4932 Laclede Av

4500-4546 McKinley Av
4501-4529 McKinley Av
339-633 S Newstead Av
600 S Newstead Av
727-737 S Newstead Av
4450 W Papin St
4549-4579 W Papin St
4500-4528 Parkview Pl
4549 Parkview Pl
4900-4966 Parkview Pl
4507-4557 Scott Av
4512-4550 Scott Av
216 S Taylor Av
300-600 S Taylor Av
601-615 S Taylor Av
816 S Taylor Av
612 Tower Grove Av

Affected City Blocks

All lots within City Blocks: 3886, 3887, 4782, 4783, 5234N, 3903.

All lots within City Blocks:
CB 3888, except Lot 425 South Euclid (Metrolink Right-of-Way).
CB 4781S, except Lot 420 South Euclid (Metrolink Right-of-Way).
CB 3966N, except Lot 656 Tower Grove Ave (Missouri Department of Transportation Right-of-Way) and Lot 727 South Boyle Ave (Missouri Department of Transportation Right-of-Way).

All lots within City Blocks:
CB 3970, except Lots: 4401 Clayton Avenue and 339 South Newstead (Metrolink Right-of-Way).
CB 3971N, except Lots 739, 741, and 747 South Newstead.
CB 4589, except Lots 4300 Duncan Avenue 4333 Clayton Avenue, 330 South Newstead, and 501 South Boyle (Metrolink Right-of-Way).

Within the following City Blocks, WUMC owns the lots listed:

CB 3885 – Lots: 4901, 4917, and 4949 Forest Park Avenue, 4932 Laclede Avenue, and 3 South Euclid.
CB 3890 – Lots: 220 South Euclid, 4506, 4524, 4536 and 4550 Forest Park Avenue, and 4549 Parkview Place.
CB 3891 – Lots: 4501 and 4511 Forest Park Avenue, and 4518, 4522, and 4526 Laclede Avenue.
CB 4781N – Lots: 320 South Euclid, 4500 and 4528 Parkview Place.
CB 4807 – Lot: 904 South Taylor Avenue.

CB 3904 – Lots: 4362, 4364, 4372, 4376, 4380, 4384 and 4388 Forest Park Avenue, and 4353, 4359, 4377, 4379 and 4389 Duncan Avenue.
CB 3967 – Lots: 4344, 4360, 4362, 4366 and 4370 Clayton Avenue.
CB 3968 – Lots: 4314 and 4322 Clayton Avenue.

Site Plan

[See Attached]

WASHINGTON UNIVERSITY MEDICAL CENTER
COMMUNITY UNIT PLAN

[See attached]

WASHINGTON UNIVERSITY MEDICAL CENTER

COMMUNITY UNIT PLAN

NOVEMBER, 2007

Washington University Medical Center
Barnard Free Skin and Cancer Hospital
BJC HealthCare
Barnes-Jewish Hospital
St. Louis Children's Hospital
Washington University School of Medicine

WASHINGTON UNIVERSITY MEDICAL CENTER
AMENDED AND RESTATED COMMUNITY UNIT PLAN

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WASHINGTON UNIVERSITY MEDICAL CENTER
AMENDED AND RESTATED COMMUNITY UNIT PLAN

Washington University Medical Center, Barnes-Jewish Hospital, Barnard Free Skin and Cancer Hospital, BJC HealthCare, St. Louis Children's Hospital, and the Washington University School of Medicine (being all the members of and collectively referred to herein as the "***Washington University Medical Center***"), hereby submit this application to amend and restate the Washington University Medical Center Community Unit Plan (as amended and restated, the "***CUP***") pursuant to Section 26.80.070 of the Revised Code of the City of St. Louis.

This application consists of (I) the narrative set forth below, (II) historical background information as well as the current plans for future development of the area to be governed by the CUP, including the depiction and site plan of the land to be included in the amended CUP (the "***CUP Area***"), attached hereto as Exhibit A and incorporated herein by reference, and (III) the general provisions to govern the CUP, including guidelines regarding height, density, signage, set backs, uses, landscaping, non-discrimination, traffic circulation, parking, and compliance with laws, including the Americans with Disabilities Act ("***ADA***").

The Washington University Medical Center and its constituent members are the owners of the CUP Area except as to the Hudlin Expansion (as hereinafter defined) which is the subject of a long term ground lease. The CUP Area is an area exceeding fifteen (15) contiguous acres. Accordingly, the Washington University Medical Center requests that this application for the establishment of an amended and restated CUP be approved in accordance with the terms of Section 26.80.070 of the Revised Code of the City of St. Louis.

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I. NARRATIVE

A. HISTORY OF THE WASHINGTON UNIVERSITY MEDICAL CENTER COMMUNITY UNIT PLAN

The Washington University Medical Center consists of a collection of the premier healthcare and research institutions in the City of St. Louis (the "***City***") and the United States. These institutions provide invaluable healthcare resources to the City and its residents, while simultaneously engaging in cutting-edge research and serving as the premier center for health education in the country. The Washington University Medical Center also serves as a major source of employment for the City and is uniquely situated adjacent to the City's dynamic Central West End and Forest Park Southeast neighborhoods.

The Washington University Medical Center has long been governed by a plan previously submitted to the City, as the same has been amended from time to time (as amended to the date hereof, the "***Existing Plan***"). The Existing Plan has served for over three decades as guidance for the City in issuing its approval with respect to activities within the area governed by the Existing Plan, such approvals including, without limitation, building permits, variances, certificates of occupancy, street vacations, and sign approvals.

Barnes-Jewish Hospital ("***BJH***") is a key member of the Washington University Medical Center. BJH is committed to the City as BJH (and its predecessors, Barnes Hospital and Jewish Hospital) has provided health-care services to the St. Louis community for over 100 years. Currently, BJH is the only adult hospital within the City limits that delivers babies. BJH has remained, invested and grown in the City even as many other hospitals relocated to St. Louis County and beyond. BJH was once again ranked among one of the ten best hospitals in America by US News & World Report. In addition, BJH consistently provides more charity care than any other hospital in the State of Missouri, and, in 2004 alone, BJC HealthCare hospitals provided more than $160 million in charity and uncompensated care. BJC HealthCare, parent of BJH and St. Louis Children's Hospital, maintains its corporate headquarters in the City and over 15,000 of BJC HealthCare's 26,000 employees are based in the City, providing the City with approximately $5 million in annual earnings taxes.

The Washington University School of Medicine ("***WUSM***") has a rich history of success in research, education and patient care, earning it a reputation as one of the premier medical schools in the world. Founded in 1891, the School has trained thousands of physicians and has contributed groundbreaking discoveries in many areas of medical research. The WUSM is internationally known for research in neuroscience, genomics, genetics, diabetes, cardiovascular diseases, immunology, diagnostic imaging and many other areas. Nineteen Nobel Laureates have been associated with the WUSM. The WUSM currently has more than 1,660 full-time faculty members and is the fourth largest recipient of funding from the National Institutes of Health among the 123 U.S. medical schools. In U.S. News & World Report's annual ranking of graduate schools, the WUSM ranked fourth overall in 2007, and first in student selectivity for the tenth consecutive year.

St. Louis Children's Hospital ("***SLCH***") is one of the premier children's hospitals in the United States serving children in the St. Louis region and from around the world. As the pediatric teaching hospital for the Washington University School of Medicine, SLCH, which earned Magnet nursing status in 2005, offers nationally recognized programs for physician training and research. In 207, Child magazine ranked SLCH #7 on the list of the "10 Best Children's Hospitals in the Country."

Pursuant to St. Louis City Ordinance 67477, BJH amended and restated its lease of the area commonly known as "Hudlin Park" (the "***Lease***"), consisting of approximately 9.4 acres located in the City, as more particularly described in Exhibit B attached hereto and incorporated herein by reference, in order to better serve its health, education, and research mission, as well as the health needs of the population of the City. BJH wishes to include this approximately 9.4 acres (the "***Hudlin Expansion***") in the CUP Area in order to further both its institutional mission and the purposes of the Lease. BJH desires to improve further its existing buildings and facilities and to replace, erect or install permanent improvements upon the Hudlin Expansion as an integral part of the operations of BJH and its affiliated institutions in accordance with the terms of the Lease. BJH has agreed, pursuant to the terms of the Lease, that not less than 15% of the Hudlin Expansion shall be maintained as green space.

Furthermore, the Washington University Medical Center wishes to amend the terms of the Plan in order to facilitate the continued integration of the CUP Area (including the Hudlin Expansion) into the greater surrounding neighborhoods. The institutions comprising the Washington University Medical Center have been good neighbors and partners with the Forest Park Southeast and Central West End neighborhoods for decades, providing more than $50,000,000 in grants and investments during such time. The Washington University Medical Center recognizes the Central West End and Forest Park Southeast as outstanding urban neighborhoods and wishes to amend the terms of the Plan to provide, amongst other things, for (a) the integration of mixed use and street level retail where appropriate, particularly fronting and north of Forest Park Parkway; and (b) continued integration of transportation networks, including highways and particularly mass-transit through Metrolink.

B. CURRENT GEOGRAPHIC SCOPE OF THE PLAN AREA

The geographical area currently governed by the Existing Plan consists of approximately 137 acres (not including streets and alleys, except boundary streets) (the "***Current Area***"), with approximate boundaries of Kingshighway Boulevard to the west, Laclede Avenue to the north, Boyle Avenue to the east, and U.S. Highway 40 / Interstate 64 to the south, as more particularly depicted on the site plan attached hereto and incorporated herein as Exhibit C (the "***Current Site Plan***").

C. CURRENT OWNERSHIP OF THE COMMUNITY UNIT PLAN AREA

All of the Current Area is owned by the Washington University Medical Center and its affiliated entities. Ownership of the particular buildings, facilities, and land is more particularly set forth in Current Site Plan.

D. SUMMARY OF EXISTING LAND USE

The Current Area is currently used for healthcare, research, and educational purposes as well as ancillary supporting retail uses (such as bookstores, gift shops, and cafeterias) and other supporting uses such as parking as more particularly depicted on the Current Site Plan. The Hudlin Expansion is currently used as an underground parking garage and for above-ground park purposes and is not a part of the Current Area or Current Site Plan. In addition, a summary of completed projects and boundary changes that have occurred over the past four years is set forth in the attached Exhibit D.

E. CURRENT PARKING RESOURCES

A summary of recent changes to the parking areas within the Current Area is set forth in the attached Exhibit E.

F. RELATIONSHIP OF THE COMMUNITY UNIT PLAN TO MAJOR THOROUGHFARES

The Current Area is served by major roadways, including Kingshighway Boulevard and Forest Park Parkway. In addition, the Current Area adjoins U.S. Highway 40 / Interstate 64. The Current Area is served by the City's mass transit services, including Metro buses and Metrolink, with a station located within the Current Area. The Current Area's relation to major thoroughfares is more particularly depicted on the Current Site Plan.

G. SUMMARY OF CURRENT UTILITY RESOURCES

A summary of currently available utility resources is set forth on Exhibit F.

H. RELATIONSHIP OF THE COMMUNITY UNIT PLAN TO THE ADJACENT AREA

The Current Area is located adjacent to a vibrant area of the City and a key component of the City's growing biomedical research and educational community. The Current Area is adjacent to the Central West End neighborhood and directly north of the Forest Park Southeast neighborhood. The Current Area is bordered by Forest Park on the west, with the Danforth Campus of Washington University farther west. Saint Louis University's campus and the midtown area of the City are a short drive east on Forest Park Parkway. In the area between Saint Louis University and the Current Area, the CORTEX project is progressing towards further bolstering the City's biomedical research industry and better taking advantage of its two great research universities. The Current Area is both highly visible and accessible from one of the City's major highways, U.S. Highway 64 / Interstate 40.

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II. PLAN FOR DEVELOPMENT

The Washington University Medical Center and its institutions have made long-term commitments to the City of St. Louis as evidenced by the investments in the renewal and expansion of the Washington University Medical Center campus and the surrounding neighborhoods. BJH, SLCH and the WUSM are internationally recognized and help to further the position and reputation of the City of St. Louis. The Washington University Medical Center is committed to continue providing outstanding health care services to the St. Louis region and expansion of the area governed by the Plan is necessary to ensure that the campus can meet the future health care needs of the region. As background to this CUP, the attached Exhibit G sets forth the Washington University Medical Center's preliminary plans for construction and development over the next ten (10) years, which plans are intended to further the growth necessary to meet such future health care needs of the region while simultaneously furthering the Washington University Medical Center's educational and research missions.

[Balance of page left blank intentionally.]

III. COMMUNITY UNIT PLAN GUIDELINES

Section 26.80.070 of the Revised Code of the City of St. Louis provides that if a community unit plan is approved, "building permits and certificates of occupancy may be issued therefore, even though the use of land, height and location of structures…does not conform in all respect to the zoning district regulations." The Washington University Medical Center and the City agree, however, that the following provisions should guide (a) the City in its issuance of approvals for building permits, variances, street closures, certificates of occupancy, and sign approvals with respect to the CUP Area; and (b) the Washington University Medical Center in its future development, in order to ensure growth sufficient to fulfill its health, educational, and research missions while simultaneously further integrating the CUP Area into the surrounding urban neighborhood and the City as a whole.

A. HEIGHT

Buildings may be erected within the CUP Area consisting of up to thirty (30) stories, provided that the height of such buildings may not exceed the height of the structure currently known as the Park East Tower, located at the intersection of Laclede Avenue and Euclid Avenue.

B. DENSITY AND LAND COVERAGE

The CUP Area shall not be subject to area or density restrictions, provided that not less than 15% of the Hudlin Expansion shall be maintained as green space in accordance with the terms of the Lease.

C. SIGNAGE

1. Definitions. For purposes of these signage criteria (the "***Signage Criteria***"), the following terms shall have the following definitions and associated requirements:

a. "***Construction Sign***": For purposes of these Signage Criteria only, a Construction Sign is a Sign, visible from the public right-of-way, that advertises or identifies only the following: investors, financers, lenders, construction, remodeling, rebuilding, development, sale, lease or rental of facilities (the "***Permitted Construction Activities***") located or to be located in the CUP Area. Construction Signs may only advertise or identify the Permitted Construction Activities related to any part of a particular phase of the development for a time period of twenty-four months following the issuance of a building permit for any part of such phase of the development. For purposes of these Criteria only, "building permit" shall not include a permit limited to grading and site preparation operations. A Construction Sign may also be a Sign that advertises or identifies investors, contractors, architects, engineers, and the owner involved in the construction, remodeling or development of facilities in the CUP Area. A Construction Sign may also include political, social, public service or other noncommercial messages.

b. "***Graphic***": A device comprised of any words, symbols, numerals, shapes or forms and any combination thereof, designed to convey identity, meaning or express feeling.

c. "***Sign***". Any Graphic, including its supporting structure, frame, electrical and all other accessory components, which is located outside of an enclosed building or any graphic displayed on or within three (3) feet of the interior of a window which is visible from the exterior.

2. Permitted Sign Types. All Signs within the boundaries of the CUP Area shall conform to the existing Chapter 26.68, Comprehensive Sign Control Regulations, of the Revised Code of the City of St. Louis (the "***Sign Ordinance***"), except that the additional sign types and locations set forth in these Signage Criteria shall also be expressly permitted in the CUP Area as follows:

a. Allowable Sign types include all Signs permitted in the I Central Business District zoning district.

b. Signage shall be allowed for identification of buildings and facilities within buildings.

c. For purposes of these Sign Criteria, the term "Sign Frontage" as used in the Sign Ordinance shall mean the length along a ground floor building front, regardless of whether such building faces a street or a private way accessible from a street.

d. Signage shall be allowed for "Way Finding" to facilitate access to the CUP Area, its buildings and institutions and parking.

3. Signs Requiring Approval of the Missouri Department of Transportation. Notwithstanding any of the foregoing, any Sign regulated by the Missouri Department of Transportation shall require a permit or approval from such Department, in addition to a permit issued by the Building Division of the City of St. Louis. The Building Division shall not issue any permits for any Sign so regulated unless and until such Department has issued a permit or approval for such Sign.

D. SET-BACKS

There shall be no setback requirements within the CUP Area.

E. USE

Except as expressly set forth herein, a building or premises located within the CUP Area may be used for (a) healthcare, research, and educational purposes, including, without limitation, the practice of medicine and/or the provision of healthcare related service, and (b) uses necessary to support such healthcare, research, and educational purposes, including, without limitation, parking structures and ancillary supporting retail uses (including, without limitation, bookstores, gift shops, and cafeterias). The areas within the Hudlin Expansion may only be used for the purposes set forth in the Lease. Without limiting the foregoing, (i) any building or premises located within the CUP Area (outside of the Hudlin Expansion) may be used as a Hotel (as defined in St. Louis City Revised Code Chapter 26.08); and (ii) any building or premises

fronting Forest Park Parkway and/or located north of Forest Park Parkway may be used for mixed use and/or retail purposes.

The Washington University Medical Center and the City agree that with respect to the building and parking identified as building number 64 and parking lot numbers 201 and 202 on the Current Site Plan, the Washington University Medical Center (or any of its member entities) may use the property for any uses allowed under this CUP provided that no building shall be constructed on the premises that exceeds twelve stories in height and all new construction shall comply with the front yard area requirements as set forth in Chapter 26.40.070A of the St. Louis City Revised Code and the side yard area requirements as set forth in Chapter 26.48.050 of the St. Louis City Revised Code.

F. LANDSCAPING

The CUP Area shall not be subject to any landscaping restrictions, provided that the Hudlin Expansion shall be subject to all requirements set forth in the Lease, including the requirement that no less than 15% of the Hudlin Expansion be maintained as green space.

G. NON-DISCRIMINATION

1. Land Use. The Washington University Medical Center shall not discriminate on the basis of race, color, creed, national origin, marital status, sex, age, sexual orientation or physical handicap in the use, lease, sale or occupancy of the CUP Area.

2. Construction and Operations. The Washington University Medical Center shall not discriminate on the basis of race, color, creed, national origin, marital status, sex, age, sexual orientation or physical handicap in the construction and operation of any project in the CUP Area.

3. Laws and Regulations. The Washington University Medical Center shall comply with all applicable federal, state and local laws regarding nondiscrimination. All buildings and improvements within the CUP Area shall comply with the ADA, plus other federal, state, or local laws regarding persons with disabilities.

H. TRAFFIC CIRCULATION

The layouts, levels, and grades of all public rights-of-way shown on the Current Site Plan and otherwise currently existing are acceptable and may remain unchanged. The proposed circulation for the CUP Area is set forth on the proposed land use plan attached hereto and incorporated herein by reference as Exhibit H (the "***Proposed Land Use Plan***"). Any future change in public rights-of-way is subject to the review and approval of the City Department of Streets. All vacations of rights of way are subject to approval by City ordinance. In order to further the goal of creating a more pedestrian friendly campus with a stronger emphasis on mass-transit, Children's Place and Euclid Avenue as well as additional interior streets within the CUP Area may need to be vacated.

I. PARKING

The City agrees that the parking currently available within the CUP Area is sufficient to meet the Washington University Medical Center's parking needs. In future development of the CUP Area, parking shall be provided in accordance with the population of the CUP Area, including employees, visitors, students, and other users of the CUP Area, taking into account the availability of public transportation, including usage of Metrolink.

J. ANNUAL REPORTS

On or prior to February 28 of each year, the Washington University Medical Center agrees to provide the City with an annual report setting forth a brief summary of all material construction developments, including, without limitation, the demolition and construction of improvements, to occur within the CUP Area during the previous calendar year (the "***Annual Report***"). Such Annual Report may be delivered in substantially the form of the background summaries and/or drawings attached hereto as Exhibits D through H, or such form as the Washington University Medical Center and the City shall mutually agree.

K. EXHIBITS

All exhibits are hereby incorporated by reference into this CUP and made a part hereof.

L. SEVERABILITY

The elements of this CUP satisfy all requirements of state and local laws. Should any provisions of this CUP be held invalid by a final determination of a court of law, the remainder of the provisions hereof shall not be affected thereby, and shall remain in full force and effect.

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EXHIBIT A

CUP AREA [*Drawing Follows*]

KEY TO DRAWINGS August 2007

A. Barnard Free Skin and Cancer Hospital

50 Barnard Hospital

B. Barnes-Jewish Hospital

23 Peters Building
28 Barnes Service Center
30 Nurses Residence
31 Kingshighway Building
32 Steinberg Building
33 Schoenberg Pavilion
34 Yalem Research Building
35 Center for Advanced Medicine / Siteman Cancer Center
36 Barnes-Jewish College of Nursing
37 Clinic Building – 4949 Forest Park
38 Ambulatory Care Facility (Waldheim)
39 North Parking Garage
52 Queeny Tower
54 Barnes-Jewish Lodge
55 Forest Park/Laclede Garage
57 Southwest Tower
58 Jewish Hospital Boiler Plant
59 Rand-Johnson
68 Clayton Avenue Building
68a Day Care Center
71 East Pavilion
72 West Pavilion
73 Subsurface Garage (South)
74 Taylor Garage
75 Ettrick
81 Rehabilitation Institute of St. Louis

C. St. Louis Children's Hospital

48 New St. Louis Children's Hospital Garage
49 St. Louis Children's Hospital
77 St. Louis Children's Hospital Duncan Garage
78 SLCH Child Development Center

D. Washington University Medical Center

11	Eric P. Newman Education Center
24	Central Institute of the Deaf (818 S. Euclid)
36	Parkway Hotel
94	Taylor Avenue Building
96	Psychoanalytic Institute (demolished 2003)
517	4363 Duncan
521	Paramount (demolished 2005)
536	4312 Clayton

E. Washington University School of Medicine

1	North Building
2	Cancer Research Building
3	South Building
4	BJC Institute of Health (Biomedical Research Building 1)
5	Maternity
6	McMillan
7	Institute of Biomedical Computer
8	Shriner's Building
9	Irene Walter Johnson Institute of Rehabilitation
10	Olin Residence Hall
10A	Olin Residence Hall Addition
12	McDonnell Medical Sciences Building
13	Medical Library
14	West Building
15	Health Administration Building
16	McDonnell Pediatric Research Building
17	Renard
18	East McDonnell Building
19	Mallinckrodt Institute of Radiology
20	Clinical Sciences Research Building
21	Wohl Clinic
22	Wohl Hospital
26	Research and Administration (4560 Clayton Avenue)
27	4527 Clayton Avenue (CID Residence Hall)
40	4570 Children's Place (Storz Building)
44	Supply Room
45	4480 Clayton Avenue Building
60	Library Annex
62	Clayton Garage
63	Specialized Interim Research Facility
64	4511 Forest Park
65	Data Center 222 S. Taylor

66	4444 Forest Park
70	East Building
76	4488 Forest Park Building
80	4500 Parkview Building
82	East Imaging
86	Clinical Sciences Research Building – North Tower Addition
91	Clean City Squares 4350 Duncan
93	3-17 S. Euclid
96	Clean City Squares 4350 Duncan
181	Biotechnology Center
182	Euclid Power Plant

[See Attached]

EXHIBIT B

HUDLIN EXPANSION

A tract of land being located in Part of Block 2022 of the City of St. Louis, and being more particularly described as follows:

BEGINNING at the point of intersection of the South line of Barnes-Jewish Hospital Plaza, 130 feet wide, with the West line of Euclid Avenue, 130 feet wide, thence along said West line South 04 degrees 27 minutes 35 seconds West 576.98 feet to the North line of Clayton Avenue, 60 feet wide, thence along said North line South 88 degrees 48 minutes 38 seconds West 484.28 feet to the East line of Kingshighway, variable width, thence along said East line the following courses and distances: thence North 50 degrees 43 minutes 46 seconds West 32.29 feet to a point of curvature to the right for which the radius point bears North 39 degrees 16 minutes 16 seconds East 560.69 feet; thence along last said curve with a chord which bears North 23 degrees 58 minutes 45 seconds West 504.73 feet, an arc length of 523.54 feet to a point of non-tangency; thence North 02 degrees 38 minutes 54 seconds East 128.81 feet; thence North 47 degrees 38 minutes 54 seconds East 14.14 feet to the South line of above said Barnes-Jewish Hospital Plaza; thence along last said South line South 87 degrees 20 minutes 24 seconds East 743.56 feet to the POINT OF BEGINNING and containing 410,104 square feet or 9.415 acres, more or less, according to calculations by Stock and Associates Consulting Engineers, Inc. on August 23, 2006.

<u>EXHIBIT C</u>

CURRENT SITE PLAN [*Drawing A*]

[See Attached]

EXHIBIT D

RECENTLY COMPLETED PROJECTS

The following are current and recently completed projects and boundary changes that have occurred over the past four years:

1. BJC HealthCare

SLCH is currently in progress with or has recently completed the following projects:

a. Major renovation of the 10th floor patient division. The project was completed in April 2004.

b. The construction of a 5-phase, 3-year East Expansion project began in January 2005. The project consists of a 90,000 square foot addition to the east side of SLCH, and renovation of 80,000 square feet of existing hospital areas. Construction of the addition, core and shell, was completed in March 2006, and fit-out/renovation of the new floor plates and existing areas is currently 94% complete. The overall project will be completed in February 2008, and will include expanded neonatal facilities, such facilities to be amongst the largest in the Midwest and the country.

c. The renovation of the 8th floor patient division, and relocation of an EEG and sleep lab to the 9th floor. The project was completed in September 2005.

d. The installation of a new rooftop sign was completed in December 2006.

e. The seismic upgrade to the 12-story patient tower began in January 2005. The upgrade includes the addition of 2 seismic braced bays on the west and north sides of the existing hospital. The exterior braces were completed in March 2006, with fit-out of the interior associated areas completed in October 2007.

f. An expansion and update to the food and nutrition area. Construction started in early June 2007 and will be complete in December 2007.

g. SLCH has also initiated or completed several other renovation projects with budgets under $1 million.

BJH is currently in progress with or has recently completed the following projects:

a. Renovation of the 6900 patient division in the Shoenberg building. Work included finishes and mechanical/electrical/plumbing upgrades of 35 patient rooms. Construction was completed January 2005.

b. Phase 1 of the Operating Room Master Plan project on the 2nd, 3rd and 5th floors of the Southwest Tower building. Work in Phase 1 included the construction of 28 new, replacement operating rooms and an 86 bed post anesthesia care unit. Phase 1 construction was completed January 2005.

c. Renovation of the 8100 medicine/surgery patient division in the Queeny Tower building. Work included finishes and mechanical/electrical/plumbing upgrades of 15 patient rooms. Construction was completed March 2005.

d. Creation of the new 17400-17500 patient division in the East Pavilion building. Work included the construction of 16 new private patient rooms, and 11 semi-private patient rooms, with associated support areas. Construction was completed July 2005.

e. Renovation of the 8200 critical care unit division in the West Pavilion building. Work included finishes and mechanical/electrical/plumbing upgrades of 15 patient rooms. Construction was completed September 2005.

f. The construction of the new, replacement Cardiac Catheterization Labs on the main floor of the Southwest Tower building. Work included the construction of 6 catheterization labs, 3 electrophysiology labs and 20 pre-procedure/post-procedure beds with associated support areas. Construction was completed October 2005.

g. The multi-phased renovation of the existing south campus cafeteria and seating area. Construction was completed December 2005.

h. Expansion and Relocation of the Diabetes Center to the 13th floor of the Center for Advanced Medicine. Construction was completed in May 2006.

i. The Division 8300 Intensive Care Unit, in the West Pavilion building. The renovation was completed in July 2006.

j. The 2100 patient division in the Queeny Tower building. Work included the creation of 13 patient rooms. Construction was completed in December 2006.

k. Expansion and relocation of the Gynecology Oncology Infusion Center to the 13th floor of the Center for Advanced Medicine. Construction was completed in July 2007.

l. Construction of a new 5-story, 105,000 square feet Barnes-Jewish College of Nursing. The building replaces the facility currently located at Kingshighway and Parkview. Construction started March 2006 and completed September 2007. Students are scheduled to begin classes in January 2008.

m. Phase 2 of the Operating Room Master Plan. Construction in Phase 2 included the construction of a replacement central sterile processing department (CSPD), 10 operating rooms and associated support areas in the West Pavilion. Phase 3, to be completed, includes 5 operating rooms, surgical locker rooms, and surgical administration offices in the East Pavilion. Construction of all phases is scheduled to complete December 2007.

n. The Kingshighway/Steinberg Vacation Phase 1A project (Center for Preoperative Assessment and Planning) allows for pre-surgery registration and check-in. Construction of Phase 1A was completed in October 2007.

o. A joint project with the WUSM on the parking garage at the corner of Children's Place and Euclid Ave. (formerly known as the Wayco Garage). Design is currently underway. Construction on the multi-phased project began in August, 2007.

p. BJH has also initiated or completed several other renovation projects with budgets under $1 million.

2. <u>Washington University School of Medicine</u>

The WUSM is currently in progress with or has recently completed the following projects:

a. Construction on the new Specialized Research Facility – East was completed in May of 2005. This 40,000 square foot, two story facility, is located on McKinley Avenue.

b. Construction of the Farrell Learning and Teaching Center was completed in September of 2005. This 112,000 square foot, 6 level building, houses all of the teaching facilities for the Medical School. It includes two lecture halls, 8 teaching labs, 16 small group study rooms, private study carrels for 250 students, a small café, and other amenities to enhance medical education.

c. Construction began, in February, 2005, on two new parking structures. One structure is a 700 space expansion to the Clayton/Taylor garage. The other structure is a new 700 space facility, located on the corner of Taylor and Children's Place. The first level of this structure is home to a 6 bay

bus transit station for Metrobus. Both structures were completed in June, 2006.

d. Construction of the remaining shell space on the 7th floor of the Southwest Tower was completed in September of 2006. This construction is for 10,000 square feet of wet lab research.

e. Major upgrades on the HVAC and electrical systems for the McDonnell Sciences Building were finalized in fall of 2006.

f. New cooling towers and chillers were installed on the roof of Mallinckrodt Institute of Radiology building in April of 2006.

g. A major renovation of the fifth floor at 4444 Forest Park Parkway for the Center for Genome Sciences was completed in 2005. An expansion of this Center on the 6th floor began in November of 2007.

h. A project to add two new boilers to the Euclid Power Plant steam system began in the spring of 2007. Improvements in the air quality and energy efficiency are expected. This project will be completed in December of 2007.

i. Construction began in February of 2005 of an 8 level, 194,000 square foot office building atop the Children's Garage. This project was completed in October of 2006.

j. A major renovation project in the Maternity Building began in November, 2006. The project involves renovating floors 2 through 6, changing spaces from labs to offices for the Department of Obstetrics. Construction has 2 phases, with the second phase expected to be completed in November, 2007.

k. The building at 4527 Clayton Avenue (Old CID Dormitory) was completely renovated from dorm rooms into office space, beginning in July 2005 and completed in July 2006.

l. Construction completed in March of 2006 of a 20,000 square foot lab renovation on the 2nd floor of the McDonnell Science building, for the department of Biochemistry.

m. Construction completed in October 2006, of a 12,000 square foot lab renovation on the 7th floor of the McDonnell Science building for the department of Internal Medicine.

n. Renovations for the expansion of the Chemotherapy Infusion Clinic, on the 7th floor of the Center for Advanced Medicine were completed in March 2007.

o. Renovations for Oncology faculty offices, on the first, third and fourth floors of the Wohl Hospital were completed in early 2006.

p. Renovations on the 9th and 10th floor of the East Pavilion for the new Center for Clinical Imaging Research were completed in July 2007. This 10,000 square foot project includes 2 MRI's, a CT Spectrometer and other imaging equipment.

q. Renovation of the Center for Clinical Studies was completed in November 2005.

r. Construction began in August 2007 on an 11 story, 680,000 square foot building that will house 270,000 square feet for Medical School research and 380,000 square feet for BJH ancillary services. This building is designed for a future 10 story research tower addition. Design has begun and is ongoing. Also included in this project is the demolition of the 'Coal Bunker' which will allow a new service drive to the loading docks, from Taylor Avenue to the site, under Euclid or future extensions thereof.

s. Construction began in June, 2006, on a 16,000 square foot Data Center building at the corner of Newstead and Duncan. In order to build the Data Center the building at 4389 Duncan was demolished and a small portion of parking lot #219 was used. The address for the Data Center will be 222 S. Newstead.

t. The WUSM has also initiated or completed several other renovation projects with budgets under $1 million.

3. <u>Washington University Medical Center</u>

The Washington University Medical Center is currently in progress with or has recently completed the following projects:

a. Public Realm Improvement Plan

A series of projects to improve the physical environment encompassing over 130 + acres of the Medical Center began in 1997. Project costs totaled $25 million. Public Realm project components include improvements to sidewalks, lighting, and landscaping. Street segments enhanced include the following:

Kingshighway Blvd. (Barnes-Jewish Hospital Plaza to Forest Park Ave.).

Parkview Avenue (between Kingshighway Blvd. and Euclid Avenue).

Children's Place (between Kingshighway Blvd. and Euclid, and between Euclid and Taylor).

Euclid Avenue (between Metrolink overpass and Clayton Avenue, and between Children's Place and Forest Park Avenue).

Forest Park Avenue (south side – between Kingshighway and Euclid Avenue).

Taylor Avenue (east side, between Duncan and Forest Park Avenue).

Taylor Avenue (west side, between the Metrolink tracks and Children's Place).

Other enhancements include:

Installation of traffic calming devices at the intersection of Barnes-Jewish Hospital Plaza and Euclid Avenue

Installation of ADA safe zones in the center medians at intersections of Euclid/Forest Park Avenue and Taylor/Forest Park Avenue.

Washington University Medical Center institutions have partnered with the City Parks and City Streets Departments to enhance the median strips along Forest Park Avenue and Kingshighway.

b. The Washington University Medical Center has also initiated or completed several other renovation projects with budgets under $1 million.

4. <u>Washington University Medical Center Redevelopment Corporation</u>

a. The Medical Center Redevelopment Corporation was created and capitalized in 1974 by member institutions of the Washington University Medical Center, and formally recognized by the City of St. Louis in 1975. It was established to plan and direct the redevelopment of the area surrounding the Medical Center, which was comprised of 36 blocks within the City of St. Louis to the north, east, and south. It had a programmed existence of ten years. Amending Ordinances that extended WUMCRC'S corporate life for an additional ten years, respectively, were signed into law in 1995 and again in 2005. The Corporate purpose of extending WUMCRC was to pursue the same general goals which were established originally.

b. Property Acquisitions (2004 – 9/1/07):

1. 4500 Clayton Avenue - Magees

c. The Washington University Medical Center Redevelopment Corporation has also initiated or completed several other renovation projects with budgets under $1 million.

5. Demolition

The following buildings were demolished over the last five years:

a. The Clayton Meat Packing building located at 4303 Clayton Avenue -- Demolished in 2002

b. Incinerator, ash silo, bag house, south chiller addition, 4500 block of Scott Avenue – Demolished Summer 2002.

c. Psychoanalytic Institute, 4524 Forest Park Boulevard – Demolished Spring 2003

d. Pedestrian bridge crossing Euclid Avenue, from North Building to McMillan Hospital Building – Demolished Spring 2004.

e. The building located at 4312 Clayton Avenue – Demolished in Summer 2004

f. The Paramount building, located at the corner of Chouteau and Taylor Avenues was demolished in 2005, and approximately 1.3 acres sold to a developer.

g. Euclid Avenue Garage (Wayco garage), 400 block of Euclid Avenue – February, 2005 demolition.

h. The Dazor Manufacturing Building, located at 4483 Duncan Avenue – Demolished March, 2006

i. The building located at 710 S. Newstead was demolished in Summer of 2006.

j. 4389 Duncan building demolished in March, 2007 making way for the new Data Center.

k. Magees Tavern at the corner of Clayton and Taylor, demolished in July of 2007.

EXHIBIT E

CURRENT PARKING RESOURCES *[Drawing Follows]*

The following summary sets forth recent changes in the parking areas within the Current Area:

1. BJC HealthCare.

   a. SLCH displaced 30 parking spaces from its underground parking garage reducing capacity from 62 spaces to 32 spaces. This displacement accommodated additional office space for SLCH. Construction completed in August 2004.

   b. BJC HealthCare expanded its surface parking for the Clayton Avenue Building facility by 393 spaces. The project included the demolition of the building at 4312 Clayton Ave. The construction was completed August 2005.

   c. BJH and WUSM expanded their jointly owned Center for Advanced Medicine (North) Garage facility located at the corner of Parkview and Euclid. The expansion occurred to the south and east. This expansion included parking for an additional 180 cars in the garage addition, and an additional 100 cars on a new surface parking lot. The construction was completed in October 2005.

   d. SLCH Visitor's Garage capacity was temporarily reduced by 124 spaces in March 2005, due to the WUSM construction of the Northwest Tower. Approximately 120 spaces were restored to use in September of 2006, with a net loss of 4 spaces due to the new tower construction.

   e. The construction of the new Barnes-Jewish Hospital School of Nursing replacement facility is not anticipated to require additional parking, as the faculty, staff and student parking is already accommodated on campus. The project however is providing 21 new parking spaces readily available to the adjacent Rehabilitation Institute. Construction completed in September 2007.

   f. In January, 2007, the "Busch" parking lot (#223) was reconfigured and restriped for increased circulation, control, and security, with a net loss of 167 spaces.

2. Washington University School of Medicine.

   a. The garage located at the corner of Euclid and Children's Place (known as WAYCO) was demolished in February of 2005. This resulted in a loss of 1,100 spaces. Recently completed, in June of 2006, is the Metro Garage,

adding 700 spaces and the expansion of the Clayton/Taylor garage, adding 700 spaces. This provides a net gain of 300 spaces.

b. With the purchase of the Clean City Squares property, 208 spaces have been added to the WUSM's parking total.

The chart set forth on Schedule 1 to this Exhibit E summarizes the total amount of off-street parking that is provided by each institution comprising the Washington University Medical Center. The location number references the numbered locations set forth on the Parking Plan attached hereto as Schedule 2 to this Exhibit E.

SCHEDULE 1 to EXHIBIT E
OFF-STREET PARKING SUMMARY

Institution	Location #	Parking Spaces	Totals
BJC HealthCare Barnes-Jewish	39	1129	
	41	98	
	52	177	
	55	1533	
	73	1889	
	74/220	1309	
	212	25	
	221	104	
	222	82	
	223	467	
	225	274	
	226	192	
	227/232	465	
	230	21	
(Available Fall 2007)	39	1129	
Barnes-Jewish Total		7,765	
St. Louis Children's	48	575	
	49	28	
	77	1802	
	229	20	
St. Louis Children's Total		2,425	
BJC Health System Total			**10,190**
Washington University Medical Center	213	90	
WUMC Total		90	**90**
Washington University School of Medicine	61	0	Closed
	62	2,303	
	69	700	
	201	78	
	202	64	
	203	181	
	204	80	
	205	24	
	206	18	
	207	181	
	208,209,210	319	
	211	43	
	214	80	
	216	92	
	217,218,219	237	
	224	728	
	231	208	
WUSM Total		5,336	**5,336**
2006 WUMC Campus Total			**15,616**

<u>SCHEDULE 2</u> to <u>EXHIBIT E</u>

PARKING PLAN [*Drawing C*]

[See attached]

EXHIBIT F

CURRENT UTILITY RESOURCES

Electric Power

Barnes-Jewish Hospital south (BJH south)

Electric power appears to be adequate.

Washington University School of Medicine

The completion of the McKinley substation has provided additional electrical capacity for the Medical School campus.

Steam

Barnes-Jewish

Steam capacity is adequate. In 2000, a new boiler was added to the Jewish Power plant to address future growth. A new steam line was just installed from the Jewish Power plant to the south side of the hospital campus, providing the south campus with redundant source of steam.

Washington University School of Medicine

The conversion from coal to gas in the Euclid Power Plant has created space for future steam generation capacity. In the conversion project, two coal boilers were removed and replaced by one natural gas boiler. That project was completed in 2004. In fall of 2007, two additional boilers were added.

Water

The WUSM has extended a 12" water main from Barnes-Jewish Plaza Drive down Scott Avenue to increase flow to the Power Plant and buildings on Scott Avenue. It has been determined that the current water main distribution system appears adequate to support the Washington University Medical Center campus.

Sewer

Sewer capacity appears to be adequate.

Natural Gas

Natural gas capacity appears to be adequate.

Communications

The communication feeder loop throughout the Medical Center campus is currently adequate to maintain support for all institutions.

EXHIBIT G

PRELIMINARY PLAN FOR DEVELOPMENT

The following summary sets forth the Washington University Medical Center's preliminary plan for growth and development over the next ten (10) years:

A. CHANGES IN OWNERSHIP AND THE GEOGRAPHIC AREA OF COMMUNITY PLAN AREA

The Washington University Medical Center and its institutions have acquired the following additional properties not included in the Current Area:

Washington University Medical Center purchased Magees at the corner of Taylor and Clayton Avenues. .15 acres

Washington University Redevelopment Corporation purchased the 5.0 acre Paramount site and sold approximately 1.3 acres of the Paramount site located at the corner of Chouteau and Taylor Avenues.

Washington University purchased the building at 4389 Duncan Avenue. .23 acres

Washington University purchased the buildings at 4362, 4366, 4372, and 4376 Forest Park Avenue. .77 acres

Washington University purchased the buildings at 4353 Duncan Avenue. .27 acres

Washington University purchased the Crescent Electric building at 4340 Duncan Avenue. 1.61 acres.

Washington University purchased from Bi-State the Clean City Squares building at 4456-90 Duncan Avenue. 4.17 acres.

BJC HealthCare purchased the Dazor Manufacturing Building at 4483 Duncan Avenue. 1.58 acres

BJC HealthCare purchased the Arrow Hydraulic Building at 710 S. Newstead. .37 acres

BJH, with St. Louis City and the St. Louis City Parks System have extended and amended the Lease. The extension of the CUP to include the Hudlin Expansion will increase the area within the Community Unit Plan by 9.4 acres.

The WUSM is in preliminary discussions with Shriner's Hospital for the sale of 3.75 acres at the corner of Newstead and Clayton Avenues. If this transaction occurs, Shriner's Hospital would commit to relocating its hospital, currently located in Frontenac, to this site within 7 years of the sale date.

The acquisition of these properties, together with the inclusion of the Hudlin Expansion pursuant to the Lease, will increase the area to be covered by the CUP to 148.19 acres, excluding street,

sidewalks, etc. (approximately 166 acres including internal streets and alleys). This expanded CUP Area is described and depicted on Exhibit A.

B. PROPOSED DEVELOPMENTS

The following paragraphs set forth the developments that the Washington University Medical Center anticipates undertaking over the next 10 years, including numerous construction projects. Although the Washington University Medical Center has endeavored to provide as much detail as possible, certain details of such projects may need to be revised over time as the medical, research, and educational fields present constant evolving challenges and the Washington University Medical Center must be able to adapt to best fulfill its healthcare, educational, and research missions. Accordingly, the Washington University Medical Center and the City agree that such plans are preliminary and for background purposes only, and further agree that changes in such plans shall not constitute a change in use for purposes of this CUP.

The Washington University Medical Center envisions the following major facility demolitions and developments over the next 10 years; the Washington University Medical Center has a commitment to renew its campus due to changing needs and acknowledges that the following is not a complete list of all major demolitions and developments that will occur over the next 10 years:

1. BJC HealthCare

As part of the Washington University Medical Center Master Plan, BJC is considering the following:

a. The demolition of the WUSM Renard building, the Barnes Central, Service, and Peters buildings, to make way for replacement bed spaces, diagnostic areas, and support functions.

b. The demolition and development of the Ettrick Building site to allow for the relocation and expansion of the current resident clinic facilities. The proposed multi-story building may contain approximately 200,000 square feet, structured for future vertical expansion.

c. The demolition of the Barnes-Jewish College of Nursing (JCON) and Allied Health building and preliminary planning for future expansion of SLCH in that location.

d. The demolition of the 4949 Forest Park Avenue Clinic building and the planning of a parking garage extension.

e. The preliminary planning of replacement bed spaces, diagnostic areas and support functions on the Hudlin Expansion.

f. The demolition of the Kingshighway and Steinberg buildings may occur toward the end of this 10 year period.

g. Further build-out of the Clayton Avenue Building will occur in the next 10 years.

h. SLCH is proposing to expand their operating rooms in 2008.

i. SLCH is proposing to renovate 9 East and 9 West Inpatient Divisions in 2008.

j. BJH is proposing the reconstruction of unit 4400-4500 patient division in the East Pavilion building, to an ICU unit. Construction is scheduled to start mid 2009.

k. BJH is proposing the renovation of 8800-8900 patient division in the Shoenberg building. Construction is scheduled to start in early 2008.

l. BJH is in the planning stages of a Protein Beam Therapy program to be located on the lower level of the north garage. Construction is expected to start early 2008.

m. BJH is proposing to relocate the Special Care Nursery to the Barnes Administration building to allow for the expansion of Division 4400/4500. Construction is expected to start late 2008.

n. BJH is proposing to renovate Division 17300 of West Pavilion into an inpatient unit that will accept the relocation of GYN patients from the 4400/4500 unit.

2. <u>Washington University School of Medicine</u>

a. The continuation of planning in the BJC Institute of Health building (later phases) over the next 10 years, including the potential of a new 10 story building on that site.

b. Plans are being drawn up to possibly re-skin the building at 4500 Parkview, and a possible short-term expansion to the east. Future plans include the possible demolition of the building and its replacement in another location on campus.

c. Preliminary planning is taking place for future office needs. A potential site is the “Coal Bunker” site (corner of Children’s Place and Euclid).

d. Planning is underway to either demolish or renovate the old Shriner’s Hospital at the corner of Euclid and Clayton Avenues.

e. Future planning includes the demolition of the Storz Building, 4570 Children’s Place, for a new lab/office building.

f. Future planning includes building research space on the parking lot south of McKinley at Taylor.

g. At 4444 Forest Park, plans are underway for a third phase to the Center for Genome Sciences on the 6th floor, and potential expansion(s) to the building for the Department of Physical Therapy.

h. Planning is underway to replace Olin Dormitory with a new dormitory. The old dorm may be reused as office space or demolished for a future laboratory building. The current thinking is that the new dormitory would be located adjacent to the Olin Dormitory, on the south side, fronting on McKinley Ave.

i. Design is underway for the renovation of the north half of the 2nd floor of McMillan. This project will change existing research surgery space into wet lab research space. Construction is expected to begin in Spring, 2008.

j. Future planning includes potential renovations to or demolition of the Clean City Squares building, 4356 – 4390 Duncan Ave.

k. Future planning includes demolition of the existing Crescent Electric building at 4340 Duncan, as a potential development site.

l. Future planning includes a new research building on Scott Avenue, just east of the East McDonnell research building.

m. Future lab renovations will occur, backfilling vacated labs that move to the new BJC Institute of Health (BRB 1) research building located at the corner of Euclid and Children's Place.

n. The 'Coal Bunker' located at the corner of Children's Place and Euclid will be demolished in November, 2007.

o. WUSM is in the early planning stages for a 5,000 to 10,000 square foot building to process hazardous waste from research labs. Current location could be on McKinley Rd, near the McKinley substation.

3. <u>Washington University Medical Center</u>

a. Public Realm Improvement Plan (Later Phases):

Street improvements, including sidewalks, lighting and landscaping, will occur in segments throughout the remainder of the Medical Center.

Planning for additional Public Realm work includes the south side of Forest Park Avenue, between Euclid and Taylor, the west side of Taylor between Duncan and Forest Park Avenue.

b. The Missouri Department of Transportation, with the Medical Center, is proceeding with Public Realm design of the ramps and overpass at Kingshighway and I-64/Hwy 40, as a part of the New I-64 project.

c. Improvements to Taylor Avenue, from the south of Clayton Avenue to Oakland, are being considered by Urban Design Associates, consultants for the Forest Park Southeast Neighborhood Plan. A Taylor/Oakland Avenue link would calm traffic in the neighborhood and provide good access to the parking facilities east of Taylor Avenue when approached from the south.

d. The widening of Taylor Avenue from Forest Park Avenue south to Duncan was completed in August, 2007. Two left turn lanes onto westbound Forest Park Avenue are included in this project. A future extension to Children's Place is being considered.

e. Plans to renovate the 818 S. Euclid Avenue building are being reviewed at this time to determine the most efficient use of the building, or its demolition.

C. PROPOSED CHANGES TO PARKING

The following summary sets forth recent changes in the parking areas within the Current Area as well as anticipated short-term changes in parking:

1. BJC HealthCare. BJH currently anticipates patient and visitor parking demand to remain somewhat flat.

2. Washington University School of Medicine.

a. Current parking is adequate. The WUSM has provided free Metrolink/ Metrobus passes to its employees and the result of this effort has decreased the number of parking permits for employees by more than 750 cars.

b. The WUSM anticipates that employee parking demand will increase as it develops additional research facilities on campus over the next decade. This increase will be partially offset by some movement of clinical activity to other off-campus sites.

c. The construction of the new Data Center at 225 S. Newstead will eliminate 22 parking spaces from lot number 219.

D. PROPOSED CHANGES IN ACCESS

Changes in access to the CUP Area will be required in order to integrate the Hudlin Expansion. Such changes will include public works required to be addressed by the City pursuant to Section 5 of the Lease, including the study, design and performance of road work, in

connection with the improvement of vehicular, pedestrian and bike access to Clayton Avenue in order to improve access to and from Forest Park and to coordinate with the changes being made to Kingshighway and the ramp from westbound I-64/40 to northbound Kingshighway and the reconstruction and improvement of Clayton Avenue from Euclid to McKinley/Wilken and McKinley Wilken to I-64/40. In addition, further changes may be required as a result of the Missouri Department of Transportation's ongoing construction with respect to Interstate 64/40.

E. PROPOSED CHANGES TO UTILITY RESOURCES

The following is a brief summary of anticipated short-term changes in utility resources:

Electric Power

Washington University School of Medicine
The upgrade and relocation of the Euclid substation is under construction and expected to complete in the summer of 2008. These upgrades will be sufficient to address power growth needs for the near future.

Water
Within the new BJC Institute of Health (BRB 1) project, an existing 6" line on Children's Place will be upgraded to a 12" line, creating a partial 12" loop, from Kingshighway to Forest Park Avenue, on the northern side of campus.

F. PROPOSED CHANGES TO RELATIONSHIP OF THE CUP AREA TO ADJOINING PROPERTIES

The Washington University Medical Center anticipates future development of properties fronting Forest Park Parkway and/or located north of Forest Park Parkway to incorporate retail and mixed uses, so as to further integrate these properties into the urban environment of the Central West End. In addition, the Washington University Medical Center anticipates the following additional potential developments: (i) development of a park in the Forest Park Southeast neighborhood; (ii) continued maintenance of parks east of Kingshighway south of Clayton Ave.; and (iii) construction of multi-story buildings which takes into account the retail needs of the CUP Area and surrounding community in balance with the healthcare and research mission of the Washington University Medical Center.

<u>EXHIBIT H</u>

PROPOSED LAND USE PLAN [*Drawing B*]

[See attached]