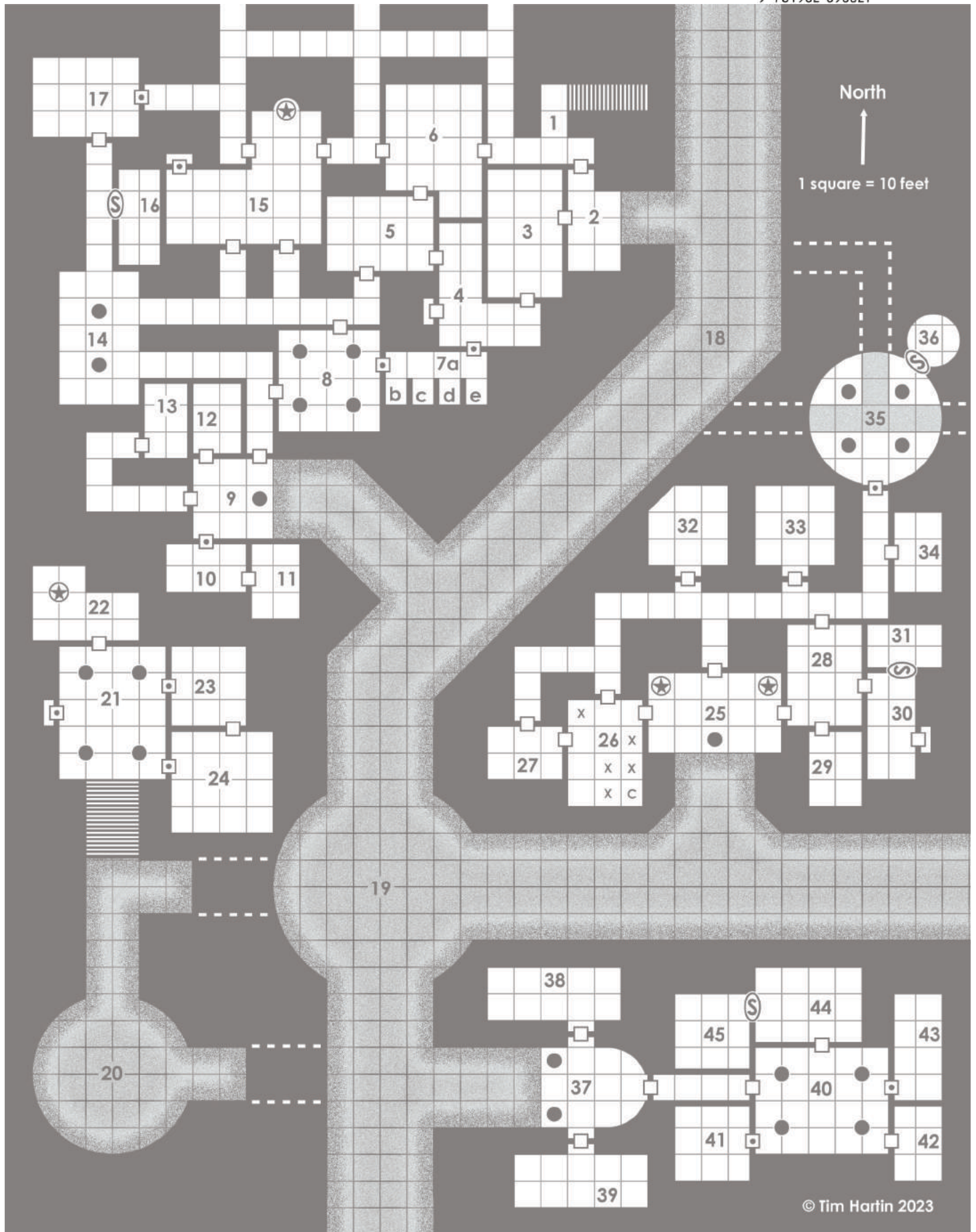


UNDERCITY SECTION D2

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SECTION D2

This section of Undercity is intended for four to six 5th-level characters.

The entrance to Undercity section D2 is discreetly hidden behind a grand, weathered bronze statue of a forgotten city guardian in one of the city's ancient squares. When the statue's secret mechanism on the base is activated, a portion of the ground slides away, revealing a stone-hewn passage that descends sharply, providing an entrance into the interconnected realms of the Undercity.

Keyed Encounters

The following area descriptions are keyed to the map of Section D2 as shown on the cover.

1—Peeling

Hallways. Multiple hallways branch away from this area. Three of the hallways lead north to Section D1 of Undercity.

Old Paint. The walls here were painted long ago with faux gold, which now peels under the weight of black mold growing over it.

2—Serpentine

Boat Ramp. A boat ramp offers access to the waterway that snakes through the Undercity.

Snake Boat. A rowboat carved to look like a large snake is tethered to the nearby wall. It has multiple holes in it, not immediately noticeable. However, 1 minute after it enters the waterway, it starts to sink.

3—Salty

Telescope Parts. The rusty remnants of a large telescope lie in the center of this room. Even though it's been here a long time, evidenced by the rust and mold, it still seems terribly out of place.

Flasks. There is a large table pushed against the northern wall. Numerous flasks made of black iron sit on the table. They all lack their stoppers. A successful *detect magic* spell reveals that they exude faint conjuration magic, but otherwise have no magical properties.

Earth Elementals. Two **EARTH ELEMENTALS** composed mostly of salt crystals are found here. They seem interested in the flasks, frequently peering inside them and shaking them. If the characters have a way to communicate with the

elementals (they only speak Terran and broken Primordial), the elementals explain that they are looking for a long-lost friend named Salty who was summoned by a mage and trapped in an *iron flask*. If the characters are willing to help the earth elementals find their friend, the elementals offer 1,000 gp worth of gems in exchange. Salty can be found inside a jeweled egg in Undercity D2–28. The elementals don't trust spellcasters—all obvious spellcaster characters have disadvantage on ability checks made to socialize with the elementals.

4—Jaws

Locked Door. The door connecting this area to area 7 is locked.

Formaldehyde. The room reeks of chemicals. Necromancers, alchemists, and those familiar with the dead recognize it immediately as the smell of embalming agents used to preserve dead creatures.

Hanging Monstrosities. Dead aberrations, six in all, hang from the ceiling by thick, rusted iron chains. A successful DC 15 Intelligence (Nature) check reveals that these are otyughs. All of them seem dead; however, they are meticulously preserved. Each one has three copper pieces glued over its eyes.

Homunculi. Ten **HOMUNCULI** hide among the otyugh corpses—in their mouths, between their tentacles or toes, or in their eye sockets. Designed to protect and preserve the otyugh corpses here, the homunculi aren't aggressive, but will bite and claw at anyone that messes with their old master's work.

Magic Components. The southernmost door in the western wall hides an old closet that contains enough magical components for two components pouches. There is also a small iron chest that contains 1,000 cp, and a 2 lb sack of salt.

Electric Floor Controls. There is a large knob on the wall directly to the left of the door leading to area 7. It is currently turned to the "ON" position. Switching it to the "OFF" position disables the electrified floor trap in area 7a.

5—Cackling

Old Lounge. Rotting chairs and couches, broken tables, and other ruined furniture suggests that this was once a lounge.

Laughing Book. A large book that appears to be

wrapped in seaweed sits on one of the old tables. When a creature comes within 5 feet of it, the book seems to laugh. Any character who's encountered a sea hag gets immediate *deja vu*. If one of the characters opens the book, it stops laughing immediately. The book is a treatise on sea hags and their culture. It has an entire chapter dedicated to the Tidebound Trio (see Undercity D1).

6—Pustule

Cages. There are three large domed cages in this room, each one measuring 15-feet in diameter.

Trolltyughs. All three cages hold horrific aberrations. At first glance, these creatures look like trolls. However, these trolls all have three arms, three legs, and two tentacles growing out of their backs. The creatures lack eyes. Instead, a third pseudopod rises out of the tops of their skulls, terminating in three black eyes. A character who observes these horrors and succeeds on a DC 15 Intelligence (Arcana) check realizes that these are troll-otyugh hybrids. The "trolltyughs" can't escape their cages, but they snarl and bark at the characters. If the characters make the mistake of releasing the beasts, they attack.

Each uses the **TROLL** stat block, except they can use their Multiattack to make three claw attacks and one bite attack, they are aberrations instead of giants, and they are CR 6 (2,300 XP).

A trolltyugh's bite has the potential of infecting a creature the same as an otyugh's. A creature bitten by a trolltyugh must succeed on a DC 16 Constitution saving throw against disease or become poisoned until the disease is cured. Every 24 hours that elapse, the target must repeat the saving throw, reducing its hit point maximum by 5 (1d10) on a failure. The disease is cured on a success. The target dies if the disease reduces its hit point maximum to 0. This reduction to the target's hit point maximum lasts until the disease is cured.

7—Carved

Locked Doors. Both doors leading into this area are locked.

Electrified Floors. The floor panels in area 7a are electrified, used to deter the otyughs from escaping their pens. A creature that enters the area the first time on its turn or starts its turn in 7a must make a DC 15 Constitution saving throw. A creature takes 14 (4d6) lightning damage on a failed saving throw, or half as much damage on a successful one.

SCRUNGE THE BROWN

In the shadowed depths of Undercity, whispers of Scrounge the Brown's twisted experiments still echo through the stone corridors. This deranged wizard, garbed in patchwork robes that matched the earthen hue of the tunnels he inhabited, was infamous for his obsessive studies on the otyughs—those monstrous, waste-dwelling creatures. Driven to the edge of madness by his relentless quest for forbidden knowledge, Scrounge performed his darkest act when he transplanted the consciousness of his beloved urchin girlfriend, Amber, into the form of an otyugh, forever trapping her in a grotesque prison of tentacles and muck. While Scrounge himself has not been seen for ages, his unholy legacy endures; strange homunculi, bearing signs of his arcane handiwork, scuttle through the Undercity, ensuring that the remnants of his vile operations persist, awaiting the return or discovery of their demented master.

Noticing this trap requires a successful DC 10 Intelligence (Investigation) check. Removing it requires a little more effort—each 10-foot-section of electrified floor requires a successful DC 15 Dexterity check using proficiency in thieves' tools to remove. Turning the knob in area 4 to the "OFF" position deactivates the entire floor.

Otyugh Pens. Areas 7b through e are pens designed to hold otyughs. Only two of the pens, b and c, hold living **OTYUGHS**. They appear docile. There are no doors to their pens, as they are fearful of the electrified floor. They are hungry and will try to eat the characters.

Homunculi Support Ledge. A narrow ledge running across the walls of this entire area offers a way for the **HOMUNCULI** in area 4 to enter this room and tend to the otyughs without electrocuting themselves.

Dead Otyugh. Pen 7d holds the corpse of an otyugh. Large, black pustules grow over its rotting flesh. If a creature comes within 5 feet of this corpse, some of the pustules erupt. Each creature within 5 feet of the corpse must make a DC 15 Constitution saving throw, or become infected with the **OTYUGH'S** disease.

Zombie Hero. The last pen, 7e, contains the charred remains of an adventurer who entered this area and was electrocuted to death. The necromantic properties of this part of the Undercity inevitably

revived it. The adventurer is now a **ZOMBIE** that is immune to lightning damage. It still wields a +1 *longsword*, but has lost all memory on how to use it.

Soot-Covered Coins. There are 16 platinum pieces hiding amid the rotting hay and charred clothes in the zombie's pen (7e).

8—Wardrobe

Locked Door. The door connecting this area to area 7 is locked.

Muzzles and Leashes. Tables and racks scattered around this room hold old leather muzzles and leashes, all of which have been designed to train otyughs. Despite a little mold covering them, they're mostly in good condition.

Animated Objects. Residual magic in this section of the Undercity has animated some of the objects in this area (as the *animated objects* spell). There are four **SMALL ANIMATED OBJECTS**, four **MEDIUM**, and two **LARGE**. See the sidebar for their stats. They attack without hesitation and fight until destroyed.

An animated object is a construct with AC, hit points, attacks, Strength, and Dexterity determine by its size (see the Animated Object Stats table). Its Constitution is 10, its Intelligence and Wisdom are 3, and its Charisma is 1. Its speed is 30 feet, it has blindsight with a radius of 30 feet and is blind beyond that distance. When the animated object drops to 0 hit points, it reverts to its original object form, and any remaining damage carries over to its original object form. All animated objects are CR 1/2 (100 XP), regardless of size.

9—Amber

Boat Ramp. A boat ramp here leads into the massive waterway that cuts its way through the Undercity.

Amber the Otyugh. When the characters first enter this area, they encounter an **OTYUGH** wearing women's clothing tailored to fit its unusual body. Stranger yet, it speaks Common and has an Intelligence score of 9 (-1). The otyugh is friendly, revealing that its name is Amber. Amber claims

that she was a test subject of the wizard that once lived in this section of Undercity, a man named Scrounge the Brown (see the sidebar). She isn't sure what's happened to him since he transformed her. Amber is lonely, and will gladly join the party on their quest if they invite her. The only area she won't go into is area 10, as the visage of her own animated corpse terrifies her.

Gold Purse. Whether she meant to or not, Amber has become quite the explorer of Undercity. She carries a large purse with her that's stuffed with 500 gp.

Locked Door. The door leading to area 10 is locked.

10—Prickles

Locked Door. The door connecting this area to area 9 is locked.

Crypt. A huge stone slab dominates the center of this room. Old vases, probably once filled with fresh flowers, encircle the slab.

Amber's Corpse. When the characters first enter this room, they discover a female **ZOMBIE** wearing a tattered white funeral dress skulking in the shadows. The top half of her head is missing and her brain is gone. Iron pins, once used to hold electrodes, stick out of her flesh, giving her a prickly appearance. This corpse is Amber's original body (see area 9). The otyugh Amber is terrified of this creature.

11—Riddle

Two Tables. Two tables, both fitted with straps, share this room's space. One is sized for a humanoid and the other for a large creature (most likely an otyugh).

Experiments. Broken and ruined alchemical equipment litters the floor of this chamber.

Scrounge's Journal. A brown journal covered in blood stains lies amid the wreckage. A character who spends 1 minute reading learns with a successful DC 13 Intelligence (Investigation) check that the journal belonged to Scrounge the Brown (see the sidebar on page 3.) It details the

Animated Object Stats

Size	HP	AC	Str	Dex	Attack
Small	25	16	6 (-2)	18 (+4)	+8 to hit, 1d4 + 4 bludgeoning damage
Medium	40	13	10 (+0)	12 (+1)	+5 to hit, 2d6 + 1 bludgeoning damage
Large	50	10	14 (+0)	10 (+0)	+6 to hit, 2d10 + 2 bludgeoning damage

process he used to create the Amber otyugh from her old corpse (see areas 9 and 10).

Old Scroll. Scrounge's Journal holds a folded *spell scroll of mind exchange* (see the sidebar).

12—Constellation

Kitchen. This room looks like it may have once served as a kitchen and refectory.

Shiny Thing. There is a gold bracelet decorated with stars and planets on the floor. It's worth 50 gp.

13—Slime

Cube Dispenser. A massive contraption resembling a 10-foot-cube glass aquarium stands at the center of this room. Tubes and pipes run into it, some of which connect to a control console against the northern wall. The western facing side of the cube has a lockable glass door.

Build-a-Cube. The control console has four switches. Each switch has an icon above it.

Drop of Water Icon: The first switch fills the glass cube with water, which takes 10 minutes.

Sprinkling Powder Icon: The second switch injects white powder into the water, which takes 1 minute.

Vortex Icon: The third switch uses a vortex to stir the powder into the water. After 10 minutes, the water thickens into jelly.

Snowflake Icon: The fourth switch chills the water. This process takes another 10 minutes.

A character who witnesses all of this and succeeds on a DC 15 Intelligence (Arcana) check realizes that this machine creates gelatinous cubes. However, the cube is not yet animated. That requires one final step.

The Final Step. Casting *animate objects* on a newly formed jelly cube using the build-a-cube process detailed above creates a new **GELATIONOUS CUBE**. The cube is not friendly to the characters or any other creature that creates it and actively pursues any organic life it considers food.

Scroll Stock. A character who searches the console and succeeds on a DC 15 Intelligence (Investigation) check finds a hidden compartment containing four *spell scrolls of animate objects*.

MIND EXCHANGE

3rd-level transmutation (ritual)

Casting Time: 1 minute

Range: 60 feet

Components: V, S, M (a prism and silver coin)

Duration: Concentration, up to 8 hours

One humanoid of your choice that you can see within range must make a Charisma saving throw. On a failed save, you project your mind into the body of the target. You use the target's statistics but don't gain access to its knowledge, class features, or proficiencies, retaining your own instead. Meanwhile, the target's mind is shunted into your body, where it uses your statistics but likewise retains its own knowledge, class features, and proficiencies.

The exchange lasts until either of the the two bodies drops to 0 hit points, until you end it as a bonus action, or until you are forced out of the target body by an effect such as a *dispel magic* or *dispel evil and good* spell (the latter spell defeats mind exchange even though possession by a humanoid isn't usually affected by that spell). When the effect of this spell ends, both switched minds return to their original bodies. The target of the spell is immune to mind exchange for 24 hours after succeeding on the saving throw or after the exchange ends.

The effects of the exchange can be made permanent with a *wish* spell or comparable magic.

14—Unstable

Angry Otyughs. Two aggressive **OTYUGHS** fight each other in this chamber. If they notice the characters, they join forces and attack.

Discarded Backpack. A backpack containing the contents of a dungeoneer's pack lies on the floor. The rations and water are ruined, but the rest of the supplies are in good working condition. The pack also contains a rare book of poetry worth 100 gp.

Secret Door. A concealed door in the northern passage of this area hides the entrance to area 16.

15—Forges

The Forge. Cold furnaces, rusty anvils, and other signs of an old smithy clutter this large room.

Cistern Barrels. Huge barrels designed to hold water dominate the western side of the room.

Locked Closet. The northwestern door is locked. It contains shelves holding 300 lb of iron ingots, all in perfect condition, for a total value of 30 gp. It also has a complete set of smith's and carpenter's tools.

Smithing God. A large statue of a dwarven smithing god stands in an alcove at the north end of the room. A character who examines the statue and succeeds on a DC 11 Intelligence (Investigation) check notices that it looks like one of its hands used to hold something with a handle, possibly a hammer. However, someone or something broke it off and removed it from the room.

16—Sea Cucumber

Secret Door. The door to this chamber is concealed in the wall in area 14.

Throne. A stone throne with rotting pillows stands against the northern wall.

Strange Book. An enormous book detailing sea cucumbers lies on the ground at the foot of the throne. The pages detailing how sea cucumbers can regenerate and their ability to autotomize their vital organs are earmarked and heavily annotated. Characters proficient in forgery who've seen Scrounge the Brown's handwriting recognize the notes as written by him.

17—More Pickles

Locked Door. The easternmost door connecting this chamber to the hallways leading back to area 1 is locked.

Shelves. Dozens of shelves crowd this room. Hundreds of preserved jars containing severed limbs, eyeballs, humanoid heads, samples of troll flesh, and other medical oddities, have been placed on the shelves.

Homunculi. Twelve **HOMUNCUI** toil in this area, working with feather dusters and tiny brooms to keep it clean.

Scrounge's Pickled Hand. One of the jars stands out among the rest. It is topped with a white cork stopper and dressed with silver filigree. Inside is a human's left hand. A label on the jar reads "My Useless Hand." The jar alone is worth 250 gp. Anyone who can identify the hand as Scrounge the Brown's might pay up to ten times as much for it.

18—Slip

Waterway. The huge waterway that cuts through the majority of Undercity slides through here, flowing

north to south. Numerous submerged passages branch off from it.

Back to D1. The northern waterway leads back to section D1.

Seaweed. Thick seaweed grows in the water approximately 20 feet from where this waterway connects to section D1 in a 40-foot-square patch. Noticing the seaweed from the surface requires a successful DC 15 Wisdom (Perception) check.

Any boat larger than a canoe automatically gets stuck in the seaweed. A creature swimming or walking in the water that enters the seaweed's area for the first time on a turn or starts its turn in the area must make a DC 12 Dexterity saving throw or become restrained by the seaweed. A restrained creature can use its action to try to escape, doing so with a successful DC 12 Strength (Athletics) or Dexterity (Acrobatics) check. Each 10-foot cube of seaweed has AC 10, 15 hit points, resistance to fire, and immunity to bludgeoning, piercing, and psychic damage.

Dead Pirate. The seaweed grasps the corpse of a dead pirate. The pirate's bony hands still clutch a rotting wooden chest containing 30 gp.

Submerged Passages. A pair of submerged passages offer another way into area 35.

19—Jellyfish

Jellyfish Trap. There is a tripwire hidden just below the water level. When triggered, a hatch opens and dozens of jellyfish swarm into the water. The jellyfish use the **SWARM OF INSECTS** stat block, except their speed is 0 ft., swim 30 ft., and their bites are stings that deal poison damage.

Spotting the tripwire requires a successful DC 15 Wisdom (Perception) check. Disabling the tripwire requires a successful DC 13 Dexterity check using proficiency in thieves' tools.

Submerged Tunnels. There are two submerged tunnels here connecting this area to area 20. The entrances to both tunnels are carved to resemble a black dragon's mouth.

Branching Waterway. The main waterway continues south to Section D3 and east to section E2 of the Undercity

20—Festering

Warnings. Twenty 15-foot-tall spikes rise from the large, circular pool in this area. Impaled

humanoids—judging by the way they were dressed, adventurers—rot on the pikes, their faces locked in an interminable state of terror.

Inscription. Words carved directly into the stone of the arch above the staircase leading to area 21 read, in Draconic, “Venture no further.”

Dragon Party. The sound of humanoid laughter and socializing coming from area 21 can be heard here.

Canoes. Three canoes are tethered to the bottom of the staircase leading up to area 21. They are in excellent condition, suggesting they just recently arrived.

21—Nymph

Well Lit. Torches and braziers cast this area in bright light.

Library. This room is a large library wrapped with shelves and decorated with comfortable couches and armchairs.

Party. Ten masked **NOBLES** (seven women and three men) gather here, drinking and socializing. Their intentions seem debaucherous. None of these nobles wish to reveal their identities, as they are all people with positions of great power in the metropolis above.

Black Dragon Embellishments. The columns, furniture, rugs, and even the murals are dressed with black dragons and their deeds, hinting at the Blackscale Brothers’ true nature (see the Blackscale Brothers sidebar).

Booze Closet. The door in the western wall is where the Blackscale Brothers keep their alcohol supply. It is locked.

Locked Doors. The doors to areas 23 and 24 are locked with *arcane locks*—increase the DC on checks made to pick or shove them open by 10.

22—Clicking

Noisy. Laughter and “vigorous exercise” can be heard from outside this room’s door.

Faelen and Friends. A man with raven black hair “entertains” three masked **NOBLES** on a comfortable looking bed at the center of this room. The man is Faelen, a **YOUNG BLACK DRAGON** disguised as a human (see the Blackscale Brothers sidebar). Unsurprisingly, the nobles lack armor and weapons. Faelen, not even working up

THE BLACKSCALE BROTHERS

The Blackscale Brothers, a formidable pair of black dragons, present a study in stark contrast despite their shared lineage. Drakkar the Dire, the more contemplative of the two, possesses a dark intensity evident in his gleaming obsidian scales and reflective eyes. Drawn to the mysteries of the Undercity, he delves deep into its ancient chambers and corridors, ever eager to unearth knowledge about the layers below and the arcane secrets they may hold. His commitment to understanding the labyrinthine depths is unyielding, making him a beacon of historical and magical insight for those who dare to approach him.

On the other hand, Faelan the Fastidious thrives in the world above, often disguising himself as a charismatic human to mingle effortlessly among the mortal populace. His uncanny ability to blend in has seen him at the heart of many grand feasts, moonlit dances, and passionate affairs. With an infectious zest for life, Faelan is often the secret star of any gathering, his true draconic nature hidden beneath layers of enchantment. Yet behind the mirth and revelry lies a deeper motive: a penchant for siring half-dragon offspring, ensuring that the legacy of the Blackscale lineage is interwoven with the tapestry of humankind.

a sweat, casually invites the characters to join the festivities.

Blackscale Brothers Statue. The statue in the north part of the room is carved to resemble two dragons embracing each other, their necks and tails intertwined. A character who observes the statue and succeeds on a DC 15 Intelligence (Arcana) check recognizes them as black dragons.

Family Tree. On the western wall of the dim chamber, a perplexing network of etched lines spreads out, starting from a singular point near the wall’s center and branching intricately both downward toward the stone floor and to the left, seamlessly continuing onto the southern wall. These fine lines connect an array of symbols, runes, and names. A character who can read Draconic that spends 1 minute observing the diagram and succeeds on a DC 11 Intelligence (History) check recognizes that it is a family tree. Furthermore, it seems that Faelen has close to 300 children, most of which are half-human.

Hidden Lever. The statue hides a lever, detectable with a successful DC 16 Intelligence (Investigation) check. Pulling this lever down causes the bed to slide 10-feet to the west, revealing a 10-foot deep pit. A small staircase leads down to a gallery decorating with six pedestals resembling three-foot-tall black dragon claws. Each dragon claw pedestal holds a large, fist-sized opal worth 5,000 gp. These opals are Faelen's pride and joy. Even touching them invokes his wrath.

23—Conformation

Locked Door. The door connecting this chamber to area 21 to this chamber is *arcane locked* (see area 21).

Uncle Borstos. A huge black dragon stands at the center of this room. A character who succeeds on a DC 10 Wisdom (Insight) check quickly realizes that it isn't alive—at least not in the traditional sense. This huge dragon was Faelen and Drakkar's uncle, the dragon Borstos. When Borstos died, Drakkar used necromancy to preserve the body. Then, with the help of a wizard named Scrounge the Brown (see page 3), Drakkar reanimated his uncle as a Huge **FLESH GOLEM**. This flesh golem does not move or attack, but it does occasionally reveal that it is sentient, moving its head, or fluttering its wings. The Borstos golem has 195 hit points, and can Breathe Acid like an **ADULT BLACK DRAGON** which it can use only once per day. It defends itself if attacked, but otherwise, it won't do anything else unless Drakkar commands it (it ignores Faelen). Borstos is a CR 11 (7,200 XP) creature.

Magical Book. A large tome rests atop a bookstand in the northeastern corner of the room. It is wrapped in black leather, pulled from the back of Borstos (see above). This book is a *manual of flesh golems*. Scrounge the Brown's name is written on the book's byline.

Acid Breath Trap. If a creature lifts the *manual* from its place on the bookstand, the Borstos golem rotates its head and breathes acid in a 60-foot-long, 5-foot-wide line targeting the book. Each creature in that line must make a DC 18 Dexterity saving throw, taking 54 (12d8) acid damage on a failed save, or half as much damage on a successful one. The golem then returns to its original state.

Noticing this trap requires a successful DC 16 Intelligence (Investigation) check. A successful DC 16 Intelligence check using proficiency in Arcana disables the magical trigger for the trap.

If the trap is triggered, it counts as a daily use of Borstos' Acid Breath weapon.

24—Motley

Locked Door. The door connecting this area to area 21 is *arcane locked* (see area 21).

Filthy and Foul. This room reeks. There is standing water filled with raw sewage everywhere.

Dragon Demon. A demon with four arms and the head of a black dragon stands at the center of the room. Black chains keep it bound, preventing it from moving more than 5 feet from its current spot. It is a **GLABREZU**, bound by the *imprisonment* spell by Drakkar. Her name is Copus. The spell restrains Copus and prevents her from moving, but otherwise doesn't impede her actions. Copus remains quiet, taking a moment to get a sense of the characters' motives. Exceptionally wise, she quickly understands their strengths and weaknesses and will use them to her advantage. She desires to escape, and will promise whatever she can to get her way. She knows that Faelen keeps a treasure trove of opals under his bed, and will share this information with the characters in exchange for dispelling the *imprisonment* spell. Ultimately, she wants revenge against the three who trapped her here: Scrounge the Brown, Drakkar Blackscale the Dire, and the night hag, Lysandra Nocturne.

25—Feline

Ledge. The floor of this area stands 10 feet above the water. A ladder made of iron offers a way up to the platform from the waterway.

Sewage Pipe. A huge, rusty pipe (marked as a column on the map) pours sewer water from the city above into the waterway here. The roar of the falling water imposes disadvantage on all Wisdom (Perception) checks made to hear in this area.

Headless Statues. Two statues depicting the metropolis' nobles stand in the northeastern and northwestern corners of this area. Both are missing their heads.

Dead Cats. The dissolved remains of three cats lie on the ground near the northern door. A trail of slime continues from these corpses and under the door into the hallway beyond, inevitably terminating in the drowned haunt trap in area 32.

26—Labyrinth

Cube Labyrinth. Five **GELATINOUS CUBES** stand in this room, nearly invisible thanks to their

Transparent feature. Their positions are marked with an X on the map. Fortunately, these creatures are incapacitated and have movement speeds of 0. Regardless, their Ooze Cube feature still functions. A character who doesn't spot the cube and walks into its space is subjected to its Engulf trait.

Chest. There is a large wooden chest in the southeastern corner of the room (marked with a C on the map). The chest is locked (similar checks as a locked door). It contains 2 ep.

27—Transient

Sarcophagi. Three 10-foot-long, 3-foot-wide stone sarcophagi crowd this room. Each has a lid carved to resemble a noble, their names forgotten in the annals of history.

Spooky Note. The eastern and westernmost sarcophagi contain human remains. The centermost sarcophagus is empty. However, the words "I'm right behind you" have been carved into the stone at the bottom of it.

28—Warren

Crypts. Six stone sarcophagi, 10-feet-long and 3-feet wide, crowd this chamber.

Strays. There are fourteen **CATS** in this room. Many of them have bald patches and burns on their bodies, the result of fighting with the oozes that inhabit the areas nearby.

A character who communicates with the cats via a *Speak with Animals* spell or similar magic learns that the cats are friends with the strange old man who lives in area 31. They will even go as far to show the characters how to find the secret chamber (see area 31).

Treasures. Each time the characters search a sarcophagi, roll a d6. On a result of a 6, the corpse inside the stone coffin wears 1d8 x 10 gp worth of ornate jewelry. Otherwise, there's only bones.

29—Intangible

Standing Water. The floor of this room is covered in 2 inches of stinking standing water.

Corpse Preparation Room. This room contains tables and sinks once used to prepare and preserve bodies.

Clogged Drain. A character who investigates the floors and succeeds on a DC 16 Intelligence

(Investigation) check finds that the drain at the center of the room is clogged with six gold rings (50 gp each), four silver rings (10 gp each), and eight platinum rings (150 gp each).

30—Amphibian

Old Lounge. Rotting couches and broken tables crowd this room. Shelves covered in rotting books wrap the walls.

Frogs. Dozens of **FROGS** are in this room. Many of them croak and hop. Some of them are dead, victims of the stray cats that live in this section of Undercity (see area 28) as well as Morley (see area 31).

Closet. The door in the eastern wall leads to an empty closet.

Hidden Passage. One of the shelves conceals a passage to area 31. If the characters aren't careful, they will alert Whispering Morley.

31—Gluttonous

Whispering Morley's Chambers. Once an office for the morticians who worked in the crypts in this part of the Undercity, it has since been converted into a place to hide and rest for its current resident, an obese **GHAST** named Whispering Morley. Morley hates humans, but doesn't wish to provoke a fight. Despite his ravenous appetite for dead and living creatures alike, Morley loves cats and won't harm them.

Cats. There are six **CATS** here, all friends of Morley.

32—Invigorate

Slime Trail. The slime trail from area 25 leads here, terminating at an open barrel of water.

Cistern. Huge barrels of water crowd the center of the room.

Drowned Haunt. The slime trail leads to an open barrel of dark water. A character who stands within 5 feet of the barrel and looks inside sees two glowing eyes at the bottom of the barrel. A decaying hand with too many joints (three elbows, two wrists, and a myriad of knuckles) reaches out of the barrel, attempting to grab the character. The target must make a DC 15 Dexterity saving throw, or become restrained. If the target is still restrained at the end of its turn, it must make a DC 15 Strength saving throw. On a failed saving throw, the target is pulled head first into the barrel and begins to drown. The target can free itself with a successful DC 15 Strength (Athletics) or

Dexterity (Acrobatics) check. Another creature within 5 feet of the target can free the target with a successful DC 15 Strength check.

Destroying the barrel ends the effect. The barrel has AC 15, 25 hit points, and immunity to poison and psychic damage.

The Corpse. If the characters destroy the barrel, the corpse of a drowned woman slides out of the barrel's remains. The woman wears a silver vulture mask worth 50 gp. A successful DC 13 Intelligence (Investigation) check reveals that this woman was likely a cultist of Skraalath. See Undercity A2 for details.

33—Shiny

Nameless Ghouls. There are six **GHOULS** here, all of them chained together, restraining them. A final chain connects them to the floor. Seeing the characters causes them to writhe and shout, yelling "Shiny!" as they snap at the characters with their rotten black teeth. It seems to be the only word they know.

34—Unscrupulous

The Dead Man. There is a large desk at the center of this room. A man wearing rotting noble's clothing sits behind the desk. A note pinned to his chest with a dagger reads "I KNOW WHAT YOU DID!"

Ledger. The dead man's right hand covers a large, leather-bound ledger on the desk. A character who examines the ledger and succeeds on a DC 13 Intelligence (Investigation) check uncovers recorded sales transactions between a man named Linus Gool and some of the metropolis' noble families, primarily funeral expenses.

35—Currency

Locked Door. The door to this area is barred from the inside.

Waterways. Narrow waterways crisscross the area, offering access to the main waterway (see area 18) as well as section E2 of Undercity via submerged tunnels.

Green Slime. Three patches of green slime cling to the ceiling. Each slime has blindsight out to 30 feet. When a slime detects movement below it, it drops. Otherwise, it can't move. A creature aware of the slime's presence can avoid being struck by the slime with a successful DC 10 Dexterity saving throw. A creature that comes into contact with green slime takes 5 (1d10) acid damage. The creature takes the damage again at the start of

each of its turns until the slime is scraped off or destroyed. Against wood or metal, the slime deals 2d10 acid damage each round, and any nonmagical wood or metal weapon or tool used to scrape the slime off is effectively destroyed.

Sunlight, any effect that cures disease, and any effect that deals cold, fire, or radiant damage destroys a patch of green slime.

Secret Passage. There is a secret passage hidden in the northeastern wall that leads to area 36. Simply finding it isn't enough to get inside—a *magic mouth* forms on the wall when a creature touches this section of the wall and demands, "Who goes there!" Saying the name Linus Gool unveils the door. Any other name spoken keeps the door barred from within.

36—Foreboding

Who Turned out the Lights? Magical *darkness*, as the spell, fills this circular chamber.

Sentient Black Pudding. A **BLACK PUDDING** lurks in the dark. The black pudding has an Intelligence score of 10 and can speak Common in a bubbling, horrific tone. It asks, "Linus? Is that you? I thought I killed you..." then oozes toward any living creature it can detect with its blindsight. This black pudding has the Regeneration feature: it regains 10 hit points at the start of its turn. If it takes radiant damage, this feature doesn't function at the start of the pudding's next turn. The pudding only dies if it starts its turn with 0 hit points and doesn't regenerate. New black puddings split off from it have the stats typical for a black pudding.

Dissolved Coins. Thousands of coins, once gold, silver, and platinum, cover the floor of this chamber. The black pudding's presence here has ruined them all, making them completely worthless.

37—Slick

Docked Boat. A large rowboat is docked here, tethered to one of the two columns.

III-Gotten Goods. Six sacks of copper, stolen from a money exchanger, sit in the bottom of the boat. Each sack contains 1,000 cp.

Broken Grease Jar. The first time the characters come here, they find a broken jar in the center of this loading area. Grease covers the floor in a 10-foot square at the center of the room. A creature that enters the area or ends its turn there must succeed on a DC 10 Dexterity saving throw or fall prone.

Cleaning Up the Mess. One of the **BUGBEARS** from area 44 eventually comes out (10 minutes after the characters arrive) with a mop, ready to clean the grease. Outnumbered, the bugbear quickly drops its mop and rushes back to get the other bugbears in area 44.

38—Demonic

Carnival Props. The first time the characters enter this chamber, they come face to face with a small horde of demons. Fortunately, it doesn't take them long to realize that they're not real, but life-sized marionettes fashioned from wood and cloth.

39—Spores

Fungus. Mold, mushrooms, and moss covers the entirety of this room. Spores fill the air. The first time a creature enters this room and each time it starts its turn in here, it must make a DC 15 Constitution saving throw or take 11 (2d10) poison damage and become poisoned for 1 minute. While poisoned in this way, the creature takes 5 (1d10) poison damage at the start of each of its turns. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a successful save. The semi-sentient fungi here is immune to the spores.

Sentient Fungi. There are six **VIOLET FUNGI** and four **SHRIEKERS** in this chamber. The shriekers are loud enough to alert the **BUGBEARS** in area 44.

Treasure Stash. The bugbears keep their treasure hoard in this room, using the fungus-protection suit hanging in area 44 to protect them from the spores. The stash consists of only copper, with thirty sacks of 1,000 cp each.

40—Python

The Python. A humongous carnival float resembling a gigantic snake dominates the majority of this room. Age has not been kind to it—it's dry-rotten, crumbling, and covered in mildew.

Bugbears Next Door. Unless the characters have already encountered them, the **BUGBEARS** are still in area 44 arguing with each other in Goblin about the spilled grease at the dock (see area 37). The door to 44 is wide open and the bugbears are visible and audible. If the characters are particularly loud while moving through this area, the bugbears hear them and prepare for an ambush.

Carnival Heads. Large, 5-foot diameter wooden carnival heads fill the remainder of the room.

Their eerie, peeling eyes seem to stare at the characters as they move through the area. The Carnival Heads tables on pages 12 and 13 detail each of these heads.

All of the heads bear a curse. If a humanoid places one of the carnival heads over their own, it becomes stuck and can't be removed except by a *remove curse* spell or similar magic.

Additionally, each head has a secondary effect which affects the target until the head is removed, as shown in the Carnival Heads table.

Locked Door. The doors to areas 41 and 43 are locked, the former with an arcane lock (see below).

41—Sycamore

Locked Door. The door to this room is *arcane locked*. Increase the DC made to pick the lock or shove open the door by 10.

Magic Tree. A pale, old tree grows at the center of this room. It lacks its leaves and appears to be dead. However, as soon as the characters come into the room, it starts to speak. The **TREANT** identifies itself as Sycamore. Sycamore is blind and can't move. The tree claims that a night hag once lived here and imprisoned him. She used his bark to craft magical items used in carnivals and parades in the metropolis. Sycamore doesn't know what happened to the witch, but hopes that the characters will either help him return to the surface where he can once more see the light of day, or put an end to his suffering.

42—Slime

Slimy Curse. Puddles of ooze gather on the floor of this chamber. A **BUGBEAR** with a large cursed carnival mask (similar to those found in area 40) resembling a gelatinous cube lies on a bedroll against the eastern wall. Its hair has fallen out and its skin has started to become translucent, revealing its musculature and organs. The bugbear has lost its will to live and only wants to be left alone.

Cursed Head. The gelatinous cube carnival mask worn by the bugbear is cursed. While cursed in this way, the target's hair falls out and its skin becomes translucent. It has disadvantage on Charisma checks made to interact with other humanoids.

Jeweled Saber. The bugbear wears a handsome scimitar on its hip. This mastercrafted weapon

Carnival Heads

Description	Curse
<p><i>The Grinning Jester:</i> A wide-smiling face painted in a patchwork of vibrant purples and golds, with exaggerated, arching eyebrows and a large, floppy jester's hat adorned with bells at each tip.</p>	<p>When a creature that the target can see within 30 feet of it takes damage, the target must make a DC 15 Wisdom saving throw. On a failed saving throw, the target erupts into a fit of laughter for 1 minute. While laughing, the target falls prone and is incapacitated. The target can repeat its saving throw at the end of each of its turns, ending the effect on itself with a success.</p>
<p><i>The Weeping Widow:</i> A sorrowful visage with tears carved to appear like they're perpetually streaming down her cheeks, painted in shades of blue and silver, crowned by a delicate, lace veil.</p>	<p>When a creature that the target can see within 30 feet of it dies, the target must make a DC 15 Wisdom saving throw. On a failed saving throw, the target becomes paralyzed for 1 minute. The target can repeat its saving throw at the end of each of its turns, ending the effect on itself with a success.</p>
<p><i>The Laughing Sun:</i> A radiant, golden face with rays extending outwards, eyes closed in mirth, and a wide, infectious laugh painted across its wooden lips.</p>	<p>The target has disadvantage on Wisdom saving throws at night.</p>
<p><i>The Brooding Moon:</i> Crafted in shimmering silvers and whites, this head features a contemplative crescent moon with starry eyes and a thin, pensive mouth.</p>	<p>The target has disadvantage on Wisdom saving throws during the day.</p>
<p><i>The Fierce Beast:</i> A snarling, wild creature with extended wooden fangs, tufted fur details, and piercing red eyes, representing some mythical creature of carnival lore.</p>	<p>Whenever the target takes damage, the target must make a DC 15 Wisdom saving throw. On a failed save, the target's Intelligence score becomes 3, its Charisma score becomes 5, and its alignment changes to unaligned. Its personality becomes like that of a wild beast. The creature can't cast spells, activate magic items, understand language, or communicate in any intelligible way. The creature can, however, identify its friends, follow them, and even protect them. The target reverts to normal after the curse ends.</p>

Carnival Heads (Continued)

Description	Curse
<p><i>The Stoic Knight:</i> A helm-clad head, decorated with detailed chainmail and a tall, feathered plume, showcasing a noble, determined face beneath the protective gear.</p>	<p>The creature's alignment changes to lawful good. Any time it witnesses injustice or it sees a creature within 30 feet of it harm another creature in any way, the target must intervene.</p>
<p><i>The Mermaid's Dream:</i> An ethereal female face with aquatic hues, adorned with carved seashells, pearls, and flowing wooden hair that appears as waves cascading downward.</p>	<p>The target can breathe air and water, but it needs to be submerged at least once every 4 hours to avoid suffocating.</p>
<p><i>The Twisted Tree:</i> Evoking the spirit of an ancient, gnarled tree, this head is replete with wooden bark textures, leafy eyebrows, and moss-covered cheeks, an ode to nature's carnival spirit.</p>	<p>The target's movement speed is reduced by 10 feet (to a minimum of 5 feet).</p>
<p><i>The Puzzled Mime:</i> A stark, white-painted face with black tear-drop details under each eye, a striped beret atop, and an expression of whimsical confusion.</p>	<p>The target cannot speak, and cannot cast spells with verbal components.</p>
<p><i>The Cackling Witch:</i> With a long, hooked nose, warty wooden skin, and a wide-brimmed hat, this head is painted in deep greens and blacks, capturing the quintessential wickedness of witchy lore.</p>	<p>The target has disadvantage on Wisdom, Intelligence, and Charisma saving throws.</p>
<p><i>The Starry-Eyed Dreamer:</i> A serene face painted in night sky blues, dotted with tiny, twinkling stars, and crescent moon-shaped eyes looking upward in wonder.</p>	<p>The target has disadvantage on all Wisdom (Perception) and Intelligence (Investigation) checks.</p>
<p><i>The Fiery Phoenix:</i> A vibrant, red-orange face with flames extending upwards, eyes shaped like rising suns, and a beak-like mouth, symbolizing rebirth and the fiery dance of the carnival spirit.</p>	<p>The target can't regain hit points, not even by magical means. If the target's hit points are reduced to 0, the target explodes. Each creature within 20 feet of the exploding target must make a DC 15 Dexterity saving throw, taking 27 (6d8) fire damage on a failed saving throw, or half as much damage on a successful one. The mask is unaffected by the explosion. 1d4 days after the target explodes, it is reborn as an infant inside the mask. The target then grows at a rapid rate, returning to its original form 1d4 hours after its rebirth.</p>

belonged to a metropolis noble and is worth 300 gp.

43—Smores

Locked Door. The door to this chamber is locked. Scratching and moaning can be heard from the other side, area 40.

Burned Zombies. As soon as the door to this chamber opens, ten **ZOMBIES** with charred flesh flood out and attack. Despite the zombies' ruined flesh, they all wear brightly colored carnival outfits. Their clothing lacks burns, suggesting that someone put the outfits on them after they were raised from the dead.

Dead Noble. There is a tenth corpse in the room. Although the corpse appears to have been dead for years, its clothing and condition suggest that it wasn't one of the zombies in this room, but was instead trapped in the room with them and beaten to death. The noble carries a coin purse with 10 pp, 25 gp, and 50 sp, as well as a silver necklace worth 60 gp. If a *speak with dead* spell is cast on the body, the dead woman reveals that she once organized the carnivals in town with a woman named Lysandra Nocturne. Lysandra betrayed the noble woman and locked her in this room with the zombies.

44—Wax

Bugbears. Unless the characters have encountered them already, six **BUGBEARS** are here. They argue over the spilled grease in area 37, none of them wanting to clean the mess. If the bugbears hear the characters coming, they grab their javelins and hide. They then use hit-and-run tactics to divide and conquer. The bugbears are tough, but won't fight until the death. They easily surrender if any of them become gravely injured. Furthermore, they hope that one of the characters can help them remove the curse on their cousin, the bugbear in area 42.

A Penny Saved. This room has been set up as the bugbears' base of operations. Small tents, campfires, and trinkets stolen from topside heists clutter the area. The floor is covered in literally thousands of copper pieces, stolen from places all over the city. If the characters take the time to collect all the copper pieces, they find 25,000 cp.

Concealed Passage. Unbeknownst to the bugbears, there is a hidden passage in the western wall that leads to area 45.

Fungus Safety Suit. A crudely made suit consisting of random bits of clothing, armor, and dried tar hangs on a hook near the door to area 41. This suit grants the wearer immunity to the spores in area 39.

45—Jello

Throne of Bones. A throne made of humanoid spines and skulls dominates the center of this room.

Macabre Scene. Blood stains cover nearly every surface and the entire area reeks of sulfur and bile.

True Evil. The room is despicably evil. If a humanoid spends 1 hour in this room, it must succeed on a DC 14 Wisdom saving throw. On a failed saving throw, the creature becomes cursed. While cursed in this way, a **NIGHT HAG** (not necessarily the original inhabitant of this throne room) knows the direction and distance to the target as long as the two of them are on the same plane of existence. The night hag desires nothing more than to affect the cursed creature with its Nightmare Haunting feature. The night hag continues to pursue the target even after the curse is removed—it just doesn't automatically know the distance and direction to the target. Ω

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Beneath the sprawling metropolis lies Undercity, a labyrinthine complex of ancient chambers, twisting corridors, and decrepit architecture that tells tales of forgotten civilizations. A mixture of rotting wood, rusted iron, and age-worn stone constitutes the bulk of its construction, with claustrophobic passages opening into grand halls supported by intricately carved columns. Hidden waterways filled with stagnant, murky water snake through the subterranean maze, while an array of traps and hazards lie in wait for the unwary.

General Features

Unless stated otherwise, this section of the Undercity has the following features in common.

Architecture: Undercity boasts a blend of ancient stonework intertwined with later-era wooden supports, creating a maze-like sprawl of tunnels and chambers beneath the metropolis. The tight corridors of Undercity are constrained by 7-foot ceilings, while its expansive chambers are crowned by majestic 20-foot vaulted ceilings.

Columns: Massive, intricately-carved stone columns grace many chambers, serving both structural and decorative purposes.

Doors: Most doorways feature deteriorating wood bound with rusted iron, many warped or partially unhinged, bearing the tales of time and decay.

Locked and Barred Doors: Many of the doors feature crude iron locks. A locked door requires a successful DC 15 Dexterity check using proficiency in thieves' tools to unlock, or a successful DC 20 Strength (Athletics) check to break open. Barred doors cannot be picked, and only forced open. A door has AC 15, 18 hit points, and immunity to poison and psychic damage.

Arcane Locked Doors. Some of the doors here have *arcane locks*. Increase the DC for the checks made to open these doors by 10.

Secret Doors: Masterfully hidden among the stonework and wood panels, secret doors await those with a keen eye or magical means to reveal them. Spotting a hidden door requires a successful DC 20 Wisdom (Perception) check.

Illumination: The majority of Undercity is shrouded in darkness, broken only by the occasional flicker of phosphorescent fungi or the rare, enchanted sconce.

Sounds and Smells: The silent labyrinths occasionally echo with distant water drips and unseen creatures, while a potent mix of dampness, decay, and metallic undertones fills the air.

Submerged Tunnels: Certain paths in Undercity are entirely submerged, forcing adventurers to brave underwater treks to discover what lies beyond.

Section D2 Random Encounters (1/Hour)

d100	Areas 1–19	Areas 20–24	Areas 25–36	Areas 37–45
1–6	1 OTYUGH	1d4 drunk, masked NOBLES	1d4 GRAY OOZES	1d3 ZOMBIES
7–8	1 GELATINOUS CUBE	1d4 adventurers (a mix of ACOLYTES, SPIES, SCOUTS, and VETERANS)	1 GHOST	1 GHOST
9–10	1 FLESH GOLEM	1d3 THUG bodyguards	1d4 GHOULS	1d2 BUGBEARS
11–12	1d4 SWARMS OF RATS	1d4 SWARMS OF RATS	1d4 SWARMS OF RATS	1d4 SWARMS OF RATS
13–14	1d2 CROCODILES	1d2 CROCODILES	1d2 CROCODILES	1d2 CROCODILES
15–16	2d6 STIRGES	2d6 STIRGES	2d6 STIRGES	2d6 STIRGES
17–29	1d10 HOMUNCULI	No encounter.	1d6 CATS	No encounter
30–00	No encounter.			