



AGENDA ITEM EXECUTIVE SUMMARY

Agenda Item number: 3b

Title:

Plan Commission recommendation to approve a Special Use for PUD and PUD Preliminary Plan for Prairie Center.

Presenter:

Russell Colby

Meeting: Planning & Development Committee

Date: February 21, 2017

Proposed Cost: N/A

Budgeted Amount: N/A

Not Budgeted: ☐

Executive Summary (*if not budgeted please explain*):

At the Feb. 13, 2017 meeting, the Planning & Development Committee reviewed the proposal for the Prairie Center PUD project.

At the meeting, staff noted there were a number of open items regarding the PUD ordinance draft that were not yet resolved. The Committee directed staff and the developer to attempt to resolve the outstanding items and provide an update at a special committee meeting on Feb. 21.

A memo summarizing the status of the PUD ordinance is attached, along with a copy of the draft ordinance. At this time, only one item remains unresolved, relating to the proposal for affordable units.

Staff has completed a plan review of the recent preliminary engineering submittal. The latest review comments are attached. A few items remain to be resolved prior to Preliminary Plan approval by City Council.

Staff has provided comments on improving the efficiency of the watermain layout and reducing the amount of existing watermain to be reused. The City is currently gathering information on the condition of existing watermain on the site to determine if they require replacement. This issue will require further evaluation depending on which existing watermain sections are proposed to be reused.

Attachments (*please list*):

- Staff Memo regarding the status of the PUD ordinance dated 2/20/17, with draft ordinance
- Preliminary Engineering Review comments, dated 2/20/17

The Planning & Development Committee meeting packet from 2/13/17 can be viewed here:

<https://www.stcharlesil.gov/meetings/2017/02/13/17258>

Complete engineering studies, with all appendices, and all public hearing exhibits are posted on the project website: www.stcharlesil.gov/projects/prairie-center

Recommendation/Suggested Action (*briefly explain*):

Staff will be presenting an update regarding the terms of the PUD ordinance and will be seeking direction from the Committee on the resolution of any outstanding items.

The Plan Commission has provided a recommendation to approve a Special Use for PUD and PUD Preliminary Plan for Prairie Center. Staff requests that the Committee recommendation regarding the PUD be subject to resolution of all outstanding plan review comments prior to City Council action.

Community & Economic Development
Planning Division

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STAFF MEMO

TO: Chairman Todd Bancroft
And the Members of the Planning & Development Committee

FROM: Russell Colby, Planning Division Manager

CC: Mark Koenen, City Administrator
Chris Minick, Director of Finance
Peter Suhr, Director of Public Works
Rita Tungare, Director of Community & Economic Development

RE: Prairie Center – **PUD Ordinance Status**

DATE: February 20, 2017

The following is a summary of significant items in the PUD Ordinance draft. This information has been updated since the previous February 10, 2017 staff memo.

- Updated information from the Feb. 10 memo is *italicized*.
- Item shown in **RED** is unresolved.

UNRESOLVED ITEM:

- **Inclusionary Housing:**
 - The developer requested a variance to permit all of the affordable units to be located in one or more buildings, as opposed to distributed throughout the site. The variance as initially requested by the developer and recommended for approval by the Housing Commission would apply to any type of affordable units, not just a senior development.
 - The developer has represented that they are working with a senior housing developer to provide the affordable units.
 - *The developer has agreed to only apply the location variance to senior affordable units.*
 - *The developer is requesting a three-year period after project approval to reserve buildings C3 and B2 for a senior affordable project, recognizing that the financing of the project is dependent on tax credits. The developer cannot guarantee if or when the tax credits will be granted for the project.*
 - *After the 3 year period, the developer requests the ability to pay a fee-in-lieu of providing the affordable units:*
 - **Developer Request:** *The fee-in-lieu amount shall be the lesser of \$5,000 (proposed 2017 fee) or the current fee existing at the time.*
 - **Staff Proposal:** *The fee-in-lieu amount shall be the greater of \$5,000 or the current fee existing at the time.*
 - **Alternate:** *Freeze the fee amount based on the proposed 2017 value of \$5,000: Total fee of \$305,000 for 61 required affordable units. (In past practice, staff has not supported “freezing” fees for projects where the fee is set by City Code)*

RESOLVED ITEMS:

Zoning-related items

- **Plan Changes:** Standards for review and approval of plan changes have been drafted specifically for the project (Major- requires public hearing and ordinance amendment, Minor- Require Committee approval only, Administrative- requires staff review only). See the attached ordinance draft.
- **Parking requirement:** Parking deviation of 15% to the total required parking count will be granted per the PUD ordinance, with the ability for the requirement to be further reduced administratively in the future based on changing demand or other supporting data.
- **Optional “mixed use” buildings:** Ability for the developer to eliminate commercial use in the “optional” mixed use buildings (B1, B2, B3). *In order to encourage the inclusion of commercial uses within these buildings, staff proposed that the commercial uses could only be omitted after a certain timeframe. Staff and the developer have agreed to the following timeframe:*
 - *3 years after project approval, one of the three buildings (B1, B2, B3) can be constructed without commercial use.*
 - *4 years after project approval, two of the three building can be constructed without commercial use.*
 - *5 years after project approval, all three buildings can be constructed without commercial use.*
- **Subdivision platting:** The property is to be platted as a single lot, and may be later divided into lots for individual buildings. (This is commonly permitted in the City’s commercial PUDs)
- **Phasing:** No specific phasing plan has been proposed, rather the developer is requesting the ability to phase the building construction based on market conditions. Through discussion with staff and the Plan Commission recommendation, the following items are proposed to be required with the first phase of the development:
 - Rerouting of the sanitary sewer from the site to 14th St/Rt. 38 per the engineering plans.
 - Installation of the on-site stormwater detention basin.
 - Installation of the north-south boulevard (except for the northernmost portion, which may be delayed while buildings C3 and B2 are constructed)
 - *Demolition of the former Colonial restaurant building, which is adjacent to the main site entrance. (Within two years after the project approval, the former Burger King building would either need to be remodeled or demolished).*

Utilities and Infrastructure related items

- **Off-site road improvements:** The following road improvements would be required to be completed by the developer at 50% build out of the total square footage of the project (either residential or non-residential):
 - Modification of the traffic signal at the Rt. 38 entrance to add southbound and northbound left turning phases (as recommended in the Traffic Study)
 - Any Rt. 38 improvements required by the Illinois Department of Transportation (which may include new traffic signal equipment and right-turn lanes into the site)
 - Re-optimization of the traffic signal system along Randall Road and Rt. 38, as required by the Kane County Department of Transportation.

- **Contribution for off-site Sanitary Sewer Capacity Improvements:**

- The City has requested that the developer provide a contribution for off-site sanitary sewer capacity improvements that will benefit the Prairie Center project. Two improvements are identified: An improvement completed in by the City in 1999 along Gray Street and Elm Street, and future improvements identified in the Sanitary Sewer Analysis for Prairie Center located along Elm Street, Roosevelt Street and Illinois Rt. 31.
- The developer's contribution is calculated based upon the "new" sanitary sewer flow coming from the proposed development (not including the estimated "old" flow from the previous St. Charles Mall development).
- Contribution for 1999 Gray Street Improvement:
 - Completed in 1999 for \$470,000
 - Prairie Center "new flow" percentage: 2.7%
 - 2.7% of \$470,000 = \$12,716 (in 2017 dollars = **\$18,534**)
 - To be paid at the time of the first building permit
- Contribution for Future Elm/Roosevelt/Rt. 31 Improvement
 - Estimated 2017 cost: \$1,947,311
 - Prairie Center "new flow" percentage: 1.4%
 - 1.4% of \$1,947,311 = **\$27,407**
 - 50% paid at time of first building permit, 50% paid in 5 years (by Dec. 31, 2022)

- **Water and Sanitary Sewer Connection Fee Credits:**

- The developer has requested a utility connection fee credit for the previous buildings constructed on the site (the demolished St. Charles Mall and existing former Burger King and Colonial buildings).
- The City typically provides a connection fee credit for demolished buildings that are replaced with new development. However, the City has not been receiving utility service payments for the former mall since it was demolished in 2000-2002. A utility payment includes both payment for usage charges and payment into a capital replacement fund for the utility. During the past 17 years, the former mall building has not been paying into the capital replacement fund. Therefore, staff believes that the property is not entitled to a full credit for connection fees paid when the property was constructed in 1979.
- For comparison purposes, staff calculated the following fee estimates, based on the square footage of the previous development:
 - Estimated connection fee for Old Mall paid in 1979: \$105,121
 - 1979 connection fee paid for Old Mall in 2017 dollars: \$347,518
 - Connection fee for Old Mall if paid now under 2017 rates: \$435,595
- *Staff and the developer have agreed to the following connection fee credit:*

Proposed Credit: 85% of \$347,518: \$295,390

- For reference, the projected water and sewer connection fees for the entire Prairie Center project, at 2017 fee rates, are projected as follows:
 - Prairie Center commercial uses: \$323,348
 - Prairie Center residential uses: \$1,521,100
 - Total for entire project: \$1,844,448

- **Electric Equipment Credit:**

- The developer has requested a credit for the existing electrical equipment that was installed at the site for the former mall. *Staff and the developer have agreed on a proposed credit based on the formula in Section 13.08.62 of the City Code, titled “Existing Transformer Upgrade.”*

- ***Proposed Credit: \$51,526***

- **TIF Reimbursement for Utility Improvements**

- The Prairie Center property is located in a Tax Increment Financing (TIF) District that was created in 2000 and will expire in tax levy year 2023, which is collected in calendar year 2024. According to the City’s Finance Department, as of April 30, 2016, the TIF district has a bond balance of \$1,305,000. For the City’s current fiscal year (FY 2016-2017), the debt service on the bond is approximately \$222,050. Of this amount, the TIF District will pay approximately \$124,379 and the City’s General Fund will subsidize the remaining \$97,671.
- The developer has requested reimbursement for utility improvements for the project. The PUD ordinance draft identifies that any TIF increment generated from the site will be utilized in the following order:
 - 1. Repayment of amounts the City has advanced for prior shortfalls of incremental TIF revenue and debt service payments
 - 2. To retire the St Charles Mall TIF bonds as they come due
 - 3. Reimburse the developer for an aggregate 50% of the following:
 - Off-site Sanitary Sewer Capacity Improvements identified above (50% of \$45,941 = \$22,971)
 - Other off-site sanitary sewer improvements for Prairie Center- which would include the re-routing of the existing sewers from the site to the sewer at 14th St. and Rt. 38, which will be constructed by the developer with the first phase of the development. (The cost of this work has not been determined.)
- The revenue generated would depend on how fast the project is constructed. Based on the limited number of years remaining in the life of the TIF district and the unknown phasing and build out time line, it is not known how much new TIF revenue will be generated.

City of St. Charles, IL
Ordinance No. 2017-_____-__

**An Ordinance Granting a Special Use for Planned Unit Development
(Prairie Centre PUD – former St. Charles Mall site)**

WHEREAS, on or about August 8, 2016, Shodeen Group, L.L.C. (the “**Applicant**”), with authorization from Towne Centre Equities, L.L.C. (the “**Owner**”), filed petitions for 1) Special Use for Planned Unit Development (“**PUD Petition**”) for the purpose of establishing a new Planned Unit Development for the “**Prairie Centre PUD**” and the governing standards for same, and 2) PUD Preliminary Plan, as to the real estate described in **Exhibit “A”**; said Exhibit being attached hereto and made a part hereof, (the “**Subject Property**”); and,

WHEREAS, the required Notice of Public Hearing on said PUD Petition was published on or about October 1, 2016, in a newspaper having general circulation within the CITY, to-wit, the Kane County Chronicle newspaper, all as required by the statutes of the State of Illinois and the ordinances of the CITY; and,

WHEREAS, pursuant to said notice, the Plan Commission conducted a public hearing, which was held in multiple sessions on October 18, 2016, December 6, 2016 and January 10, 2017 (collectively, the “**Public Hearing**”) in accordance with the statutes of the State of Illinois and the ordinances of the CITY; and,

WHEREAS, at said Public Hearing, the Applicant and its agents and witnesses presented testimony in support of said PUD Petition and all interested parties were afforded an opportunity to be heard; and,

WHEREAS, on November 17, 2016, the City’s Housing Commission met and reviewed the Applicant’s Inclusionary Housing Worksheet submitted by the Applicant pursuant to the City’s Inclusionary Housing Ordinance, Chapter 19.02, and recommended approval of a variance to Section 19.02.100 “Location, Phasing and Design” to allow the Developer, at its discretion, to place the affordable units to be provided in one or more buildings instead of being dispersed among the market rate dwelling units as required by Section 19.02.100.A.; and,

WHEREAS, on January 17, 2017, the Plan Commission recommended approval of said PUD Petition and PUD Preliminary Plan; and,

WHEREAS, the Planning & Development Committee of the City Council also recommended approval of said PUD Petition on or about _____, 2017; and,

WHEREAS, the City Council of the City of St. Charles has received the recommendations of the Plan Commission, of the Housing Commission, and of the Planning & Development Committee, and has considered the same:

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ST. CHARLES, KANE AND DUPAGE COUNTIES, ILLINOIS, as follows:

1. The passage of this Ordinance shall constitute approval of a Special Use for Planned Unit Development pursuant to the provisions of Title 17 of the St. Charles Municipal Code, as amended, and based upon the Applicant's PUD Petition and the supplemental materials, supplemental requests, and evidence presented at the Public Hearing, the City Council hereby finds that the Planned Unit Development for the Prairie Centre PUD is in the public interest and adopts the Findings of Fact for Special Use for Planned Unit Development, set forth on **Exhibit "B"**, said Exhibit being attached hereto and made a part hereof, which findings are attached hereto and incorporated herein.

2. The passage of this Ordinance shall also constitute approval of (i) the Prairie Centre PUD Preliminary Plan, attached hereto and incorporated herein as **Exhibit "C"** (the "**PUD Site Plan**") said Exhibit being attached hereto and made a part hereof, as well as (ii) the following documents and illustrations reduced copies of which are attached hereto as **Exhibit "D"** (said Exhibit being attached hereto and made a part hereof), subject to compliance with such conditions, corrections, and modifications as may be reasonably required by the Director of Community & Economic Development and the Director of Public Works in order to comply with those requirements of the St. Charles Municipal Code that are not otherwise modified by the departures approved in the succeeding Section 3 (collectively, the "**Supplemental PUD Plans**"), to wit:

- Preliminary Engineering Plans prepared by ESM Civil Solutions, titled "Preliminary Engineering Plans for Prairie Centre", with last revision date of January 31, 2017;
- Preliminary Plat of Subdivision prepared by prepared by ESM Civil Solutions, with last revision date of _____, 2016;
- Landscape Plan prepared by OKW Architects, with last revision date of February 1, 2017;
- Architectural Elevations prepared by OKW Architects, with last revision date of February 1, 2017;

The PUD Site Plan and the Supplemental PUD Plans listed in this Section 2 are herein collectively called the "**Approved Preliminary PUD Plans**".

3. The passage of this Ordinance shall also constitute approval of those departures and deviations from the St. Charles Municipal Code and those additional approvals as are set forth on **Exhibit "E"** (the "**Departures and Deviations**"), said Exhibit being attached hereto and made a part hereof.

4. The Prairie Centre PUD is initially being approved as a single-lot subdivision (with the single lot being called the "**Original Lot**") on which multiple buildings (as shown on the PUD Plan) may be constructed. The Original Lot within the Prairie Centre PUD may be hereafter be re-subdivided into one or more additional lots (each a "**Resubdivided Lot**") as hereafter provided without requiring further amendment to this Ordinance.

5. Future changes to any one or more of the Approved Preliminary PUD Plans may be reviewed and approved in accordance the procedures contained in Title 17 of the St. Charles Municipal Code, Section 17.04.430, “Changes in Planned Unit Developments”, but with the following modifications to said Section 17.04.430 for purposes of Prairie Centre PUD only, to wit:

(a) **“Major Changes”** shall mean changes of the following magnitude to the Approved Preliminary PUD Plans. A Major Change shall require approval of an amendment to this PUD Ordinance following a public hearing (but not a new concept review, unless the essential “mixed use” nature of the Prairie Centre Project is proposed to be changed). Without limiting the foregoing, “Major Changes” expressly include the following types of changes:

- (i) A reduction in the acreage of open space or common open space by 10% or more.
- (ii) An increase in the total number of dwelling units within the PUD above 670 units (comprised of 609 units plus a “density bonus” of 61 designated affordable units).
- (iii) A change in the types of dwelling units from attached multi-family to detached single family.
- (iv) A reduction by 30% or more in number of parking spaces below the number of parking spaces otherwise required by the methodology in **Exhibit “F”**, said Exhibit being attached hereto and made a part hereof.
- (v) An increase to 30% or more in the percentage credit for shared parking as otherwise allowed in **Exhibit “F”** attached hereto.
- (vi) An expansion by 10% or more of any building footprint (other than by reason of the combination of 2 buildings into 1).
- (vii) Any modifications to the provisions of this PUD ordinance, including the provisions listed in the Departures and Deviations and Other Approvals and Agreements exhibits, not otherwise allowed as a Minor Change or an Authorized Administrative Change.

(b) **“Minor Changes”** shall mean changes that are not defined above as “Major Changes” or as changes subject to administrative authorization below, and which do not change the concept or intent of the PUD herein approved, including, without limitation:

- (i) any changes to building footprint location that (A) lengthens any exterior wall by more than ten feet on any side but less than twenty feet (excluding, however, expansions to building footprints made to connect two buildings, which connective expansions shall be treated as Authorized Administrative Changes), and (B) has no material adverse impact on any building setback requirement (excluding, however, expansions to building footprints made to connect two buildings, which connective expansions shall be treated as Authorized Administrative Changes);
- (ii) any change to a drive aisle location greater than twenty-five feet.

(c) “**Authorized Administrative Changes**” for the Prairie Centre PUD include changes which are not Major Changes or Minor Changes as defined above. Without limiting the foregoing, Authorized Administrative Changes expressly include the following types of changes:

- (i) A reduction by 5% or less in the acreage of open space or common open space
- (ii) A reduction of 15% or less in the number of parking spaces below the number of parking spaces otherwise required by the methodology in Exhibit F attached hereto
- (iii) An increase from 15% to less than 30% in the percentage credit for shared parking as otherwise allowed in **Exhibit “F”** attached hereto.
- (iv) An expansion of any building footprint (other than by reason of the combination of 2 buildings into 1) by 5% or less.
- (v) Any changes to the exterior architecture that, in the discretion of City Staff, do not materially detract from or diminish the essential style or quality of the building architecture as originally approved herein
- (vi) Any changes to landscaping that, in the discretion of City Staff, do not materially detract from or diminish the essential style or quality of the landscape plan as originally approved herein.
- (vii) Any changes to building footprint location that is within the dashed black lines on the Approved Preliminary PUD Plans and made so as to achieve building connectivity;
- (viii) Any changes to building footprint location that reduces the area of the building footprint and has no material adverse impact on any building setback requirement;
- (ix) Any changes to building footprint location that (A) lengthens any exterior wall by less than ten feet on any side, and (B) has no material impact on any building setback requirement.
- (x) Any change to a drive aisle location that is less than twenty-five feet.
- (xi) Any change to a drive aisle location that adds parking stalls.
- (xii) The installation of all signs within the development, within the requirements established herein.

6. The Subject Property shall be developed only in substantial accordance with Approved Preliminary PUD Plans (as same may be modified pursuant to Section 5 above), and with all other ordinances of the City as now in effect that are not otherwise herein amended (or as to which departures and / deviations are herein approved on **Exhibit “E”**), and subject to the terms, conditions and restrictions set forth herein, as follows:

- a. Zoning: The Subject Property shall remain subject to the requirements of the BR Regional Business Zoning District, as amended, and all other applicable requirements of the St. Charles Zoning Ordinance, as amended, except as specifically varied in the Departures and Deviations attached hereto and incorporated herein as **Exhibit “E”**.
- b. Subdivision: The subject property shall be considered a single PUD zoning lot for the

purpose of Zoning Ordinance compliance. The subject property may be further subdivided to create separate Resubdivided Lots for any one or more freestanding buildings constructed on the Subject Property so long as such freestanding building(s) are in compliance with the Approved Preliminary PUD Plans. Such resubdivision shall require the submission of a Final Plat of Subdivision application, pursuant to the procedures and requirements of Title 16 of the St. Charles Municipal Code, for review by the City, subject to the deviations and departures herein approved. At the time of resubdivision application, the applicant shall demonstrate that all necessary easements (including, but not limited to, access by way of on-site cross-access easements, parking and utilities) have been provided to adequately serve the proposed lot.

- c. Owners' Association: If the Subject Property is later resubdivided into multiple lots having two or more separate owners, then the Applicant shall create a property owners' association ("**Owners' Association**") and create a Declaration of Covenants, Conditions & Restrictions ("**CCRs**") that clearly identify all responsibilities of the Owners Association with respect to the use, maintenance and continued protection of common access easements and other open space and improvements in the Subject Property, including, but not limited to, the stormwater detention facility, drive aisles, sidewalks, trails, common areas, bicycle lock-ups, street furniture, plantings, lighting, trash removal and the off-street parking areas. Such CCRs shall be in a form reasonably acceptable to the City and shall be recorded immediately following the recording of the Final Plat of Resubdivision for the Subject Property.
- d. Special Service Area: Following a recording of the Final Plat of Subdivision, the City shall initiate the formation of a Special Service Area for the purpose of maintaining and repairing stormwater management facilities and other facilities serving the Subject Property. The Record Owner shall not sell or transfer ownership of any individual single-family lots within the Subject Property until such Special Service Area has been established. Such Special Service Area shall be of perpetual duration with a maximum rate sufficient to provide for maintenance, repair, and reconstruction of such facilities. Such Special Service Area may provide for maintenance by the City in the event that stormwater management facilities or other facilities are not adequately maintained by the Owner or successors.
- e. School and Park Contributions: The School contributions shall be provided by the Applicant as cash in lieu of land in accordance with the provisions of Title 16 of the St. Charles Municipal Code, as the same may be amended from time to time. The Park contribution shall be provided by the Applicant as a combined contribution of land and cash (or as otherwise agreed between the Applicant and the Park District) in accordance with the provisions of Title 16 of the St. Charles Municipal Code, as the same may be amended from time to time.
- f. Inclusionary Housing: For purposes of complying with the City's Inclusionary Housing Ordinance (Title 19.02 of the Municipal Code, the "**Inclusionary Housing Ordinance**"):
 - 1. For a period of three (3) years from and after the date of passage of this Ordinance (the "**3-Year Period**"), the Developer shall reserve buildings C3 and B2 on the

PUD Site Plan for use only as a so-called “senior affordable” project (“**Senior Affordable Project**”) containing not less than the lesser of (i) minimum number of Affordable Units required to comply with the requirements of the City’s Inclusionary Housing Ordinance as in effect as of the expiration of the 3-Year Period or (ii) ten percent (10%) of the non-“affordable” residential units constructed by the Developer. For the absence of doubt, recognizing that a Senior Affordable Project requires special financing often involving publicly awarded tax credits, and that the Developer does not normally engage in such projects, the Developer shall not be expected to itself develop and construct such a Senior Affordable Project, but may instead use good faith efforts to find a third-party developer for same.

2. A deviation to Section 19.02.100 “Location, Phasing and Design” is hereby granted to allow the Developer, at its discretion, to place the senior affordable units to be provided in one or more buildings instead of being dispersed among the market rate dwelling units as required by Section 19.02.100.A.
3. The Affordable Housing Agreement to be entered into between the City and the Applicant pursuant to Section 19.02.140 of the Municipal Code is set forth on **Exhibit “G”**, said Exhibit being attached hereto and made a part hereof, and is hereby approved.
4. In the event that, as of the expiration of the 3-Year Period, the Developer has been unable to cause a third party to commit to develop the Senior Affordable Project at the aforesaid location, then the Developer shall be allowed, at its election, to pay to the City a fee in-lieu of on-site Affordable Units at the lesser of (i) the current fee in-lieu rate in effect as of the date of adoption of this Ordinance (being of five thousand dollars (\$5,000.00) per Affordable Unit) or (ii) the then-current fee in-lieu rate.

7. This Ordinance shall not be modified, amended or revoked by the City prior to the twentieth (20th) anniversary hereof without the consent of the Owner or the Owner’s successors in interest to the Subject Property.

8. After the adoption and approval hereof, the Ordinance shall (i) be printed or published in book or pamphlet form, published by the authority of the Council, or (ii) within thirty (30) days after the adoption and approval hereof, be published in a newspaper published in and with a general circulation within the City of St. Charles.

PRESENTED to the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois this ____ day of _____, 2017.

PASSED by the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois this ____ day of _____, 2017.

APPROVED by the Mayor of the City of St. Charles, Kane and DuPage Counties, Illinois this ____ day of _____, 2017.

Raymond P. Rogina, Mayor

Attest:

City Clerk

COUNCIL VOTE:

Ayes:

Nays:

Absent:

Abstain:

APPROVED AS TO FORM:

City Attorney

DATE: _____, 2017

Exhibit "A"

Legal Description (Subject Property)

THAT PART OF THE SOUTHWEST QUARTER OF SECTION 33, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF JOE KEIM'S RANDALL ROAD SUBDIVISION, ST. CHARLES TOWNSHIP, KANE COUNTY, ILLINOIS; THENCE SOUTHEASTERLY ALONG THE NORTHEASTERLY LINE OF ILLINOIS STATE ROUTE NO. 38, A DISTANCE OF 222.0 FEET FOR THE POINT OF BEGINNING; THENCE NORTHEASTERLY AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE 178.0 FEET; THENCE SOUTHEASTERLY AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE 132.0 FEET; THENCE NORTHEASTERLY AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE 172.0 FEET; THENCE NORTHWESTERLY AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE 9.0 FEET; THENCE NORTHEASTERLY AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE 163.92 FEET TO A LINE DRAWN PARALLEL WITH AND 560.0 FEET EASTERLY OF THE EAST LINE OF SAID SUBDIVISION (MEASURED ALONG THE CENTER LINE OF PRAIRIE STREET); THENCE NORTHERLY PARALLEL WITH SAID EAST LINE 447.67 FEET TO A POINT THAT IS 40.0 FEET SOUTHERLY OF THE CENTER LINE (MEASURED AT RIGHT ANGLES THERETO) OF PRAIRIE STREET; THENCE EASTERLY PARALLEL WITH SAID CENTER LINE 574.54 FEET TO A LINE DRAWN PARALLEL WITH AND 1134.54 FEET EASTERLY OF SAID EAST LINE (MEASURED ALONG SAID CENTER LINE); THENCE SOUTHERLY PARALLEL WITH SAID EAST LINE 321.03 FEET TO A LINE DRAWN PARALLEL WITH AND 935.0 FEET NORTHEASTERLY OF SAID NORTHEASTERLY LINE (MEASURED AT RIGHT ANGLES THERETO) OF ILLINOIS STATE ROUTE NO. 38; THENCE SOUTHEASTERLY PARALLEL WITH SAID NORTHEASTERLY LINE 677.64 FEET TO A LINE DRAWN AT RIGHT ANGLES TO SAID NORTHEASTERLY LINE FROM A POINT ON SAID NORTHEASTERLY LINE THAT IS 1218.0 FEET SOUTHEASTERLY OF THE POINT OF BEGINNING (MEASURED ALONG SAID NORTHEASTERLY LINE); THENCE SOUTHWESTERLY AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE 935.0 FEET TO SAID NORTHEASTERLY LINE; THENCE NORTHWESTERLY ALONG SAID NORTHEASTERLY LINE 1218.0 FEET TO THE POINT OF BEGINNING; IN THE CITY OF ST. CHARLES, KANE COUNTY, ILLINOIS.

Exhibit “B”

Findings of Fact

SPECIAL USE FOR PLANNED UNIT DEVELOPMENT

Exhibit “C”

Prairie Centre PUD Site Plan

Exhibit “D”

Additional Approved Preliminary PUD Plans

Exhibit “E”

PUD Standards-Departures and Deviations and Other Approvals

Uses

1. The total number of residential dwelling units may include up to 609 dwelling units plus a density bonus of up to Sixty-one (61) units (10%) for dwelling units that are constructed and that meet the definition of “Affordable Units” in the Inclusionary Housing Ordinance. In no event shall the aggregate number of dwelling units exceed 670, and in no event shall the dwelling units not qualifying as “Affordable Units” exceed 609.
2. First floor multi-family residential shall be permitted in all of the buildings shown on the PUD Site Plan except for (i) those abutting State Route 38, labelled as Retail/Restaurant buildings A, B1, B2, C1, C2 and D, and (ii) those buildings labeled Mixed Use D1, D2 and D3.
3. Multi-family residential units may be established on the second and higher floors of all buildings shown on the PUD Plan except for buildings abutting State Route 38, and labelled as “Retail / Restaurant buildings A, B1, B2, C1, C2 and D”.
4. Senior living facilities of all types (i.e., independent, assisted, skilled nursing and memory care) and Affordable Housing Units facilities shall be permitted where residential use is permitted herein, with Affordable Housing Units to be constructed as provided in the Affordable Housing Agreement to be entered into between the City and the Applicant.
5. Private outdoor recreation to accommodate a private swimming pool and other water-features as shown on the PUD Site Plan shall be allowed. Swimming pools and exercise facilities are permitted within any building.
6. Multi-family dwellings shall be permitted either as apartment buildings for rent and/or condominium buildings for sale.
7. Drive-Through Facilities shall be permitted uses for buildings abutting State Route 38, labelled as Retail/Restaurant buildings A, B1, B2, C1, C2 or D, subject to the requirements applicable to Drive-Through Facilities in the Municipal Code.
8. Mixed Use Buildings B1, B2, and/or B3 may or may not, all at the discretion of the Developer, include first floor commercial space, based upon market demand for additional commercial space or lack thereof. For the first 36 (36) months after the enactment of this Ordinance, the Developer shall endeavor to find commercial users for, and build out first floor commercial space, within said buildings. After the thirty-sixth (36th) month, the Developer may declare any one (1) of these three buildings to be all-residential. After the forty-eighth (48th) month, the Developer may declare any two (2) of these three buildings to be all-residential. After the sixtieth (60th) month, the Developer may declare all three (3) of these three buildings to be all-residential. Any of such buildings constructed without provision for commercial space on the ground level may be constructed as a 100% “residential” building, in the same style and scale as other all-residential buildings otherwise permitted by the PUD Plan (such as building D1) may be constructed.
9. The Developer may make other changes to the Approved Preliminary PUD Plans as provided in Section 5 of this Ordinance, Such changes shall not result in additional departures or deviations not otherwise identified or allowed in this Ordinance.

10. The combination (connection) of two or more buildings shown on the PUD Site Plan at any one or more of their floors into one building, or the separation of any one building shown on the PUD Plan into two buildings, shall be permitted.
11. The Developer may increase or decrease the number of retail buildings and associated square footage with respect to those buildings shown on the PUD Site Plan as abutting Illinois State Route 38 (now labeled as Retail/Restaurant buildings A, B1, B2, C1, C2 or D), it being agreed and understood that the number of buildings, and associated square footage may be increased or decreased as the market may demand at the discretion of the Developer, provided, however, that residential may not be included in any of these buildings abutting State Route 38.

Subdivision and Phasing

12. The Prairie Centre PUD will be initially platted and developed as a one-lot subdivision, with multiple buildings on this single lot as shown on the PUD Site Plan. No internal streets (whether public or private) need be established within the one-lot subdivision but, instead, a permanent blanket cross-access easement shall be established over the entire subdivision as shown on the Preliminary Plat of Subdivision; provided, however, that such blanket cross-access easement shall not include (and shall be deemed to be released from) areas where buildings are hereafter constructed and where private drives to garages are provided as allowed by the Approved Preliminary PUD Plans. The blanket cross-access easement shall provide access between all buildings to the adjacent public streets of Illinois State Route 38 on the south, and Prairie Street on the north, and to the east and west property lines at locations where cross access connections to adjacent properties are shown on the PUD Site Plan.
13. The single-lot may, at the discretion of the Owner/Developer, later be resubdivided into one or more additional lots (each an “**Additional Lot**”), and such resubdivision shall be deemed a change subject to Administrative Change to the PUD; provided, however, that the plat of resubdivision, itself, shall require processing and approval as provided in Title 16 of the St. Charles Municipal Code. As to any one or more Lots created by the initial plat of subdivision of any plats of resubdivision that may be established with respect to the Prairie Centre Project, the following shall apply:
 - a. No internal streets (whether public or private) need be established within the one-lot subdivision or any further re-subdivisions thereof, provided a blanket cross access easement over the entire site has been established as provided in item 11 above;
 - b. There shall be no restriction requiring not more than one principal building per lot;
 - c. There shall be no minimum lot area;
 - d. There will be no minimum lot width;
 - e. There will be no maximum building coverage area;
 - f. There will be no maximum gross floor area per building provided that each building footprint shall be in substantial accordance with the PUD Site Plan (subject, however, to the provision that buildings shown on the PUD Site Plan may be connected or divided.)
14. There shall be no maximum block length.
15. Lots need not be rectangular in shape.
16. Double-frontage lots abutting internal access easements shall be permitted as shown on the Approved PUD Site Plan.
17. No perimeter utility easement shall be required with respect to any lot or Additional Lot provided a blanket utility easement has been provided, as shown on the Preliminary Plat of Subdivision. Such blanket easement shall not include areas where buildings are to be constructed as shown on the approved PUD Site Plan.

18. Notwithstanding the provisions of Section 16.04.120 of the Municipal Code, the Developer shall be entitled to construct in phases the Prairie Centre Project as approved by the Approved Preliminary PUD Plans, with such phased construction of buildings to be based on market demand. In connection with such phased construction and build-out, the Developer shall only be required to construct, and provide security (by way of bond, letter of credit or cash) for (and to provide a completion guaranty with respect to) the public improvements and other Land Improvements contemplated by the Approved Preliminary PUD Plans which, in the reasonable judgment of the City's engineer, are required to (i) support the buildings being constructed and / or (ii) to assure the safety of the occupants of said buildings.
19. Irrespective of the order in which buildings are constructed, the Developer shall construct, and provide security (by way of bond, letter of credit or cash) for (and to provide a completion guaranty with respect to) the following improvements contemplated by the Approved Preliminary PUD Plans concurrent with the first phase of construction:
 - a. Disconnection of the sanitary sewer at the property line of the Covington Court Subdivision and construction of a new sanitary sewer line connecting the sanitary sewer system located on the site to an existing sanitary sewer located along Illinois State Route 38 near 14th Street, all as depicted on the Preliminary Engineering Plans.
 - b. Installation of the on-site stormwater detention basin as depicted on the Preliminary Engineering Plans. Installation of the stormwater detention system may be phased provided that at each phase, the developer can demonstrate that the project is in compliance with the requirements of the City's Stormwater Management Ordinance, Title 18 of the Municipal Code. The total detention volume within the off-site 14th Street detention basin shall be based upon the actual volume as determined by survey information.
 - c. Installation of the north-south boulevard from Illinois State Route 38 to Prairie Street as shown on the PUD Site Plan; provided, however, that (i) installation of the section located between Prairie Street and the roundabout may be deferred in order to accommodate construction of Residential Buildings C3, B2, F2 and E, and (ii) installation of the final surface may be deferred as reasonably required to avoid damage due to anticipated construction.

Setbacks

20. There will be no parking or building setbacks from interior lot lines.
21. The setbacks from the Prairie Street right-of-way and the Illinois State right-of-way shall be as follows:
 - a. 10 feet building setback from Prairie Street;
 - b. 25 feet building setback from Route 38
 - c. 0 feet parking setback from Prairie Street if on-street parking is provided, otherwise 10 feet
 - d. 25 foot parking setback from Route 38
22. Only side yard requirements shall be from the east and west outside property lines on the entire project, as follows:
 - a. 10 feet building setback for residential Building F1 from the east property line, otherwise 15 feet along the east property line;
 - b. 15 feet building setback along the north east property line (for residential Buildings F2 and C2);
 - c. 10 feet building setback line from the west property line with respect to Retail Restaurant A, otherwise 15 feet along the west property line

- d. 0 parking setback from both the east and west outside project lot lines.

Landscaping

- 23. No Landscape Buffer Yard, as defined in the Municipal Code, shall be required anywhere within the Project.
- 24. Landscaping for the Project shall be deemed satisfied by the landscaping shown in the Approved Preliminary PUD Site Plans, subject to the following:
 - a. Notwithstanding the provisions of Section 17.26.080 of the Municipal Code, building foundation landscaping would not be required along mixed-use buildings and retail/residential buildings, but shall be provided along residential buildings where shown on the Approved Preliminary PUD Site Plans.
 - b. Notwithstanding the provisions of Section 17.26.090.A of the Municipal Code, public street frontage landscaping would not be required along Prairie Street (but would be required along Illinois Route 38).
 - c. Notwithstanding the provisions of Section 17.26.090.C of the Municipal Code, the landscape plans which are submitted as part of the approved Preliminary PUD Plans shall satisfy/replace the 10% internal landscape area requirement contained in the Municipal Code.

Building Design

- 25. The maximum building height for a mixed-use building with a flat roof and a residential building with a pitched roof shall be 52 feet in height, and the maximum height for the retail buildings that abut Illinois State Route 38 shall be 40 feet in height. Mixed use buildings with a pitched roof have a maximum height of 64 feet, with such height to be measured from the average grade around the perimeter of the foundation to the average ridge height.
- 26. Building architecture deviations and departures are approved as follows:
 - a. The residential and mixed-use building architecture is approved notwithstanding the requirements of Section 17.06.030.A.1 of the Municipal Code;
 - b. Architecture for the retail/restaurant buildings shall be submitted for review as a PUD Preliminary Plan under Section 17.04.410.F of the Municipal Code.
- 27. The use of the following exterior building materials is hereby permitted: masonry; precast; glass; cement fiber siding and trim; aluminum fascia; aluminum soffits; aluminum gutters; aluminum storefront; vinyl windows.
- 28. For any Mixed Use or Residential buildings that are connected together as depicted on the PUD Site Plan, in order to reduce the apparent mass and monotony of the buildings, the connection between the buildings shall 1) be set back from the adjacent front and rear elevations for a sufficient distance to provide a clear visual break in the wall plane of the building and 2) incorporate design elements that contrast from the design of the remainder of the elevation. Examples of contrasting elements include varying façade materials or patterns, fenestration, or rooflines.

Signs

- 29. Signage shall be permitted per Exhibit “H” and shall be reviewed as an Authorized Administrative Change.

Parking

30. A parking deviation is hereby approved so as to provide for the calculation of required parking spaces using the methodology and “Spaces Required” for each type of use as shown on Exhibit F attached hereto (with the parking spaces required though the use of Exhibit F being called the “PUD Parking Requirements”). At the time of each building permit application by the Developer, the City shall require that the Developer have (or to then put) in place only the parking spaces required to serve (i) the previously built buildings and (ii) those new buildings as to which the building permit pertains. Although the Approved Preliminary PUD Plans show that the project could provide as many as 1,426 parking spaces (on and below grade), the Developer shall only be required to provide the number of parking spaces equal to that number produced by calculation made pursuant to the methodology contained in Exhibit “F”, and then only incrementally as necessary to serve the project as the PUD project is being incrementally constructed. Notwithstanding the foregoing, the City may hereafter allow (as an Authorized Administrative Change) an increase in the “Reduction for Shared Parking” showing on Exhibit “F” (with a corresponding reduction in the PUD Parking Requirements) if the Developer can establish to the reasonable satisfaction of the City’s administration that less on-site parking is necessary due to any of the following: (i) ride sharing arrangements; (ii) the advent and common use of driverless cars; (iii) additional public transportation being provided in the area; (iv) demonstration by the Developer that historic parking requirements within the Prairie Centre Project have been less than projected; and / or (v) other factors not previously considered and deemed persuasive by the City’s administration.

Other Approvals and Agreements

- A. The submission by the Owner or the Developer or its / their successors of any one or more of the buildings constructed pursuant to this Ordinance, including any portion or all of the Subject Property, to the provisions of the Illinois Condominium Property Act, shall not in any way be prohibited, or be deemed to be an actionable zoning change of any sort.
- B. There shall be no roadway impact fee imposed or collected by the City as to this Prairie Centre PUD project.
- C. The Developer shall construct/complete the following off-site road improvements prior to, or concurrently with, the development phase that exceeds 50% of the project build out. For purposes of this section, 50% build out shall be based upon the total building square footage constructed as a portion of the total building square footage shown on the PUD Site Plan.
- a. Modification of the traffic signal at Illinois Route 38 and the West Mall Entrance to add northbound and southbound left turn phases, subject to the approval of the Illinois Department of Transportation.
 - b. Other improvements to Illinois Route 38 as required by the Illinois Department of Transportation.
 - c. Following completion of all traffic signal modifications at Illinois Route 38 and the West Mall entrance, in cooperation with the Kane County Department of Transportation, a traffic signal

re-optimization study shall be conducted for the interconnected system serving the following intersections: Randall/Oak, Randall/Prairie, Randall/Rt. 38, Randall/Bricher, Rt. 38/West Mall Entrance, and Rt. 38/14th Street/Bricher.

- D. There shall be no off-site storm water improvements required by the City as to the Prairie Centre PUD project. The expansion of the 14th Street storm water detention basin, as depicted in the PUD Preliminary Plans, is considered part of the project and not an off-site improvement.
- E. There shall be no requirement by the City that the Developer replace or install off-site water mains.
- F. There shall be no requirement by the City that the Developer make off-site electrical improvements.
- G. The Developer shall be entitled to tie into the City's existing sanitary sewer mains and existing water mains as shown on the Supplemental PUD Plans. The Developer shall pay the City's customary sanitary sewer and water connection fees, subject to a fair and equitable credit in favor of the Developer for buildings that had been previously located in the Subject Property and connected to the City's sanitary sewer and water systems, but later demolished (and the prior connection / impact fees paid with respect thereto). This fee is calculated based on a flow provided by the City of St. Charles of .11 CFS (cubic feet per second). For the absence of doubt, the Developer shall be entitled to a fair and equitable credit against all City sewer and water connection and impact fees for all prior connection and impact fees paid with respect to prior development that had occurred on this site, with the amount of such credit to be Two Hundred Ninety-five Thousand Dollars (\$295,000.00). This credit shall be applied to the sanitary sewer and water connection fees due at the time of building permit.
- H. The Developer shall contribute its equitable share (as hereafter defined) of the actual cost incurred by the City to implement a single expansion in the capacity of the downstream sanitary sewer main ("**Downstream Sewer Improvements**"). The Developer's "**equitable share**" shall be as specified below.
 - a. With respect to the improvements previously completed by the City generally along Gray Street, the Developer shall pay its Equitable Share, said sum being Eighteen Thousand Five Hundred Thirty-Four Dollars (\$18,534.00), upon the date of the issuance of the first building permit in the Prairie Centre Project.
 - b. With respect to the future improvements identified in the WBK Sanitary Sewer Evaluation dated August 28, 2016, generally along Elm Street, Roosevelt Street and IL Route 31, the Developer shall pay its Equitable Share, said sum being Twenty-Seven Thousand Four Hundred Seven Dollars (\$27,407.00), in two (2) equal installments of Thirteen Thousand Seven Hundred Three and 50/100 Dollars (\$13,703.50) upon the following: (A) the issuance of the first building permit in the Prairie Centre Project; and (B) December 31, 2022.
 - c. The dollar amount to be contributed by the Developer for Downstream Sewer Improvements pursuant to this paragraph is herein called the "**Developer's Downstream Sewer Main Contribution**", and is subject to the provisions below regarding the possible City TIF Reimbursement for Sanitary Sewer.

- I. The Subject Property is in the City's St. Charles Mall redevelopment project area (hereafter, the "**St. Charles Mall TIF District**") created by the City in 2000 pursuant to the Illinois Tax Increment Allocation Redevelopment Act (the "**TIF Act**"). In 2002 the City issued bonds to fund the demolition of the then-existing buildings on the Subject Property (the "**St. Charles Mall TIF Bonds**"). The City hereby agrees that all incremental tax revenues received by the City from and over the remaining life of the St. Charles Mall TIF District, as same may be extended (hereafter "St. Charles Mall TIF Increment") shall be used and applied by the City in the following order:
- (i) First, to pay the amounts, if any, due to any library district and / or to any school district as required by the TIF Act;
 - (ii) Next, to repay amounts that the City has had to advance (loan) for prior shortfalls of incremental revenue and debt service payments;
 - (iii) Next, to retire the St. Charles Mall TIF Bonds as they come due; and
 - (iv) To reimburse the Developer fifty (50%) of the aggregate of (i) the Developer's Downstream Sewer Main Contribution otherwise required to be paid by the Developer under Section H above and (ii) the design, permitting and constructions costs incurred by the Developer as to any other off-site sanitary sewer improvements made to serve the Prairie Centre PUD (with such reimbursement being herein called the "**TIF Reimbursement for Sanitary Sewer**"). The Developer shall not be entitled to receive any repayments under this subsection (iv) until the priorities in subsections (i), (ii) and (iii) above have first been satisfied; provided, however, if, based on reasonable projections of future TIF revenues, the City concludes in its reasonable judgment, that there will be generated TIF revenues in excess of the amounts required to be first used to satisfy the requirements of subsections (i), (ii) and (iii) above ("**Available TIF Increment**"), then the City shall next apply such Available TIF Increment to annually reimburse the Developer under this clause (iv).
- J. The Developer shall be entitled to tie into the City's existing electricity and transformer system. The Developer shall pay the City's customary electricity and transformer system connection fee, subject to a credit in favor of the Developer for electrical equipment components existing on the subject property. This connection fee credit shall be in the amount of Fifty-One Thousand Five Hundred Twenty-Six Dollars (\$51,526) as calculated per Section 13.08.062 of the Municipal Code entitled "Existing transformer upgrade."
- K. The City shall not require the Developer to make any other off-site improvements not otherwise shown on the approved Supplemental PUD Plans.
- L. All easements previously held by the City upon the Subject Property shall be promptly released by the City at the Developer's request, to be replaced only with those easements in favor of the City as shown in or contemplated by the approved Supplemental PUD Plans.
- M. The Developer shall demolish the former Colonial Ice Cream building (having an address of 2036 Lincoln Highway / IL Rt. 38, St. Charles, IL), at the time of construction of the first phase of the development, along with any and all buildings and other structures located on the Subject Property at the time of adoption of this Ordinance, subject to the issuance of demolition permit from the City. Notwithstanding the foregoing, the Developer may preserve and re-purpose the former Burger King building (having an address of 2076 Lincoln Highway / IL Rt. 38, St. Charles, IL) provided the Developer does so within twenty-four (24) months from the date of adoption of this Ordinance, and

otherwise, the Developer shall thereafter, upon demand by the City, demolish same.

- N. There being no public funds involved in the Prairie Centre PUD project, the City acknowledges and agrees that the Illinois Prevailing Wage Act is not applicable to this project. Without limiting the generality of the preceding sentence, the Developer shall not be required to provide payroll reports.
- O. The City agrees that it shall promptly review all plans and permit applications submitted to the City by the Developer and shall not unreasonably withhold, condition or delay its review and approval of same.
- P. The entitlements and obligations created by this Ordinance shall run with the Subject Property and, as such, shall be binding upon the Owner and the Developer and their respective successors.
- Q. Prior to the complete build out of the project, and as a courtesy to the City, the Developer shall endeavor to provide notice to the City of any sale or transfer of any portion of the Subject Property (other than an Exempt Transfer, as hereafter defined); it being understood, however, that the failure by the Developer to give such notice shall not be deemed to be a breach or default by the Developer hereunder). Any such notice given to the City shall be via U.S. Certified or Registered Mail to:

City of St. Charles
Attn: City Administrator
Two East Main Street
St. Charles, Illinois 60174
Attention: City Administrator
Fax No. (630) 377-4440
email: cao@stcharlesil.gov

As used herein, the term "Exempt Transfer" shall include any sale or transfer of any portion of the Subject Property to (i) the current members of the Owner (Towne Centre Equities, L.L.C.), (ii) to any trust or other entity owned or controlled by one or more of such members, (iii) to any affiliate of Towne Centre Equities, L.L.C.; (iv) to the Developer or the Developer's affiliate(s); or (v) to any trust or other entity owned or controlled by Kent Shodeen or any member of his family.

Exhibit “F”**Parking Calculations**

| <u>Required Parking*</u> | | | | | | |
|----------------------------------|---------------|-------------|----------------------------|------------|-------------|----------------------------|
| <u>Use</u> | <u>Qty*</u> | <u>Unit</u> | <u>Spaces Required</u> | <u>per</u> | <u>unit</u> | <u>Line Total Required</u> |
| Residential 1 Bedroom | 280 | Unit | 1.2 | | Unit | 336.00 |
| Residential 2 Bedroom | 315 | Unit | 1.7 | | Unit | 535.50 |
| Senior Independent Living | <u>75</u> | Unit | 0.25 | | Unit | 18.75 |
| Sub-Total | 670 | Units | | | | |
| Personal services (salon) | 20,000 | GSF | 3 | 1000 | GSF | 60.00 |
| Health and fitness | 5,000 | GSF | 5 | 1000 | GSF | 25.00 |
| Retail, indoor recreation, amuse | 52,000 | GSF | 4 | 1000 | GSF | 208.00 |
| Medical, dental, office | 6,000 | GSF | 4 | 1000 | GSF | 24.00 |
| Coffee or Tea Room | 6,000 | GSF | 5 | 1000 | GSF | 30.00 |
| Restaurant, Tavern/bar | <u>33,150</u> | GSF | 10 | 1000 | GSF | <u>331.5</u> |
| Sub-Total | 120,318 | GSF | | | | 1568.75 |
| 15% Reduction for Shared Parking | | | | | | <u>-235.31</u> |
| Required Parking | | | | | | <u>1333</u> |
| *Use actual quantities | | | | | | |

Exhibit “G”
Affordable Housing Agreement

Affordable Housing Agreement

This Agreement, dated as of this ____ day of _____, 2017, between Shodeen Group, L.L.C., a Delaware limited liability company (“**Applicant**”), Towne Centre Equities, L.L.C., a Delaware limited liability company (“**Owner**”), and the City of St. Charles, Illinois, an Illinois municipal corporation (“**City**”).

DEFINITIONS

- A. “**Inclusionary Housing Ordinance**” shall mean the City’s ordinance bearing said name and contained in Title 19 of the City’s Municipal Code.
- B. “**Project**” means the Prairie Centre Project, as approved by the City under the Specified Zoning Ordinance.
- C. “**Specified Zoning Ordinance**” means the City’s ordinance number 2017-_____, pertaining to the Project.

RECITALS

WHEREAS, the Owner and Applicant petitioned the City for its approval of the Project; and

WHEREAS, in addition to the City’s Plan Commission holding public hearings as to the Project, the City’s Housing Commission did receive and consider at a public meeting the Applicant’s Inclusionary Housing Worksheet submitted by the Applicant pursuant to the City’s Inclusionary Housing Ordinance, Chapter 19.02; and

WHEREAS, the City Council of the City of St. Charles has received the recommendations of the Housing Commission, and has considered the same;

NOW, THEREFORE, as part of the City’s approval of the Specified Zoning Ordinance, and as a condition thereof, it is agreed as follows:

AGREEMENT

Pursuant to Section 6f of the Specified Zoning Ordinance, and to the requirements of the Inclusionary Housing Ordinance, the City and the Applicant do hereby agree as follows. Capitalized terms used but not otherwise defined herein shall have the meanings as set forth in the Inclusionary Housing Ordinance.

1. For a period of three (3) years from and after the date of passage of the Specified Zoning Ordinance (the “**3-Year Period**”), the Developer shall reserve buildings C3 and B2 on the PUD Site Plan for use only as a so-called “senior affordable” project (“**Senior Affordable Project**”) containing not less than the lesser of (i) minimum number of Affordable Units required to comply with the requirements of the City’s Inclusionary Housing Ordinance as in effect as of the expiration of the 3-Year Period or (ii) ten percent (10%) of the non-“affordable” residential units constructed by the Developer. For the absence of doubt, recognizing that a Senior Affordable Project requires special financing often involving publicly awarded tax credits, and that the Developer does not normally engage in such projects, the Developer shall not be expected to itself develop and construct such a Senior Affordable Project, but may instead use good faith efforts to find a third-party developer for same. In the event that, as of the

expiration of the 3-Year Period, the Developer has been unable to cause a third party to commit to develop the Senior Affordable Project at the aforesaid location, then the Developer shall be allowed, at its election, to pay to the City a fee in-lieu of on-site Affordable Units at the lesser of (i) the current fee in-lieu rate in effect as of the date of adoption of this Ordinance (being of five thousand dollars (\$5,000.00) per Affordable Unit) or (ii) the then-current fee in-lieu rate.

2. As a variation to the requirements of Section 19.02.100 of the Inclusionary Housing Ordinance, if Affordable Units are constructed on the Subject Property, those Affordable Units (A) may, at the election of the Applicant, be grouped together in one or more buildings if used for affordable senior housing and otherwise (B) shall dispersed within multiple buildings within the Project.
3. As provided in Section 19.02.100 of the Inclusionary Housing Ordinance, the construction of the Affordable Units may be constructed in phases concurrently with the phased construction of the market-rate Units within the Project, with the phasing of the Affordable Units to be as follows:

| Percentage of Market-Rate Units Constructed | Required Percentage of Affordable Unit to be Constructed |
|--|---|
| Up to 50% | At least 30% |
| Up to 75% | At least 60% |
| Up to 100% | 100% |

4. As provided in Section 19.02.110 of the Inclusionary Housing Ordinance, with respect to the pricing of Affordable Units, it is agreed that such Affordable Units may be offered either “for sale” or “for lease”, and will be priced for sale or lease in accordance with Section 19.02.110.
5. As provided in Section 19.02.120 of the Inclusionary Housing Ordinance, the Affordable Units shall only be sold or leased by the Applicant to, and occupied by Eligible Households.
6. It is further agreed that:
 - (a) Notwithstanding the provision of Section 19.02.130(3) of the Inclusionary Housing Ordinance, no marketing plan separate and distinct from the marketing plan to be used by the Applicant for the market-rate units within the Project shall be required;
 - (b) Notwithstanding the foregoing, a fee-in-lieu of providing Affordable Units, as otherwise contemplated by Section 19.02.060(3) of the Inclusionary Housing Ordinance, has also been requested by the Applicant and is hereby approved on the conditions set forth in the Specified Zoning Ordinance and in Section 1 of this Agreement; and
 - (c) No “alternative affordable housing plan”, as otherwise contemplated by Section 19.02.130(5) of the Inclusionary Housing Ordinance, has been requested by the Applicant and none is being hereby approved.
7. This Agreement, and the rights and obligations of the parties hereto, shall be binding upon the parties and their respective grantees, successors and assigns.

Dated this ____ day of _____, 2017

SHODEEN GROUP, L.L.C.

CITY OF ST. CHARLES

By: _____
David A. Patzelt, Senior Vice President

By: _____
Raymond P. Rogina, Mayor

Attest:

City Clerk

Exhibit “H”
Sign Requirements

| Type | Number/Location | Setback from ROW | Maximum Area | Maximum Height | Other requirements |
|--|--|-------------------------|--|--|--|
| Development Identification Sign | Two at central entrance from Rt. 38 One at each other entrance from a public street One at each public street entrance, (2 signs on Prairie St., 4 on Rt. 38) | 5 ft. | Area 75 sf | 8 ft. | Monument sign only, cannot be internally lit, must display development name and/or logo only |
| Shopping Center Signs | Two permitted along Rt. 38 | 10 ft. | 1 st sign: 225 sf 2 nd sign: 100 sf | 1 st sign: 30 ft. 2 nd sign: 15 ft. | |
| Freestanding Signs for Retail/ Restaurant Buildings | One per building | 10 ft. | 50 sf. | 8 ft. | Monument sign only |
| Wall Signs | Mixed Use buildings: One per business on each wall/frontage of the business Retail/Restaurant Buildings: -For single tenant buildings, 1 per wall -For multi-tenant buildings, 1 per business on each wall/frontage of the business | | 1.5 sf times the linear width of the wall | | |
| Awnings/ Canopies | 1 per business on each wall/frontage of the business | | Lettering = 1 sf per linear ft. frontage of awning/canopy | | Awnings shall be made of cloth. Backlit awnings are prohibited. |
| Projecting Signs | 1 per business | | 18 sf | | Maximum 4 ft. projection from wall |
| Banners on freestanding poles | Permitted on all light poles | 5 ft. | 18 sf | | |

**Community & Economic Development
Development Engineering Division**

Phone: (630) 443-3677

Fax: (630) 377-4062



Memo

Date: February 20, 2017

To: Russell Colby

From: Chris Bong, P.E.

RE: Prairie Centre DE Preliminary Review 2-20-17

I have reviewed the documents listed below on a **preliminary engineering basis** for conformance with the City of St. Charles Ordinances, Kane County Stormwater Ordinances and general engineering and construction practices:

- Preliminary Stormwater Management Report prepared by ESM Civil Solutions, LLC dated February 16, 2017 and received February 16, 2017.
- Preliminary Engineering Plans prepared by ESM Civil Solutions, LLC dated January 16, 2017 and received February 16, 2017.
- Disposition of Previous Comments prepared by ESM Civil Solutions, LLC dated February 15, 2017 and received February 17, 2017.

I have combined the Public Works and Development Engineering comments into a unified letter and I have also separated the items that will be required for preliminary approval and what can wait to be resolved at final engineering.

The following comments will need to be resolved before preliminary engineering approval:

Comments for Preliminary Engineering

Utility Design

1. **(Previous Comment)** The watermain to the south and east of Residential F1 has only 10' and 5' clearance respectively from the building, which is less than the required 20'. Adjust the watermain or building accordingly.
Additional DE Comment: *The watermain routing near Residential F1 and C1, while technically feasible, is still not ideal and doesn't follow the engineering manual separation requirements. One option, however not the best option, may be dead-ending the watermain at the east-end of Linear Park. Another possibility is following the attached Public Works*

suggested layout. Also, the City has hired CMT to perform a watermain condition evaluation which is ongoing. First phase results show the watermain directly east of F1 is actually only 8" and is showing signs of deterioration. At a minimum, it is recommended that watermain be removed and replaced with a larger pipe and also shifted further to the east away from building F1.

2. **(Previous Comment)** Plans show the design improvements extending to an existing sanitary manhole at the northwest corner of 14th Street and Lincoln Highway. The improvements include upsizing the existing public main from 8" to 12" but the limits do not extend far enough to include replacing 40 feet of 8" main before transitioning to the existing 12" main, creating a "bottleneck". Show on the plans the upsizing of the 40' of 8" main to 12".
Additional DE Comment: *We acknowledge the calculation submitted supporting the 8" diameter pipe; however, we find more detail is needed to verify the values represented. Specifically, we are concerned that the slope of the pipes in that run appear to be less than the minimum requirement of 0.4%. Also, additional considerations for adjacent land use changes and pipe conditions need to be considered. Considering these unknowns, a conservative approach of a pipe larger than 8", preferably 12", is desired.*
3. The watermain between buildings C1 and F1 doesn't have the 20' separation from watermain to the buildings, for a total of 40'. **Additional DE Comment:** *See comment 1 above.*
4. It's understood that you have run a vehicle turning analysis for a Pierce fire truck. As a double-check, you will want to run the vehicle turning analysis for the Public Works Vactor truck. It has a slightly larger wheelbase and turning radius. See attached data sheet. **Additional DE Comment bumped up from Final Engineering to Preliminary:** *Verify that the proper vehicle wheelbase has been used. It's not clear with the information provided on Vehicle Turn Template 2 if the turning movements provided are utilizing the appropriate vehicles from both the Fire Department and the Public Works Department. See attached.*

Stormwater

5. *Preliminary stormwater is approved.*

Comments for Final Engineering

Overall Site Plan

1. At this point it is understood that the construction phasing hasn't been determined, however, it is still important to understand how the critical improvements will be identified for construction. The final engineering plans will need to be generated for the entire site and necessary engineering requirements will need to be met at each phase.

2. There is a lot of offsite work proposed on private property, behind Binny's, etc. Shodeen will need to acquire access rights at those locations if none currently exist.
3. Consider providing a match-line and key-map/legend to aid in navigating through the plan set.

Existing Conditions/Demo Plan

4. Final plans need to show all existing utilities. It doesn't appear that all are currently shown.
5. All unused mains and services will need to be shown as removed on the plans.

Grading

6. Detention Pond grading
 - a. Provide information regarding the elevation of the contours around the detention pond for clarification and evaluation of items shown in this area.
 - b. It appears that the proposed Covered Shelter is within the detention pond, which will need to be relocated outside of the detention pond.
 - c. What is the intent of the pier? It appears with the information provided it is located outside of the normal water elevation, but within the high water elevation.
7. Clarify the proposed grades between Residential F2 and Residential E. This area is proposed as an overflow route and it is not clear if there is a berm in this area that may block the overflow route.
8. Clarify the proposed grades between Residential F2 and Residential E. This area is proposed as an overflow route and it is not clear if there is a berm in this area that may block the overflow route.
9. The overflow route located at the south end of Residential F1 needs to be reviewed/revised to meet the grades in the area. Also consider moving the overflow route farther away from the building.
10. Please identify on the plan sheets the locations of the roadways called out on the detail sheets.
11. There are several locations where the curb pitch is not called out correctly. Please review and revise as appropriate.
12. Prairie Street pavement widening materials need to be defined and should meet City private pavement thickness requirements.
13. There is a section specifically for Leed Street and Towne Center Boulevard which is called out as a Public Road. All roadways within this development should be designated as private.
14. Provide a detail for the main north south roadway where there appears to be a different pavement cross section. It may not be different and may just be the delineation of the concrete banding for the cross walks, so please verify.

Watermain-General Comments

15. The existing water system is nearing 40 years old, has a history of watermain breaks and we believe is in corrosive soils. The City has hired an engineering firm to perform an exploratory investigation of the watermain and appurtenances. The investigation is currently underway and will evaluate the feasibility of possible reuse of existing water systems. This analysis may result in changes to the final watermain layout.
16. Add a note to all utilities designating if they are PRIVATE or PUBLIC. It is anticipated that all of the watermain and sanitary sewer, excluding services, will be PUBLIC.
17. Show all water and sewer conflicts and crossings with top of pipe/bottom of pipe elevations. The design needs to be per IEPA regulations.
18. All proposed watermain should utilize dual 45 degree bends instead of 90 degrees to reduce friction losses.
19. Water modeling will need to be updated for the site once final pipe layout is confirmed. If watermain sizing is found to be inadequate, upsize of watermain will be required.

Watermain-Layout

20. Reconfigure the watermain between Residential B2 and F1 to eliminate the “extra” 90 degree bend.
21. On any new construction any 90 degree water main bend should be softened with multiple 45 degree bends.
22. Add a valve near Residential F1 to allow for testing and chlorination.
23. Utility Design 5: Add existing watermain and site conditions to plan set. Please add the locations of newly installed CVS underground and building to the plan sets.
24. Between buildings Mixed Use D2 and Residential D1 show a watermain cross instead of a tee.
25. Sheet 4 (Existing Conditions 2,4) Existing Water Main size on this page is not correct. Watermain on the east and southeast corner of site are 8” not 10” labeled on plan set and GIS. Offsite water main on the Northeast corner of site is a 10” not 12” as noted on plan set.
26. Relocate the water main between Residential B3 and F2 to the east side of the road. Aligning the water main that runs to the south and connecting with a cross near the round-a-bout.
27. Sheet 13 (Utility Design 2) Retail / Restaurant A, has a new watermain service and an existing service. Details need to be added to address the existing service lines.
28. Sheet 13 (Utility Design 2) Between buildings Residential B1 and Mixed Use D1 address the multiple storm, sanitary and water main conflicts in the middle of the road. Proper utility spacing needs to occur.

29. Sheet 13 (Utility Design 2) Existing Hydrant numbers 6.1042 & 6.1040 locations need to be addressed. Current plans show the hydrants in parking areas.
30. Sheet 13 (Utility Design 2) Jewel domestic and fire water service needs to be shown on plan set.

Watermain-Valves

31. All valve and hydrant spacing needs to be meet the City Engineering Design Manual. Valve spacing no greater than 600'.
32. All Existing hydrants and valves need to be properly noted on plan set.
33. The watermain connections for this site should be planned so pressure connections won't be necessary. All connections need to be a cut-in tee or cross.
34. Add a valve between buildings Mixed Use B2 & B3 and D2 & D3 to reduce the number of customers affected by a shutoff.
35. Show details on the following- hydrant, service connections, water main separation conflicts, valve, removal of any existing conditions, abandonment of existing water lines and cut-in connections.
36. Sheet 13 (Utility Design 2) Between buildings Mixed Use D1 and Mixed Use D2, at the watermain cross a valve needs to be added to the west lead.
37. Some of the existing water main will be removed per plan set. But no details are provided on how this work will be completed.
38. A valve needs to be added on the west side of the property near Residential F1; this is required for new construction procedures and testing and chlorination.
39. Sheet 15 (Utility Design 4) An additional main-line valve needs to be added to the proposed 10" water main to reduce the number of customers affected by localized shutdowns.

Watermain-Fire Hydrants

40. Fire Hydrant must be placed at a maximum of 400 foot intervals, and may not be less than five feet from the back of curb. No buildable area shall be farther than 300' from a fire hydrant, and a minimum of one hydrant shall be located at each intersection. For larger projects hydrants shall be proposed at the high points for air release. All Hydrant locations will be coordinated with the City of St Charles Fire Department and Public Works.
41. Existing fire hydrant numbers 5.1031, 6.1042 & 6.1040 are currently shown in parking areas. Adjust locations accordingly.
42. The fire hydrant near Linear Park is shown directly above a storm sewer. Shift the utilities to provide proper spacing.

Watermain-Services

43. Show one combined domestic/fire service into each building.

44. The Jewel domestic and fire water service needs to be shown on the plan set.
45. Service connections for Residential F1 appear to be in conflict with service connections for existing hydrant lead to the west. Adjust accordingly.
46. The service line for the existing restaurant near the main entry way is shown with a proposed building on top of it. Please provide details on removal.

Storm Sewer

47. Sheet 15 (Utility Design 4) Relocate the storm sewer that is currently shown under Residential Building E.

Sanitary

48. Flip the location of the sanitary sewer south of ResC3&ResB2 to the north of the buildings so it's away from the detention pond. See attached Public Works suggested utility routing sketch.
49. Show all commercial services connecting to the public sewer at a manhole. Provide an inspection manhole within 10 feet of the building.
50. The location of the sanitary manhole within the traffic circle will make maintenance challenging. Explore alternative locations at final engineering.
51. Access to the sanitary manhole shown in the linear parking area north of building R- D3 will not be possible if the parking space is occupied. Explore alternative locations at final engineering.
52. Rework the sanitary sewer layout around Retail/ Rest C1 by reducing the number of 90 degree bends to improve hydraulic performance. Should the sewer flip to the east side of the building?
53. The existing sanitary manhole in which Binny's connects will likely need to be replaced. The existing flow will be reversed which may require bench and flow line modifications. Also, it is unclear if the existing west invert is to be reused and realigned for the proposed RD-2 invert or simply abandoned with a new core inches away.
54. Add a structure to the point where the sanitary is proposed to be connected to the existing system between Residential 1 and MUD1.
55. Increase the setback of the public sanitary main on the east side of building RB2. Plans currently show the proposed main running under the corner of the building.
56. Designate the proposed sanitary main serving the recently confirmed service for Jewel/Osco as private.
57. Relocate the sanitary manhole at retail/rest D to comply with the minimum 10ft horizontal separation from all water appurtenances.
58. Locations for existing sanitary services for 1970 and 1910 Lincoln Highway are incorrect. Live connections exist on the section of main to be abandoned that is not otherwise accounted for.

Geometric Design

59. At final engineering, the road crosswalks will need to be analyzed. We want to avoid mid-block crossings where possible. Also, consider revising alignments of cross walk to be more perpendicular to the roadway. This will allow for the stop bar to be moved up closer to Prairie Street providing better site lines for both vehicles and pedestrians. Example location that should be included for revision is the west entrance along Prairie Street, but there are other locations that could benefit as well.
60. The sidewalk layout will need to be reviewed in more detail at final engineering to provide connectivity to the adjacent properties.
61. The radius at the main entrance locations and other roadway locations do not meet City 25' minimum requirements. Please update to increase the radius as appropriate. One example location east entrance along Prairie Street shows radii of 15'. There are additional locations throughout the site that may need to be considered for an increased radius.
62. Provide additional information relating to the site lines at the intersections where the proposed entrance monuments are located. Show a 20'x20' visibility triangle on grading and landscaping plan.
63. Show more detail of the pavement treatments at the intersections.

Electric

64. Revise the location of the light poles that are shown within the proposed pavement.
65. All previous Electric Notes and Comments from earlier revisions to these Engineering Plans will still apply going forward.
66. Please include all the existing Electric facilities on the **Existing Conditions** drawings to identify any conflicts. Please include the proposed Electric Layout on the **Utility Design** drawings to identify any conflicts with other utilities. The Electric Layout can be seen on the attached document.
67. The Electric Layout shows several fused "loops" feeding transformers serving each individual building but where appropriate the City will allow transformers to be shared between buildings providing their requirements are the same.
68. The customer will be responsible for installing infrastructure outside the scope of this project to maintain the "looped" configuration that exists to the Jewel at 2073 Prairie St. and the Fifth Third Bank at 700 S. Randall Road.
69. For multi-tenant buildings (residential and commercial), electric circuits or services from one space feeding through to another space is not allowed. When subdividing of the space into units, arrangements should be made for getting pipe under the slab floor to each of the tenant spaces. The customer should review "house circuits" that may go throughout the building and

provide for runs under the slab or within common areas. This is especially important for multiple story buildings.

70. Please note on building plans – private streetlighting conduit and cable are not allowed within the primary or secondary trench. Furthermore, private streetlighting routing should maintain a five foot clearance to the primary mainline or secondary service mains to avoid future utility locating confusion. Additionally, private streetlighting should be metered separately from the commercial and residential metering.
71. See attached Electric Utility Standard Comments.

The applicant's design professionals are responsible for performing and checking all design computations, dimensions, details and specifications in accordance with all applicable codes and regulations, and obtaining all permits necessary to complete this work. In no way does this review relieve the applicant's design professionals of the duties to comply with the law and any applicable codes and regulations, nor does it relieve the Contractors in any way from their sole responsibility for the quality and workmanship of the work and for strict compliance with the permitted plans and specifications.