

	PLAN COMMISSION AGENDA ITEM EXECUTIVE SUMMARY			
	Project Title/ Address:	Charlestowne Mall PUD Redevelopment		
	City Staff:	Russell Colby, Planning Division Manager		
Please check appropriate box (x)				
	PUBLIC HEARING 10/8/13	<input checked="" type="checkbox"/>	MEETING	
APPLICATIONS UNDER CONSIDERATION:				
Special Use (Amendment to Charlestowne Mall PUD Ordinance)				
ATTACHMENTS AND SUPPORTING DOCUMENTS				
Staff Analysis Memo (dated 10/4/13)		Special Use Application and attachments		
Traffic Trip Generation Study		Conceptual Site Plan and Site Improvement Plans		
Chapter 17.06 of the Zoning Ord. (Design Guidelines)		Existing Charlestowne Mall PUD & Amendments		
EXECUTIVE SUMMARY:				
<p>SC Main 3800, LLC, contract purchasers of the property, have requested to amend the Charlestowne Mall PUD ordinance to establish new standards to facilitate the redevelopment of the mall site as shown in their proposed site plan.</p> <p>The redevelopment concept includes removing the vacant former Sears anchor store, downsizing and relocating the food court, and reconfiguring the front entrances to the mall and movie theater with new retail and dining spaces to create a new "front" to the mall building. The building will remain an enclosed mall. Additional retail/commercial buildings are planned around the mall, including a number of new outlot building pads to be located along East Main Street (Illinois Route 64). No changes are proposed to the detention basins or landscaping along the north property line of the mall.</p> <p>At this time, the developer is requesting only to amend the Special Use for PUD Ordinance. The PUD ordinance will be amended to allow for the development shown on the site plan. The site plan will be used to demonstrate the design intent for future PUD Preliminary Plans to be submitted for review and approval.</p> <p>Information on the proposed PUD standards is detailed in the Staff Memorandum.</p>				
RECOMMENDATION / SUGGESTED ACTION (<i>briefly explain</i>):				
Conduct the public hearing and close if all testimony has been taken.				

Community Development
 Planning Division

Phone: (630) 377-4443
 Fax: (630) 377-4062



ST. CHARLES
 SINCE 1834

Staff Analysis Memo

TO: Chairman Todd Wallace
 And Members of the Plan Commission

FROM: Russell Colby
 Planning Division Manager

RE: Charlestowne Mall- Amendment to Special Use for Planned Unit Development

DATE: October 4, 2013

I. APPLICATION INFORMATION:

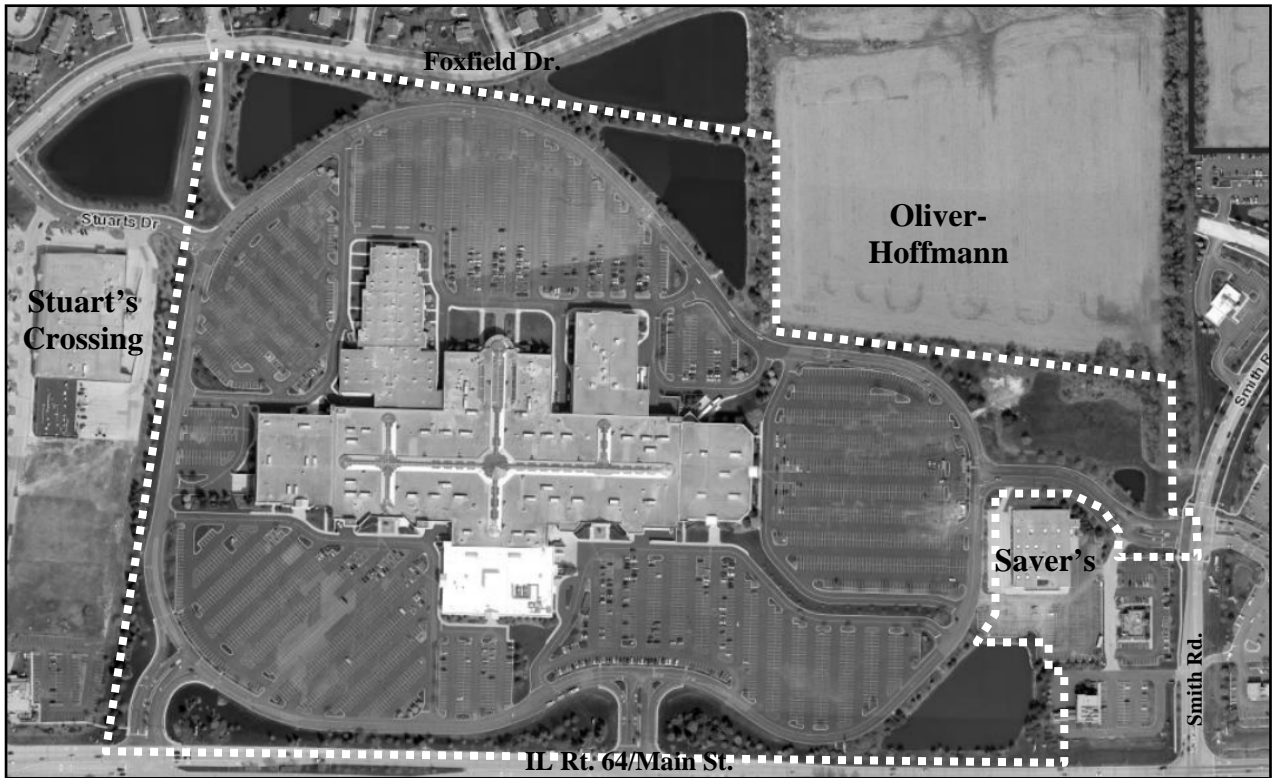
Project Name: Charlestowne Mall Redevelopment

Applicant: SC 3800 Main, LLC

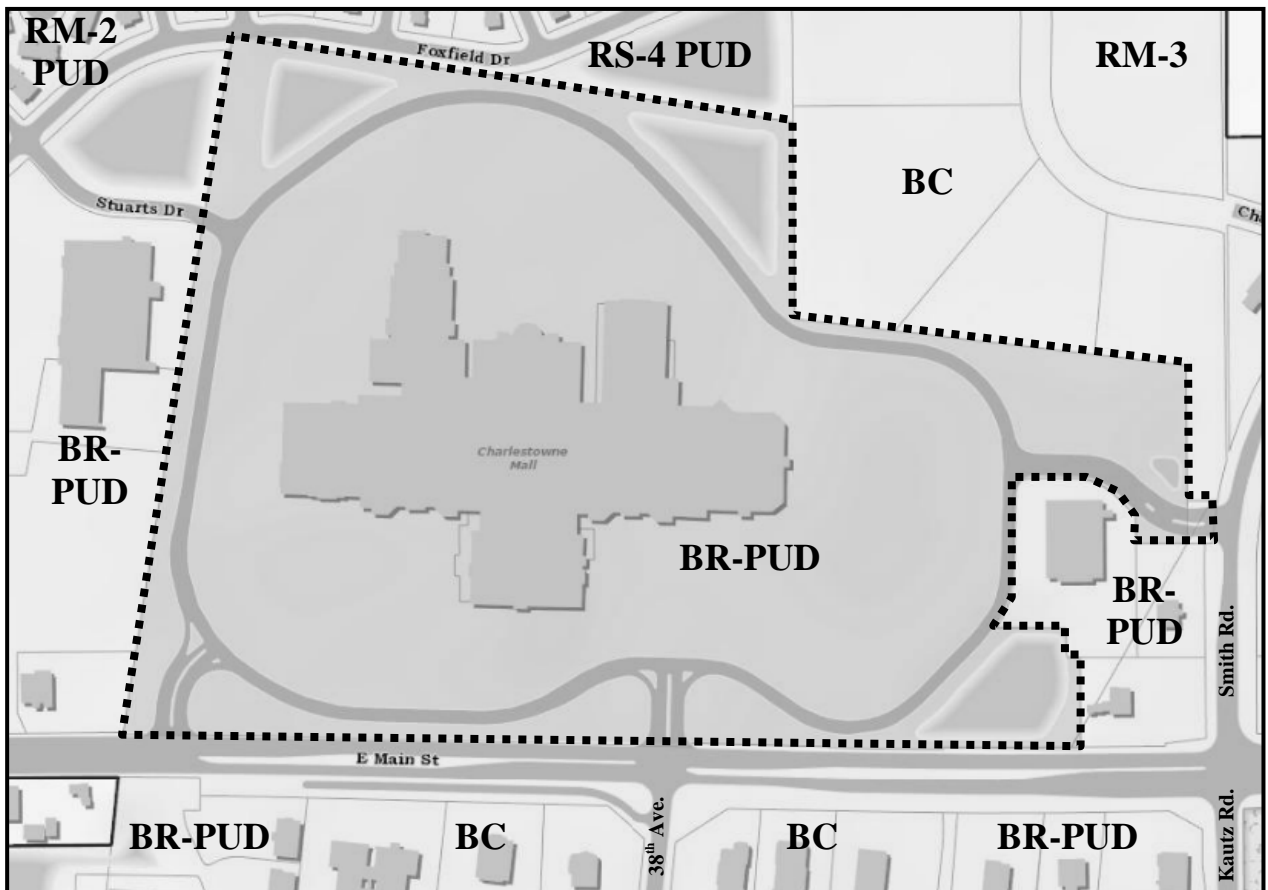
Purpose: Approve new PUD standards for the redevelopment of Charlestowne Mall

General Information:		
Site Information		
Location	3700-3850 E. Main St.	
Acres	82 acres	
Applications	Special Use Application (to amend existing PUD)	
Applicable Zoning Code Sections/ Ordinances	17.04.430 Changes in Planned Unit Development Table 17.14-2 Business and Mixed-Use Districts Bulk Regulations Ordinance 1988-Z-10 (Charlestowne Mall PUD) and subsequent amendments (1989-Z-8, 1991-Z-2, 1994-Z-8, 1995-Z-16)	
Existing Conditions		
Land Use	Enclosed shopping mall	
Zoning	BR – Regional Business (PUD)	
Zoning Summary		Current Land Uses
North	BC-Community Business (Oliver Hoffmann) RS-4 Residential PUD (Charlemagne Sub.)	Vacant/farmed Single Family Residential
East	BC-Community Business & BR Regional Business	Retail/Restaurant
South	BC-Community Business & BR Regional Business	Retail/Restaurant/Office
West	BR- Regional Business PUD (Stuart's Crossing)	Retail/Restaurant
Comprehensive Plan Designation		
Corridor/Regional Commercial		

Aerial Photo



Location and Surrounding Zoning



II. BACKGROUND:

The Charlestowne Mall PUD was approved by the City in 1988 and the mall opened in 1991. Additions were constructed in 1994 (Kohl's store) and 1995 (movie theater).

The existing PUD was established in 1988 based on the City's former Zoning Ordinance. The PUD set requirements for the mall property to be developed as a single structure located at the center of the property. The only separate building that was contemplated was the Saver's store (former Toy R Us), which is now a standalone property under separate ownership and is not part of this proposal.

To construct any additional buildings on the mall property, the PUD ordinance must at a minimum be amended to: 1) reduce the perimeter building setback requirements (currently 200 ft. from all perimeter property lines) and 2) remove a "building envelope" plan that limits all structures to the center of the property.

III. PROPOSAL:

SC Main 3800, LLC, contract purchasers of the property, have requested to amend the Charlestowne Mall PUD ordinance to establish new standards to facilitate the redevelopment of the mall site as shown in their proposed site plan.

The redevelopment concept includes removing the vacant former Sears anchor store, downsizing and relocating the food court, and reconfiguring the front entrances to the mall and movie theater with new retail and dining spaces to create a new "front" to the mall building. The building will remain an enclosed mall.

Additional retail/commercial buildings are planned around the mall, including a number of new outlot building pads to be located along East Main Street (Illinois Route 64).

No changes are proposed to the detention basins or landscaping along the north property line of the mall.

IV. ANALYSIS:

A. COMPREHENSIVE PLAN

The City recently adopted a new Comprehensive Plan that addresses the Charlestowne Mall site in detail. The site is located in the East Gateway Subarea Plan located in Chapter 8 of the document. The East Gateway area was subject to considerable discussion during the comprehensive planning process, including a visioning workshop designed specifically to gather input on how the mall site could be redeveloped. Feedback from that workshop was used to draft the Charlestowne Mall Framework Plan (p. 105) and Repositioning Alternatives (p. 106).

Additionally, the East Gateway Improvement Plan (p. 103) identifies other potential improvements to the mall site and the commercial area surrounding it, including: the need for a landscaping reduction along Main St.; the need for better pedestrian connections to commercial sites; and the need for cross access between commercial sites.

B. REVIEW AND APPROVAL PROCESS

At this time, the developer is requesting only to amend the Special Use for PUD Ordinance. The PUD ordinance will be amended to allow for the development shown on the site plan. The site plan will be used to demonstrate the design intent for future PUD Preliminary Plans to be submitted for review and approval.

PUD Preliminary Plan applications will need to be submitted for the overall site, and future applications can be submitted as each outbuilding is developed. PUD Preliminary Plans include preliminary engineering plans, building architectural elevations, and landscape plans. The review process for a Preliminary Plan includes a review and recommendation by Plan Commission and approval by City Council. During the review process, the Preliminary Plans are reviewed for conformance with the PUD ordinance and other applicable zoning requirements. No public hearing is required for a Preliminary Plan review where the plans are in conformance with the established PUD and other applicable zoning standards.

A future public hearing would be required to change any of the PUD requirements being established as a part of this current amendment or to establish a new Special Use on the property (such as a drive-through associated with a restaurant).

C. PUD STANDARDS

An attached table (Exhibit “A”) compares the PUD requirements currently applicable to the property, the current BR Regional Business zoning of the site, and what standards are requested as a part of the current proposal.

Staff has worked with the developer to compile the standards on this list. Staff’s intent is to create an entirely new PUD ordinance for the property that reflects the City’s current Zoning Ordinance standards and also accommodates their conceptual proposal.

The following is a summary of the significant requirements that will change based on the PUD proposal:

- **Permitted and Special Uses:** The BR use list located in Table 17.14-1 will replace the existing PUD use list that is based off of the City’s former Zoning Ordinance.
- **Setback requirements:**
 - The existing PUD requirement for a 200 ft. building and 40 ft. parking setback will remain along the north property line adjacent to the Charlemagne Subdivision, but under the new PUD the other perimeter property line setbacks will change to the current BR Regional Business district requirements.
 - The developer has requested a variance to reduce the parking setback along Main St. from 20 ft. to 15 ft.
- **Building Size:**
 - Height: Given the varied grade of the site, building height will be regulated based on the elevation of the property at the tallest portion of the building (currently the roof peak at the center court of the mall).
 - Square footage: The permitted maximum square footage of the PUD will not change. The maximum square footage permitted is 1,200,000 square feet of

Gross Floor Area or GFA (stores + internal hallway spaces) and 925,000 square feet of Gross Leasable Area or GLA (stores only). The current proposal contemplates around 800,000 square feet of GLA, which is lower than the maximum permitted.

- Parking Requirements:
 - The existing PUD parking requirement is 5 spaces per 1,000 square feet of gross leasable area (GLA), or the City’s Zoning Ordinance, whichever is less.
 - The Zoning Ordinance requires 4 spaces per 1,000 square feet of gross floor area (GFA) for a shopping center, but makes no distinction between an enclosed vs. unenclosed shopping center. Also, the Zoning Ordinance requires uses with higher parking requirements, such as a restaurants, to follow the higher requirement. Restaurants require 10 spaces per 1,000 square feet.
 - For the new PUD, the developer has proposed a parking requirement for 4 spaces per 1,000 square feet of Gross Leasable Area (based on the square footages of all leasable floor area of stores, restaurants and the theater).
 - The proposed parking standard takes into account practical considerations such as shared parking that will occur between different uses on the property at any given time (i.e. a single customer visiting multiple stores or visiting a restaurant and a store on the same trip; or customers attending the theater in the evening when the number of shoppers is less or the stores are closed).

- Freestanding Signs
 - The existing PUD restricts freestanding signage. Two pylon signs advertising only the mall name exist today, each with a face area of 140 square feet and a height of 25 ft. Additional sign face area is allowed for a theater readerboard sign, which is attached to the west pylon sign. An off-site sign for the Saver’s store is also located at the east edge of the mall property.
 - For the new PUD, the developer is proposing to replace the two shopping center signs with new signs that meet the City’s current standards for Shopping Centers (225 sf. of face area and 30 ft. tall). An additional sign would be permitted for the theater. Shorter, smaller monument signs would be permitted for the outlot buildings.

- Landscaping
 - The existing PUD has no specific landscaping requirements, other than that a plan be provided and approved by the City.
 - Under the new PUD, the current landscaping requirements located in Chapter 17.26 of the Zoning Ordinance will apply, with a few exceptions, to account for the site being a redevelopment site with existing constraints:
 - Building Foundation Landscaping will be flexible to allow for a “streetscape” design with tree grates and raised planter beds, and for the location of the landscaping to be shifted away from the building.
 - Public Street Frontage Landscaping along Main St. will be flexible to allow for a reduction in the number of trees, so that the site remains visible from Main St.
 - Interior Parking Lot Landscaping will be required; however the 10% internal landscaping standard will not apply. Instead, the requirements will specify that a landscape island of minimum size be provided at the end of each parking row, and be planted per the ordinance requirements.

- Building Design Guidelines
 - The existing PUD has no specific guidelines.
 - The new PUD will require compliance with the City’s current Design Guidelines located in Chapter 17.06 of the Zoning Ordinance (see attached).
 - The developer has requested an exception to the 10% per façade limitation on EIFS. The restriction that EIFS not be used within the lower 10 ft. of the building will apply.

- Subdivision
 - The existing PUD allows up to 9 lots to be created, provided each lot has easements provided for access to the ring road and utilities. Lots have been created for the Kohl’s and Von Maur parcels, which are under separate ownership.
 - The new PUD will continue to allow for the subdivision of lots for the anchor stores and proposed out buildings.
 - The property will be considered a single lot for zoning purposes, regardless of subdivision. Parking will be counted cumulatively across the property and will not be required to be located on the same lot as the building.

D. ENGINEERING

The developer has provided conceptual site engineering plans. These plans will not be approved at this stage of the review process. Rather, the plans are provided to demonstrate that improvements to the site can be made to accommodate the development shown on the site plan.

Site Engineering

City staff has reviewed the conceptual engineering plans and the following summarizes the significant comments:

- Options to simplify the utility layout should be considered.
- Demolition of existing utilities and installation of proposed utilities will need to be closely coordinated to insure system reliability and minimum utility service requirements for the remaining stores and the surrounding area are met during the construction phases.
- The overall impact on the sanitary sewer system should be considered in relation to the existing and/or approved development.
- Consideration should be given to whether certain outlots will be under separate ownership, as this affects which portions of the utility system need to be publicly owned.
- Stormwater basins may need to be modified to increase capacity and any historical flooding issues and the routing of overland drainage routes should be considered when modifications planned.

Site Circulation

The overall circulation plan of the mall site, with a ring road connecting to all site entrances, is not proposed to change. Only some minor reconfiguration of parking lots and grading will occur.

The City obtained an analysis from Hampton, Lenzini & Renwick (HLR) to compare the proposed traffic generation against the traffic generation of the mall as it was approved in 1995 (the last time the buildings were expanded). The analysis shows the overall traffic generation is

very similar. Also, the analysis notes that past and ongoing improvements to Rt. 64 and some surrounding streets have expanded the capacity of the intersections around the mall compared to what existed in 1995.

V. RECOMMENDATION

Conduct the public hearing and close if all the testimony has been taken.

VI. ATTACHMENTS

- Charlestowne Mall Proposed PUD Standards

C: Rita Tungare, Director of Community Development
Chuck May & David Pyle, SC 3800 Main LLC/Krausz Companies

Exhibit “A”

Charlestowne Mall Proposed PUD Amendment – Draft 10/4/13

For all other zoning requirements, the site will follow the BR Regional Business District zoning.

	Existing Charlestowne Mall PUD (Ord. 1998-Z-10 & Amendments)	BR Regional Business District zoning (current underlying zoning of the mall site)	Proposed New PUD standards
Permitted and Special Uses			
	List in PUD ord. (based on old Zoning Ordinance)	Table 17.14-1	Per Table 17.14-1
Setbacks from Perimeter Property Lines			
• Front/Rt.64 & Smith Rd.	Parking: 40 ft. Building: 200 ft.	Parking: 20 ft. Building: 20 ft.	<i>Parking: 15 ft. parking Buildings: 20 ft.</i>
• Rear	Parking: 40 ft. Building: 200 ft.	Parking: 0 ft. Buildings: 30 ft. Abutting residential zoning: 80 ft.	Parking: As exists today Buildings: 200 ft. to Charlemagne Subdivision property line
• Sides	Parking: 20 ft. Building: 200 ft.	15 ft. buildings 0 ft. parking	15 ft. buildings 0 ft. parking
• Other setback requirements	Building Envelope Plan in PUD ord.	N/A	(removed)
Building Size			
Maximum Building Height	50 ft. from average finished ground level at perimeter, 10 ft. out from exterior walls; 75 feet for other structures (antennas, light fixtures)	40 ft., measured from grade level at midpoint of front yard setback line	TBD- Max. building height to be based on elevation level of existing mall structure. (Exception for architectural elements, light poles, cinema marquee, antennas, etc.)
Maximum Floor Area	1,200,000 GFA 925,000 GLA	None	1,200,000 GFA 925,000 GLA
Parking Requirement			
Number of parking stalls required	5 spaces for 1,000 sf GLA (gross leasable area) or current Zoning Ordinance, whichever is less	4 per 1,000 sf GFA (gross floor area) for a Shopping Center; except 10 per 1,000 sf GFA for restaurants.	<i>4 per 1,000 sf GLA, calculated over all buildings on the site (internal hallways in the mall building would not be counted in GLA)</i>

	Existing Charlestowne Mall PUD (Ord. 1998-Z-10 & Amendments)	BR Regional Business District zoning (current underlying zoning of the mall site)	Proposed New PUD standards
Signs			
Freestanding/ Identification Signs	<p>2 entry pylon signs Area: 140 sf</p> <p>1 cinema readerboard on any pylon sign Area: 100 sf.</p> <p>Savers Lot Sign: Area: 150 sf. Height: 25 ft. Setback: 10 ft.</p>	<p>1 Shopping Center sign: Area: 225 sf Height: 30 ft. Setback: 10 ft.</p> <p>Additional sign: Area: 100 sf. Height: 15 ft. Setback: 10 ft.</p> <p>Additional identification signs: 1 per principal building Area: Lesser of 0.75 sf per linear frontage or 50 sf.</p>	<p><i>2 Shopping Center signs</i> Area: 225 sf Height: 30 ft. (To display shopping center name, anchor tenants, Retail A & B)</p> <p><i>1 cinema readerboard sign, Area: 150 sf. Height: 15 ft.</i></p> <p>Outlots (P1 to P6): 1 monument sign per building Area: 50 sf. Height: 8 ft.</p> <p>(Saver's sign- existing)</p>
Wall Signs		<p>1 per business or street frontage, 1.5 sf. per linear ft. of wall on which it is located</p>	<p>1 per side of anchor tenants, Retail A & B, and Outlots; plus sign for Cinema & Kohl's permitted on south elevation</p> <p>For other stores or restaurants in the mall building with exterior frontage/storefronts, 1 per business</p>
Directional Signs		<p>1 per driveway and 1 per intersection, 5 ft. setback, 5 sf. surface area, 4 ft. max height No words identifying or advertising use</p>	<p>2 at each access point into the site. At each intersections of an entrance drive and the ring road, 1 per leg of the intersection. May contain mall name/logo and name/logo of any anchor tenants, retail A or B, or outlots.</p>

	Existing Charlestowne Mall PUD (Ord. 1998-Z-10 & Amendments)	BR Regional Business District zoning (current underlying zoning of the mall site)	Proposed New PUD standards
Landscaping Standards			
<ul style="list-style-type: none"> • Overall % of landscaped area 	<p>No specific standards. Unpaved areas to be landscaped in accordance with approved plans.</p>	20% landscape area over entire site (17.26.060)	20% landscape area over entire site.
<ul style="list-style-type: none"> • Bufferyards 		80 ft. abutting residential zoning (Table 17.14-2 & 17.26.070)	<i>Existing setback and landscaping along Charlemagne Subdivision to be maintained</i>
<ul style="list-style-type: none"> • Building foundation 		8 ft. around all building walls, specific planting requirements (17.26.080)	<i>Foundation areas to be landscaped, but flexibility is granted to provide a comparable alternative design, including a “streetscape” design along walkways (trees in grates and/or planter islands etc.) or providing landscaping on the opposite side of a drive-through lane.</i>
<ul style="list-style-type: none"> • Public Street frontage 		Specific planting requirements (17.26.090-A)	<i>Per Ordinance requirements along Main St. frontage; flexibility to provide lower plantings in lieu of some trees</i>
<ul style="list-style-type: none"> • Parking Lot Screening 		30” screening of 50% of the parking lot frontage (17.26.090-B)	30” screening of 50% of the parking lot frontage
<ul style="list-style-type: none"> • Interior Parking Lot 		10% of interior area All rows end with islands; 1 shade tree per 160 sf. of interior landscape area (17.26.090-C)	<i>No percentage requirement. All rows to end with landscape islands, except where truck circulation is impeded. All islands planted with shade trees and low shrubs/groundcover.</i>

	Existing Charlestowne Mall PUD (Ord. 1998-Z-10 & Amendments)	BR Regional Business District zoning (current underlying zoning of the mall site)	Proposed New PUD standards
Building Design and Material Requirements			
Building Design & material requirements	No standards specified.	Chapter 17.06 of the Zoning Ord.- Section 17.06.030	Per 17.06.030. <i>Exception to allow over 10% EIFS per façade. (Prohibition of EIFS on lower 10 ft. of façade will still apply)</i>
Access Locations			
Access Locations			Existing Access points, plus future cross access to west (Stuart's Crossing) and east (Oliver Hoffmann) site permitted
Subdivision Standards			
Number & Configuration of Lots	Limited to 9 parcels, with easements for access and utilities to lots		Site will be considered a single zoning lot, regardless of subdivision. Subdivision is permitted for any anchor stores, Retail A or B, and any outlot buildings, provided adequate easements for access and utilities are provided.
Minimum Lot Width	None	None	None
Minimum Lot Area	None	1 acre	None



TECHNICAL MEMORANDUM

TO: City of St Charles
Christopher Tiedt, PE, Development Engineering Division
Manager
Russell Colby, Planning Division Manager

FROM: Hampton, Lenzini, and Renwick, Inc. (HLR)
Alexander S. Garbe, PE, PTOE

SUBJECT: Charlestowne Mall
Trip Generation Study

DATE: October 1, 2013

The Krausz Companies, Inc. have proposed a renovation of the Charlestowne Mall in St Charles. Charlestowne Mall is located on the north side of IL Route 64 east of Kirk Road, encompassing an area of about 81 acres. The proposed renovation includes demolition of a portion of the existing mall, reconfiguration and renovation of the remaining mall and parking areas, and development of several out parcels. No changes to the existing site access points are currently planned. The proposed land uses are planned to be in compliance with the site's existing zoning. A copy of the site plan provided by the City of St Charles for use in this study is appended to the end of this memo. This study does not include the properties in the northwest quadrant of IL Route 64 and Smith Road, which consist of a bank, a restaurant, and a thrift store.

HLR was retained by the City to develop a trip generation estimate for several time periods based on the current plans for the proposed renovation and to compare those volumes to the traffic that could be generated by the existing mall if it were operating at full capacity. The five time periods studied were the weekday and Saturday daily totals, the Saturday peak hour, and the weekday am and pm peak hours of adjacent street traffic.

Existing Charlestowne Mall

Based on data provided by Wilmorite, Inc. for a study performed by HLR in August of 1995, the existing mall contains 921,000 SF of gross leasable area (GLA). In that study, trip generation was based on extrapolation of counts of the then-existing 721,000 SF mall. However, that data is now nearly 20 years old and is based on an unknown occupancy of the mall at that time. Therefore, in order to compare similar sets of data, trip generation of the existing mall, were it at full capacity, was estimated using the Institute of Transportation Engineers' (ITE) *Trip Generation Manual, 9th Edition*, printed in 2012. Generated trips were estimated for 921,000 SF of ITE land use code 820, Shopping Center. See the attached **Exhibit A** for detailed breakdown of the analysis.

Proposed Charlestowne Mall

The proposed mall will consist of renovated mall space and a number of out parcels. See the appended Conceptual Site Plan by Jacob & Hefner Associates, Inc. for details of the planned parcels. Based on the description of the Shopping Center land use in

the *Trip Generation* Manual, it was determined that the renovated Mall, Retail B, Commercial Building, and all of the Pads would be most accurately estimated as a combined square footage of ITE land use code 820, Shopping Center. Retail A is currently planned to be a supermarket, which is a use not fitting with the Shopping Center description. Therefore, traffic generated by Retail A was estimated using ITE land use code 850, Supermarket.

Square footages of the planned uses were provided to the City by The Krausz Companies, Inc. The renovated Mall, Retail B, the Commercial Building, and all the Pads combined equal about 767,000 SF of area. Retail A is planned to be about 35,000 SF. These land use assumptions and areas were used to calculate generated traffic for the proposed mall for the five time periods specified. See **Exhibit B** for detailed breakdown of that analysis.

Trip Generation Comparison

The results of the analysis show that the existing site at full capacity and the proposed renovated site could generate very similar volumes of traffic. A summary of the comparison for each time period studied is shown in Table 1. Note that this is a comparison of each site at full occupancy. This analysis does not include any data or analysis related to the site as it is currently utilized.

Table 1: Charlestowne Mall Trip Generation Comparison

Analysis Period	Total Trips Generated	
	Existing Mall at Full Capacity	Proposed Mall at Full Capacity
Weekday AM Peak Hour	604	659
Weekday PM Peak Hour	2,652	2,678
Weekday Daily Total	28,754	29,108
Saturday Peak Hour	3,702	3,783
Saturday Daily Total	37,423	39,564

Table 1 shows the total trips generated by the existing and proposed sites for each of the time periods studied. The results of the comparison show similar volumes are expected whether the existing site is fully occupied or the site is redeveloped as proposed.

Preliminary (Findings/Review)

The concept plan for the renovated mall includes reconfiguration of the parking and circulation on site. One proposed change is to create a four way intersection where the west entrance on IL Route 64 intersects the mall's internal ring road. Currently, inbound traffic is allowed to freely flow into the site, i.e. inbound traffic is not required to stop at the ring road. This free flow inbound operation should be maintained in the new configuration.

Future planning by the City includes potential cross access with the Stuarts Crossing and Oliver Hoffman developments. Such cross access development would be beneficial to both the mall and these external sites.

Additionally, note that several improvements have been made to the transportation network since the mall's original construction. For example, a traffic signal was installed at the entrance on Smith Road in conjunction with expansion of the adjacent Walmart Supercenter.

A majority of the improvements that could practically be made will have been completed on other projects. For instance, the Illinois Department of Transportation (IDOT) is currently constructing improvements to IL Route 64, which include retiming of the system traffic signals. The two signalized mall entrances on IL Route 64 each already include dual left turn lanes into the site, as well as inbound right turn lanes and three-lane outbound approaches. Reoptimization of the traffic signal system at the mall entrances could be completed at a future date, as required.

If you have any questions or concerns, please contact Alex Garbe at our Elgin office.

Exhibit A Charlestowne Mall Trip Generation Study
Trip Generation Table - Existing Land Uses

9/26/2013

Hampton, Lenzini, & Renwick, Inc., Elgin, IL

(All trips generated using ITE's Trip Generation Manual, 9th ed.)

HLR Project: 13.0256.360

Analyst: asg

AM Peak Hour	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units</i>	<i>Total Trips</i>
<i>Parcel</i>					
Charlestowne Mall	(820) Shopping Center	Ln ¹	1,000 SF	921	604
1. Ln(T) = 0.61 Ln(X) + 2.24					TOTAL New Trips: 604

PM Peak Hour	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units</i>	<i>Total Trips</i>
<i>Parcel</i>					
Charlestowne Mall	(820) Shopping Center	Ln ²	1,000 SF	921	2,652
2. Ln(T) = 0.67 Ln(X) + 3.31					TOTAL New Trips: 2,652

Weekday Total	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units</i>	<i>Total Trips</i>
<i>Parcel</i>					
Charlestowne Mall	(820) Shopping Center	Ln ³	1,000 SF	921	28,754
3. Ln(T) = 0.65 Ln(X) + 5.83					TOTAL New Trips: 28,754

Saturday Peak Hour	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units</i>	<i>Total Trips</i>
<i>Parcel</i>					
Charlestowne Mall	(820) Shopping Center	Ln ⁴	1,000 SF	921	3,702
4. Ln(T) = 0.65 Ln(X) + 3.78					TOTAL New Trips: 3,702

Saturday Total	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units</i>	<i>Total Trips</i>
<i>Parcel</i>					
Charlestowne Mall	(820) Shopping Center	Ln ⁵	1,000 SF	921	37,423
5. Ln(T) = 0.63 Ln(X) + 6.23					TOTAL New Trips: 37,423

Exhibit B Charlestowne Mall Trip Generation Study
Trip Generation Table - Proposed Land Uses

9/26/2013

Hampton, Lenzini, & Renwick, Inc., Elgin, IL

(All trips generated using ITE's Trip Generation Manual, 9th ed.)

HLR Project: 13.0256.360

Analyst: asg

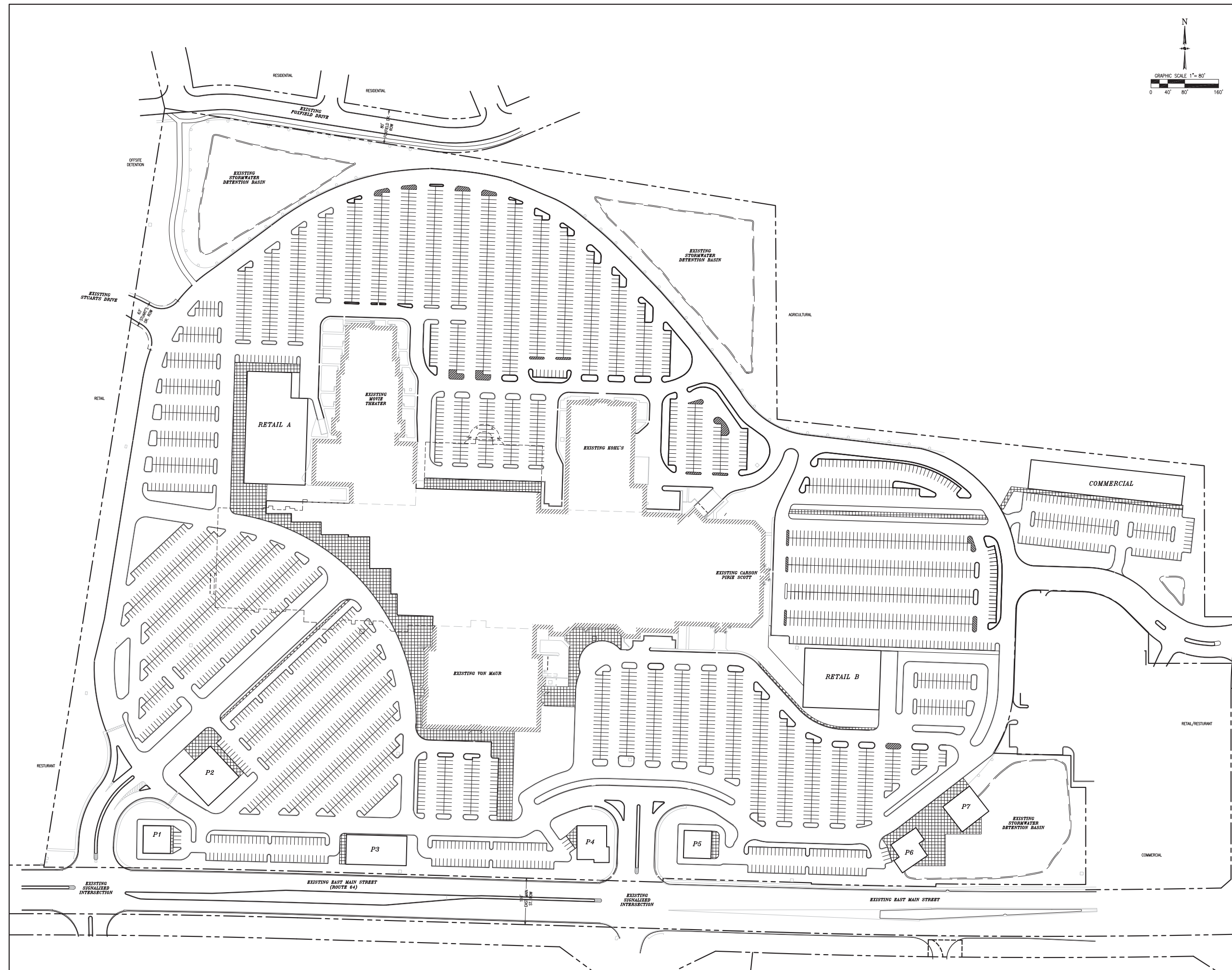
AM Peak Hour	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units, X</i>	<i>Total Trips, T</i>
<i>Parcel</i>					
Retail A	(850) Supermarket	3.40	1,000 SF	35	119
Mall, Commercial, & Retail B	(820) Shopping Center	Ln ¹	1,000 SF	767	540
1. Ln(T) = 0.61 Ln(X) + 2.24					TOTAL New Trips: 659

PM Peak Hour	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units, X</i>	<i>Total Trips, T</i>
<i>Parcel</i>					
Retail A	(850) Supermarket	9.48	1,000 SF	35	332
Mall, Commercial, & Retail B	(820) Shopping Center	Ln ²	1,000 SF	767	2,346
2. Ln(T) = 0.67 Ln(X) + 3.31					TOTAL New Trips: 2,678

Weekday Total	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units, X</i>	<i>Total Trips, T</i>
<i>Parcel</i>					
Retail A	(850) Supermarket	102.24	1,000 SF	35	3,578
Mall, Commercial, & Retail B	(820) Shopping Center	Ln ³	1,000 SF	767	25,530
3. Ln(T) = 0.65 Ln(X) + 5.83					TOTAL New Trips: 29,108

Saturday Peak Hour	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units, X</i>	<i>Total Trips, T</i>
<i>Parcel</i>					
Retail A	(850) Supermarket	Ln ⁴	1,000 SF	35	496
Mall, Commercial, & Retail B	(820) Shopping Center	Ln ⁵	1,000 SF	767	3,287
4. Ln(T) = 0.57 Ln(X) + 4.18					TOTAL New Trips: 3,783
5. Ln(T) = 0.65 Ln(X) + 3.78					

Saturday Total	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units, X</i>	<i>Total Trips, T</i>
<i>Parcel</i>					
Retail A	(850) Supermarket	177.59	1,000 SF	35	6,216
Mall, Commercial, & Retail B	(820) Shopping Center	Ln ⁶	1,000 SF	767	33,348
6. Ln(T) = 0.63 Ln(X) + 6.23					TOTAL New Trips: 39,564



DATE	0/17/15
DESCRIPTION	ORIGINAL SITE PLAN
DESIGNED BY	T. COOPER, P.E.

SITE PLAN

THE NEW CHARLESTOWNE MALL
3800 E. MAIN STREET
ST. CHARLES, ILLINOIS

JACOB & HEFNER ASSOCIATES, INC.
ENGINEERS • SURVEYORS
1910 S. Highland Avenue, Suite 100
St. Charles, IL 62276
PHONE: (630) 652-4000
FAX: (630) 652-4601

THE KRAUSZ COMPANIES, INC.
SC 3800 MAIN HOLDING, LLC.

1"=80'
F021
C1

CITY OF ST. CHARLES

TWO EAST MAIN STREET
ST. CHARLES, ILLINOIS 60174-1984



COMMUNITY DEVELOPMENT/PLANNING DIVISION

PHONE: (630) 377-4443 FAX: (630) 377-4062

SPECIAL USE APPLICATION

CITYVIEW	
Project Name:	<u>Charlestowne Mall</u>
Project Number:	<u>2013-PR-013</u>
Application Number:	<u>2013-AP-052</u>

<p>RECEIVED Date St. Charles, IL</p> <p>SEP 19 2013</p> <p>CDD Planning Division</p>
--

To request a Special Use for a property, or to request to amend an existing Special Use Ordinance for a property, complete this application and submit it with all required attachments to the Planning Division.

City staff will review submittals for completeness and for compliance with applicable requirements prior to establishing a public hearing date for an application.

The information you provide must be complete and accurate. If you have a question please call the Planning Division and we will be happy to assist you.

1. Property Information:	Parcel Number (s): 09-25-200-032; 09-25-200-027; 09-25-200-025; 09-25-200-016; 09-25-200-017; 09-25-200-031	
	Street Address (or common location if no address is assigned): 3800 E. Main Street Saint Charles, Illinois 60174	
2. Applicant Information:	Name: SC 3800 Main, LLC (Contact: David Pyle)	Phone: 415-732-5600
	Address: 44 Montgomery Street, Suite 3300 San Francisco, CA 64104	Fax: 415-732-5699
		Email: david@tkcre.com
3. Record Owner Information:	Name: Charlestowne Mall Investments, LLC (Contact: Kathy Marano)	Phone: 630-513-1120
	Address: 3800 East Main Street Saint Charles, Illinois 60174	Fax: 630-513-1459
		Email: kmarano@charlestownemall.com
4. Billing: <i>To whom should costs for this application be billed?</i>	Name: SC 3800 Main, LLC (Contact: David Pyle)	Phone: 415-732-5600
	Address: 44 Montgomery Street, Suite 3300 San Francisco, CA 64104	Fax: 415-732-5699
		Email: david@tkcre.com

Information Regarding Proposed Special Use:

Comprehensive Plan designation of the property: ___ Corridor/Regional Commercial _____

Is the property a designated Landmark or in a Historic District? ___ No _____

What is the property's current zoning? ___ Regional Business _____

What is the property currently used for? ___ Mall (Retail/Restaurant) _____

What Special Use(s) are you applying for? Please select from the list of Special Uses in the Zoning Ordinance for the appropriate zoning district. ___ Amendment to Special use for Planned Unit Development _____ If

the proposed Special Use is approved, what improvements or construction are planned? ___ Mall redevelopment with retail, restaurants, and commercial outlots.

For Special Use Amendments only:

What Special Use ordinance do you want to amend? Ordinance No. ___ 1988-Z-10; 1989-Z-8; 1991-Z-2; 1994-Z-8; 1995-Z-16 _____

Why is the proposed change necessary? ___ Mall Redevelopment _____

What are the proposed amendments? (Attach proposed language if necessary)

___ Establish new PUD zoning and development standards for redevelopment of Charlestowne Mall. _____

Note for existing buildings:

If your project involves using an existing building, whether you plan to alter it or not, please contact the St. Charles Fire Department (630-377-4458) and the Building and Code Enforcement Division (630-377-4406) for information on building, life safety and other code requirements. Depending on the proposed use, size of structure and type of construction, these requirements can result in substantial costs.

Attachment Checklist

- APPLICATION:** Completed application form signed by the applicant
- APPLICATION FEE:** Application fee in accordance with Appendix B of the Zoning Ordinance.
- REIMBURSEMENT OF FEES AGREEMENT:** An original, executed Reimbursement of Fees Agreement and deposit of funds in escrow with the City, as provided by Appendix B of the Zoning Ordinance.
- PROOF OF OWNERSHIP and DISCLOSURE:**
 - a) A current title policy report; or
 - b) A deed and a current title search.

If the owner is not the applicant, an original letter of authorization from the owner permitting the applicant to act on his/her behalf is required. If the owner or applicant is a Trust, a disclosure of all beneficiaries; if the owner or applicant is a Partnership, a disclosure of all partners; if the owner or applicant is a Corporation, a disclosure of all owners with an interest of at least ten percent (10%).

LEGAL DESCRIPTION: For entire subject property, on 8 1/2 x 11 inch paper

PLAT OF SURVEY:

A current plat of survey for the Subject Realty showing all existing improvements on the property, prepared by a registered Illinois Professional Land Surveyor.

SOIL AND WATER CONSERVATION DISTRICT APPLICATION:

Copy of completed Land Use Opinion application as required by state law, as submitted to The Kane-Dupage Soil and Water Conservation District. <http://www.kanedupageswcd.org/>

ENDANGERED SPECIES REPORT:

Copy of Endangered Species Consultation Agency Action to be filed with the Illinois Department of Natural Resources. <http://dnrecocat.state.il.us/ecopublic/>

TRAFFIC STUDY: If requested by the Director of Community Development.

PLANS:

All required plans shall be drawn on sheets no larger than 24" x 36", unless the Director of Community Development permits a larger size when necessary to show a more comprehensive view of the project. All required plans shall show north arrow and scale, and shall be drawn at the same scale (except that a different scale may be used to show details or specific features). All plans shall include the name of the project, developer or owner of site, person or firm preparing the plan, and the date of plan preparation and all revisions.

Copies of Plans:

- Initial Submittal - Fifteen (15) full size copies, Three (3) 11" by 17", and a PDF electronic file on a CD-ROM.
- Revision Submittal for Plan Commission - Twenty-Two (22) full size copies, Three (3) 11" by 17" and a PDF electronic file on a CD-ROM.

SITE PLAN (Note: For a Special Use for PUD, submit PUD Preliminary Plan Application in lieu of Site Plan)

A plan or plans showing the following information:

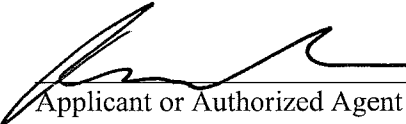
1. Accurate boundary lines with dimensions
2. Streets on and adjacent to the tract: Name and right-of-way width
3. Location, size, shape, height, and use of existing and proposed structures
4. Location and description of streets, sidewalks, and fences
5. Surrounding land uses
6. Date, north point, and scale
7. Ground elevation contour lines
8. Building/use setback lines
9. Location of any significant natural features
10. Location of any 100-year recurrence interval floodplain and floodway boundaries
11. Location and classification of wetland areas as delineated in the National Wetlands Inventory
12. Existing zoning classification of property
13. Existing and proposed land use
14. Area of property in square feet and acres
15. Proposed off-street parking and loading areas
16. Number of parking spaces provided, and number required by ordinance

- 17. Angle of parking spaces
- 18. Parking space dimensions and aisle widths
- 19. Driveway radii at the street curb line
- 20. Width of driveways at sidewalk and street curb line
- 21. Provision of handicapped parking spaces
- 22. Dimensions of handicapped parking spaces
- 23. Depressed ramps available to handicapped parking spaces
- 24. Location, dimensions and elevations of freestanding signs
- 25. Location and elevations of trash enclosures
- 26. Provision for required screening, if applicable
- 27. Exterior lighting plans showing:
 - a. Location, height, intensity and fixture type of all proposed exterior lighting
 - b. Photometric information pertaining to locations of proposed lighting fixtures

I (we) certify that this application and the documents submitted with it are true and correct to the best of my (our) knowledge and belief.

Record Owner

Date


Applicant or Authorized Agent

9/18/13

Date

FINDINGS OF FACT SHEET – SPECIAL USE

The St. Charles Zoning Ordinance requires the Plan Commission to consider the factors listed below in making a recommendation to the City Council.

As the applicant, the “burden of proof” is on you to show how your proposed Special Use will comply with each of the applicable standards. Therefore, you need to “make your case” by explaining specifically how your project meets each of the following standards.



_____ 3800 E. Main Street _____
Project Name or Address

_____ 9/18/2013 _____
Date

From the Charles Zoning Ordinance, Section 17.04.430.C.2:

No Special Use or amendment to Special Use shall be recommended by the Plan Commission unless it finds that the proposed Special Use or amendment to Special Use will conform with each of these standards. The Plan Commission shall submit its written findings together with its recommendations to the City Council after the conclusion of the Public Hearing, and also may recommend such conditions as it may deem necessary to ensure conformance with these standards.

On the basis of the evidence presented at the public hearing, the Plan Commission shall record its reasons for recommending approval or denial of the petition (findings of fact) in accordance with the following standards:

A. Public Convenience: The Special Use will serve the public convenience at the proposed location.

The proposed use of the property is substantially consistent with the existing use. The location is adjacent to E. Main Street (IL Route 64), which is a high capacity road that provides easy accessibility to the public.

B. Sufficient Infrastructure: That adequate utilities, access roads, drainage and/or necessary facilities have been, or are being, provided.

The infrastructure (utilities, access roads, and drainage facilities) that is present onsite is currently adequate to support the activities associated with the existing shopping mall development. Additional onsite utilities will be added to service any proposed buildings. Any existing utility that is disturbed will be rerouted/replaced as required to maintain the current functionality of the system.

C. Effect on Nearby Property: That the Special Use will not be injurious to the use and enjoyment of other property in the immediate vicinity for the purposes already permitted, nor substantially diminish or impair property values within the neighborhood.

The proposed use and intensity of the subject property will be substantially consistent with the current use and intensity. The current use of the site is not injurious to the use and enjoyment of other property in the immediate vicinity, nor is it expected that the proposed improvements on the subject site will be injurious to the use and enjoyment of other property in the immediate vicinity.

- D. Effect on Development of Surrounding Property: That the establishment of the Special Use will not impede the normal and orderly development and improvement of the surrounding property for uses permitted in the district.**

The proposed use and intensity of the subject property will be substantially consistent with the current use. The site currently does not impede the normal development and improvements of surrounding properties, nor is it expected that the proposed improvements to the subject property will impede the normal and orderly development and improvement of the surrounding properties.

- E. Effect on General Welfare: That the establishment, maintenance or operation of the Special Use will not be detrimental to or endanger the public health, safety, comfort or general welfare.**

The proposed use and intensity of the subject property will be substantially consistent with the current use and intensity. The current use of the subject property is not detrimental to the public health, safety, comfort or general welfare, nor is it expected that the proposed improvements on the subject property will be detrimental to the public health, safety, comfort or general welfare.

- F. Conformance with Codes: That the proposed Special Use conforms to all existing Federal, State and local legislation and regulation and meets or exceeds all applicable provisions of this Title, except as may be varied pursuant to a Special Use for Planned Unit Development.**

The proposed Special Use will conform to existing Federal, State, and local legislation and regulation with the exceptions of variances that are being sought as part of the PUD amendment process. Please refer to the supporting documentation for more information.

FINDINGS OF FACT SHEET – SPECIAL USE FOR A PLANNED UNIT DEVELOPMENT (PUD)



The St. Charles Zoning Ordinance requires the Plan Commission to consider the factors listed below in making a recommendation to the City Council.

As the applicant, the “burden of proof” is on you to show how your proposed Planned Unit Development meets the applicable standards. Therefore, you need to “make your case” by explaining specifically how the project meets each of the following standards.

_____ 9/18/2013 _____
PUD Name Date

From the St. Charles Zoning Ordinance, Section 17.04.410.3:

The Plan Commission shall not favorably recommend, and the City Council shall not approve, a Special Use for a PUD or an amendment to a Special Use for a PUD unless they each make findings of fact based on the application and the evidence presented at the public hearing that the PUD is in the public interest, based on the following criteria:

i. The proposed PUD advances one or more of the purposes of the Planned Unit Development procedure stated in Section 17.04.400.A:

1. To promote a creative approach to site improvements and building design that results in a distinctive, attractive development that has a strong sense of place, yet becomes an integral part of the community.
2. To create places oriented to the pedestrian that promote physical activity and social interaction, including but not limited to walkable neighborhoods, usable open space and recreational facilities for the enjoyment of all.
3. To encourage a harmonious mix of land uses and a variety of housing types and prices.
4. To preserve native vegetation, topographic and geological features, and environmentally sensitive areas.
5. To promote the economical development and efficient use of land, utilities, street improvements, drainage facilities, structures and other facilities.
6. To encourage redevelopment of sites containing obsolete or inappropriate buildings or uses.
7. To encourage a collaborative process among developers, neighboring property owners and residents, governmental bodies and the community

The proposed ammendments to the PUD help promote criteria found in the following PUD purposes (corresponds numerically to the list above):

#1) The submitted material illustrate the distinctiveness and attractiveness of the proposed improvements.

#5) The proposed improvements are intended to revitalize the mall and to become a major hub for economic activity within the City of St. Charles.

#6) The proposed improvements intend to revitalize the existing mall in an effort to meet the needs/desires of customers/shoppers of today and years to come

ii. **The proposed PUD and PUD Preliminary Plans conform to the requirements of the underlying zoning district or districts in which the PUD is located and to the applicable Design Review Standards contained in Chapter 17.06, except where:**

- A. **Conforming to the requirements would inhibit creative design that serves community goals, or**
- B. **Conforming to the requirements would be impractical and the proposed PUD will provide benefits that outweigh those that would have been realized by conforming to the applicable requirements.**

Factors listed in Section 17.04.400.B shall be used to justify the relief from requirements:

1. The PUD will provide community amenities beyond those required by ordinance, such as recreational facilities, public plazas, gardens, public art, pedestrian and transit facilities.
2. The PUD will preserve open space, natural beauty and critical environmental areas in excess of what is required by ordinance or other regulation.
3. The PUD will provide superior landscaping, buffering or screening.
4. The buildings within the PUD offer high quality architectural design.
5. The PUD provides for energy efficient building and site design.
6. The PUD provides for the use of innovative stormwater management techniques.
7. The PUD provides accessible dwelling units in numbers or with features beyond what is required by the Americans with Disabilities Act (ADA) or other applicable codes.
8. The PUD provides affordable dwelling units in conformance with, or in excess of, City policies and ordinances.
9. The PUD preserves historic buildings, sites or neighborhoods.

Please refer to the attached chart identifying specific relief from the zoning requirements:

- iii. **The proposed PUD conforms with the standards applicable to Special Uses (section 17.04.330.C.2).**

Submit responses on form: "Findings of Fact Sheet – Special Use"

- iv. **The proposed PUD will be beneficial to the physical development, diversity, tax base and economic well-being of the City.**

The proposed ammendments to the PUD will aid in the overall revitalization of the existing mall which will attract various retail and restaurant facilities to the subject property. The increase in commerce will provide additional tax revenue to the City.

- v. **The proposed PUD conforms to the purposes and intent of the Comprehensive Plan.**

The proposed PUD does conform to the purposes and intent of the Comprehensive Plan. Please refer to the submitted material.

OWNERSHIP DISCLOSURE FORM

State of California }
 }
County of San Francisco }

I, F. Ron Krausz , being first duly sworn on oath depose and say that I am the Member of Krausz Management One, LLC, a Delaware limited liability company, the Manager of SC 3800 Main LLC, a Delaware limited liability company, and that the following are all of the Members of SC 3800 Main LLC:

SC 3800 Main Holding LLC, a Delaware limited liability company;

MARK GOODMAN AND ASSOCIATES, INC., an Illinois corporation.

By: *F. Ron Krausz*
F. Ron Krausz
as Member of Krausz Management One, LLC
as Manager of SC 3800 Main LLC

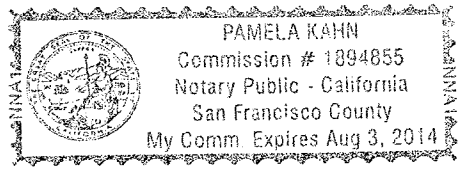
On 09.19.2013 before me, *Pamela Kahn*, Notary Public personally appeared F. Ron Krausz who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

Pamela Kahn
Pamela KAHN

My commission expires 08.03.2014





3800 E. Main Street
St. Charles, IL 60174
(630)513-1120 Tel
(630)513-1459 Fax

To: City of St Charles, Illinois

Re: Application for Charlestowne Mall Redevelopment/PUD Amendment ("Project")
3800 Main Street, St Charles, Illinois ("Property")

The undersigned, Darryl Wong, Managing Member of Charlestowne Mall Investments, LLC, an Delaware limited liability company ("Owner"), hereby authorizes, SC 3800 Main Holding, LLC, a Delaware limited liability company and The Krausz Companies, Inc., its agent, to execute all necessary applications, petitions and other documents and to attend and give testimony at all public hearings and meetings on behalf of Owner before the Corporate Authorities of the City of St Charles, Illinois, and such of its appointed boards and committees as may be necessary and appropriate with respect to the above referenced Project pertaining to the above referenced Property, as legally described in the Exhibit "A" attached hereto.

This authorization shall remain in force and effect unless and until expressly terminated by written notice given by Owner to the City of St. Charles.

Dated the 13th day of September 2013

Charlestowne Mall Investments, LLC

By: 

Print Name: Darryl Wong

Title: Managing Member

Exhibit A

Legal Description

THAT PART OF LOT 1, CHARLESTOWNE CENTRE MALL ST. CHARLES, KANE COUNTY, ILLINOIS ACCORDING TO THE PLAT THEREOF RECORDED AS DOCUMENT 2017857 AND THAT PART OF THE NORTHEAST QUARTER OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHWESTERLY CORNER OF SAID LOT 1; THENCE EASTERLY ALONG A NORTHERLY LINE OF SAID LOT 1461.93 FEET TO A NORTHEASTERLY CORNER OF SAID LOT; THENCE SOUTHERLY ALONG AN EASTERLY LINE OF SAID LOT 505.23 FEET TO AN ANGLE IN SAID EASTERLY LINE; THENCE EASTERLY ALONG A NORTHERLY LINE OF SAID LOT 1015.80 FEET TO A NORTHEASTERLY CORNER OF SAID LOT; THENCE SOUTHERLY ALONG AN EASTERLY LINE OF SAID LOT 357.09 FEET TO A POINT THAT IS 110.0 FEET NORTHERLY OF THE NORTH LINE OF LOT 1, ILLINOIS ROUTE 64 - SMITH ROAD SUBDIVISION, ST CHARLES, KANE COUNTY, ILLINOIS (MEASURED ALONG SAID EASTERLY LINE EXTENDED); THENCE EASTERLY AT RIGHT ANGLES TO THE EAST LINE OF SAID NORTHEAST QUARTER 78.35 FEET TO THE WESTERLY LINE OF SMITH ROAD AS ESTABLISHED BY DOCUMENT 90K59922; THENCE SOUTHERLY ALONG SAID WESTERLY LINE, BEING A CURVE TO THE LEFT HAVING A RADIUS OF 995.0 FEET, 110.91 FEET TO THE NORTHEAST CORNER OF LOT 1 IN SAID ILLINOIS ROUTE 64-SMITH ROAD SUBDIVISION; THENCE WESTERLY ALONG A NORTH LINE OF SAID SUBDIVISION 197.34 FEET TO A NORTHWEST CORNER THEREOF; THENCE SOUTHERLY ALONG A WEST LINE OF SAID SUBDIVISION 293.27 FEET TO AN ANGLE IN SAID WEST LINE; THENCE WESTERLY ALONG A NORTH LINE OF SAID SUBDIVISION 148.48 FEET TO A NORTHWEST CORNER THEREOF; THENCE SOUTHERLY ALONG A WEST LINE OF SAID SUBDIVISION 242.05 FEET TO THE SOUTHWEST CORNER OF LOT 2 IN SAID SUBDIVISION; THENCE WESTERLY ALONG THE NORTH LINE OF ILLINOIS STATE ROUTE NO. 64 AND THE SOUTH LINE OF LOT 1 IN SAID CHARLESTOWNE CENTRE MALL 2463.67 FEET TO THE SOUTHWEST CORNER OF LOT 1 IN SAID CHARLESTOWNE CENTRE MALL; THENCE NORTHERLY ALONG THE WESTERLY LINE OF SAID CHARLESTOWNE CENTRE MALL 1816.74 FEET TO THE POINT OF BEGINNING (EXCEPT LOT 1 OF CHARWIL'S FIRST RESUBDIVISION OF PART OF LOT 1 CHARLESTOWNE CENTRE MALL, IN THE CITY OF ST. CHARLES, KANE COUNTY ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED AS DOCUMENT 93K15081); (ALSO EXCEPTING LOT 1 OF CHARWIL'S SECOND RESUBDIVISION OF CHARLESTOWNE CENTRE MALL, ST. CHARLES, KANE COUNTY, ILLINOIS ACCORDING TO THE PLAT THEREOF RECORDED AS DOCUMENT 94K067871); (ALSO EXCEPT LOT 1 CHARWIL'S THIRD RESUBDIVISION OF CHARLESTOWNE MALL, ACCORDING TO THE PLAT THEREOF RECORDED AS DOCUMENT 2001K007611) AND (EXCEPT THAT PART OF LOT 1, CHARLESTOWNE CENTRE MALL, BEING PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AS DOCUMENT 201857, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHWEST CORNER OF LOT 2 IN ILLINOIS ROUTE 64-SMITH ROAD SUBDIVISION, BEING A SUBDIVISION OF THAT PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 11, 1991, AS DOCUMENT 91K55800, THENCE NORTHWESTERLY 698.41 FEET ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 20162.06 FEET (CHORD BEARS NORTH 89 DEGREES 22 MINUTES 06 SECONDS WEST, 698.38 FEET), SAID CURVE BEING THE NORTH RIGHT OF WAY LINE OF ILLINOIS ROUTE 64 (NORTH AVENUE) PER DOCUMENT NO. 92K04278, THENCE NORTH 88 DEGREES 22 MINUTES 33 SECONDS WEST ALONG SAID NORTH RIGHT OF WAY LINE OF ILLINOIS ROUTE 64, FOR A DISTANCE OF 301.20 FEET; THENCE NORTH 01 DEGREES 37 MINUTES 27 SECONDS EAST, 9.00 FEET; THENCE SOUTH 88 DEGREES 22 MINUTES 33 SECONDS EAST, 301.20 FEET; THENCE SOUTHEASTERLY 49.72 FEET

ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 20153.06 FT (CHORD BEARS SOUTH 88 DEGREES 26 MINUTES 48 SECONDS EAST, 49.72 FEET); THENCE SOUTH 01 DEGREES 28 MINUTES 58 SECONDS WEST, 3.00 FEET; THENCE SOUTHEASTERLY 294.32 FEET ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 20156.06 FEET, (CHORD BEARS SOUTH 88 DEGREES 56 MINUTES 08 SECONDS EAST, 294.31 FEET. THENCE NORTH 00 DEGREES 38 MINUTES 46 SECONDS EAST, 6.50 FEET; THENCE SOUTHEASTERLY 354.05 FEET ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 20149.56 FEET, (CHORD BEARS SOUTH 89 DEGREES 51 MINUTES 26 SECONDS EAST, 354.04 FEET TO THE POINT ON THE WEST LINE OF SAID LOT 2; THENCE SOUTH 00 DEGREES 06 MINUTES 12 SECONDS EAST ALONG SAID LINE, 12.50 FEET TO THE POINT OF BEGINNING, IN KANE COUNTY, ILLINOIS.

AND (EXCEPT THAT PART OF LOT 1, CHARLESTOWNE CENTRE MALL, BEING PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AS DOCUMENT 201857, DESCRIBED AS FOLLOWS:: COMMENCING AT THE SOUTHWEST CORNER OF LOT 2 IN ILLINOIS ROUTE 64-SMITH ROAD SUBDIVISION, BEING A SUBDIVISION OF THAT PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED OCTOBER 11, 1991, AS DOCUMENT 91K55800, THENCE WESTERLY ON THE SOUTH LINE OF SAID LOT 1, AND ON A 20162.06 FOOT RADIUS CURVE CONCAVE TO THE NORTH, 698.41 FEET, THE CHORD OD SAID CURVE BEARS AN ASSUMED BEARING NORTH 89 DEGREES 22 MINUTES 06 SECONDS WEST, 698.38 FEET TO A POINT OF TANGENCY OF SAID CURVE ON SAID SOUTH LINE; THENCE NORTH 88 DEGREES 22 MINUTES 33 SECONDS WEST ON SAID SOUTH LINE, 301.20 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING NORTH 88 DEGREES 22 MINUTES 33 SECONDS WEST ON SAID SOUTH LINE, A DISTANCE OF 157.62 FEET; THENCE NORTH 01 DEGREES 36 MINUTES 21 SECONDS EAST, 53.15 FEET; THENCE SOUTH 88 DEGREES 23 MINUTES 39 SECONDS EAST, 169.44 FEET; THENCE SOUTH 01 DEGREES 36 MINUTES 21 SECONDS WEST, 44.21 FEET; THENCE NORTH 88 DEGREES 22 MINUTES 33 SECONDS WEST, 11.82 FEET; THENCE SOUTH 01 DEGREES 37 MINUTES 27 SECONDS WEST, 9.00 TO THE POINT OF BEGINNING IN KANE COUNTY, ILLINOIS.

VON MAUR

OWNER AUTHORIZATION

To: City of St. Charles, Illinois

Re: Application for Charlestowne Mall Redevelopment/PUD Amendment ("Project")
3800 Main Street, St. Charles, Illinois ("Property")

Von Maur, Inc., an Illinois corporation ("Owner"), hereby authorizes SC 3800 Main Holding, LLC, a Delaware limited liability company and The Krausz Companies, Inc., its agent, to execute all necessary applications, petitions and other documents and to attend and give testimony at all public hearings and meetings on behalf of Owner before the Corporate Authorities of the City of St. Charles, Illinois, and such of its appointed boards and committees as may be necessary and appropriate with respect to the above-referenced Project pertaining to the above referenced Property, as legally described in Exhibit "A" attached hereto.

This authorization shall remain in force and effect unless and until expressly terminated by written notice given by Owner to the City of St. Charles.

Dated September 17th, 2013.

VON MAUR, INC.

By: 

Robert L. Larsen
Chief Financial Officer

EXHIBIT "A"

VON MAUR LOT

LOT 1 CHARWIL'S THIRD RESUBDIVISION OF CHARLESTOWNE MALL, ACCORDING TO THE PLAT THEREOF
RECORDED AS DOCUMENT 2001K007611



ST. CHARLES
SINCE 1834

#1 City for Families
by FamilyCircle® 2011

September 19, 2013

Re: Charlestowne Mall PUD Amendment- Kohl's property

The City of St. Charles, pursuant to St. Charles Zoning Ordinance Section 17.04.100(A), hereby authorizes the inclusion of the Kohl's store parcel in the Special Use application to be filed by SC 3800, LLC, for the purpose of redeveloping the Charlestowne Mall property. The Kohl's store parcel is commonly known as 3840 E. Main Street, and is legally described as:

Lot 1 of Charwil's 1st resubdivision of part of Lot 1 of Charlestowne Centre Mall
Parcel Number: 0925206001

Charles May, agent for the applicant, has represented to the City that he has been in conversations with representatives of Kohl's, owner of the property, regarding the Special Use application. Mr. May has provided the attached letter indicating that Kohl's does not oppose the conceptual redevelopment plans for Charlestowne Mall. However, Mr. May has been unable to secure a written authorization from Kohl's in time to initiate the application process with the City. We understand that Mr. May will continue to work with Kohl's to secure such authorization. At the time such authorization is received, the City intends to withdraw this authorization letter.

The purpose of the Special Use application is to amend the Charlestowne Mall Planned Unit Development Ordinance dating from 1988. The Kohl's parcel is comprised of a building footprint attached to the mall structure itself; therefore its inclusion in the application is desirable to ensure that the PUD can be amended comprehensively. The City has no intent of permitting the current zoning entitlement of the parcel to be modified in any manner that would negatively impact the continued occupancy of the Kohl's store on the parcel.

The City reserves the right to withdraw this authorization at any time, in which case the Kohl's parcel would be omitted from the PUD amendment and it would retain its existing zoning.


Mark Koenen, City Administrator

C: John McGuirk, City Attorney
Rita Tungare, Director of Community Development

RAYMOND P. ROGINA *Mayor*
MARK KOENEN, P.E. *City Administrator*

KOHL'S

expect great things

September 17, 2013

VIA US MAIL

Mr. Charles H. May II
CH May Realty Advisors
1930 Amberley Court
Lake Forest, IL 60045

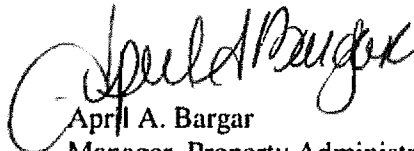
RE: Approval Request for Conceptual Mall Redevelopment
Kohl's Store #078 – Charlestowne Mall ("Shopping Center"), St. Charles, Illinois

Dear Mr. May:

Kohl's received the above-referenced request for review of the conceptual redevelopment of the Charlestowne Mall in St. Charles, Illinois. The Shopping Center is subject to that certain Construction, Operation and Reciprocal Easement Agreement dated March 16, 1993, as amended (the "COREA"). As presented, Kohl's has no issue with the conceptual mall redevelopment. No modification shall be made to the Shopping Center without Kohl's written approval, including, without limitation, changes or modifications to the Plot Plan and to the Common Facilities, Ring Road and Access Road and modifications to the Kohl's Parking Easement.

If you have any questions, please feel free to contact me.

Sincerely,


April A. Bargar
Manager, Property Administration