

AGENDA
CITY OF ST. CHARLES
PLANNING & DEVELOPMENT COMMITTEE
ALD. DAN STELLATO – CHAIRMAN
MONDAY, OCTOBER 28, 2013 - 7:00 PM
CITY COUNCIL CHAMBERS
2 E. MAIN STREET

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. COMMUNITY DEVELOPMENT**
 - a. Recommend approval of an Amendment to Special Use for PUD for the Charlestowne Mall Redevelopment.
- 4. ADDITIONAL BUSINESS**
- 5. EXECUTIVE SESSION**
 - Personnel
 - Pending Litigation
 - Probable or Imminent Litigation
 - Property Acquisition
 - Collective Bargaining
- 6. ADJOURNMENT**

 ST. CHARLES <small>SINCE 1834</small>		AGENDA ITEM EXECUTIVE SUMMARY					
		Title:		Recommend approval of an Amendment to Special Use for PUD for the Charlestowne Mall Redevelopment.			
		Presenter(s):		Russell Colby, Rita Tungare			
<i>Please check appropriate box:</i>							
	Government Operations				Government Services		
X	Planning & Development (10/28/13)				City Council		
Estimated Cost:		N/A		Budgeted:	YES		NO
If NO, please explain how item will be funded:							
Executive Summary:							
<p>SC Main 3800, LLC, contract purchasers of the mall 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 Concept Site Plan.</p> <p>At this time, the developer is requesting only to amend the existing 1988 Special Use for PUD Ordinance. The PUD ordinance will be amended in its entirety to allow for the development shown on the Concept Site Plan. Two items will be approved:</p> <ul style="list-style-type: none"> • PUD Standards Document establishing zoning parameters to accommodate the proposal (Exhibit "A" of the Staff Report). • A Concept Site Plan, which will be used only to demonstrate the design intent for future PUD Preliminary Plans to be submitted for review and approval. The other plan documents have been provided to demonstrate the feasibility of the project to be constructed within the proposed PUD parameters. These plans will not be approved. <p>Future PUD Preliminary Plan applications will need to be submitted for the overall site and each outbuilding. 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, but does not require a public hearing.</p> <p>The Plan Commission conducted a public hearing on this application on 10/8/13 and 10/22/13. The Plan Commission recommended approval of the application on 10/22/13 in a 4 to 1 vote (with 2 members absent). The attached Staff Report has been updated following the Plan Commission recommendation.</p>							
Attachments: <i>(please list)</i>							
Staff Report dated 10/24/13 Application and Attachments Trip Generation Study by HLR Concept Site Plan and supporting plans (engineering, landscape, pedestrian circulation, renderings) Existing Charlestowne Mall PUD Ords. (1988-Z-10, 1989-Z-8, 1991-Z-2, 1994-Z-8, 1995-Z-16)							
Recommendation / Suggested Action <i>(briefly explain):</i>							
Recommend approval of an Amendment to Special Use for PUD for the Charlestowne Mall Redevelopment.							
<i>For office use only:</i>		<i>Agenda Item Number: 3a</i>					

Community Development
 Planning Division

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ST. CHARLES
 SINCE 1834

Staff Report

TO: Chairman Dan Stellato
 And Members of the Planning and Development Committee

FROM: Russell Colby
 Planning Division Manager

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

DATE: October 24, 2013

I. APPLICATION INFORMATION:

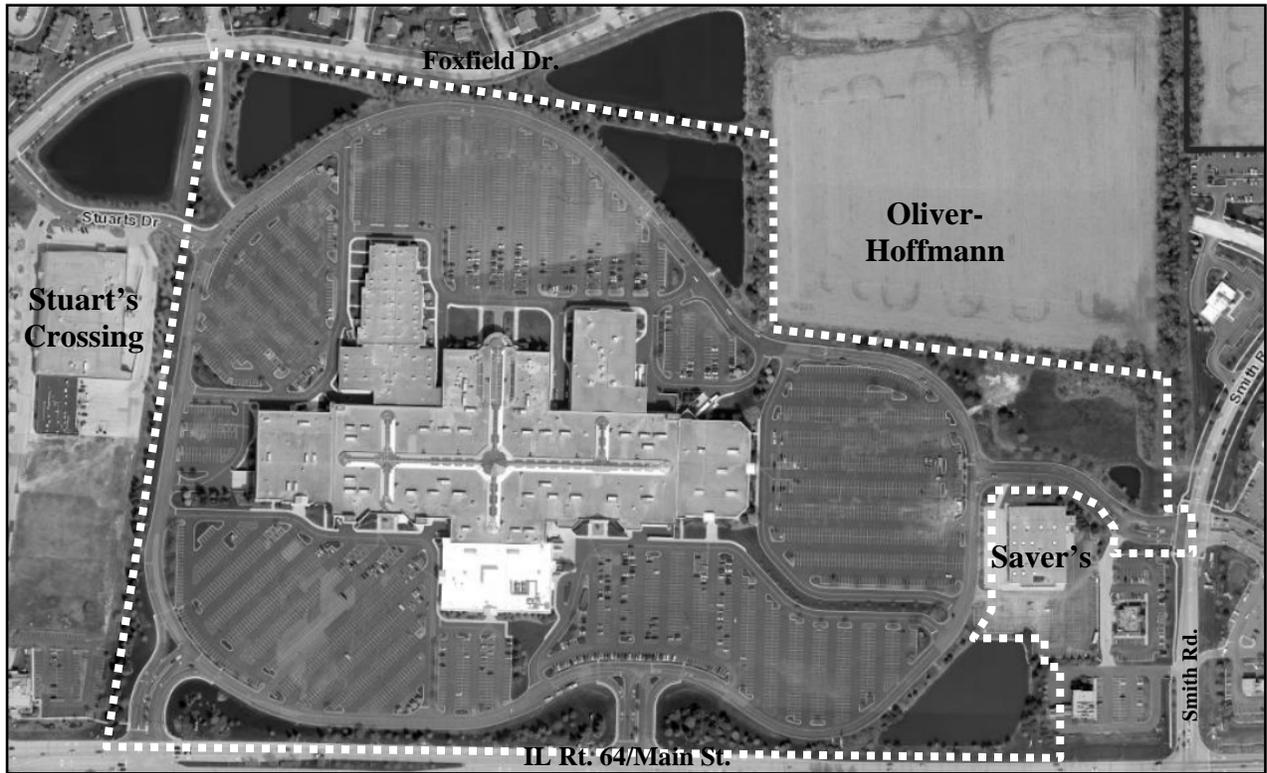
Project Name: Charlestowne Mall Redevelopment

Applicant: SC 3800 Main, LLC

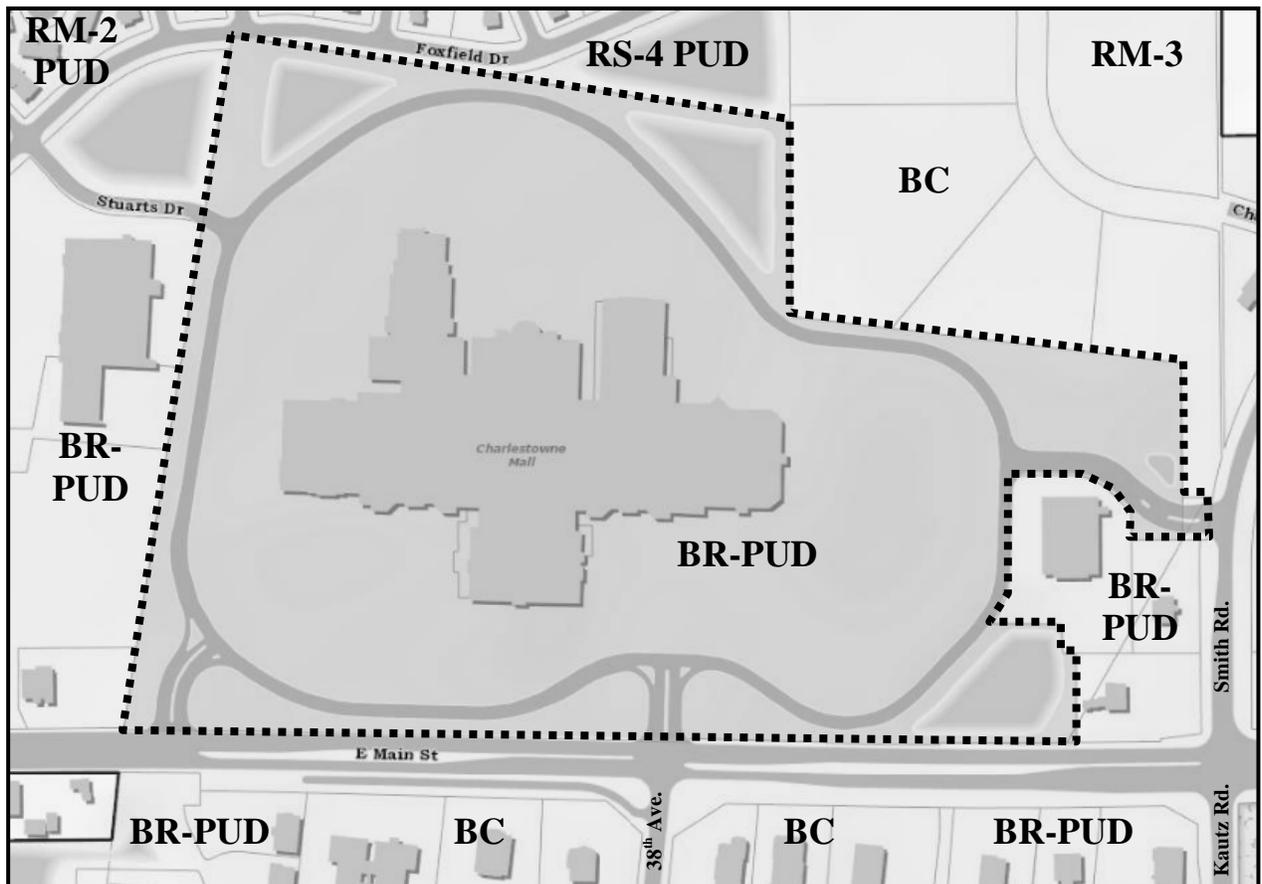
Purpose: Approve new PUD standards for the redevelopment of Charlestowne Mall

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.

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. APPLICATION, PROCESS & DEVELOPER'S PROPOSAL:

A. APPLICATION

The Application for Special Use is a request to amend the existing 1988 Special Use for PUD Ordinance in order to revise the PUD standards to accommodate the conceptual proposal.

The application has been filed by SC 3800 Main LLC., being represented by the Krausz Companies. The applicant is the contract purchaser of the Charlestowne Mall property. The PUD amendment will apply to the mall site and the Von Maur and Kohl's building parcels. The Von Maur and Kohl's store building pads are under separate ownership and both Von Maur and Kohl's are parties to a private easement agreement with the mall property owner. (The Saver's store is a standalone property under separate ownership and is not a part of the proposal).

Both the Von Maur and Kohl's properties have been included in the application in accordance with Section 17.04.100.A of the Zoning Ordinance. Von Maur provided a written authorization for SC 3800 Main LLC to apply on their behalf. Kohl's has provided a letter of no objection, but has not provided a written authorization. The City has provided authorization to include the Kohl's parcel in the application, based on Kohl's letter of no objection and the City and developer's desire to have the property under a single PUD. Based on legal counsel's advice, the developer has agreed to indemnify the City against any potential claim by Kohl's as a result of the City's authorization.

The ownership documentation and the indemnity agreement are attached to the application.

B. PROCESS

At that time, the PUD ordinance will be amended in its entirety to allow for the development shown on the concept site plan. Two items will be approved:

- **PUD Standards Document** establishing zoning parameters to accommodate the proposal (Exhibit "A" of the Staff Report).
- **A Concept Site Plan**, which will be used only to demonstrate the design intent for future PUD Preliminary Plans to be submitted for review and approval. The other plan documents have been provided to demonstrate the feasibility of the project to be constructed within the proposed PUD parameters. These plans will not be approved.

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.

C. PROPOSAL

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. PLAN COMMISSION PUBLIC HEARING

The Plan Commission initially conducted a public hearing on 10/8/13. At the continued hearing on 10/22/13, the developer presented responses. The Commission comments from 10/8/13 and developer responses from 10/22/13 are summarized below.

1. Concern about the PUD deviation for 15 ft. parking setback along Rt. 64 and whether spaces would remain for sidewalk along Rt. 64:

- a. The PUD standard was changed to 15 ft. for drive-through circulation drives only; parking will maintain a 20 ft. setback.
- b. Landscape plans will reserve a 5 ft. strip where a future sidewalk could be installed.

2. Adequacy of parking outside the ring road for outlots and concern about pedestrians crossing the ring road:

- a. A PUD standard was added to require 4 parking spaces per 1,000 square feet outside of the ring road for outlot buildings located outside of the ring road.
- b. The developer has designated pedestrian crossing locations on the Pedestrian Circulation Plan.

3. Contrast of the new mall architecture with the existing anchor buildings:

- a. A PUD standard will require complementary architecture on the reconstructed portions of the building, but allow for variation as shown in the renderings.

4. Future cross access connection to Stuart's Crossing:

- a. An area for potential future cross access has been shown on the concept site plan.

5. Extension of the entry drive from 38th Ave. to the mall building:

- a. The developer analyzed this change and concluded an extension of the entry drive in this location will be detrimental to the parking count. Also, the developer is concerned with causing traffic issues at the 38th Ave. entrance from Rt. 64, which has a shorter throat length than the western entrance, where the drive is planned to extend to the mall.

6. Walkability/pedestrian connections/crossings and accommodating bicycle traffic/transit:

- a. The developer has provided a Pedestrian Circulation Plan showing existing sidewalks/crosswalks around the mall, proposed sidewalks, and possible future connection points.
- b. A location can be designated for potential transit service. (Note: Currently the mall is not served by a fixed-route bus, but is within the St. Charles-Geneva Call-and-Ride Service Area.)

7. Screening of existing loading areas:

- a. A PUD standard has been included to require improved screening of loading areas.

8. PUD deviation for over 10% EIFS (Exterior Insulated Finishing System) on a façade:

- a. A PUD standard has been included to clarify that EIFS is primarily for accent features, not a primary façade material.

9. Sustainability/permeable pavement products

- a. Detention basins will be naturalized. Bioswale/rain garden designs will be considered in certain landscape islands.
- b. Permeable pavers will not be practical because areas of the site that are to be reconstructed have existing compacted soil and the recycled fill that will be used will not be permeable.

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’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 the developer’s conceptual proposal. Staff worked with the developer to compile the initial standards on this list. The standards were then modified based on the Plan Commission review.

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 of the Zoning Ordinance will replace the existing PUD use list that is based off of the City’s former Zoning Ordinance, with the following exception:
 - The developer has requested that 3 drive-through uses for the outlots be granted as permitted uses in the PUD ordinance (and therefore no public hearing would be required for each drive-through). The developer would still need to present a PUD Preliminary Plan for the proposed outlot building and site, and at that time, staff and the Plan Commission would have the opportunity to review the site circulation and any request for a drive-through stacking reduction.
- **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 setback for drive-through circulation drives along Main St. from 20 ft. to 15 ft. Parking spaces will be set back 20 ft. (the current BR zoning standard).
- **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).The proposed standards:
 - Mall roofline max. elevation: 829 ft. (existing mall skylights)
 - Mall parapet wall max. elevation: 846 ft. (existing mall skylight peak at center court)
 - Mall feature elements: 854 ft. (8 ft. above skylight peak), for theater marque, architectural elements, etc.
 - All other buildings: 50 ft. based on surrounding grade (existing PUD requirement)

- 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 standard, 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 restaurant, 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; excluding internal hallways/corridors and courts in the mall).
 - 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).
 - Parking for outlot buildings located outside of the ring road will be provided outside of the ring road at 4 spaces per 1,000 sf. of GLA. Where outlot buildings share a parking lot, shared parking can be used (for example, if the outlot buildings sharing a lot were a bank and a restaurant, the requirement could be reduced).
- 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 three 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.
- The developer has provided a conceptual landscape plan to demonstrate the design intent for landscape improvements.
- 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 (exterior insulated finishing systems) to utilize EIFS generally as an accent material, not a primary façade material. The restriction that EIFS not be used within the lower 10 ft. of the building will apply.
 - A PUD standard will state that screening of existing loading docks will be improved to the extent possible, but full screening will not be required.
 - To address compatibility of the existing anchors and reconstructed portions of the building, a PUD standard will state that “exterior design elements of the reconstructed and new portions of the project, though varied, will be complementary with the existing anchor buildings.”
- 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. RECOMMENDATIONS

The Plan Commission recommended approval of the application in a 4 to 1 vote (2 members were absent). The dissenting commissioner cited concerns about insufficient information regarding building square footages, the adequacy of the parking, traffic control, and pedestrian safety, particularly in relation to the proposed outlot buildings.

Staff is recommending approval of the Special Use application. Findings of Fact drafted by staff and adopted by the Plan Commission are attached.

VI. ATTACHMENTS

- Exhibit “A”: Charlestowne Mall PUD Standards
- Exhibit “B”: Findings of Fact

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

Exhibit “A”

Charlestowne Mall PUD Standards –10/24/13

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

NOTE: Proposed PUD Standards that deviate from the BR zoning standards are shown in italics.

	Existing Charlestowne Mall PUD (Ord. 1988-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, except <i>developer has requested 3 drive-throughs as permitted uses on the outlots (no Special Use hearing required)</i>
Setbacks from Perimeter Property Lines			
<ul style="list-style-type: none"> Front/Rt.64 & Smith Rd. 	Parking: 40 ft. Building: 200 ft.	Parking: 20 ft. Building: 20 ft.	Parking: 20 ft. for parking stalls; <i>15 ft. for circulation drives associated with drive-through uses.</i> Buildings: 20 ft.
<ul style="list-style-type: none"> 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
<ul style="list-style-type: none"> Sides 	Parking: 20 ft. Building: 200 ft.	15 ft. buildings 0 ft. parking	15 ft. buildings 0 ft. parking
<ul style="list-style-type: none"> 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	<i>Mall Building: Roofline maximum elevation of 829 ft. (existing mall skylight ridge); Parapets may extend to 846 ft. (existing mall skylight peak); Feature elements may extend to 854 ft.</i> <i>All other buildings shall not exceed a total height of 50 ft. from the average finished ground level 10 ft. out from exterior walls (Existing PUD standard).</i>
Maximum Floor Area	1,200,000 GFA 925,000 GLA	None	1,200,000 GFA 925,000 GLA

	Existing Charlestowne Mall PUD (Ord. 1988-Z-10 & Amendments)	BR Regional Business District zoning (current underlying zoning of the mall site)	Proposed New PUD standards
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> <i>Parking located outside of the ring road for outlots shall be provided at 4 per 1,000 sf GLA. Shared parking may be considered where outlots share a parking lot.</i>
Signs			
Freestanding/ Identification Signs	2 entry pylon signs Area: 140 sf 1 cinema readerboard on any pylon sign Area: 100 sf. Savers Lot Sign: Area: 150 sf. Height: 25 ft. Setback: 10 ft.	1 Shopping Center sign: Area: 225 sf Height: 30 ft. Setback: 10 ft. Additional sign: Area: 100 sf. Height: 15 ft. Setback: 10 ft. Additional identification signs: 1 per principal building Area: Lesser of 0.75 sf per linear frontage or 50 sf.	<i>3 Shopping Center signs</i> Area: 225 sf Height: 30 ft. (To display shopping center name, anchor tenants, Retail A & B) <i>1 cinema readerboard sign,</i> Area: 150 sf. Height: 15 ft. Outlots (P1 to P6): 1 monument sign per building Area: 50 sf. Height: 8 ft. (Saver's sign- existing)
Wall Signs		1 per business or street frontage, 1.5 sf. per linear ft. of wall on which it is located	Anchors: 1 per side. Retail A & B: 1 per business per side. Outlots: 1 per side. Cinema & Kohl's: Wall sign permitted on south mall elevation, <i>cinema sign may be a marquee extending above the parapet/roofline.</i> For other stores/restaurants in the mall building with exterior frontage/storefronts, 1 per business

	Existing Charlestowne Mall PUD (Ord. 1988-Z-10 & Amendments)	BR Regional Business District zoning (current underlying zoning of the mall site)	Proposed New PUD standards
Directional Signs		1 per driveway and 1 per intersection, 5 ft. setback, 5 sf. surface area, 4 ft. max height No words identifying or advertising use	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.
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)	Per Ordinance requirements along Main St. frontage; <i>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/or low shrubs/ groundcover.</i>

	Existing Charlestowne Mall PUD (Ord. 1988-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). EIFS will generally be used for accent features and not as a primary façade material.</i> <i>Screening of existing loading docks to be improved to the extent possible, but full screening shall not be required.</i> Exterior Design elements of the reconstructed and new portions of the project, though varied, will be complementary with the existing anchor buildings.
Access Locations			
Access Locations			Existing Access points, plus future cross access to west (Stuart's Crossing) and east (Oliver Hoffmann) permitted
Subdivision Standards			
Number & Configuration of Lots	Limited to 9 parcels, with easements for access and utilities to lots		<i>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.</i>
Minimum Lot Width	None	None	None
Minimum Lot Area	None	1 acre	None

EXHIBIT “B”

FINDINGS OF FACT
SPECIAL USE FOR PLANNED UNIT DEVELOPMENT

From the St. Charles Zoning Ordinance, Section 17.04.410.D.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:

1. 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.

The mall property is obsolete in design. The property lacks character/uniqueness, has no visual presence from Main Street, and does not have clearly designated front entrances. The PUD Amendment will establish standards to enable a more modern, distinctive development to establish a new sense of place for a facility that is already integral to 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.

The mall property was designed primarily for customers arriving by automobile and has very limited facilities to accommodate pedestrians. The PUD amendment will provide an opportunity for the property to be redeveloped with improved building entrances and pedestrian infrastructure. A continuous pathway system will be established on the site to facilitate pedestrian movement into the site and between buildings. New landscaping and new outlot buildings around the mall will help reduce the scale of the parking lot.

3. To encourage a harmonious mix of land uses and a variety of housing types and prices.

Not applicable.

4. To preserve native vegetation, topographic and geological features, and environmentally sensitive areas.

Not applicable.

5. To promote the economical development and efficient use of land, utilities, street improvements, drainage facilities, structures and other facilities.

The PUD amendment will facilitate the redevelopment of an underutilized commercial site. The redevelopment will utilize existing utilities and site improvements to the extent possible.

6. To encourage redevelopment of sites containing obsolete or inappropriate buildings or uses.

The PUD amendment will facilitate the redevelopment of a property that is obsolete in terms of building and site design.

7. To encourage a collaborative process among developers, neighboring property owners and residents, governmental bodies and the community.

The City engaged in a Comprehensive Plan rewriting process from June 2011 to September 2013, with a focus on both the mall property itself and the larger East Gateway commercial area that the mall anchors. The community had an opportunity to provide input and ideas for revitalizing the mall, and those ideas were incorporated into the plan document that was adopted by the City.

The developer used the Comprehensive Plan as reference for developing the concept site plan submitted in support of this application. The developer also has taken steps to engage the community, including hosting a neighborhood meeting at the mall.

2. 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.

New outdoor public spaces will be created at the reconstructed entrances to the mall.
2. The PUD will preserve open space, natural beauty and critical environmental areas in excess of what is required by ordinance or other regulation.

Not applicable.

3. The PUD will provide superior landscaping, buffering or screening.

The PUD amendment will facilitate an update to the site's landscaping, which is sparse within the site but is heavy and overgrown along the site's Main St. frontage. The Comprehensive Plan has called for a reduction of landscaping along the Main St. frontage. The existing landscaping and buffering along the north property line will be maintained.

4. The buildings within the PUD offer high quality architectural design.

The PUD amendment will facilitate an improved, modernized architectural design for the building, including better screening of existing loading docks, incorporating complementary architecture in the reconstructed portions of the building, and establishing new, prominent front entrances with pedestrian-oriented streetscaping.

5. The PUD provides for energy efficient building and site design.

Not applicable.

6. The PUD provides for the use of innovative stormwater management techniques.

The proposed site improvements will include naturalizing the existing stormwater detention basins and introducing bioswales and rain gardens into some parking lot islands.

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.

Not applicable.

8. The PUD provides affordable dwelling units in conformance with, or in excess of, City policies and ordinances.

Not applicable.

9. The PUD preserves historic buildings, sites or neighborhoods.

Not applicable.

3. The proposed PUD conforms with the standards applicable to Special Uses (section 17.04.330.C.2):

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 PUD will remain primarily an enclosed retail shopping mall that will continue to serve the public with a shopping location.

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

The proposed redevelopment will utilize existing infrastructure, which was installed based upon a development of similar land use and intensity. A Traffic Memorandum prepared by HLR demonstrates that the proposed redevelopment will generate a comparable volume of traffic compared to the mall as approved by the City in 1995. Additionally, much of the infrastructure around the site has been enhanced in recent years, including Route 64, which has been widened to increase capacity.

- 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 redevelopment of the mall site will not constitute a change in land use or an increase in intensity of land use; therefore the amended Special Use will not have a new a negative effect on nearby property. Existing buffering of the site from residential properties to the north will be maintained.

- 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 mall site serves as an anchor for the East Gateway business district and the mall's existing condition has been a detriment to the viability of businesses in the area. The proposed redevelopment to modernize the mall site will encourage new investment in underutilized and undeveloped sites around the mall.

- 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 redevelopment of the mall site will not constitute a change in land use or an increase in intensity of land use; therefore the amended Special Use will not have a new a negative effect on the 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 redevelopment will comply with all code requirements, except for PUD deviations identified in the PUD Development Standards document.

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

The mall site serves as an anchor for the East Gateway business district and the mall's existing condition has been a detriment to the viability of businesses in the area. The proposed redevelopment to modernize the mall site will encourage new investment in underutilized and undeveloped sites around the mall.

Redevelopment and modernization of the mall is strategically important for the City as the East Gateway business district contributes significantly to the City's tax base and economic well-being.

The concept plan being presented in support of the PUD amendment proposes substantial changes to the mall property that will be beneficial to the physical development of the East Gateway business district.

5. The proposed PUD conforms to the purposes and intent of the Comprehensive Plan.

The PUD amendment will facilitate site improvements that further the goals of the Comprehensive Plan.

The City recently adopted a new Comprehensive Plan that addresses the Charlestowne Mall site in detail. The site is discussed 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). The plans presented in support of the PUD amendment request incorporate some of those recommendations including: the introduction of outlot buildings around the mall property, the demolition and reconfiguration of vacant portions of the mall building, and façade improvements to the mall building.

Additionally, the East Gateway Improvement Plan (p. 103) identifies other potential improvements that have been incorporated into the concept site plans for the mall property, including: a landscaping reduction along Main St.; better pedestrian connections to commercial sites; and cross access between commercial sites.

CITY OF ST. CHARLES

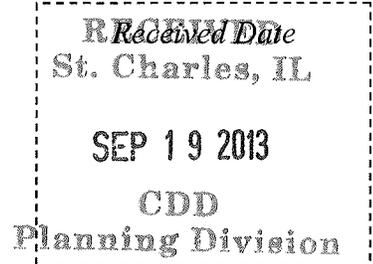
TWO EAST MAIN STREET
ST. CHARLES, ILLINOIS 60174-1984



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>

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

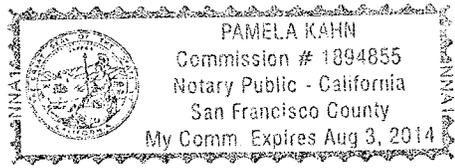
On 09.19.2013 before me, *Pamela Kahn*, Notary Public personally appeared F. Ron Krausz who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his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

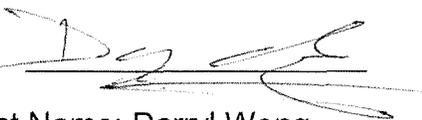
Re: Application for Charlestowne Mall Redevelopment/PUD Amendment ("Project")
3800 Main Street, St Charles, Illinois ("Property")

The undersigned, Darryl Wong, Managing Member of Charlestowne Mall Investments, LLC, an Delaware limited liability company ("Owner"), herby 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 CENTER 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

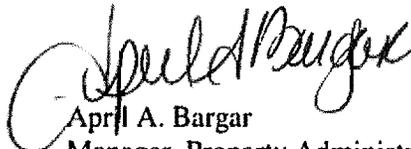
RE: Approval Request for Conceptual Mall Redevelopment
Kohl's Store #078 – Charlestowne Mall ("Shopping Center"), St. Charles, Illinois

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

Indemnification and Reimbursement Agreement

This Indemnification and Reimbursement Agreement is entered into this ___ day of October, 2013, between The Krausz Companies, Inc., a California corporation (hereinafter “DEVELOPER”) and the CITY OF ST. CHARLES, Dupage and Kane Counties, Illinois, a Municipal Corporation (hereinafter “CITY”).

Recitals

WHEREAS the DEVELOPER has, as agent for SC 3800 Main LLC, a Delaware limited liability company, filed an Application for Special Use pursuant to the St. Charles Zoning Ordinance Section 17.04.100(A) to redevelop certain property known as the Charlestowne Mall; and

WHEREAS the DEVELOPER has provided the CITY with a letter of no objection signed by Kohl’s Department Stores, Inc., a Delaware corporation (hereinafter “Kohl’s”), to the conceptual plan of the Charlestowne Mall redevelopment subject to a certain Reciprocal Easement Agreement dated March 16, 1993, as amended (a copy of said letter is attached hereto and incorporated herein as Exhibit A); and

WHEREAS the CITY, pursuant to the St. Charles Zoning Ordinance Section 17.04.100(A) has authorized the inclusion of the Kohl’s store parcel which is a part of the Charlestowne Mall in the Application for Special Use referred to above (a copy of said letter of authorization is attached hereto and incorporated herein as Exhibit B); and

WHEREAS the DEVELOPER has represented to the CITY that it is negotiating with Kohl’s to obtain its full approval to the Application for Special Use; and

WHEREAS as a condition to the CITY’s executing the application for special use as requested by the DEVELOPER, the DEVELOPER has agreed to indemnify and reimburse the CITY from any damages claimed by Kohl’s as a result of the CITY’s execution of the Application for Special Use and future claims by Kohl’s that may arise out of the final disposition of the Application for Special Use.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, the receipt, sufficiency and adequacy of which is hereby acknowledged, the parties agree as follows:

Agreement to Indemnify and Reimburse

1. INDEMNIFICATION. In consideration for the CITY's execution of Application for Special Use with respect to the Kohl's parcel, DEVELOPER hereby agrees to indemnify and reimburse CITY for and against any and all losses, damages and expenses including reasonable attorney's fees incurred by the CITY as a result of any claim by Kohl's for any losses, damages and expenses including reasonable attorney's fees incurred by Kohl's as a result of the CITY's authorization of the inclusion of the Kohl's parcel in the Application for Special Use regarding the Charlestowne Mall.

2. BINDING EFFECT. This Agreement shall bind and inure to the benefit of the respective parties, personal representatives, assigns and successors of the parties hereto.

3. LAW GOVERNING AND JURISDICTION. This Agreement and the application of the terms contained herein shall be governed by the laws of the State of Illinois; however, the rules of strict construction shall not apply to the Agreement. This Agreement shall be given a reasonable construction so that the intention of the parties is carried out. Venue for all litigation arising out of this Agreement shall be proper only in the Sixteenth Judicial Circuit Court of Kane County, Geneva, Illinois.

EXECUTED on the day and year first above written.

This Indemnify Agreement is freely and voluntarily given by the undersigned without duress or coercion. The Indemnity Agreement shall be governed and construed in accordance with the laws of the State of Illinois. This Agreement shall be binding upon each party, successor and assigns.

The Krausz Companies, Inc.,
a California Corporation

CITY OF ST. CHARLES, an Illinois
Municipal Corporation

By: Its President

By: Raymond Rogina, Mayor

ATTEST:

ATTEST:

Its Secretary

City Clerk

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

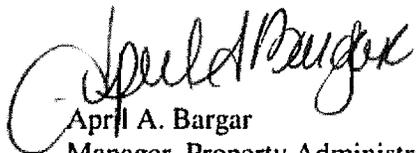
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If you have any questions, please feel free to contact me.

Sincerely,



April A. Bargar

Manager, Property Administration

EXHIBIT "B"



ST. CHARLES
SINCE 1834

#1 City for Families
by FamilyCircle® 2011

September 19, 2013

Re: Charlestowne Mall PUD Amendment- Kohl's property

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Parcel Number: 0925206001

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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*



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

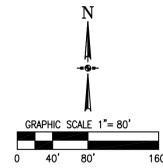
AM Peak Hour	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units, X</i>	<i>Total Trips, T</i>
<i>Parcel</i>					
Retail A	(850) Supermarket	3.40	1,000 SF	35	119
Mall, Commercial, & Retail B	(820) Shopping Center	Ln^1	1,000 SF	767	540
1. $Ln(T) = 0.61 Ln(X) + 2.24$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

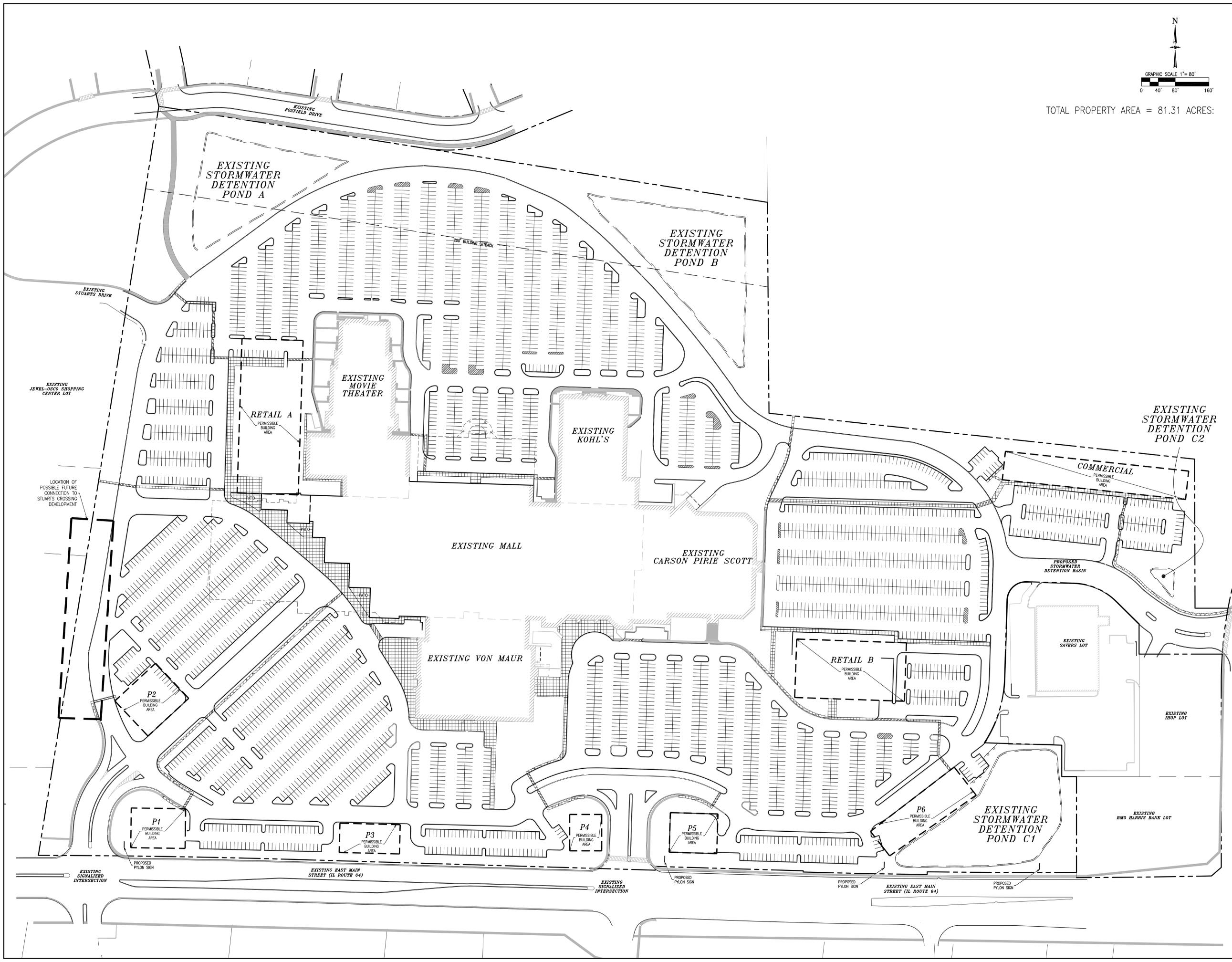
Weekday Total	<i>Land Use</i>	<i>Trip Generation Rate</i>	<i>Development Units</i>	<i>Number of Units, X</i>	<i>Total Trips, T</i>
<i>Parcel</i>					
Retail A	(850) Supermarket	102.24	1,000 SF	35	3,578
Mall, Commercial, & Retail B	(820) Shopping Center	Ln^3	1,000 SF	767	25,530
3. $Ln(T) = 0.65 Ln(X) + 5.83$					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. $Ln(T) = 0.57 Ln(X) + 4.18$ 5. $Ln(T) = 0.65 Ln(X) + 3.78$					TOTAL New Trips: 3,783

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



TOTAL PROPERTY AREA = 81.31 ACRES.



CONCEPTUAL 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
 Lombard, IL 60148
 PHONE: (630) 652-4000
 FAX: (630) 652-4001

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

1" = 80'
 F021
 EX1

NO.	DESCRIPTION	DATE	CHECKED BY
2	OUTLET PARKING EXHIBIT	10/09/13	
1	SUBMITTED FOR BID	9/19/13	
1	DESIGNATION		
	DESIGNED BY		

The New
Charlestowne Mall

3800 East Main Street
St. Charles, Illinois

DAVID R. McCALLUM ASSOCIATES, INC.
LANDSCAPE ARCHITECTS
350 N. Milwaukee Avenue | Lombard, Illinois 60464
T 847.382.0209 | F 847.382.0204



JACOB & HEFNER ASSOCIATES, INC.
ARCHITECTS
1545 South Highland Avenue, Suite 100
Lombard, IL 60148
PHONE: (630) 452-4400
FAX: (630) 452-4401

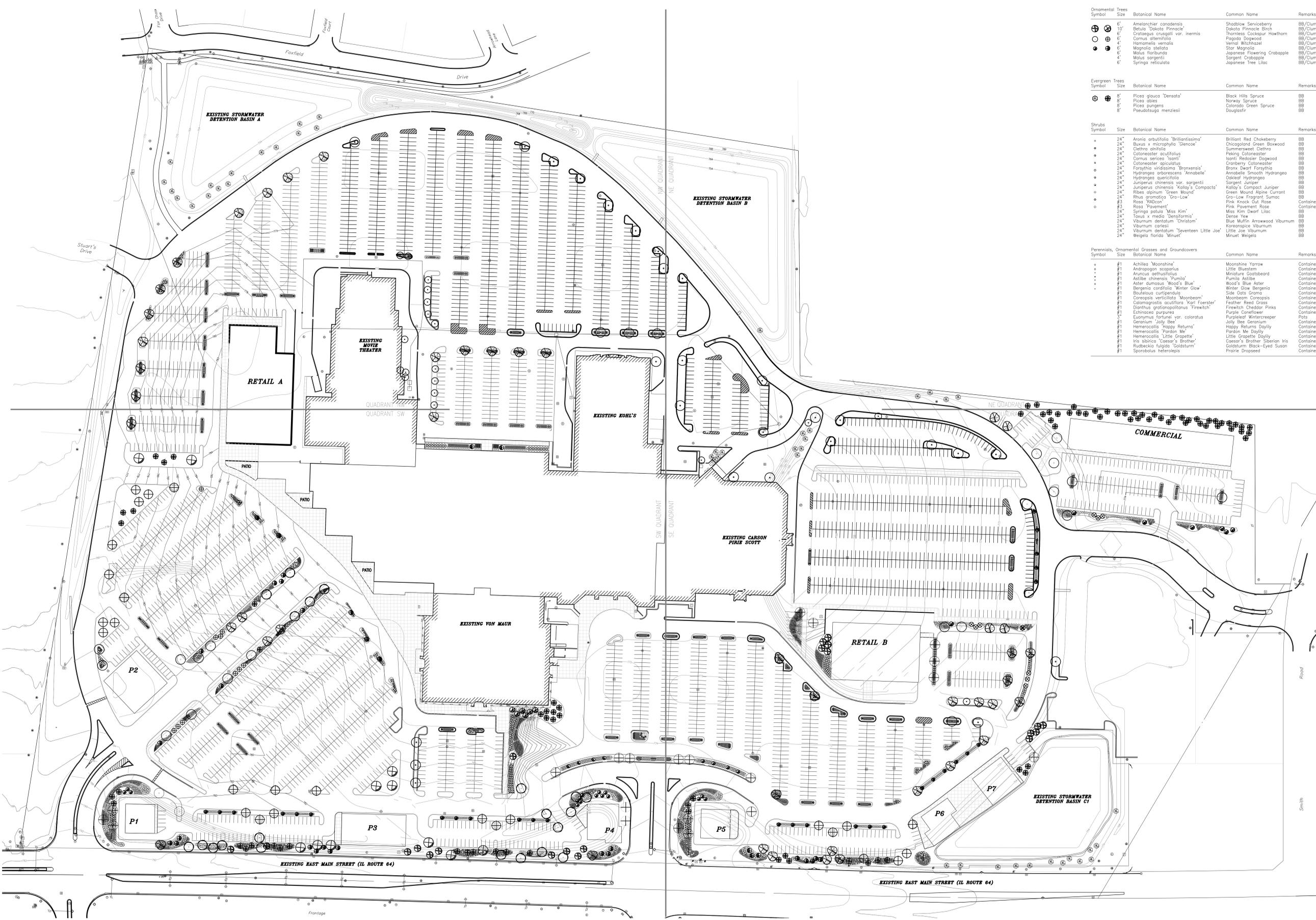
The KRAUSZ COMPANIES, Inc.
44 Montgomery Street | Suite 3000
San Francisco, California 94104
T 415.725.9500

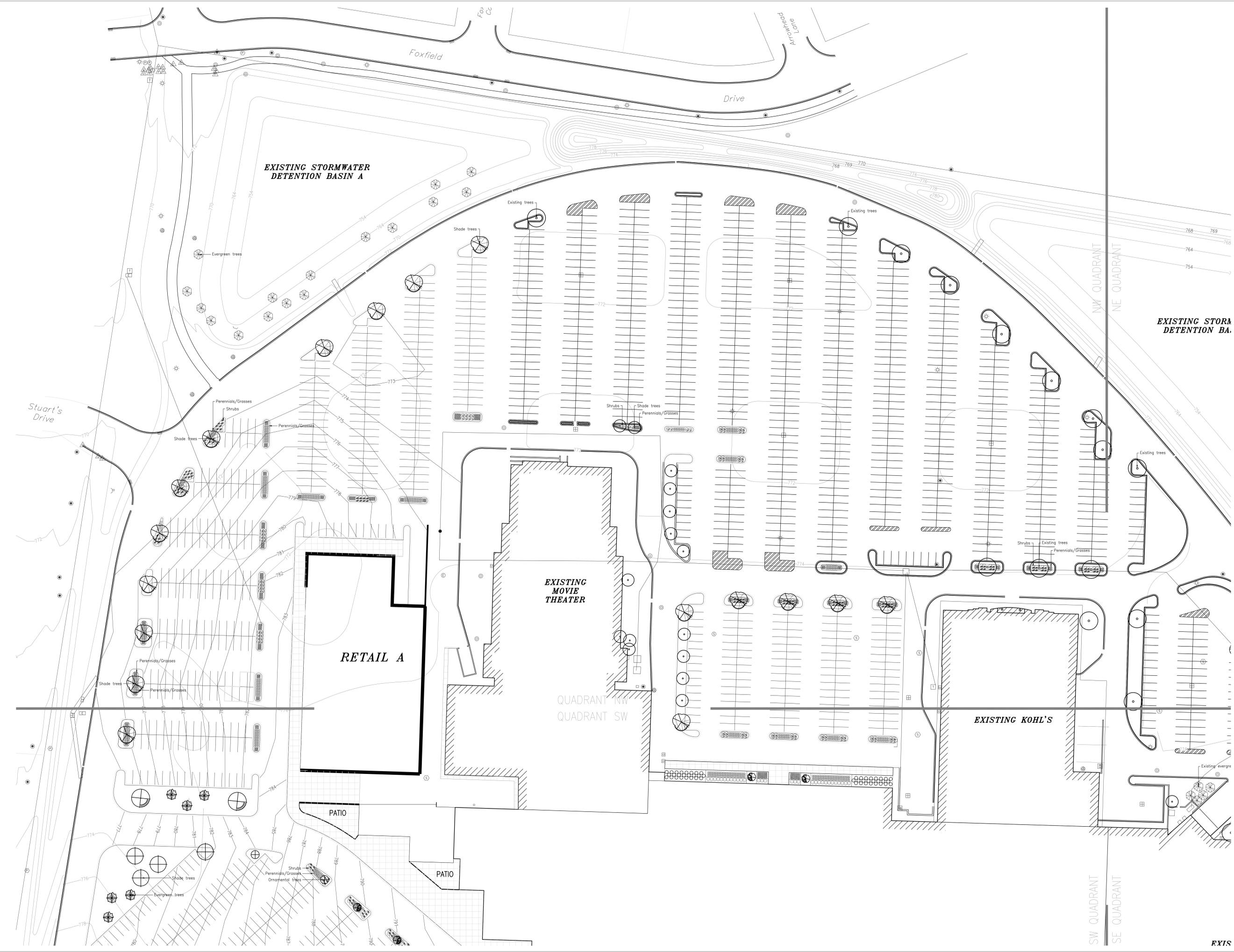
Landscape Plan
Concept

1	For Review	10.01.13
Mark	Description	Date
Issuance		

Number
44613
Scale
1" = 80'
North
File
446CP1A
Sheet
L10

Plant Palette				
Shade Trees	Size	Botanical Name	Common Name	Remarks
⊗	1"	Acer x freemanii 'Autumn Blaze'	Autumn Blaze Freeman Maple	BB
⊗	1"	Acer miyabei 'Morton'	State Street Miyabe Maple	BB
⊗	1"	Acer saccharum 'Green Mountain'	Green Mountain Sugar Maple	BB
⊗	1"	Castilleja occidentalis 'Prairie Pride'	Prairie Pride Common Hackberry	BB
⊗	1"	Ginkgo biloba 'Princeton Sentry'	Princeton Sentry Ginkgo	BB
⊗	1"	Gleditsia triacanthos var. inermis 'Skyline'	Skyline Thornless Honeylocust	BB
⊗	1"	Pyrus calleryana 'Chanticleer'	Chanticleer Ornamental Pear	BB
⊗	1"	Quercus muehlenbergii	Chinkapin Oak	BB
⊗	1"	Ulmus x 'Morton'	Academy Elm	BB
Ornamental Trees				
Symbol	Size	Botanical Name	Common Name	Remarks
⊗	6'	Amelanchier canadensis	Shadblow Serviceberry	BB/Clump
⊗	10'	Betula 'Dakota Pinnacle'	Dakota Pinnacle Birch	BB/Clump
⊗	6'	Cotoneaster crugosii var. inermis	Thornless Cockspur Hawthorn	BB/Clump
⊗	6'	Cornus alternifolia	Pagoda Dogwood	BB/Clump
⊗	6'	Hamamelis virginica	Witch Hazel	BB/Clump
⊗	6'	Magnolia stellata	Star Magnolia	BB/Clump
⊗	6'	Malus floribunda	Japanese Flowering Crabapple	BB/Clump
⊗	4'	Morus nigra	Sagehen Crabapple	BB/Clump
⊗	6'	Syringa reticulata	Japanese Tree Lilac	BB/Clump
Evergreen Trees				
Symbol	Size	Botanical Name	Common Name	Remarks
⊗	8'	Picea glauca 'Densata'	Black Hills Spruce	BB
⊗	8'	Picea abies	Norway Spruce	BB
⊗	8'	Picea pungens	Colorado Green Spruce	BB
⊗	8'	Pseudotsuga menziesii	Douglasfir	BB
Shrubs				
Symbol	Size	Botanical Name	Common Name	Remarks
⊗	24"	Aronia arbutifolia 'Brilliantissima'	Brilliant Red Chokeberry	BB
⊗	24"	Buxus x microphylla 'Glencoe'	Chicago Green Boxwood	BB
⊗	24"	Clethra alnifolia	Summerweet Clethra	BB
⊗	24"	Cotoneaster acutifolius	Peking Cotoneaster	BB
⊗	24"	Cornus sericea 'Isanti'	Isanti Redosier Dogwood	BB
⊗	24"	Cotoneaster spicatus	Cranberry Cotoneaster	BB
⊗	24"	Forsythia viridissima 'Bronxensis'	Bronx Dwarf Forsythia	BB
⊗	24"	Hydrangea arborescens 'Annabelle'	Annabelle Smooth Hydrangea	BB
⊗	24"	Hydrangea quercifolia	Oakleaf Hydrangea	BB
⊗	24"	Juniperus chinensis var. sargentii	Sargent Juniper	BB
⊗	24"	Juniperus chinensis 'Kobold'	Kobold Compact Juniper	BB
⊗	24"	Ribes alpinum 'Green Mound'	Green Mound Alpine Currant	BB
⊗	24"	Rhus aromatica 'Gro-Low'	Gro-Low Fragrant Sumac	BB
⊗	24"	Rosa 'Blaze'	Blaze Rose	BB
⊗	24"	Syringa patula 'Miss Kim'	Miss Kim Dwarf Lilac	BB
⊗	24"	Toxus x media 'Densiformis'	Dense Yew	BB
⊗	24"	Viburnum dentatum 'Christina'	Blue Muffin Arrowwood Viburnum	BB
⊗	24"	Viburnum coccineum	Koreanspice Burnum	BB
⊗	24"	Viburnum dentatum 'Seventeen Little Joe'	Little Joe Viburnum	BB
⊗	24"	Weigela florida 'Minuet'	Minuet Weigela	BB
Perennials, Ornamental Grasses and Groundcovers				
Symbol	Size	Botanical Name	Common Name	Remarks
⊗	#1	Achillea 'Moonshine'	Moonshine Yarrow	Container
⊗	#1	Andropogon scoparius	Little Bluestem	Container
⊗	#1	Aruncifolius	Miniature Gostbeard	Container
⊗	#1	Astilbe chinensis 'Pumila'	Pumila Astilbe	Container
⊗	#1	Aster damasus 'Wood's Blue'	Wood's Blue Aster	Container
⊗	#1	Bergenia cordifolia 'Winter Glow'	Winter Glow Bergenia	Container
⊗	#1	Bouteloua curtipendula	Side Oats Grass	Container
⊗	#1	Coreopsis verticillata 'Moonbeam'	Moonbeam Coreopsis	Container
⊗	#1	Calamagrostis acutiflora 'Karl Foerster'	Feather Reed Grass	Container
⊗	#1	Dianthus gratiopolitans 'Firewitch'	Firewitch Chequer Finks	Container
⊗	#1	Echinacea purpurea	Purple Coneflower	Container
⊗	#1	Erigeron annuus 'Pete's Purple'	Pete's Purple	Container
⊗	#1	Geranium 'Jolly Bee'	Jolly Bee Geranium	Container
⊗	#1	Hemerocallis 'Happy Returns'	Happy Returns Daylily	Container
⊗	#1	Hemerocallis 'Parson Me'	Parson Me Daylily	Container
⊗	#1	Hemerocallis 'Little Grapette'	Little Grapette Daylily	Container
⊗	#1	Iris sibirica 'Caesar's Brother'	Caesar's Brother Siberian Iris	Container
⊗	#1	Rudbeckia fulgida 'Goldsturm'	Goldsturm Black-Eyed Susan	Container
⊗	#1	Sporobolus heterolepis	Prairie Dropseed	Container





EXISTING STORMWATER
DETENTION BASIN

EXISTING STORMWATER
DETENTION BASIN A

EXISTING MOVIE
THEATER

RETAIL A

EXISTING KOHL'S

PATIO

PATIO

QUADRANT NW
QUADRANT SW

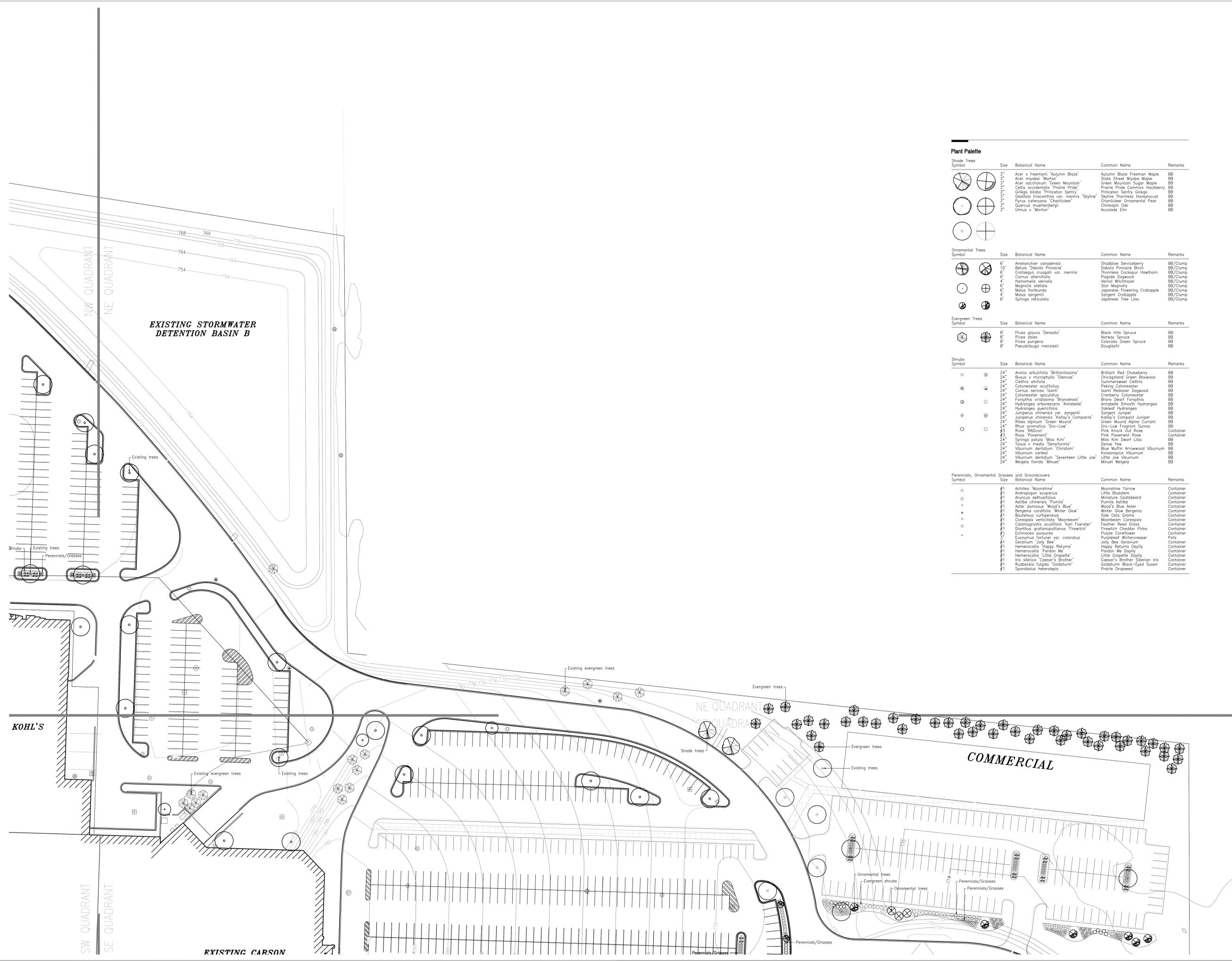
NW QUADRANT
NE QUADRANT

SW QUADRANT
SE QUADRANT

Landscape Plan
Concept

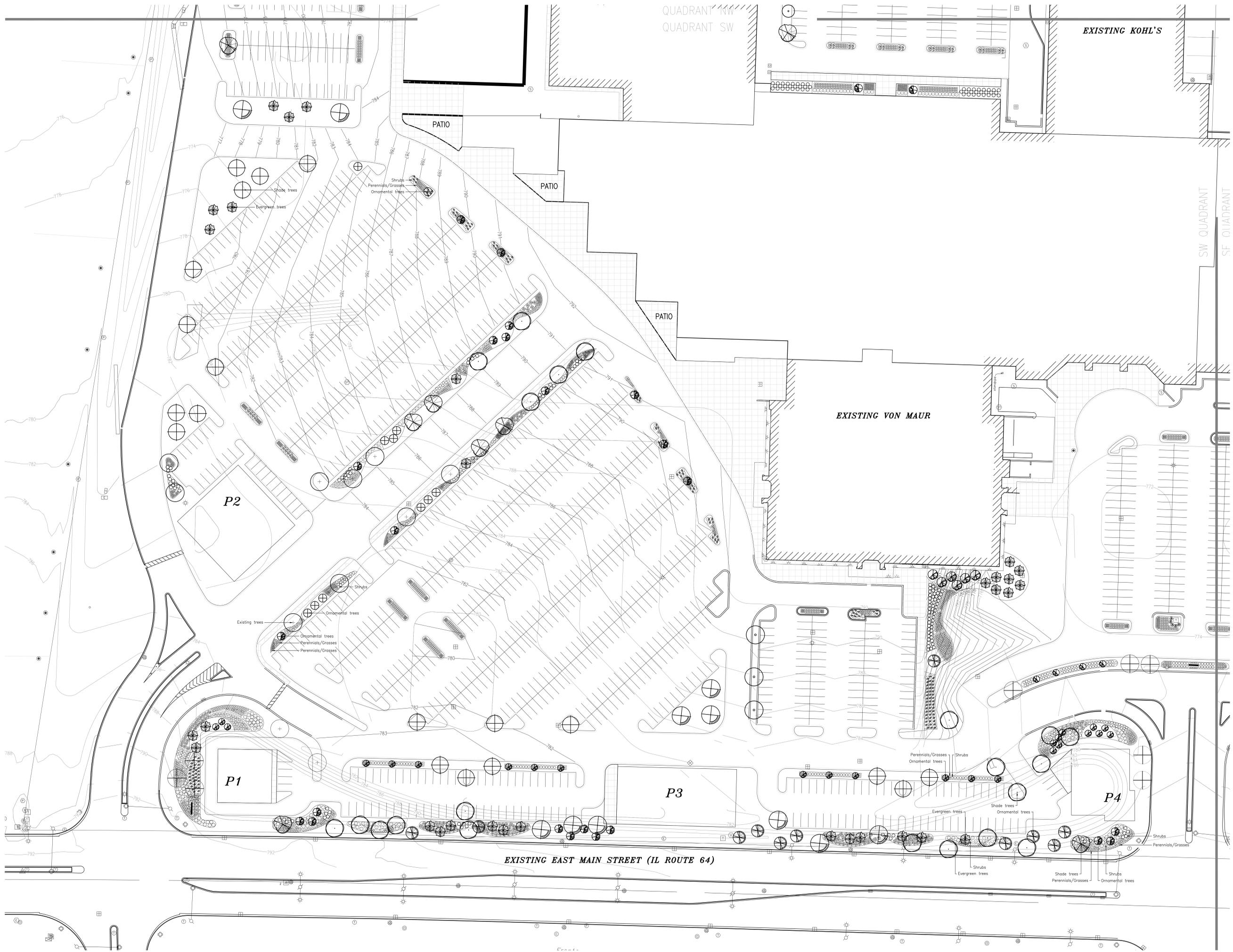
Number	Description	Date
1	For Review	10.01.13
Mark		
Issuance		

Number	44613
Scale	1" = 40'
File	446CP1A
Sheet	L20



Plant Palette

Shade Trees	Symbol	Size	Botanical Name	Common Name	Remarks
		3"	Acer x freemanii 'Autumn Blaze'	Autumn Blaze Freeman Maple	BB
		3"	Acer nyctobei 'Morton'	State Street Maple	BB
		3"	Acer saccharum 'Green Mountain'	Green Mountain Sugar Maple	BB
		3"	Quercus laevis 'Prairie Pride'	Prairie Pride Common Hackberry	BB
		3"	Ginkgo biloba 'Princeton Sentry'	Princeton Sentry Ginkgo	BB
		3"	Quercus macrocarpa var. inermis 'Skyline'	Skyline Thornless Honeylocust	BB
		3"	Pyrus calleryana 'Chanticleer'	Chanticleer Ornamental Pear	BB
		3"	Quercus muhlenbergii	Chinkapin Oak	BB
		3"	Ulmus x 'Morton'	Accolade Elm	BB
Ornamental Trees	Symbol	Size	Botanical Name	Common Name	Remarks
		6'	Amelanchier canadensis	Shadblow Serviceberry	BB/Clump
		10'	Betula 'Dakota Pinnacle'	Dakota Pinnacle Birch	BB/Clump
		6'	Crataegus crusgalli var. inermis	Thornless Cockspur Hawthorn	BB/Clump
		6'	Cornus alternifolia	Pagoda Dogwood	BB/Clump
		4'	Hamamelis vernalis	Vernal Witchhazel	BB/Clump
		6'	Magnolia stellata	Star Magnolia	BB/Clump
		6'	Malus floribunda	Japanese Flowering Crabapple	BB/Clump
		4'	Molus sargentii	Sargent Crabapple	BB/Clump
		6'	Syringa reticulata	Japanese Tree Lilac	BB/Clump
Evergreen Trees	Symbol	Size	Botanical Name	Common Name	Remarks
		8'	Picea glauca 'Densata'	Black Hills Spruce	BB
		8'	Picea abies	Norway Spruce	BB
		8'	Picea pungens	Colorado Green Spruce	BB
		8'	Pseudotsuga menziesii	Douglasfir	BB
Shrubs	Symbol	Size	Botanical Name	Common Name	Remarks
		24"	Aronia arbutifolia 'Brilliantissima'	Brilliant Red Chokeberry	BB
		24"	Buxus x microphylla 'Glencoe'	Chicagoland Green Boxwood	BB
		24"	Cistrea alnifolia	Summerweet Dietria	BB
		24"	Cotoneaster acutifolius	Peking Cotoneaster	BB
		24"	Cornus sericea 'Isanti'	Isanti Redosier Dogwood	BB
		24"	Cotoneaster spiculatus	Cranberry Cotoneaster	BB
		24"	Forsythia viridissima 'Bronxensis'	Bronx Dwarf Forsythia	BB
		24"	Hydrangea arborescens 'Annabelle'	Annabelle Smooth Hydrangea	BB
		24"	Hydrangea quercifolia	Oakleaf Hydrangea	BB
		24"	Juniperus chinensis var. sargentii	Sargent Juniper	BB
		24"	Juniperus chinensis 'Kalley's Compacta'	Kalley's Compact Juniper	BB
		24"	Ribes alpinum 'Green Mound'	Green Mound Alpine Currant	BB
		24"	Rhus aromatica 'Gro-Low'	Gro-Low Fragrant Sumac	BB
		#3	Rosa 'RAlcon'	Pink Knock Out Rose	Container
		#3	Rosa 'Powernet'	Pink Powernet Rose	Container
		24"	Syringa patula 'Miss Kim'	Miss Kim Dwarf Lilac	BB
		24"	Taxus x media 'Densiformis'	Dense Tree	BB
		24"	Viburnum dentatum 'Christom'	Blue Muffin Arrowwood Viburnum	BB
		24"	Viburnum corymbosum	Koreanopice Viburnum	BB
		24"	Viburnum dentatum 'Seventeen Little Joe'	Little Joe Viburnum	BB
		24"	Weigela florida 'Minuet'	Minuet Weigela	BB
Perennials, Ornamental Grasses and Groundcovers	Symbol	Size	Botanical Name	Common Name	Remarks
		#1	Achillea 'Moonshine'	Moonshine Yarrow	Container
		#1	Andropogon scoparius	Little Bluestem	Container
		#1	Anuncis oethusifolius	Minutaire Goutbeard	Container
		#1	Asilbe chinensis 'Pumila'	Pumila Astilbe	Container
		#1	Aster dumosus 'Wood's Blue'	Wood's Blue Aster	Container
		#1	Bergenia cordifolia 'Winter Glow'	Winter Glow Bergenia	Container
		#1	Bouteloua curtipendula	Side Oats Grama	Container
		#1	Coreopsis verticillata 'Moonbeam'	Moonbeam Coreopsis	Container
		#1	Cataglyphis acutiflora 'Karl Foerster'	Feather Reed Grass	Container
		#1	Dianthus gratianopolitanus 'Firewitch'	Firewitch Cheddar Pinks	Container
		#1	Echinacea purpurea	Purple Coneflower	Container
		3"	Euryonymus fortunei var. coloratus	Purpleleaf Wintercreeper	Pots
		#1	Geranium 'Jolly Bee'	Jolly Bee Geranium	Container
		#1	Hemerocallis 'Happy Returns'	Happy Returns Daylily	Container
		#1	Hemerocallis 'Pardon Me'	Pardon Me Daylily	Container
		#1	Hemerocallis 'Little Grapes'	Little Grapes Daylily	Container
		#1	Iris sibirica 'Caesar's Brother'	Caesar's Brother Siberian Iris	Container
		#1	Rudbeckia fulgida 'Goldsturm'	Goldsturm Black-Eyed Susan	Container
		#1	Sporobolus heterolepis	Prairie Grasses	Container



The New Charlestowne Mall
 3800 East Main Street
 St. Charles, Illinois

DAVID R. McCALLUM ASSOCIATES, INC.
 LANDSCAPE ARCHITECTS
 350 N. Milwaukee Avenue | Lombard, Illinois 60148
 T 847.302.2209 | F 847.302.2204

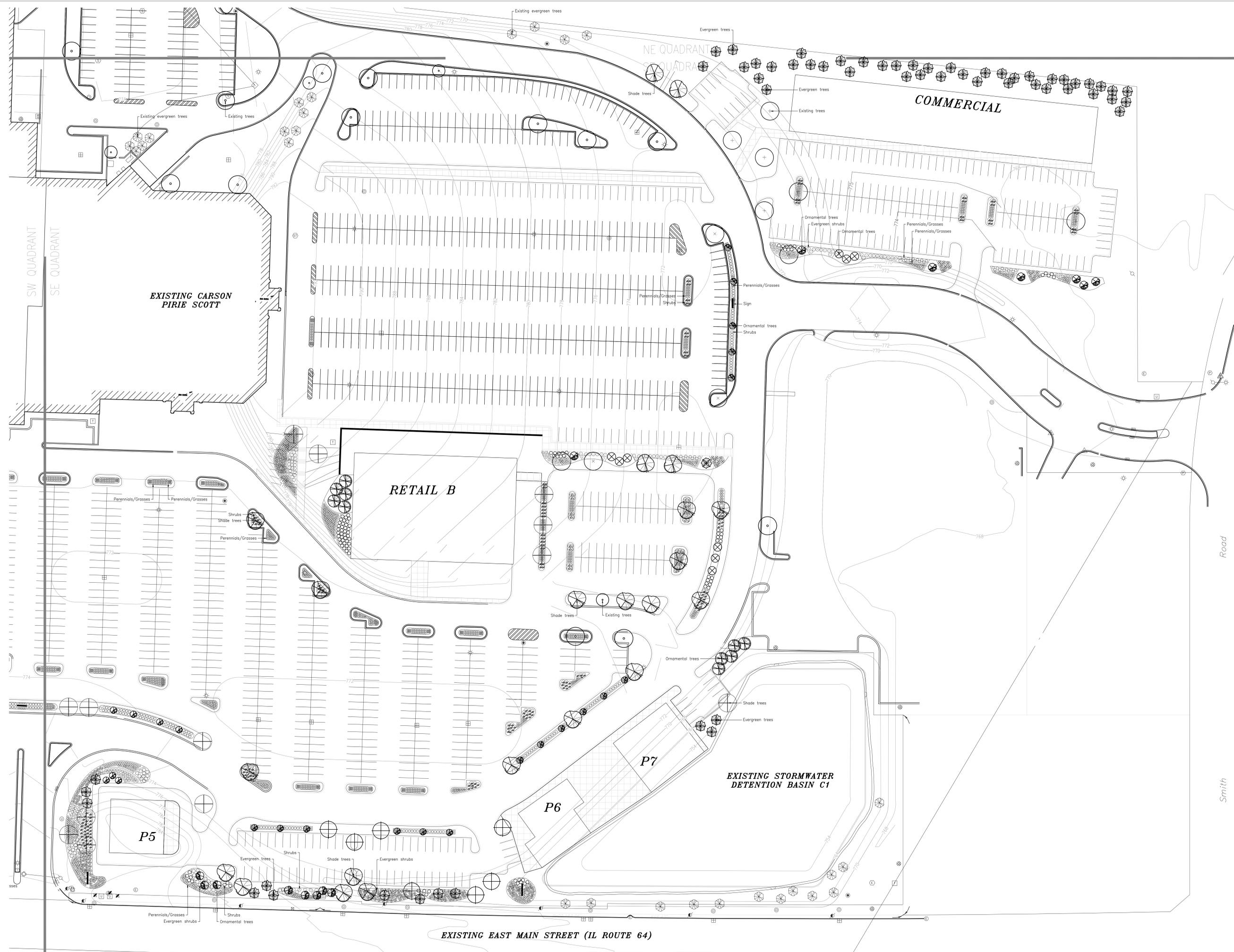


JACOB & HEFNER ASSOCIATES, INC.
 ARCHITECTS - INTERIORS
 1540 South Highland Avenue, Suite 100
 Lombard, IL 60148
 PHONE: (708) 482-4400
 FAX: (708) 482-4401

The KRAUSZ COMPANIES, Inc.
 44 Montgomery Street | Suite 3000
 San Francisco, California 94104
 T 415.775.9500

Landscape Plan Concept

Number	Description	Date
1	For Review	10.01.13
Mark		
Issuance		
Number	44613	
Scale	1" = 40'	
File	446CP1A	
Sheet	L40	



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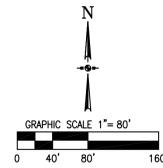


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**Landscape Plan
 Concept**

1	For Review	10.01.13
Mark	Description	Date
Issuance		
Number	44613	
Scale	1" = 40'	
File	446CP1A	
Sheet	L50	



TOTAL PROPERTY AREA = 81.31 ACRES.

- EXISTING SIDEWALK TO REMAIN
- - - ORIGINALLY PROPOSED SIDEWALK
- - - NEWLY PROPOSED SIDEWALK
- ▨ PROPOSED CROSSWALK



PEDESTRIAN CIRCULATION PLAN

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

JACOB & HEFNER ASSOCIATES, INC.
ENGINEERS • SURVEYORS
1910 S. Highland Avenue, Suite 100
Lombard, IL 60148
PHONE: (630) 652-4000
FAX: (630) 652-4001

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

1" = 80'
F021
EX2

NO.	DESCRIPTION	DATE	DESIGNED BY	CHECKED BY
1	1. SUBMITTED FOR BID	9/19/13		
2	2. OUTLET PARKING EXHIBIT	10/9/13		

CONCEPTUAL SITE IMPROVEMENT PLANS

FOR

THE NEW CHARLESTOWNE MALL

ST. CHARLES, ILLINOIS

THE KRAUSZ COMPANIES, INC.

SC 3800 MAIN, LLC

F021
THE NEW CHARLESTOWNE MALL
9/19/13

LEGEND (JACOB AND HEFNER ASSOCIATES, INC.)

PROPOSED	DESCRIPTION	EXISTING
←	STORM SEWER	←
←	SEWER MAIN WITH SIZE	←
←	SEWAGE SEWER	←
←	RIGHT-OF-WAY	←
—	CONTOUR	—
⊙	SPOT GRADE	⊙
⊙	SEWAGE MANHOLE	⊙
⊙	STORM MANHOLE	⊙
⊙	STORM INLET	⊙
⊙	STORM CATCH BASIN	⊙
⊙	FIRE HYDRANT	⊙
⊙	PRESSURE CONNECTION	⊙
⊙	DATE VALVE W/MAST	⊙
⊙	STREET LIGHT	⊙
⊙	STREET LIGHT W/MAST	⊙
⊙	SHOW LOW DIRECTION	⊙
⊙	CURB	⊙
XX	SILT FENCE	XX
⊙	ROAD SIGN	⊙
—	UNDERGROUND ELECTRIC	—
—	UNDERGROUND GAS	—
—	UTILITY POLE	—
—	EXPRESSED CURB FOR HUMP/DRENCH	—
TF	TOP OF FOUNDATION	TF
OF	GARAGE FLOOR, AT REAR OF GARAGE	OF
TD	TOP OF CURB, EXPRESSED	TD
TW	TOP OF RETAINING WALL	TW
RW	RIM FOR STRUCTURES	RW
R	RISER FOR SANITARY SERVICE	R
H/W/N/WL	HIGH/LOW WATER LEVEL	H/W/N/WL
⊙	TRANSFORMER	⊙
—	GRADE BNL	—
—	FORCE MAIN	—
—	UNDERGROUND TELEPHONE	—
—	OVERHEAD ELECTRIC	—
—	GAS LINE	—



LOCATION MAP

CHARLESTOWNE MALL
 3800 E MAIN ST
 ST CHARLES, KANE COUNTY, IL

NOTES

- EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN ALTA, DATED 7/23/2013, PREPARED BY JOHNSON-WESTERN SURVEYING, L.L.C.
- SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTOWNE MALL, REVISED 6/26/1990, PREPARED BY THE SEAR-BROWN GROUP, RECORD DRAWINGS, REVISED 6/21/1990, PREPARED BY THE SEAR-BROWN GROUP, REGAL THEATER CHARLESTOWNE CENTRE MALL, REVISED 8/13/1998, PREPARED BY THE SEAR-BROWN GROUP, PROVISION GAS, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES, CLASSIC CINEMAS CHARLESTOWNE 18 PERMIT SET, REVISED 8/29/2001, PREPARED BY TK ARCHITECTS INC., LOT 1 OF THE RESUBDIVISION OF CHARLESTOWNE MALL, REVISED 7/08/1988, PREPARED BY THE SEAR-BROWN GROUP, AND KOLE'S STORE CHARLESTOWNE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

CONTACTS:

<p>CLIENT: KRAUSZ COMPANIES, INC. SC 3800 MAIN HOLDING, LLC CONTACT: DAVID E. PYLE 44 MONTGOMERY ST, SUITE 3300 SAN FRANCISCO, CA 94104 (P) (415) 732-9600 (F) (415) 732-5889</p>	<p>CITY OF ST. CHARLES DEVELOPMENT ENGINEERING DIVISION CONTACT: CHRISTOPHER TIEDT, P.E. 2 E. MAIN ST ST. CHARLES, IL 60174 (P) (630) 443-3077 (F) (630) 377-4062</p>
<p>CONSULTING ENGINEER: JACOB & HEFNER ASSOCIATES, INC. CONTACT: BILL BEHNE, P.E. 1910 S. HIGHLAND AVENUE, SUITE 100 LOMBARD, IL 60148 (P) (630) 652-4600 (F) (630) 652-4601</p>	<p>PLANNING DIVISION CONTACT: RUSSELL COLBY 2 E. MAIN ST ST. CHARLES, IL 60174 (P) (630) 762-9225 (F) (630) 377-4062</p>

No.	Description	Date
1	ISSUED FOR REVIEW	9/19/13
REVISIONS		

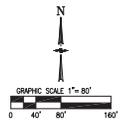
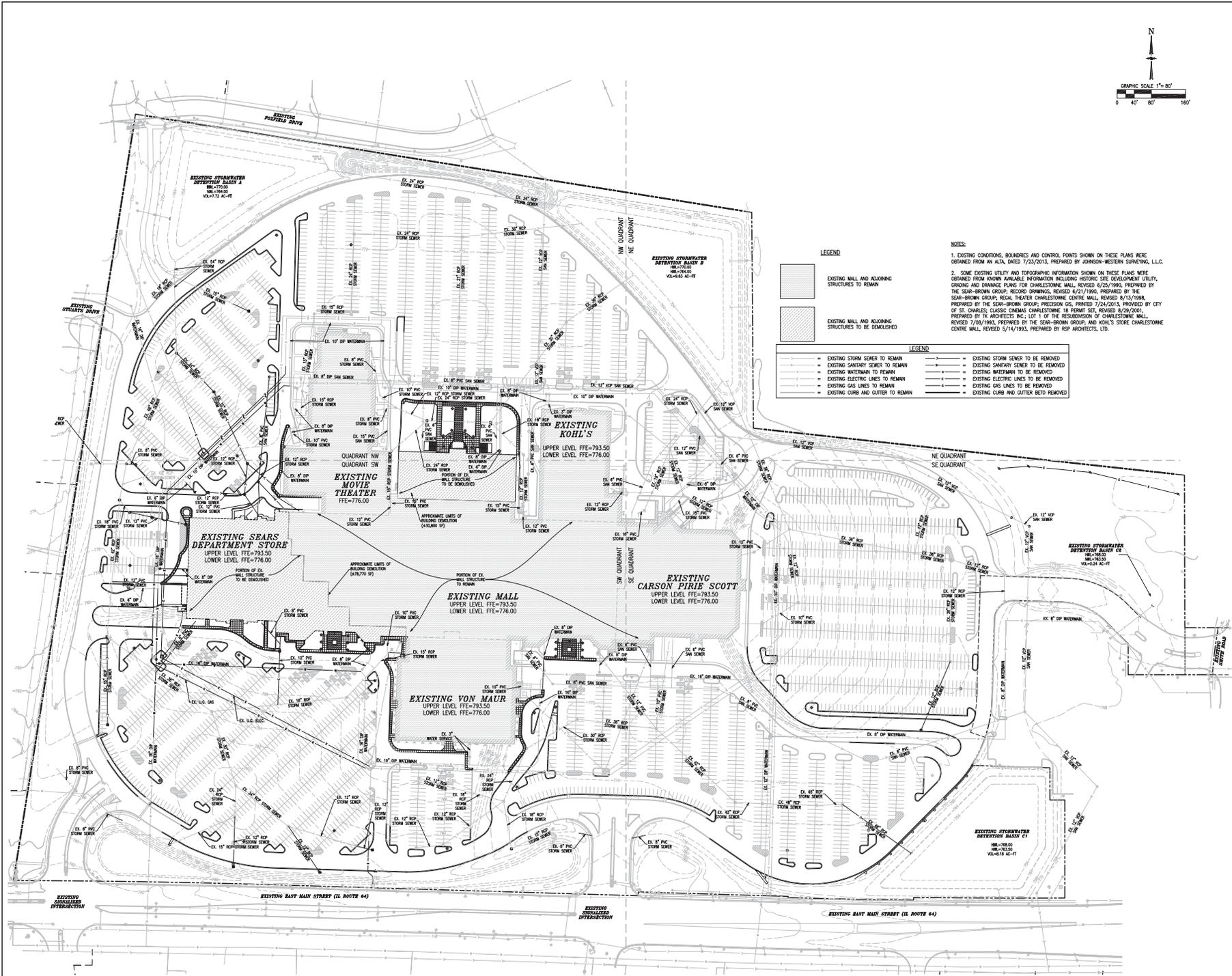
DRAWING INDEX

SHEET	TITLE
C1.0	COVER SHEET
C2.0	OVERALL EXISTING CONDITIONS PLAN
C2.1	PAVEMENT DEMOLITION PLAN NE QUADRANT
C2.2	PAVEMENT DEMOLITION PLAN SE QUADRANT
C2.3	PAVEMENT DEMOLITION PLAN SW QUADRANT
C2.4	PAVEMENT DEMOLITION PLAN NW QUADRANT
C2.5	UTILITY DEMOLITION PLAN NE QUADRANT
C2.6	UTILITY DEMOLITION PLAN SE QUADRANT
C2.7	UTILITY DEMOLITION PLAN SW QUADRANT
C2.8	UTILITY DEMOLITION PLAN NW QUADRANT
C3.0	OVERALL PROPOSED SITE PLAN
C3.1	PROPOSED PAVING PLAN NE QUADRANT
C3.2	PROPOSED PAVING PLAN SE QUADRANT
C3.3	PROPOSED PAVING PLAN SW QUADRANT
C3.4	PROPOSED PAVING PLAN NW QUADRANT
C4.0	OVERALL GRADING PLAN
C4.1	GRADING PLAN NE QUADRANT
C4.2	GRADING PLAN SE QUADRANT
C4.3	GRADING PLAN SW QUADRANT
C4.4	GRADING PLAN NW QUADRANT
C5.0	OVERALL UTILITY PLAN
C5.1	UTILITY PLAN NE QUADRANT
C5.2	UTILITY PLAN SE QUADRANT
C5.3	UTILITY PLAN SW QUADRANT
C5.4	UTILITY PLAN NW QUADRANT

MUNICIPALITY: ST CHARLES
 COUNTY: KANE
 TOWNSHIP: 40N
 RANGE: 8E
 SECTION: 25



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 ENGINEERS · SURVEYORS
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 Lombard, Illinois 60148
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 WWW.JACOBANDHEFNER.COM



LEGEND

- EXISTING MALL AND ADJOINING STRUCTURES TO REMAIN
- EXISTING MALL AND ADJOINING STRUCTURES TO BE DEMOLISHED
- EXISTING STORM SEWER TO REMAIN
- EXISTING SANITARY SEWER TO REMAIN
- EXISTING WATERMAIN TO REMAIN
- EXISTING ELECTRIC LINES TO REMAIN
- EXISTING GAS LINES TO REMAIN
- EXISTING CURB AND OUTER BETO. REMAIN
- EXISTING STORM SEWER TO BE REMOVED
- EXISTING SANITARY SEWER TO BE REMOVED
- EXISTING WATERMAIN TO BE REMOVED
- EXISTING ELECTRIC LINES TO BE REMOVED
- EXISTING GAS LINES TO BE REMOVED
- EXISTING CURB AND OUTER BETO. REMOVED

NOTES:

1. EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN A.C.T. DATED 7/23/2011, PREPARED BY JOHNSON-WESTON SURVEYS, L.L.C.
2. SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTOWNE MALL, REVISED 6/25/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISED 8/21/1990, PREPARED BY THE SEAR-BROWN GROUP; REGAL THEATER CHARLESTOWNE CENTRE MALL, REVISED 6/13/1998, PREPARED BY THE SEAR-BROWN GROUP; PRECISION GAS, PLOTTED 7/24/2011, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CINEMAS CHARLESTOWNE 18 PERMIT SET, REVISED 8/29/2001, PREPARED BY W ARCHITECTS INC.; LOT 114 OF THE REDEVELOPMENT OF CHARLESTOWNE MALL, REVISED 7/08/1993, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTOWNE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

LEGEND

- EXISTING STORM SEWER TO BE REMOVED
- EXISTING SANITARY SEWER TO BE REMOVED
- EXISTING WATERMAIN TO BE REMOVED
- EXISTING ELECTRIC LINES TO BE REMOVED
- EXISTING GAS LINES TO BE REMOVED
- EXISTING CURB AND OUTER BETO. REMOVED

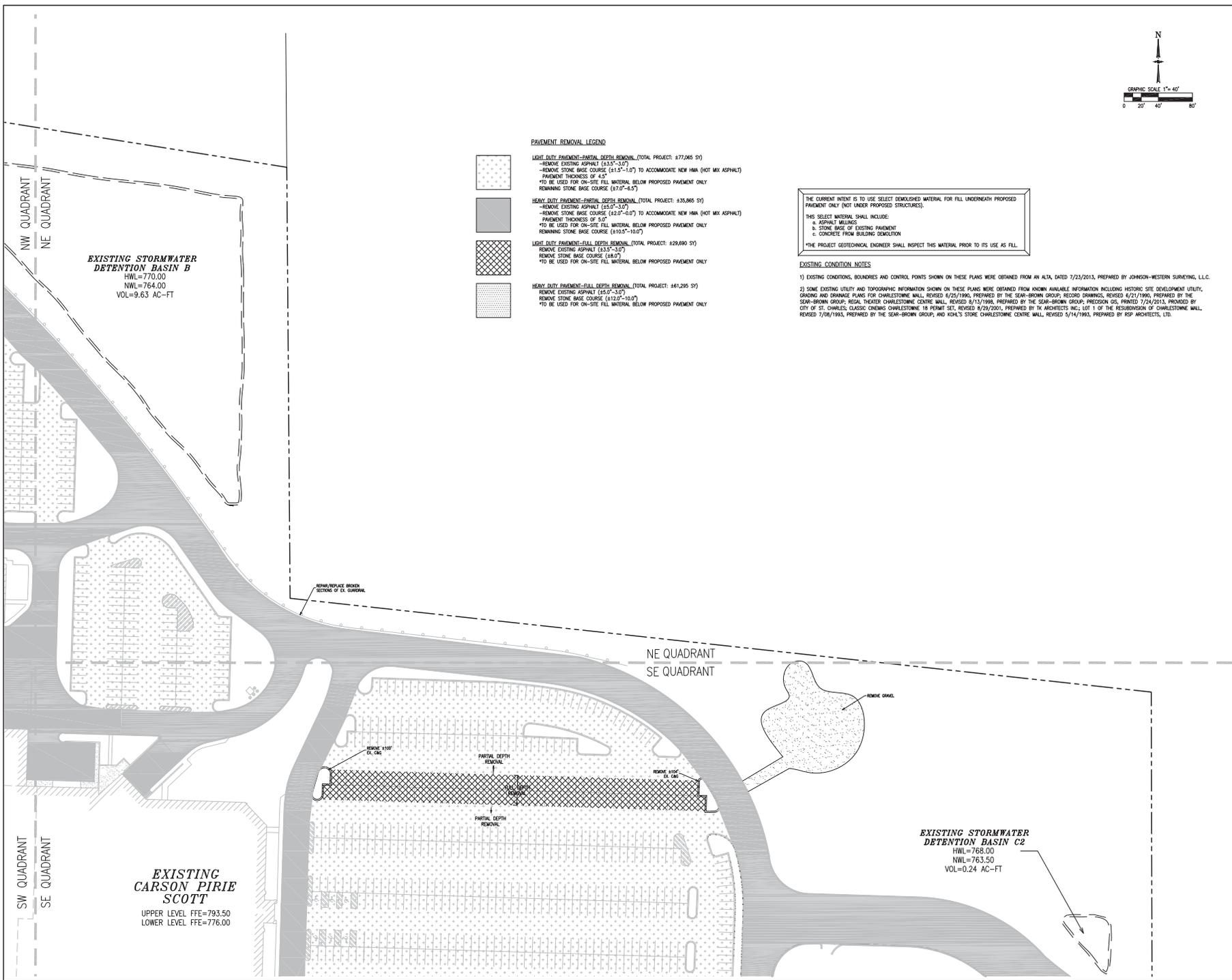
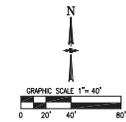
OVERALL EXISTING CONDITIONS PLAN

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

JACOB & HEPNER ASSOCIATES, INC.
ENGINEERS - SURVEYORS
1400 S. Main Street, Suite 100
St. Charles, IL 62450
TEL: (618) 652-4000
FAX: (618) 652-4001

THE KRAUSZ COMPANIES, INC.
SC 3800 MAIN, ILL.

1"=80'
F021
C2.0



- PAVEMENT REMOVAL LEGEND**
-  **LIGHT DUTY PAVEMENT-PARTIAL DEPTH REMOVAL** (TOTAL PROJECT: 877,085 SY)
 -REMOVE EXISTING ASPHALT (2.5'-3.0')
 -REMOVE STONE BASE COURSE (1.5'-1.0') TO ACCOMMODATE NEW HMA (HOT MIX ASPHALT)
 PAVEMENT THICKNESS OF 4.5'
 *TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY
 REMAINING STONE BASE COURSE (1.0'-1.5')
 -  **HEAVY DUTY PAVEMENT-PARTIAL DEPTH REMOVAL** (TOTAL PROJECT: 35,065 SY)
 -REMOVE EXISTING ASPHALT (2.5'-3.0')
 -REMOVE STONE BASE COURSE (2.0'-0.0') TO ACCOMMODATE NEW HMA (HOT MIX ASPHALT)
 PAVEMENT THICKNESS OF 5.0'
 *TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY
 REMAINING STONE BASE COURSE (1.0'-1.0')
 -  **LIGHT DUTY PAVEMENT-FULL DEPTH REMOVAL** (TOTAL PROJECT: 429,690 SY)
 REMOVE EXISTING ASPHALT (3.5'-3.0')
 REMOVE STONE BASE COURSE (1.8'-0')
 *TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY
 -  **HEAVY DUTY PAVEMENT-FULL DEPTH REMOVAL** (TOTAL PROJECT: 441,295 SY)
 REMOVE EXISTING ASPHALT (3.5'-3.0')
 REMOVE STONE BASE COURSE (1.1'-1.0')
 *TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY

THE CURRENT INTENT IS TO USE SELECT DEMOLISHED MATERIAL FOR FILL UNDERNEATH PROPOSED PAVEMENT ONLY (NOT UNDER PROPOSED STRUCTURES).

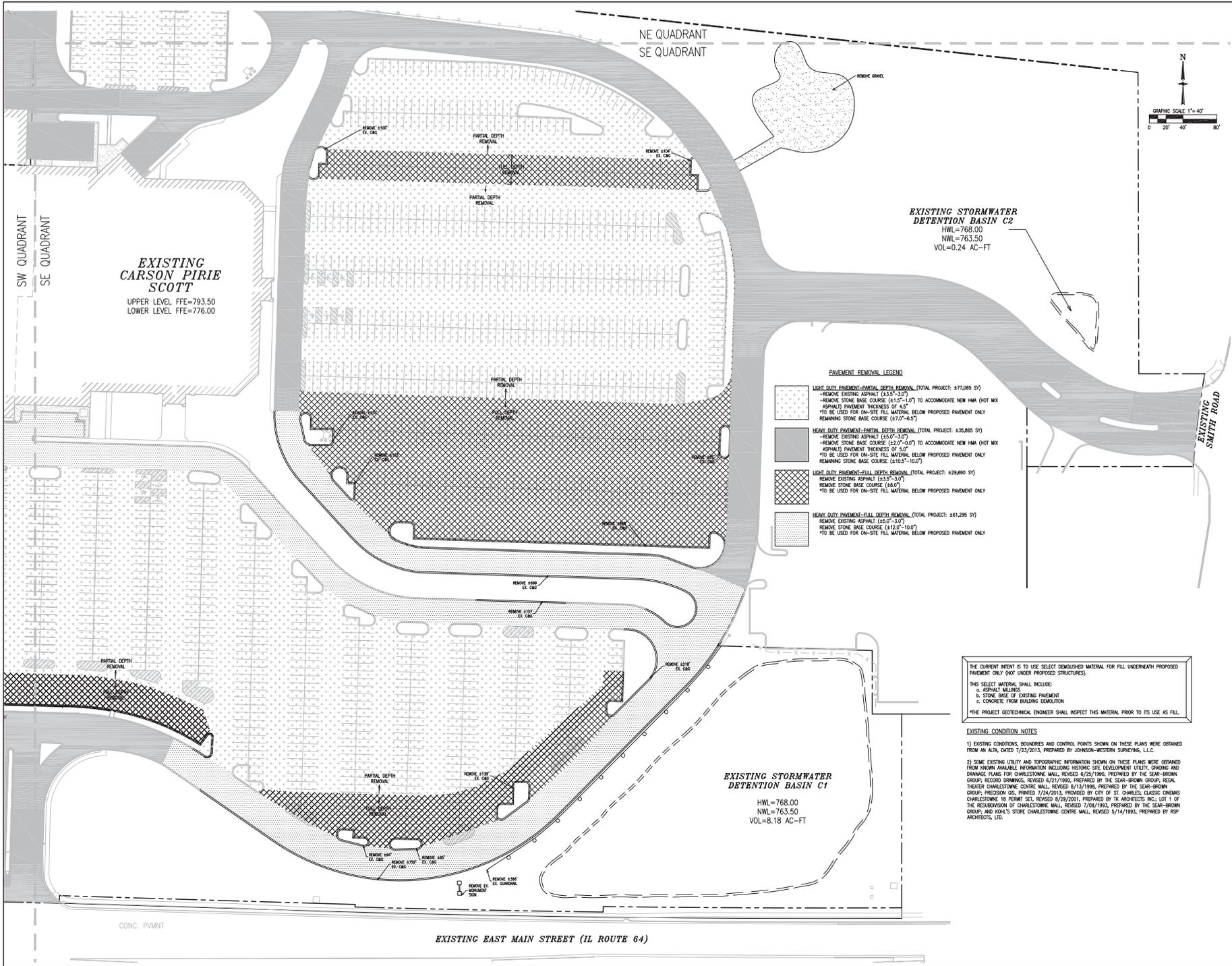
THIS SELECT MATERIAL SHALL INCLUDE:

- a. ASPHALT MILLINGS
- b. STONE BASE OF EXISTING PAVEMENT
- c. CONCRETE FROM BUILDING DEMOLITION

*THE PROJECT GEOTECHNICAL ENGINEER SHALL INSPECT THIS MATERIAL PRIOR TO ITS USE AS FILL.

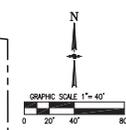
- EXISTING CONDITION NOTES**
- 1) EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN ALTA, DATED 7/23/2013, PREPARED BY JOHNSON-WESTERN SURVEYING, L.L.C.
 - 2) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE MALL, REVISED 8/29/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAINAGE, REVISED 8/21/1990, PREPARED BY THE SEAR-BROWN GROUP; REGAL THEATER CHARLESTONE CENTRE MALL, REVISED 8/13/1998, PREPARED BY THE SEAR-BROWN GROUP; PRECISION OS, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CHINA'S CHARLESTONE 18 POINT SET, REVISED 8/29/2001, PREPARED BY TR ARCHITECTS INC; LOT 11 OF THE REDEVELOPMENT OF CHARLESTONE MALL, REVISED 7/08/1993, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTONE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

PAVEMENT DEMOLITION PLAN NE QUADRANT THE NEW CHARLESTONE MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS	JACOB & HEFNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1000 N. 1st Street, Suite 100 St. Charles, IL 62275-1000 TEL: (618) 682-4000 FAX: (618) 682-4001	THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.	1" = 40' F021 C2.1
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EXISTING CARSON PIRIE SCOTT
 UPPER LEVEL FFE=793.50
 LOWER LEVEL FFE=776.00

NE QUADRANT
 SE QUADRANT



EXISTING STORMWATER DETENTION BASIN C2
 HWL=768.00
 NWL=763.50
 VOL=0.24 AC-FT

- PAVEMENT REMOVAL LEGEND**
- 
 LIGHT DUTY PAVEMENT-PARTIAL DEPTH REMOVAL (TOTAL PROJECT: 877,065 SY)
 -REMOVE EXISTING ASPHALT (13.5'-10.7')
 -REMOVE STONE BASE COURSE (11.5'-10.7') TO ACCOMMODATE NEW HMA (NOT MIX ASPHALT PAVEMENT THICKNESS OF 4.5")
 *TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY REMAINING STONE BASE COURSE (11.0'-10.7')
 - 
 HEAVY DUTY PAVEMENT-PARTIAL DEPTH REMOVAL (TOTAL PROJECT: 438,865 SY)
 -REMOVE EXISTING ASPHALT (15.0'-10.7')
 -REMOVE STONE BASE COURSE (12.0'-10.7') TO ACCOMMODATE NEW HMA (NOT MIX ASPHALT PAVEMENT THICKNESS OF 5.0")
 *TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY REMAINING STONE BASE COURSE (11.5'-10.7')
 - 
 LIGHT DUTY PAVEMENT-FULL DEPTH REMOVAL (TOTAL PROJECT: 129,890 SY)
 REMOVE EXISTING ASPHALT (13.5'-10.7')
 REMOVE STONE BASE COURSE (15.0")
 *TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY
 - 
 HEAVY DUTY PAVEMENT-FULL DEPTH REMOVAL (TOTAL PROJECT: 181,295 SY)
 REMOVE EXISTING ASPHALT (15.0'-10.7')
 REMOVE STONE BASE COURSE (15.0")
 *TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY

THE CURRENT INTENT IS TO USE SELECT DEMOLISHED MATERIAL FOR FILL UNDERNEATH PROPOSED PAVEMENT ONLY (NOT UNDER PROPOSED STRUCTURES).

THIS SELECT MATERIAL SHALL INCLUDE:

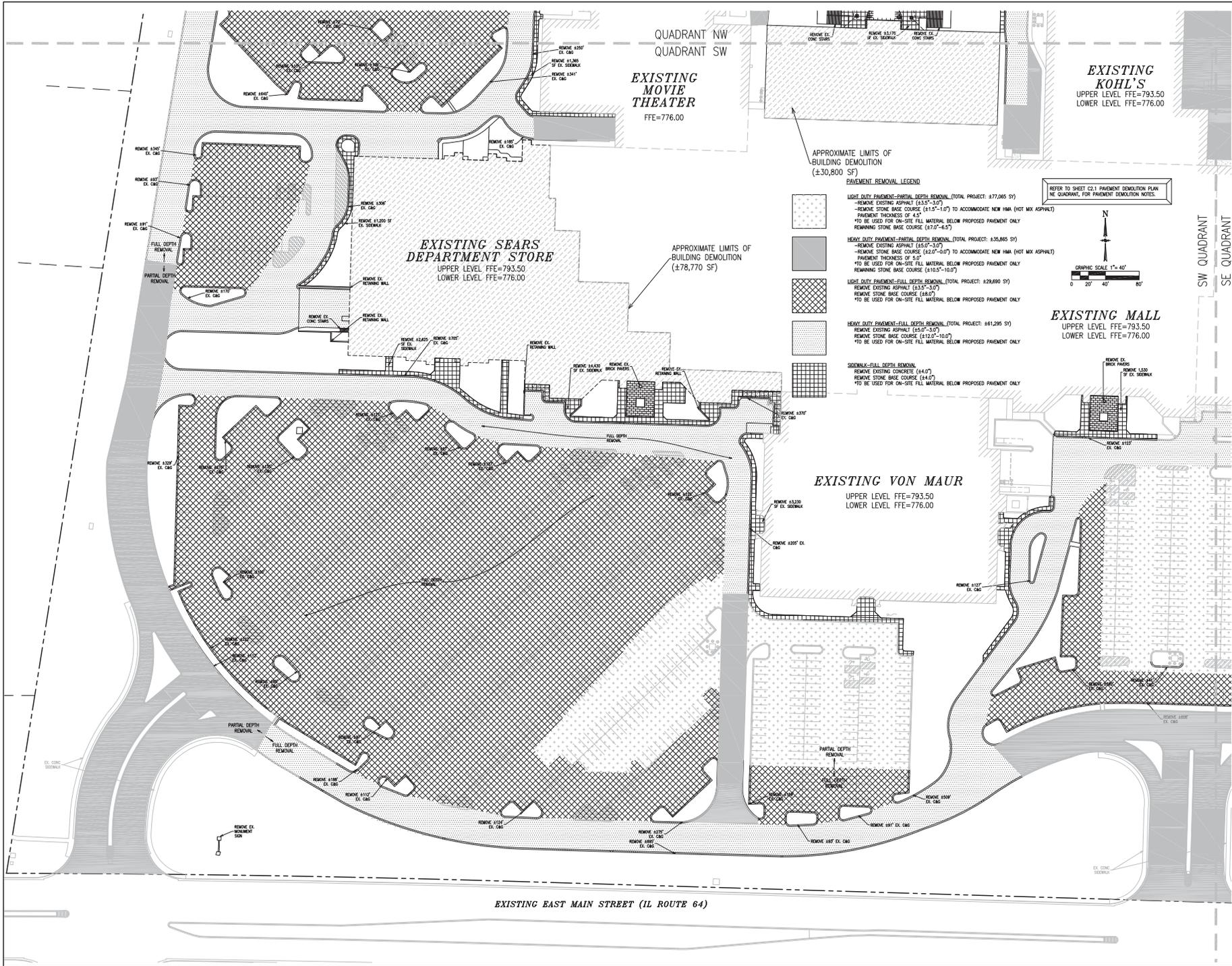
- a. ASPHALT MELTING
- b. STONE BASE OF EXISTING PAVEMENT
- c. CONCRETE FROM BUILDING DEMOLITION

*THE PROJECT GEOTECHNICAL ENGINEER SHALL INSPECT THIS MATERIAL PRIOR TO ITS USE AS FILL.

EXISTING STORMWATER DETENTION BASIN C1
 HWL=768.00
 NWL=763.50
 VOL=8.18 AC-FT

- EXISTING CONDITION NOTES**
- 1) EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN A.L.T. DATED 7/23/2013, PREPARED BY JOHNSON-WESTERN SURVEYING, LLC.
 - 2) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE MALL, REVISION 8/25/1998, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISION 8/21/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISION 8/13/1988, PREPARED BY THE SEAR-BROWN GROUP; PRECISION C&S, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CHINA CHARLESTONE 16 PERMIT SET, REVISION 8/29/2001, PREPARED BY IK ARCHITECTS INC.; LOT 1 OF THE RESUBDIVISION OF CHARLESTONE MALL, REVISION 7/08/1993, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTONE CENTRE MALL, REVISION 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

PAVEMENT DEMOLITION PLAN SE QUADRANT THE NEW CHARLESTONE MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS	JACOB & HEPNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1401 N. 14th Avenue, Suite 108 Lombard, IL 60148-3900 TEL: (630) 662-4000 FAX: (630) 662-4001
THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.	1"=40' F021 C2.2



QUADRANT NW
QUADRANT SW
EXISTING MOVIE THEATER
FFE=776.00

EXISTING KOHL'S
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

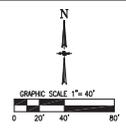
EXISTING SEARS DEPARTMENT STORE
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

APPROXIMATE LIMITS OF BUILDING DEMOLITION
(±78,770 SF)

APPROXIMATE LIMITS OF BUILDING DEMOLITION
(±30,800 SF)

- PAVEMENT REMOVAL LEGEND**
- LIGHT DUTY PAVEMENT-PARTIAL DEPTH REMOVAL** (TOTAL PROJECT: 277,085 SY)
REMOVE EXISTING ASPHALT (±13.5'-3.0')
REMOVE STONE BASE COURSE (±1.5'-1.0') TO ACCOMMODATE NEW HMA (HOT MIX ASPHALT)
PAVEMENT THICKNESS OF 4.5"
*TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY
REMAINING STONE BASE COURSE (±7.0'-6.5')
 - HEAVY DUTY PAVEMENT-PARTIAL DEPTH REMOVAL** (TOTAL PROJECT: 236,865 SY)
REMOVE EXISTING ASPHALT (±5.0'-3.0')
REMOVE STONE BASE COURSE (±2.0'-0.0') TO ACCOMMODATE NEW HMA (HOT MIX ASPHALT)
PAVEMENT THICKNESS OF 5.0"
*TO BE USED FOR ON-SITE FILL MATERIAL BELOW PROPOSED PAVEMENT ONLY
REMAINING STONE BASE COURSE (±10.0'-10.0')
 - LIGHT DUTY PAVEMENT-FULL DEPTH REMOVAL** (TOTAL PROJECT: 229,690 SY)
REMOVE EXISTING ASPHALT (±3.5'-3.0')
REMOVE STONE BASE COURSE (±8.0')
 - HEAVY DUTY PAVEMENT-FULL DEPTH REMOVAL** (TOTAL PROJECT: 861,295 SY)
REMOVE EXISTING ASPHALT (±5.0'-3.0')
REMOVE STONE BASE COURSE (±12.0'-10.0')
 - SEWERIAL-FULL DEPTH REMOVAL**
REMOVE EXISTING CONCRETE (±4.0')
REMOVE STONE BASE COURSE (±4.0')

REFER TO SHEET C0.1 PAVEMENT DEMOLITION PLAN
NE QUADRANT, FOR PAVEMENT DEMOLITION NOTES.

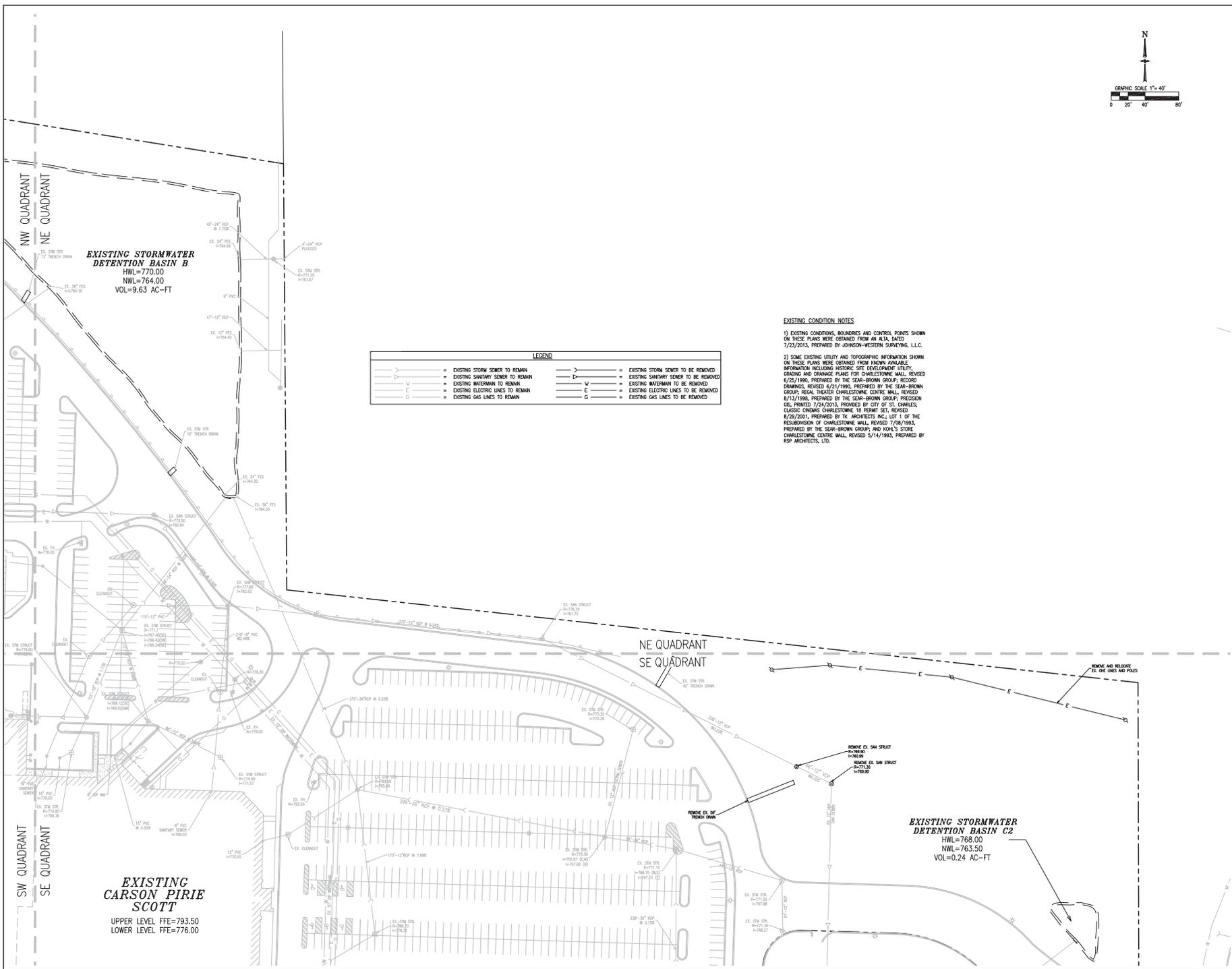
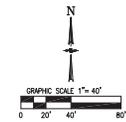


EXISTING MALL
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

EXISTING VON MAUR
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

EXISTING EAST MAIN STREET (IL ROUTE 64)

PAVEMENT DEMOLITION PLAN SW QUADRANT THE NEW CHARLESTOWN MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS	SE QUADRANT SW QUADRANT
JACOB & HEPNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1000 N. 1st St., Suite 100 St. Charles, IL 62458 PHONE: (618) 462-4000 FAX: (618) 462-4001	THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.
1" = 40' F021 C2.3	



LEGEND

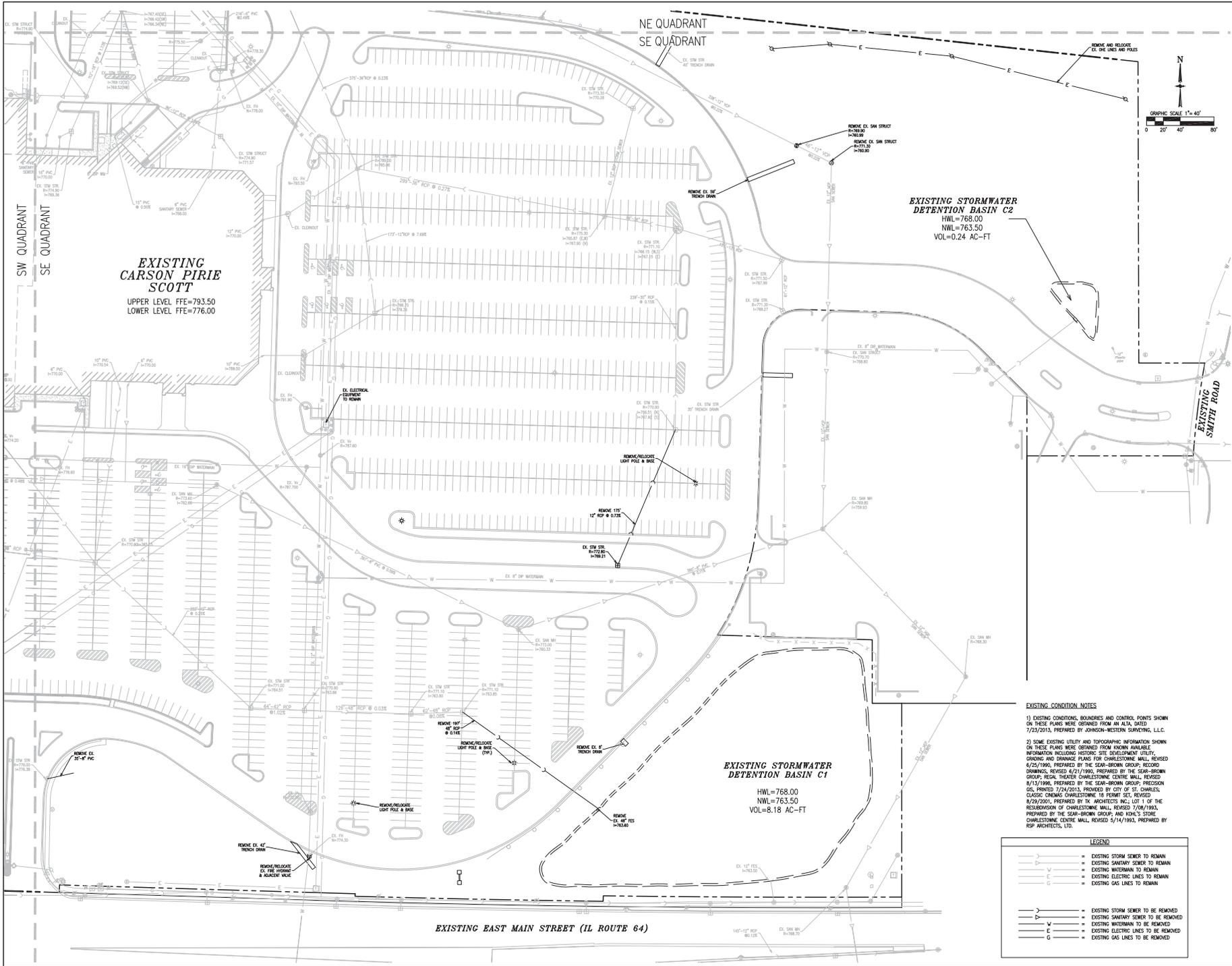
	= EXISTING STORM SEWER TO REMAIN		= EXISTING STORM SEWER TO BE REMOVED
	= EXISTING SANITARY SEWER TO REMAIN		= EXISTING SANITARY SEWER TO BE REMOVED
	= EXISTING WATERMAIN TO REMAIN		= EXISTING WATERMAIN TO BE REMOVED
	= EXISTING ELECTRIC LINES TO REMAIN		= EXISTING ELECTRIC LINES TO BE REMOVED
	= EXISTING GAS LINES TO REMAIN		= EXISTING GAS LINES TO BE REMOVED

EXISTING CONDITION NOTES

1) EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN ALTA, DATED 7/23/2013, PREPARED BY JOHNSON-HESTER SURVEYING, L.L.C.

2) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE MALL, REVISED 6/25/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISED 6/21/1990, PREPARED BY THE SEAR-BROWN GROUP; REAR THEATER CHARLESTONE CENTRE MALL, REVISED 8/13/1994, PREPARED BY THE SEAR-BROWN GROUP; PRECISION GIS, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CHINA CHARLESTONE, 18 FEMME SET, REVISED 8/29/2001, PREPARED BY TX ARCHITECTS INC.; LOT 1 OF THE REDEVELOPMENT OF CHARLESTONE MALL, REVISED 7/08/1993, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTONE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

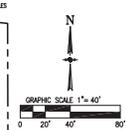
UTILITY DEMOLITION PLAN NE QUADRANT THE NEW CHARLESTONE MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS	JACOB & HEFNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1000 N. 14th Street, Suite 100 St. Charles, IL 62458 TEL: (618) 452-4000 FAX: (618) 452-4001	THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.
1" = 40' F021 C2.5		



EXISTING CARSON PIRIE SCOTT
 UPPER LEVEL FFE=793.50
 LOWER LEVEL FFE=776.00

EXISTING STORMWATER DETENTION BASIN C2
 HWL=768.00
 NWL=763.50
 VOL=0.24 AC-FT

EXISTING STORMWATER DETENTION BASIN C1
 HWL=768.00
 NWL=763.50
 VOL=8.18 AC-FT



- EXISTING CONDITION NOTES**
- 1) EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN ALTA, DATED 7/23/2013, PREPARED BY JOHNSON-WESTERN SURVEYING, L.L.C.
 - 2) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE MALL, REVISED 6/25/1993, PREPARED BY THE SEAR-BROWN GROUP; RECORD CHANGES, REVISED 8/21/1993, PREPARED BY THE SEAR-BROWN GROUP; REAL THEATER CHARLESTONE CENTRE MALL, REVISED 8/13/1993, PREPARED BY THE SEAR-BROWN GROUP; PRECISION GAS, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CHINA CHARLESTONE 15 PERMIT SET, REVISED 8/29/2004, PREPARED BY TK ARCHITECTS INC.; LOT 1 OF THE REDEMPTION OF CHARLESTONE MALL, REVISED 7/09/1993, PREPARED BY THE SEAR-BROWN GROUP AND KONG'S STORE; CHARLESTONE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

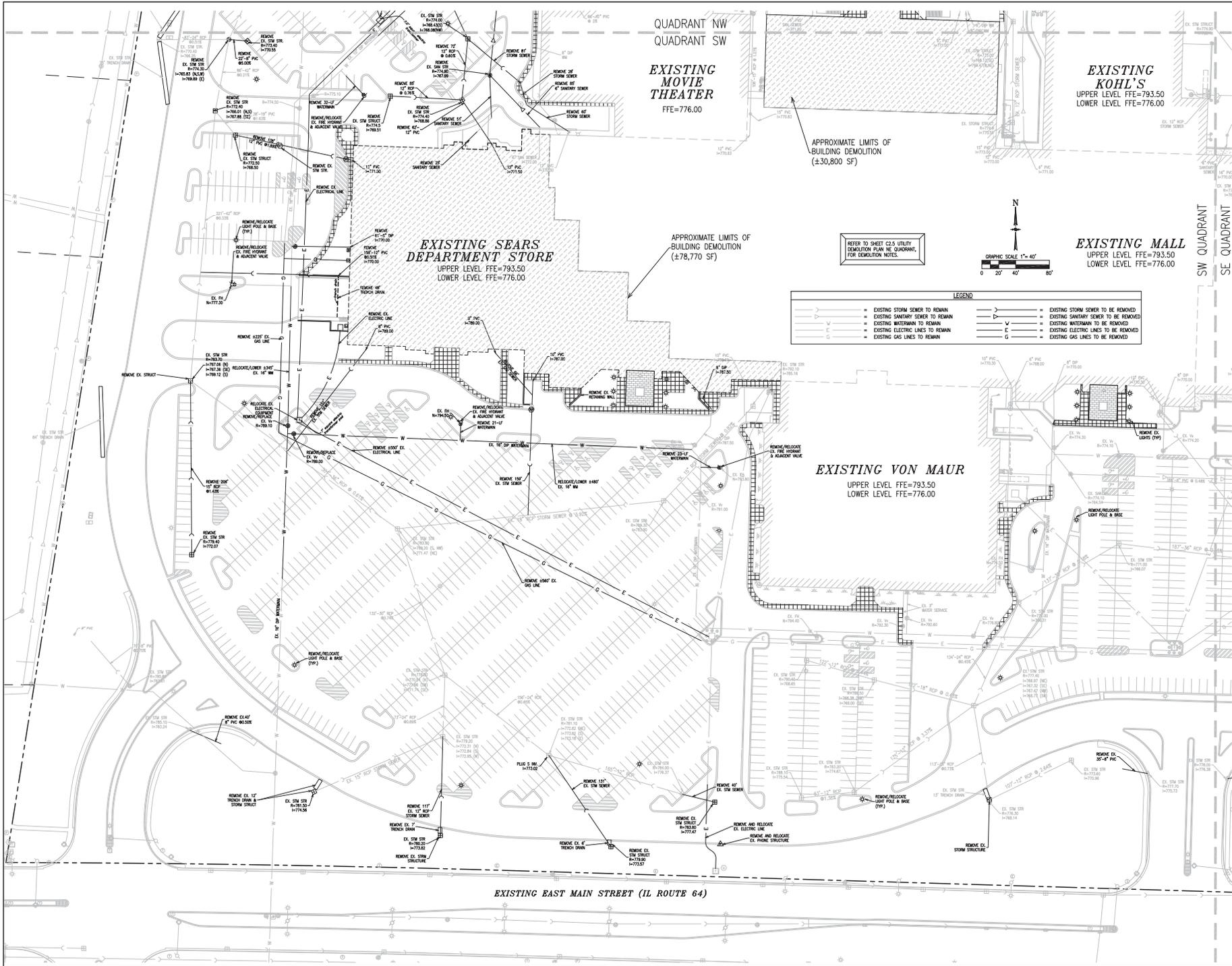
LEGEND	
	EXISTING STORM SEWER TO REMAIN
	EXISTING SANITARY SEWER TO REMAIN
	EXISTING WATERMAIN TO REMAIN
	EXISTING ELECTRIC LINES TO REMAIN
	EXISTING GAS LINES TO REMAIN
	EXISTING STORM SEWER TO BE REMOVED
	EXISTING SANITARY SEWER TO BE REMOVED
	EXISTING WATERMAIN TO BE REMOVED
	EXISTING ELECTRIC LINES TO BE REMOVED
	EXISTING GAS LINES TO BE REMOVED

UTILITY DEMOLITION PLAN
 SE QUADRANT
 THE NEW CHARLESTONE MALL
 3800 E. MAIN STREET
 ST. CHARLES, ILLINOIS

JACOB & HEFNER ASSOCIATES, INC.
 ARCHITECTS - SURVEYORS
 1000 N. 14th Street, Suite 100
 St. Charles, IL 62424
 PHONE: (618) 682-4000
 FAX: (618) 682-4001

THE KRAUSZ COMPANIES, INC.
 SC 3800 MAIN, ILL. C.

1" = 40'
 F021
 C2.6



QUADRANT NW
QUADRANT SW

EXISTING MOVIE THEATER
FFE=776.00

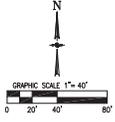
EXISTING KOHL'S
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

EXISTING SEARS DEPARTMENT STORE
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

APPROXIMATE LIMITS OF BUILDING DEMOLITION
(±78,770 SF)

REFER TO SHEET C2.5 UTILITY DEMOLITION PLAN IN QUADRANT, FOR DEMOLITION NOTES.

EXISTING MALL
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00



LEGEND

—	EXISTING STORM SEWER TO REMAIN	—	EXISTING STORM SEWER TO BE REMOVED
—	EXISTING SANITARY SEWER TO REMAIN	—	EXISTING SANITARY SEWER TO BE REMOVED
—	EXISTING WATERMAIN TO REMAIN	—	EXISTING WATERMAIN TO BE REMOVED
—	EXISTING ELECTRIC LINES TO REMAIN	—	EXISTING ELECTRIC LINES TO BE REMOVED
—	EXISTING GAS LINES TO REMAIN	—	EXISTING GAS LINES TO BE REMOVED

UTILITY DEMOLITION PLAN
SW QUADRANT
THE NEW CHARLESTOWN MALL
3800 E. MAIN STREET
ST. CHARLES, ILLINOIS

JACOB & HEFNER ASSOCIATES, INC.
ENGINEERS - SURVEYORS
1000 N. 1st St., Suite 100
St. Charles, IL 62256
TEL: (618) 452-4000
FAX: (618) 452-4001

THE KRAUSZ COMPANIES, INC.
SC 3800 MAIN, ILL.

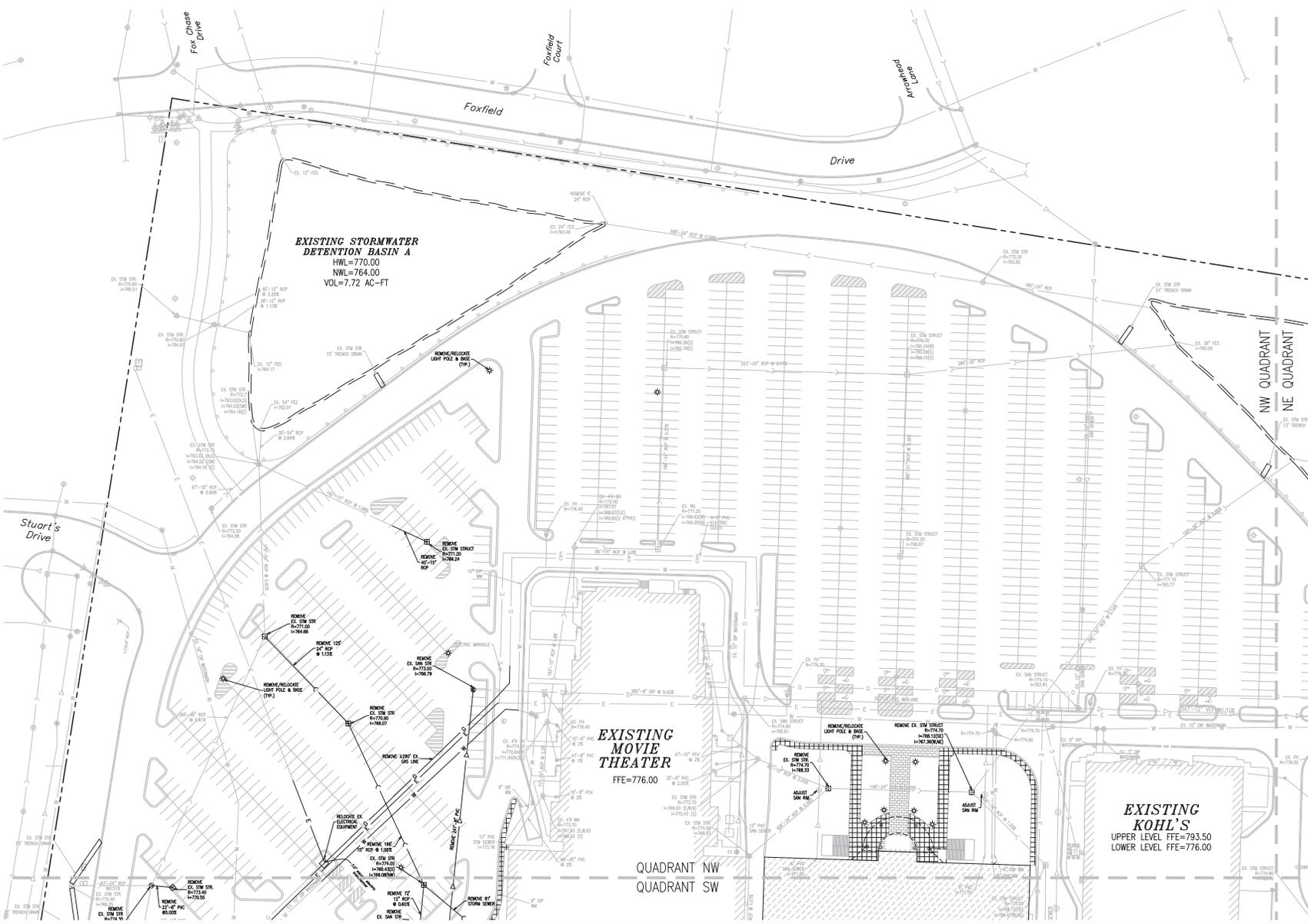
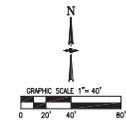
1"=40'
F021
C2.7

LEGEND	
	= EXISTING STORM SEWER TO REMAIN
	= EXISTING SANITARY SEWER TO REMAIN
	= EXISTING WATERMAIN TO REMAIN
	= EXISTING ELECTRIC LINES TO REMAIN
	= EXISTING GAS LINES TO REMAIN
	= EXISTING STORM SEWER TO BE REMOVED
	= EXISTING SANITARY SEWER TO BE REMOVED
	= EXISTING WATERMAIN TO BE REMOVED
	= EXISTING ELECTRIC LINES TO BE REMOVED
	= EXISTING GAS LINES TO BE REMOVED

EXISTING CONDITION NOTES

1) EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN ALTA, DATED 7/23/2013, PREPARED BY JOHNSON-WESTERN SURVEYING, L.L.C.

2) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE MALL, REVISED 8/25/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISED 6/21/1990, PREPARED BY THE SEAR-BROWN GROUP; RETAIL THEATER CHARLESTONE CENTRE MALL, REVISED 6/13/1990, PREPARED BY THE SEAR-BROWN GROUP; PROVISION GAS, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CINEMAS CHARLESTONE 18 PERMIT SET, REVISED 8/29/2001, PREPARED BY TK ARCHITECTS INC.; LOT 1 OF THE RESUBDIVISION OF CHARLESTONE MALL, REVISED 7/26/1993, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTONE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

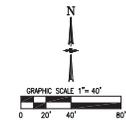
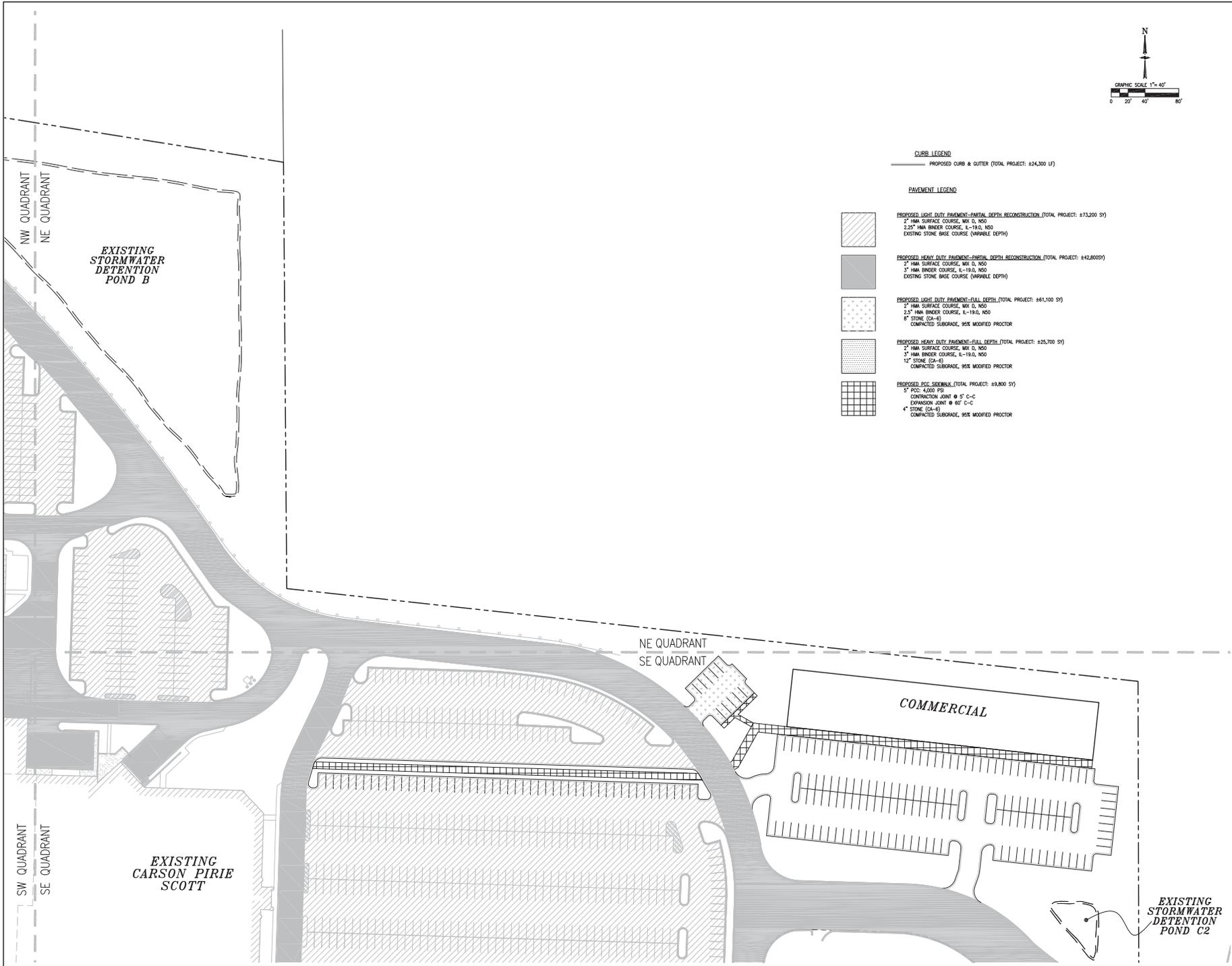


UTILITY DEMOLITION PLAN
NW QUADRANT
THE NEW CHARLESTONE MALL
3800 E. MAIN STREET
ST. CHARLES, ILLINOIS

JACOB & HEFNER ASSOCIATES, INC.
ENGINEERS - SURVEYORS
1000 N. 1st St., Suite 100
St. Charles, IL 62250
TEL: (636) 652-4000
FAX: (636) 652-4001

THE KRAUSZ COMPANIES, INC.
SC 3800 MAIN, ILL. C.

1" = 40'
F021
C2.8



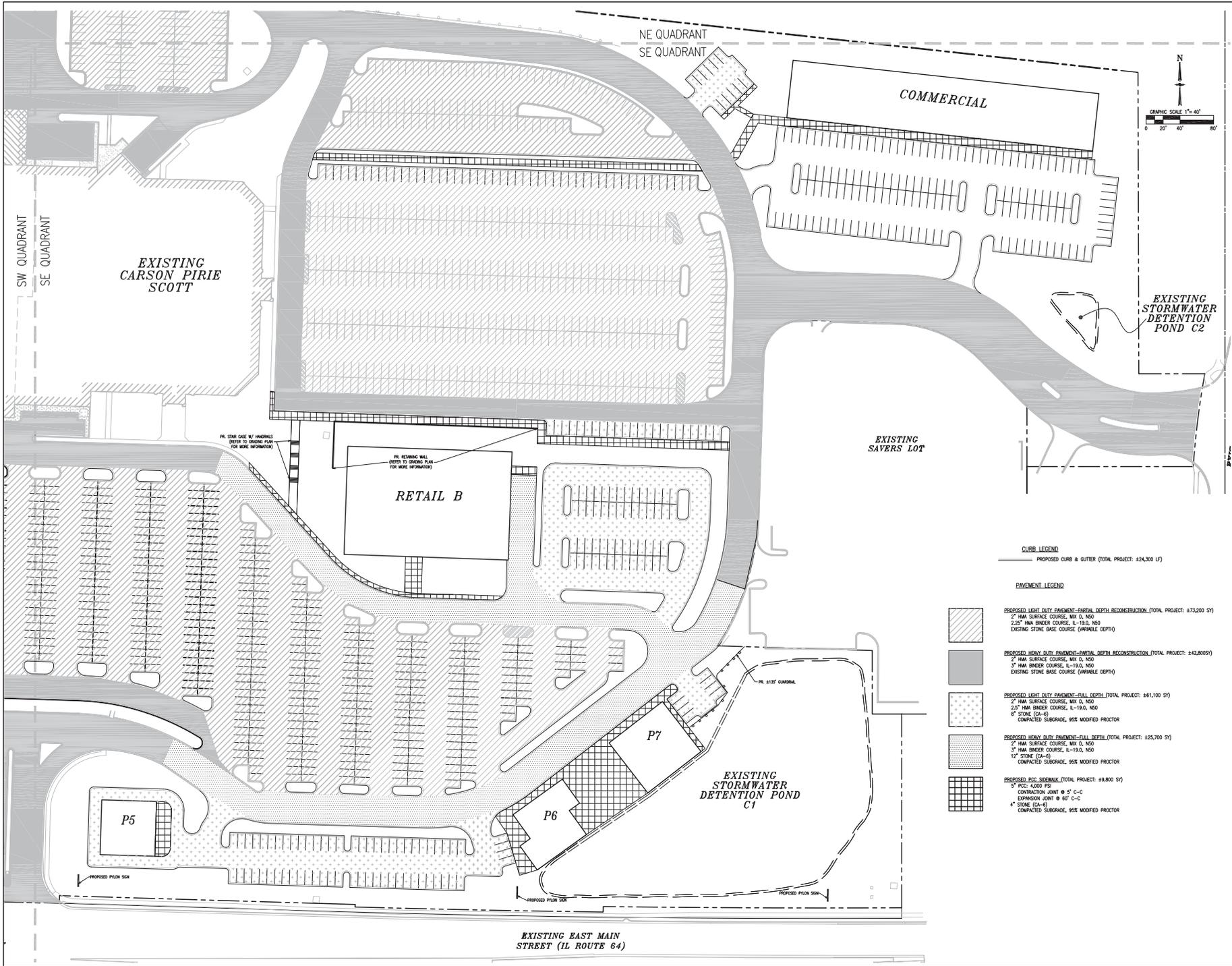
CURB LEGEND

PROPOSED CURB & GUTTER (TOTAL PROJECT: 224,300 LF)

PAVEMENT LEGEND

- 
 PROPOSED LIGHT DUTY PAVEMENT-PARTIAL DEPTH RECONSTRUCTION (TOTAL PROJECT: 473,200 SY)
 2" HMA SURFACE COURSE, MIX D, NSO
 2.25" HMA BINDER COURSE, L-19.0, NSO
 EXISTING STONE BASE COURSE (VARIABLE DEPTH)
- 
 PROPOSED HEAVY DUTY PAVEMENT-PARTIAL DEPTH RECONSTRUCTION (TOTAL PROJECT: 442,800SY)
 2" HMA SURFACE COURSE, MIX D, NSO
 3" HMA BINDER COURSE, L-19.0, NSO
 EXISTING STONE BASE COURSE (VARIABLE DEPTH)
- 
 PROPOSED LIGHT DUTY PAVEMENT-FULL DEPTH (TOTAL PROJECT: 461,100 SY)
 2" HMA SURFACE COURSE, MIX D, NSO
 2.25" HMA BINDER COURSE, L-19.0, NSO
 8" STONE (CA-6)
 COMPACTED SUBGRADE, 95% MODIFIED PROCTOR
- 
 PROPOSED HEAVY DUTY PAVEMENT-FULL DEPTH (TOTAL PROJECT: 425,700 SY)
 2" HMA SURFACE COURSE, MIX D, NSO
 3" HMA BINDER COURSE, L-19.0, NSO
 12" STONE (CA-6)
 COMPACTED SUBGRADE, 95% MODIFIED PROCTOR
- 
 PROPOSED PCC SIDEWALK (TOTAL PROJECT: 49,800 SY)
 5" PCC 4000 PSI
 CONSTRUCTION JOINT @ 5' C-C
 EXPANSION JOINT @ 60' C-C
 4" STONE (CA-4)
 COMPACTED SUBGRADE, 95% MODIFIED PROCTOR

PROPOSED PAVING PLAN NE QUADRANT THE NEW CHARLESTOWNE MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS	
JACOB & HEFNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1000 N. W. 14th Avenue, Suite 100 Fort Lauderdale, FL 33304 TEL: (954) 572-1000 FAX: (954) 572-4001	
THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.	
1"=40'	F021
C3.1	

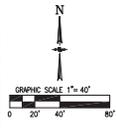


NE QUADRANT
SE QUADRANT

COMMERCIAL

EXISTING
CARSON PIRIE
SCOTT

SW QUADRANT
SE QUADRANT



EXISTING
STORMWATER
DETENTION
POND C2

EXISTING
SAVERS LOT

RETAIL B

EXISTING
STORMWATER
DETENTION POND
C1

P7

P6

P5

EXISTING EAST MAIN
STREET (IL ROUTE 64)

PROPOSED PAVING PLAN
SE QUADRANT
THE NEW CHARLESTOWNE MALL
3800 E. MAIN STREET
ST. CHARLES, ILLINOIS

JACOB & HEFNER ASSOCIATES, INC.
ENGINEERS - SURVEYORS
1000 N. 14th Street, Suite 100
St. Charles, IL 62256-1400
TEL: (618) 682-4000
FAX: (618) 682-4001

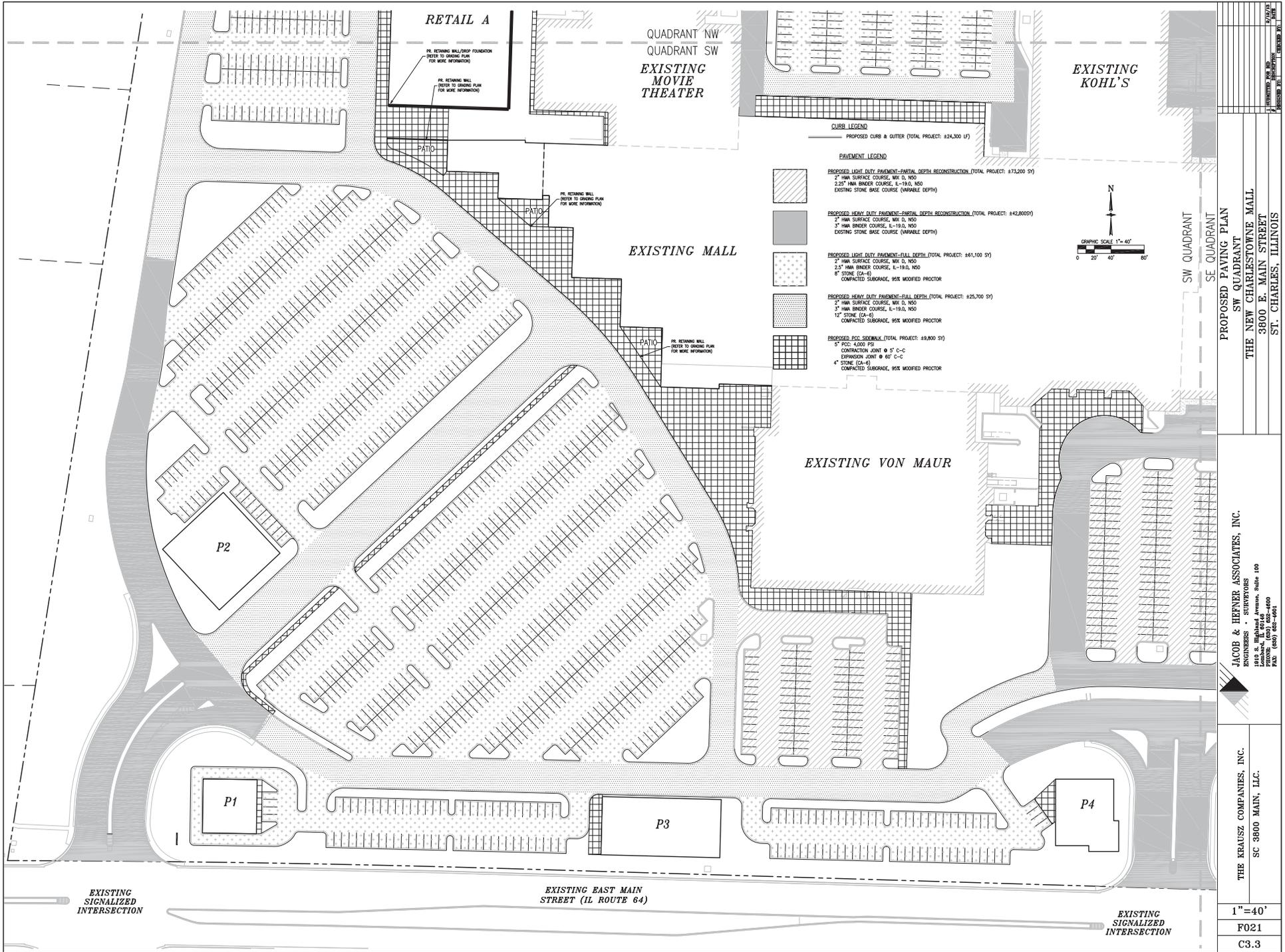
THE KRAUSZ COMPANIES, INC.
SC 3800 MAIN, ILL.

CURB LEGEND
PROPOSED CURB & GUTTER (TOTAL PROJECT: 124,300 LF)

PAVEMENT LEGEND

-  PROPOSED LIGHT DUTY PAVEMENT-PARTIAL DEPTH RECONSTRUCTION (TOTAL PROJECT: 473,200 SY)
2" HMA SURFACE COURSE, MIX C, NSO
2.25" HMA BINDER COURSE, I-19A, NSO
EXISTING STONE BASE COURSE (VARIABLE DEPTH)
-  PROPOSED HEAVY DUTY PAVEMENT-PARTIAL DEPTH RECONSTRUCTION (TOTAL PROJECT: 142,800SY)
2" HMA SURFACE COURSE, MIX C, NSO
3" HMA BINDER COURSE, I-19A, NSO
EXISTING STONE BASE COURSE (VARIABLE DEPTH)
-  PROPOSED LIGHT DUTY PAVEMENT-FULL DEPTH (TOTAL PROJECT: 161,100 SY)
2" HMA SURFACE COURSE, MIX C, NSO
2.25" HMA BINDER COURSE, I-19A, NSO
8" STONE (CA-8)
COMPACTED SUBGRADE, 95% MODIFIED PROCTOR
-  PROPOSED HEAVY DUTY PAVEMENT-FULL DEPTH (TOTAL PROJECT: 125,700 SY)
2" HMA SURFACE COURSE, MIX C, NSO
3" HMA BINDER COURSE, I-19A, NSO
12" STONE (CA-8)
COMPACTED SUBGRADE, 95% MODIFIED PROCTOR
-  PROPOSED PCC SIDEWALK (TOTAL PROJECT: 19,800 SY)
5" PCC, 4000 PSI
CONTRACTION JOINT @ 5' C-C
EXPANSION JOINT @ 60' C-C
4" STONE (CA-8)
COMPACTED SUBGRADE, 95% MODIFIED PROCTOR

1" = 40'
F021
C3.2



RETAIL A

PR. RETAINING WALL/GRIP FOUNDATION
(REFER TO GRADING PLAN
FOR MORE INFORMATION)

PR. RETAINING WALL
(REFER TO GRADING PLAN
FOR MORE INFORMATION)

QUADRANT NW
QUADRANT SW
**EXISTING
MOVIE
THEATER**

**EXISTING
KOHL'S**

CURB LEGEND
PROPOSED CURB & GUTTER (TOTAL PROJECT: 824,300 LF)

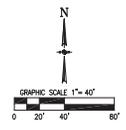
PAVEMENT LEGEND
PROPOSED LIGHT DUTY PAVEMENT-FULL DEPTH RECONSTRUCTION (TOTAL PROJECT: 873,000 SY)
2" HMA SURFACE COURSE, MIX D, N50
2.25" HMA BINDER COURSE, L-19.0, N50
EXISTING STONE BASE COURSE (VARIABLE DEPTH)

PROPOSED HEAVY DUTY PAVEMENT-FULL DEPTH RECONSTRUCTION (TOTAL PROJECT: 142,800 SY)
2" HMA SURFACE COURSE, MIX D, N50
3" HMA BINDER COURSE, L-19.0, N50
EXISTING STONE BASE COURSE (VARIABLE DEPTH)

PROPOSED LIGHT DUTY PAVEMENT-FULL DEPTH (TOTAL PROJECT: 861,100 SY)
2" HMA SURFACE COURSE, MIX D, N50
2.5" HMA BINDER COURSE, L-19.0, N50
8" STONE (2A-6)
COMPACTED SUBGRADE, 95% MODIFIED PROCTOR

PROPOSED HEAVY DUTY PAVEMENT-FULL DEPTH (TOTAL PROJECT: 226,700 SY)
2" HMA SURFACE COURSE, MIX D, N50
3" HMA BINDER COURSE, L-19.0, N50
12" STONE (2A-6)
COMPACTED SUBGRADE, 95% MODIFIED PROCTOR

PROPOSED PCC SIDEWALK (TOTAL PROJECT: 49,800 SY)
5" PCC: 4,000 PSI
CONSTRUCTION JOINT @ 5' C-C
EXPANSION JOINT @ 60' C-C
4" STONE (2A-6)
COMPACTED SUBGRADE, 95% MODIFIED PROCTOR



EXISTING MALL

EXISTING VON MAUR

P2

P1

P3

P4

**EXISTING
SIGNALIZED
INTERSECTION**

**EXISTING EAST MAIN
STREET (IL ROUTE 64)**

**EXISTING
SIGNALIZED
INTERSECTION**

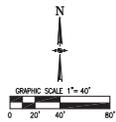
JACOB & HEFFNER ASSOCIATES, INC.
ENGINEERS - SURVEYORS
1000 N. W. 14th Avenue, Suite 100
Boca Raton, FL 33431
TEL: (561) 992-4000
FAX: (561) 992-4001

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

PROPOSED PAVING PLAN
SW QUADRANT
THE NEW CHARLESTOWNE MALL
3800 E. MAIN STREET
ST. CHARLES, ILLINOIS

1" = 40'
F021
C3.3

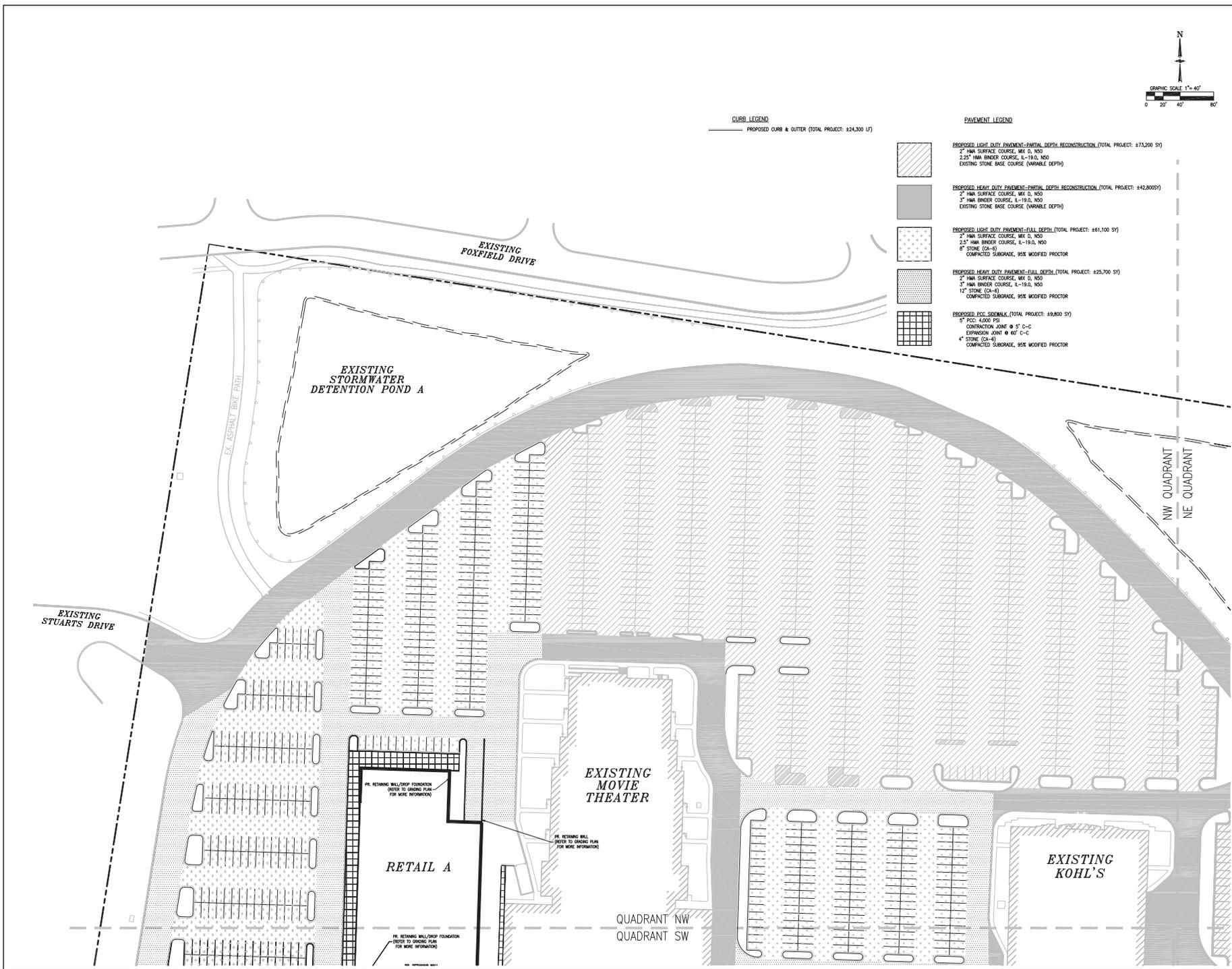
DATE: 08/14/14
SCALE: AS SHOWN
PROJECT NO.: 14-001



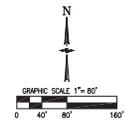
CURB LEGEND
 PROPOSED CURB & GUTTER (TOTAL PROJECT: 124,300 LF)

PAVEMENT LEGEND

- PROPOSED LIGHT DUTY PAVEMENT-PARTIAL DEPTH RECONSTRUCTION (TOTAL PROJECT: 873,200 SY)
 2" HMA SURFACE COURSE, MIX D, NSO
 2.25" HMA BINDER COURSE, IL-19.0, NSO
 EXISTING STONE BASE COURSE (VARIABLE DEPTH)
- PROPOSED HEAVY DUTY PAVEMENT-PARTIAL DEPTH RECONSTRUCTION (TOTAL PROJECT: 142,800SY)
 2" HMA SURFACE COURSE, MIX D, NSO
 3" HMA BINDER COURSE, IL-19.0, NSO
 EXISTING STONE BASE COURSE (VARIABLE DEPTH)
- PROPOSED LIGHT DUTY PAVEMENT-FULL DEPTH (TOTAL PROJECT: 161,100 SY)
 2" HMA SURFACE COURSE, MIX D, NSO
 2.25" HMA BINDER COURSE, IL-19.0, NSO
 6" STONE (CA-6)
 COMPACTED SUBGRADE, 95% MODIFIED PROCTOR
- PROPOSED HEAVY DUTY PAVEMENT-FULL DEPTH (TOTAL PROJECT: 125,700 SY)
 2" HMA SURFACE COURSE, MIX D, NSO
 3" HMA BINDER COURSE, IL-19.0, NSO
 12" STONE (CA-6)
 COMPACTED SUBGRADE, 95% MODIFIED PROCTOR
- PROPOSED PCC SIDEWALK (TOTAL PROJECT: 119,800 SY)
 5" PCC 4,000 PSI
 CONTRACTION JOINT @ 5' C-C
 EXPANSION JOINT @ 60' C-C
 4" STONE (CA-6)
 COMPACTED SUBGRADE, 95% MODIFIED PROCTOR



PROPOSED PAVING PLAN NW QUADRANT THE NEW CHARLESTOWNE MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS	JACOB & HEFNER ASSOCIATES, INC. ARCHITECTS - SURVEYORS 1000 N. 1st Street, Suite 100 St. Charles, IL 62256 TEL: (618) 682-4000 FAX: (618) 682-4001
THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.	1" = 40' F021 C3.4

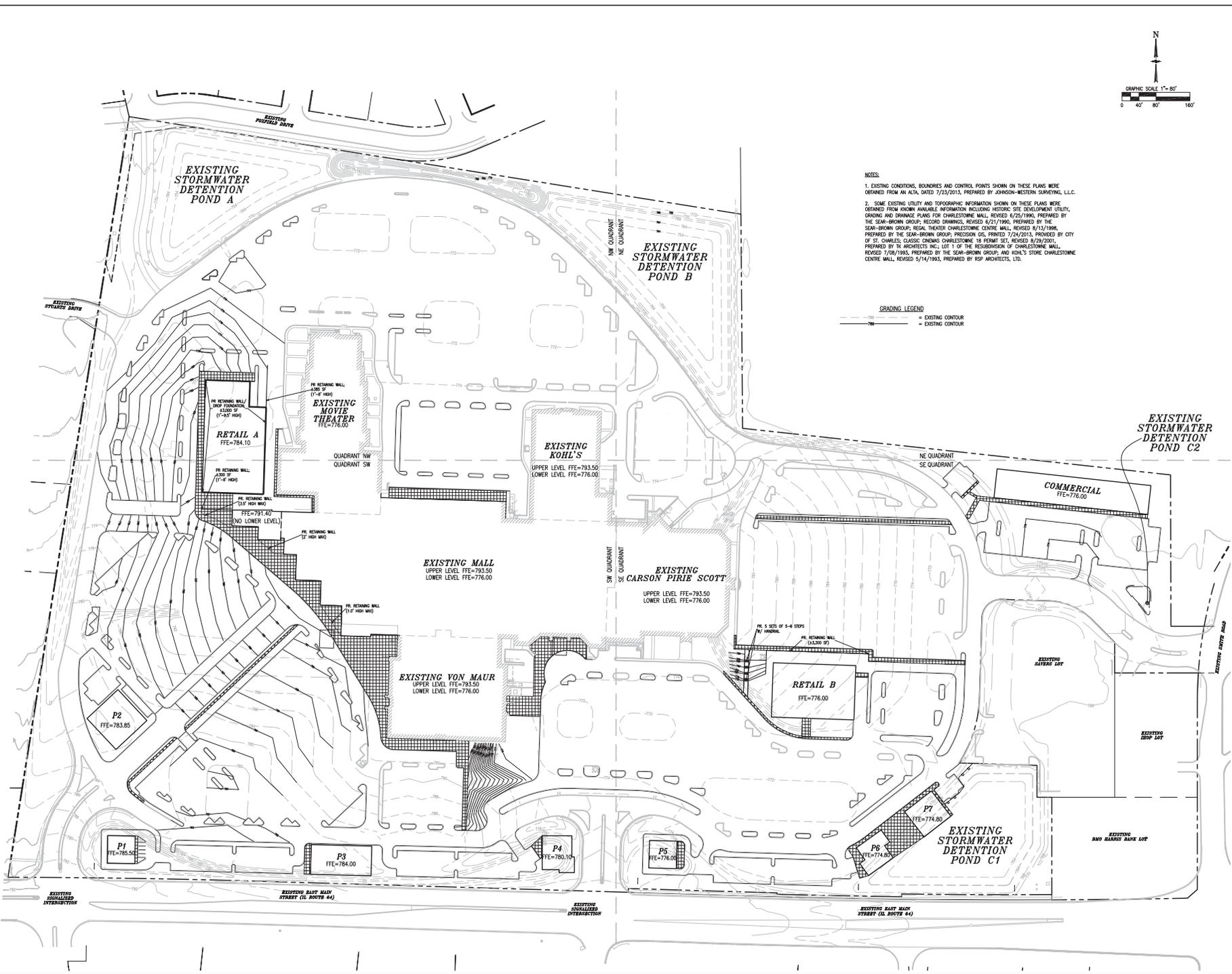


NOTES:

- EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN ALTA, DATED 7/23/2013, PREPARED BY JOHNSON-WESTERN SURVEYING, L.L.C.
- SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM UNKNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE MALL, REVISED 6/25/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISED 6/21/1990, PREPARED BY THE SEAR-BROWN GROUP; REAL THEATER CHARLESTONE CENTRE MALL, REVISED 6/13/1990, PREPARED BY THE SEAR-BROWN GROUP; PRECISION GIS, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CHARLES CHARLESTONE 18 POINT SET, REVISED 8/29/2001, PREPARED BY TK ARCHITECTS INC.; LOT 1 OF THE RESUBDIVISION OF CHARLESTONE MALL, REVISED 7/08/1993, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTONE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

GRADING LEGEND

--- EXISTING CONTOUR
 - - - EXISTING CONTOUR

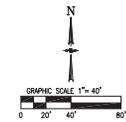
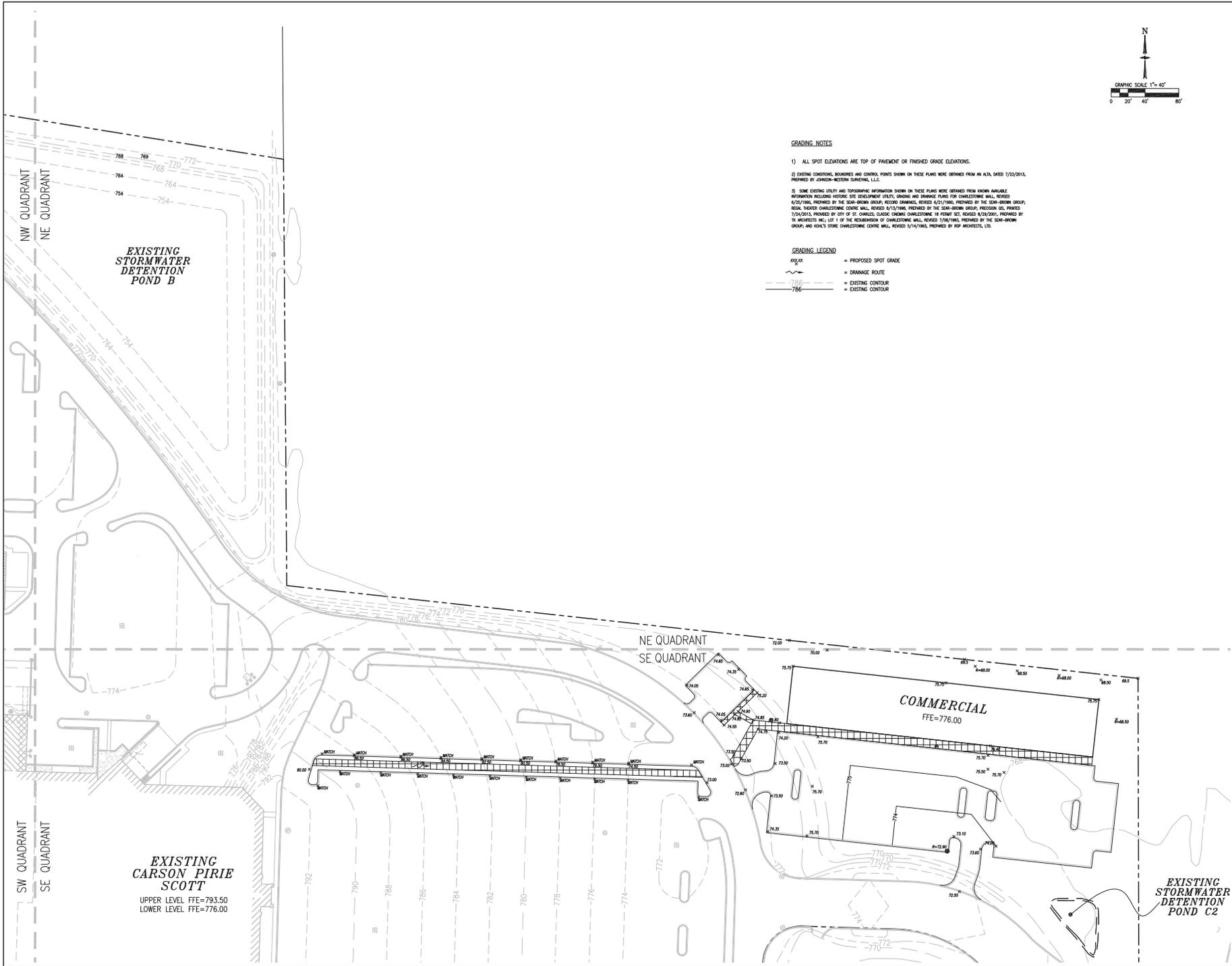


OVERALL GRADING PLAN
 THE NEW CHARLESTONE MALL
 3800 E. MAIN STREET
 ST. CHARLES, ILLINOIS

JACOB & HEFFNER ASSOCIATES, INC.
 ENGINEERS & SURVEYORS
 1000 N. 10th Street, Suite 100
 St. Charles, IL 62256-1000
 TEL: (636) 452-4000
 FAX: (636) 452-4001

THE KRAUSZ COMPANIES, INC.
 SC 3800 MAIN, ILL. C.

1" = 80'
 F021
 C4.0



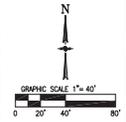
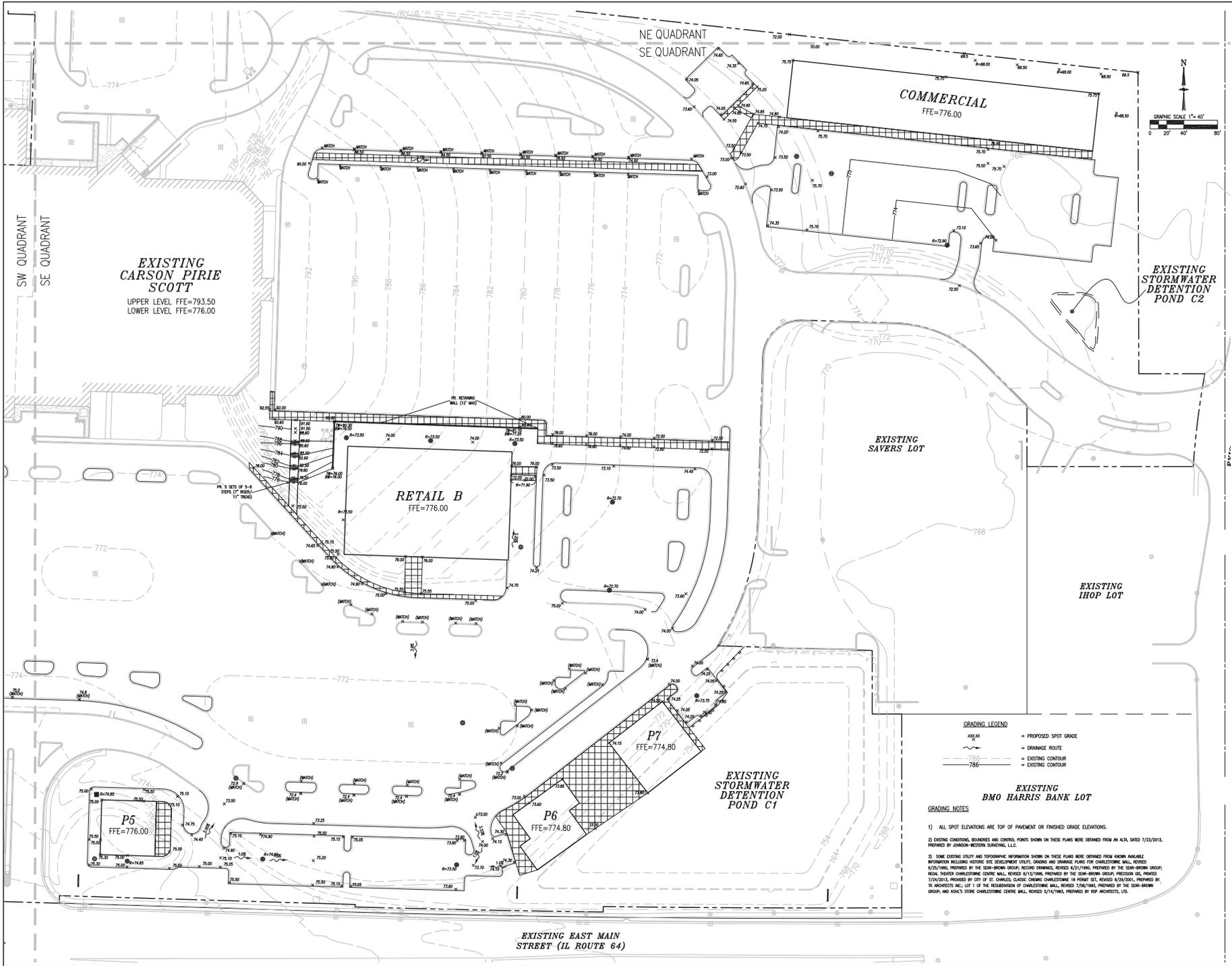
GRADING NOTES

- 1) ALL SPOT ELEVATIONS ARE TOP OF PAVEMENT OR FINISHED GRADE ELEVATIONS.
- 2) EXISTING CONTOURS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN ALTA, DATED 7/23/2013, PREPARED BY JOHNSON-WESTERN SURVEYING, LLC.
- 3) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTOWNE MALL, REVISED 6/25/2008, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISED 8/21/2008, PREPARED BY THE SEAR-BROWN GROUP; REAL TRACER CHARLESTOWNE CENTRE WALL, REVISED 8/13/2008, PREPARED BY THE SEAR-BROWN GROUP; PROVISION USL, PRINTED 12/4/2008, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CHANGING OPERATIONS IN FRONT SET, REVISED 8/20/2008, PREPARED BY TR ARCHITECTS INC.; LOT 1 OF THE RESUBDIVISION OF CHARLESTOWNE MALL, REVISED 3/28/2008, PREPARED BY THE SEAR-BROWN GROUP; AND KNOX'S STORE CHARLESTOWNE CENTRE WALL, REVISED 3/24/2008, PREPARED BY RSP ARCHITECTS, LTD.

GRADING LEGEND

- = PROPOSED SPOT GRADE
- = DRAINAGE ROUTE
- = EXISTING CONTOUR
- = EXISTING CONTOUR

<p>GRADING PLAN NE QUADRANT</p> <p>THE NEW CHARLESTOWNE MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS</p>	<p>JACOB & HEFNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1000 N. 1st Street, Suite 100 St. Charles, IL 62275 TEL: (618) 452-4000 FAX: (618) 452-4001</p>
<p>THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.</p>	
<p>1" = 40'</p> <p>F021</p> <p>C4.1</p>	



- GRADING LEGEND**
- = PROPOSED SPOT GRADE
 - = DRAINAGE ROUTE
 - = EXISTING CONTOUR
 - = EXISTING CONTOUR

EXISTING BMO HARRIS BANK LOT

- GRADING NOTES**
- 1) ALL SPOT ELEVATIONS ARE TOP OF PAVEMENT OR FINISHED GRADE ELEVATIONS.
 - 2) EXISTING CHEMICAL, ROADSIDE AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN ALTA, DATED 7/23/2015, PREPARED BY JOHNSON-WESTERN SURVEYING, L.L.C.
 - 3) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT, UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE WALL, REVISED 6/20/1991, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISED 4/27/1991, PREPARED BY THE SEAR-BROWN GROUP; RECORD SHEETS CHARLESTONE CONCERN WALL, REVISED 8/13/1994, PREPARED BY THE SEAR-BROWN GROUP; PROVISION GEL, PRINTED 7/24/2004, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CHANGING CHARLESTONE 18 FRONT ELEV, REVISED 10/20/2001, PREPARED BY TK ARCHITECTS INC.; LOT 1 OF THE REDEVELOPMENT OF CHARLESTONE WALL, REVISED 7/26/1994, PREPARED BY THE SEAR-BROWN GROUP; AND HOTEL'S STORE CHARLESTONE CONCERN WALL, REVISED 5/14/1994, PREPARED BY TSP ARCHITECTS, LTD.

EXISTING CARSON PIRIE SCOTT
 UPPER LEVEL FFE=793.50
 LOWER LEVEL FFE=776.00

RETAIL B
 FFE=776.00

COMMERCIAL
 FFE=776.00

EXISTING STORMWATER DETENTION POND C2

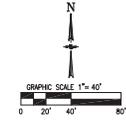
EXISTING SAVERS LOT

EXISTING IHOP LOT

EXISTING STORMWATER DETENTION POND C1

EXISTING EAST MAIN STREET (IL ROUTE 64)

GRADING PLAN SE QUADRANT THE NEW CHARLESTONE MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS	JACOB & HEFNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1000 N. 14th Street, Suite 100 St. Charles, IL 62256 FAX: (618) 682-4001
THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.	1"=40' F021 C4.2

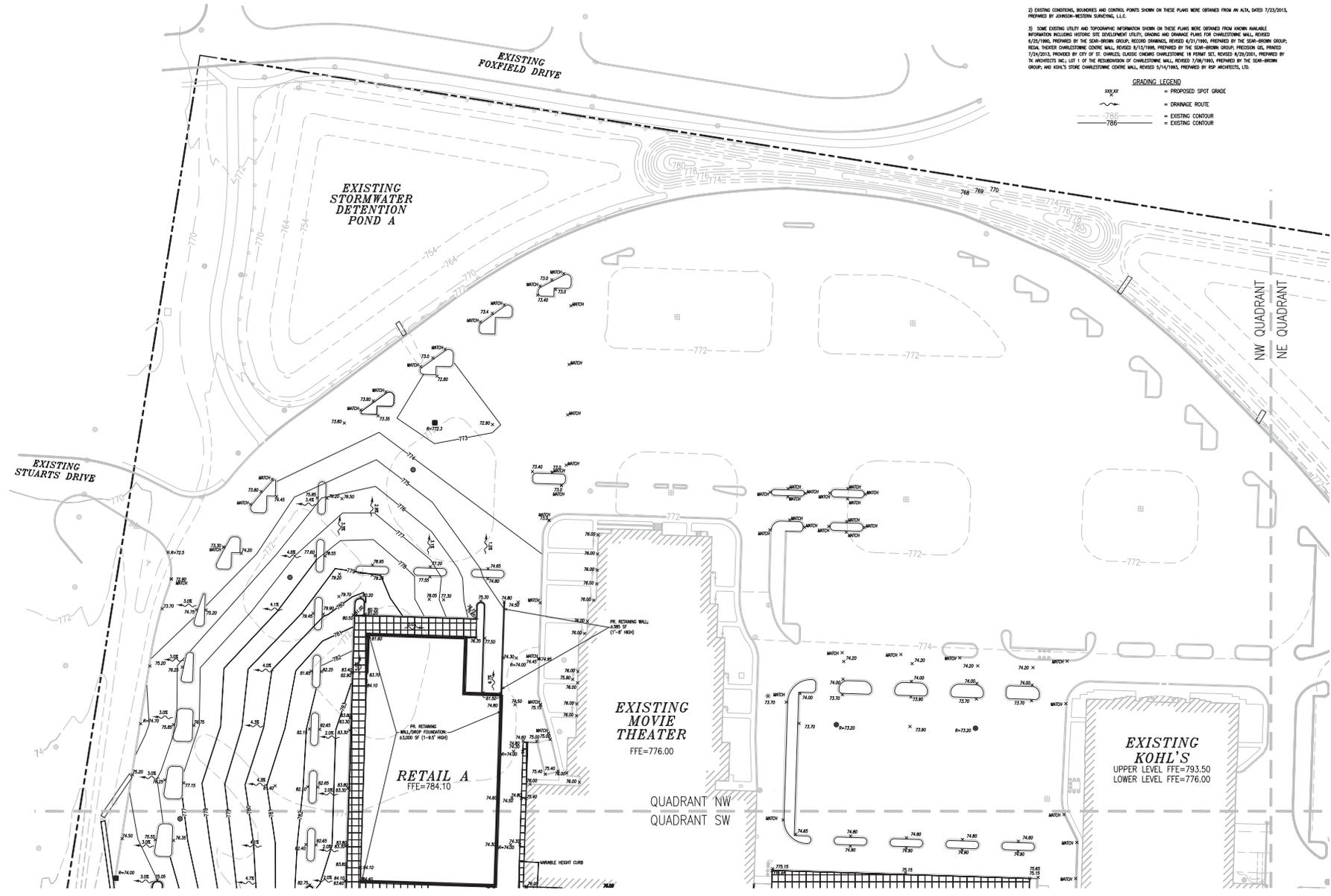


GRADING NOTES

- 1) ALL SPOT ELEVATIONS ARE TOP OF PAVEMENT OR FINISHED GRADE ELEVATIONS.
- 2) EXISTING CONDITIONS, BOUNDARIES AND CONTROL POINTS SHOWN ON THESE PLANS WERE OBTAINED FROM AN A.S.D. DATED 7/23/2013, PREPARED BY JOHNSON-WESTERN SURVEYING, L.L.C.
- 3) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE MALL, DATED 8/25/1960, PREPARED BY THE SOAR-BROWN GROUP; RECORD DRAWINGS, DATED 4/21/1960, PREPARED BY THE SOAR-BROWN GROUP; FINAL STORE CHARLESTONE CENTRE MALL, REVISION 8/15/1968, PREPARED BY THE SOAR-BROWN GROUP; RECORD SET, DATED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES, CLASSIC CHINA CHARLESTONE 18 FRONT SET, REVISION 8/29/2010, PREPARED BY 18 ARCHITECTS INC; LOT 1 OF THE REVISIONS OF CHARLESTONE MALL, REVISION 7/20/1968, PREPARED BY THE SOAR-BROWN GROUP; AND KOHL'S STORE CHARLESTONE CENTRE MALL, REVISION 5/14/1994, PREPARED BY RSP ARCHITECTS, L.L.C.

GRADING LEGEND

	= PROPOSED SPOT GRADE
	= DRAINAGE ROUTE
	= EXISTING CONTOUR
	= EXISTING CONTOUR

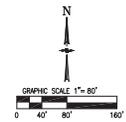


GRADING PLAN
NW QUADRANT
THE NEW CHARLESTOWNE MALL
3800 E. MAIN STREET
ST. CHARLES, ILLINOIS

JACOB & HEFNER ASSOCIATES, INC.
ENGINEERS - SURVEYORS
1000 N. 1st St., Suite 100
St. Charles, IL 62256-1000
TEL: (618) 452-4000
FAX: (618) 452-4001

THE KRAUSZ COMPANIES, INC.
SC 3800 MAIN, ILL. C.

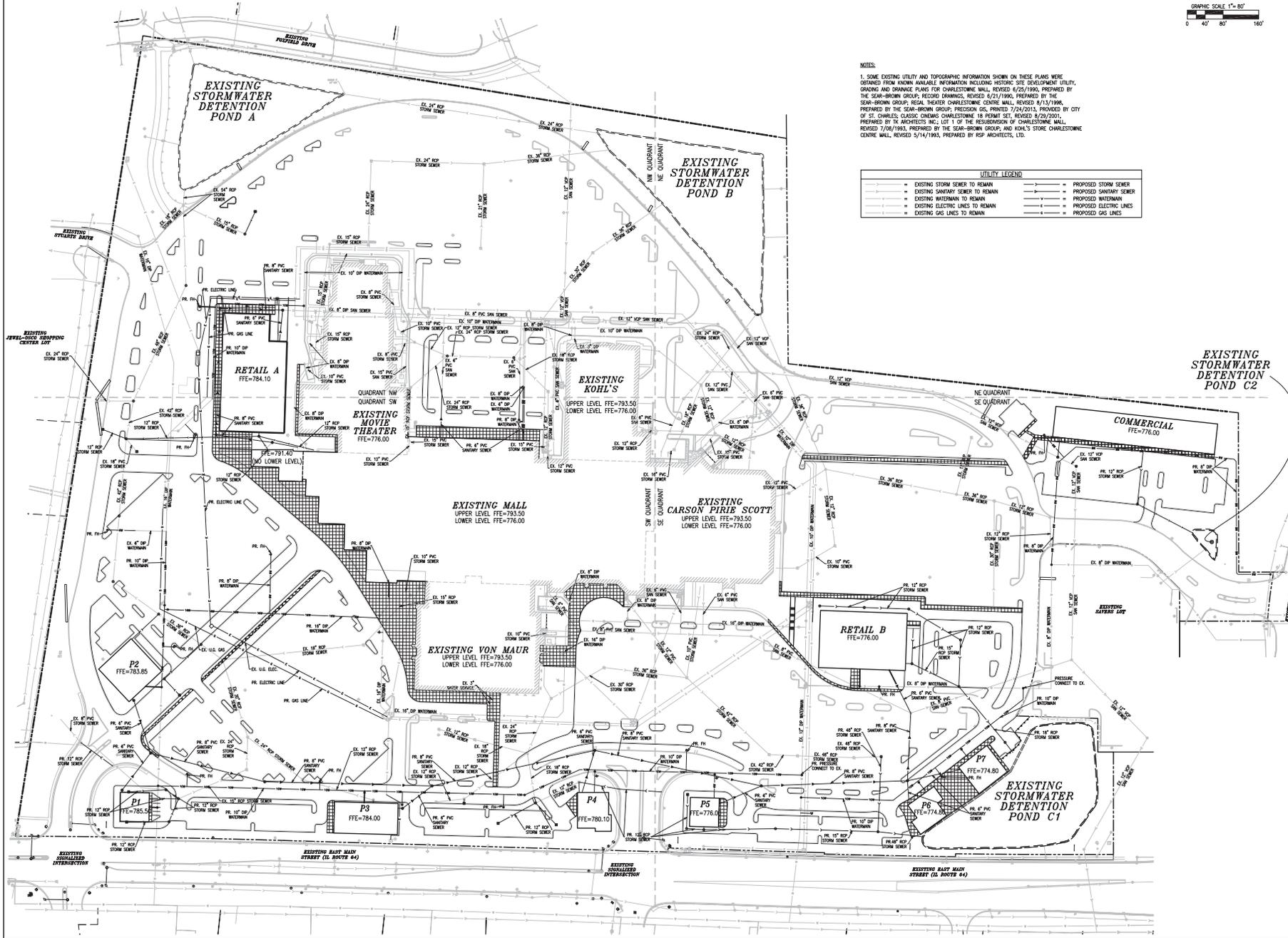
1" = 40'
F021
C4.4



NOTES:

1. SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, DRAINAGE AND GRADABLE PLANS FOR CHARLESTONE WALL, REVISED 6/25/1990, PREPARED BY THE SEAR-BROWN GROUP, RECORD DRAWINGS, REVISED 8/21/1990, PREPARED BY THE SEAR-BROWN GROUP, REGAL THEATER CHARLESTONE CENTRE WALL, REVISED 8/13/1998, PREPARED BY THE SEAR-BROWN GROUP, PRESSION GAS, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES, CLASSIC CINEMAS CHARLESTONE 18 PERMIT SET, REVISED 8/29/2001, PREPARED BY TR ARCHITECTS INC. LOT 1 OF THE REDEVELOPMENT OF CHARLESTONE WALL, REVISED 7/06/1993, PREPARED BY THE SEAR-BROWN GROUP, AND KOHL'S STORE CHARLESTONE CENTRE WALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

UTILITY LEGEND	
—	EXISTING STORM SEWER TO REMAIN
—	EXISTING SANITARY SEWER TO REMAIN
—	EXISTING WATERMAIN TO REMAIN
—	EXISTING ELECTRIC LINES TO REMAIN
—	EXISTING GAS LINES TO REMAIN
—	PROPOSED STORM SEWER
—	PROPOSED SANITARY SEWER
—	PROPOSED WATERMAIN
—	PROPOSED ELECTRIC LINES
—	PROPOSED GAS LINES

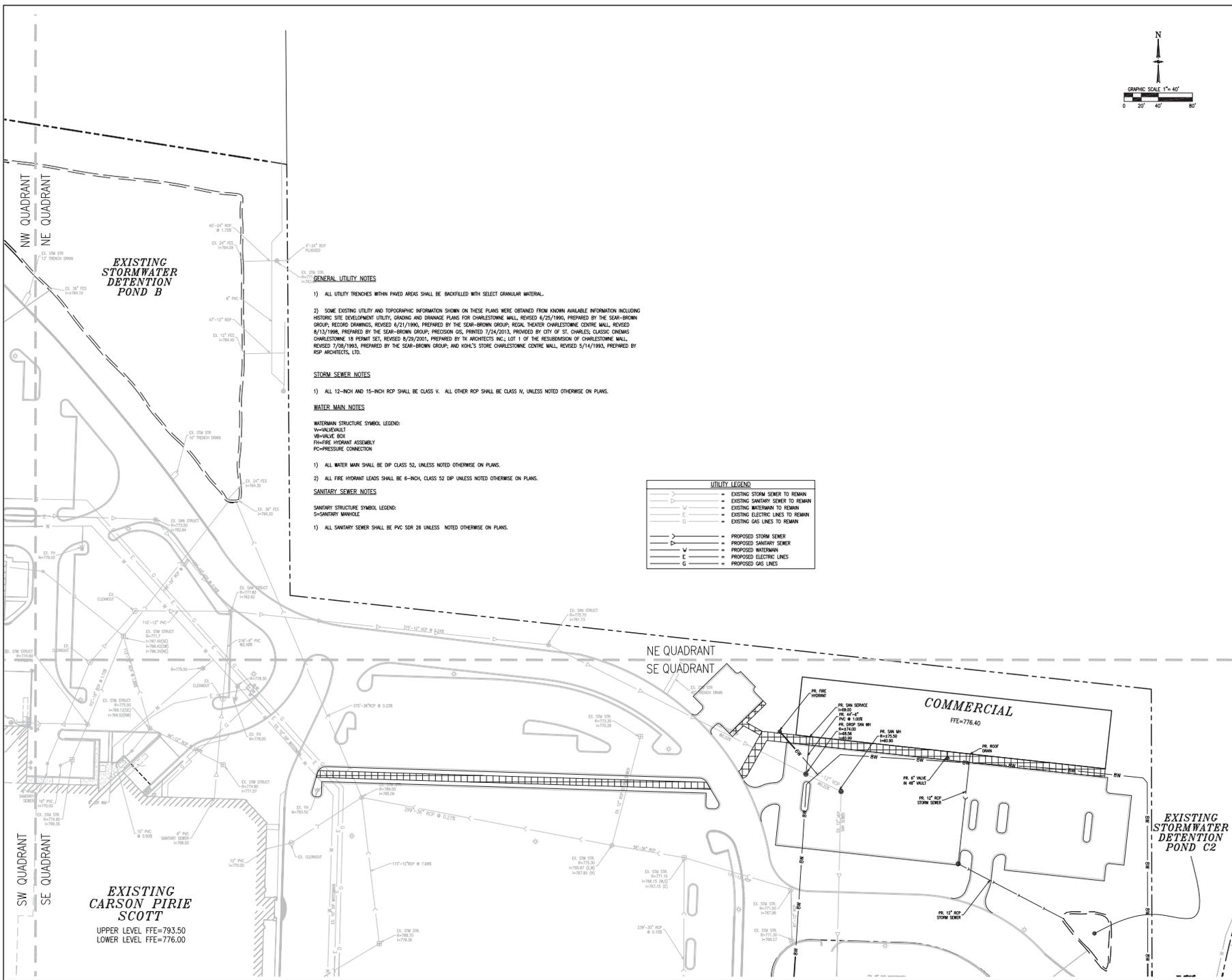
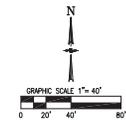


OVERALL UTILITY PLAN
 THE NEW CHARLESTOWNE MALL
 3800 E. MAIN STREET
 ST. CHARLES, ILLINOIS

JACOB & HEPNER ASSOCIATES, INC.
 ENGINEERS - SURVEYORS
 1400 S. MAIN STREET, SUITE 100
 ST. CHARLES, ILLINOIS 62205
 TEL: (618) 682-4000
 FAX: (618) 682-4001

THE KRAUSZ COMPANIES, INC.
 SC 3800 MAIN, ILL.

1"=80'
 F021
 C5.0



GENERAL UTILITY NOTES

- 1) ALL UTILITY TRENCHES WITHIN PAVED AREAS SHALL BE BACKFILLED WITH SELECT GRANULAR MATERIAL.
- 2) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GROUND AND DRAINAGE PLANS FOR CHARLESTONE MALL, REVISED 6/25/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISED 6/21/1990, PREPARED BY THE SEAR-BROWN GROUP; REGAL THEATER CHARLESTONE CENTRE MALL, REVISED 8/13/1998, PREPARED BY THE SEAR-BROWN GROUP; PRECISION DC, PRINTED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES, CLASSIC CINEMAS CHARLESTONE 18 POINT SET, REVISED 8/20/2001, PREPARED BY TV ARCHITECTS INC.; LOT 1 OF THE REDEVELOPMENT OF CHARLESTONE MALL, REVISED 7/08/1993, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTONE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

STORM SEWER NOTES

- 1) ALL 12-INCH AND 15-INCH RCP SHALL BE CLASS V. ALL OTHER RCP SHALL BE CLASS IV, UNLESS NOTED OTHERWISE ON PLANS.

WATER MAIN NOTES

WATERMAIN STRUCTURE SYMBOL LEGEND:
 W=VALVE/VAULT
 W=VALVE BOX
 FH=FIREFYDRANT ASSEMBLY
 PC=PRESSURE CONNECTION

- 1) ALL WATER MAIN SHALL BE DIP CLASS 52, UNLESS NOTED OTHERWISE ON PLANS.
- 2) ALL FIRE HYDRANT LEADS SHALL BE 6-INCH, CLASS 52 DIP UNLESS NOTED OTHERWISE ON PLANS.

SANITARY SEWER NOTES

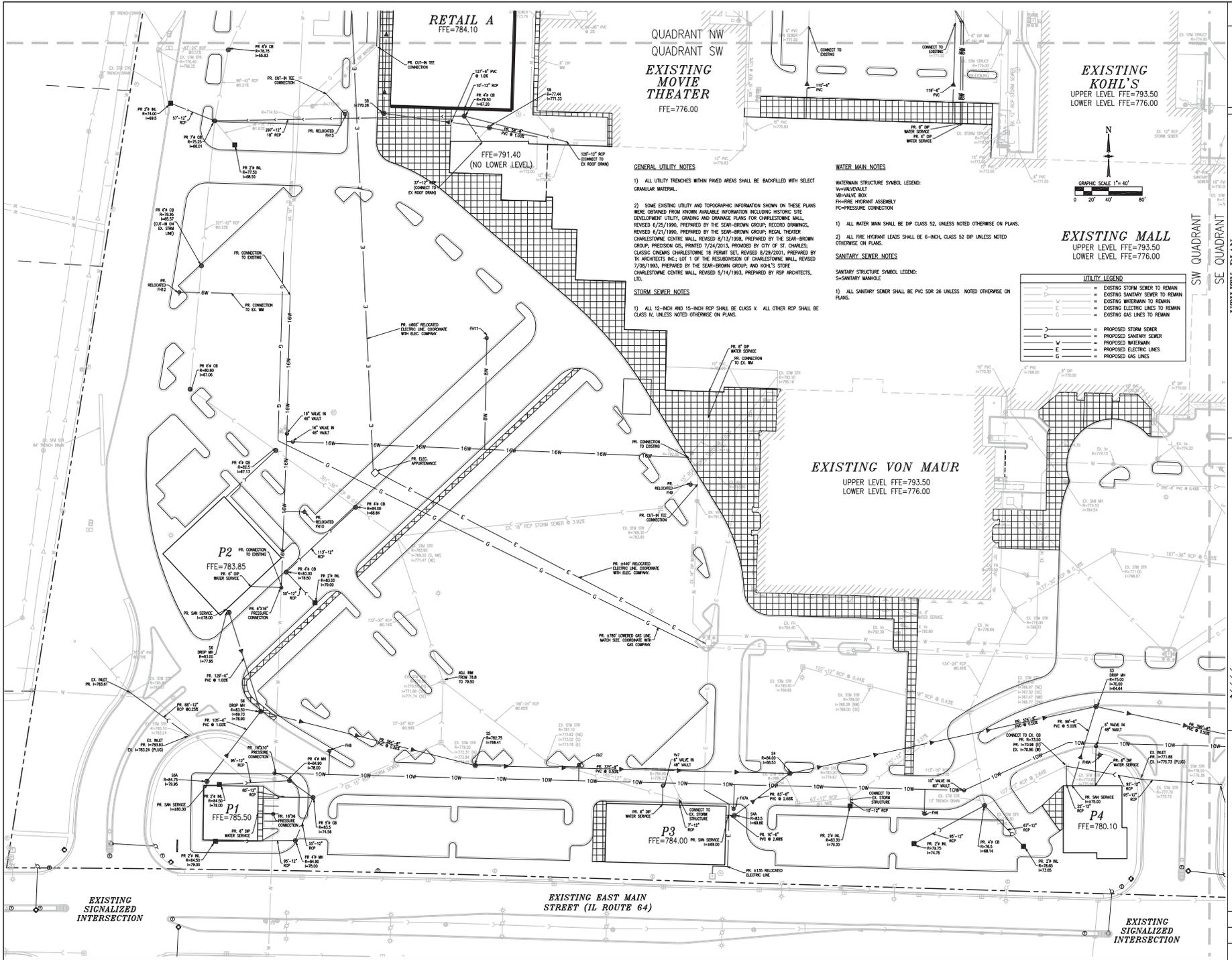
SANITARY STRUCTURE SYMBOL LEGEND:
 S=SANITARY MANHOLE

- 1) ALL SANITARY SEWER SHALL BE PVC SDR 26 UNLESS NOTED OTHERWISE ON PLANS.

UTILITY LEGEND	
	EXISTING STORM SEWER TO REMAIN
	EXISTING SANITARY SEWER TO REMAIN
	EXISTING WATERMAIN TO REMAIN
	EXISTING ELECTRIC LINES TO REMAIN
	EXISTING GAS LINES TO REMAIN
	PROPOSED STORM SEWER
	PROPOSED SANITARY SEWER
	PROPOSED WATERMAIN
	PROPOSED ELECTRIC LINES
	PROPOSED GAS LINES

EXISTING CARSON PIRIE SCOTT
 UPPER LEVEL FFE=793.50
 LOWER LEVEL FFE=776.00

UTILITY PLAN NE QUADRANT	
THE NEW CHARLESTONE MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS	
JACOB & HEFNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1000 N. 1st Street, Suite 100 St. Charles, IL 62278-1000 TEL: (618) 682-4000 FAX: (618) 682-4001	
THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL.	
1" = 40'	
F021	
C5.1	



RETAIL A
FFE=784.10

QUADRANT NW
QUADRANT SW
EXISTING MOVIE THEATER
FFE=776.00

EXISTING KOHL'S
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

EXISTING MALL
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

EXISTING VON MAUR
UPPER LEVEL FFE=793.50
LOWER LEVEL FFE=776.00

P2
FFE=783.85

P1
FFE=785.50

P3
FFE=784.00

P4
FFE=780.10

GENERAL UTILITY NOTES

- 1) ALL UTILITY TRENCHES WITHIN PAVED AREAS SHALL BE BACKFILLED WITH SELECT GRANULAR MATERIAL.
- 2) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTONE MALL, REVISED 6/25/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAINAGE, REVISED 6/21/1990, PREPARED BY THE SEAR-BROWN GROUP; REGAL THEATER CHARLESTONE CENTRE MALL, REVISED 8/13/1998, PREPARED BY THE SEAR-BROWN GROUP; PRESSION GAS, DATED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CINEMAS CHARLESTONE 18 PERMIT SET, REVISED 8/29/2001, PREPARED BY THE ARCHITECTS P.C.; LOT 1 OF THE REDEVELOPMENT OF CHARLESTONE MALL, REVISED 7/20/1993, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTONE CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

STORM SEWER NOTES

- 1) ALL 12-INCH AND 15-INCH RCP SHALL BE CLASS V. ALL OTHER RCP SHALL BE CLASS IV, UNLESS NOTED OTHERWISE ON PLANS.

WATER MAIN NOTES

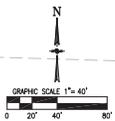
- WATERMAIN STRUCTURE SYMBOL LEGEND:
 W=VALVEWALT
 VB=VALVE BOX
 F=FIRE HYDRANT ASSEMBLY
 PC=PRESSURE CONNECTION
- 1) ALL WATER MAIN SHALL BE DP CLASS 52, UNLESS NOTED OTHERWISE ON PLANS.
 - 2) ALL FIRE HYDRANT LEADS SHALL BE 6-INCH, CLASS 52 DP UNLESS NOTED OTHERWISE ON PLANS.

SANITARY SEWER NOTES

- SANITARY STRUCTURE SYMBOL LEGEND:
 S=SANITARY MANHOLE
- 1) ALL SANITARY SEWER SHALL BE PVC 20R 26 UNLESS NOTED OTHERWISE ON PLANS.

UTILITY LEGEND

—	EXISTING STORM SEWER TO REMAIN
—	EXISTING SANITARY SEWER TO REMAIN
—	EXISTING WATERMAIN TO REMAIN
—	EXISTING ELECTRIC LINES TO REMAIN
—	EXISTING GAS LINES TO REMAIN
—	PROPOSED STORM SEWER
—	PROPOSED SANITARY SEWER
—	PROPOSED WATERMAIN
—	PROPOSED ELECTRIC LINES
—	PROPOSED GAS LINES



UTILITY PLAN
 SW QUADRANT
 SE QUADRANT

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

JACOB & HEFNER ASSOCIATES, INC.
 ENGINEERS - SURVEYORS
 1000 N. 14th Street, Suite 100
 St. Charles, IL 62278
 PHONE: (618) 682-4001
 FAX: (618) 682-4001

THE KRAUSZ COMPANIES, INC.
 SC 3800 MAIN, ILL.

1"=40'
 F021
 C5.3

GENERAL UTILITY NOTES

- 1) ALL UTILITY TRENCHES WITHIN PAVED AREAS SHALL BE BACKFILLED WITH SELECT GRANULAR MATERIAL.
- 2) SOME EXISTING UTILITY AND TOPOGRAPHIC INFORMATION SHOWN ON THESE PLANS WERE OBTAINED FROM KNOWN AVAILABLE INFORMATION INCLUDING HISTORIC SITE DEVELOPMENT UTILITY, GRADING AND DRAINAGE PLANS FOR CHARLESTON MALL, REVISED 6/25/1990, PREPARED BY THE SEAR-BROWN GROUP; RECORD DRAWINGS, REVISED 6/21/1990, PREPARED BY THE SEAR-BROWN GROUP; REGAL THEATER CHARLESTON CENTRE MALL, REVISED 8/13/1998, PREPARED BY THE SEAR-BROWN GROUP; FREEDOM GAS, PROVIDED 7/24/2013, PROVIDED BY CITY OF ST. CHARLES; CLASSIC CINEMA CHARLESTON 19 POINT SET, REVISED 6/29/2001, PREPARED BY TK ARCHITECTS INC.; LOT 1 OF THE REDEVELOPMENT OF CHARLESTON MALL, REVISED 7/09/1983, PREPARED BY THE SEAR-BROWN GROUP; AND KOHL'S STORE CHARLESTON CENTRE MALL, REVISED 5/14/1993, PREPARED BY RSP ARCHITECTS, LTD.

STORM SEWER NOTES

- 1) ALL 12-INCH AND 15-INCH RCP SHALL BE CLASS V. ALL OTHER RCP SHALL BE CLASS II, UNLESS NOTED OTHERWISE ON PLANS.

WATER MAIN NOTES

WATERMAIN STRUCTURE SYMBOL LEGEND:

W=VALVE/WAULT
 M=VALVE BOX
 FH=FIRE HYDRANT ASSEMBLY
 PC=PRESSURE CONNECTION

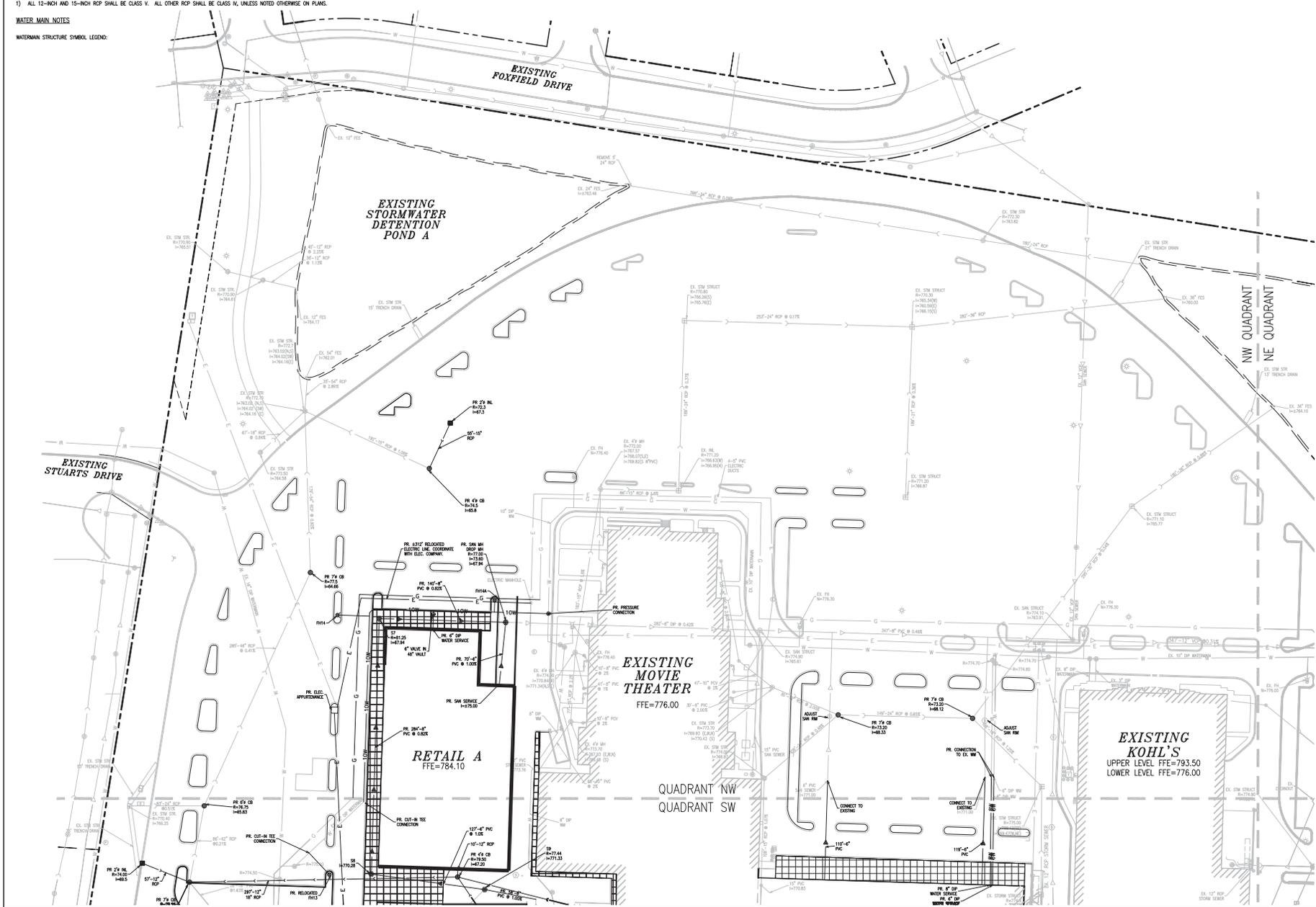
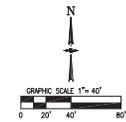
- 1) ALL WATER MAIN SHALL BE DIP CLASS 52, UNLESS NOTED OTHERWISE ON PLANS.
- 2) ALL FIRE HYDRANT LEADS SHALL BE 6-INCH CLASS 52 DIP UNLESS NOTED OTHERWISE ON PLANS.

SANITARY SEWER NOTES

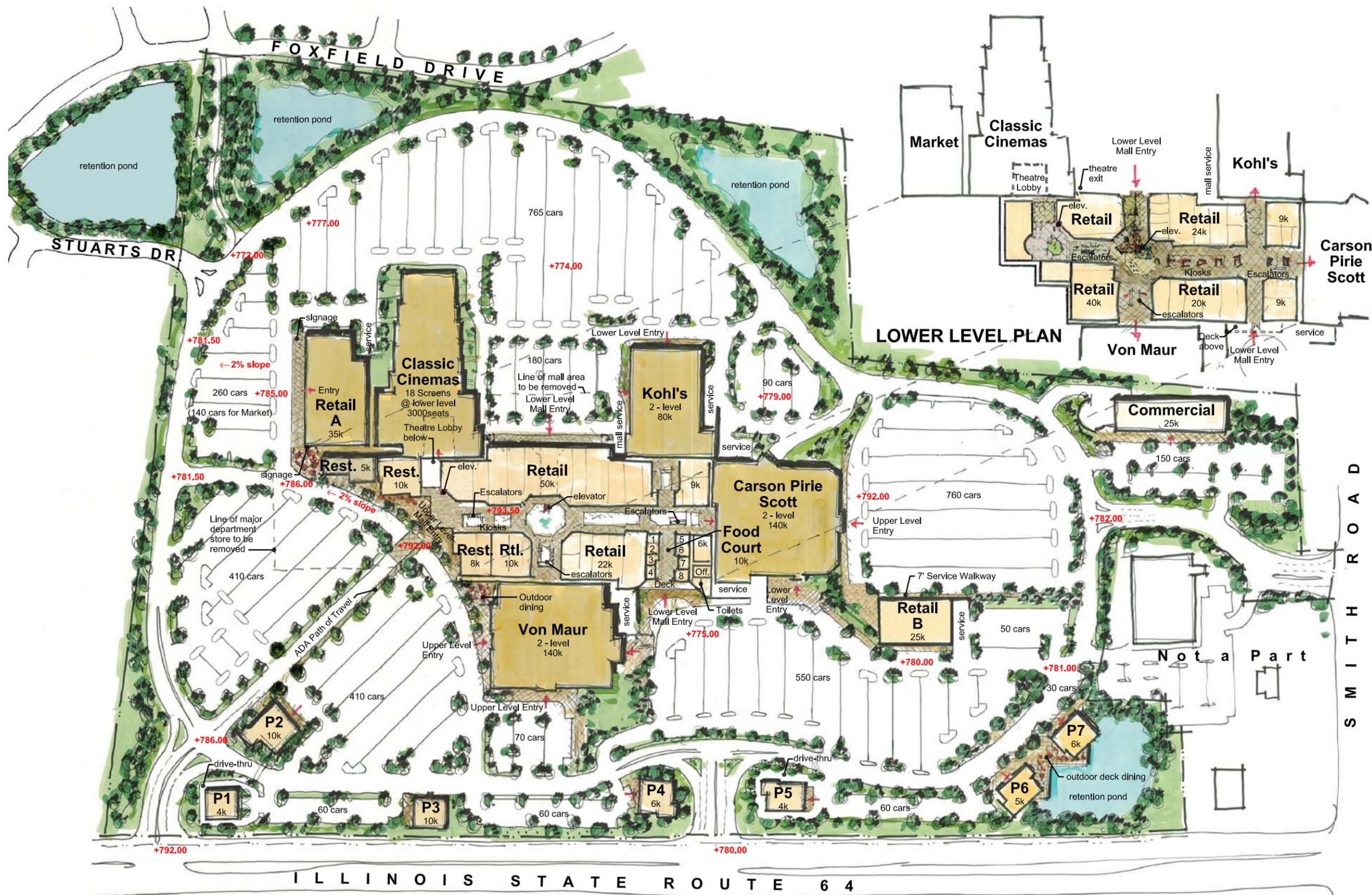
SANITARY STRUCTURE SYMBOL LEGEND:
 S=SANITARY MANHOLE

- 1) ALL SANITARY SEWER SHALL BE PVC SDR 26 UNLESS NOTED OTHERWISE ON PLANS.

UTILITY LEGEND	
	= EXISTING STORM SEWER TO REMAIN
	= EXISTING SANITARY SEWER TO REMAIN
	= EXISTING WATERMAIN TO REMAIN
	= EXISTING ELECTRIC LINES TO REMAIN
	= EXISTING GAS LINES TO REMAIN
	= PROPOSED STORM SEWER
	= PROPOSED SANITARY SEWER
	= PROPOSED WATERMAIN
	= PROPOSED ELECTRIC LINES
	= PROPOSED GAS LINES



<p>UTILITY PLAN NW QUADRANT THE NEW CHARLESTON MALL 3800 E. MAIN STREET ST. CHARLES, ILLINOIS</p>	<p>JACOB & HEFNER ASSOCIATES, INC. ENGINEERS - SURVEYORS 1000 N. 1st Street, Suite 100 St. Charles, IL 62278 TEL: (618) 462-4000 FAX: (618) 462-4001</p>
<p>THE KRAUSZ COMPANIES, INC. SC 3800 MAIN, ILL. C.</p>	<p>1" = 40' F021 C5.4</p>



UPPER LEVEL PLAN
 "Draft not for Public Dissemination"

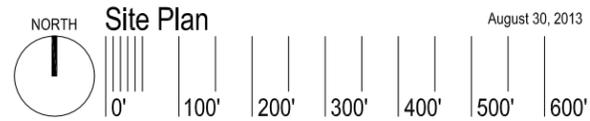
The New Charlestowne Mall

The **KRAUSZ COMPANIES**, Inc.

SC 3800 Main Holding, LLC
 44 Montgomery St., Suite 3300, San Francisco, CA 94104 : Tel. 14157325600



STOUTENBOROUGH INC.
 Architects and Planners
 420 Alta Vista Way, Suite 100, Laguna Beach, Ca 92651
 T 949 715 3257 | F 949 715 3256 | www.stoutenboroughinc.com





View of the New Mall Entry with Cinema beyond
August 21, 2013

“Draft not for Public Dissemination”



The New Charlestowne Mall
The **KRAUSZ COMPANIES, Inc.**
SC 3800 Main Holding, LLC
44 Montgomery St., Suite 3300, San Francisco, CA 94104 : Tel. 14157325600



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420 Alta Vista Way, Suite 100, Laguna Beach, Ca 92651
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View of the New Mall Entry with The Food Court at the Upper Level
 August 30, 2013



Existing Mall Facade
 "Draft not for Public Dissemination"



The New Charlestowne Mall
 The **KRAUSZ COMPANIES, Inc.**
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ka

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View of the New Northside Entry at the Lower Level

October 8, 2013



CITY OF ST. CHARLES

ORDINANCE NO. 1988-Z-10

AN ORDINANCE GRANTING A SPECIAL USE
AS A PLANNED UNIT DEVELOPMENT
FOR CHARLES TOWNE MALL

ADOPTED BY THE

CITY COUNCIL

OF THE

CITY OF ST. CHARLES

THIS 19TH DAY OF SEPTEMBER, 1988

PUBLISHED IN PAMPHLET FORM BY
AUTHORITY OF THE CITY COUNCIL
OF THE CITY OF ST. CHARLES,
KANE AND DU PAGE COUNTIES,
ILLINOIS, THIS 23rd DAY OF
SEPTEMBER, 1988.


CITY CLERK

(S E A L)

04/27/88
04/29/88
5/16/88
8/09/88
8/15/88
9/08/88
9/09/88
9/13/88

REFER TO:
MINUTES 9-19-88
PAGE _____

ORDINANCE NO. 1988-Z-10

**AN ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT
DEVELOPMENT FOR CHARLES TOWNE MALL**

DATE OF PUBLICATION 9/23/88
NEWSPAPER Sample Form

WHEREAS, a Petition for a Special Use as a Planned Unit Development in the R-1 Single Family Residence District for the real estate described in Exhibit "A", attached hereto and made a part hereof (hereinafter sometimes referred to as "Subject Realty"), has been filed by CHICAGO TITLE AND TRUST COMPANY, a corporation of Illinois, as Trustee under the provisions of a Trust Agreement dated January 25, 1984 and known as Trust No. 1084616 (hereinafter referred to as "TRUST"), owner of record of the Subject Realty, and WILMORITE, INC., a New York corporation, (hereinafter referred to as "DEVELOPER") (said TRUST and DEVELOPER hereinafter sometimes collectively referred to as "OWNER"); and

WHEREAS, the Plan Commission has held a public hearing on said Petition in accordance with law; and

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

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ST. CHARLES, KANE AND DU PAGE COUNTIES, ILLINOIS, as

follows:

SECTION 1. That Section 17.06.020 of Title 17 of the St. Charles Municipal Code, as amended, and as set forth in the Zoning District Map as described therein and on file in the Office of the City Clerk, is hereby amended by granting a Special Use as a Planned Unit Development for a shopping center in the R-1 Single Family Residence District for the Subject Realty, subject to the additional requirements, variations, and restrictions provided herein.

SECTION 2. That the Subject Realty may be developed in accordance with all ordinances of the City as now in effect or hereafter amended (except as specifically varied herein), and in accordance with the additional procedures, definitions, uses and restrictions contained herein and set forth in Exhibits B-1, B-2, B-3, B-4, B-5, B-6, B-8, C and E attached hereto and made a part hereof, which shall survive the expiration of the Annexation Agreement dated September 13, 1988 by and between the CITY OF ST. CHARLES, Kane and DuPage Counties, Illinois and the CHICAGO TITLE AND TRUST COMPANY, a corporation of Illinois, as Trustee under the provisions of a Trust Agreement dated January 25, 1984 and known as Trust No. 1084616 and WILMORITE, INC., a New York corporation, (the "Annexation Agreement").

A. ZONING REQUIREMENTS.

The development and use of the Subject Realty shall comply with the provisions of the R-1 Single Family Residence District of Title 17 of the St. Charles Municipal Code except as specifically provided as follows:

1. Uses

Only those uses listed in Exhibit "B-1" attached hereto and made a part hereof shall be permitted on the Subject Realty.

2. Maximum Floor Area

The total gross leasable floor area, as defined in Exhibit "B-2" attached hereto and made a part hereof, shall not exceed 750,000 square feet with the maximum of all floor area not exceeding 950,000 square feet of gross building area as defined in Exhibit "B-2"

3. Minimum Lot Area

There shall be no minimum lot area applicable to the Subject Realty.

4. Minimum Lot Width

There shall be no minimum lot width or minimum frontage applicable to the Subject Realty.

5. Building Height

The maximum height of any building or sign on the Subject Realty shall be 50 feet as measured from average finished ground level at a perimeter line which is 10 feet from the exterior walls of the building; the maximum height of all other structures on the Subject Realty, including but not limited to antennas, lighting fixtures, etc., shall be 75 feet.

6. Perimeter Yards

a) All parking spaces, loading berths, access aisles

and driveways, except roads or driveways substantially perpendicular to a public street which provide access to the Subject Realty, shall be set back from the perimeter of the Subject Realty as follows: 1) Along Illinois Route 64 (and Smith Road if realigned), 40 feet from the right of way line; for Smith Road as currently laid out as shown on Exhibit "C", 73 feet from its center line. 2) along all other exterior property lines, 20 feet.

- b) All buildings shall be set back from the perimeter of the Subject Realty a minimum of 200 feet.
- c) Detention/retention ponds and facilities, permitted advertising and traffic control signage, benches, lighting, landscaping and fencing shall be permitted in any part of any perimeter yard.

7. Off-Street Parking

Off-street parking spaces shall be provided in accordance with the provisions of Title 17 of the St. Charles Municipal Code except that a) the number of required parking spaces shall be 5 parking spaces for each 1,000 square feet of gross leasable area as defined in Exhibit "B-2" attached hereto and made a part hereof, as measured in square feet of floor area; b) perimeter yard setbacks shall be as defined at paragraph 2(A)(6) above; and c) the required parking spaces for any

permitted use noted at Exhibit "B-1" shall not be required to be located on the same resubdivided parcel permitted under subsection C below provided that the total number of required parking spaces for the Subject Realty noted in subsection a) above is met and provided all parking in the aggregate shall be on the Subject Realty. If Title 17 of the St. Charles Municipal Code is amended to require less than 5 parking spaces for each 1,000 square feet of gross leasable square feet of floor area, as defined in Exhibit "B-2", then such amendment shall apply to the Subject Realty.

8. Off-Street Loading

Off-street loading facilities shall be provided in accordance with the provisions of Title 17 of the St. Charles Municipal Code, except that receipt or distribution of materials or merchandise by U.S. mail trucks, commercial express vehicles, United Parcel vehicles and the like shall be permitted at locations other than the required off-street loading locations.

9. Signs

Signs shall be permitted as set forth in Exhibit "B-3" attached hereto and made a part hereof.

B. LANDSCAPING

Future building and parking areas, shall at a minimum be fine graded and seeded. All unpaved areas shall be landscaped with trees, shrubs, and ground cover in

accordance with the landscape plan reviewed by the Plan Commission and approved by the City Council as part of the final plat for any phase. The City Council shall approve the final landscape plan provided the same is substantially in accord with the Preliminary Plan. Landscaping for a phase or subphase shall be completed prior to the occupancy of any structure for that phase or subphase. However, if conditions beyond the control of the OWNER prohibit the installation of the landscaping prior to a request for occupancy of a structure, a temporary certificate of occupancy may be issued for a period not to exceed six months. If the landscaping is not completed as of the expiration of the temporary certificate of occupancy, the Building Commissioner shall not be required to issue a final certificate of occupancy or any additional temporary certificates of occupancy, but may do so in his discretion as governed by the St. Charles Municipal Code.

C. SUBDIVISION OF SUBJECT REALTY

The Subject Realty may be resubdivided into not more than nine (9) parcels for the purpose of conveying such parcels to certain department stores or other commercial entities after or concurrently with platting of a one-lot subdivision for all of the Subject Realty. However, OWNER shall, after approval and recording of a plat of subdivision for all of the Subject Realty, be entitled to resubdivide the Subject Realty without further Plan Commission review provided the

following conditions are met:

1. There shall be no more than 9 lots on the Subject Realty after such resubdivision.
2. Each such lot shall have access by way of ownership or easements in form reasonably acceptable to the City Council to:

(i) the ring road or directly to a public street through one of the permitted curb cuts as shown in Exhibit "C",

(ii) water mains,

(iii) sanitary sewer mains,

(iv) storm sewer mains,

(v) electric distribution facilities, and

(vi) other public utilities including but limited to telephone and gas.

However, notwithstanding the foregoing, any such lots outside of the ring road shall not have access to the ring road without the consent of OWNER which may be granted or withheld in its sole discretion.

3. Utilities for which easements or ownership shall be necessary as described in Paragraph 2 above shall be installed and accepted or collateralized in accordance with the provisions of Paragraph "M" hereof, except that gas, telephone and cable T.V. not owned or operated by the CITY shall not be subject to acceptance or collateralization.

4. Each such lot within the center of the ring road shall have access by easement to off-street parking on the lot and/or other portions of Subject Realty in accordance with the standards set forth in Section 2A(7) hereof.

5. Subject to compliance with the provisions herein, the approval of the City Council, which approval shall not be unreasonably withheld. The Condominium Property Act shall not be used in lieu of the requirements herein for development of the Subject Realty and in lieu of final plat approval.

6. All resubdivided lots shall not have any building set back restrictions except as provided in Section 2 (A)(6) hereof, provided the building is within the building envelope shown on Exhibit B-4 and satisfies building and fire ordinances of the CITY.

D. CHANGES TO THE PLANNED UNIT DEVELOPMENT: PROCEDURES

The Subject Realty may only be developed in accordance with the approved engineering plans and specifications and final plat and all supporting data. Changes to the Planned Unit Development shall be handled as follows:

1. Definitions:

a) Major changes: Major changes shall include any change to the Planned Unit Development which requires an amendment of this ORDINANCE, or any other change for which a public hearing is required

by law or by the St. Charles Municipal Code, except as specifically provided herein.

b) Minor changes shall include any change not defined herein as a major change or a technical change.

c) Technical changes shall include any change to the engineering plans and specifications, and any change to the building plans, which is determined by the City Engineer, Building Commissioner, Fire Chief, or Director of City Planning as the case may be, to be

1) in substantial compliance with the Preliminary Plan as approved by the City Council; 2) in

compliance with the St. Charles Municipal Code, as amended, except as specifically varied herein; and

3) in compliance with good engineering practice. For

the purposes of this paragraph D and in order to promote and allow innovation and flexibility of

design of the building to be constructed on the

Subject Realty, it shall be considered a technical change in conformity with this Ordinance if OWNER

submits building permit applications which vary the

location of the proposed buildings from the exact

location on the preliminary plan, provided that such

building site is located within the area ("Building

Location Envelope") depicted in Exhibit "B-4",

attached hereto.

2. Procedures:

a) Major changes may be approved by the City Council after public hearing and recommendation by the Plan Commission pursuant to submittal and processing of a petition to amend the Special Use as a Planned Unit Development and a petition for preliminary plan approval, as set forth in the St. Charles Municipal Code.

b) Minor changes may be approved by the City Council without Plan Commission review or public hearing.

c) Technical changes may be approved by the City Engineer, Building Commissioner, Fire Chief, or Director of City Planning, as the case may be.

E. ARCHITECTURAL PLAN APPROVAL FOR DEPARTMENT STORES

Provided OWNER submits building plans and specifications for each building within the Building Location Envelope labeled on Exhibit "B-4" in conformance with the engineering plans, landscape plan, and final plan and Chapter 15 of the St. Charles Municipal Code (as modified herein), architectural drawings and/or renderings and attendant building plans for each such building shall not be required to be reviewed and approved by the Plan Commission and City Council.

F. PLAN COMMISSION REVIEW

Pursuant to Section 17.42.080 (b)(3) of the St. Charles Municipal Code, OWNER has heretofore filed an application for approval of a preliminary plan, which plan has been

recommended for approval by the Plan Commission to the City Council. Any review of a major change (as defined herein) of the preliminary plan, or any revisions or modifications thereto, by the Plan Commission shall have for its purpose to provide the City Council with a recommendation only (not a decision) as to the review described in Chapter 24, Paragraph 11-12-8 of the Illinois Revised Statutes, 1987, as amended, and a negative recommendation by the Plan Commission shall not prevent the City Council from approving a preliminary plan, or any revisions or modifications thereto, or a final plan or plat, or any revisions or modifications thereto, over the objection or contrary vote of the Plan Commission.

G. ONSITE EASEMENTS AND IMPROVEMENTS

OWNER shall grant to the City, at no cost to the City, on-site easements which are determined by the City Council to be necessary for the provision of Land Improvements for the Subject Realty including but not limited to easements for lift stations, sanitary sewer, water main, electric utility, storm sewer, storm water detention and retention, and surface drainage facilities and appurtenances to each of the foregoing. City shall have an easement, which shall be included on each final plat, over the ring roads for access for utility maintenance, and for police, fire, and other emergency vehicles. If a final plat of subdivision is recorded, OWNER shall pay for the design engineering,

construction engineering and installation of all on-site Land Improvements as defined by Title 16 of the St. Charles Municipal Code, as presently constituted, determined by the City Council to be necessary for the development of the Subject Realty based on the preliminary plan shown in Exhibit C. All such on-site improvements shall be included in the guarantee for completion. Notwithstanding the guarantee of completion of all on-site Land Improvements by OWNER, OWNER shall be permitted to collateralize its undertaking for the completion of traffic signalization, traffic lanes, turn bays and approaches at Illinois State Route 64 no later than at the time of the issuance of the first building permit upon the Subject Realty as provided in paragraph M below.

H. OFFSITE EASEMENTS AND CONSTRUCTION

If a final plat of subdivision is recorded, OWNER shall obtain all offsite easements (subject to the provisions of paragraph 5 of Exhibit "B-6") which are determined by the City Council to be necessary for the development of the Subject Realty based on the Preliminary Plan as shown in Exhibit "C", and based on OWNER's calculations in Exhibit "F" attached to the Annexation Agreement, including but not limited to the easements for lift stations, sanitary sewer, water main, electric utility, storm sewer, detention and retention, and surface drainage facilities and appurtenances to each of the foregoing which locations are currently

tentatively identified in Exhibit "B-5" attached hereto and made a part hereof. If a final plat of subdivision is recorded, OWNER shall pay for the design engineering, construction engineering and installation of all off-site Land Improvements as defined by and in accordance with Title 16 of the St. Charles Municipal Code which are hereby determined by the City Council to be necessary for the development of the Subject Realty based upon the preliminary plan shown in Exhibit C, including but not limited to the offsite improvements identified in Exhibit "B-5" attached hereto and made a part hereof. All such offsite improvements shall be included in the guarantee for completion. Notwithstanding the guarantee of completion of all off-site Land Improvements by OWNER, OWNER shall be permitted to collateralize its undertaking for the completion of traffic signalization, traffic lanes, turn bays and approaches at Illinois State Route 64 no later than at the time of the issuance of the first building permit upon the Subject Realty as provided in paragraph M below; provided, in no event shall construction begin therefor before the guarantee of completion (collateralization) has been accepted by the City.

I. ON-SITE AND OFFSITE OVERSIZING OF IMPROVEMENTS OR EXTENSIONS THEREOF FOR ADJOINING PROPERTIES.

At or prior to approval of the final engineering plans CITY shall decide whether to require OWNER to oversize or extend

onsite or offsite Land Improvements. In the event the City requests the OWNER to oversize or extend on-site or offsite Land Improvements installed to serve the Subject Realty in anticipation of any reasonable future annexation and/or development of land other than the Subject Realty that may be served by such mains or utility systems, such oversizing and/or extension shall take place on the following basis: the City Engineer and the OWNER'S Engineer shall prepare cost estimates indicating the construction cost for the Land Improvement installed to serve the Subject Realty and for the oversized or extended Land Improvement requested by the City. Such estimates shall be subject to approval of the City Council which shall occur prior to final approval of the engineering plans for the Land Improvements. If CITY'S and OWNER'S estimate of cost for such oversizing cannot be mutually resolved, CITY and OWNER shall select an independent engineer, mutually agreeable to each party, to determine such cost and said engineer's decision shall be binding. The OWNER shall install the oversized or extended Improvement in compliance with City ordinance and state and federal requirements. The actual cost difference shall be paid to the OWNER. CITY shall make such payment within 30 days of acceptance of such Land Improvement by the City Council subject to budget and timing as may be in accordance with law. However, such payment shall in no event be more than 12 months after acceptance. However, prior to payment,

City shall be in receipt of a general contractor's affidavit and lien waivers in accordance with the Illinois Mechanics Lien Act and a Bill of Sale conveying title to the City free and clear of all liens and encumbrances. All engineering, insurance, and inspection costs shall be paid by OWNER except for CITY's engineering expenses for extensions requested by the CITY. The operation of any State law or City ordinance having general applicability to all entities in a class including OWNER shall not be deemed to be a request by City for oversizing or extension of onsite or offsite Land Improvements; provided, however, the requirement of this sentence shall not apply to extensions requested by the CITY.

City and OWNER acknowledge that certain Land Improvements to be constructed by OWNER may be used for the benefit of property outside of the Subject Property, and in particular the water main to be constructed at or near the west property line. In accordance with the provisions of §9-5-1. Ch. 24, Illinois Revised Statutes (1987) City and OWNER agree to enter into an agreement, in the form attached hereto as Exhibit "B-7", at the time of acceptance of the Land Improvement, permitting the OWNER to be reimbursed for a portion of the cost of installing said Land Improvement by owners of property lying outside the Subject Realty, which agreement shall be recorded with the Recorder of Deeds.

J. RESTRICTIONS ON ACCESS

Prior to approval of any Final Plan, OWNER shall obtain any and all approvals as may be required by the Illinois Department of Transportation or Kane County Highway Department, for the access points hereinafter described. There shall be two access points from Illinois State Route 64. There shall be one access point to Smith Road, which access shall be located a minimum of 350 feet northerly of the center line of Illinois State Route 64.

K. ROAD IMPROVEMENTS AND SIGNALIZATION

If a final plat of subdivision is recorded, subject to the approval of the City Council, OWNER shall design, provide material and construct and pay for the following road improvements and signalization:

1) acceleration and deceleration right turn lanes and left turn bays on Illinois State Route 64, and Kirk Road as depicted and specified in Exhibits "C" and "B-5". The design and specifications for such improvements shall be subject to the approval of the Illinois Department of Transportation and the City Engineer.

2) Complete traffic signalization for the two (2) main entrances along Illinois Route 64 and the modification of the signalization at Illinois Route 64 and Kirk Road, as depicted and specified in Exhibits "C" and "B-5" attached hereto.

3) If provision is not made for realigning Smith Road as described in Paragraphs L and M herein prior to the

issuance of a building permit for any part of a shopping center on the Subject Realty, OWNER shall not improve existing Smith Road adjoining the Subject Realty as a "collector road" as currently defined in Sections 16.08.050, 16.20.060, 16.36.020, 16.44.030, 16.44.050, and 16.44.080 of the St. Charles Municipal Code, and shown in Exhibit "B-8" attached hereto and made a part hereof until the earlier of notification by the CITY to commence construction or 7 years after recording a final plat of subdivision for all or any part of the Subject Realty.

OWNER shall provide a guarantee for completion of all such turn lanes and bays and traffic signalization as provided in Paragraph M below. Such turn lanes and bays and traffic signalization shall be completed except as otherwise provided in this Paragraph K and in Paragraph N below prior to the issuance of any temporary or permanent certificate of occupancy. Notwithstanding the above, however, construction delays caused by weather, strikes, material shortages and Acts of God, all of which are beyond the control of the OWNER, shall not be reason to deny the issuance of a temporary certificate of occupancy on account of incomplete road improvements or incomplete signalization provided all the road improvements excepting the surface course of the above referenced road improvements shall have been installed and accepted or acknowledged as complete by the City

Council.

L. SMITH ROAD IMPROVEMENTS AND SIGNALIZATION

It is anticipated that Smith Road will be relocated some time in the future to align with Kautz Road at the intersection of Route 64. Owner shall cooperate with the City to accomplish such relocation under the terms hereinafter set forth:

1. Owner shall pay for and complete the design, provide material and construct i) complete traffic signalization of the intersection of Illinois Route 64 and Kautz Road and ii) the relocated section of Smith Road which runs from a point 860 feet northerly of Illinois Route 64 to Illinois Route 64 which shall be constructed as a "collector road" as currently defined in Sections 16.08.050, 16.20.060, 16.36.020, 16.44.030, 16.44.050, and 16.44.080 of the St. Charles Municipal Code, and shown in Exhibit "B-8" attached hereto and made a part hereof, provided:

a. Property necessary to relocate that portion of Smith Road described above shall have been dedicated or otherwise acquired within five (5) years after recording a final plat of subdivision for all or any part of the Subject Realty; or that in the event eminent domain proceedings have been commenced within two (2) years after recording a final plat of subdivision for all or any part of the Subject

Realty, and diligently pursued to final determination with no further appeals, then the time period shall be extended for a period of two (2) years beyond such final determination.

b. The City Council has passed an Ordinance of Vacation (the "Ordinance of Vacation") in substantially the form attached hereto and made a part hereof as Exhibit E.

c. The Subject Realty shall have access to relocated Smith Road as set forth in Exhibit C.

In the event OWNER has not recorded a final plat of subdivision for all or any part of the Subject Realty at the time the City decides to commence the design of such relocated road, then Owner shall, prior to the solicitation of bids by the City or other governmental entity, have the right to do such construction itself.

In the event OWNER has not completed the design of relocated Smith Road and the design of the signalization of Illinois Route 64 and Kautz Road as described herein in a form acceptable to the City on or before May 1, 1989, the City may complete such design and OWNER shall reimburse City for the cost of such design. Such payment shall be made at or prior to the time of recording a final Plat of Subdivision for all or any part of the Subject Realty.

2. Upon completion of relocated Smith Road, or the vacation of the westerly portion of currently existing Smith Road northerly of Illinois Route 64, Owner agrees to remove the curb cut for that portion of old Smith Road deemed necessary by the City and approved by Illinois Department of Transportation, if required, upon demand therefor by City at Owner's sole cost and expense and to landscape the right of way area adjacent to Illinois Route 64 in such fashion acceptable to the City Council as to preclude normal access to that portion of currently existing Smith Road which is vacated. City shall provide any necessary easements over City property for Owner to complete the removal of such curb cut.

3. As and for a portion of the cost of the dedication or acquisition of the real estate necessary in order to relocate Smith Road to be aligned with Kautz Road over the section mentioned in Subparagraph 1(a) above, Owner shall pay to City, or, in the alternative, at the time of recording a final plat of subdivision for all or any portion of Subject Realty, collateralize the same to permit payment of \$53,000.00 to City. Such payment shall be made within thirty (30) days after the acquisition of such real estate by the CITY or another governmental entity. In the event the cost does not equal or exceed \$53,000, OWNER shall only pay actual cost or if previously paid receive a refund of the

excess. The form of the collateral shall provide for payment in the event Owner does not pay the same and shall otherwise be in a form permitted for required Land Improvements. In the event payment is made by Owner or such land is otherwise acquired in a form acceptable to City by Owner at no cost to the City, then and in such event that portion or all of the amount of collateral described herein as being required for the dedication or acquisition of real estate and the obligation to pay the unearned portion of the \$53,000 shall be released by City within thirty (30) days after such demand. The provision of collateralization of Smith Road improvements shall continue for a period of five (5) years after the date of recording of a final Plat of Subdivision for all or any portion of the Subject Realty.

4. OWNER's obligations under 1, 2 and 3 of this Paragraph are conditioned on recording of a final Plat of Subdivision for all or any part of the Subject Realty.

5. Notwithstanding the foregoing, no more than one improved Smith Road shall be required, whether that be the existing or realigned Smith Road.

M. GUARANTEE FOR COMPLETION OF IMPROVEMENTS

1. After approval of each Final Plat and prior to signature by the Mayor and City Engineer, the OWNER shall present a guarantee for completion of the onsite and offsite Land Improvements required herein and by the St. Charles

Municipal Code as presently constituted including but not limited to the required Land Improvements. Notwithstanding the preceding sentence, OWNER shall be permitted to present the required guarantee for completion of traffic signalization, improvements to Smith Road in its present in its present location, and traffic lanes, turn bays and approaches at Illinois State Route 64, all as described in Paragraph K above, no later than at the time of the issuance of the first building permit upon the Subject Realty; provided, in no event shall construction begin therefor before the guarantee of completion (the "Guarantee") has been accepted by the City. Provided further that OWNER may utilize any one of the alternative forms described in Section 16.12.220 of the St. Charles Municipal Code.

2. At the time of recording of a plat of subdivision for all or any part of the Subject Realty, OWNER shall provide a guarantee for the completion of the improvements for Smith Road whether or not relocated and signalization at Kautz Road and Route 64 described in Paragraph "L" above (the "Guarantee"). The Guarantee shall take the form as for other Land Improvements and shall be in the amount of 115% of the Engineer's cost estimate therefor. The Guarantee shall be released upon the earlier of, (i) payment by Owner of the design, material and constructions completed by the City, (ii), the acceptance by the City Council of the construction work done by Owner, or within (iii) the time mentioned in Paragraph L (1) (a) above. Payment to City or

other governmental entity designated by City shall be made within thirty (30) days of any request for payment. In the event payment is not timely made, City may secure payment from the Guarantee. Provisions shall be inserted in such Guarantee documentation to permit payment to City. The Guarantee shall expire five (5) years after the recording date of a final plat of Subdivision for all or any part of the Subject Realty. This provision shall otherwise remain in existence for two years after acquisition of the right of way if acquired after the five (5) year period as provided in Paragraph L (1) (a) above. OWNER shall not commence construction of offsite improvements including those to Illinois Route 64 and Smith Road until after the Engineer's Cost Estimate therefor has been collateralized as herein provided.

N. CERTIFICATES OF OCCUPANCY

No certificate of occupancy shall be issued for any building or part thereof on the Subject Realty until after the City Council's acceptance of the Land Improvements as defined in Title 16 of the St. Charles Municipal Code as presently constituted and with the exception that acceptance of the final surface course of streets, sidewalks, lighting, permanent traffic signals, landscaping, parkway seeding, and parkway trees, for the phase in which such building is located shall not be required for the issuance of a temporary occupancy permit. The City Council shall accept

or reject any such Land Improvement within 21 days of receipt of the following:

1. The submission of one (1) set of reproducible (mylar) as-built drawings of the water, sanitary sewer, storm sewer, and detention and retention Land Improvements;
2. A bill of Sale and a contractor's affidavit and lien waivers in accordance with the Illinois Mechanic's Lien Act, for all Land Improvements for the applicable phase or building which have been designated by the City Council for acceptance;
3. The submission to the City of a deposit in cash, irrevocable letter of credit (subject to approval of the City Council), or surety bond, equal to fifteen (15) percent of the cost of the Land Improvements. This deposit shall be a guarantee of satisfactory performance of the Land Improvements and shall be held by the City for a period of 12 months after acceptance by the City Council of all required Land Improvements. After such 12 month period the deposit shall be refunded to OWNER if no defects have developed, or if any defects have developed in any Land Improvements, OWNER shall be first given a reasonable opportunity to repair, replace or otherwise cure same, and in the event OWNER fails to cure such defects, CITY may expend such necessary

funds so deposited for the repair and replacement thereof and return any remaining deposit to OWNER. As to the acceptance of Illinois State Route 64 improvements, including signalization, traffic turn bays and approaches, the City Engineer may grant temporary approval for use of such improvements notwithstanding their final completion, provided such improvements are completed to the extent to provide safe travel, which shall include at a minimum temporary signalization and street lighting, the storm sewer system, pavement marking (temporary or permanent), and binder course and curbing. In the event the City Council accepts a land improvement within such 21 day period subject to compliance with specific conditions, such acceptance shall be considered a rejection unless and until such conditions have been complied with to the satisfaction of the City Engineer unless otherwise specified. Provided a temporary certificate of occupancy is issued for any building or space therein, the City shall not deny a temporary certificate of occupancy for any space within a building for which a temporary or permanent certificate of occupancy has been issued for the sole reason that other areas in the building are either incomplete or under construction.

O. BUILDING PERMITS

No building permit shall be issued for construction of any structure on the Subject Realty until after a preliminary plan, engineering plans and a final plat have been approved and a final plat has been recorded for the unit or phase in which the building permit or permits are requested. No building permit shall be issued prior to the time that construction or permanent roads are passable for ingress and egress by emergency and inspection vehicles, and water facilities have been installed. Determination of acceptable condition of the roads shall be made by the City Engineer. The issuance of building permits for foundations, if any, may be made by the CITY prior to the completion of permanent roads and water facilities.

P. UTILITIES AND COMMUNICATIONS FACILITIES

OWNER shall provide that all existing and new utilities and communications facilities, including telephone, electric and cable television to service the Subject Realty, shall be underground, and this requirement shall be affixed to all Final Plats. OWNER shall notify all utility and communications companies of the need for installations and services, if such notification is required by such companies, prior to the construction of the Land Improvements in each phase of the Subject Realty, and OWNER shall provide CITY with a copy of each such notice.

Q. RESTORATION OF CITY PROPERTY

OWNER shall repair and replace, in accordance with the

original sizes, standards and topography in a manner satisfactory to the City Engineer, all CITY property damaged or disturbed by reason of its work in connection with the development of the Subject Realty.

R. SOIL EROSION

OWNER shall adhere to measures for the prevention of soil erosion during the various phases of construction of the development pursuant to the ordinances and any other applicable rules and regulations of the CITY, the "Procedures and Standards for Urban Soil Erosion and Sedimentation Control in Illinois", published in October, 1981, as amended, and the recommended procedures of the Kane-DuPage Soil and Water Conservation District and any other applicable regulatory agency, whichever is more restrictive. An erosion control plan shall be submitted by OWNER to CITY with the engineering plan for each phase, and shall be subject to review and approval of the City Engineer and Director of City Planning, which approval shall not be unreasonably denied.

S. MAINTENANCE OF PRIVATE FACILITIES

The OWNER shall repair and maintain all private retention and detention basins, storm sewer lines, and surface drainage facilities on the Subject Realty which are not conveyed to and accepted by the CITY. In the event OWNER fails to maintain, repair, or replace said basins, lines,

facilities, or any tributary appurtenances thereto, City shall give OWNER written notice of any such deficiency; upon receipt of such notice, OWNER shall correct such deficiency within thirty (30) days thereof unless the nature, extent or weather conditions for the repair, maintenance or replacement of the storm water system prevents the OWNER from correcting the deficiency within said time period. Under such circumstances, OWNER shall correct such deficiency as soon as possible, using its best efforts to cause the storm water system to operate according to the engineering plans and specifications approved by the CITY. In the event OWNER fails to correct any such deficiency after the CITY exhausts the procedures set forth above, then CITY may correct such deficiencies; if CITY elects to correct such deficiencies, it shall thereafter repair and maintain all private retention and detention basins, storm sewer lines, and surface drainage facilities and appurtenances thereto but not parking areas on the Subject Realty, and may levy a Special Service Area tax to pay for same. In the event of the conveyance or assignment of all or any part of the Subject Realty to anyone other than CITY, any such conveyance or assignment shall contain an agreement between the parties involved as to the responsibility for repair and maintenance as contemplated in this paragraph.

T. PUBLIC SANITARY SEWER REQUIRED

Upon development, all of the Subject Realty shall be served by the City of St. Charles sanitary sewer system The

construction and maintenance of individual, private on-site sewage treatment systems, including, but not limited to, septic tanks, septic absorption fields, and aerobic digesters shall not be permitted. The foregoing conditions shall be affixed to or referenced on the appropriate final plats.

U. EXISTING WELLS

Prior to City Council acceptance of any water mains on the Subject Realty, OWNER shall plug any existing water wells on the Subject Realty in conformity with the regulations of the Illinois Department of Mines and Minerals and shall provide documentation to the City that such plugging has been accomplished, all in form and substance acceptable to the City Council.

V. TEMPORARY USE

The buildings and structures existing on the Subject Realty may be used in connection with construction of Land Improvements, buildings and structures on the Subject Realty during the time of such construction, not to exceed six months after the issuance of a temporary or permanent certificate of occupancy for any building on the Subject Realty.

W. SIDEWALKS

If a final plat of subdivision has been recorded, in lieu of the provisions of Section 16.20.060 (G) of the St. Charles Municipal Code requiring sidewalks along the public streets

adjoining the Subject Realty, OWNER shall construct sidewalks along the entry roads to the shopping center and adjacent to all buildings to be constructed, as shown on the Preliminary Plan (Exhibit "C").

X. PAYMENT FOR STREET LIGHTING

If a final plat of subdivision has been recorded, in lieu of Section 16.20.060 (I) of the St. Charles Municipal Code, OWNER shall install lights and supporting fixtures for parking and interior private roads as depicted on the Preliminary Plan. The lights and support fixtures shall not be required to be collateralized as part of the required Land Improvements except for the lights and supporting fixtures to be located at the entrance roads and along Illinois Route 64.

Y. INCORPORATION OF PROVISIONS

The provisions of paragraphs 2 through 7, and 10 through 14 of the Annexation Agreement are incorporated herein as if fully set forth herein, a copy of such paragraphs being attached hereto as Exhibit "B-6".

SECTION 3. HOLD HARMLESS AND INDEMNIFICATION

In the event a claim is made against the CITY, its officers, other officials, agents and employees or any of them or if the CITY its officers, other officials, agents and employees or any of them, is made a party-defendant in any proceeding arising out of or in connection with this Ordinance or the annexation of the

Subject Realty, the approval and issuance of a Special Use Permit for a Planned Unit Development for the Subject Realty, or the development of the Subject Realty, the OWNER shall, except as may be required by Chapter 29 ¶61 and Chapter 80 ¶91 of the Illinois Revised Statutes for the negligent acts or omissions of the CITY, its officers, other officials, agents and employees or any of them, defend and hold the CITY and such officers, other officials, agents and employees harmless from all claims, liabilities, losses, taxes, judgments, costs, fees, including expenses and reasonable attorney fees, in connection therewith in excess of the proceeds of any insurance or indemnification held by the CITY and actually received. Any such indemnified person may obtain separate counsel to participate in the defense thereof at his own expense. However, if the Canons of Legal Ethics require such indemnified person to be separately defended where there is no consent to a conflict of interest, then OWNER shall bear such expense. The CITY and such officers, other officials, agents and employees shall cooperate in the defense of such proceedings and be available for any litigation related appearances which may be required. Further, OWNER shall be entitled to settle any and all claims for money, in such amounts and upon such terms as to payment as it may deem appropriate, without the prior approval or consent of the CITY, its officers, other officials, agents and employees as the case may be. Further, OWNER may be entitled to settle all non-monetary claims upon such terms as it may deem appropriate after receiving

approval or consent of the CITY which approval or consent shall not be unreasonably withheld. In the event CITY unreasonably withholds such approval or consent OWNER's obligation to indemnify and defend shall terminate. The OWNERS release from and agree that the CITY its officers, other officials, agents and employees shall not be liable for any liability, losses, judgments, costs, fees, including reasonable attorneys' fees and expenses arising out of or in connection with the CITY'S failure to approve final plans, provided, however, the OWNERS do not relinquish their right to receive approval of their final plans, including final plats of subdivision under this ordinance as amended from time to time, building and occupancy permits and other permits, approvals and licenses and to such extent the OWNERS retain the right to legal or equitable action against the CITY for declaratory judgment, injunctive relief and mandamus.

SECTION 4.

That this Ordinance shall become effective from and after its passage and approval in accordance with law.

PRESENTED to the City Council of the City of St. Charles, Kane and Du Page Counties, Illinois, this 19th day of September, 1988.

PASSED by the City Council of the City of St. Charles, Kane and Du Page Counties, Illinois, this 19th day of September, 1988.

APPROVED by the Mayor of the City of St. Charles, Kane and Du Page Counties, Illinois, this 19th day of September, 1988.



Mayor

ATTEST:



City Clerk

COUNCIL VOTE:

Ayes:	<u>10</u>
Nays:	<u>0</u>
Absent:	<u>0</u>
Abstaining:	<u>0</u>
Holding Office:	<u>10</u>

EXHIBIT "A"

ALL THAT TRACT OR PARCEL OF LAND in the North Half of Section 25, Township 40 North, Range 8 East of the Third Principal Meridian described as follows: Commencing at the northeast corner of the Northeast Quarter of said Section 25; thence South 0 degrees 14'26" West along the east line of said Northeast Quarter 1514.30 feet; thence North 83 degrees 24' West 100.62 feet to a point that is 100.0 feet westerly of said east line (measured at right angles thereto) for a point of beginning; thence continuing North 83 degrees 24' West 1015.80 feet; thence North 0 degrees 03' West parallel with the east line of the South Half of Section 24, in the Township and Range aforesaid 505.23 feet; thence westerly along a line forming an angle of 99 degrees 29'29" with the last described course (measured clockwise therefrom) 1461.93 feet to a point on the easterly line of a tract conveyed to Maurice L. Ragole and Gertrude B. Ragole by Document 542269 that is 1877.42 feet northeasterly of the center line of Illinois State Route No. 64 (as measured along said easterly line); thence southerly along the easterly line of said Ragole tract forming an angle of 90 degrees 00' with the last described course (measured clockwise therefrom) 1877.42 feet to the center line of Illinois State Route No. 64; thence easterly along said center line 2404.88 feet to the point of intersection of the center line of Smith Road; thence northeasterly along the center line of said Smith Road 690.68 feet to a line drawn parallel with the east line of said North Half from the point of beginning; thence northerly along said parallel line 467.09 feet to the point of beginning, in St. Charles Township, Kane County, Illinois and containing 88.289 acres.

EXHIBIT B-1

PERMITTED USES

The following uses are permitted on the Subject Realty:

A. General:

1. Accounting offices
2. Amusement establishments including bowling alleys, pool halls, dance halls, skating rinks, arcades
3. Animal hospitals
4. Antique shops
5. Appliance stores
6. Art galleries and museums/collector shops
7. Art and school supply stores
8. Auction rooms
9. Automatic teller machines
10. Automobile accessory stores
11. Automobile laundries
12. Automobile parts stores
13. Automobile sales room
14. Automobile vehicle and automotive equipment sales stores (TBA)
15. Bakeries where not more than 50% of the floor area is devoted to processing, and not employing more than eight (8) persons
16. Banks and financial institutions, savings and loans
17. Barber shops
18. Bath shops
19. Beauty parlors
20. Bicycle stores, sales, rental and repair
21. Blueprinting and photocopying establishments
22. Boats and boating supplies stores
23. Book and stationery stores
24. Bridal shops
25. Brokerage offices
26. Building materials stores
27. Business machines sales and service establishments
28. Camera and photographic supply stores
29. Candle shops
30. Candy and ice cream stores
31. Card shops
32. Carpet and rug stores
33. Caskets and casket supply establishments
34. Catalog showrooms
35. Catering establishments
36. China and glassware stores
37. Churches, rectories and parish houses
38. Cinemas
39. Clock shops
40. Clothing accessories shops
41. Clothing establishments
42. Clubs and lodges, private, fraternal or religious
43. Coin and philatelic stores
44. Computer and computer software stores
45. Contractors and construction offices

46. Convenience stores
47. Cookie sales stores
48. Cosmetics stores
49. Costume jewelry shops
50. Costume rental shops
51. Craft stores
52. Crystal, china or glass shop
53. Currency exchanges
54. Custom dressmaking establishments
55. Cutlery shops
56. Day-care/nursery centers
57. Decorative accessories shops
58. Department stores
59. Drive-in restaurants
60. Drugstores
61. Dry cleaning establishments, retail, employing not more than four persons
62. Dry goods stores
63. Electrical and household appliance stores including radio and television sales
64. Electronics stores
65. Employment agencies
- ~~66. Exterminating shops~~
67. Eye glass shops
68. Fabric stores
69. Fast food establishments
70. Film processing shops
71. Financial institutions
72. Flower shops and conservatories
73. Food stores, including grocery stores, meat markets, bakeries and delicatessens (retail sales only)
74. Formal wear sales and rental establishments
75. Frozen food stores, including locker rental in conjunction therewith
- ~~76. Fuel and ice sales, retail only~~
77. Furniture stores, including upholstery
78. Furrier shops, including the incidental storage and conditioning of furs
79. Garden supply, tool and seed stores
80. Gasoline filling stations and accessory uses
81. Gift shops and gift shops with specialty theme
82. Gourmet shops
83. Greenhouses
84. Haberdasheries
85. Handicraft shops
86. Hardware stores
87. Health centers, health food shops, tanning salons, health testing establishments
88. Hobby shops
89. Hoisery sales shops
90. Home accessories/housewares shops
91. Home entertainment center store
- ~~92. Hospitals~~

- ~~93. Hotels~~
94. Ice cream parlors
 95. Import sales stores
 96. Insurance offices
 97. Interior decorating shops, including upholstery and making of draperies, slipcovers, and other similar articles when conducted as part of the retail operations and secondary to the principal use
 98. Jewelry stores, including watch repair
 99. Job printing shops, using presses having beds of not more than 14 inches and 20 inches
 100. Key shops
 101. Kitchen supply stores
 102. Laboratories, medical and dental, also research and testing establishments
 103. Laundries, coin-operated or automatic self-service type or hand, employing not more than two persons in addition to one owner or manager
 104. Leather goods and luggage stores
 105. Legal offices
 106. Libraries
 107. Lighting stores/lamps
 108. Linen or lace shops
 109. Liquor stores, retail sales
 110. Loan offices
 111. Locksmith shops
 112. Machinery and equipment sales, but not including service repair or reconditioning and storage of all machinery shall be within enclosed buildings
 113. Mail order service storage establishments
 114. Maternity shops
 115. Meat markets, including the sale of meat and meat products to restaurants, motels, clubs, and other similar establishments when conducted as part of the retail business on the premises
 116. Medical and dental clinics or offices
 117. Meeting halls
 118. Millinery shops
 119. Musical instrument sales and repair shops
 120. Newspaper offices, but not including printing
 121. Newspaper and magazine sales shops
 122. Offices, business, professional and public
 123. Office machine sales and servicing establishments
 124. Office supply stores
 125. Open sales lots
 126. Opticians and optometrists offices
 127. Orthopedic and medical appliance stores, but not including the assembly or manufacture of such articles
 128. Paint and wallpaper stores
 129. Personal services establishments
 130. Pet stores
 131. Phonograph record and sheet music stores
 132. Photocopy-quickprint establishments

133. Photography studios, including developing and printing of photographs when conducted on the premises as a part of the retail business
134. Physical culture and health services establishments, gymnasiums
135. Picture framing shops when conducted on the premises for retail trade
136. Plumbing showrooms and shops
137. Post offices and mailboxes/delivery stores
138. Pretzel/popcorn sales stores
139. Radio and television broadcasting studios and towers
140. Radio and television service and repair shops
141. Real estate offices
142. Record, tape, c.d. stores
143. Recording studios
144. Recreation/community/promotional/public forum uses
145. Restaurants, including live entertainment and dancing, food service/food court
146. Restricted production and repair limited to the following: art needlework, clothing, custom manufacturing and alterations for retail only
147. Schools, commercial or trade not involving any danger of fire, explosion, nor of offensive noise, vibration, smoke, dust, odor, glare, heat, or other objectionable influences
148. Schools of music, dance or business
149. Second-hand stores and rummage shops
150. Service stations, without the sale of fuel
151. Sewing machine sales and services, household machines only
152. Shoe stores
153. Shoe and hat repair stores
154. Signs as regulated in this ordinance
155. Sporting goods stores
156. Stereo shops
157. Stuffed animals stores
158. Tailor shops
159. Taverns and cocktail lounges
160. Taxidermists
161. Telegraph offices
162. Telephone stores
163. Temporary buildings for construction purposes for a period not to exceed the duration of such construction
164. Theaters - Indoor
165. Ticket agencies, amusements
166. Tobacco shops, retail sales
167. Toy shops
168. Travel bureaus, agencies and transportation ticket offices
169. Typewriter and adding machines sales and service establishments
170. Undertaking establishments and funeral parlors

- 171. Uniform sales stores
- 172. Variety stores
- 173. VCR sales stores
- 174. Video tape sales and retail establishments
- 175. Wearing apparel shops
- 176. Yogurt sales stores

B. Any commercial or retail use hereafter permitted by the City under its Zoning Ordinance shall be a permitted or special use, as the case may be.

C. Business service establishments which perform services on the premises:

- 1. Better Business Bureau
- 2. Business and/or management consultant
- 3. Business office, in which chattels or goods, wares or merchandise are not displayed or sold on the premises
- 4. Chamber of Commerce
- 5. Credit agency
- 6. Funeral parlor or undertaking establishment
- 7. Insurance office
- 8. Interior decorating studio
- 9. Investment company
- 10. Labor union and/or organization
- 11. Mail order house
- 12. Photographic studio
- 13. Real estate office
- 14. Secretarial service
- 15. Social and fraternal organization
- 16. Trade association

D. Professional office establishments:

- 1. Accounting, auditing and bookkeeping
- 2. Architect's office
- 3. Artist and industrial designer's office
- 4. Attorney and law office
- 5. Chiropodist's office
- 6. Chiropractor's office
- 7. Dentist's office
- 8. Doctor's, surgeon's and/or physician's office
- 9. Engineering office
- 10. Landscape architect's office
- 11. Land surveyor's office
- 12. Minister's office
- 13. Optician's office
- 14. Osteopath's office

E. Retail business, which supply commodities on the premises limited to:

- 1. Art gallery
- 2. Antique shop

3. Bookstore
4. Gift shop
5. Flower shop
6. Leather and luggage goods stores
7. Equestrian riding apparel shops

F. Public, quasi-public and governmental buildings or facilities:

1. Church
2. Off-street parking facility
3. Museums, art gallery

Exhibit B-2

Gross Leasable Area:

The total floor area for which tenants pay rent and which is designed for tenant occupancy and exclusive use. Gross leasable area does not include public or common areas such as utility rooms, stairwells, hallways, atriums, etc.

Gross Building Area:

The sum of the gross horizontal areas of the several floors of a building measured from the exterior face of exterior walls, or from the centerline of a wall separating two buildings, including interior parking and loading spaces, if any, but excluding any space where the floor-to-ceiling height is less than six feet.

9/09/88
9/13/88

EXHIBIT "B-3"

Page 1 of 3

Charles Towne Mall Sign Requirements:

- A. The following are permitted and not mutually exclusive:
1. Two (2) two-faced entryway pylon signs shall be permitted, which signs may include a logo designed to identify the shopping center as depicted on the Preliminary Plan, Sheet 3729-15, with each such sign not being greater than 280 square feet (140 square feet per face). One (1) cinema reader board sign shall be permitted on the Subject Realty at Illinois State Route 64 and shall be not greater than 200 square feet (100 square feet per face). Two (2) temporary signs shall be permitted, which shall be located near the entrance to the proposed shopping mall, denoting and advertising the construction of the shopping mall and the rental of tenant spaces, with each such sign being not greater than 240 square feet.
 2. All other signs as permitted pursuant to Section 17.24.060 of the St. Charles Municipal Code as presently constituted, a copy of which is attached as the next two pages of this Exhibit. References to the term "Lot" in Section 17.24.060 as appended hereto refer to Subject Realty.

17.24.060 Signs.

Nonflashing but illuminated business signs with no moving parts (provided that time and/or temperature signs which change lights within a panel of stationary lights shall not be construed to be flashing or to have moving parts), awnings and marquees are permitted subject to regulations set forth elsewhere in the ordinances of the city and the following:

- A. The illumination of any exterior sign shall be only during business hours or until eleven p.m., whichever is later. Where a sign is illuminated by light reflected upon it, direct rays of light shall not beam upon any part of any existing residential buildings, nor into a residence district, nor into a street. A sign in direct line of vision of a traffic signal shall not be in red, green or amber illumination.
- B. The gross surface area in square feet of all signs on a lot or building shall not exceed three times the number of lineal feet of the building frontage; and each side of a building which abuts upon a street shall be considered as a separate frontage; and the gross area of all signs located on a side of a lot or building abutting a street shall not exceed the number of lineal feet of such building frontage.
- C. Signs shall not project more than twelve inches into the public way.
- D. Any sign located within ten feet of the paved surface of a street or within ten feet of a sidewalk, driveway or parking area, or within fifty feet of the intersection of two or more streets shall have the lowest elevation at least twelve feet above curb level. All other signs not limited by the conditions of the foregoing sentence shall have the lowest elevation at least eight feet above ground level.
- E. A sign affixed to a building shall not project higher than the building height, or thirty feet above the curb level, whichever is lower; except, for a one-story building, a sign may project not more than three feet above the building height. A ground sign shall not exceed forty feet in height above curb level.
- F. In a unified shopping center in a single ownership or control, one additional free-standing sign structure may be erected for it having a total gross display floor area of not more than seventy-five one-hundredths percent of the gross floor area of the building situated on the shopping center property; provided, however, that no one display surface shall contain more than three hundred square feet, and the total area of all display surfaces shall not exceed six hundred square feet; such sign structure shall be set back at least half the required yard depth distance from each abutting street, and the bottom edge of any display surface shall be at least eight feet above the level of the ground, and its overall height shall not exceed twenty-four feet above the curb level, and its overall width shall not exceed twenty feet.

- G. Time and/or temperature signs, in accordance with the following:
1. Construction. Time and/or temperature signs shall be constructed of incombustible material, including the frames, braces, and supports thereof.
 - a. Regulations of Size. Such time and/or temperature signs shall not be more than 9.6 square feet in area.
 - b. Requirements on Glass. Any glass forming a part of a clock of the sign thereon shall be safety glass, or plate glass at least one-fourth-inch thick, or an approved plastic securely held in place.
 - c. Cover or Service Opening To Be Secured. Any cover or service opening of a time and/or temperature sign shall be securely fastened thereto by metal hinges.
 - d. Time Sign. A time sign shall be permitted to change no more frequently than thirty-second intervals.
 - e. Temperature Sign. A temperature sign shall not change except when the temperature changes one degree.
 - f. Time and Temperature Signs in Combination. If the same surface area is provided for both time and temperature, the frequency of change shall be no more frequently than two-second intervals. If separate space is provided on the sign surface area for time and temperature, paragraphs a and e of this subdivision shall apply.
 - g. Illumination. Time and/or temperature signs may be continuously illuminated.
 2. No time and/or temperature sign shall be erected on any public sidewalk or in any residential district as such district is defined in the zoning ordinance. Time and/or temperature ground signs shall not exceed thirty feet in height.
 3. All time and/or temperature signs erected on the exterior of any building or structure shall comply with the requirements set forth in provisions on wall signs.
 4. No advertising shall be placed upon a time and/or temperature sign other than the name of the owner, or a reference to the business, industry, or pursuit conducted within the premises to which the time and/or temperature sign is attached.
 5. The provision for time and/or temperature signs shall not change or increase the total allowable area of signs as regulated elsewhere in this title.

Offsite Easements and Improvements

A. Easements:

1. All right of way for the road improvements and signalization improvements depicted on the Preliminary Plan, and as further limited in the body of this ORDINANCE with respect to Smith Road.
2. Drainage easements across adjoining property for discharge of storm water and construction and maintenance of storm sewers and appurtenances.

B. Improvements:

1. Complete signalization of the intersection of Illinois Route 64 and the west mall drive.
2. Complete signalization of the intersection of Illinois Route 64 and the east mall drive.
3. Improvements to the existing signalization at the intersection of Illinois Route 64 and Kirk Road.
4. Turn lanes, turn bays, and medians as shown on sheets 22, 23 and 24 of the Preliminary Plan on Illinois Route 64 at its intersections with Kirk Road, West Mall Drive, and East Mall drive.
5. Turn lanes and bays on Kirk Road as shown on sheets 22 and 24 of the Preliminary Plan at its intersections with Illinois Route 64 and the "Residential Access Drive" also identified as Fox Chase Boulevard extended.
6. Striping for turn lanes and bays on 38th Avenue as shown on sheet 23 of the Preliminary Plan.
7. Extension of a 12 inch water main and an 8 inch water main from the Subject Realty across the Rt. 64 right of way, as shown on sheet 11 of the Preliminary Plan, to connect with the existing water mains located on the south side of Illinois Route 64, south of the Subject Realty.
8. Extension of a 10 inch sanitary sewer from the Subject Realty to Illinois Route 64 right of way as shown on sheet 11 of the Preliminary Plan, to connect with the existing 12 inch sanitary sewer on the south side of Illinois Route 64.
9. Payment of \$14,800 to City for future reconstruction of

downstream sanitary sewer sanitary sewers. Such payment shall be made at or prior to the time of recording of a final plat for all or any part of the Subject Realty.

10. Smith Road, as described in the body of this ORDINANCE.

Exhibit "B-6"

2. ZONING

The Subject Realty, which is described as such in Exhibit "A", shall be classified as R-1 Single Family Residence District with a special Use as a Planned Unit Development for the development of a shopping center, pursuant to the provisions of Title 17 of the St. Charles Municipal Code, as amended, subject to the additional conditions, variations and restrictions hereinafter set forth, and shall be developed in accordance with the provisions hereof, of applicable statutes and ordinances, and of Exhibit "B" attached hereto and made a part hereof entitled, "An Ordinance Granting a Special Use as a Planned Unit Development for the Charles Towne Mall"; the parties hereto agreeing and acknowledging that the terms and conditions set forth in Exhibit "B" (the "ORDINANCE"), hereto are expressly incorporated herein and made a part hereof as if fully set forth.

3. PRELIMINARY PLAN

The Preliminary Plan for the Subject Realty appended to the resolution attached hereto as Exhibit "C" (the "RESOLUTION"), is hereby approved. Said resolution may be amended from time to time pursuant to the petition of OWNER and the provisions of the

St. Charles Municipal Code, except that no amendment shall be made by resolution for changes deemed to be major changes under Section 2(D) of the ORDINANCE or any wording changes to this Agreement or the ORDINANCE. OWNER may, but is not obligated to, construct not more than 950,000 square feet of gross enclosed buildings and structures which construction may be permitted in whole or by phases. All review of the Preliminary Plan or Plat, or any proposed revisions or modifications thereof, by the Plan Commission shall have for its purpose to provide the City Council with a recommendation only (not a decision) as to the review described in Chapter 24, Paragraph 11-12-8 of the Illinois Revised Statutes (1987) as amended, and a negative recommendation by the Plan Commission shall not prevent the City Council from approving a Preliminary Plan or Final Plan or Plat, or any modifications thereof, over the objection or contrary vote of the Plan Commission.

4. FPA BOUNDARIES

As of the date of this Agreement, all of the Subject Realty is within the St. Charles Facilities Planning Area (hereinafter, St. Charles FPA) for purposes of sanitary sewer service, as shown in Exhibit "D" attached hereto and made a part hereof.

5. EMINENT DOMAIN

The CITY agrees to exercise its power of eminent domain to obtain any easements and rights of possession required by the OWNER and reasonably acceptable to the City Council for the installation of public utilities and public road improvements,

(excluding Smith Road which is otherwise provided in the ORDINANCE), including sanitary sewer, storm water drainage, water, electrical and street rights of way and appurtenances thereto in order to service any portion of the Subject Realty, provided, however, that OWNER shall pay all costs, expenses, judgments and settlements including reasonable attorneys fees of the CITY arising out of or in connection therewith. CITY shall use its best efforts and shall exercise due diligence in providing all necessary easements, approvals, licenses and permits necessary for all Land Improvements as defined in Section 16.08.150 of the St. Charles Municipal Code and electric facilities to the Subject Realty along with all necessary appurtenances thereto for the development of a shopping center which may be under the control or ownership of the CITY and shall grant to or assist the OWNER in obtaining, such easements, permits, licenses or approvals from any person for the OWNER, provided, however, OWNER shall pay all costs, expenses, judgments and settlements including reasonable attorneys fees incurred by the CITY arising out of or in connection therewith. CITY shall have the right from time to time to provide an estimate for such costs, expenses, judgments and settlements including reasonable attorneys fees and the same shall be collateralized pursuant to paragraph 2 (M) of the ORDINANCE. Payment shall be made within 30 days after invoicing.

6. SPECIAL SERVICE AREAS

OWNER agrees not to object to the formation of and any amendment to a Special Service Area comprising the Subject Realty

for the purpose of maintaining any or all of the following: Storm water detention and retention basins, storm sewer lines, and surface drainage facilities on the Subject Realty, provided the tax rate shall not exceed 0.03% per year (or \$0.03 per \$100.00) of the assessed value. Prior to the levy of any tax pursuant to such Special Service Area CITY shall give notice of default to owner in maintaining such storm water detention and retention basins, storm sewer lines, and surface drainage facilities as provided in Section 2 (S) of the ORDINANCE. In the event the statutory method of establishing the assessed value of the Subject Realty exceeds 33 1/3 % then the tax rate shall be reduced to an amount extended to be equivalent to that which would have been received without such statutory change. In the event some method other than the current statutory method is used to determine the assessed value, then the tax rate shall be calculated such that the tax generated shall be no more nor less than under the current method as of the date of this agreement of assessing the Subject Realty.

7. REIMBURSEMENT

OWNER shall reimburse CITY for reasonable attorneys fees incurred by CITY in connection with the processing of matters pertaining to this Annexation Agreement including the drafting and negotiation thereof, excluding any costs for acquiring the land to relocate Smith Road which is provided elsewhere in the ORDINANCE. Payment by OWNER to CITY shall occur promptly after receipt by OWNER of invoices for such work but not prior to the effective date of this Agreement.

10. RIGHT TO SELL, TRANSFER AND ASSIGN

It is specifically understood and agreed that the OWNER shall have the right to sell, transfer and assign all or any part of the Subject Realty to other persons, firms or corporations for building or development purposes (as well as for occupancy); and that such persons, firms or corporations shall be entitled to the same rights and shall have the same obligations as OWNER has under this Agreement. OWNER shall be released of the duties and obligations of this Agreement to the extent that such duties and obligations are so transferred to any successor in interest but only if such person shall no longer have an interest in the part of the Subject Realty transferred and only to the extent of liability incurred after the date CITY receives notice of such assignment.

11. REQUIREMENTS OF OTHER JURISDICTIONS

It is agreed that the CITY is not liable or responsible for any restrictions on CITY'S obligations under this Agreement that may be required or imposed by any other governmental bodies or agencies having jurisdiction over the Subject Realty, CITY or OWNER, including, but not limited to, county, state and federal regulatory bodies.

12. LIMIT ON CITY'S LIABILITY FOR UTILITIES

The CITY shall not be held responsible for its inability to install any utility, or for any loss or damage including consequential damage, or delay in installation caused by strikes, riots, elements, embargoes, failure of carriers, inability to

obtain material, or other acts of God, or any other cause beyond CITY's reasonable control, including but not limited to the acquisition of easements and IEPA permits. The CITY agrees, subject to the previous sentence, to use its best efforts and diligently and continuously pursue to completion the installation of any utility required of the CITY hereunder for the development of the shopping center.

13. PUBLIC UTILITIES

Based, soley, on the representations of OWNER in the form of a certificate of need set forth in Exhibit "F" attached hereto and made a part hereof regarding the demand for the shopping center for sanitary sewer system, potable water, fire flow water system, or electric transmission, the CITY represents that the corporate authorities of the CITY have no knowledge of, or notice from any state, federal, or county agency that its sanitary sewer system, potable water, fire flow water system or electric transmission system do not have adequate capacity to accommodate the Planned Unit Development proposed to be developed pursuant to the Preliminary Plan attached to the Resolution after the offsite improvements specified in Exhibit "B" have been completed.

14. JOINT AND SEVERAL OBLIGATIONS

The obligations of those parties herein designated as OWNER shall be and are joint and several.

Exhibit "B-7"

REIMBURSEMENT AGREEMENT

THIS AGREEMENT is made and entered into this ___ day of _____ 1988, by and between the CITY OF ST. CHARLES, an Illinois municipal corporation (hereinafter referred to as the "CITY"), and the CHICAGO TITLE AND TRUST COMPANY, a corporation of Illinois, as Trustee under the provisions of a Trust Agreement dated January 25, 1984 and known as Trust No. 1084616 (hereinafter sometimes referred to as "TRUST"), and WILMORITE, INC., a New York corporation, (hereinafter referred to as "DEVELOPER").

W I T N E S S E T H:

WHEREAS, OWNER has represented it is the owner of record of the real estate described on Exhibit "A" attached hereto and made a part hereof as though fully set forth (hereinafter referred to as the "SUBJECT REALTY"):

The same being situated generally at the north side of Main St. (Illinois State Route 64), west of Smith Road and east of Kirk Road, St. Charles, Illinois; and,

WHEREAS, the SUBJECT REALTY is located within the corporate limits of the CITY OF ST. CHARLES having been annexed thereto pursuant to the terms and conditions of a certain Annexation Agreement entered into between the CITY and OWNER and DEVELOPER on _____, 1988 ("ANNEXATION AGREEMENT"); and,

WHEREAS, the plans and specifications of the water mains and appurtenances are attached hereto and incorporated herein as Exhibit

"B" (the "Engineering Plans"); and

WHEREAS, Section ___ of the ANNEXATION AGREEMENT by reference requires the parties thereto at the request of the OWNER OF RECORD of the SUBJECT REALTY to enter into a Reimbursement Agreement pertaining to a portion of the costs of said water mains and appurtenances in conformance with said ANNEXATION AGREEMENT, as provided for and subject to the limitations set forth in Chapter 24, Section 9-5-1 Illinois Revised Statutes, 1987, as amended; and,

NOW, THEREFORE, in consideration of the foregoing premises and of the covenants and conditions hereinafter contained, the adequacy and sufficiency of which the parties hereto hereby acknowledge, the parties hereto hereby agree as follows:

1. Water mains and appurtenances: The City acknowledges that the OWNER and DEVELOPER have completed the water mains and appurtenances required by the City for the SUBJECT REALTY pursuant to the plans and specifications therefor, and said water mains and appurtenances have been inspected and approved by the City.
2. Conveyance of Improvements: The DEVELOPER hereby agrees to transfer or cause to be transferred all its right, title and interest in and to said water mains and appurtenances to the City, by executing a Bill of Sale therefore in favor of the City in the form of the Bill of Sale attached hereto and incorporated herein as Exhibit "C". The City hereby agrees upon satisfactory inspection and receipt of one (1) year maintenance bond and such contractors affidavits and lien

waivers as it may request to accept said Bill of Sale and subsequent to said conveyance, to operate and maintain said water mains and appurtenances.

3. **Benefited Property:** The Corporate Authorities of the City have determined that the following legally described parcels of property may benefit by the construction of the said water mains and appurtenances referred to in paragraph 1 hereof, to wit:

a total of _____ (_____) square feet or exactly _____ (_____) acres (hereinafter referred to as the "Benefited Property"); said Benefited Property being described in Exhibit "D" attached hereto and made a part hereof.

4. **Allocation of Benefits; Reimbursement Expenses:** The total expense of the water mains and appurtenances has been determined by the parties to be _____ Dollars (\$ _____). _____ Dollars (\$ _____) of said expense has been determined by the City to be allocable to the SUBJECT REALTY. The City has determined that the remaining _____ Dollars (\$) of the total expense of the _____ to be fairly allocated among the parcels deemed benefited under paragraph 3 hereof as follows: The Benefited Properties shall pay a proportionate share of the total expense based upon the population equivalent developed on such Benefited Property which is tributary to the Improvement with the population equivalent for the Benefited Property being the numerator and the total

population equivalent of all Benefited Properties being the denominator.

The OWNER and DEVELOPER, for themselves, their successors and assigns, agree that the allocation of benefits and reimbursement of expenses set forth herein is full, complete, accurate and acceptable to the OWNER and DEVELOPER.

5. Collection of Reimbursement Expenses: The City shall assess against and collect from the person or persons owning and developing the Benefited Properties, their successors or assigns, the reimbursement or expense set forth in paragraph 4 hereof if and only if such Benefited Properties or any part thereof shall utilize any part of the water mains and appurtenances described in Exhibit "B". At such time or times as the owners of said parcels seek connection to the water mains and appurtenances described in Exhibit B, the City shall collect from the owner(s) or developer(s) of the benefited parcels being connected to the said water mains and appurtenances that amount of the reimbursement expense set forth in paragraph 4 hereof.
6. Memorandum: The parties agree that a true and correct copy of this Reimbursement Agreement or, an appropriate memorandum thereof, shall be recorded with the office of the Recorder of Deeds for Kane County, Illinois, so as to provide the owners of the parcels of property deemed benefited, their successors or assigns, with notice of the terms hereof. The cost of the recordation of this Reimbursement Agreement shall be borne

solely and exclusively by the OWNER and DEVELOPER, and should the City incur said expense on behalf of the OWNER and DEVELOPER, the OWNER and DEVELOPER agree to promptly pay the cost thereof within thirty (30) days after receipt of a statement from the City for the same.

7. **Payment of Reimbursement Expenses:** All reimbursement expenses collected by the City pursuant to this Agreement shall be paid to the DEVELOPER or its successors or assigns (as they may from time to time designate) within sixty (60) days after collection. It is understood and agreed that the City's obligation to reimburse the DEVELOPER shall be limited only to funds collected from such recapture expenses and interest payments made hereunder shall be made solely out of said funds. This Agreement shall not be construed as creating any obligation upon the City for any reason to make payments from its general corporate funds or revenue from the operation of its combined waterworks and sewerage system. City agrees not to issue any permits for work or occupancy unless and until such reimbursement expense and interest have been paid.
8. **City's Obligation:** The City and its officers, employees and agents, shall make all reasonable efforts to make the aforesaid collections of revenue expenses but shall not be obligated to bring any suit to enforce the collection of same nor shall the City or any of its officers, employees or agents be liable in any manner for failure to make such

collections. However, the DEVELOPER or CITY may sue any party owing recapture expenses for collection thereof, and in the event the DEVELOPER initiates litigation to collect said expenses, the CITY agrees to cooperate with such efforts by allowing, except for privileged documents, full and free access to its books and records referring to the development of the parcels of property Benefited and collection of any recapture fees therefrom.

9. **City's Collection of Other Fees & Charges:** Nothing herein shall limit or in any way affect the rights of the CITY to collect other fees and charges pursuant to CITY ordinances, resolutions, motions or policies including but not limited to Subdivision and Planned Unit Development fees and water and sewerage connection and user charges, as the fees provided for herein are in addition to such other CITY fees and charges.
10. **Term:** This Reimbursement Agreement shall be in full force and effect for a period of twenty (20) years from the date on which it was executed by the last party so executing the same as hereinbefore set forth, unless extended by agreement of the parties hereto or terminated by the agreement of the parties hereto or by the completion of all duties to be performed hereunder.
11. **Miscellaneous Provisions:**
 - A. **AMENDMENT:** This Agreement may be amended by mutual consent of the parties hereto or their successors or

assigns, from time to time by written instrument without the consent of any other person or corporation owning the parcels of property deemed Benefited hereunder.

- B. SEPARABILITY: Should any provision of this Agreement or the application of such provision to any person or circumstance, be held invalid by a court of competent jurisdiction, the remaining provision of this Agreement and/or the application of such provisions to persons or circumstances, other than those specific provisions or applications held invalid, shall not be affected.

However, in no event shall the Agreement be valid unless paragraphs 11E and 11F shall remain valid.

- C. BINDING EFFECT: Except as otherwise herein provided, this Agreement shall inure to the benefit of and be binding upon the successors and assigns of the DEVELOPER and any successor municipal corporation of the CITY.

- D. ENFORCEMENT: Any party to this Agreement, or their respective successors or assigns, may either in law or in equity by suit, action, mandamus or other proceeding, enforce and compel performance of this Agreement against any other party hereto and their respective successors and assigns.

- E. LIMITED LIABILITY: The payments required of the City hereunder shall be payable solely from the revenues derived for the purposes of this agreement and shall not constitute an indebtedness of the City, the State of

Illinois or any political subdivision thereof, or a loan of the credit thereof, within the meaning of any constitutional or statutory provision and the holders of this contract shall have no right to compel the exercise of the taxing power of the City, the State of Illinois or any political subdivision thereof to pay any amounts due hereunder.

F. **HOLD HARMLESS AND INDEMNIFICATION:** In the event a claim is made against the CITY, its officers, other officials, agents and employees or any of them or if the CITY is made a party-defendant in any proceeding arising out of or in connection with this Agreement the OWNER and DEVELOPER shall, except as may be required by Chapter 29 ¶61 and Chapter 80¶91 of the Illinois Revised Statutes for negligent acts or omissions of the CITY, its officers, agents and employees or any of them, defend and hold the CITY and such officers, other officials, agents and employees harmless from all claims, liabilities, losses, taxes, judgments, costs, fees, including expenses and reasonable attorney fees, in connection therewith in excess of the proceeds of any insurance or indemnification held by the CITY and actually received. Any such indemnified person may obtain separate counsel at his own expense. However, if the Canons of Legal Ethics require such indemnified person to be separately defended where there is no consent to a conflict of

interest, then OWNER shall bear such expense. The CITY and such officers, other officials, agents and employees shall reasonably cooperate in the defense of such proceedings and be available for any litigation related appearances which may be required. Further, OWNER shall be entitled to settle any and all claims for money, in such amounts and upon such terms as to payment as it may deem appropriate, without the prior approval or consent of the CITY, its officers, other officials, agents and employees as the case may be. Further, OWNER may be entitled to settle all non-monetary claims upon such terms as it may deem appropriate after receiving approval or consent of the CITY which approval or consent shall not be unreasonably withheld. In the event CITY unreasonably withholds such approval or consent OWNER'S obligation to indemnify and defend shall terminate. The OWNERS release from and agree that the CITY, its officers, other officials, agents and employees shall not be liable for any liability, losses, judgments, costs fees, including reasonable attorneys' fees and expenses arising out of or in connection with the CITY'S failure to approve final plans, provided, however, the OWNERS do not relinquish their right to receive the reimbursement provided for herein and to such extent the OWNERS retain the right to legal or equitable action against the CITY

for declaratory judgment, injunctive relief and mandamus.

IN WITNESS WHEREOF, the parties hereto have affixed their
signatures on the day and date first above written.

CITY OF ST. CHARLES, an Illinois
Municipal Corporation,

BY: _____
MAYOR

ATTEST:

CITY CLERK

OWNER

DEVELOPER

16.08.050 Collector streets.

"Collector streets" means streets serving primarily residential areas and providing for traffic movement between minor streets and major streets (ADT<three thousand five hundred vehicles per day). (Ord. 1977-M-42 § 2(part): prior code § 11.002(2) (part):Ord. 1963-21 § 2(2) (part).)

16.20.060 Street improvements.

All streets shall be completely improved to the full right-of-way in accordance with the following requirements and standards:

- A. The general street layout shall conform to that shown on the approved preliminary plan;
- B. Pavements shall be constructed in accordance with the minimum standards as shown in Table 1;
- C. Combination concrete curb and gutter, type B6.12, shall be constructed as part of the pavement. However, minor residential streets may have a mantable curb and gutter, and estate area roadways may be constructed without curbs and gutters in areas where the flow velocity of water in the ditches does not exceed four feet per second;
- D. All pavement widths are measured back to back of curbs, except estate area roadways, which are measured edge to edge of driving surface;
- E. Heavily traveled streets in industrial areas shall be considered on an individual basis and pavement designs shall be based on specific engineering data for each street;
- F. The minimum curb radius at intersections of minor streets shall be twenty feet; at intersections of minor streets and collector streets, the minimum curb radius shall be thirty feet; and at intersections of collector streets, the minimum curb radius shall be fifty feet;
- G. Concrete sidewalks five feet wide and five inches thick shall be constructed along both sides of the street and shall be located within parkways one foot off the right-of-way lines;
- H. Street signs will be installed by the city in accordance with current standards, and the subdivider will be required to pay for the costs, including labor and materials, for these sign installations;
- I. Street lights will be installed by the city at all intersections and cul-de-sacs and at other suitable locations along the streets in accordance with current standards and the subdivider will be required to pay for the costs, including labor and materials, for these street light installations;
- J. A complete storm drainage system including appropriate stormwater retention and detention facilities shall be constructed throughout the subdivision. The storm drainage system must discharge into a storm sewer or drainageway with adequate capacity for the additional flow and adequate provisions must be made for surface overflow when the capacity of the storm drainage system is exceeded to ensure that buildings are not flooded or threatened by flooding. Stormwater retention and detention facilities must be located on public lands with appropriate provisions for access and maintenance;
- K. All parkways within the right-of-way shall be cleared of all stumps, rocks, trees that cannot be saved and construction debris and shall be graded with a minimum of four inches of topsoil and seeded;

ENGINEERING PLAN

- L. Street trees having a trunk diameter, as measured twelve inches above ground level, of not less than two inches, shall be planted along all streets where trees do not already exist. Trees shall be installed with an average spacing of forty feet except that no trees shall be planted closer than fifty feet to any intersection. Only long-lived shade trees of a species approved by the director of public works shall be planted;
- M. Cul-de-sac turnabouts shall have a pavement width of not less than ninety feet in diameter.
(Ord. 1982-M-10 § 1; Ord. 1979-M-41 § 1(c); Ord. 1977-M-42 § 3; Ord. 1976-M-43; prior code § 11.006(5); Ord. 1963-21 § VI(5).)

TABLE 1

Street Designation	Minimum R.O.W Width	Minimum Street Width	Minimum Structural Number	Minimum Horizontal Centerline Radius	Minimum Tangent
Residential					
Estate	66 ft.	26 ft.	2.40	200 ft.	50 ft.
Minor	66 ft.	32 ft.	2.90	200 ft.	50 ft.
Collector	80 ft.	38 ft.	3.65	300 ft.	100 ft.
Major	100 ft.	52 ft.	4.40	500 ft.	200 ft.
Industrial					
Local	66 ft.	40 ft.	3.00	200 ft.	50 ft.
Collector	80 ft.	44 ft.	See Section 16.20.070(E)	300 ft.	100 ft.
Major	100 ft.	52 ft.	See Section 16.20.070(E)	500 ft.	200 ft.

TABLE 1 (Cont.)

Street Designation	Minimum Gradient	Maximum Gradient	Minimum Soil Support (I.B.R.)	Maximum A.D.T.
Residential				
Estate	0.40%	7.0%	2.0	400
Minor Collector	0.40%	7.0%	3.0	1,000
Major	0.50%	5.0%	3.0	3,500
	0.50%	5.0%	3.0	10,000
Industrial				
Local	0.40%	5.0%	3.0	1,000
Collector	0.50%	5.0%	3.0	3,500
Major	0.50%	5.0%	3.0	10,000

(Ord. 1977-M-42(part).)

CHECKLISTS

- ___ 11. Sanitary sewer plans and specifications are complete and conform to the standards and requirements of Ordinance No. 1960-29 as revised or superseded and denote all of the following:
 - ___ A. All properties in the subdivision are served and house service connections are provided,
 - ___ B. The minimum size main is 8 inches I.D.,
 - ___ C. The plan conforms to the overall city plan for any trunk sewers traversing the subdivision,
 - ___ D. The distance between manholes does not exceed 400 feet,
 - ___ E. The invert elevation of each manhole is shown,
 - ___ F. The grade of each section of sewer is shown by percentage in accordance with accepted engineering practice,
 - ___ G. Extra strength pipe and extra strength manhole wall construction is specified and shown on the plans and in the estimate of quantities where the depth of installation exceeds 12 feet,
 - ___ H. Profile of existing and proposed ground surfaces,
 - ___ I. Risers are shown for individual house service laterals where depth of main exceeds 12 feet,
 - ___ J. Pipe joints are of permitted type,
 - ___ K. Minimum manhole cover weights are correct:
 - ___ 1. 540 pounds in collector streets
 - ___ 2. 400 pounds in minor and cul-de-sac streets
 - ___ 3. 335 pounds in rear lot easements,
 - ___ L. Specifications include provisions for checking of infiltration or exfiltration,
 - ___ M. Standard details are shown and include:
 - ___ 1. Standard manhole
 - ___ 2. Drop manhole
 - ___ 3. Standard manhole cover
 - ___ 4. Standard riser
 - ___ 5. Standard service installation
 - ___ 6. Concrete cradle;
- ___ 12. An application for an Illinois Environmental Protection Agency Permit for the water main installation accompanies the plans;
- ___ 13. Water distribution plans and specifications are complete and conform to Ordinance No. 1960-29 as revised or superseded, and include all of the following:
 - ___ A. All properties in the subdivision are served and provisions are made for service connections within the property lines,
 - ___ B. The minimum size main is 6 inches I.D.,
 - ___ C. The plan conforms to the city's overall plan for any trunklines which might traverse the subdivision,
 - ___ D. Valve and hydrant spacing and location conform to the approved preliminary plan,
 - ___ E. Material and joint specifications comply with the city's standards,

CHECKLISTS

- ___ F. Specifications include provisions for testing and sterilization of all new water distribution facilities,
- ___ G. Standard details are shown and include the following:
 - ___ 1. Valve manhole
 - ___ 2. Standard cover
 - ___ 3. Standard hydrant installation;
- ___ 14. Street plans, including storm sewers, are complete and conform to Ordinance No. 1960-29 as revised or superseded, and include all of the following:
 - ___ A. The location of streets and width of pavements conform to those indicated on the approved preliminary plan,
 - ___ B. Plan shows curb, gutter and sidewalk locations, and include the following information:
 - ___ 1. Corner curb radius is not less than 16 feet
 - ___ 2. Curve data for all horizontal curves
 - ___ 3. Direction of flow along all curbs
 - ___ 4. No surface water is carried across or around any street intersection, nor for a distance greater than 600 feet,
 - ___ C. Cross sections are submitted as necessary to indicate feasibility of proposed street elevations in relation to adjacent lot elevations, and include sidewalk location,
 - ___ D. Profiles are submitted for all paving centerlines and storm sewers and indicate:
 - ___ 1. Catchbasin invert elevations
 - ___ 2. Minimum pipe size is 12 inches I.D. (except that a lead from a single inlet may be 10 inches I.D.)
 - ___ 3. The grade of each section of sewer is shown by percentage in accordance with accepted engineering practice
 - ___ 4. Storm sewer elevations do not conflict with any other underground utilities
 - ___ 5. Storm sewer is connected with an adequate outfall
 - ___ 6. Curve data is given for vertical road curves,
 - ___ E. The storm sewer system is designed to provide sufficient capacity for the draining of upland areas contributing to the storm water runoff on the street
 - ___ 1. Storm sewer design computations are submitted with plans,
 - ___ F. A surface water drainage pattern is shown for each block,
 - ___ G. Material specifications comply with city standards and include:
 - ___ 1. paving base materials
 - ___ 2. paving surface materials
 - ___ 3. concrete
 - ___ 4. pipe materials,
 - ___ H. Typical cross sections and details include the following:
 - ___ 1. collector street
 - ___ 2. minor or cul-de-sac street
 - ___ 3. concrete curb and gutter
 - ___ 4. concrete sidewalk
 - ___ 5. standard manhole
 - ___ 6. standard cover
 - ___ 7. catchbasin;

CHECKLISTS

- ___ 15. Street light plans are complete and conform to Ordinance No. 1960-29 as revised or superseded, and include the following:
 - ___ A. Pole locations,
 - ___ B. Spacing,
 - ___ C. Average maintained foot-candle illumination (calculated),
 - ___ D. Control system and wiring diagram,
 - ___ E. Typical section showing:
 - ___ 1. type of base and pole
 - ___ 2. bracket or arm
 - ___ 3. Luminaire, indicating type of lamp and wattage
 - ___ 4. mounting height;
- ___ 16. Parkway improvement specifications are complete and are in accordance with Ordinance No. 1960-29 as revised or superseded, and include provisions for:
 - ___ A. Removal of stumps, trees that cannot be saved, boulders, and all other similar items,
 - ___ B. Grading, installation of topsoil, and seeding or sodding,
 - ___ C. Planting of trees;
- ___ 17. Street signs are shown to be installed, at all street intersections not previously marked, in accordance with Ordinance No. 1960-29 as revised or superseded.

Completed by: _____

Name

Address

Date

Reviewed by: _____

Director Public Works

Date

Considered by
plan
commission on: _____

Date

Chairman

(Ord. 1987-M-45 § 11; Prior code § 11.015:Ord. 1963-21 App. B.)

16.44.030 Standards for road and bridge construction.

In the standard specifications for street construction, reference is made to the Standard Specifications for Road and Bridge Construction of the State of Illinois, Department of Public Works and Buildings, Division of Highways, adopted January 2, 1958. These are to be considered as a part of these standards and specifications as if quoted herein verbatim. (Ord. 1960-29 (part).)

16.44.050 Plans and specifications - Requirements generally.

- A. All plans and specifications for land improvements shall be prepared generally in accord with those prepared for the city on city financed improvements.
- B. Street plans shall show all horizontal and vertical alignment. Curve data for horizontal and vertical curves shall be included on the plan sheets.
- C. Storm sewers shall be provided unless existing storm sewers are adequately sized and placed to accommodate runoff. Such sewers shall provide for extension to land lying within the drainage area, whether such land is within the subdivision or not. Storm sewers shall be designed by the Rational Method and copies of the design computations shall be submitted with the plans. Inlets shall be provided so that surface water is not carried across or around any intersection, nor for more than a distance of six hundred feet in the gutter.
- D. All plans shall describe an adequate number of bench marks, with elevations referenced to mean sea level, so that elevations may be checked at any point without more than one setup of a surveyor's level.
- E. Unless otherwise approved, plans shall be on twenty-four-inch by thirty-six-inch sheets. Each set of plans shall include a title sheet showing the name of subdivision, type of work covered, a location map showing relation of area to be improved to existing streets, an index of sheets, a summary of quantities, and the name and address of the person preparing the plans. Plan and profile shall be plotted on federal aid sheets, plat 1 or 2, at a scale of one inch to fifty feet, horizontal; and one inch to five feet, vertical. Cross sections shall be plotted on federal aid sheets, plat 3, at a scale of one inch to ten feet, horizontal and vertical. All necessary information shall be shown, including earthwork quantities.
- F. All plans and specifications shall be prepared by an engineer legally authorized by the state and shall bear the engineer's seal.
- G. The subdivider and any contractors employed by him shall take special care to avoid disturbance of lot and block corners and other survey points. Any such corners or points removed or disturbed shall be reestablished in their correct position and location before application is made for acceptance by the city.
- H. No deviations from plans and specifications shall be made without prior approval.

- I. Before acceptance of improvements, the subdivider shall furnish the city with the original or certified copies of all materials tests required, an affidavit that all materials, labor and other costs have been paid for and three prints of plans revised to show the final layout of the improvements as built. These shall clearly indicate the location of all underground utilities and shall give measurements to house service sewers measured from the nearest downstream manhole and water services measured from lot or block corners.
(Ord. 1960-29 (part).)

16.44.080 Street construction - Standard specifications.

A. Subgrade.

1. The subgrade of all streets shall be graded and rolled in accordance with Section 22 of the "Standard Specifications for Road and Bridge Construction," adopted January 2, 1958, by the Illinois Division of Highways, and hereinafter referred to as "state standard specifications." Prior to placing any type of base material, the subgrade shall be inspected and approved by the city. Twenty-four hours' advance notice shall be required for such inspections.
2. Particular attention is directed to the requirements for the replacement of soft and unstable material as contained in Article 22.3 of the state standard specifications.
3. Embankment shall be placed and compacted in accordance with Section 16 of said specifications.
4. Rock shall be excavated to a minimum depth of four inches below the subgrade.

B. Gravel of Crushed Stone Base Course.

1. This work shall be in accord with Section 29 of the state standard specifications. The type of base construction shall be type B and shall comply with Article 29.5(b). The requirement of using a spreader box or mechanical spreader may be waived by the city.
2. The granular material used shall be grade 7, 8, or 9, unless a modified gradation of material is submitted to the city and approved by the city in writing. All granular materials shall be tested by a testing laboratory approved by the city and copies of tests, as required by the State Highway Department, shall be furnished to the city prior to the placing of such materials.

C. Bituminous Surface Treatment, Subclass A-3.

1. This work shall be in accordance with Section 39 of the state standard specifications. Seal coat aggregate may be used in lieu of cover coat aggregate in the construction of the two cover coats.
2. Any loose aggregate remaining on the completed surface or lying in the gutters shall be picked up by hand brooming or other approved method.
3. A thin layer of sand shall be applied to all areas of the completed surface that tends to bleed from excessive bituminous material as directed by the city.

- D. Bituminous Concrete Surface Course, Subclass B-5. This work shall be in accordance with Section 44 of the state standard specifications. The bituminous mixture shall be placed only when the temperature of the air in the shade is above forty degrees fahrenheit and only when weather conditions are deemed suitable by the city.
- E. Concrete Gutter, Type B Modified.
1. This work shall be in accord with the applicable portions of Section 80 of the state standard specifications and the city's standard. Cylinders shall be taken of the concrete and tested for compressive strength by a laboratory approved by the city.
 2. This type of construction shall be considered a minimum standard by the city and any alternate type of combination concrete curb and gutter shall be submitted to the city for approval prior to commencing any street construction.
- F. Portland Cement Concrete Sidewalk. This work shall be in accordance with Section 89 of the state standard specifications. The city's sidewalk standard shall be used as a minimum for the width and thickness of sidewalks.
- G. Storm Drainage.
1. Catch basins, manholes, and inlets shall be constructed in accord with Section 75 of the state standard specifications.
 2. Storm sewers shall be constructed in accord with Section 66 of said specifications. The minimum inside diameter of storm sewers permitted to be used shall be twelve inches, except that a single inlet can be connected into a catch basin or manhole with a ten-inch diameter storm sewer. All drainage facilities are subject to approval by the city and shall provide sufficient capacity for the draining of upland areas contributing to the storm water runoff on the street.

(Ord. 1960-29 (part).)

EXHIBIT "C"

RESOLUTION NO. _____

RESOLUTION APPROVING THE
CHARLES TOWNE MALL PUD PRELIMINARY PLAN

BE IT RESOLVED by the City Council of the City of St. Charles, Kane and Dupage Counties, Illinois that the preliminary plan for the Charles Towne Mall PUD, consisting of a sixteen page plan entitled "Charles Towne Mall" dated January 1988 and bearing latest revised date of September 8, 1988 prepared by Sear-Brown Associates, P.C., Rochester, New York, be and is hereby approved subject to compliance with such conditions, corrections, and modifications to the documents described herein as may be required by the Director of City Planning and the City Engineer to comply with the requirements of the St. Charles Municipal Code.

PRESENTED to the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois, this _____ day of _____, 1988.

PASSED by the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois, this _____ day of _____, 1988.

APPROVED by the Mayor of the City of St. Charles, Kane and DuPage Counties, Illinois, this _____ day of _____, 1988.

MAYOR

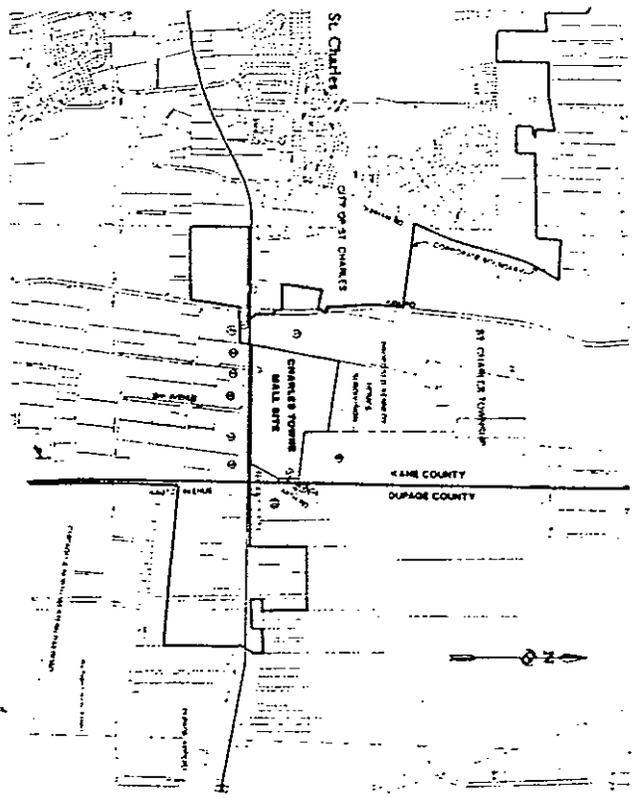
ATTEST:

CITY CLERK

COUNCIL VOTE:

Ayes:
Nays:
Absent:

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- PANEL NUMBERS**
- 1. 1/4" = 1" PLAN
 - 2. 1/4" = 1" SECTION
 - 3. 1/4" = 1" ELEVATION
 - 4. 1/4" = 1" ELEVATION
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LOCATION MAP
 1/4" = 1/4" MILE

- DRAWING NOTES**
- 1. SEE SHEET 101
 - 2. SEE SHEET 102
 - 3. SEE SHEET 103
 - 4. SEE SHEET 104
 - 5. SEE SHEET 105
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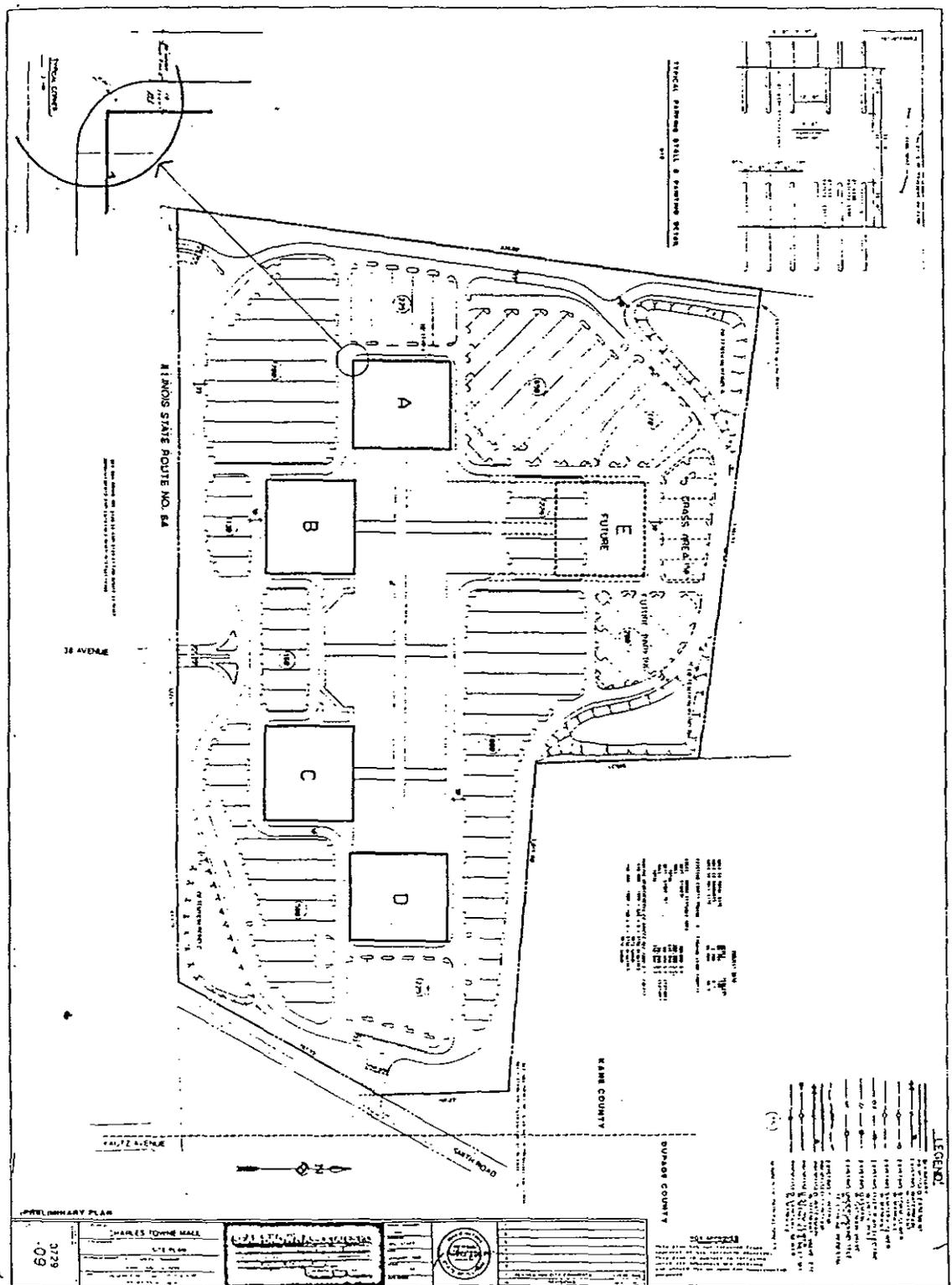
PRELIMINARY PLAN

<p>CHARLES TOWNSHIP</p> <p>1/4" = 1/4" MILE</p>		<p>DATE: _____</p> <p>SCALE: _____</p> <p>PROJECT: _____</p>
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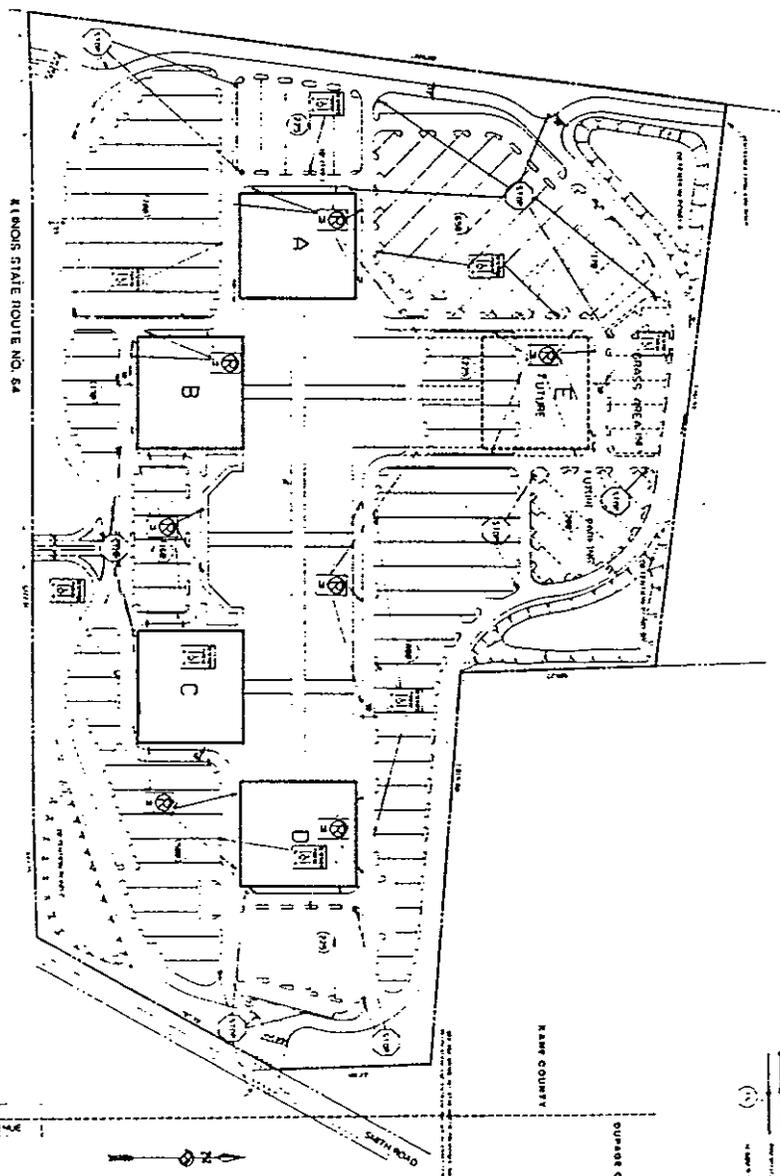
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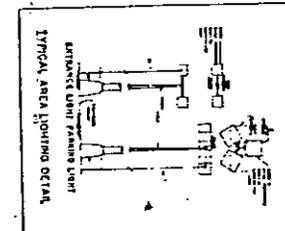
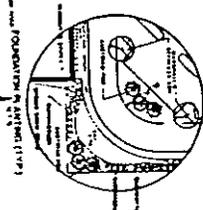
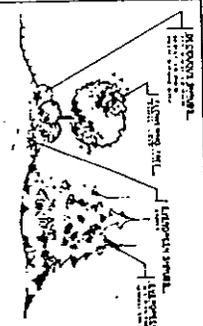
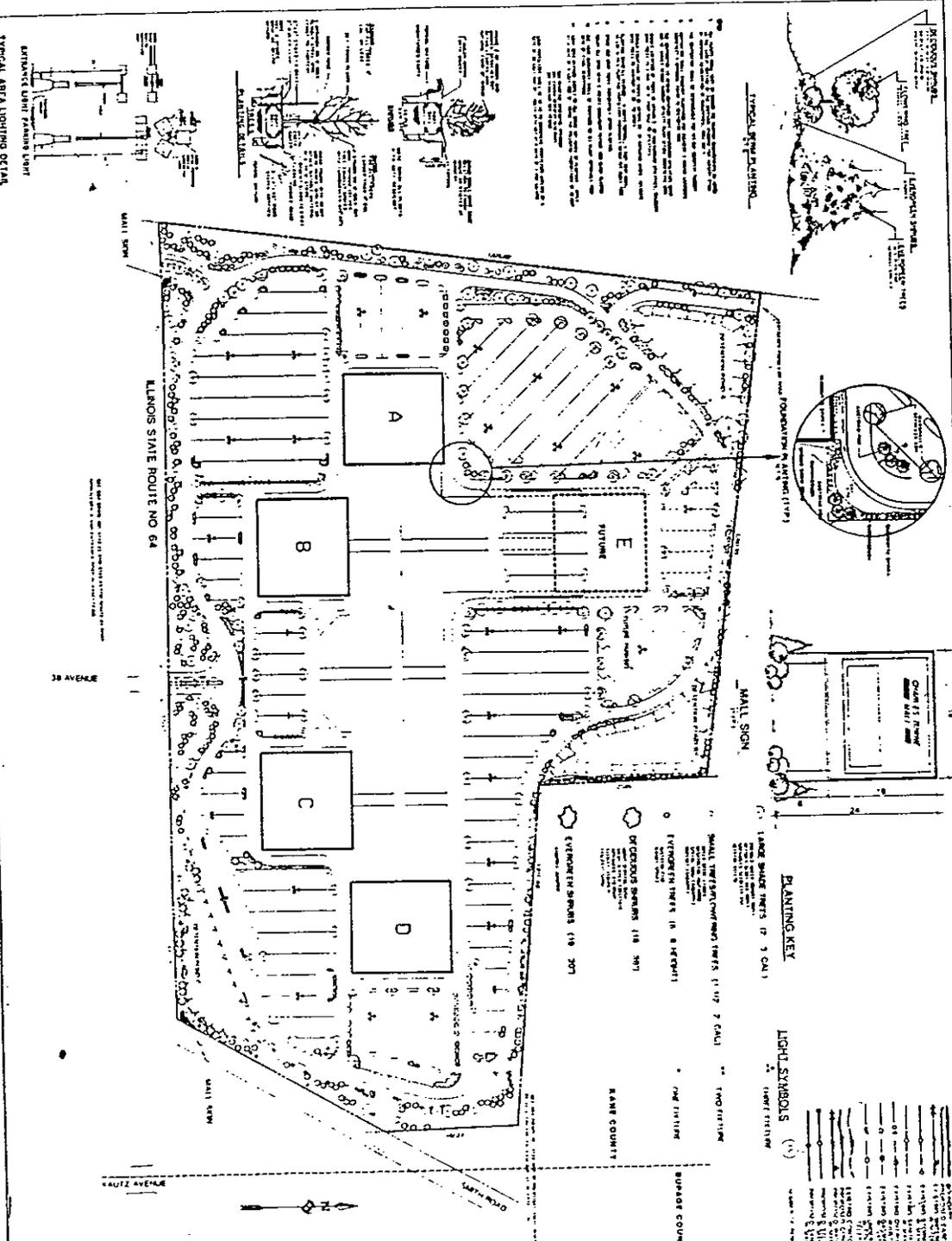
- LEGEND**
- Proposed
 - Existing
 - Future
 - ...

PRELIMINARY PLAN

PROJECT: CHARLES TOWNE MALL	OWNER: CHARLES TOWNE MALL	DATE: 1/14/68	SCALE: AS SHOWN
DESIGNED BY: [Signature]	CHECKED BY: [Signature]	APPROVED BY: [Signature]	DATE: 1/14/68

624C
1/14

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PRELIMINARY PLAN

CHARLES TOWNE MALL
LANDSCAPE & LIGHTING PLAN

3729
15

LEGEND

PROPOSED PLANTING

EXISTING PLANTING

PROPOSED LIGHTING

EXISTING LIGHTING

PROPOSED DRIVEWAYS

EXISTING DRIVEWAYS

PROPOSED SIDEWALKS

EXISTING SIDEWALKS

PROPOSED PAVEMENT

EXISTING PAVEMENT

PROPOSED CURBS

EXISTING CURBS

PROPOSED FENCES

EXISTING FENCES

PROPOSED SIGNAGE

EXISTING SIGNAGE

PROPOSED UTILITIES

EXISTING UTILITIES

PROPOSED EROSION CONTROL

EXISTING EROSION CONTROL

PROPOSED DRAINAGE

EXISTING DRAINAGE

PROPOSED UTILITIES

EXISTING UTILITIES

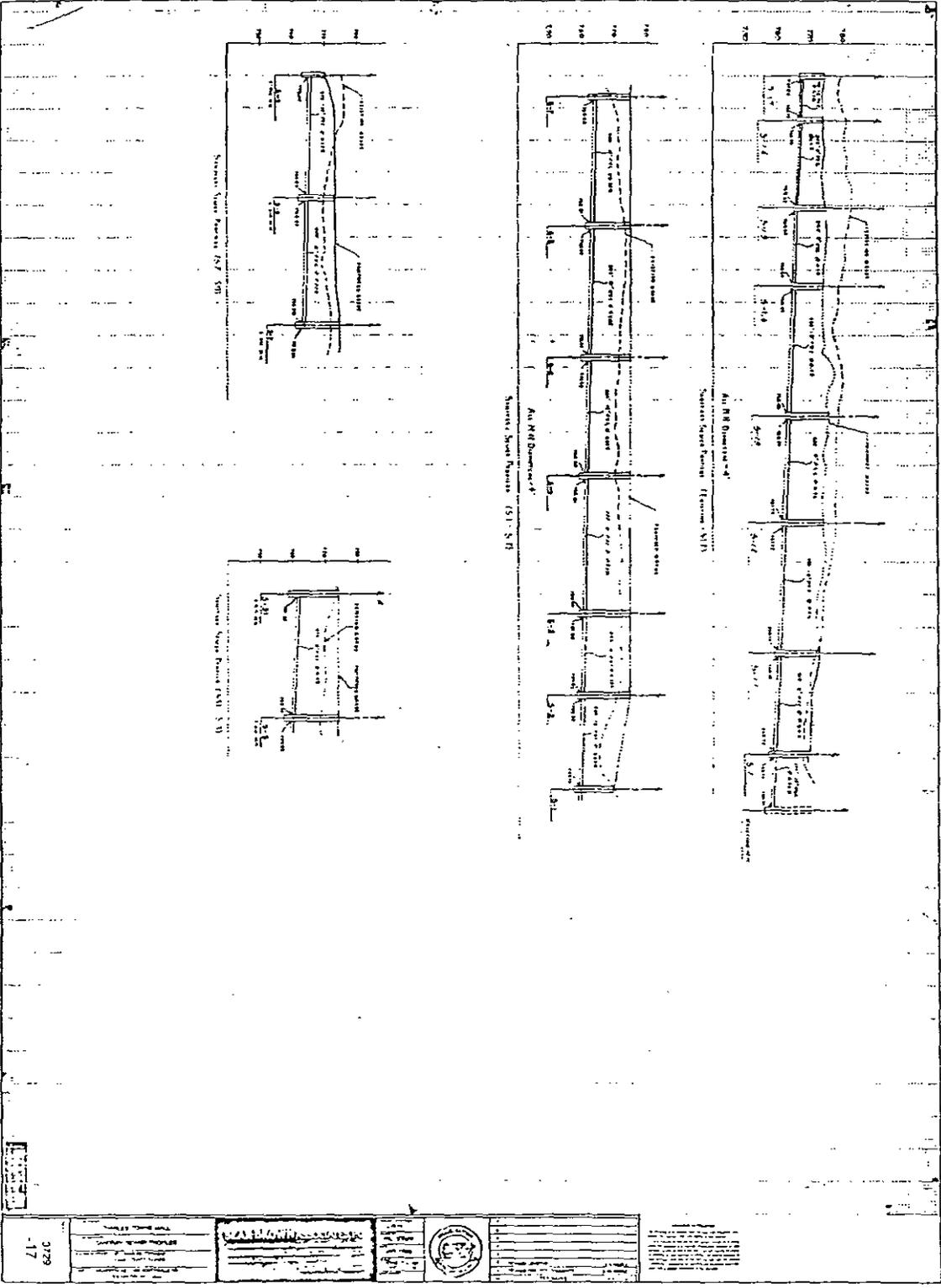
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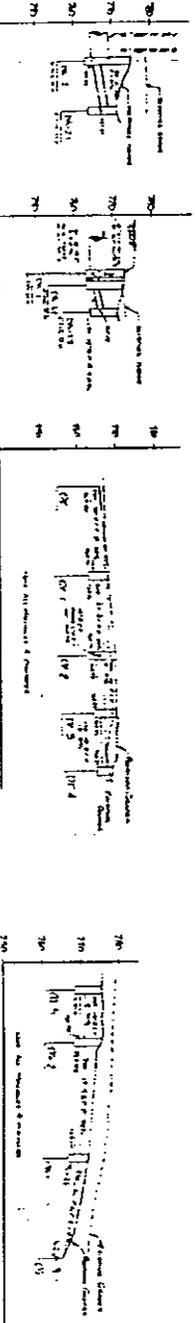
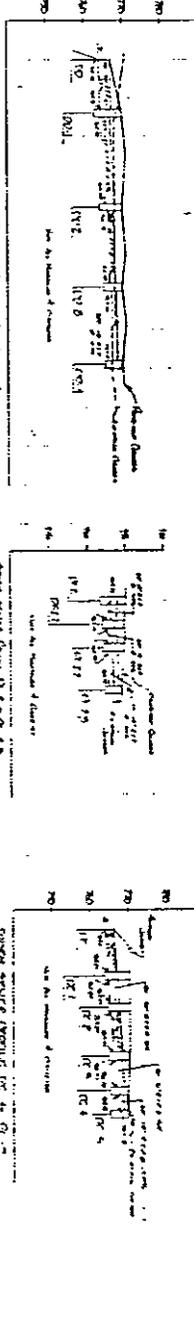
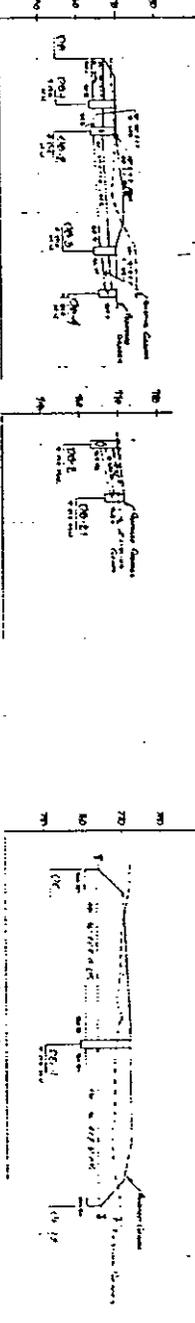
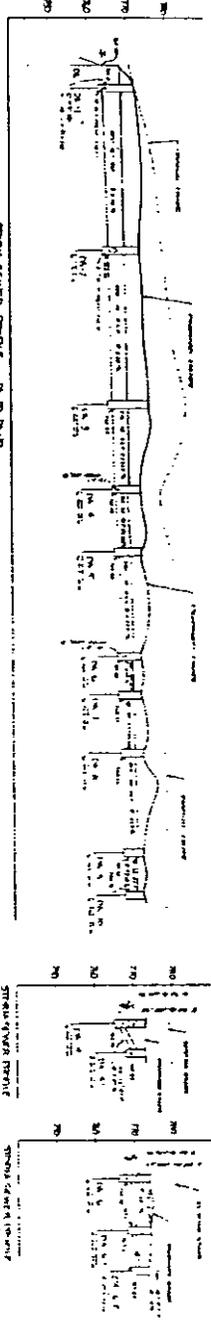
EXISTING EROSION CONTROL

PROPOSED DRAINAGE

EXISTING DRAINAGE

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HORIZONTAL SCALE 1/8" = 1'-0"

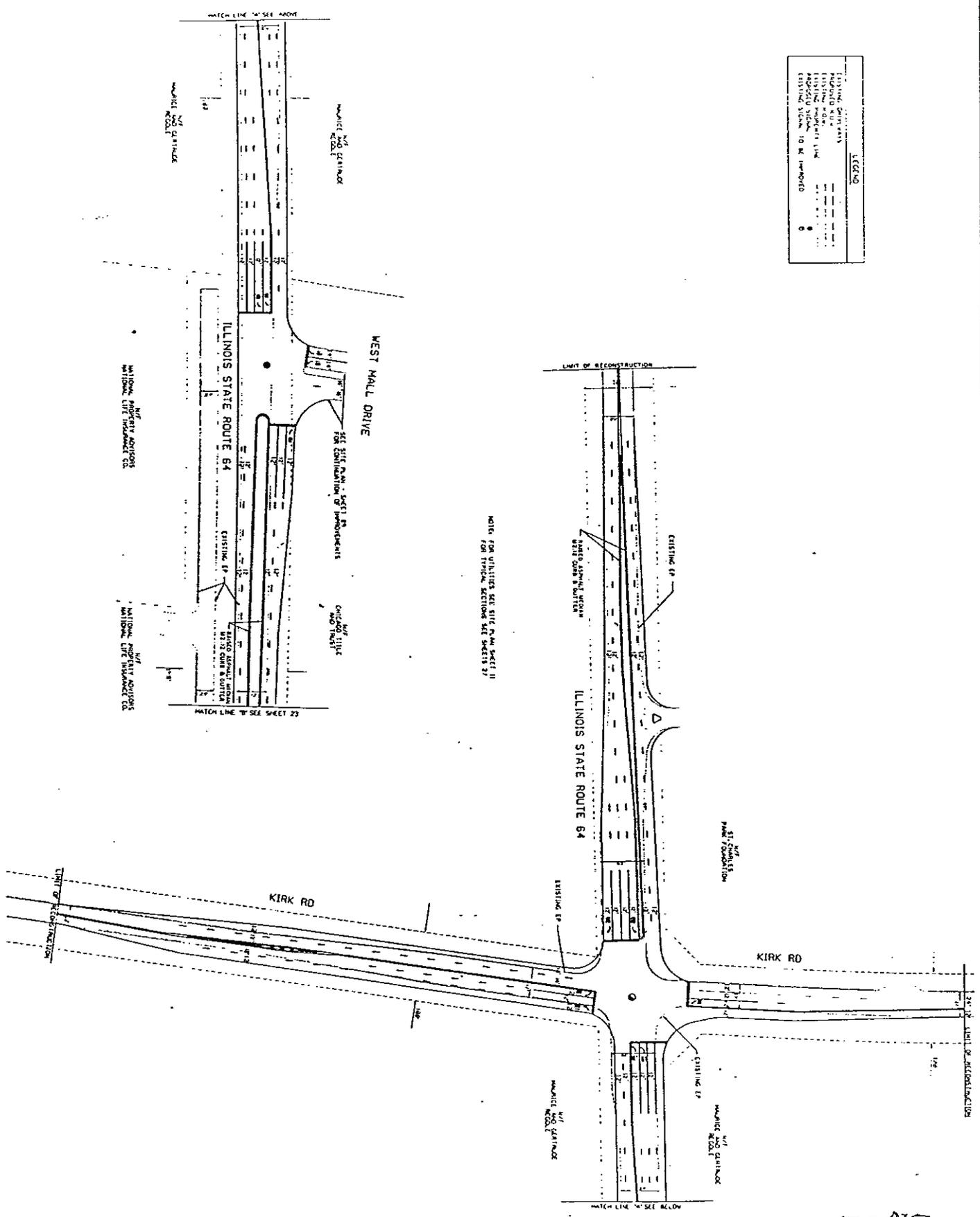
VERTICAL SCALE 1/4" = 1'-0"

PRELIMINARY PLAN

<p>3729</p> <p>-19-</p>		<p>DATE: _____</p> <p>SCALE: _____</p> <p>PROJECT: _____</p>
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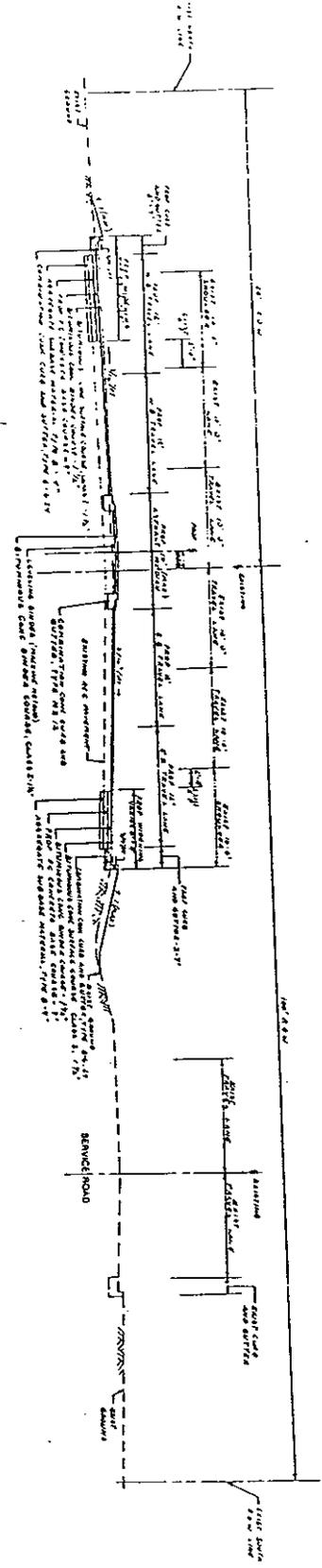
LEGEND	
---	EXISTING DRIVEWAY
---	PROPOSED DRIVEWAY
---	EXISTING SIDEWALK
---	PROPOSED SIDEWALK
---	EXISTING SIGN
---	PROPOSED SIGN
---	EXISTING SIGN TO BE IMPROVED

NOTE FOR UTILITIES SEE SITE PLAN SHEET II FOR TYPICAL SECTION SEE SHEET 21

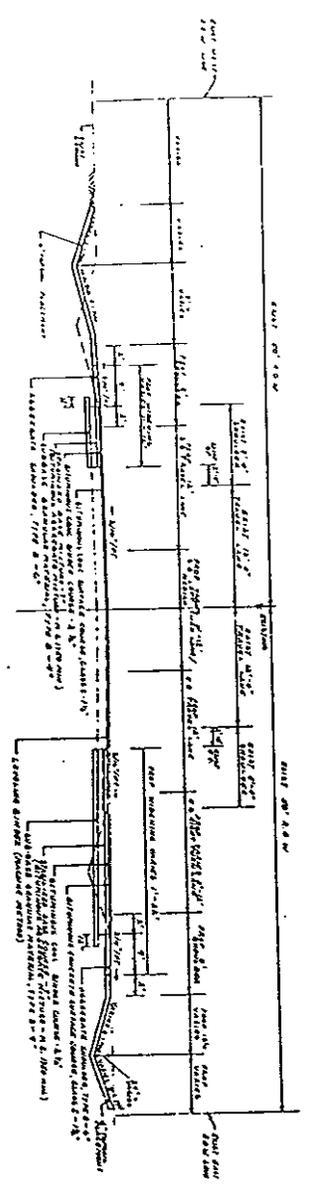


PRELIMINARY PLAN

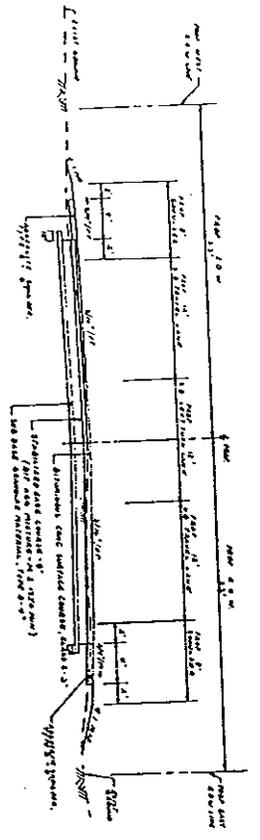
3729 -22	CHARLES TOWNE WALL ROUTE 64 IMPROVEMENTS WEST	SEAR-BROWN ASSOCIATES, P.C. REGISTERED PROFESSIONAL ENGINEERS AND ARCHITECTS 1000 WEST 10TH STREET, SUITE 100 CHICAGO, ILLINOIS 60607	PROJECT NO. 03-001 DATE: 03/20/03	1. THIS PLAN IS TO BE USED IN CONJUNCTION WITH THE CITY ENGINEER'S DESIGN AND SPECIFICATIONS. 2. THE CITY ENGINEER'S DESIGN AND SPECIFICATIONS SHALL BE THE GOVERNING DOCUMENT. 3. THE CONTRACTOR SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND UTILITIES INFORMATION. 4. THE CONTRACTOR SHALL BE RESPONSIBLE FOR VERIFYING THE ACCURACY OF ALL FIELD DATA.
	PREPARED BY: [Signature] CHECKED BY: [Signature] DATE: 03/20/03			SCALE: AS SHOWN SHEET NO. 22 OF 22



RTE 44 - TYPICAL 5 LANE SECTION



KIRK ROAD - WALL ENTRANCE

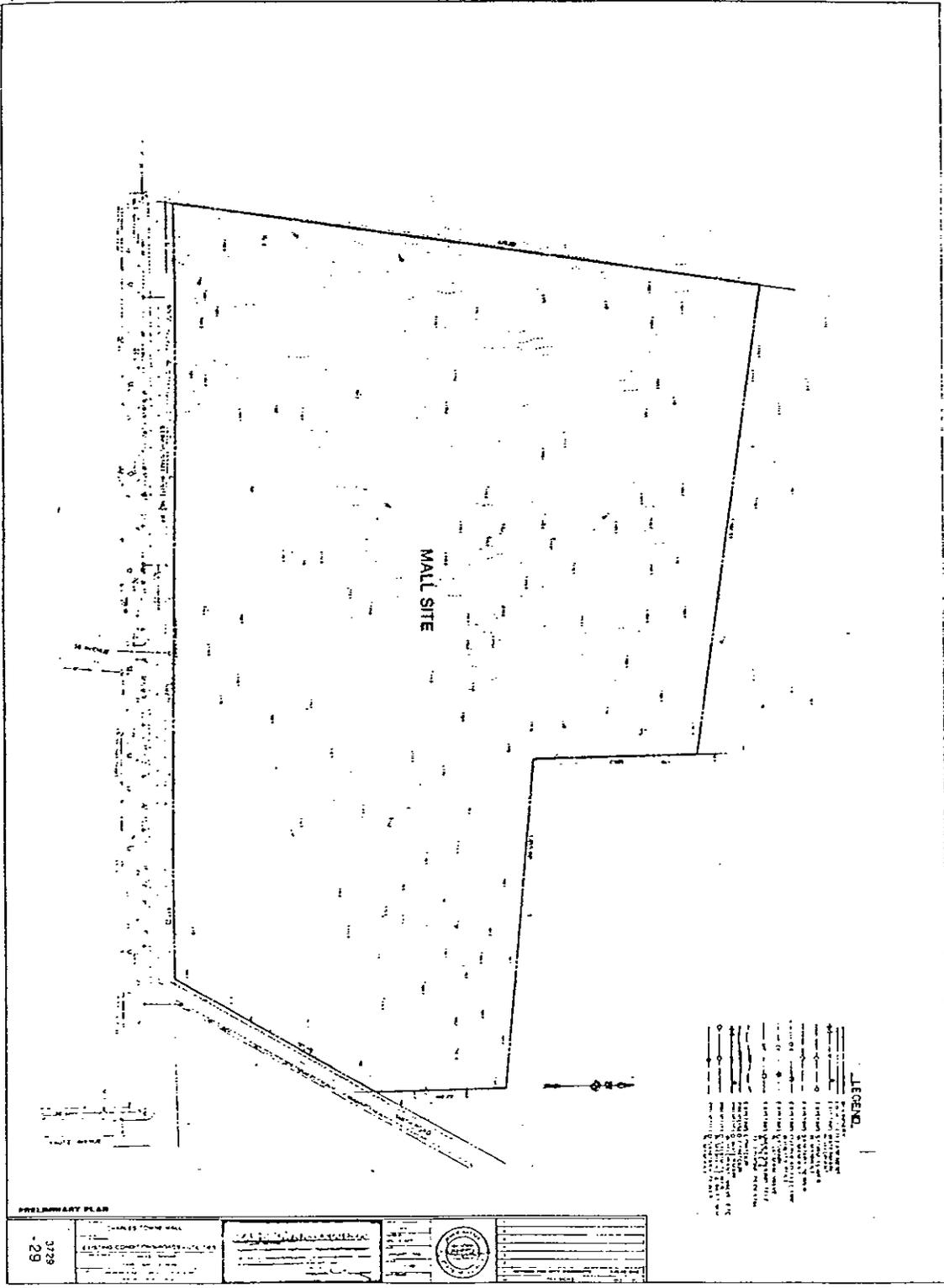


SMITH ROAD AT RTE 44

CHARLES TOWNE MALL TYPICAL ROADWAY SECTIONS 3729 .27			1. THESE SECTIONS ARE NOT COMPLETE UNLESS ALL NOTES ARE READ AND UNDERSTOOD.
			2. REVISIONS PER CITY COMMENTS.
DATE: 10/15/00			3. ALL DIMENSIONS ARE IN FEET AND INCHES.
DRAWN BY: [Name]			4. ALL DIMENSIONS ARE TO FACE UNLESS OTHERWISE NOTED.
CHECKED BY: [Name]			5. ALL DIMENSIONS ARE TO FACE UNLESS OTHERWISE NOTED.
APPROVED BY: [Name]			6. ALL DIMENSIONS ARE TO FACE UNLESS OTHERWISE NOTED.

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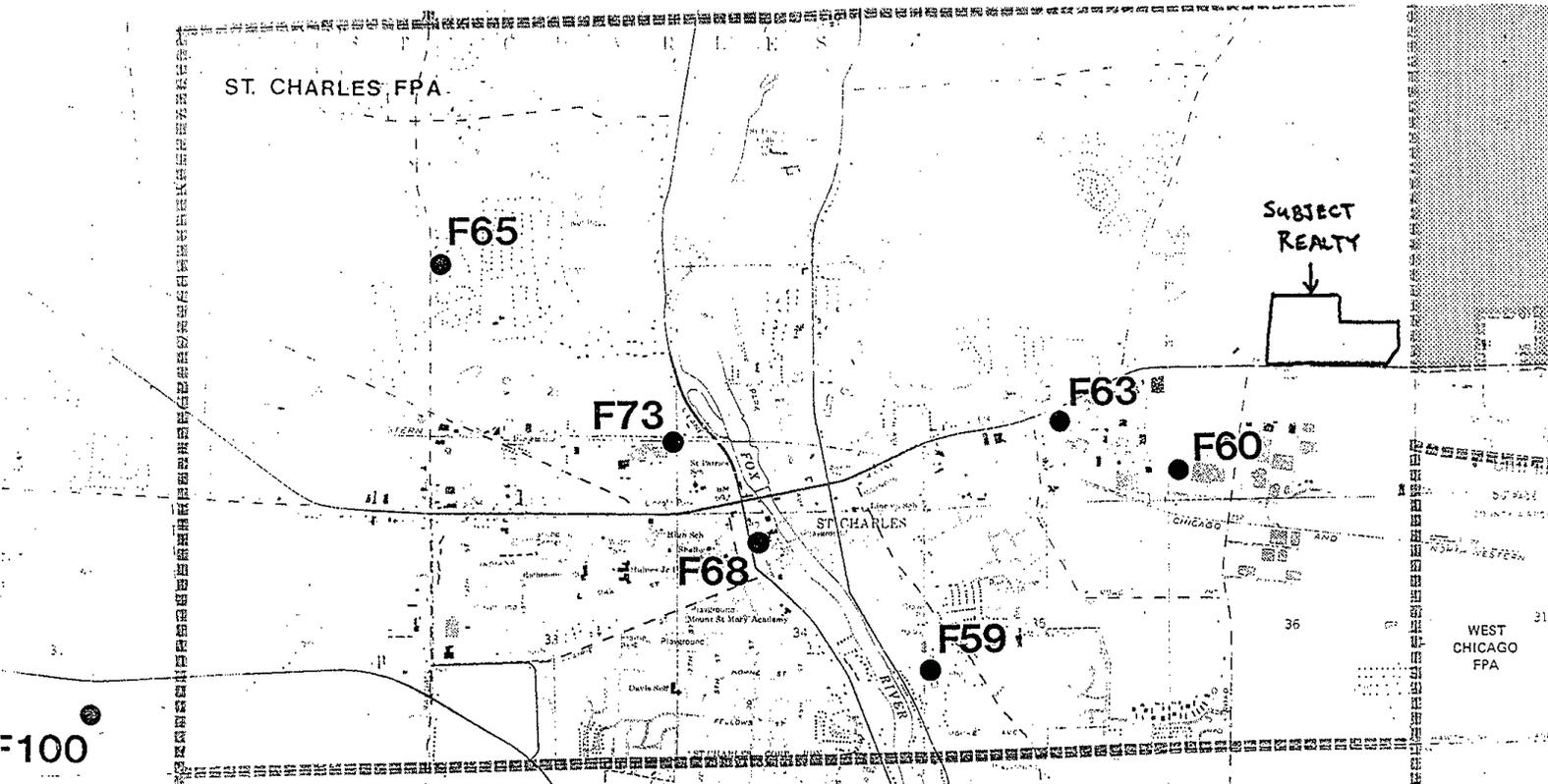
30' x 42'



- LEGEND**
- PROPOSED
 - EXISTING
 - PROPERTY LINE
 - LOT LINE
 - DRIVE
 - SIDEWALK
 - CURB
 - PARKING SPACE
 - TREE
 - LANDSCAPING
 - FENCE
 - SIGN
 - LIGHT FIXTURE
 - UTILITY
 - ELEVATION
 - FINISH
 - MATERIAL
 - DIMENSION
 - AREA
 - VOLUME
 - WEIGHT
 - LENGTH
 - WIDTH
 - HEIGHT
 - DIAMETER
 - RADIUS
 - ANGLE
 - DEGREE
 - PERCENT
 - FEET
 - INCHES
 - METERS
 - KILOMETERS
 - MILES
 - SQUARE FEET
 - SQUARE METERS
 - CUBIC FEET
 - CUBIC METERS
 - GALLONS
 - LITERS
 - POUNDS
 - KILOGRAMS
 - HOURS
 - MINUTES
 - SECONDS
 - DAYS
 - WEEKS
 - MONTHS
 - YEARS
 - DECIMALS
 - FRACTIONS
 - PERCENTS
 - DECIBELS
 - HERTZ
 - WATTS
 - VOLTS
 - AMPERES
 - OHMS
 - NEWTONS
 - KILOGRAMS
 - METERS PER SECOND
 - METERS PER SECOND SQUARED
 - METERS PER SECOND CUBED
 - METERS PER SECOND TO THE FOURTH
 - METERS PER SECOND TO THE FIFTH
 - METERS PER SECOND TO THE SIXTH
 - METERS PER SECOND TO THE SEVENTH
 - METERS PER SECOND TO THE EIGHTH
 - METERS PER SECOND TO THE NINTH
 - METERS PER SECOND TO THE TENTH
 - METERS PER SECOND TO THE ELEVENTH
 - METERS PER SECOND TO THE TWELFTH
 - METERS PER SECOND TO THE THIRTEENTH
 - METERS PER SECOND TO THE FOURTEENTH
 - METERS PER SECOND TO THE FIFTEENTH
 - METERS PER SECOND TO THE SIXTEENTH
 - METERS PER SECOND TO THE SEVENTEENTH
 - METERS PER SECOND TO THE EIGHTEENTH
 - METERS PER SECOND TO THE NINETEENTH
 - METERS PER SECOND TO THE TWENTIETH
 - METERS PER SECOND TO THE TWENTYFIRST
 - METERS PER SECOND TO THE TWENTYSECOND
 - METERS PER SECOND TO THE TWENTYTHIRD
 - METERS PER SECOND TO THE TWENTYFOURTH
 - METERS PER SECOND TO THE TWENTYFIFTH
 - METERS PER SECOND TO THE TWENTYSIXTH
 - METERS PER SECOND TO THE TWENTYSEVENTH
 - METERS PER SECOND TO THE TWENTYEIGHTH
 - METERS PER SECOND TO THE TWENTYNINTH
 - METERS PER SECOND TO THE THIRTIETH

PRELIMINARY PLAN

PROJECT NO. 3729 SHEET NO. 28	CLIENT: JAMES TOWN MALL 1515 10TH STREET, WASHINGTON, DC 20004	ARCHITECT: JAMES TOWN ARCHITECTS 1515 10TH STREET, WASHINGTON, DC 20004		DATE: 10/15/2010 SCALE: AS SHOWN
----------------------------------	---	--	--	-------------------------------------



-100

SCALE 1" = 1/4 MILE

LEGEND

-  FACILITIES PLANNING AREA BOUNDARY
-  FPA BOUNDARY
-  CONFLICT AREAS
-  POINT SOURCE LOCATION AND NUMBER
-  EXTENSIONS OF WASTEWATER SERVICE BEYOND FPA BOUNDARY



THIS MAP COMPLIES WITH NATIONAL MAP ACCURACY STANDARDS FOR SALE BY U.S. GEOLOGICAL SURVEY, RESTON, VIRGINIA 22092 AND BY THE STATE GEOLOGICAL SURVEY, URBANA, ILLINOIS 61801 A FOLDER DESCRIBING TOPOGRAPHIC MAPS AND SYMBOLS IS AVAILABLE ON REQUEST

CONTOUR INTERVAL 10 FEET
 DOTTED LINES REPRESENT 5 FOOT CONTOURS
 NATIONAL GEODETIC VERTICAL DATUM OF 1929

Prepared by: NORTHEASTERN ILLINOIS PLANNING COMMISSION

EXHIBIT "D"

EXHIBIT " E "

ORDINANCE NO. 1988-M- _____

AN ORDINANCE VACATING A PORTION OF SMITH ROAD

WHEREAS, the Illinois Municipal Code (Chapter 24, Illinois Revised Statutes, 1987, Section 11-91-1) provides that whenever the corporate authorities of any municipality determine that the public interest will be subserved by the vacating of any street or part thereof within their jurisdiction, they may vacate that street or part thereof by an ordinance; and

WHEREAS, said Section further provides that the ordinance shall be passed by an affirmative vote of at least three-fourths of the alderman then holding office; and

WHEREAS, said Section further provides that the vote shall be taken by ayes and noes and entered on the records of the corporate authorities; and

WHEREAS, said Section further provides that the ordinance shall not become effective until the owners of property abutting upon the street or part thereof so vacated shall pay compensation in an amount which, in the judgment of the corporate authorities, shall be equal to the benefits which will accrue to them by reason of that vacation; and

WHEREAS, said Section further provides that if there are

any public service facilities in said street or part thereof, the ordinance may also reserve to the municipality or to the public utility, as the case may be, owning such facilities, such property, rights of way and easements as, in the judgment of the corporate authorities, are necessary or desirable for continuing public service by means of those facilities, for maintenance, renewal and reconstruction thereof; and

WHEREAS, the Illinois Municipal Code (Chapter 24, Illinois Revised Statutes, 1981, Section 11-91-2) provides whenever any street or part thereof is vacated under or by virtue of any ordinance of any municipality, the title to the land included within the street or part thereof so vacated vests in the then owner of the land abutting thereon in the same proportions and to the extent as though the street has been dedicated by common law plat (as distinguished from a statutory plat), and as though the fee of the street has been acquired by the owners as part of the land abutting on the street;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ST. CHARLES, KANE AND DU PAGE COUNTIES, ILLINOIS, AS FOLLOWS:

1. That upon payment of \$1.00 (One Dollar) and subject to the provisions set forth herein, the portion of the street shown in the plat attached hereto as Exhibit "E-1", and described in Exhibit "E2" be and is hereby vacated.

PROVIDED, however, that the CITY OF ST. CHARLES reserves

and retains the right to construct, reconstruct, maintain, operate, renew, repair and replace by itself or by any licensee or a holder of a franchise from the CITY OF ST. CHARLES any poles, wires, pipes, conduits, sanitary and storm sewer mains, water mains, electrical, cable television, or any other facility or equipment or appurtenance thereto for the maintenance or operation of any utility over, under and upon the portion of street shown in Exhibits E-1 and E-2 as being vacated by this Ordinance; and until a new section of Smith Road between a point 860 feet northerly of Illinois Route 64 and Route 64 is completed and accepted by City, the City of St. Charles reserves and retains the right to maintain all of the existing right of way as if this Ordinance had never been passed.

2. This Ordinance shall not become effective unless and until a relocated section of Smith Road between a point 860 feet northerly of Illinois Route 64 and Illinois Route 64 is completed and accepted by the City.

3. The City Clerk is directed to record a duly certified copy of this Ordinance of Vacation in the Office of the Recorder of Deeds of Kane County, Illinois.

4. This Ordinance shall be in full force and effect from and after its passage and approval pursuant to law.

PRESENTED to the City Council of the City of St. Charles, Illinois this ____ day of _____, 1988.

PASSED by the City Council of the City of St. Charles,

Ordinance No. _____
Page 4

Illinois this ____ day of _____, 1988.

APPROVED by the Mayor of the City of St. Charles,
Illinois this ____ day of _____, 1988.

Mayor

ATTEST:

City Clerk

COUNCIL VOTE:

Ayes: _____

Nays: _____

Absent: _____

This instrument was prepared by:
Allen L. Landmeier
15 N. 2nd Street
Geneva, IL 60134

CITY OF ST. CHARLES

ORDINANCE NO. 1989-Z-8

AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10
ENTITLED "AN ORDINANCE GRANTING A SPECIAL USE
AS A PLANNED UNIT DEVELOPMENT FOR CHARLESTOWNE MALL"

ADOPTED BY THE

CITY COUNCIL

OF THE

CITY OF ST. CHARLES

THIS 18TH DAY OF SEPTEMBER, 1989

PUBLISHED IN PAMPHLET FORM BY
AUTHORITY OF THE CITY COUNCIL
OF THE CITY OF ST. CHARLES,
KANE AND DU PAGE COUNTIES,
ILLINOIS, THIS 22ND DAY OF
SEPTEMBER, 1989

Jean M. Connors

CITY CLERK

(S E A L)

DATE OF PUBLICATION 1/22/89
NEWSPAPER Examiner

ORDINANCE NO. 1989-Z-8

REFER TO:
MINUTES 9-18-88
PAGE 2770

**AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10
ENTITLED "AN ORDINANCE GRANTING A SPECIAL USE
AS A PLANNED UNIT DEVELOPMENT FOR CHARLES TOWNE MALL"**

WHEREAS, a petition for amendment to Ordinance 1988-Z-10 entitled " An Ordinance granting a Special Use as a Planned Unit Development for Charles Towne Mall" (hereinafter the "Ordinance") has been filed with respect to the real estate described in Exhibit "A" attached hereto and made a part hereof (hereinafter sometimes referred to as "Subject Realty") by Charwil Associates Limited Partnership, an Illinois Limited Partnership, owner of record of the Subject Realty and successor in interest to Chicago Title and Trust Company, a corporation of Illinois, as Trustee under the provisions of a Trust Agreement dated January 25, 1984 and known as Trust No. 1084616, and by Wilmorite, Inc., an Illinois Foreign Corporation; and

WHEREAS, the St. Charles Plan Commission has held a public hearing on said petition in accordance with law; and

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

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

SECTION 1. RESTATEMENT OF ORDINANCE. That the provisions of the Ordinance hereinbefore referred to are incorporated herein and made a part hereof as if fully set forth herein and are in full force and effect subject to the modifications hereinafter set forth.

SECTION 2. AMENDMENT OF ORDINANCE. That the Ordinance is amended as follows:

A. That Paragraph O of Section 2 be amended by deleting the same in its entirety and by substituting the following therefor:

"O. BUILDING PERMITS

No building permit shall be issued for construction of any structure on the Subject Realty until after a preliminary plan, engineering plans, and a final plat have been approved and a final plat has been recorded for the unit or phase in which the building permit or permits are requested. The Building Commissioner may, however, issue foundation permits and structural steel erection permits on the Subject Realty to the OWNER, Charwil Associates Limited Partnership, an Illinois Limited Partnership, only, prior to the approval and recording of the final plat upon the submission to the Building Commissioner of acceptable plans and specifications for said foundations and structural steel work; provided, however, that such permits and erection shall be at OWNER and DEVELOPER's sole risk that a final plat may not be approved and that additional permits may not be issued until the Final Plat is approved and recorded. In the event a foundation permit or structural steel permit is requested pursuant to the preceding sentence, such request shall be accompanied by an engineer's estimate of the cost of removal of structural steel from the site, demolition and removal of concrete as deemed necessary, and/or filling and regrading of land to return the site to a non-hazardous condition including but not limited to safety and drainage, as determined by the City Engineer and Building Commissioner. OWNER shall provide a guarantee in the

form and by an institution acceptable to the City Council in accordance with other guarantees required hereunder, in an amount equal to 115% of the approved estimate. Such guarantee shall permit City to draw thereon to pay any costs incurred by City in connection herewith. The term of the letter of credit shall be two years. A foundation permit and/or structural steel erection permit shall become void one (1) year after issuance of the foundation permit in the event a final plat covering the phase in which the foundation is located is not recorded within one year after issuance of the foundation permit. In the event such permits become void, the City shall have a license to enter the Subject Realty and the option but not the responsibility of restoring the site to a non-hazardous condition. No building permit including a foundation permit and structural steel erection permit shall be issued prior to the time that construction or permanent roads are passable for ingress and egress by emergency and inspection vehicles. Determination of acceptable condition of the roads shall be made by the City Engineer."

B. That Subparagraph 1 of Paragraph M entitled "GUARANTEE FOR COMPLETION OF PUBLIC IMPROVEMENTS" of Section 2 be amended by deleting the same in its entirety and by substituting the following therefor:

"1. After approval of each Final Plat and prior to signature by the Mayor and City Engineer, the OWNER shall present a guarantee for completion of the onsite and offsite Land

Improvements required herein and by the St. Charles Municipal Code as presently constituted including but not limited to the required Land Improvements. Notwithstanding the preceding sentence, OWNER shall be permitted to present the required guarantee for completion of traffic signalization, improvements to Smith Road in its present location, and traffic lanes, turn bays and approaches at Illinois State Route 64, all as described in Paragraph K above, no later than the time of issuance of the first building permit, beyond a foundation permit or structural steel erection permit, upon the Subject Realty; provided, in no event shall construction begin therefor before the guarantee of completion (the "Guarantee") has been accepted by the City. Provided further that OWNER may utilize any one of the alternative forms described in Section 16.12.220 of the St. Charles Municipal Code."

SECTION 3. That this Ordinance shall become effective from and after its passage and approval in accordance with law.

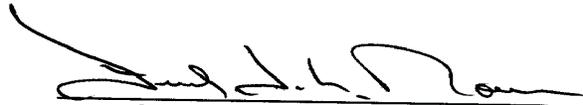
PRESENTED to the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois, this 18th day of September, 1989.

PASSED by the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois, this 18th day of September, 1989.

APPROVED by the Mayor of the City of St. Charles, Kane and DuPage Counties, Illinois, this 18th day of September,

Ordinance No. 1989-Z-8
Page 5

1989.


MAYOR

ATTEST:


CITY CLERK

COUNCIL VOTE:

Ayes: 10
Nays: 0
Absent: 0

EXHIBIT "A"

ALL THAT TRACT OR PARCEL OF LAND in the North Half of Section 25, Township 40 North, Range 8 East of the Third Principal Meridian described as follows: Commencing at the northeast corner of the Northeast Quarter of said Section 25; thence South 0 degrees 14'26" West along the east line of said Northeast Quarter 1514.30 feet; thence North 83 degrees 24' West 100.62 feet to a point that is 100.0 feet westerly of said east line (measured at right angles thereto) for a point of beginning; thence continuing North 83 degrees 24' West 1015.80 feet; thence North 0 degrees 03' West parallel with the east line of the South Half of Section 24, in the Township and Range aforesaid 505.23 feet; thence westerly along a line forming an angle of 99 degrees 29'29" with the last described course (measured clockwise therefrom) 1461.93 feet to a point on the easterly line of a tract conveyed to Maurice L. Ragole and Gertrude B. Ragole by Document 542269 that is 1877.42 feet northeasterly of the center line of Illinois State Route No. 64 (as measured along said easterly line); thence southerly along the easterly line of said Ragole tract forming an angle of 90 degrees 00' with the last described course (measured clockwise therefrom) 1877.42 feet to the center line of Illinois State Route No. 64; thence easterly along said center line 2404.88 feet to the point of intersection of the center line of Smith Road; thence northeasterly along the center line of said Smith Road 690.68 feet to a line drawn parallel with the east line of said North Half from the point of beginning; thence northerly along said parallel line 467.09 feet to the point of beginning, in St. Charles Township, Kane County, Illinois and containing 88.289 acres.

STATE OF ILLINOIS)
)
COUNTIES OF KANE AND DU PAGE) SS.

C E R T I F I C A T E

I, Jean M. Connors, certify that I am the duly elected and acting municipal clerk of the City of St. Charles, Kane and DuPage Counties, Illinois.

I further certify that on September 18, 1989 the Corporate Authorities of such municipality passed and approved Ordinance No. 1989-Z-8, entitled AN ORDINANCE AMENDING ORDINANCE NO.

1988-Z-10 ENTITLED "AN ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT DEVELOPMENT FOR CHARLESTOWNE MALL,"

which provided by its terms that it should be published in pamphlet form.

The pamphlet form of Ordinance No. 1989-Z-8, including the Ordinance and a cover sheet thereof was prepared, and a copy of such Ordinance was posted in the municipal building, commencing on September 22, 1989, and continuing for at least ten days thereafter. Copies of such Ordinance were also available for public inspection upon request in the office of the municipal clerk.

DATED at St. Charles, Illinois, this 20th day of September, 1989.

Jean M. Connors
Municipal Clerk

(S E A L)

CITY OF ST. CHARLES

ORDINANCE NO. 1991-Z-2

AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10
ENTITLED, "AN ORDINANCE GRANTING A SPECIAL USE AS
A PLANNED UNIT DEVELOPMENT FOR CHARLESTOWNE MALL"

ADOPTED BY THE

CITY COUNCIL

OF THE

CITY OF ST. CHARLES

THIS 1ST DAY OF APRIL, 1991

PUBLISHED IN PAMPHLET FORM BY
AUTHORITY OF THE CITY COUNCIL
OF THE CITY OF ST. CHARLES,
KANE AND DU PAGE COUNTIES,
ILLINOIS, THIS 5TH DAY OF
APRIL, 1991


CITY CLERK

(S E A L)

DATE OF PUBLICATION 4/15/91
NEWSPAPER Pamphlet form

ORDINANCE NO. 1991-Z-2

REFER TO:
MINUTES 4-1-91
PAGE

AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10
ENTITLED, "AN ORDINANCE GRANTING A SPECIAL USE
AS A PLANNED UNIT DEVELOPMENT FOR CHARLESTOWNE MALL"

WHEREAS, a Petition for a Special Use as a Planned Unit Development in the R-1 Single-Family Residence District for the real estate described in Exhibit "A" attached hereto and made a part hereof (hereinafter sometimes referred to as "Subject Realty"), has been filed by Charwil Associates Limited Partnership, an Illinois limited partnership, owner of record of the Subject Realty (hereinafter referred to as "Owner"); and

WHEREAS, the Plan Commission has held a public hearing on said Petition in accordance with law; and

WHEREAS, the City Council of the City of St. Charles, has received the recommendation of the Plan Commission and has considered same.

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

SECTION 1: That Section 17.06.020 of Title 17 of the St. Charles Municipal Code, as amended, and as set forth in the Zoning Map as described therein and on file in the office of The City Clerk, is hereby amended by adding the Subject Realty as a special use under the terms and conditions of Ordinance No. 1988-Z-10, entitled, "An Ordinance Granting a Special Use as a Planned Unit Development for Charlestowne Mall", adopted by the City Council of the City of St. Charles, on September 19, 1988, which Ordinance is incorporated herein by reference.

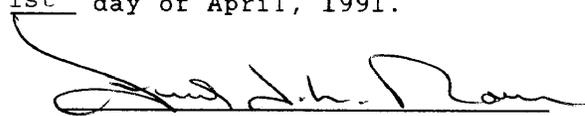
SECTION 2: That the Subject Realty may be developed in accordance with the terms and conditions of said Ordinance 1988-Z-10, provided that the Owner of the Subject Realty shall not be required to submit, for approval by the City, any preliminary

plans, engineering plans or a final plat as may be required under Titles 16 and 17 of the St. Charles Municipal Code, as amended, or Ordinance 1988-Z-10.

SECTION 3: That this Ordinance shall become effective from and after its passage and approval in accordance with law.

PRESENTED and PASSED by the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois, this 1st day of April, 1991.

APPROVED by the Mayor of the City of St. Charles, Kane and DuPage Counties, Illinois, this 1st day of April, 1991.



Mayor

ATTEST:



City Clerk

COUNCIL VOTE:

AYES:	<u>9</u>
NAYS:	<u>0</u>
ABSENT:	<u>1</u>
ABSTAINING:	<u>0</u>
HOLDING OFFICE:	<u>10</u>

PARCEL ONE:

THAT PART OF THE NORTH EAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS:
COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTH EAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 589.91 FEET FOR THE POINT OF BEGINNING

THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 101.98 FEET TO AN ANGLE IN THE EASTERLY LINE OF CHARLESTOWNE CENTRE MALL, ST. CHARLES, KANE COUNTY, ILLINOIS, BEING ON THE CENTER LINE OF SMITH ROAD; THENCE NORTHERLY ALONG AN EAST LINE OF SAID CHARLESTOWNE CENTRE MALL FORMING AN ANGLE OF 89 DEGREES, 51 MINUTES, 00 SECONDS WITH THE PROLONGATION OF THE LAST DESCRIBED COURSE (MEASURED CLOCKWISE THEREOF) 110.0 FEET; THENCE EASTERLY AT RIGHT ANGLES TO THE EAST LINE OF SAID QUARTER 102.0 FEET TO SAID EAST LINE; THENCE SOUTHERLY ALONG THE EAST LINE OF SAID QUARTER 110.0 FEET TO THE POINT OF BEGINNING, IN ST. CHARLES TOWNSHIP, KANE COUNTY, ILLINOIS.

PARCEL TWO:

THAT PART OF THE NORTH EAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:
COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTH EAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 296.64 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 235.0 FEET FOR THE POINT OF BEGINNING; THENCE CONTINUING WESTERLY ALONG THE PROLONGATION OF THE LAST DESCRIBED COURSE 39.26 FEET TO THE CENTER LINE OF SMITH ROAD; THENCE NORTHEASTERLY ALONG THE CENTER LINE OF SAID SMITH ROAD FORMING AN ANGLE OF 59 DEGREES, 3 MINUTES, 03 SECONDS WITH THE LAST DESCRIBED COURSE (MEASURED COUNTER CLOCKWISE THEREFROM) 77.52 FEET TO A LINE DRAWN PARALLEL WITH SAID EAST LINE FROM THE POINT OF BEGINNING; THENCE SOUTHERLY ALONG SAID PARALLEL LINE 66.84 FEET TO THE POINT OF BEGINNING, IN ST. CHARLES TOWNSHIP, KANE COUNTY, ILLINOIS.

PARCEL THREE:

THAT PART OF THE NORTH EAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:
COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTH EAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 296.64 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 383.48 FEET; THENCE SOUTHERLY PARALLEL WITH SAID EAST LINE 185.91 FEET TO THE CENTER LINE OF SMITH ROAD FOR THE POINT OF BEGINNING; THENCE CONTINUING SOUTHERLY PARALLEL WITH SAID EAST LINE 116.14 FEET TO THE CENTER LINE OF SAID STATE ROUTE; THENCE WESTERLY ALONG THE CENTER LINE OF SAID STATE ROUTE 68.35 FEET TO THE CENTER LINE OF SAID SMITH ROAD EXTENDED SOUTHWESTERLY; THENCE NORTHEASTERLY ALONG THE CENTER LINE EXTENDED AND THE CENTER LINE OF SAID SMITH ROAD 134.9 FEET TO THE POINT OF BEGINNING, IN ST. CHARLES TOWNSHIP, KANE COUNTY, ILLINOIS.

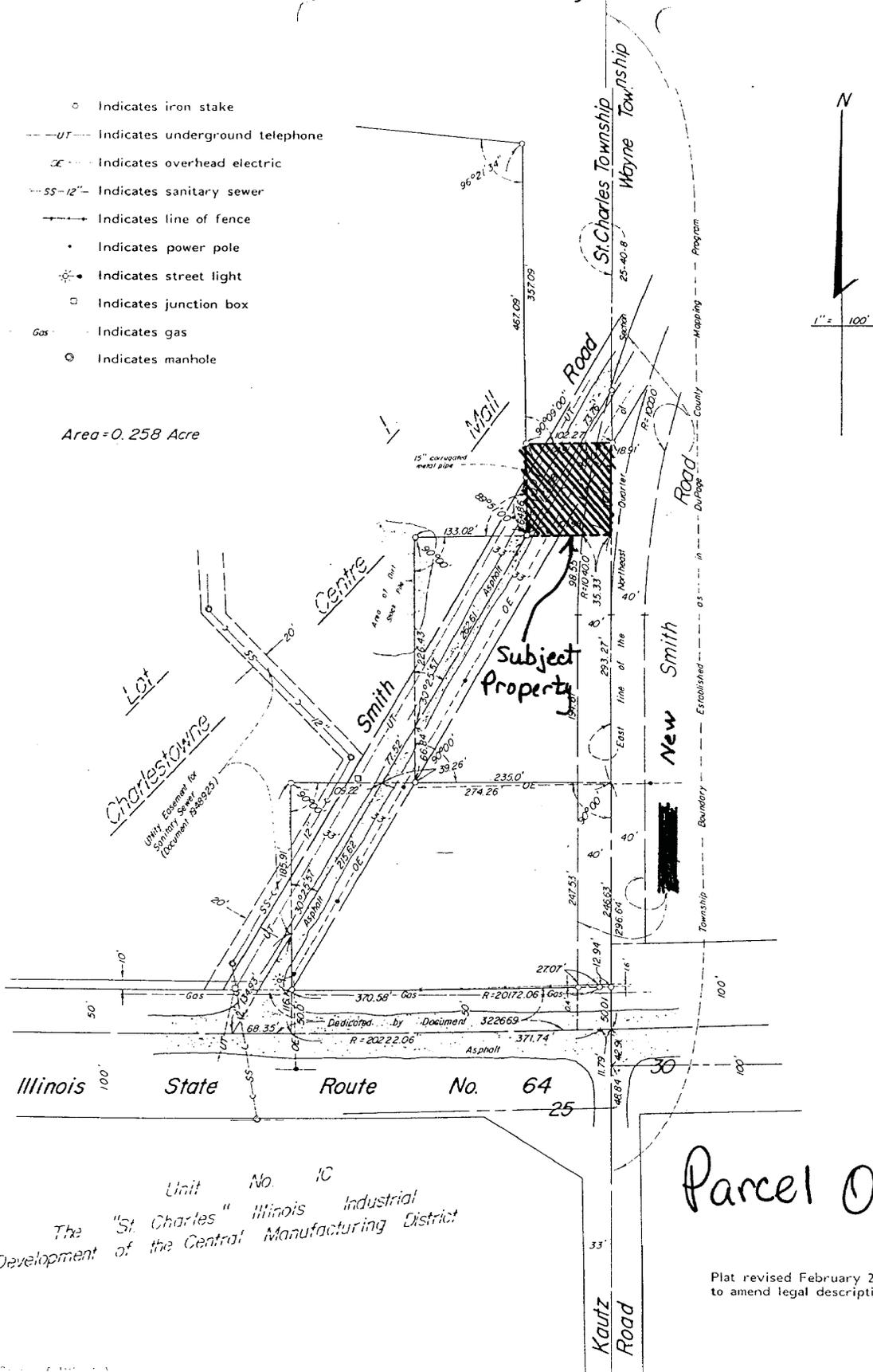
St. Charles Township

Kane County

Illinois

- Indicates iron stake
- UT--- Indicates underground telephone
- ⊗ Indicates overhead electric
- SS-12" Indicates sanitary sewer
- F--- Indicates line of fence
- Indicates power pole
- ⊙ Indicates street light
- Indicates junction box
- Gas Indicates gas
- ⊙ Indicates manhole

Area = 0.258 Acre



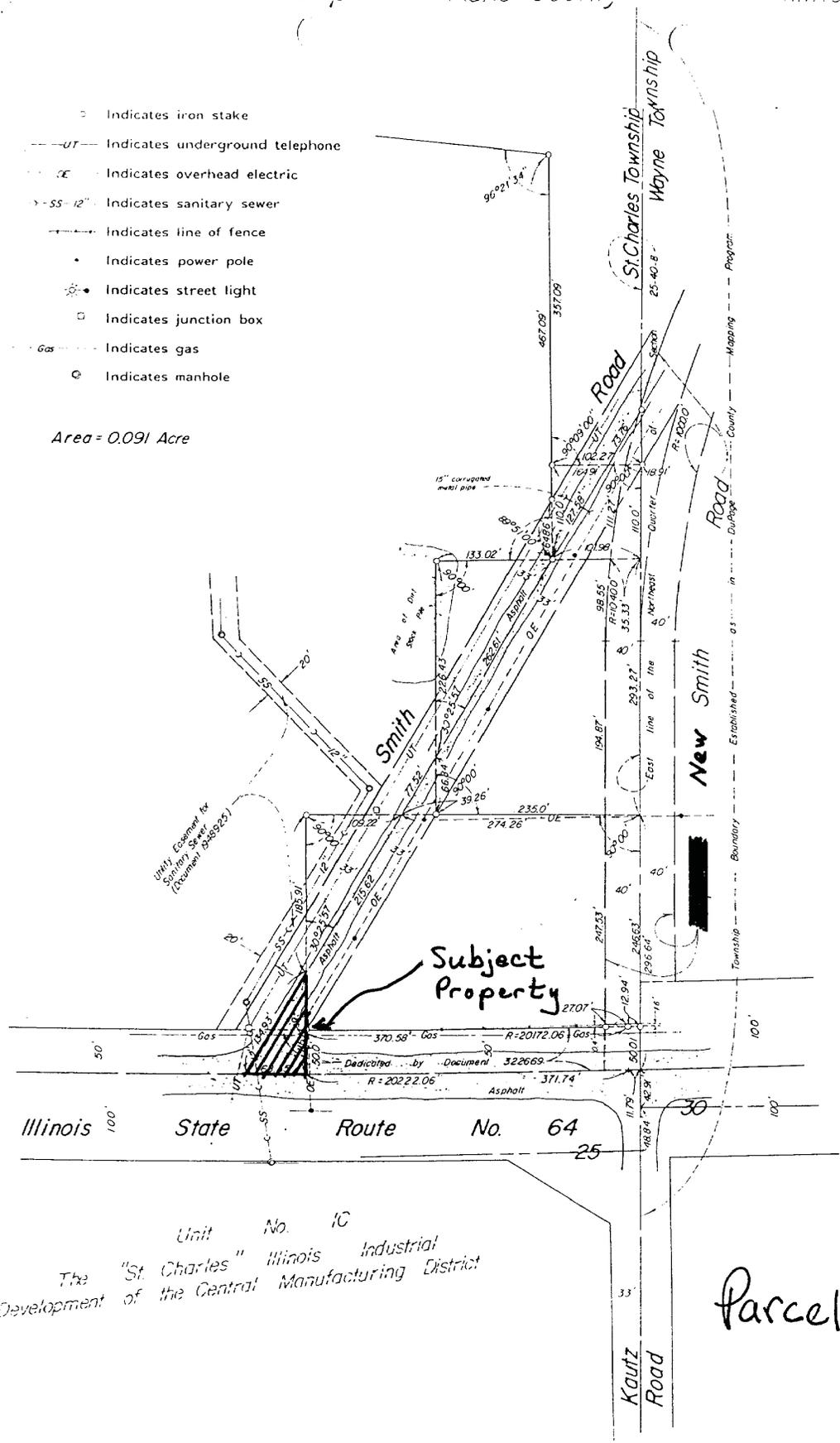
Unit No. 10
 The "St. Charles" Illinois Industrial
 Development of the Central Manufacturing District

Parcel ONE

Plat revised February 23, 1961
to amend legal description.

- ⊙ Indicates iron stake
- UT--- Indicates underground telephone
- OE--- Indicates overhead electric
- SS-12"--- Indicates sanitary sewer
- OF--- Indicates line of fence
- Indicates power pole
- ⊙ Indicates street light
- Indicates junction box
- Gas--- Indicates gas
- ⊙ Indicates manhole

Area = 0.091 Acre



Unit No. 1C
 The "St. Charles" Illinois Industrial
 Development of the Central Manufacturing District

Parcel Three

4.

STATE OF ILLINOIS)
)
COUNTIES OF KANE AND DU PAGE) SS.

C E R T I F I C A T E

I, Jean M. Connors, certify that I am the duly elected and acting municipal clerk of the City of St. Charles, Kane and DuPage Counties, Illinois.

I further certify that on April 1, 1991 the Corporate Authorities of such municipality passed and approved Ordinance No. 1991-Z-2, entitled AN ORDINANCE AMENDING ORDINANCE NO.

1988-Z-10 ENTITLED, "AN ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT DEVELOPMENT FOR CHARLESTOWNE MALL"

which provided by its terms that it should be published in pamphlet form.

The pamphlet form of Ordinance No. 1991-Z-2, including the Ordinance and a cover sheet thereof was prepared, and a copy of such Ordinance was posted in the municipal building, commencing on April 5, 1991, and continuing for at least ten days thereafter. Copies of such Ordinance were also available for public inspection upon request in the office of the municipal clerk.

DATED at St. Charles, Illinois, this 3rd day of April, 1991.

Jean M. Connors
Municipal Clerk

(S E A L)

CITY OF ST. CHARLES

ORDINANCE NO. 1994-Z-8

AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10
(Charlestowne Mall PUD)

ADOPTED BY THE

CITY COUNCIL

OF THE

CITY OF ST. CHARLES

THIS 20TH DAY OF JUNE, 1994

PUBLISHED IN PAMPHLET FORM BY
AUTHORITY OF THE CITY COUNCIL
OF THE CITY OF ST. CHARLES,
KANE AND DU PAGE COUNTIES,
ILLINOIS, THIS 24TH DAY OF
JUNE, 1994


CITY CLERK

(S E A L)

DATE OF PUBLICATION 6/24/94
NEWSPAPER Pamphlet Form

REFER TO:
MINUTES 6/20/94
PAGE _____

ORDINANCE NO. 1994-Z-8

**AN ORDINANCE AMENDING ORDINANCE No. 1988-Z-10
(Charlestowne Mall PUD)**

WHEREAS, a petition to amend Ordinance No. 1988-Z-10, entitled "AN ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT DEVELOPMENT FOR CHARLES TOWNE MALL" as amended by Ordinance 1991-Z-2, entitled "AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10 ENTITLED, 'AN ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT DEVELOPMENT FOR CHARLESTOWNE MALL' (hereinafter collectively referred to as the "ORDINANCE"), for the real estate described in Exhibit "I" attached hereto and made a part hereof (hereinafter referred to as "SUBJECT REALTY"), has been filed by Charwil Associates Limited Partnership, owner of the SUBJECT REALTY (hereinafter referred to as "OWNER"); and

WHEREAS, said petition requests an amendment to the ORDINANCE for the purpose of providing a building site for a free-standing 30,000 square foot retail building to be located on the proposed Charwil's Second Resubdivision of Charlestowne Centre Mall, in the City of St. Charles, Kane and DuPage Counties, Illinois; and

WHEREAS, the Plan Commission has held a public hearing on the said petition in accordance with law; and

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

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

SECTION 1. That Ordinance No. 1988-Z-10 entitled "AN

ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT DEVELOPMENT FOR CHARLES TOWNE MALL" be and is hereby amended as follows:

A. Paragraph 2.A.2 (Maximum Floor Area) shall be deleted in its entirety, and the following substituted therefor:

"The total gross leasable floor area, as defined in Exhibit 'B-2' attached hereto and made part hereof, shall not exceed 750,000 square feet with the maximum of all floor area not exceeding 990,000 square feet of gross building area as defined in Exhibit 'B-2'."

B. Paragraph 2.A.6 (Perimeter Yards), subparagraphs (a) and (b), shall be deleted in their entirety and the following substituted therefor:

"a) All parking spaces, loading berths, access aisles and driveways, except a road or driveway which provides access to the Subject Realty and which is substantially perpendicular to a public street or to a lot line of adjacent property, shall be set back from the perimeter of the Subject Realty as follows: 1) Along Illinois Route 64, 40 feet from the right-of-way line; 2) along the property lines of the proposed Lot 1 of Charwil's Second Resubdivision of Charlestowne Centre Mall as shown in Exhibit B-4B, 5 feet; 3) along all other exterior property lines, 20 feet.

b) All buildings shall be set back from the perimeter of the Subject Realty a minimum of 200 feet, except along the property lines of the proposed Lot 1 of Charwil's Second Resubdivision of Charlestowne Centre Mall, as shown in Exhibit B-4B, 20 feet."

C. Exhibit "B-3" (Charlestowne Mall Sign Requirements), Paragraphs A.1 and A.2, under Section 2.A(9) (Signs) shall be deleted in their entirety and the following shall be substituted therefor:

"A. The following are permitted and not mutually exclusive:

1. Two (2) two-faced entryway pylon signs shall be

permitted, which signs may include a logo designed to identify the shopping center as depicted on the Preliminary Plan, with each such sign not being greater than 280 square feet (140 square feet per face). One (1) additional two-faced pylon sign, advertising the business on Lot 1 of the proposed Charwill's Second Resubdivision of Charlestowne Centre Mall as shown in Exhibit B-4B, shall be permitted along Route 64 not to exceed 300 square feet (150 square feet per face), 25 feet in height and shall be set back 10 feet from the Route 64 right-of-way. One (1) cinema reader board sign shall be permitted on any one of the three permitted pylon signs noted above, not to exceed 200 square feet (100 square feet per face). Two (2) temporary signs shall be permitted, which shall be located near the entrance to the proposed shopping mall, denoting and advertising the construction of the shopping mall and the rental of tenant spaces, with each such sign being not greater than 240 square feet.

2. All other signs as permitted pursuant to Section 17.24.060 of the St. Charles Municipal Code as presently constituted, a copy of which is attached as the next two pages of this Exhibit. References to the term 'Lot' in Section 17.24.060 as appended hereto refer to Subject Realty including Lot 1 of the proposed Charwill's Second Resubdivision of Charlestowne Centre Mall, as shown in Exhibit B-4B."

D. Paragraph 2.C (Subdivision of Subject Realty), subparagraph 6, shall be deleted in its entirety and the following substituted therefor:

"6. All resubdivided lots shall not have any building set back restrictions except as provided in Section 2 (A) (6) hereof, provided the building is within the building envelope shown on Exhibit B-4 or is within the building envelope around the 'Proposed Retail Store' as shown on Exhibit B-4A and satisfies building and fire ordinances of the CITY."

SECTION 2. That the ORDINANCE as hereby amended shall remain in full force and effect.

SECTION 3. That this Ordinance may be recorded in the office of the Kane County Recorder of Deeds by OWNER or City; the OWNER shall pay the recording fee.

SECTION 4. That this Ordinance shall become effective from and after its passage and approval in accordance with law.

PRESENTED to the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois this 20th day of June, 1994.

PASSED by the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois this 20th day of June, 1994.

APPROVED by the Mayor of the City of St. Charles, Kane and DuPage Counties, Illinois this 20th day of June, 1994.


MAYOR

ATTEST:


CITY CLERK

COUNCIL VOTE:
AYES: 14
NAYS: 0
ABSENT: 0

EXHIBIT "I"

PARCEL ONE:

LOT 1 OF CHARLESTOWNE CENTRE MALL, ST. CHARLES, KANE COUNTY, ILLINOIS (EXCEPT THAT PART DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN; THENCE NORTHERLY ALONG SAID EAST LINE 589.91 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 235.0 FEET FOR A POINT OF BEGINNING; THENCE SOUTHERLY PARALLEL WITH SAID EAST LINE 226.43 FEET TO THE CENTER LINE OF SMITH ROAD; THENCE NORTHEASTERLY ALONG THE CENTER LINE OF SAID SMITH ROAD FORMING AN ANGLE OF 30 DEGREES, 25 MINUTES, 57 SECONDS WITH THE LAST DESCRIBED COURSE (MEASURED CLOCKWISE THEREFROM) 262.61 FEET TO THE LINE DRAWN AT RIGHT ANGLES TO SAID EAST LINE FROM THE POINT OF BEGINNING; THENCE WESTERLY ALONG SAID LINE 133.02 FEET TO THE POINT OF BEGINNING, AND ALSO EXCEPT THAT PART DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN; THENCE NORTHERLY ALONG SAID EAST LINE 296.64 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 383.48 FEET FOR A POINT OF BEGINNING; THENCE SOUTHERLY PARALLEL WITH SAID EAST LINE 185.91 FEET TO THE CENTER LINE OF SMITH ROAD; THENCE NORTHEASTERLY ALONG THE CENTER LINE OF SAID SMITH ROAD FORMING AN ANGLE OF 30 DEGREES, 25 MINUTES, 57 SECONDS WITH THE LAST DESCRIBED COURSE (MEASURED CLOCKWISE THEREFROM) 215.62 FEET TO A LINE DRAWN AT RIGHT ANGLES TO SAID EAST LINE FROM THE POINT OF BEGINNING; THENCE WESTERLY ALONG SAID LINE 109.22 FEET TO THE POINT OF BEGINNING; AND ALSO 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); IN THE CITY OF ST. CHARLES, KANE COUNTY, ILLINOIS; AND

PARCEL TWO:

THAT PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 589.91 FEET FOR THE POINT OF BEGINNING; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 101.98 FEET TO AN ANGLE IN THE EASTERLY LINE OF CHARLESTOWNE CENTRE MALL, ST. CHARLES, KANE COUNTY, ILLINOIS, BEING ON THE CENTER LINE OF SMITH ROAD; THENCE NORTHERLY ALONG AN EAST LINE OF SAID CHARLESTOWNE CENTRE MALL FORMING AN ANGLE OF 89 DEGREES, 51 MINUTES, 00 SECONDS WITH THE PROLONGATION OF THE LAST DESCRIBED COURSE (MEASURED CLOCKWISE THEREOF) 110.0 FEET; THENCE EASTERLY AT RIGHT ANGLES TO THE EAST LINE OF SAID QUARTER 102.27 FEET TO SAID EAST LINE; THENCE SOUTHERLY ALONG THE EAST LINE OF SAID QUARTER 110.0 FEET TO THE POINT OF BEGINNING, IN THE CITY AND TOWNSHIP OF ST. CHARLES, KANE COUNTY, ILLINOIS; AND

PARCEL THREE:

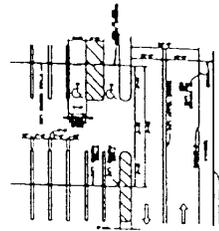
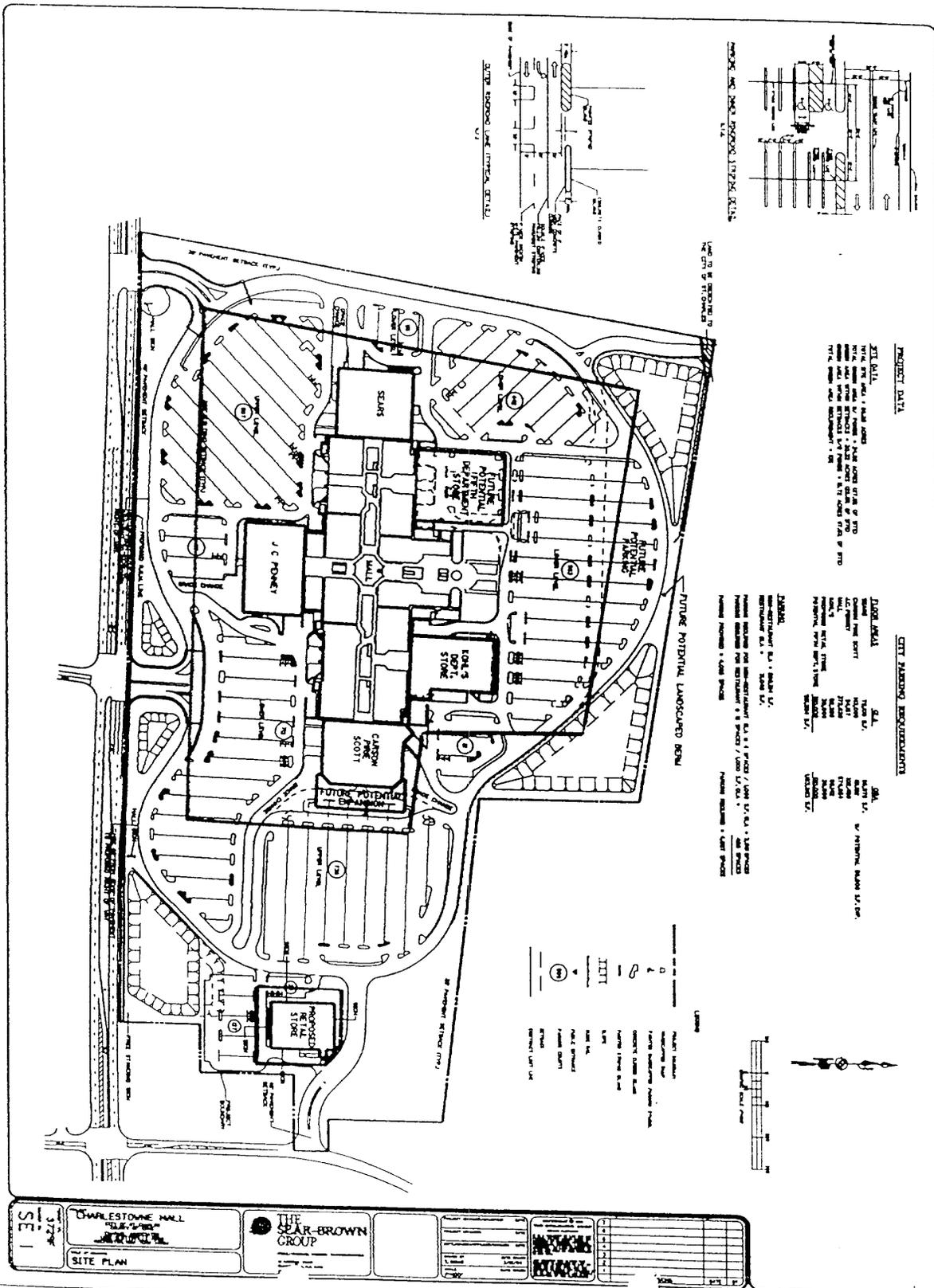
THAT PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF

THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 296.64 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 235.0 FEET FOR THE POINT OF BEGINNING; THENCE CONTINUING WESTERLY ALONG THE PROLONGATION OF THE LAST DESCRIBED COURSE 39.26 FEET TO THE CENTER LINE OF SMITH ROAD; THENCE NORTHEASTERLY ALONG THE CENTER LINE OF SAID SMITH ROAD FORMING AN ANGLE OF 59 DEGREES, 34 MINUTES, 03 SECONDS WITH THE LAST DESCRIBED COURSE (MEASURED COUNTERCLOCKWISE THEREFROM) 77.52 FEET TO A LINE DRAWN PARALLEL WITH SAID EAST LINE FROM THE POINT OF BEGINNING; THENCE SOUTHERLY ALONG SAID PARALLEL LINE 66.84 FEET TO THE POINT OF BEGINNING, IN ST. CHARLES TOWNSHIP, KANE COUNTY, ILLINOIS; AND

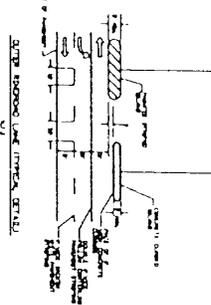
PARCEL FOUR:

THAT PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 296.64 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 383.48 FEET; THENCE SOUTHERLY PARALLEL WITH SAID EAST LINE 185 FEET TO THE CENTER LINE OF SMITH ROAD FOR THE POINT OF BEGINNING; THENCE CONTINUING SOUTHERLY PARALLEL WITH SAID EAST LINE 116.14 FEET TO THE CENTER LINE OF SAID STATE ROUTE; THENCE WESTERLY ALONG THE CENTER LINE OF SAID STATE ROUTE 68.35 FEET TO THE CENTER LINE OF SAID SMITH ROAD EXTENDED SOUTHWESTERLY; THENCE NORTHEASTERLY ALONG THE CENTER LINE EXTENDED AND THE CENTER LINE OF SAID SMITH ROAD 134.93 FEET TO THE POINT OF BEGINNING, IN ST. CHARLES TOWNSHIP, KANE COUNTY, ILLINOIS.

EXHIBIT B-4A



SECTION THROUGH EXISTING STRUCTURE



SECTION THROUGH EXISTING STRUCTURE

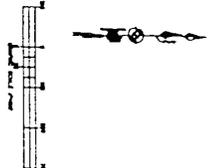
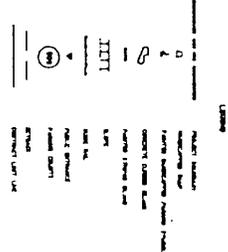
PROJECT DATA

DATE: 10/1/80
 PROJECT: WALESTONE MALL
 CLIENT: THE SEAR-BROWN GROUP
 ARCHITECT: [Firm Name]
 ENGINEER: [Firm Name]

CITY PLANNING REQUIREMENTS

LAND USE

RESIDENTIAL: 1.5 UNITS PER 1,000 SQ. FT. OF GROUND AREA
 COMMERCIAL: 1.0 UNITS PER 1,000 SQ. FT. OF GROUND AREA
 INDUSTRIAL: 0.5 UNITS PER 1,000 SQ. FT. OF GROUND AREA



WALESTONE MALL

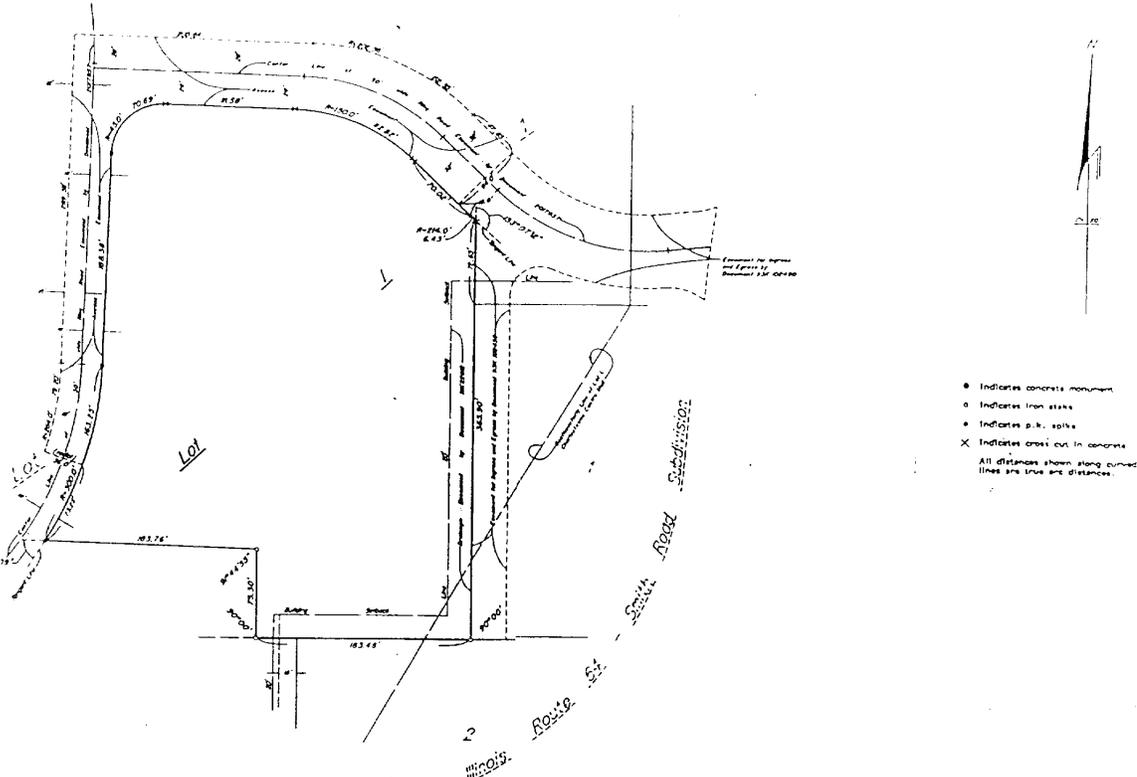
THE SEAR-BROWN GROUP

SITE PLAN

NO.	DATE	REVISIONS
1	10/1/80	ISSUED FOR PERMITTING
2	11/1/80	REVISED TO REFLECT COMMENTS
3	12/1/80	REVISED TO REFLECT COMMENTS
4	1/1/81	REVISED TO REFLECT COMMENTS
5	2/1/81	REVISED TO REFLECT COMMENTS
6	3/1/81	REVISED TO REFLECT COMMENTS
7	4/1/81	REVISED TO REFLECT COMMENTS
8	5/1/81	REVISED TO REFLECT COMMENTS
9	6/1/81	REVISED TO REFLECT COMMENTS
10	7/1/81	REVISED TO REFLECT COMMENTS
11	8/1/81	REVISED TO REFLECT COMMENTS
12	9/1/81	REVISED TO REFLECT COMMENTS
13	10/1/81	REVISED TO REFLECT COMMENTS
14	11/1/81	REVISED TO REFLECT COMMENTS
15	12/1/81	REVISED TO REFLECT COMMENTS

EXHIBIT B-4B

Charwill's Second Resubdivision of Charlestowne Centre Mall
St. Charles Kane County Illinois



State of Illinois) This is to certify that I, John A. Thornhill, Jr., an Illinois Professional Land Surveyor of Donahue
County of Kane) and Thornhill, Inc., have surveyed, subdivided and plotted that part of Lot 1, Charlestowne Centre
Mall, St. Charles, Kane County, Illinois and that part of the Northeast Quarter of Section 25, Town-
ship 40 North, Range 2 East of the Third Principal Meridian as follows: Commencing at the southeast corner
line and north line extended of Lot 2 in said Illinois Route 84-Smith Road Subdivision, St. Charles, Kane County, Illinois; thence westerly along the north
right angles to the last described course 75.30 feet for a point of beginning; thence southerly along the last described
course 35.30 feet to said north line extended; thence westerly along said north line extended and said north line 183.48
feet to said southwest corner; thence northerly along the west line and east line extended of Lot 1 in said Illinois Route
84-Smith Road Subdivision 343.90 feet to a point that is 72.63 feet northerly of the northwest corner of Lot 1; thence
tangent to a line forming an angle of 133°57'11" with the last described course (measured clockwise therefrom) 8.43 feet;
thence northerly along a curve to the left having a radius of 150.0 feet tangent to the last described course 70.22 feet; thence northerly
thence westerly tangent to the last described curve at the last described point 111.38 feet; thence westerly, southeasterly
thence southerly tangent to the last described curve at the last described point 183.38 feet; thence southerly and southe-
westerly along a curve to the right having a radius of 300.0 feet tangent to the last described course 163.25 feet; thence
westerly along a line forming an angle of 84°49'19" with a line drawn tangent to the last described curve at the last
County, Illinois and containing 3.071 acres as shown by the plat hereon drawn which is a correct representation of said
St. Charles, which has adopted an official plan, but that said tract is not located within a special flood hazard area as
identified by the Federal Emergency Management Agency. All distances are given in feet and decimal parts thereof.

Dated at Geneva, Illinois, May 31, 1994
Illinois Professional Land Surveyor No. 1740

State of New York) This is to certify that Charwill Associates Limited Partnership, an Illinois Limited Partnership,
County of Monroe) is the owner of the land described in the foregoing surveyor's certificate and by the duly deposed
officer has caused the same to be surveyed, subdivided and plotted as shown by the annexed
"CHARWILL'S SECOND RESUBDIVISION OF CHARLESTOWNE CENTRE MALL, ST. CHARLES, KANE COUNTY, ILLINOIS".
and it hereby acknowledges and adopts the same under the style and title aforesaid.

Dated at Rochester, New York, this _____ day of _____, 19____
CHARWILL ASSOCIATES LIMITED PARTNERSHIP
WILCHAR PROPERTY, INC., an Illinois Corporation, General Partnership
By: _____ Attest: _____
Vice President Assistant Secretary

State of New York) I, _____, a Notary Public, in and for the County and State aforesaid,
County of Monroe) do hereby certify that _____, Vice President, and _____,
Assistant Secretary, of Wilchar Property, Inc., who are personally known to me to be the same
person and whose names are subscribed to the foregoing owner's certificate, as said officers, appeared before me this day in
and acknowledged the execution of the annexed plat and accompanying instrument as their free and voluntary act
and as the free and voluntary act of said Wilchar Property, Inc.
Given under my hand and Notarial Seal, this _____ day of _____, 19____
Notary Public

State of New York) Accepted and approved by The Chase Manhattan Bank, N.A. as mortgagee.
County of New York) Dated at New York, New York, this _____ day of _____, 19____

State of Illinois) Approved by the Plan Commission of the City of St. Charles, Illinois, this _____ day of _____, 19____
County of Kane) _____
Plan Commission Chairman

State of Illinois) I, Mark W. Korman, Director of Public Works of the City of St. Charles, Illinois, do hereby
County of Kane) certify that the required improvements have been installed, or the required guarantee bond
has been posted for the operation of all required land improvements.
Dated at St. Charles, Illinois, this _____ day of _____, 19____
Director of Public Works

State of Illinois) I, _____, hereby certify that there are no delinquent or unpaid current or forfeited special assessments
County of Kane) or any deferred installments thereof that have not been apportioned against any of the land
described on the attached plat.
Dated at St. Charles, Illinois, this _____ day of _____, 19____
Collector of Special Assessments

State of Illinois) Accepted and approved by the City Council of the City of St. Charles, Illinois, this _____ day
County of Kane) of _____, 19____
By: _____ Attest: _____
Mayor City Clerk

State of Illinois) This is to certify that I, Lorraine P. Sava, County Clerk in and for the County and State aforesaid,
County of Kane) said, find no redemptive tax, tax, unpaid forfeiture taxes or unpaid current taxes against any of
the real estate described in the foregoing surveyor's certificate.
Dated at Geneva, Illinois, this _____ day of _____, 19____
County Clerk

State of Illinois) This instrument No. _____ was filed for record in the Recorder's Office of Kane County,
County of Kane) Illinois, on _____ day of _____, 19____, at _____ o'clock _____ M., and was recorded in
Plat Envelope No. _____

DONAHUE AND THORNHILL, INC.
7 RICHARDS STREET
GENEVA, ILLINOIS 60134
(708) 232-7410

STATE OF ILLINOIS)
)) SS.
COUNTIES OF KANE AND DUPAGE)

C E R T I F I C A T E

I, JEAN M. CONNORS, certify that I am the duly elected and acting municipal clerk of the city of St. Charles, Kane and DuPage Counties, Illinois.

I further certify that on June 20, 1994, the Corporate Authorities of such municipality passed and approved Ordinance No. 1994-Z-8, entitled

"AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10 (Charlestowne Mall PUD),"

which provided by its terms that it should be published in pamphlet form.

The pamphlet form of Ordinance No. 1994-Z-8, including the Ordinance and a cover sheet thereof was prepared, and a copy of such Ordinance was posted in the municipal building, commencing on June 24, 1994, and continuing for at least ten days thereafter. Copies of such Ordinance were also available for public inspection upon request in the office of the municipal clerk.

DATED at St. Charles, Illinois, this 23rd day of June, 1994.



Municipal Clerk

(S E A L)

RETURN TO:
CITY CLERK
CITY OF ST. CHARLES
2 E. MAIN ST.
ST. CHARLES, IL 60174

CITY OF ST. CHARLES

ORDINANCE NO. 1995-Z-16

AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10
(CHARLESTOWNE MALL PUD--INCREASED FLOOR AREA)

ADOPTED BY THE

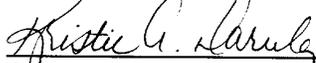
CITY COUNCIL

OF THE

CITY OF ST. CHARLES

THIS 4TH DAY OF DECEMBER, 1995

PUBLISHED IN PAMPHLET FORM BY
AUTHORITY OF THE CITY COUNCIL
OF THE CITY OF ST. CHARLES,
KANE AND DU PAGE COUNTIES,
ILLINOIS, THIS 8TH DAY OF
DECEMBER, 1995


CITY CLERK

(S E A L)

DATE OF PUBLICATION 12/8/95
NEWSPAPER Pamphlet Form

REFER TO:
MINUTES 12/4/95
PAGE

ORDINANCE NO. 1995-Z-16

**AN ORDINANCE AMENDING ORDINANCE No. 1988-Z-10
(Charlestowne Mall PUD--Increased Floor Area)**

WHEREAS, a petition to amend Ordinance No. 1988-Z-10, entitled "AN ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT DEVELOPMENT FOR CHARLES TOWNE MALL" as amended by Ordinance 1991-Z-2, entitled "AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10 ENTITLED, 'AN ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT DEVELOPMENT FOR CHARLESTOWNE MALL' and by Ordinance 1994-Z-8 entitled "AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10 (Charlestowne Mall PUD)" (hereinafter collectively referred to as the "ORDINANCE"), for the real estate described in Exhibit "I" attached hereto and made a part hereof (hereinafter referred to as "SUBJECT REALTY"), has been filed by Charwil Associates Limited Partnership, owner of the SUBJECT REALTY (hereinafter referred to as "OWNER"); and

WHEREAS, said petition requests an amendment to the ORDINANCE for the purpose of increasing the gross leasable area and gross building area permitted within the SUBJECT REALTY; and

WHEREAS, the Plan Commission has held a public hearing on the said petition in accordance with law; and

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

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

SECTION 1. That Ordinance No. 1988-Z-10 entitled "AN ORDINANCE GRANTING A SPECIAL USE AS A PLANNED UNIT DEVELOPMENT FOR

CHARLES TOWNE MALL" be and is hereby amended as follows:

A. Paragraph 2.A.2 (Maximum Floor Area) shall be deleted in its entirety, and the following substituted therefor:

"The total gross leasable floor area, as defined in Exhibit 'B-2' attached hereto and made part hereof, shall not exceed 925,000 square feet with the maximum of all floor area not exceeding 1,200,000 square feet of gross building area as defined in Exhibit 'B-2'."

SECTION 2. That the ORDINANCE as hereby amended shall remain in full force and effect.

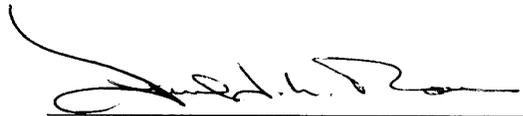
SECTION 3. That this Ordinance may be recorded in the office of the Kane County Recorder of Deeds by OWNER or City; the OWNER shall pay the recording fee.

SECTION 4. That this Ordinance shall become effective from and after its passage and approval in accordance with law.

PRESENTED to the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois this 4th day of December, 1995.

PASSED by the City Council of the City of St. Charles, Kane and DuPage Counties, Illinois this 4th day of December, 1995.

APPROVED by the Mayor of the City of St. Charles, Kane and DuPage Counties, Illinois this 4th day of December, 1995.



MAYOR

Ordinance No. 1995-Z-16
Page 3

ATTEST:



CITY CLERK

COUNCIL VOTE:
AYES: 12
NAYS: 0
ABSENT: 2

EXHIBIT "I"

PARCEL ONE:

LOT 1 OF CHARLESTOWNE CENTRE MALL, ST. CHARLES, KANE COUNTY, ILLINOIS (EXCEPT THAT PART DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN; THENCE NORTHERLY ALONG SAID EAST LINE 589.91 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 235.0 FEET FOR A POINT OF BEGINNING; THENCE SOUTHERLY PARALLEL WITH SAID EAST LINE 226.43 FEET TO THE CENTER LINE OF SMITH ROAD; THENCE NORTHEASTERLY ALONG THE CENTER LINE OF SAID SMITH ROAD FORMING AN ANGLE OF 30 DEGREES, 25 MINUTES, 57 SECONDS WITH THE LAST DESCRIBED COURSE (MEASURED CLOCKWISE THEREFROM) 262.61 FEET TO THE LINE DRAWN AT RIGHT ANGLES TO SAID EAST LINE FROM THE POINT OF BEGINNING; THENCE WESTERLY ALONG SAID LINE 133.02 FEET TO THE POINT OF BEGINNING, AND ALSO EXCEPT THAT PART DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN; THENCE NORTHERLY ALONG SAID EAST LINE 296.64 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 383.48 FEET FOR A POINT OF BEGINNING; THENCE SOUTHERLY PARALLEL WITH SAID EAST LINE 185.91 FEET TO THE CENTER LINE OF SMITH ROAD; THENCE NORTHEASTERLY ALONG THE CENTER LINE OF SAID SMITH ROAD FORMING AN ANGLE OF 30 DEGREES, 25 MINUTES, 57 SECONDS WITH THE LAST DESCRIBED COURSE (MEASURED CLOCKWISE THEREFROM) 215.62 FEET TO A LINE DRAWN AT RIGHT ANGLES TO SAID EAST LINE FROM THE POINT OF BEGINNING; THENCE WESTERLY ALONG SAID LINE 109.22 FEET TO THE POINT OF BEGINNING; AND ALSO 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); IN THE CITY OF ST. CHARLES, KANE COUNTY, ILLINOIS; AND

PARCEL TWO:

THAT PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 589.91 FEET FOR THE POINT OF BEGINNING; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 101.98 FEET TO AN ANGLE IN THE EASTERLY LINE OF CHARLESTOWNE CENTRE MALL, ST. CHARLES, KANE COUNTY, ILLINOIS, BEING ON THE CENTER LINE OF SMITH ROAD; THENCE NORTHERLY ALONG AN EAST LINE OF SAID CHARLESTOWNE CENTRE MALL FORMING AN ANGLE OF 89 DEGREES, 51 MINUTES, 00 SECONDS WITH THE PROLONGATION OF THE LAST DESCRIBED COURSE (MEASURED CLOCKWISE THEREOF) 110.0 FEET; THENCE EASTERLY AT RIGHT ANGLES TO THE EAST LINE OF SAID QUARTER 102.27 FEET TO SAID EAST LINE; THENCE SOUTHERLY ALONG THE EAST LINE OF SAID QUARTER 110.0 FEET TO THE POINT OF BEGINNING. IN THE CITY AND TOWNSHIP OF ST. CHARLES, KANE COUNTY, ILLINOIS; AND

PARCEL THREE:

THAT PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF

THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 296.64 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 235.0 FEET FOR THE POINT OF BEGINNING; THENCE CONTINUING WESTERLY ALONG THE PROLONGATION OF THE LAST DESCRIBED COURSE 39.26 FEET TO THE CENTER LINE OF SMITH ROAD; THENCE NORTHEASTERLY ALONG THE CENTER LINE OF SAID SMITH ROAD FORMING AN ANGLE OF 59 DEGREES, 34 MINUTES, 03 SECONDS WITH THE LAST DESCRIBED COURSE (MEASURED COUNTERCLOCKWISE THEREFROM) 77.52 FEET TO A LINE DRAWN PARALLEL WITH SAID EAST LINE FROM THE POINT OF BEGINNING; THENCE SOUTHERLY ALONG SAID PARALLEL LINE 66.84 FEET TO THE POINT OF BEGINNING, IN ST. CHARLES TOWNSHIP, KANE COUNTY, ILLINOIS; AND

PARCEL FOUR:

THAT PART OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:: COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF ILLINOIS STATE ROUTE NO. 64 WITH THE EAST LINE OF SAID NORTHEAST 1/4; THENCE NORTHERLY ALONG SAID EAST LINE 296.64 FEET; THENCE WESTERLY AT RIGHT ANGLES TO SAID EAST LINE 383.48 FEET; THENCE SOUTHERLY PARALLEL WITH SAID EAST LINE 185 FEET TO THE CENTER LINE OF SMITH ROAD FOR THE POINT OF BEGINNING; THENCE CONTINUING SOUTHERLY PARALLEL WITH SAID EAST LINE 116.14 FEET TO THE CENTER LINE OF SAID STATE ROUTE; THENCE WESTERLY ALONG THE CENTER LINE OF SAID STATE ROUTE 68.35 FEET TO THE CENTER LINE OF SAID SMITH ROAD EXTENDED SOUTHWESTERLY; THENCE NORTHEASTERLY ALONG THE CENTER LINE EXTENDED AND THE CENTER LINE OF SAID SMITH ROAD 134.93 FEET TO THE POINT OF BEGINNING, IN ST. CHARLES TOWNSHIP, KANE COUNTY, ILLINOIS.

STATE OF ILLINOIS)
) SS.
COUNTIES OF KANE AND DUPAGE)

C E R T I F I C A T E

I, KRISTIE A. DARULA, certify that I am the duly elected and acting municipal clerk of the city of St. Charles, Kane and DuPage Counties, Illinois.

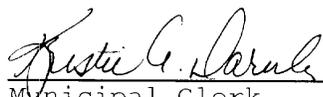
I further certify that on December 4, 1995, the Corporate Authorities of such municipality passed and approved Ordinance No. 1995-Z-16, entitled

"AN ORDINANCE AMENDING ORDINANCE NO. 1988-Z-10 (CHARLESTOWNE MALL PUD--INCREASED FLOOR AREA)",

which provided by its terms that it should be published in pamphlet form.

The pamphlet form of Ordinance No. 1995-Z-16, including the Ordinance and a cover sheet thereof was prepared, and a copy of such Ordinance was posted in the municipal building, commencing on December 8, 1995, and continuing for at least ten days thereafter. Copies of such Ordinance were also available for public inspection upon request in the office of the municipal clerk.

DATED at St. Charles, Illinois, this 6th day of December, 1995.



Municipal Clerk

(S E A L)