

11/15/88

**AN ORDINANCE APPROVING ZONING UPON ANNEXATION;
GRANTING A SPECIAL USE FOR A REGIONAL PLANNED
UNIT DEVELOPMENT; AND APPROVING THE CONCEPTUAL LAND USE
PLAN FOR THE PROPERTY LOCATED NORTH OF ILLINOIS STATE
ROUTE 60 AND BETWEEN ILLINOIS STATE ROUTE 21 AND BUTTERFIELD ROAD
(THE HAWTHORN PROPERTIES OR CUNEO ESTATE)**

WHEREAS,

**CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF
CHICAGO, JOHN F. CUNEO, JR., CONSUELA CUNEO MCALISTER,
CHARLES L. MCEVOY AND WILLIAM G. MYERS, AS TRUSTEES UNDER
DECLARATION OF TRUST DATED AUGUST 12, 1935;**

AND

**CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF
CHICAGO, JULIA SHEPHERD CUNEO, LAWRENCE A. BYRNE AND
RUSSELL G. DEYONG, AS TRUSTEES UNDER THE LAST WILL AND TES-
TAMENT OF JOHN F. CUNEO, DECEASED;**

AND

**THE CUNEO FOUNDATION, A NOT-FOR-PROFIT CORPORATION OF
ILLINOIS;**

AND

JULIA SHEPHERD CUNEO

(HEREINAFTER COLLECTIVELY REFERRED TO AS "OWNER")

has heretofore filed a Petition for Zoning Upon Annexation (the "Petition") with the Village Clerk of the Village of Vernon Hills seeking:

- (i) The zoning and classification (in the manner described in the Petition) of the property located north of Illinois State Route 60 and between Illinois State Route 21 and Butterfield Road, legally described on Exhibit A attached hereto and made a part hereof (the "Real Estate") (the Real Estate consists of six (6) parcels, hereinafter referred to as Parcels 1-A, 1-B, 2, 3, 4 and 5, each of which is legally described on Exhibit B attached hereto and made a part hereof);
- (ii) Approval of a Special Use for a Regional Planned Unit Development for the Real Estate; and
- (iii) Approval of Owner's conceptual land use plan for the Real Estate which conceptual land use plan consists of: (a) the legal descriptions, drawing and provisions attached hereto as Exhibit B; and (b) the zoning, use, bulk and other regulations and standards attached hereto as Exhibit C and made a part hereof (said Exhibits B and C are collectively referred to herein as the "Conceptual Plan"); and

WHEREAS, a public hearing complying in all respects with the requirements of law was held before the Planning and Zoning Commission of this Village on June 15, 1988, pursuant to a notice duly published in accordance with the requirements of Illinois law; and

WHEREAS, the Corporate Authorities have determined that it is in the best interests of the Village that the various Parcels comprising the Real Estate be zoned and classified as follows:

Parcel 1	R-4 Single-Family Dwelling District
Parcel 2	B-1 General Business District
Parcel 3	L-I Limited Industrial District
Parcel 4	R-7 Multiple-Family Dwelling District
Parcel 5	B-1 General Business District; and

WHEREAS, the Planning and Zoning Commission after having reviewed the Petition and all other documents submitted by the Owner and having considered the testimony of those present at the public hearing, has made the following Findings of Fact with respect to the Petition:

I. Zoning Upon Annexation.

- A. The property to the north of the subject property is improved with single family and multiple family residential uses situated within the Village of Libertyville. The property to the west of the subject property is improved with single family and multiple family residential and commercial uses, most of which are situated within the Village of Mundelein. The property to the south of the subject property is improved with single family and multiple family residential uses (the New Century Town development) which are adjacent to office and commercial developments, including the Hawthorn Center regional retail mall at the intersection of Illinois State Route 60 and Milwaukee Avenue. The property to the east of the subject property, across Milwaukee Avenue, is improved with commercial and office uses within the Village of Libertyville and is approved for additional residential, commercial and office uses within such Village. The property to the east of Parcel 5 is owned and maintained by the Lake County Forest Preserve District and the property to the west and south of Parcel 5 is improved with commercial uses in the Village of Vernon Hills (the Rivertree Court and Hawthorn Center Shopping Center).
- B. The property to the north of Parcels 1 and 2 is zoned in the R-5 One Family Residential and R-8 Multiple Family Residential Zoning Districts in the Village of Libertyville. The property to the west of Parcel 1-A and 3 is zoned in the R-5 and R-6 One-Family Residential, R-7 Two-Family Residential, C-1 and C-2 Commercial and M-1 Light Industrial Zoning Districts in the Village of Mundelein. The property to the south of Parcel 4 is classified as a Planned Unit Development in the Village of Vernon Hills, and is developed with or approved for multi-use residential, office and commercial development. The property to the east of Parcel 2 and 4 is zoned in the B-4 Planned Business Center and O.R.D.-Office, Research and Development Zoning District in the Village of Libertyville and beyond such property, in the "E" Estate Zoning District in Lake County. The property to the east of Parcel 5 is zoned in the R-1 Single Family Residential District in the Village of Mettawa and the property to the south of Parcel 5 is zoned in the Vernon Hills B-1 General Business District with a Special Use for a Proposed Planned Unit Development in Vernon Hills and in the "E" Estate Zoning District in Lake County.
- C. Since the subject property is bounded by three major roadways and existing single family and multiple family residential and retail and office uses, and given the surrounding zoning district classifications, it is appropriate for mixed-use single family and multiple family residential, retail, commercial, office and limited industrial use development.
- D. Since the subject property is so extensive, no single trend of development can be said to dominate the area surrounding the subject property. In general, the trend of development to the north is residential; to the west is residential, commercial (retail sales and service) and light industrial; to the south is residential and office/commercial (including Hawthorn Center, the Hawthorn Fashion Center and Rivertree Court); and to the east is residential, commercial, office/research and Forest Preserve.

- E. The revised Comprehensive Plan of the Village designates the subject property in the vicinity of Butterfield Road and Illinois State Route 60 and Milwaukee Avenue as appropriate for mixed-use residential, commercial and office development. Development in this area has, to date, been consistent with this Plan and the proposed development of the subject property is also consistent with this Plan.
- F. The parcel contains in excess of 200 feet of frontage and in excess of 25,000 square feet of area.
- G. The adoption of the proposed amendment to the zoning map is in the public interest and is not solely for the interest of the Petitioner. It will provide needed residential development, including both single and multiple family dwelling units; it will further serve to increase the property tax base of and, from its commercial component, will return retail sales taxes to the Village. Additionally, it will allow development of an extremely large parcel of property according to a plan which has received great scrutiny by the Village and general public and for which approval has been recommended by the Planning and Zoning Commission.

II. Request for Special Use for Regional Planned Unit Development.

- A. The proposed Regional Planned Unit Development is in general conformity with the intent and spirit, goals, objectives, policies, plans and development guidelines of the Village's Comprehensive Plan and Section 20A-1 of the Zoning Ordinance in that they permit the subject property to be creatively developed by providing flexibility in terms of the location and types of uses to be developed on the subject property, thereby promoting a more creative approach to the design and development of the subject property and a more efficient and economic network of utilities, streets and other facilities;
- B. The subject property includes approximately 1174 acres and is under single ownership or unified control.
- C. The proposed uses to be included in the Regional Planned Unit Development and their proposed location will be compatible with the uses on surrounding properties. Since the subject property is to be developed under unified control pursuant to a procedure that affords the Village an opportunity to review preliminary and final site plans, the Regional Planned Unit Development provides an opportunity to coordinate building forms and building relationships and to provide for the establishment of uses that are comparable with or appropriately buffered from adjoining uses. The uses to be included in the Regional Planned Unit Development (specifically, single family and multiple family residential, commercial, office and light industrial uses), as well as their proposed location are appropriate given the fact that Butterfield Road; Lakeview Parkway; the Elgin, Joliet and Eastern Railway tracks; Milwaukee Avenue; Route 60 and the 300 foot strip along the northern boundary of the subject property that is to be limited to single family residential uses buffer the subject property from surrounding uses and properties and the nature of existing and planned adjacent uses confirm that the Regional Planned Unit Development will be compatible with the uses on surrounding properties.
- D. The establishment, maintenance and operation of the proposed Regional Planned Unit Development will not be detrimental to or endanger the public health, safety, morals or general welfare. The flexibility of land planning afforded by the Regional Planned Unit Development will provide an opportunity to design an overall development which best promotes the aforementioned concerns.
- E. The proposed Regional Planned Unit Development will not be injurious to the use and enjoyment of other property in the immediate vicinity for the uses permitted and will not diminish or impair property values within the adjacent neighborhood. Adjacent residential neighborhoods are buffered by major roadways such as Milwaukee Avenue and Butterfield Road, by the EJ & E railroad tracks and by the 300 foot strip along the northern boundary of the subject property that is to be limited to single family residential uses. The proposed single family residential and multiple family

residential development will meet or exceed the quality of already developed areas. Proposed office and commercial areas are planned to complement and be compatible with proposed as well as existing development.

- F. The establishment of the proposed Regional Planned Unit Development will not impede the normal and orderly development and improvement of surrounding property for uses permitted under existing zoning. The majority of surrounding property is already developed with a variety of single and multiple family uses, as well as commercial uses. This established development reflects the mixture of uses proposed for the [Real Estate].
- G. Adequate sanitary sewer and water supply utilities are in existence or are to be provided by Lake County and adequate roads for ingress and egress and adequate drainage and other necessary facilities are in existence or are to be provided by Owner as and when the [Real Estate] is developed.
- H. Owner's commitment to undertaking certain traffic improvements, or to causing such improvements to be undertaken, indicates that adequate measures will need to be taken to provide ingress and egress so as to minimize traffic congestion on public streets.
- I. Although providing for flexibility in design and appropriate increases in the intensity of development, the Regional Planned Unit Development is generally consistent with and will conform to applicable Village zoning and other regulations except for specific departures from these regulations specified in [Exhibit C] attached hereto and made a part hereof.

III. Approval of Conceptual Plan for Regional Planned Unit Development.

- A. The proposed Conceptual Plan is consistent with the stated purpose of the Regional Planned Unit Development in that it permits the subject property to be creatively developed by providing flexibility in terms of location and type of use, thereby promoting a more creative approach to the design and development of the subject property and a more efficient and economic network of utilities, streets and other facilities. In addition, because the subject property is to be developed under unified control pursuant to a procedure that affords the Village an opportunity to review detailed preliminary and final site plans, the proposed Conceptual Plan and Regional Planned Unit Development provide an opportunity to coordinate building forms and building relationships and enable the development to be undertaken while providing for the prevention and control of soil erosion and surface flooding. The flexibility of land planning afforded by the Conceptual Land Use Plan will provide an opportunity to design an overall development which best promotes the public health, safety, comfort, morals and welfare.
- B. Although providing for flexibility in design and appropriate increases in the intensity of development, the Regional Planned Unit Development is generally consistent with and will conform to applicable Village zoning and other regulations except for specific departures from these regulations that are specified in [Exhibit C] attached hereto and made a part hereof.
- C. The proposed Conceptual Plan provides for residential, office, light industrial and commercial development within the Real Estate. This is consistent with the existing and planned residential, office, light industrial and commercial development existing or being planned on the perimeter of the Real Estate.
- D. The proposed Conceptual Plan is consistent with the land planning alternatives suggested for this property in the Village's Comprehensive Plan, thereby conforming to the intent and spirit of the goals, objectives, policies and development guidelines stated in the Comprehensive Plan; and

WHEREAS, the Planning and Zoning Commission has recommended that the requested zoning on annexation be approved, the Special Use for Regional Planned Unit Development be granted and the Conceptual Plan be approved, subject to certain conditions, restrictions and limitations contained in the Conceptual Plan; and

WHEREAS, the President and Board of Trustees of this Village have considered the Petition and reviewed the Findings and Recommendations of the Planning and Zoning Commission relative thereto and are of the opinion that the granting of the requested zoning and Special Use for Regional Planned Unit Development for the Real Estate and the approval of the Conceptual Plan for the Real Estate will be in the best interests of the Village; and

WHEREAS, the Village and Owner have entered into an annexation agreement dated November 15, 1988 (the "Annexation Agreement") relating to the Real Estate.

NOW, THEREFORE, BE IT ORDAINED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF VERNON HILLS, LAKE COUNTY, ILLINOIS, AS FOLLOWS:

SECTION 1. The President and Board of Trustees, acting under and by virtue of the authority vested in them by Article 18, Section 18.2; Article 20A; and Article 21, Section 21.7 of the Zoning Ordinance of the Village of Vernon Hills, do hereby:

(a) approve the zoning of the Real Estate in the following zoning district classifications:

Parcel 1	R-4 Single-Family Dwelling District
Parcel 2	B-1 General Business District
Parcel 3	L-1 Limited Industrial District
Parcel 4	R-7 Multiple-Family Dwelling District
Parcel 5	B-1 General Business District

(b) grant a Special Use for a Regional Planned Unit Development for the entire Real Estate, including each Parcel located therein; and

(c) approve Owner's Conceptual Plan.

SECTION 2. The zoning, use, bulk and subdivision regulations and standards applicable to the Real Estate and the development thereof shall be those set forth in the Annexation Agreement; those set forth in the Conceptual Plan (being Exhibits B and C to this Ordinance); and, except as limited by the provisions of the Annexation Agreement and the Conceptual Plan, the Zoning Ordinance and the other codes, ordinances and regulations of the Village.

SECTION 3. The zoning district classifications established by this Ordinance and the Special Use herein granted shall constitute a permanent zoning classification for the Real Estate which shall remain in effect for the Term of the Annexation Agreement and thereafter until amended in the manner provided by law for the amendment of zoning classifications.

SECTION 4. As noted on the Conceptual Plan, development of the Real Estate shall be limited by, and the intensity of that development shall be permitted within, the following parameters:

A. Residential dwelling units may be constructed on Parcel 1 and Parcel 4 up to a combined overall maximum of three thousand two hundred (3,200) such dwelling units. That maximum shall be reduced by four (4) dwelling units for each acre which, from time to time, is designated for non-residential use within Parcel 1 or that part of Parcel 4 which is more than one thousand (1,000) feet distant from the westerly right-of-way line of Milwaukee Avenue.

B. Not more than forty-two percent (42%) of the land within Parcel 1 which, from time to time, is usable or used for residential use shall be devoted to two-family, attached single-family and multiple-family residential use.

C. Two-family, attached single-family and multiple-family dwelling units may be constructed on Parcel 1 and Parcel 4 up to a combined overall maximum of one thousand five hundred (1,500) such dwelling units. That maximum shall be reduced by

one and one-half (1.5) dwelling units for each acre which, from time to time, is designated for non-residential use within Parcel 1 or that part of Parcel 4 which is more than one thousand (1,000) feet distant from the westerly right-of-way line of Milwaukee Avenue.

D. Within that part of Parcel 1 which lies west of Garfield Avenue (as extended) and within three hundred ten (310) feet of the northern boundary line of Parcel 1, no buildings may be constructed other than detached single-family residential dwelling units.

E. Without increasing the overall maximum applicable under Paragraph A above (i.e. 3,200), Parcels 1 and 4 each shall be subject to an individual maximum as hereinafter provided. Within Parcel 1, residential dwelling units may be constructed up to a maximum of two thousand six hundred twenty-five (2,625) such dwelling units, with that maximum to be reduced by four (4) dwelling units for each acre within Parcel 1 which, from time to time, is designated for non-residential use. Within Parcel 4, residential dwelling units may be constructed up to a maximum of seven hundred fifty (750) such dwelling units, with that maximum to be reduced by four (4) dwelling units for each acre within Parcel 4 which is situated more than one thousand (1,000) feet distant from the westerly right-of-way line of Milwaukee Avenue and which, from time to time, is designated for non-residential use.

F. If a recreational community situated around or about a golf course is developed on the Real Estate, then, as an alternate land use, single-family residential dwelling units may be constructed on Parcel 3 up to a maximum of three hundred fifty (350) such dwelling units with that maximum to be reduced by two (2) dwelling units for each acre within Parcel 3 which, from time to time, is designated for non-residential use.

G. Within those portions of Parcels 1-A and 3 which are more than three hundred (300) feet distant from Parcel 1-B, an aggregate area of lands not exceeding twenty (20) acres may be devoted to commercial uses. Any portion of Parcel 1-A or Parcel 3 which is devoted to such commercial uses shall consist of or be a part of a unified contiguous tract which has one of its boundaries abutting Butterfield Road; which does not have more than one curb cut providing access to Butterfield Road; and which does not include more than four (4) outlots.

H. Within Parcel 1-B and that part of Parcel 4 which is situated more than one thousand (1,000) feet from the westerly right-of-way line of Milwaukee Avenue, the location of commercial uses (other than hotels) shall be limited to the following: (i) within office buildings; (ii) within hotel buildings, or free-standing buildings which are ancillary to and part of a hotel complex; and (iii) within private club buildings, club houses or comparable facilities associated with a golf course or similar recreational use. In addition to the foregoing, free-standing restaurants may be constructed within five hundred (500) feet of Lake Charles and within five hundred (500) feet of Harvey Lake.

I. That part of line parcel 4 which is situated within one thousand (1,000) feet of the westerly right-of-way line of Milwaukee Avenue may be devoted to commercial uses. For the Term of the Annexation Agreement, the Estate, as legally described on Exhibit D attached hereto and made a part hereof, shall be used for no purposes other than its present residential use, with ancillary uses, and/or for museum and greenhouse purposes, with ancillary uses; provided, however, that if the principal residence building now situated on the Estate is substantially damaged as a result of fire, an act of God or other matter beyond Owner's control, Owner shall have the right to devote the Estate, subject to the provisions of the Annexation Agreement, to such uses as may be authorized by the zoning classification and regulations established by this Ordinance for the balance of Parcel 4. However, no such development of the Estate under such circumstances shall increase the maximum number of residential dwelling units which may be constructed on Parcel 4 under the provisions of Paragraph E, hereof.

J. For purposes of determining the uses to which any specific lands may be devoted, Owner, at Owner's option and without amending the Conceptual Plan, may adjust the interior boundary lines separating the various Parcels, in whole or in part, in order to accommodate a particular Plan of development; provided, however, that no such adjustment shall move any part of any boundary line more than three hundred (300) feet from the original location thereof, as described on Exhibit B to this Ordinance, without amendment to the Conceptual Plan.

For purposes of this Section 4, the following definitions shall apply:

- a. The term "residential dwelling units" shall mean all dwelling units constructed and used for residential purposes, whether single-family, two-family or multiple-family and whether for sale or rental, including townhouses and townhomes, single-family attached and detached residences, apartments and condominiums, and senior citizen/elderly/congregate housing units; but the term "residential dwelling units" shall not be deemed to include nursing homes, hospitals, hotels, motels or dwelling units constructed upon land acquired through eminent domain or upon land acquired under the threat of eminent domain.
- b. The amount of real estate "designated for non-residential use", at any given time, shall be the area of land included within all tracts of land which have been assigned (as required by the provisions of Paragraph D(2) of Exhibit C to this Ordinance) to commercial, hotel, office or limited industrial buildings under Final Plans which have been approved as of such time. The amount of real estate "designated for non-residential use" shall not include land within Lake Charles, Harvey Lake or any Undeveloped Zone (as defined in Paragraph B(54) of Exhibit C to this Ordinance) or any land devoted to school or park purposes.
- c. Land within Parcel 1 which, at any given time, is "usable or used for residential use" shall mean land which, at such time, is being used or may be used for residential use; but land within Parcel 1 shall not be deemed to be "usable or used for residential use" if:
(i) such land is designated for non-residential use; (ii) such land, by its nature, cannot be developed; (iii) such land is used for school, park or roadway purposes; or (iv) such land is within Lake Charles.

SECTION 5. If any provision of this Ordinance is held invalid, such invalidity shall not effect the application or validity of any other provision of this Ordinance which can be given effect without the invalid provision or application, and to this end, the provisions of this Ordinance are declared to be severable.

SECTION 6. This Ordinance shall be in full force and effect from and after its passage, approval and publication in the manner provided by law.

ADOPTED THIS 17TH DAY OF NOVEMBER, 1988.

AYES: 5 - Byrne, Heier, Israel, Newton, Williams

NAYS: 1 - Kimble

ABSENT: 0 - None

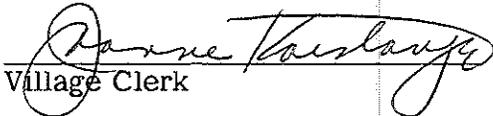
APPROVED THIS 17TH DAY OF NOVEMBER, 1988.

PUBLISHED IN PAMPHLET FORM.



Village President

ATTEST:



Village Clerk

LEGAL DESCRIPTION

THAT PART OF SECTIONS 28, 29, 32 AND 33, ALL IN TOWNSHIP 44 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT THE INTERSECTION OF THE EASTERLY LINE OF BUTTERFIELD ROAD PER INSTRUMENT RECORDED SEPTEMBER 25, 1956 AS DOCUMENT NO. 924527, SAID EASTERLY LINE BEING A LINE 40.00 FEET, AS MEASURED AT RIGHT ANGLES, EASTERLY OF AND PARALLEL WITH THE WEST LINE OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29, WITH THE NORTH LINE OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29; THENCE EASTERLY ALONG SAID LAST DESCRIBED NORTH LINE TO THE EAST LINE OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29; THENCE SOUTHERLY ALONG SAID LAST DESCRIBED EAST LINE TO THE NORTHWEST CORNER OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29; THENCE SOUTHERLY ALONG THE WEST LINE OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29, 150.00 FEET TO THE CENTER OF THE DRAINAGE DITCH; THENCE SOUTHEASTERLY ALONG THE CENTER OF SAID DRAINAGE DITCH, 187.21 FEET TO A POINT ON A LINE 160.00 FEET, AS MEASURED ALONG THE NORTH LINE OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29, EAST OF AND PARALLEL WITH THE WEST LINE OF SAID QUARTER QUARTER SECTION, SAID POINT BEING 248.00 FEET, AS MEASURED ALONG SAID PARALLEL LINE, SOUTH OF THE INTERSECTION OF SAID PARALLEL LINE WITH THE NORTH LINE OF SAID QUARTER QUARTER SECTION; THENCE NORTHERLY ALONG SAID LAST DESCRIBED PARALLEL LINE, 248.00 FEET TO THE NORTH LINE OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29; THENCE EASTERLY ALONG SAID LAST DESCRIBED LINE TO THE WEST LINE OF THE EAST 667.20 FEET OF LOT 5 IN ERNST HECHT ESTATE SUBDIVISION, ACCORDING TO THE PLAT THEREOF RECORDED MAY 23, 1918 AS DOCUMENT NO. 177862; THENCE NORTHERLY ALONG SAID LAST DESCRIBED WEST LINE, 195.90 FEET TO THE NORTH LINE OF THE SOUTH 195.90 FEET OF LOT 5 IN ERNST HECHT ESTATE SUBDIVISION, AFORESAID; THENCE EASTERLY ALONG SAID LAST DESCRIBED NORTH LINE, 667.20 FEET TO THE EAST LINE OF THE NORTHEAST 1/4 OF SECTION 29, AFORESAID; THENCE SOUTHERLY ALONG SAID LAST DESCRIBED EAST LINE, 974.90 FEET TO THE SOUTHERLY LINE OF LOT 6 IN ERNST HECHT ESTATE SUBDIVISION, AFORESAID; THENCE SOUTHEASTERLY ALONG SAID LAST DESCRIBED SOUTHERLY LINE TO THE WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED BY CONDEMNATION IN CIRCUIT COURT, LAKE COUNTY, CASE NO. 65-2323; THENCE SOUTHEASTERLY ALONG SAID LAST DESCRIBED WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED TO AN INTERSECTION WITH THE NORTHERLY RIGHT OF WAY LINE OF THE ELGIN, JOLIET AND EASTERN RAILWAY; THENCE WESTERLY ALONG SAID LAST DESCRIBED NORTHERLY RIGHT OF WAY LINE TO AN INTERSECTION WITH THE EAST LINE OF THE NORTHEAST 1/4 OF SAID SECTION 32; THENCE NORTHERLY ALONG SAID LAST DESCRIBED EAST LINE, 140.56 FEET TO A POINT ON SAID EAST LINE, 660.00 FEET SOUTH OF THE NORTHEAST CORNER OF SAID NORTHEAST 1/4; THENCE WEST 720.00 FEET; THENCE SOUTH 541.71 FEET TO THE NORTHWESTERLY RIGHT OF WAY LINE OF THE ELGIN, JOLIET AND EASTERN RAILWAY; THENCE SOUTHWESTERLY ALONG SAID LAST DESCRIBED NORTHWESTERLY RIGHT OF WAY LINE TO AN INTERSECTION WITH THE EASTERLY LINE OF BUTTERFIELD ROAD, BEING A LINE 40.00 FEET, AS MEASURED AT RIGHT ANGLES, EASTERLY OF AND PARALLEL WITH THE CENTER LINE OF SAID BUTTERFIELD ROAD; THENCE NORTHERLY ALONG THE EASTERLY LINE OF SAID BUTTERFIELD ROAD TO THE PLACE OF BEGINNING, TOGETHER WITH ALL THAT PART OF BUTTERFIELD ROAD (COUNTY HIGHWAY NO. 57) LYING WESTERLY OF AND ADJOINING THE AFOREDESCRIBED TRACT OF LAND AND FALLING IN UNINCORPORATED LAKE COUNTY, ILLINOIS.

ALSO

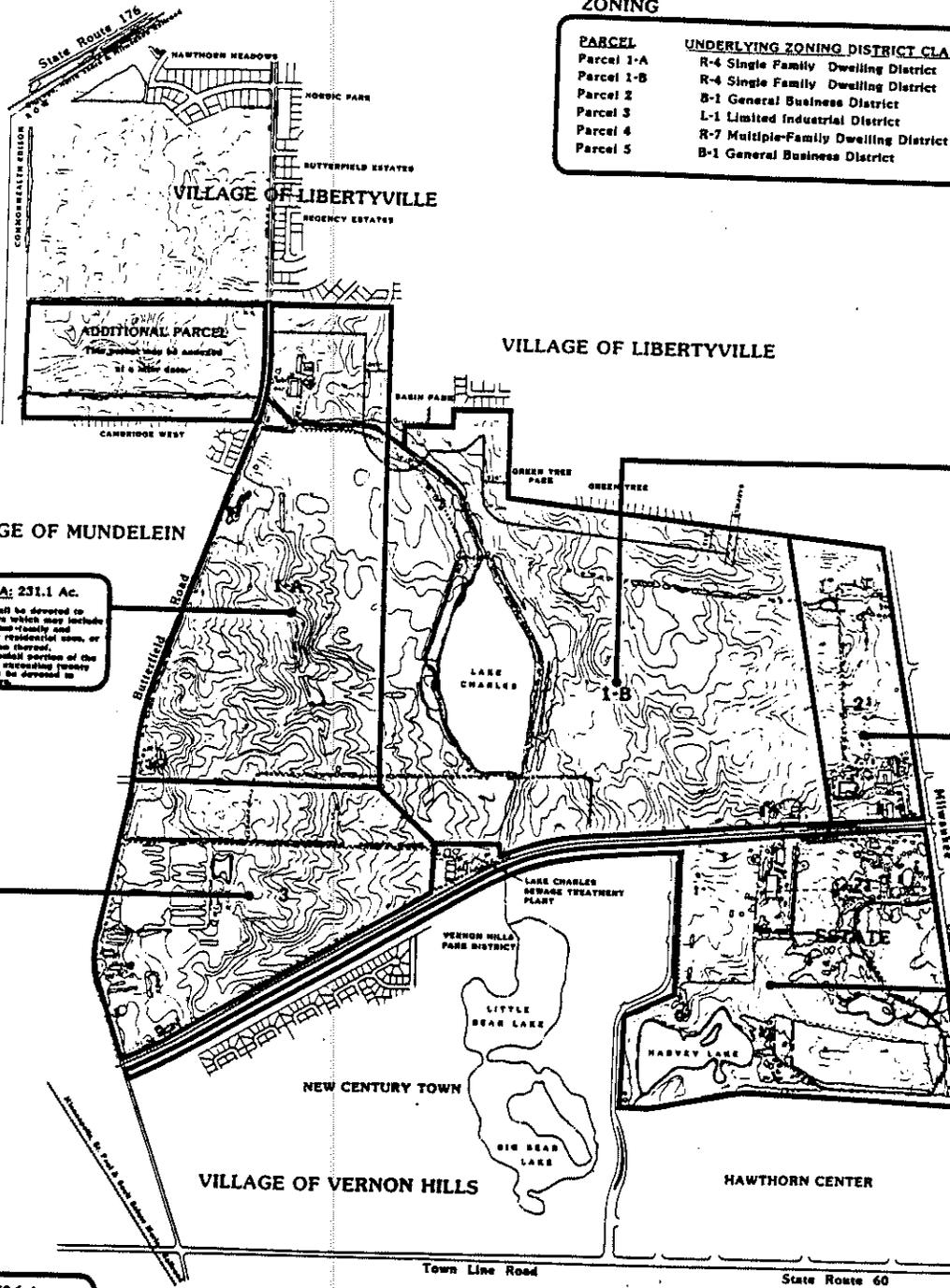
THAT PART OF SECTIONS 32 AND 33, TOWNSHIP 44 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT THE INTERSECTION OF THE SOUTHERLY RIGHT OF WAY LINE OF THE ELGIN, JOLIET AND EASTERN RAILWAY WITH THE WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED BY CONDEMNATION IN CIRCUIT COURT, LAKE COUNTY, CASE NO. 65-2323; THENCE SOUTHEASTERLY ALONG SAID LAST DESCRIBED WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED TO AN INTERSECTION WITH THE WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED PER INSTRUMENT RECORDED DECEMBER 19, 1974 AS DOCUMENT NO. 1691385; THENCE SOUTHERLY ALONG SAID LAST DESCRIBED WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED TO AN INTERSECTION WITH THE NORTH LINE OF HAWTHORN CENTER, BEING A SUBDIVISION OF PARTS OF SECTIONS 33 AND 34, AFORESAID, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 19, 1977 AS DOCUMENT NO. 1866654; THENCE WESTERLY ALONG SAID LAST DESCRIBED NORTH LINE AND THE NORTH LINE OF OUTLOT 1 IN NEW CENTURY TOWN, UNIT 1, BEING A SUBDIVISION OF PARTS OF SECTIONS 32 AND 33, AFORESAID, ACCORDING TO THE PLAT THEREOF RECORDED NOVEMBER 2, 1973 AS DOCUMENT NO. 1641342, 2356.91 FEET TO AN ANGLE POINT IN THE NORTHERLY LINE OF SAID OUTLOT 1; THENCE SOUTHWESTERLY ALONG THE NORTHERLY LINE OF SAID OUTLOT 1 TO AN ANGLE POINT IN SAID NORTHERLY LINE; THENCE WESTERLY ALONG THE NORTHERLY LINE OF SAID OUTLOT 1 TO THE EASTERLY LINE OF LAKEVIEW PARKWAY AS DEDICATED BY PLAT RECORDED OCTOBER 18, 1978 AS DOCUMENT NO. 1954348; THENCE NORTHERLY ALONG SAID EASTERLY LINE OF LAKEVIEW PARKWAY TO AN ANGLE POINT IN SAID LINE; THENCE NORTHEASTERLY ALONG THE SOUTHEASTERLY LINE OF SAID LAKEVIEW PARKWAY, 609.19 FEET TO AN ANGLE POINT IN SAID LINE; THENCE NORTHERLY ALONG THE EASTERLY LINE OF SAID LAKEVIEW PARKWAY, BEING ALSO THE EASTERLY LINE OF NEW CENTURY TOWN SITES 29 AND 30, UNIT 16, BEING A SUBDIVISION OF PART OF SECTION 33, AFORESAID, ACCORDING TO THE PLAT THEREOF RECORDED MARCH 30, 1979 AS DOCUMENT NO. 1985905, 1552.31 FEET TO AN INTERSECTION WITH THE SOUTHERLY LINE OF A 120.00 FEET WIDE STRIP OF LAND LYING SOUTHERLY OF, ADJOINING AND BEING PARALLEL WITH THE SOUTHERLY RIGHT OF WAY LINE OF THE ELGIN, JOLIET AND EASTERN RAILWAY; THENCE SOUTHWESTERLY ALONG THE SOUTHERLY LINE OF SAID 120.00 FEET WIDE STRIP OF LAND TO THE EASTERLY LINE OF BUTTERFIELD ROAD; THENCE NORTHERLY ALONG THE EASTERLY LINE OF BUTTERFIELD ROAD TO THE SOUTHEASTERLY RIGHT OF WAY LINE OF THE ELGIN, JOLIET AND EASTERN RAILWAY; THENCE NORTHEASTERLY ALONG SAID LAST DESCRIBED SOUTHEASTERLY RIGHT OF WAY LINE TO THE PLACE OF BEGINNING, TOGETHER WITH THAT PART OF MILWAUKEE AVENUE (ILLINOIS ROUTE NO. 21) LYING EASTERLY OF AND ADJOINING THE AFOREDESCRIBED TRACT OF LAND AND FALLING IN UNINCORPORATED LAKE COUNTY, ILLINOIS.

ALSO

THAT PART OF THE SOUTHEAST 1/4 OF SECTION 33 AND OF THE SOUTHWEST 1/4 OF SECTION 34, TOWNSHIP 44 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, LAKE COUNTY, ILLINOIS LYING EASTERLY OF THE EASTERLY LINE OF MILWAUKEE AVENUE AS WIDENED, WESTERLY OF THE CENTER LINE OF THE DES PLAINES RIVER, SOUTHERLY OF A LINE RUNNING FROM A POINT 11.85 CHAINS SOUTH OF THE CENTER OF SAID SECTION 34 TO A POINT 9.09 CHAINS SOUTH OF THE CENTER OF SAID SECTION 33, AND NORTHERLY OF THE NORTHERLY LINE OF ILLINOIS ROUTE 60 AS WIDENED, TOGETHER WITH ALL THAT PART OF SAID ILLINOIS ROUTE 60 (TOWN LINE ROAD) LYING SOUTHERLY OF AND ADJOINING THE AFOREDESCRIBED TRACT OF LAND AND FALLING IN UNINCORPORATED LAKE COUNTY AND TOGETHER WITH ALL THAT PART OF SAID MILWAUKEE AVENUE (ILLINOIS ROUTE 21) LYING WESTERLY OF AND ADJOINING THE AFOREDESCRIBED TRACT OF LAND AND FALLING IN SAID UNINCORPORATED LAKE COUNTY.

ZONING

PARCEL	UNDERLYING ZONING DISTRICT CLASSIFICATION
Parcel 1-A	R-4 Single Family Dwelling District
Parcel 1-B	R-4 Single Family Dwelling District
Parcel 2	B-1 General Business District
Parcel 3	L-1 Limited Industrial District
Parcel 4	R-7 Multiple-Family Dwelling District
Parcel 5	B-1 General Business District



PARCEL 1-A: 231.1 Ac.
This Parcel shall be devoted to residential uses which may include single-family, two-family and multiple-family residential uses, or any combination thereof. In addition, a small portion of the Parcel (i.e. not exceeding twenty (20) acres) may be devoted to commercial uses.

PARCEL 1-B: 411.4 Ac.
This is an alternate land use Parcel. The Parcel may be devoted entirely to residential uses (either single-family, two-family, or multiple-family) or any combination thereof. It may be devoted entirely to office uses or may be devoted entirely to hotel uses or may be devoted to a combination of residential, office and hotel uses. In addition, as hereinafter provided, limited portions of the parcel may be devoted to commercial uses.

PARCEL 2: 73.2 Ac.
This Parcel may be devoted entirely to commercial (including hotel) uses or may be devoted to office uses or it may be devoted to a combination of each commercial and office uses.

PARCEL 4: 233.9 Ac.
This Parcel shall be a mixed-use Parcel, subject to the provisions of this Agreement. The Parcel, which consists of approximately seventy (70) acres, shall be devoted to its present residential and governmental uses or to other uses. The balance of the Parcel may be devoted entirely to residential uses. (Other single-family, two-family, multiple-family or any combination thereof may be devoted entirely to office uses or may be devoted entirely to hotel uses or may be devoted to a combination of residential, office and hotel uses. Restricted, office or hotel uses may be allowed to take advantage of the unique natural features of the area which includes and surrounds Harvey Lake. In addition, that portion of the Parcel that is within one thousand (1000) feet of the western right-of-way line of Milwaukee Avenue may be devoted to commercial (including hotel) uses and, as hereinafter provided, limited portions of the balance of the Parcel may be devoted to commercial uses.

PARCEL 3: 170.6 Ac.
This Parcel shall be devoted to limited industrial uses. However, under circumstances hereinafter specified, the Parcel may be devoted entirely to single-family residential uses, or it may be devoted to a combination of single-family residential and limited industrial uses. In all cases, a small portion of the Parcel (i.e. not exceeding twenty (20) acres) may be devoted to commercial uses.

PARCEL 5: 53.6 Ac.
This Parcel may be devoted entirely to commercial (including hotel) uses or it may be devoted entirely to office uses or it may be devoted to a combination of each commercial and office uses.

GENERAL DEVELOPMENT NOTES

1. The map shows the proposed parcels and their boundaries. The parcels are numbered 1-A, 1-B, 2, 3, 4, and 5. The map also shows the boundaries of the Village of Libertyville, Village of Mundelein, Village of Vernon Hills, and Hawthorn Center.
2. The map shows the location of Lake Charles, Lake Charles Sewage Treatment Plant, Vernon Hills Park District, Little Bear Lake, Big Bear Lake, and Harvey Lake.
3. The map shows the location of State Route 176, State Route 60, Town Line Road, Millwaukee Avenue, Bullington Road, Cambridge West, Basin Park, Green Tree Park, Green Tree, and Lake Charles.
4. The map shows the location of the Hawthorn Meadows, Nordic Park, Butterfield Estates, and Regency Estates.
5. The map shows the location of the Cambridge West, Basin Park, Green Tree Park, Green Tree, and Lake Charles.

ADDITIONAL NOTES
The map shows the location of the parcels and their boundaries. The parcels are numbered 1-A, 1-B, 2, 3, 4, and 5. The map also shows the boundaries of the Village of Libertyville, Village of Mundelein, Village of Vernon Hills, and Hawthorn Center. The map shows the location of Lake Charles, Lake Charles Sewage Treatment Plant, Vernon Hills Park District, Little Bear Lake, Big Bear Lake, and Harvey Lake. The map shows the location of State Route 176, State Route 60, Town Line Road, Millwaukee Avenue, Bullington Road, Cambridge West, Basin Park, Green Tree Park, Green Tree, and Lake Charles. The map shows the location of the Hawthorn Meadows, Nordic Park, Butterfield Estates, and Regency Estates. The map shows the location of the Cambridge West, Basin Park, Green Tree Park, Green Tree, and Lake Charles.

Revised November 15, 1995
Revised December 24, 1998
Revised October 20, 1999

HAWTHORN PROPERTIES
VERNON HILLS, ILLINOIS

Exhibit D
to the
Annexation Agreement
**CONCEPTUAL
LAND USE PLAN**

ALLEN L. KRACOWER & ASSOCIATES INC.
LAND PLANNING AND DESIGN CONSULTANTS

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3093

**LEGAL DESCRIPTION OF
PARCELS 1-A, 1-B, 2, 3, 4 AND 5**

3097 **PARCEL 1-A**

3099 THAT PART OF SECTION 29, TOWNSHIP 44 NORTH, RANGE 11, EAST OF THE THIRD
3100 PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT
3101 THE INTERSECTION OF THE EASTERLY LINE OF BUTTERFIELD ROAD PER INSTRU-
3102 MENT RECORDED SEPTEMBER 25, 1956 AS DOCUMENT NO. 924527, SAID EASTERLY
3103 LINE BEING A LINE 40.00 FEET, AS MEASURED AT RIGHT ANGLES, EASTERLY OF
3104 AND PARALLEL WITH THE WEST LINE OF THE NORTHWEST 1/4 OF THE NORTH-
3105 EAST 1/4 OF SAID SECTION 29, WITH THE NORTH LINE OF THE NORTHWEST 1/4 OF
3106 THE NORTHEAST 1/4 OF SAID SECTION 29; THENCE EASTERLY ALONG SAID LAST
3107 DESCRIBED NORTH LINE TO THE EAST LINE OF THE NORTHWEST 1/4 OF THE
3108 NORTHEAST 1/4 OF SAID SECTION 29; THENCE SOUTHERLY ALONG SAID LAST
3109 DESCRIBED EASTLINE AND SAID EAST LINE EXTENDED SOUTHERLY TO AN INTER-
3110 SECTION WITH THE SOUTH LINE OF SAID SECTION 29; THENCE WESTERLY ALONG
3111 SAID LAST DESCRIBED SOUTH LINE TO AN INTERSECTION WITH THE EASTERLY
3112 LINE OF BUTTERFIELD ROAD; THENCE NORTHERLY ALONG THE EASTERLY LINE
3113 OF SAID BUTTERFIELD ROAD TO THE PLACE OF BEGINNING, IN LAKE COUNTY,
3114 ILLINOIS.

3116 CONTAINING 231.10 ACRES.

3120 **PARCEL 1-B**

3122 THAT PART OF SECTIONS 28, 29, 32 AND 33, ALL IN TOWNSHIP 44 NORTH, RANGE
3123 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS
3124 FOLLOWS: COMMENCING AT THE NORTHWEST CORNER OF THE SOUTHEAST 1/4
3125 OF THE NORTHEAST 1/4 OF SAID SECTION 29; THENCE SOUTHERLY ALONG THE
3126 WEST LINE OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29,
3127 150.00 FEET TO THE CENTER OF THE DRAINAGE DITCH, SAID POINT BEING THE
3128 PLACE OF BEGINNING; THENCE SOUTHEASTERLY ALONG THE CENTER OF SAID
3129 DRAINAGE DITCH, 187.21 FEET TO A POINT ON A LINE 160.00 FEET, AS MEASURED
3130 ALONG THE NORTH LINE OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID
3131 SECTION 29, EAST OF AND PARALLEL WITH THE WEST LINE OF SAID QUARTER
3132 QUARTER SECTION, SAID POINT BEING 248.00 FEET, AS MEASURED ALONG SAID
3133 PARALLEL LINE, SOUTH OF THE INTERSECTION OF SAID PARALLEL LINE WITH
3134 THE NORTH LINE OF SAID QUARTER QUARTER SECTION; THENCE NORTHERLY
3135 ALONG SAID LAST DESCRIBED PARALLEL LINE, 248.00 FEET TO THE NORTH LINE
3136 OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 29; THENCE
3137 EASTERLY ALONG SAID LAST DESCRIBED LINE TO THE WEST LINE OF THE EAST
3138 667.20 FEET OF LOT 5 IN ERNST HECHT ESTATE SUBDIVISION, ACCORDING TO THE
3139 PLAT THEREOF RECORDED MAY 23, 1918 AS DOCUMENT NO. 177862; THENCE
3140 NORTHERLY ALONG SAID LAST DESCRIBED WEST LINE, 195.90 FEET TO THE
3141 NORTH LINE OF THE SOUTH 195.90 FEET OF LOT 5 IN ERNST HECHT ESTATE

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3143 SUBDIVISION, AFORESAID; THENCE EASTERLY ALONG SAID LAST DESCRIBED
 3144 NORTH LINE, 667.20 FEET TO THE EAST LINE OF THE NORTHEAST 1/4 OF SECTION
 3145 29, AFORESAID; THENCE SOUTHERLY ALONG SAID LAST DESCRIBED EAST LINE,
 3146 974.90 FEET TO THE SOUTHERLY LINE OF LOT 6 IN ERNST HECHT ESTATE SUBDI-
 3147 VISION, AFORESAID; THENCE SOUTHEASTERLY ALONG SAID LAST DESCRIBED
 3148 SOUTHERLY LINE TO AN INTERSECTION WITH A LINE 1050.00 FEET, AS MEASURED
 3149 AT RIGHT ANGLES, SOUTHWESTERLY OF AND PARALLEL WITH THE CENTER LINE
 3150 OF MILWAUKEE AVENUE; THENCE SOUTHEASTERLY ALONG SAID LAST
 3151 DESCRIBED PARALLEL LINE TO AN INTERSECTION WITH THE NORTHERLY RIGHT
 3152 OF WAY LINE OF THE ELGIN, JOLIET AND EASTERN RAILWAY; THENCE WESTERLY
 3153 ALONG SAID LAST DESCRIBED NORTHERLY RIGHT OF WAY LINE TO AN INTER-
 3154 SECTION WITH THE EAST LINE OF THE NORTHEAST 1/4 OF SAID SECTION 32,
 3155 THENCE NORTHERLY ALONG SAID LAST DESCRIBED EAST LINE, 140.56 FEET TO A
 3156 POINT ON SAID EAST LINE, 660.00 FEET SOUTH OF THE NORTHEAST CORNER OF
 3157 SAID NORTHEAST 1/4; THENCE WEST 720.00 FEET; THENCE NORTHWESTERLY TO
 3158 THE POINT OF INTERSECTION OF THE SOUTH LINE OF SAID SECTION 29 WITH THE
 3159 SOUTHERLY EXTENSION OF THE EAST LINE OF THE NORTHWEST 1/4 OF THE
 3160 NORTHEAST 1/4 OF SAID SECTION 29; THENCE NORTHERLY ALONG SAID LAST
 3161 DESCRIBED LINE TO THE PLACE OF BEGINNING, IN LAKE COUNTY, ILLINOIS.

3163 CONTAINING 411.36 ACRES.

3167 PARCEL 2

3169 THAT PART OF SECTIONS 28 AND 33, TOWNSHIP 44 NORTH, RANGE 11, EAST OF
 3170 THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS:
 3171 BEGINNING AT THE INTERSECTION OF THE SOUTHERLY LINE OF LOT 6 IN ERNST
 3172 HECHT ESTATE SUBDIVISION, ACCORDING TO THE PLAT THEREOF RECORDED
 3173 MAY 23, 1918 AS DOCUMENT NO. 17762, WITH THE WESTERLY LINE OF MILWAUKEE
 3174 AVENUE AS WIDENED BY CONDEMNATION IN CIRCUIT COURT, LAKE COUNTY,
 3175 CASE NO. 65-2323; THENCE SOUTHEASTERLY ALONG SAID LAST DESCRIBED WEST-
 3176 ERLY LINE OF MILWAUKEE AVENUE AS WIDENED TO AN INTERSECTION WITH THE
 3177 NORTHERLY RIGHT OF WAY LINE OF THE ELGIN, JOLIET AND EASTERN RAILWAY;
 3178 THENCE WESTERLY ALONG SAID LAST DESCRIBED NORTHERLY RIGHT OF WAY
 3179 LINE TO AN INTERSECTION WITH A LINE 1050.00 FEET, AS MEASURED AT RIGHT
 3180 ANGLES, SOUTHWESTERLY OF AND PARALLEL WITH THE CENTER LINE OF SAID
 3181 MILWAUKEE AVENUE; THENCE NORTHWESTERLY ALONG SAID LAST DESCRIBED
 3182 PARALLEL LINE TO AN INTERSECTION WITH THE SOUTHERLY LINE OF LOT 6 IN
 3183 ERNST HECHT SUBDIVISION, AFORESAID; THENCE SOUTHEASTERLY ALONG SAID
 3184 LAST DESCRIBED SOUTHERLY LINE TO THE PLACE OF BEGINNING, IN LAKE
 3185 COUNTY, ILLINOIS.

3187 CONTAINING 73.22 ACRES.

3190 PARCEL 3

3192 THAT PART OF SECTION 32, TOWNSHIP 44 NORTH, RANGE 11, EAST OF THE THIRD
 3193 PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: COMMENCING
 3194 AT A POINT ON THE EAST LINE OF THE NORTHEAST 1/4 OF SECTION 32, 660.00
 3195 FEET SOUTH OF THE NORTHEAST CORNER OF SAID NORTHEAST 1/4; THENCE

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3197 WEST 720.00 FEET TO A POINT FOR A PLACE OF BEGINNING; THENCE SOUTH
 3198 541.71 FEET TO THE NORTHWESTERLY RIGHT OF WAY LINE OF THE ELGIN, JOLIET
 3199 AND EASTERN RAILWAY; THENCE SOUTHWESTERLY ALONG SAID LAST
 3200 DESCRIBED NORTHWESTERLY RIGHT OF WAY LINE TO AN INTERSECTION WITH
 3201 THE EASTERLY LINE OF BUTTERFIELD ROAD, BEING A LINE 40.00 FEET, AS MEA-
 3202 SURED AT RIGHT ANGLES, EASTERLY OF AND PARALLEL WITH THE CENTER LINE
 3203 OF SAID BUTTERFIELD ROAD; THENCE NORTHERLY ALONG THE EASTERLY LINE
 3204 OF SAID BUTTERFIELD ROAD TO AN INTERSECTION WITH THE NORTH LINE OF
 3205 SAID SECTION 32; THENCE EASTERLY ALONG SAID LAST DESCRIBED NORTH LINE,
 3206 BEING ALSO THE SOUTH LINE OF SECTION 29, TOWNSHIP 44 NORTH, RANGE 11,
 3207 EAST OF THE THIRD PRINCIPAL MERIDIAN, TO AN INTERSECTION WITH THE
 3208 SOUTHERLY EXTENSION OF THE EAST LINE OF THE NORTHWEST 1/4 OF THE
 3209 NORTHEAST 1/4 OF SECTION 29, AFORESAID; THENCE SOUTHEASTERLY TO THE
 3210 PLACE OF BEGINNING, IN LAKE COUNTY, ILLINOIS.

3212 CONTAINING 170.62 ACRES.

3216 PARCEL 4

3218 THAT PART OF SECTIONS 32 AND 33, TOWNSHIP 44 NORTH, RANGE 11, EAST OF
 3219 THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS:
 3220 BEGINNING AT THE INTERSECTION OF THE SOUTHERLY RIGHT OF WAY LINE OF
 3221 THE ELGIN, JOLIET AND EASTERN RAILWAY WITH THE WESTERLY LINE OF
 3222 MILWAUKEE AVENUE AS WIDENED BY CONDEMNATION IN CIRCUIT COURT, LAKE
 3223 COUNTY, CASE NO. 65-2323; THENCE SOUTHEASTERLY ALONG SAID LAST
 3224 DESCRIBED WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED TO AN INTER-
 3225 SECTION WITH THE WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED PER
 3226 INSTRUMENT RECORDED DECEMBER 19, 1974 AS DOCUMENT NO. 1691385; THENCE
 3227 SOUTHERLY ALONG SAID LAST DESCRIBED WESTERLY LINE OF MILWAUKEE AVE-
 3228 NUE AS WIDENED TO AN INTERSECTION WITH THE NORTH LINE OF HAWTHORN
 3229 CENTER, BEING A SUBDIVISION OF PARTS OF SECTIONS 33 AND 34, AFORESAID,
 3230 ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 19, 1977 AS DOCU-
 3231 MENT NO. 1866654; THENCE WESTERLY ALONG SAID LAST DESCRIBED NORTH
 3232 LINE AND THE NORTH LINE OF OUTLOT 1 IN NEW CENTURY TOWN, UNIT 1, BEING
 3233 A SUBDIVISION OF PARTS OF SECTIONS 32 AND 33, AFORESAID, ACCORDING TO
 3234 THE PLAT THEREOF RECORDED NOVEMBER 2, 1973 AS DOCUMENT NO. 1641342,
 3235 2356.91 FEET TO AN ANGLE POINT IN THE NORTHERLY LINE OF SAID OUTLOT 1;
 3236 THENCE SOUTHWESTERLY ALONG THE NORTHERLY LINE OF SAID OUTLOT 1 TO
 3237 AN ANGLE POINT IN SAID NORTHERLY LINE; THENCE WESTERLY ALONG THE
 3238 NORTHERLY LINE OF SAID OUTLOT 1 TO THE EASTERLY LINE OF LAKEVIEW
 3239 PARKWAY AS DEDICATED BY PLAT RECORDED OCTOBER 18, 1978 AS DOCUMENT
 3240 NO. 1954348; THENCE NORTHERLY ALONG SAID EASTERLY LINE OF LAKEVIEW
 3241 PARKWAY TO AN ANGLE POINT IN SAID LINE; THENCE NORTHEASTERLY ALONG
 3242 THE SOUTHEASTERLY LINE OF SAID LAKEVIEW PARKWAY, 609.19 FEET TO AN
 3243 ANGLE POINT IN SAID LINE; THENCE NORTHERLY ALONG THE EASTERLY LINE OF
 3244 SAID LAKEVIEW PARKWAY, BEING ALSO THE EASTERLY LINE OF NEW CENTURY
 3245 TOWN SITES 29 AND 30, UNIT 16, BEING A SUBDIVISION OF PART OF SECTION 33,
 3246 AFORESAID, ACCORDING TO THE PLAT THEREOF RECORDED MARCH 30, 1979 AS
 3247 DOCUMENT NO. 1985905, 1552.31 FEET TO AN INTERSECTION WITH THE SOUTH-
 3248 ERLY LINE OF A 120.00 FEET WIDE STRIP OF LAND LYING SOUTHERLY OF,

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3250 ADJOINING AND BEING PARALLEL WITH THE SOUTHERLY RIGHT OF WAY LINE OF
 3251 THE ELGIN, JOLIET AND EASTERN RAILWAY; THENCE SOUTHWESTERLY ALONG
 3252 THE SOUTHERLY LINE OF SAID 120.00 FEET WIDE STRIP OF LAND TO THE EAST-
 3253 ERLY LINE OF BUTTERFIELD ROAD; THENCE NORTHERLY ALONG THE EASTERLY
 3254 LINE OF BUTTERFIELD ROAD TO THE SOUTHEASTERLY RIGHT OF WAY LINE OF
 3255 THE ELGIN, JOLIET AND EASTERN RAILWAY; THENCE NORTHEASTERLY ALONG
 3256 SAID LAST DESCRIBED SOUTHEASTERLY RIGHT OF WAY LINE TO THE PLACE OF
 3257 BEGINNING, IN LAKE COUNTY, ILLINOIS.

3259 CONTAINING 233.87 ACRES.

3263 PARCEL 5

3265 THAT PARCEL OF THE SOUTHEAST 1/4 OF SECTION 33 AND THE SOUTHWEST 1/4
 3266 OF SECTION 34, TOWNSHIP 44 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL
 3267 MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT THE INTER-
 3268 SECTION OF THE EASTERLY LINE OF MILWAUKEE AVENUE AS WIDENED BY CON-
 3269 DEMNATION IN CIRCUIT COURT, LAKE COUNTY, CASE NO. 65-2323, WITH A LINE
 3270 RUNNING FROM A POINT 11.85 CHAINS (782.10 FEET) SOUTH OF THE CENTER POST
 3271 OF SECTION 34, AFORESAID, TO A POINT 9.09 CHAINS (599.94 FEET) SOUTH OF THE
 3272 CENTER POST OF SECTION 33, AFORESAID; THENCE EASTERLY ALONG SAID LAST
 3273 DESCRIBED LINE TO THE CENTER LINE OF THE DES PLAINES RIVER; THENCE
 3274 SOUTHEASTERLY ALONG THE CENTER LINE OF SAID DES PLAINES RIVER TO THE
 3275 EASTERLY EXTENSION OF THE NORTHERLY LINE OF ILLINOIS ROUTE 60 (TOWN
 3276 LINE ROAD) AS WIDENED BY CONDEMNATION IN CIRCUIT COURT, LAKE COUNTY,
 3277 CASE NO. 87 ED 11; THENCE WESTERLY ALONG SAID LAST DESCRIBED NORTH-
 3278 ERLY LINE AS WIDENED TO AN INTERSECTION WITH THE NORTHEASTERLY LINE
 3279 OF ROAD AS WIDENED BY DEDICATION RECORDED DECEMBER 19, 1974 AS DOCU-
 3280 MENT NO. 1691386; THENCE NORTHERLY ALONG SAID LAST DESCRIBED NORTH-
 3281 EASTERLY LINE AND ALONG THE EASTERLY LINE OF ROAD AS WIDENED BY DED-
 3282 ICATION RECORDED JULY 9, 1929 AS DOCUMENT NO. 339740 TO AN INTERSEC-
 3283 TION WITH THE EASTERLY LINE OF MILWAUKEE AVENUE AS WIDENED BY CON-
 3284 DEMNATION IN CIRCUIT COURT, LAKE COUNTY, CASE NO. 65-2323; THENCE
 3285 NORTHERLY ALONG SAID LAST DESCRIBED EASTERLY LINE OF MILWAUKEE AVE-
 3286 NUE AS WIDENED TO THE PLACE OF BEGINNING, ALL IN LAKE COUNTY, ILLINOIS.

3288 CONTAINING 53.58 ACRES.

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**ZONING, USE, BULK, AND OTHER REGULATIONS
AND STANDARDS APPLICABLE TO THE REAL ESTATE**

- A. **Provisions not Applicable.** The provisions of the Zoning Ordinance, Subdivision Control Ordinance and other Village ordinances, to the extent they are limited by or in conflict with the definitions, regulations and standards set forth below, shall not apply to the development of the Real Estate.
- B. **Definitions.** The following definitions shall be used in interpreting the standards, regulations and other provisions applicable to the Real Estate:
1. Accessory Use, Building or Structure.
 - (a) An "accessory use" is one which:
 - (1) Is subordinate to and serves a principal building or principal use;
 - (2) Is subordinate in area, extent or purpose to the principal building or principal use served;
 - (3) Contributes to the comfort, convenience, or necessity of occupants of the principal building or principal use served; and
 - (4) Is located on the same zoning lot as the principal building or principal use served with the single exception of such accessory off-street parking facilities as are permitted to locate elsewhere than on the same zoning lot with the building or use served.
 - (b) An "accessory building or structure" is a building or structure devoted to an accessory use and includes, but is not limited to, the following:
 - (1) A garage, shed, or building for domestic storage;
 - (2) Storage of goods used in or produced by manufacturing activities, on the same lot or parcel of ground with such activities, unless storage is excluded by the district regulations;
 - (3) Off-street motor vehicle parking area, and loading and unloading facilities;
 - (4) Public utility communication, electric, gas, water, and sewer lines, their supports, and incidental equipment; and

- (5) Central heating or air-conditioning facilities, solar energy collectors for the purpose of providing energy for heating and/or cooling whether as part of a structure or incidental to a group of structures in the nearby vicinity;
- (c) No accessory buildings shall be used for residential living quarters.
2. **Building.** Any structure with substantial walls and roof securely affixed to the land and entirely separated on all sides from any other structure by space or by walls in which there are no communicating doors, windows, or openings; and which is designed or intended for the shelter, enclosure, or protection of persons, animals, or chattels.
 3. **Building Height.** The vertical distance measured from the surface of the first finished floor of a building to the highest point of a building, excluding chimneys and rooftop mechanical appurtenances.
 4. **Building Setback Line.** A line parallel to the street line at a distance from it, regulated by the front yard requirements hereinafter set forth.
 5. **Clinic, Medical and Dental.** An establishment (but not including a hospital) where patients are admitted for study or treatment by two or more licensed physicians or dentists and their professional associates, practicing medicine or dentistry together.
 6. **Club or Lodge, Private.** An association of persons who are bona fide members paying annual dues, which owns, hires, or leases a building or portion thereof. Food and alcoholic beverages may be served on its premises, provided they are secondary and incidental to the principal use and appropriate licenses are obtained from the Village.
 7. **Commercial Vehicle.** Any vehicle other than a passenger vehicle operated for the transportation of persons or property in the furtherance of any commercial or industrial enterprise, For-Hire or Not-For-Hire, not including, however, a recreational vehicle not being used commercially.
 8. **Concentration Area.** Any part of Parcel 1 or Parcel 4 which: (a) is situated within one thousand (1,000) feet of Lake Charles or Harvey Lake or within one thousand (1,000) feet of any Undeveloped Zone consisting of not less than twenty (20) acres; and (b) is situated more than one thousand (1,000) feet distant from the easterly right-of-way line of Butterfield Road.
 9. **Corner Lot.** See Lot, Corner.
 10. **Court.** An open unoccupied space other than a required yard on the same lot with a building, which is totally or partially enclosed by a building or buildings and completely open to the sky.
 11. **Court, Inner.** A court enclosed on all sides by exterior walls of a building or by exterior walls and lot lines on which walls are allowable.

12. Court, Outer. A court enclosed on not more than three sides by exterior walls of a building or by exterior walls and lot lines on which walls are allowable, with one side or end open to a street, driveway, alley or yard.
13. Coverage, Lot. See Lot Coverage, as defined in the Zoning Ordinance.
14. Curb Level. See Grade, as defined in the Zoning Ordinance.
15. Day Care Center. An establishment which receives elderly persons or pre-school or school-age children for short term or extended hours of care and which provides essential personal care, protection, supervision, training and programs to meet the needs of the persons served.
16. Driveway. The paved area located between the curb of the roadway in the public street and the open or enclosed parking area or building.
17. Dwelling. A building, or portion thereof, designed or used exclusively for residential occupancy, including single-family dwelling, two-family dwellings, and multiple-family dwellings, but not including mobile homes or other trailers or lodging houses, hotels, or motels.
18. Dwelling, attached. A dwelling unit having its own ground floor entrance, joined to two (2) or more dwellings by party walls, or other horizontally unifying structural element.
19. Dwelling, detached. A dwelling which is surrounded on all sides by open space.
20. Dwelling, multiple-family. A dwelling containing three (3) or more dwelling units.
21. Dwelling, single-family. A dwelling containing one dwelling unit.
22. Dwelling, two-family. A dwelling containing two (2) dwelling units.
23. Floor Area Ratio. With respect to any given tract of land, the ratio obtained by dividing the Gross Floor Area of all buildings situated on such tract by the area of such tract.
24. Frontage. All the property on one side of a street between two intersecting streets (crossing or terminating) measured along the line of the street, or if the street is dead-ended, then all of the property abutting on one side between an intersecting street and the dead-end of the street.
25. Gross Floor Area. The sum of the gross horizontal areas of all floors, including basement space (if occupiable for the principal use of the building but not if used for storage or for the maintenance of mechanical equipment), in a building, which areas shall be measured from the exterior faces of the exterior walls or from the centerline of walls separating buildings, as the case may be, but not including mechanical penthouses, floor area devoted to parking or loading, lobbies, courts or atriums.

26. Hotel or Motel. A building in which rooms or suites are reserved to provide living and sleeping accommodations for temporary guests.
27. Laboratory, Commercial. A place devoted to experimental study such as testing and analyzing. Manufacturing, assembly, or packaging of products as a principal use is not included within this definition.
28. Loading and Unloading Space, Off-Street. An open hard surfaced area of land other than a street or public way, the principal use of which is for the standing, loading and unloading of motor trucks, tractors, and trailers to avoid undue interference with the public use of streets and alleys.
29. Lot. The word "lot" when used alone shall mean a zoning lot unless the context clearly indicates otherwise.
30. Lot, Corner. A parcel of land situated at the intersection of two or more streets or adjoining a curved street at the end of a block.
31. Lot Line, Front. That boundary of a lot or tract of land which is along a public or private street, right-of-way or easement of access. On a corner lot, the lot line having the shortest length abutting a street, right-of-way or easement of access is the front lot line.
32. Lot Line, Rear. The lot line or lot lines most nearly parallel to and most remote from the front lot line. Lot lines other than front or rear lot lines are side lot lines.
33. Lot Width. The horizontal distance between the side lot lines measured at right angles to the lot depth at the established front building line.
34. Lot, Zoning. A tract of land which is designated by its owner or developer as a tract to be used, developed or built upon as a single unit. A zoning lot may or may not coincide with a subdivided lot of record.
35. Manufacture. The making of anything by an agency or process.
36. Octave Band. A means of dividing the range of sound frequencies into octaves in order to classify sound according to pitch.
37. Parking Area. A hard-surfaced area other than a street, driveway or public way, designed, arranged, and made available for the parking of private passenger automobiles, recreational vehicles and commercial vehicles of occupants of the building or buildings for which the parking area is developed and is accessory.
38. Parking Area, Underground. A building or portion of a building designed, arranged, and made available to occupants of the building under which the parking is developed for storage of private passenger automobiles and commercial vehicles.

39. **Parking Facility, Off-street.** A structure which is designed or used exclusively for the storage of passenger motor vehicles, recreational vehicles and commercial vehicles not exceeding one and one-half ($1\frac{1}{2}$) tons in capacity either for accessory or commercial off-street parking spaces.
40. **Parking Space.** Space within a public or private parking area or parking facility for the storage of one passenger automobile or commercial vehicle under one and one-half ($1\frac{1}{2}$) ton capacity.
41. **Public Utility Facilities.** Poles, towers, wires, cables, conduits, vaults, laterals, transformers, pedestals, switchgear and other similar transmission or distribution equipment of a public utility.
42. **Public Way.** A thoroughfare for travel or transportation from place to place which is accessible to the public.
43. **Ringelmann Number.** The number of the area on the Ringelmann Chart published and used by the U.S. Bureau of Mines that coincides most nearly with the visual density of emission or the light-obscuring capacity of smoke.
44. **Senior Citizen/Elderly/Congregate Housing.** Housing constructed, maintained and operated for the exclusive occupancy of individual units therein by: (i) persons who are at least 55 years of age; (ii) persons who are under a disability or are handicapped; or (iii) two (2) to four (4) persons, one of whom meets the occupancy criteria stated in (i) or (ii).
45. **Setback Line, Building.** See Building Setback Line.
46. **Sign(s).** Any identification, description, illustration or illuminated device which is visible from any public place or is located on private property and exposed to the public and which directs attention to a product, service, place, activity, person, institution, business, or solicitation, including any permanently installed or situated merchandise or any emblem, painting, banner, pennant, placard, or temporary sign designed to advertise, identify or convey information, with the exception of national flags. For the purpose of removal, signs shall also include all sign structures.
47. **Smoke Units.** The number obtained by multiplying the smoke density in Ringelmann numbers by the time of emission in minutes. For the purpose of the Ringelmann Chart, Ringelmann density reading is made at least once every minute during the period of observation; each reading is then multiplied by the time in minutes during which it is observed, and the various products are added together to give the total number of "smoke units" observed during the total period under observation.
48. **Story.** That portion of a building, other than a basement or cellar, included between the surface of any floor and the surface of the floor next above it, or if there be no floor above it, then the space between the floor and the ceiling next above it.

49. Street. The width of the right-of-way or easement, whether public or private, which affords a primary means of vehicular access to abutting properties. A street shall not be considered as the width of pavement or other improvement on the right-of-way.
50. Street Line. A dividing line between a lot, tract, or parcel of land and a contiguous street.
51. Structure. Anything built, constructed or placed, which requires location in or on the ground or is attached to something having a location on the ground.
52. Structural Alterations. Any change other than incidental repairs which would prolong the life of the supporting members of a building or structure, such as bearing walls, columns, beams, or girders.
53. Terrace, Open. A level plane or platform which is located abutting one or more faces of the principal structure and which is constructed not more than four feet in height above the average level of the adjoining ground.
54. Undeveloped Zone. A parcel of land and/or water which: (a) is owned by a person or entity other than the Village, the Vernon Hills Park District or any school district and is subject to use by the public as a public or quasi-public conservation area, park, school, lake or waterway; (b) is subject to a restriction imposed by order court, deed, plat or dedication which prevents development thereof in a manner otherwise permissible under applicable Village ordinances or under this Agreement; or (c) is devoted to any privately owned active or passive recreational use (including, without limitation, a golf course). Each part of an Undeveloped Zone must satisfy one or more of the above three criteria, but an entire Undeveloped Zone need not satisfy any single one of such three criteria. An Undeveloped Zone may be irregular in shape (provided it is reasonably compact under the circumstances) and may include public or private roads or easements. No part of the Estate shall qualify as an Undeveloped Zone.
55. Unified Retail Center. A development of ten (10) or more acres which is devoted principally to retail sale and/or retail service businesses. A Unified Retail Center may consist of one or more principal buildings, may contain one or more lots which are devoted to separate uses and may be owned by different entities. A Unified Retail Center may be developed in stages or phases and shall initially be under either unified control or single ownership.
56. Use. The purpose for which land or a building thereon is designed, arranged or intended, or for which it is occupied, maintained, let, or leased.
57. Yard, Front. A yard extending across the full width of a zoning lot or tract of land and lying between the front line of such lot or tract and the nearest line of the building.

58. **Yard, Rear.** A yard extending across the full width of a zoning lot or tract of land and lying between the rear line of such lot or tract and the nearest line of the principal building which is unobstructed and unoccupied from its lowest level upward except as otherwise permitted.
59. **Yard, Side.** That part of the yard lying between the nearest line of the principal building and a side lot line, and extending from the required front yard (or from the front lot line, if there is no required front yard) to the required rear yard which is unoccupied and unobstructed from its lowest level upward except as otherwise permitted.

C. **Permitted and Special Uses.** Only the following permitted and special uses shall be authorized on the Real Estate:

Section 1. **Residential Uses in Parcels 1-A, 1-B, 3 and 4**

1.1 **Permitted Uses:**

- 1.1.1 Detached single-family dwellings;
- 1.1.2 Two-family and attached single-family dwellings;
- 1.1.3 Multiple-family dwellings (but not in Parcel 3);
- 1.1.4 Senior Citizen/Elderly/Congregate Housing (but not in Parcel 3);
- 1.1.5 Houses of worship, convents, rectories, parsonages, parish houses and monasteries, including schools sponsored by and operated within the sponsor's buildings;
- 1.1.6 Parks, playgrounds, and recreational facilities;
- 1.1.7 Public schools, elementary and high, and private schools having the same curriculum as ordinarily given in the public schools;
- 1.1.8 Nurseries, provided all plants sold shall be grown on the premises;
- 1.1.9 Extraction of sand, gravel or other raw materials (but only as to that part of Parcel 1-B within Lake Charles and only for the purpose of extracting materials to be used for construction of improvements relating to the Real Estate within twenty (20) years from the date hereof);
- 1.1.10 Farms, excluding the raising of livestock and poultry thereon;

- 1.1.11 Golf courses and driving ranges (but no driving range shall have lights for night use without the approval of the Corporate Authorities);
- 1.1.12 Off-street parking areas and parking facilities, as required or permitted by Paragraph K below;
- 1.1.13 Accessory uses (specifically including public and private sanitary sewer and/or water systems and facilities); and
- 1.1.14 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

1.2 **Special Uses:**

- 1.2.1 Any building owned or leased by a public utility as a branch office or distribution center;
- 1.2.2 Any public building erected or leased by any department of municipal, state, county or federal government;
- 1.2.3 Convalescent care facilities;
- 1.2.4 Hospitals, provided that such buildings may not cover more than thirty percent (30%) of the total lot area and such buildings shall be set back an additional two (2) feet from all lot lines for every foot of building height;
- 1.2.5 Storage and service of school buses;
- 1.2.6 Day care centers;
- 1.2.7 Riding stables; and
- 1.2.8 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

Section 2. **Non-Residential Uses in Parcel 1-B and That Portion of Parcel 4 Which is More Than One Thousand (1,000) Feet Distant from the Westerly Right-of-Way Line of Milwaukee Avenue**

2.1 **Permitted Uses Throughout:**

- 2.1.1 Hotels and motels;
- 2.1.2 Business and professional offices and office buildings (including corporate headquarters);
- 2.1.3 Research and development facilities including the testing of products but not including the manufacture of products

(except as incidental to the research and testing of products);

- 2.1.4 Museums (as to Parcel 4 only);
- 2.1.5 Greenhouses (as to Parcel 4 only);
- 2.1.6 Accessory uses; and
- 2.1.7 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

2.2 **Permitted Uses in Limited Portions of Parcels (i.e. Limited to Hotels, Office Buildings, Clubs, Restaurants, Etc. as Provided in Paragraph "H" of Article VIII of this Agreement):**

- 2.2.1 Antique shops;
- 2.2.2 Arcades for electronic games;
- 2.2.3 Art Galleries;
- 2.2.4 Bakeries (provided that all goods produced on the premises are sold at retail on the premises);
- 2.2.5 Banks and savings and loan associations (but not including drive-in or drive-through facilities without the approval of the Corporate Authorities);
- 2.2.6 Barber and beauty shops;
- 2.2.7 Book and stationery stores;
- 2.2.8 Camera and photographic stores;
- 2.2.9 Candy, confectionary and ice cream stores;
- 2.2.10 Card and gift shops;
- 2.2.11 China and glassware stores
- 2.2.12 Clinics (medical and dental);
- 2.2.13 Cocktail lounges;
- 2.2.14 Coin and philatelic shops;
- 2.2.15 Drug stores and pharmacies;
- 2.2.16 Dry cleaners and laundries (drop-off and pick-up only);

- 2.2.17 Florist shops;
- 2.2.18 Furrier shops;
- 2.2.19 General retail sales;
- 2.2.20 Hobby and craft shops;
- 2.2.21 Jewelry stores;
- 2.2.22 Leather goods and luggage stores;
- 2.2.23 Office supply stores;
- 2.2.24 Optical shops;
- 2.2.25 Physical culture and health services, reducing salons;
- 2.2.26 Package liquor stores;
- 2.2.27 Photographic studios;
- 2.2.28 Private clubs;
- 2.2.29 Restaurants (including those serving alcoholic beverages but excluding drive-in and drive-through)
- 2.2.30 Shoe stores;
- 2.2.31 Sporting goods stores;
- 2.2.32 Retail tailor and dressmaking shops;
- 2.2.33 Toy stores;
- 2.2.34 Travel agencies;
- 2.2.35 Video stores;
- 2.2.36 Wearing apparel shops;
- 2.2.37 Accessory uses; and
- 2.2.38 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

Section 3. Non-Residential Uses in Parcels 1-A and 3

3.1 Permitted Uses Throughout Parcel 3:

- 3.1.1 Blueprinting and photostating;
- 3.1.2 Bookbinding;
- 3.1.3 Engraving, printing and publishing;
- 3.1.4 Lithographing;
- 3.1.5 Warehouse storage of nonhazardous materials, products and equipment, wholly enclosed within a building;
- 3.1.6 Wholesale sales and warehouses;
- 3.1.7 Sales rooms accessory to permitted uses; and
- 3.1.8 Light manufacturing, fabricating, processing, assembly, repairing, storing, servicing or testing of materials, goods or products;
- 3.1.9 Business and professional offices and office buildings;
- 3.1.10 Research laboratories;
- 3.1.11 Accessory uses; and
- 3.1.12 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

3.2 Permitted Uses in Limited Portions of Parcels 1-A and 3 (i.e. Limited to an Aggregate Area of Not More than Twenty (20) Acres Abutting Butterfield Road, as Provided in Paragraph "G" of Article VIII of this Agreement):

- 3.2.1 All uses identified or referred to above in Section 2.2 (other than cocktail lounges and medical clinics);
- 3.2.2 Art and school supply stores;
- 3.2.3 Bicycle shops;
- 3.2.4 Food stores, delicatessens, grocery stores and supermarkets;
- 3.2.5 Furniture stores;
- 3.2.6 Hardware stores;

- 3.2.7 Household appliance stores;
- 3.2.8 Interior decorating stores;
- 3.2.9 Locksmith shops;
- 3.2.10 Meat markets;
- 3.2.11 Music stores;
- 3.2.12 Paint and wallpaper stores;
- 3.2.13 Pet stores;
- 3.2.14 Professional and business offices;
- 3.2.15 Radio, t.v., hi-fi and record stores;
- 3.2.16 Schools, music & dancing;
- 3.2.17 Shoe and clothing repair shops;
- 3.2.18 Variety stores;
- 3.2.19 Accessory uses; and
- 3.2.20 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

3.3 **Special Uses in the Limited Portions of Parcels 1-A and 3 Described in Section 3.2:**

- 3.3.1 Business and trade schools;
- 3.3.2 Carpet, rug and tile stores;
- 3.3.3 Cocktail lounges;
- 3.3.4 Equipment rental (outdoor);
- 3.3.5 Medical clinics;
- 3.3.6 Properly screened outdoor sales;
- 3.3.7 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

Section 4. Non-Residential Uses in Parcels 2 and 5 and That Portion of Parcel 4 Which is Within One Thousand (1,000) Feet of the Westerly Right-of-Way Line of Milwaukee Avenue

4.1 Permitted Uses:

- 4.1.1 All uses identified or referred to above in Section 3.2;
- 4.1.2 Cocktail lounges;
- 4.1.3 Clinics;
- 4.1.4 Day care centers;
- 4.1.5 Equipment rental (indoor);
- 4.1.6 Hotels and motels;
- 4.1.7 Movie Theatres and entertainment complexes;
- 4.1.8 Museums (as to Parcel 4 only);
- 4.1.9 Business and professional offices and office buildings (including corporate headquarters);
- 4.1.10 Off-street parking areas and parking facilities;
- 4.1.11 Accessory uses (specifically including public and private sanitary sewer and/or water systems and facilities); and
- 4.1.12 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

4.2 Special Uses:

- 4.2.1 Any building owned or leased by a public utility as a branch office or distribution center;
- 4.2.2 Any public building erected or leased by any department of municipal, state, county or federal government;
- 4.2.3 Animal clinic;
- 4.2.4 Animal hospital;
- 4.2.5 Automobile, new car dealerships with new car showrooms, auto preparation and service bays, new car storage and similar accessory uses normally consistent with a new car dealership. Used car sales shall be permitted only in conjunction with a new car dealership, and shall be limited to a maximum of three (3) square feet of outdoor display area

for each one (1) square foot of new car indoor display or sales showroom (excluding office space);

- 4.2.6 Automobile service stations and/or mini-marts and/or automobile laundries;
- 4.2.7 Banks and savings and loan associations, drive-in and drive-through;
- 4.2.8 Business and trade schools;
- 4.2.9 Equipment rental (outdoor);
- 4.2.10 Funeral parlors;
- 4.2.11 Gunsmiths and gun shops;
- 4.2.12 Property screened outdoor sales;
- 4.2.13 Restaurants, drive-in and drive-through;
- 4.2.14 Wholesale sales; and
- 4.2.15 Any use determined by the Corporate Authorities to be similar and compatible to the uses listed above.

D. **Floor Area Ratio.**

- 1. **Residential Uses.** There shall be no floor area ratio limitations in either single-family, two-family or multiple-family residential developments within the Real Estate.
- 2. **Non-Residential Uses.** Except with respect to Parcel 5, upon submission of a Preliminary Plan for a development which includes a commercial building, office building, hotel or limited industrial building, a separate tract of land (which may be, but need not be, a separate zoning lot) shall be assigned to each such building. The floor area ratio within any such tract assigned to a commercial building (other than a hotel) shall not exceed .35. The floor area ratio within any such tract assigned to a hotel, office building or limited industrial building shall not exceed .5. There shall be no floor area ratio limitation for individual buildings within Parcel 5; provided the aggregate floor area ratio of all buildings within Parcel 5 shall not exceed 1.0.

- E. **Ingress and Egress Systems.** The provisions of Sections 13.7.2, 14.7.2, 15.7.2 and 16.7.2 of the Zoning Ordinance shall not be applicable to development on the Real Estate. However, all buildings and uses maintained within the Real Estate shall have access to a public street or a private street which in turn has access to a public street.

F. Height.

1. Without the prior approval of the Corporate Authorities, building heights within the Real Estate shall not exceed the following:
 - (a) Except as otherwise provided in the succeeding provisions of this paragraph F, buildings may be constructed to a maximum height of three (3) stories or thirty-six (36) feet, whichever is greater, provided, however, that buildings containing commercial uses may be constructed to a maximum height of three (3) stories or fifty (50) feet, whichever is greater.
 - (b) Within any Concentration Area, nursing homes, hospitals and buildings containing multiple-family residential dwelling units may be constructed to a maximum height of six (6) stories or seventy-two (72) feet, whichever is greater.
 - (c) Within Parcel 5, office buildings and hotels may be constructed to a maximum height of twelve (12) stories or one hundred forty-four (144) feet, whichever is greater; within Parcels 1-B, 2 and 4, hotels may be constructed to a maximum height of eight (8) stories or ninety-six (96) feet, whichever is greater, and office buildings may be constructed to a maximum height of six (6) stories or seventy-two (72) feet, whichever is greater.
 - (d) Notwithstanding (b) and (c) above, within that part of Parcel 4 situated within three hundred (300) feet of the easterly right-of-way line of Lakeview Parkway, no buildings may be constructed to a height in excess of three (3) stories or thirty-six (36) feet, whichever is greater.
 - (e) Within Parcel 3, non-residential buildings may be constructed to a maximum height of four (4) stories or forty-eight (48) feet, whichever is greater, provided, however, that within three hundred (300) feet of the southerly boundary of Parcel 3 such non-residential buildings shall not exceed two (2) stories or twenty-four (24) feet, whichever is greater.
 - (f) Accessory buildings or structures in single-family residential developments (except for garages) shall not exceed ten (10) feet in height. Garages in single-family residential developments shall not exceed twenty-five (25) feet in height. Accessory buildings or structures in multiple-family residential and non-residential developments shall not exceed twenty-five (25) feet in height except that accessory parking structures may be built to the height of the building served by such accessory parking structure.
2. No chimney or rooftop mechanical appurtenances shall exceed fifteen (15) feet in height and all such rooftop mechanical appurtenances shall be screened from view.

G. **Building Setback and Yard Requirements.**

1. **Front Yard Setbacks.**

- (a) In detached single-family residential developments, front yard setbacks shall be provided as follows:

<u>Lot Size</u>	<u>Front Yard Setback</u>
19,999 square feet or less	25 feet
20,000 square feet - 39,999 square feet	30 feet
40,000 square feet - 79,999 square feet	40 feet
80,000 square feet or more	65 feet

- (b) In two-family and attached single-family residential developments, a front yard setback of not less than twenty (20) feet shall be provided.
- (c) In multiple-family residential developments, a front yard setback of not less than thirty (30) feet shall be provided.
- (d) In commercial, office and limited industrial developments, a front yard setback of not less than thirty (30) feet shall be provided along a local street and a front yard setback of not less than forty (40) feet shall be provided along a collector street.
- (e) In developments containing the uses identified or referred to hereinabove in Sections 1.1.5, 1.1.7, 1.1.8, 1.2.1, 1.2.2 and 1.2.4, a front yard setback of not less than sixty-five (65) feet shall be provided.
- (f) On public streets, front yard setbacks shall be measured from the nearest right-of-way line of such streets. On private streets or easements of access, front yard setbacks shall be measured from the nearest curb line.

2. **Side and Rear Yard Setbacks.**

- (a) In single-family residential developments, side yards shall be provided as follows:

<u>Lot Size</u>	<u>Side Yard</u>
11,999 square feet or less	7 feet
12,000 square feet - 19,999 square feet	10 feet
20,000 square feet - 39,999 square feet	15 feet
40,000 square feet - 79,999 square feet	25 feet
80,000 square feet or more	30 feet

- (b) In single-family residential developments, rear yards shall be provided as follows:

<u>Lot Size</u>	<u>Rear Yard</u>
19,999 square feet or less	35 feet or 20% of the depth of the lot, whichever is greater
20,000 square feet or more	50 feet or 20% of the depth of the lot, whichever is greater

- (c) In two-family and attached single-family residential developments, a side yard setback of not less than seven (7) feet shall be provided on each side of a building (except a side yard shall not be required where a side yard line is coterminous with a party wall) and a rear yard of not less than thirty (30) feet, or twenty (20) percent of the depth of the lot, whichever is greater, shall be provided.
- (d) In multiple-family residential developments, side yard setbacks of not less than thirty (30) feet shall be provided and rear yard setbacks of not less than thirty (30) feet, or twenty (20) percent of the depth of the lot, whichever is greater, shall be provided.
- (e) In commercial and office developments, a side yard setback of not less than thirty-five (35) feet shall be provided and a rear yard setback of not less than forty (40) feet shall be provided.
- (f) In limited industrial developments, side and rear yard setbacks of not less than twenty-five (25) feet shall be provided unless the limited industrial building is greater than two (2) stories in height in which event side and rear setbacks of not less than thirty (30) feet shall be provided.

- (g) In developments containing the uses identified or referred to herein above in Sections 1.1.5, 1.1.7, 1.1.8, 1.2.1, 1.2.2 and 1.2.4, side yard setbacks of not less than twenty-five (25) feet shall be provided and a rear yard setback of not less than fifty (50) feet, or twenty percent (20%) of the lot depth, whichever is greater, shall be provided.
3. **Setback Requirements from Milwaukee Avenue, Illinois State Route 60 and Butterfield Road.** Notwithstanding the foregoing yard requirements, no commercial, office or limited industrial building shall be constructed within one hundred (100) feet, plus one foot for each foot of building height in excess of thirty-five (35) feet, of the right-of-way (existing as of the date of issuance of a building permit for such building) of either Milwaukee Avenue, Illinois State Route 60 or Butterfield Road.
4. **Distances Between Buildings.**
- (a) In commercial, office and limited industrial developments, no building shall be maintained within twenty (20) feet of any other building. For purposes of this provision, any two or more user spaces sharing one or more common walls or separated solely by an outdoor sales area being maintained in conjunction with one of the adjacent uses, shall be considered to be a single building, regardless of the form of ownership of such user space.
- (b) In multiple-family residential developments, no two (2) story building shall be maintained within twenty-five (25) feet of any other building and no three (3) story building shall be maintained within thirty (30) feet of any other building.
5. **Buffer Strips Along Public Rights-of-Way.** In commercial, office and limited industrial developments, a landscaped buffer strip of not less than twenty-five (25) feet in depth with such depth to be provided in any yard abutting a public right-of-way, measured from the lot line abutting said public right-of-way. In commercial, office and limited industrial developments abutting Milwaukee Avenue, Illinois State Route 60 and Butterfield Road such buffer strip shall be not less than fifty (50) feet in depth measured from the lot line abutting the right-of-way existing as of the date of issuance of a building permit for such development. Driveways for ingress and egress may be located within such landscaped buffer strip.
6. **Setback Requirements from Lake Charles and Harvey Lake.** Except for piers, marinas, clubhouses and other water dependent uses, no structure may be constructed within one hundred (100) feet of Lake Charles or Harvey Lake without approval of the Corporate Authorities.
- H. **Required Minimum Square Footage of Habitable Area In Residential Dwelling Units.**

For purposes hereof, habitable area shall be the horizontal square foot area of all floors of a dwelling unit above the finished grade, measured from the inside surfaces of

all perimeter walls enclosing the dwelling unit. Habitable area shall not include cellars, garages, attics, basements, porches, patios, atriums, or similar areas which are accessory to a dwelling unit except that finished recreation rooms may be permitted in a basement and will be counted as habitable area, provided such area does not exceed ten (10) percent of the total habitable floor area requirement. Where the dwelling unit is multi-level, the tabular square foot area can be divided evenly or unevenly between levels provided the total required square foot requirement is met.

1. Detached Single-Family Residential Dwelling Units.

<u>Lot Size Per Dwelling Unit (Square Feet)</u>	<u>Minimum Habitable Area (Square Feet)</u>
80,000 +	3,400
40,000 - 79,999	3,000
20,000 - 39,999	2,600
12,000 - 19,999	2,300
9,000 - 11,999	2,150

2. Two-Family and Attached Single-Family and Multiple-Family Residential Dwelling Units.

(a) Multiple-Family:

One-bedroom dwelling unit.....	1,000 square feet
Two-bedroom dwelling unit.....	1,200 square feet
Three-bedroom dwelling unit	1,400 square feet
Four-bedroom dwelling unit	1,600 square feet

(b) Two-Family and Attached Single-Family:

Two-bedroom dwelling unit.....	1,200 square feet
Three-bedroom dwelling unit	1,400 square feet
Four-bedroom dwelling unit	1,600 square feet

3. The Corporate Authorities shall reasonably establish the required square foot requirements for habitable area for any other combination of bedrooms and floor or level building designs.

I. Lot Area, Lot Width and Lot Coverage.

1. Detached Single-Family Residential Dwelling Units.

- (a) All detached single-family residential dwelling units shall be constructed on lots having an area of not less than ten thousand (10,000) square feet except that up to twenty percent (20%) of the detached single-family residential dwelling units constructed or being constructed on the Real Estate from time to time may be constructed on lots having an area of not less than nine thousand (9,000) square feet.

- (b) Detached single-family residential dwelling units shall be constructed on lots having not less than the following lot widths:

<u>Lot Size</u>	<u>Minimum Lot Width</u>
11,999 square feet or less	75 feet
12,000 square feet - 19,999 square feet	85 feet
20,000 square feet - 39,999 square feet	100 feet
40,000 square feet - 79,999 square feet	135 feet
80,000 square feet or more	200 feet

- (c) On cul-de-sacs, lot width shall be measured along a line parallel to, and 30 feet behind, the front yard setback line.

2. Two-Family and Attached Single-Family Residential Dwelling Units.

- (a) All two-family and attached single-family residential dwelling units shall be constructed on lots having an area of not less than five thousand (5,000) square feet for each dwelling unit.
- (b) All two-family residential dwelling units shall be constructed on lots having a width of not less than sixty-five (65) feet.
- (c) All attached single-family residential dwelling units shall be constructed on lots having a width of not less than twenty-five (25) feet per dwelling unit.

3. Multiple-Family Residential Dwelling Units.

- (a) Each development including one or more buildings which contain multiple-family residential dwelling units shall be constructed on a lot of not less than one hundred twenty thousand (120,000) square feet of land area. The calculation of the area of any lot devoted to such a development shall be made on a so-called "gross" acreage basis so that the amount of land within any detention/retention basin, wetlands area, road right-of-way, private park site, common area or the like is included in such area; but no part of any lake or golf course may be included in any such calculation.
- (b) Each development including one or more buildings which contain multiple-family residential dwelling units shall be constructed on an assigned tract of land (which may be, but need not be, a

separate zoning lot) having an area of not less than three thousand (3,000) square feet of land for each dwelling unit constructed within that development; provided, however, that, within a Concentration Area, each such development shall be constructed on such an assigned tract having an area of not less than one thousand seven hundred forty (1,740) square feet for each dwelling unit constructed within that development.

- (c) Each development including one or more buildings which contain multiple-family residential dwelling units shall be constructed on a lot having a width of not less than two hundred (200) feet.

4. **Commercial, Hotel, Office and Limited Industrial Uses.**

- (a) All buildings containing commercial, hotel, office or limited industrial uses shall be constructed on lots having an area of land of not less than forty thousand (40,000) square feet.
- (b) All buildings containing commercial, hotel, office or limited industrial uses shall be constructed on lots having a width of not less than two hundred (200) feet.
- (c) No development containing commercial, hotel, office or limited industrial uses shall be constructed with a ratio of lot coverage to the total site area devoted to the principal building or buildings of more than sixty percent (60%).
- (d) Notwithstanding anything contained herein to the contrary, no minimum lot size or lot width or maximum ratio of lot coverage shall be applicable to any individual in-line store within a Unified Retail Center or to any individual building within a unified development containing more than one building (but not including outlots in shopping centers).

5. **Other Permitted and Special Uses.**

The uses identified or referred to hereinabove in Sections 1.1.5, 1.1.7, 1.1.8, 1.2.1, 1.2.2 and 1.2.4 shall be constructed on lots having an area of not less than two (2) acres and having a width of not less than two hundred (200) feet.

- J. **Trash Collection Areas.** In all office, commercial, limited industrial and multiple-family residential developments, refuse and trash collection areas shall be screened from view on four sides, one of which may include a gate or entrance door.

K. Off-Street Parking and Loading.

1. Scope of regulations.

- (a) The off-street parking and off-street loading requirements for all buildings and structures erected, altered, or enlarged, and all uses of land established, within the Real Estate shall be limited to the regulations of this Paragraph K.
- (b) When the intensity of use of any building, structure, or premises is increased through the addition of dwelling units, gross floor area, seating capacity, or other units of measurement, such increase shall be permitted only if the parking and loading requirements for the addition are also satisfied.
- (c) Whenever the use of a building or structure is changed to a new use on any portion of the Real Estate (other than the Estate), off-street parking and loading shall be provided as required by this Agreement for such new use. Whenever the existing use of a building or structure on the Estate shall hereafter be changed to a new use, off-street parking and loading shall be provided as Owner reasonably determines necessary.
- (d) Nothing in this Paragraph K shall be deemed to prevent the voluntary establishment of off-street parking and loading areas and facilities in excess of the minimum requirements to serve any existing or subsequently established use of land or buildings, provided that all regulations herein governing the location, design, and operation of such areas and facilities are adhered to.

2. Use of parking and loading areas and facilities.

- (a) Parking areas and off-street parking facilities for a given use shall be principally for the parking of motor vehicles of the employees, patrons or occupants of the use and their guests.
- (b) Off-street loading facilities for a given use shall be used only for loading or unloading of goods, for the use of which such loading facilities are accessory, for the storage of vehicles (not to exceed twenty-four (24) hours) and such facilities shall not be used for repair or storage of vehicles.

3. Location of parking.

- (a) All off-street parking spaces serving buildings or uses maintained within a Unified Retail Center shall be located within said Unified Retail Center, provided, however, that off-street parking spaces serving an individual use need not be located on the same lot as the use to be served.

- (b) Except as specifically provided in (a) above, off-street parking spaces shall be located on the same lot as the use served, except when the Corporate Authorities authorize, for a specific use, all or part of the required off street parking spaces to be located on a lot that does not contain the principal use or structure, provided such facilities are within one thousand (1,000) feet, measured along the shortest line of a public access, of said building. In cases where off-street parking spaces are permitted on a lot other than the lot on which the structure or use served is located, a covenant running with the land shall be recorded in the office of the Recorder of Deeds of Lake County, Illinois, for the lot upon which the accessory off-street parking spaces are located, with the same requirements and conditions attaching to such substitute accessory use lot as would otherwise apply for such off-street parking spaces. Copies of the recorded covenant shall be filed with the Zoning Administrator. The covenant shall not be released until such time as either one of the following conditions occur:
- (1) The structure on the lot containing the principal use is terminated; or
 - (2) Another lot of the required size, within the required distance, is properly developed and used for the required off-street parking spaces, in place of the initial lot used for such off-street parking spaces, with the same requirements, covenants, and conditions attaching to such substitute accessory use lot as were theretofore approved by the Corporate Authorities.
- (c) Off-street parking spaces for different buildings, structures or uses, or for a mixed use building or structure on a given lot or parcel, may be provided collectively when peak period demand of users differ; provided, however, that the total number of spaces so located together shall not be less than eighty percent (80%) of the sum of the separate requirements for each use, and provided further that such facilities are maintained in the same ownership as the use or uses served.
- (d) Parking areas shall not be maintained within twelve (12) feet of any side or rear lot line or within any required landscaped buffer strip, but may be maintained in any other setback area or yard. The aforesaid twelve (12) foot portion of any side or rear yard shall be attractively landscaped except where driveways for ingress and egress are located.

4. **Computation of parking requirements.**

In determining the number of off-street parking spaces required:

- (a) Where fractional spaces result, any fraction of one-half or less may be disregarded, while a fraction in excess of one-half shall be counted as one (1) parking space.
- (b) Areas designated for loading and unloading, and driveways shall not be considered as parking spaces.

5. **Parking requirements for permitted and special uses.** The parking requirements for the Real Estate shall be those set forth in the Zoning Ordinance except as modified by the following:

- (a) **Manufacturing and Industrial Uses (other than warehousing):** 1.0 space per 600 square feet of gross floor area.
- (b) **Warehousing:** 1.0 space per 1,000 square feet of gross floor area and 3.0 spaces per 1,000 square feet of office space within any warehouse.
- (c) **Retail Trade.**
 - (1) General commercial/retail - 1.0 space per 200 square feet of gross floor area (except that in a Unified Retail Center there shall be not less than 1.0 space per 250 square feet of gross floor area).
 - (2) Eating and drinking establishments - 1.0 space per 3 seats. Establishments with a drive-thru window shall provide a minimum of 5 stacking spaces per window.
 - (3) Household appliance stores, furniture stores, motor vehicle sales - 2.0 spaces per 1,000 square feet of gross floor area.
- (d) **Services and Institutions.**
 - (1) Business and professional offices, Corporate headquarters - 1.0 space per 333 square feet of gross floor area (unless the use contains 100,000 square feet of gross floor area or less, in which event the parking requirement shall be not less than 1.0 space per 300 square feet of gross floor area). Offices in any warehouse shall be governed by (b) above.
 - (2) Bank, savings and loans, and financial institutions - 1.0 space per 300 square feet of gross floor area. Drive-thru establishments shall provide 3 stacking spaces per teller or customer service area.

- (3) Hotel, motel - 1.0 space per dwelling unit; with additional parking spaces for the retail/service/entertainment areas per these regulations.
 - (4) Convalescent Care Facilities, hospitals - 1.0 space per 3 patient beds plus 2.0 spaces per staff doctor.
 - (5) Dental and medical clinic or office - 5.0 spaces per 1,000 square feet of gross floor area.
 - (6) Day care center, nursery school, pre-school - 2.0 spaces per 1,000 square feet of gross floor area.
 - (7) Business school, commercial school, trade school, vocational school - 1.0 space per employee plus 1.0 space per student based on rated design capacity.
 - (8) Dance school, music school, vocal school - 1.0 space per employee plus 1.0 space per each three (3) students based on rated design capacity.
 - (9) Governmental services - 1.0 spaces per 333 square feet of gross floor area.
- (e) **Cultural and Entertainment Uses.**
- (1) Art gallery, historic site and library. - 2.0 spaces per 1,000 square feet of gross floor area, plus 1.0 space for every 3 persons of auditorium design capacity.
 - (2) Community center, convention hall, exhibition hall, meeting hall, recreation building - 1.0 space per 1,000 square feet of gross floor area plus 1.0 space for every 3 persons of auditorium design capacity.
 - (3) Theater - 1.0 space per 3.5 seats.
- (f) **Residential**
- (1) Detached Single-Family; Two-Family and Attached Single-Family (including townhomes but excluding coach homes and manor homes) 2.0 spaces per dwelling unit (both of which shall be within a garage)
 - (2) Coach Homes and Manor Homes 2.0 spaces per dwelling unit (at least one of which shall be within a garage)

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|-----|---|--|
| (3) | Multiple-Family | 2.0 spaces per dwelling unit |
| (4) | Guest Parking (in developments containing two-family and attached single-family; coach homes; manor homes and multiple-family dwelling units) | As approved by the Corporate Authorities up to a maximum of 0.5 spaces per dwelling unit |
| (5) | Senior Citizen/Elderly/
Congregate Housing | 0.5 spaces per dwelling unit |

6. Design and maintenance of parking areas and off-street parking facilities.

- (a) Every parking area shall be graded for proper drainage and provided with an all-weather surface, designed by a registered engineer, maintained at all times in such manner as will prevent the release of dust, and shall be kept free of dust, trash and debris. The required maintenance shall include snow removal during the winter season of those portions of the parking areas then being used.
- (b) Every parking area and off-street parking facility shall be designed so that all parking spaces open directly upon an aisle or driveway and so that safe and efficient vehicular access to such spaces is provided.
- (c) Every parking area and off-street parking facility shall be designed with appropriate means of vehicular access to a street, in such manner as will minimize interference with traffic movements on adjacent roadways.
- (d) Entrances and exits to and from a parking area or off-street parking facility shall be at least sixteen (16) feet in width but not more than thirty-six (36) feet in width.
- (e) Within commercial, office, hotel and limited industrial developments, the perimeter of all parking areas and all landscaped islands within parking areas shall be curbed. No wheel guards or bumper stops shall be required.
- (f) Within commercial, office, hotel and limited industrial developments, where hazards exist which can be minimized or eliminated by lighting, or where parking use extends into hours of darkness, the Corporate Authorities may require lighting of the parking areas in such manner and during such hours as may be deemed necessary in the interest of public safety and security. Such lighting facilities shall be arranged and operated so that they neither

unreasonably disturb occupants of adjacent properties, nor interfere with traffic. Parking area light levels shall be deemed adequate if:

- (1) a minimum average of 1.0 footcandles per square foot (for retail uses) and 0.6 footcandles per square foot (for all other uses) is maintained for the entire parking area; and
 - (2) an average of 0.33 footcandles per square foot (for retail uses) and 0.25 footcandles per square foot (for all other uses) is maintained in all locations within the parking area; and
 - (3) shielded luminaries are utilized adjacent to residential areas.
- (g) No public parking area shall be used for the sale, repair, storage, dismantling or servicing of any vehicles, equipment materials or supplies.
- (h) Off-street parking spaces and aisles shall be designed as follows:
- (i) With respect to all multiple-family residential, commercial, office and limited industrial uses, off-street parking spaces shall be a minimum of nine feet (9') in width and a minimum of eighteen feet (18') in length except that off-street parking spaces provided for compact automobiles to the extent permitted, may be a minimum of seven and one-half feet (7.5') in width and a minimum of thirteen and one-half feet (13.5') in length. Off-street parking spaces (other than parking spaces for compact automobiles) may be two feet (2') less in length than the above minimum length requirements whenever overhang occurs.
 - (ii) With respect to commercial uses providing off-street parking spaces at 90° angles, aisles shall be not less than twenty-four feet (24') in width. With respect to all other uses, aisles widths shall be not less than the following:

<u>STALL ANGLE</u>	<u>AISLE WIDTH</u>
90°	24'
60°	18'
45°	16'

- (iii) Off-street parking spaces for compact automobiles may be provided for any given use (but not in outdoor parking areas accessory to commercial uses), provided they are appropriately marked and signed, with the following limitations:

NUMBER OF OFF-STREET PARKING SPACES REQUIRED

PERCENTAGE OF OFF-STREET PARKING SPACES WHICH MAY BE DESIGNATED FOR USE BY COMPACT AUTOMOBILES

0 - 49	5%
50 - 99	15%
100 -199	20%
200 or more	25%

- (i) Landscaping, when required within a parking area, shall be provided pursuant to a plan approved by the Corporate Authorities, specifying the location, type and size of all plant materials to be used. The provisions of Section 19.7.9 of the Zoning Ordinance requiring not less than 180 square feet of landscaping for every 15 parking spaces shall not apply to the Real Estate provided a reasonable amount of landscaping is provided.
- (j) Handicapped parking spaces shall be provided in accordance with Village building codes.
- (k) The minimum standards for automobile parking areas and drives shall be 10" of Aggregate Base Course, crushed Type CA6, or equal thereto, and 2 1/2" of Bituminous Concrete Surface, which shall be applied in two (2) lifts. The minimum standards for main traffic lanes and truck drives shall be 12" of Aggregate Base Course crushed Type CA6, or equal thereto, and 3" of Bituminous Concrete Surface, which shall be applied in two (2) lifts. The minimum standard for truck maneuvering areas shall be 12" of Aggregate Base Course, crushed Type CA6, or equal thereto, and 4" of Bituminous Concrete Surface which shall be applied in two (2) lifts. Notwithstanding the foregoing, Owner shall have the right to use the gravel derived from the area in and around Lake Charles for the construction of parking areas and drives constructed on the Real Estate, if such gravel meets Village standards for construction purposes.
- (l) Subject to the approval of the Corporate Authorities, a lesser number of parking spaces than required herein may be provided so long as the owner of the parcel in question provides sufficient landscaped area to satisfy the minimum parking requirements set forth herein. In such a case, additional parking spaces, up to the minimum parking requirement set forth herein, shall be provided if the Corporate Authorities determine that such additional parking is necessary within six (6) months of notice of such determination.

7. **Location of off-street loading spaces.**

- (a) Required off-street loading spaces shall be located on the same lot or parcel as the use served.

- (b) No off-street loading space shall be located within forty (40) feet of the closest point of intersection of two (2) or more public rights of way.
 - (c) No loading space shall be located in any required yard adjacent to a public street. Access lanes to enclosed loading docks within the building are permitted in all yards.
8. Off-street loading requirements for permitted and special uses. The off-street loading requirements for permitted and special uses within the Real Estate shall be limited to the following:
- (a) For hotels or apartment-hotel buildings wherein there are contained exhibition halls, convention halls, auditoriums, office facilities or retail shops, one (1) off-street loading and unloading space for the first one hundred and fifty thousand (150,000) square feet of gross floor area, plus one (1) additional off-street loading space for each one hundred and fifty thousand (150,000) square feet of gross floor area or fraction thereof in excess thereof.
 - (b) For buildings containing eating and drinking establishments exceeding ten thousand (10,000) square feet of gross floor area, one (1) off-street loading and unloading space.
 - (c) For retail shops exceeding thirty thousand (30,000) square feet, one off-street loading space. None shall be required for movie theatres.
 - (d) For banks, business, or professional offices or public administration buildings containing forty thousand (40,000) to two hundred thousand (200,000) square feet of gross floor area, one (1) off-street loading and unloading space, plus one (1) additional such space for each additional two hundred thousand (200,000) square feet of gross floor area or fraction thereof in excess of two hundred thousand (200,000) square feet.
 - (e) For buildings containing furniture and appliance stores, wholesale stores, or machinery sales and having eight thousand (8,000) to thirty thousand (30,000) square feet of gross floor area, one (1) off-street loading and unloading space, plus one (1) additional space for each additional thirty thousand (30,000) square feet of gross floor area or fraction thereof in excess of thirty thousand (30,000) square feet.
 - (f) For buildings containing manufacturing uses, research and testing laboratories, laundry and dry-cleaning establishments, printing, binding, publishing, and issuing of newspapers, periodicals, books, and other reading matter, warehouse and storage facilities, engraving shops, assembly of materials and products, processing and distribution of materials and products, and other similar uses having more than ten thousand (10,000) square feet of gross floor area,

exclusive of basement area, and less than forty thousand (40,000) square feet of gross floor area, one (1) off-street loading and unloading space, plus one (1) additional such space for each additional sixty thousand (60,000) square feet of gross floor area in excess of forty thousand (40,000) square feet.

9. **Design and maintenance of off-street loading facilities.**

- (a) Except as otherwise provided herein, off-street loading spaces may be internal or external. A required off-street loading space for all uses other than those set forth in subsection 8(e) above shall be at least eight (8) feet in width and at least twenty (20) feet in length, exclusive of access drives, aisles, ramps, maneuvering space, columns, and work areas, and shall have a vertical clearance of not less than fourteen (14) feet. A required off-street loading space for uses specified in subsection 8(e) above shall be at least ten (10) feet in width and at least thirty (30) feet in length, exclusive of access drives, aisles, ramps, maneuvering space, columns and work areas, and shall have a vertical clearance of not less than fourteen (14) feet. Off-street loading spaces in a yard adjacent to a street shall be enclosed and shall be at least ten (10) feet in width and at least fifty (50) feet in length, exclusive of access drives, aisles, ramps, maneuvering spaces, columns and work areas, and shall have a vertical clearance of not less than fourteen (14) feet. Where a use is not required to have a loading space, provisions shall be made for incidental deliveries and refuse pickup.
- (b) Each required off-street loading space shall be designed with appropriate means of vehicular access to a street or drive, in a manner which will least interfere with traffic movements and no area allocated to any off-street loading spaces shall be used to satisfy the space requirements for any off-street parking facilities or emergency access drive or portions thereof.
- (c) All open off-street loading spaces, access drives, aisles, and maneuvering space shall be improved with a compacted base and a permanent wearing surface.
- (d) Open off-street loading spaces facing Milwaukee Avenue or Illinois State Route 60 shall be screened from adjacent uses by a fence, wall or door, or any combination thereof or a densely planted screen consisting of trees and/or hedges.

10. In the calculation of the required turning radius for trucks and other vehicles, the area falling within dedicated streets and right of ways shall be included.

L. **Performance Standards for Industrial Developments.** All industrial activities shall be established and maintained without creating disturbing influences to the use and occupancy of adjoining properties and in accordance with the following performance standards.

It is the intent of these standards to provide that industrial activities shall be established and maintained in order that each permitted use shall be a good neighbor to adjoining properties by the control of emission of noise, odor, glare, vibration, smoke, dust, liquid wastes, and other nuisances.

The architectural and engineering plans shall bear the signature and seal of the appropriate qualified professional and the certification that all performance standards will be complied with based upon the submitted plans and documents. The Village shall have the right to conduct its own investigation to determine compliance with the performance standards.

1. **Compliance.** The performance standards set forth herein shall be complied with and any use which fails to comply with these standards shall be in violation of the Zoning Ordinance and be subject to penalties provided for such violation. It shall be deemed a violation of these standards for any qualified professional to falsely certify as to the compliance of submitted plans and documents with the performance standards specified herein.
2. **Landscaping.** Those portions of property not devoted to buildings, pavement or other permanent improvements shall be landscaped and well maintained. Landscaping shall mean at a minimum, the use of trees and a ground cover defined as grass, decorative stone, shrubs or other plant material allowing water to seep through the ground. Grass may be seeded rather than sodded to achieve the necessary ground cover. Berming can also be used effectively. Berm profile shall not exceed a slope of one (1) foot of elevation in three (3) horizontal feet unless other approved methods of slope stabilization are utilized.
 - (a) Landscaping may include:
 - (1) Trees planted in conformance with this Agreement and applicable Village ordinances.
 - (2) Combination of berming and tree planting.
 - (3) Combination of berming and shrub planting.
 - (4) Berming with low ground cover.
 - (b) No plants shall be placed in such a way as to obstruct pedestrian or vehicular sight of a public right-of-way and no plant shall be placed so as to interfere or cause damage to roadways, utilities or other public works. Species of trees known to cause damage to roadways, underground utilities or other public works shall not be used in an area where such damage could occur.
 - (c) Parking areas, building exteriors and all other parts of the tract visible from the public way shall be maintained in a sightly, well-kept condition.

- (d) All landscape plans must show the proposed land slope with a one (1) foot contour interval, all proposed plantings, drainage facilities, pavements, and other proposed facilities.
 - (e) All landscape plans shall be subject to review of the Corporate Authorities in accordance with the provisions of Article 20A of the Zoning Ordinance.
3. **Noise.** At no point on the property line on which the operation is located shall the sound intensity level of any individual operation or plant (other than the operation of motor vehicles or other transportation vehicles) exceed the levels shown in the following table:

Table of Maximum Permitted Sound Level (Decibels)

Octave Bank (Frequency) Cycles per Second	Industrial or Commercial Adjoining Same District	Industrial or Commercial Adjoining Residential Properties
0 to 75	79	72
75 to 150	74	67
150 to 300	66	59
300 to 600	59	52
600 to 1200	53	46
1200 to 2400	47	42
2400 to 4800	41	38
above 4800	39	38

Noise testing is to be accomplished at the property line of the noise emitting source, with an octave band analyzer operated by an independent testing authority trained and skilled in the operation of this equipment.

4. **Odors.** The emission of odorous matter in such quantities as to be readily detectable at any point along a property line or which is unwholesome, offensive, harmful or injurious to the public health, comfort or welfare, is prohibited. The measurement of the threshold of odor shall be in accordance with the American Society for Testing and Materials Method D1391-57 "Standard Method for Measurement of Odor in Atmosphere (Dilution Method)" Philadelphia American Society of Testing and Materials, 1957, (which is hereby adopted by reference). Detailed plans for the prevention of odors crossing property lines may be required before the issuance of a building permit.
5. **Glare or Heat.** Any operation producing intense glare or heat shall be performed within a completely enclosed building in such manner as not to create a public nuisance or hazard. Exposed sources of light shall be controlled so that direct or indirect illumination from any source within the property line shall not cause excessive illumination on adjoining properties. Any lights used for exterior illumination shall be planned, erected

and maintained to direct light away from adjoining properties or public right-of ways.

6. **Vibration.** Any operation or activity shall not cause earthborn vibrations in excess of the following values. Column I shall apply at or beyond the property line, Column II shall apply at or beyond a residence district boundary line. Vibration shall be expressed as displacement in inches and shall be measured with a three-component measuring system:

Frequency (Cycles per second)	I Displacement Inches	II Displacement Inches
0 to 10	.0008	.0004
10 to 20	.0005	.0002
20 to 30	.0002	.0001
30 to 40	.0002	.0001
40 and over	.0001	.0001

Impact vibrations (discrete pulses that do not exceed one hundred (100) impulses per minute), shall not cause in excess of twice the displacement values above.

Any use or portion thereof creating intense earth shaking vibrations such as are caused by heavy drop forges or heavy hydraulic surges, shall be set back at least five hundred (500) feet from all property lines.

7. **Smoke and Particulate Matter.** In addition to the performance standards specified herein, the emission of smoke or particulate matter in such manner or quantity as to endanger or be detrimental to the public health, safety, comfort or welfare is hereby declared to be a public nuisance.

For the purpose of grading the density of smoke, the Ringelmann Chart, published and used by the United States Bureau of Mines (hereby adopted by reference), shall be employed. The evaluation of smoke by the Ringelmann Chart must be accomplished by a State of Illinois Certified Smoke Reader. Particulate matter size shall be determined by measurement through a 325 mesh sieve which will, in fact, accumulate all +44 micron particles and prove helpful in the measurement process. The emission of smoke or particulate matter of a density greater than No. 2 on the Ringelmann Chart is prohibited.

The emission from all sources within any property of particulate matter containing more than 10% by weight of particles having a particulate diameter larger than +44 microns is prohibited. Dust and other types of air pollution, borne by the wind from such sources as storage areas, yards, roads and the like within property boundaries, shall be kept to a minimum by appropriate landscaping, paving, oiling, fencing, or other acceptable means. Emission of particulate matter from such sources in excess of the weight limitation herein specified is hereby prohibited.

The emission of more than ten (10) smoke units per hour per stack is prohibited, including smoke of a density in excess of Ringelmann No. 2. However, during one (1) one-hour period each day, stack may emit up to twenty (20) smoke units when blowing soot or cleaning fires. Only during fire cleaning periods, however, shall smoke of Ringelmann No. 3 be permitted, and then for not more than four (4) minutes.

The rate of emission of particulate matter from all sources within the boundaries of any property shall not exceed a net figure of one (1) pound per acre during any one (1) hour, after deducting from the gross hourly emission per acre the corrective factors set forth in the following tables for height, velocity, and temperature of emission, respectively. Determination of the total net rate of emission of particulate matter within the boundaries of any property shall be made as follows:

- (a) Determine the maximum emission in pounds per hour from each source of emission and divide this figure by the number of acres of property area, thereby obtaining the gross hourly rate of emission in pounds per acre.
- (b) From each gross hourly rate of emission derived in (a) above deduct the appropriate correction factor (interpolating as required) for height, velocity and temperature of emission set forth in the following corresponding tables, thereby obtaining the net rate of emission from all sources of emission within the boundaries of the property. Such total shall not exceed one (1) pound per acre of property area during any one (1) hour.

Allowance for Height of Emission*

<u>Height of Emission Above Grade (feet)</u>	<u>Correction Pounds/Hours/Acre</u>
50	0.01
100	0.06
150	0.10
200	0.16
300	0.30
400	0.50

Allowance for Temperatures of Emission*

<u>Temperature of Emission</u> (Degrees Fahrenheit)	<u>Correction</u> Pounds/Hours/Acre
200	0.000
300	0.001
400	0.002
500	0.003
1000	0.010
1500	0.040
2000	0.100

*Interpolate for intermediate value not shown in table.

8. **Gases, Toxic or Noxious matter.** No toxic materials shall be detectable at any point beyond the lot line, either at ground level or habitable elevation, whichever is more restrictive. Within the lot line, toxic materials which are released shall not exceed the maximum permissible airborne concentration allowed as safe for an industrial worker contained in the most recent list of "Threshold Limit Values" published by the American Conference of Governmental Industrial Hygienists (hereby adopted by reference). The applicant shall satisfy the Zoning Administrator that proposed levels will be safe to the general population.

9. **Radiation Hazards.** The release of radioactive gases or particulate matter shall not exceed the maximum allowable concentration permitted the general population under applicable federal, state, and local laws and regulations when measured at or beyond the lot line at ground level or habitable elevation.

No activity involving radiation hazards shall be permitted which causes exposure to persons at or beyond the lot lines in excess of the maximum allowable concentration permitted the general population under applicable federal, state, and local laws and regulations.

10. **Fire and Explosion Hazard.** The storage, utilization or manufacture of materials or products ranging from incombustible to moderate-burning, as determined by the Village in accordance with generally accepted standards, shall be permitted, subject to compliance with all other performance standards and provided such materials or products are stored, utilized or produced within completely enclosed structures (other than pallets which may be stored outside) having fire-resistive construction in accordance with the 1987 BOCA Code or any subsequent BOCA Code adopted by the Village.

Manufacturing or processing of materials or products which produce flammable or explosive vapors or gases at ordinary weather temperatures shall not be permitted, except when such materials are used in secondary processes or are required in emergency or standby equipment. Their storage for use as power or heating fuels shall be permitted if in conformity with

standards prescribed by the National Fire Protection Association and with applicable requirements embodied in the regulations promulgated by the State of Illinois Department of Public Safety.

11. **Register of Pollutants.** It shall be unlawful for any person to install, erect, construct, reconstruct, alter or add to, or cause to be installed, erected, constructed, reconstructed, altered or added to, any fuel burning, combustion or process equipment or device or any equipment pertaining thereto, or any stack or chimney connected therewith, within the Village excepting domestic heating plants, domestic refuse-burning equipment, locomotives and internal combustion engines until the owner, contractor, installer or other person, or his agent has filed with the Village, an application, in duplicate, for a permit accompanied by a complete listing of emissions into the atmosphere that results from the operation of the aforesaid equipment or processes, both as to kind and quantity and, in addition thereto, a listing of the type and capacity of the equipment used for the collection, absorption, or suppression of each and an estimate of its efficiency, and until a permit therefor has been granted. Said submitted register of pollutants shall be accompanied by an affidavit of a qualified person stating that it is complete and correct and that the proper operation of the plant or process, as designed, will not result in any violation of these provisions.

12. **Waste.** All sewage and industrial wastes shall be treated and disposed of in such manner as to comply with the standards of the Illinois Environmental Protection Agency. All plans for waste disposal facilities shall be approved by said Agency before issuance of any building permit.

3299

EXHIBIT D

3301

LEGAL DESCRIPTION OF THE ESTATE

3304 THAT PART OF THE EAST 1/2 OF SECTION 33, TOWNSHIP 44 NORTH, RANGE
3305 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COM-
3306 MENCING AT THE INTERSECTION OF THE WESTERLY LINE OF MILWAUKEE AVE-
3307 NUE (STATE ROUTE NO. 21) AS WIDENED, BEING A LINE 50.0 FEET, AS MEASURED
3308 AT RIGHT ANGLES, WESTERLY OF AND PARALLEL WITH THE CENTER LINE OF
3309 SAID ROAD, WITH THE SOUTHERLY RIGHT OF WAY LINE OF THE ELGIN, JOLIET
3310 AND EASTERN RAILWAY; THENCE SOUTH 11 DEGREES 05 MINUTES 47 SECONDS
3311 EAST (BEING AS ASSUMED BEARING FOR THIS LEGAL DESCRIPTION) ALONG SAID
3312 WESTERLY LINE OF MILWAUKEE AVENUE, 639.91 FEET TO A POINT 636.86 FEET, AS
3313 MEASURED AT RIGHT ANGLES, SOUTHERLY OF THE SOUTHERLY RIGHT OF WAY
3314 LINE OF SAID ELGIN, JOLIET AND EASTERN RAILWAY AND A PLACE OF BEGIN-
3315 NING OF THE LAND HEREIN DESCRIBED; THENCE CONTINUING SOUTH 11
3316 DEGREES 05 MINUTES 47 SECONDS EAST ALONG SAID WESTERLY LINE OF
3317 MILWAUKEE AVENUE, 191.70 FEET TO AN ANGLE POINT IN SAID LINE; THENCE
3318 NORTH 78 DEGREES 54 MINUTES 13 SECONDS EAST, 10.0 FEET TO A LINE 40.0
3319 FEET, MEASURED AT RIGHT ANGLES, WESTERLY OF AND PARALLEL WITH THE
3320 CENTER LINE OF SAID MILWAUKEE AVENUE; THENCE SOUTH 11 DEGREES 05 MIN-
3321 UTES 47 SECONDS EAST ALONG SAID LAST DESCRIBED PARALLEL LINE BEING THE
3322 WESTERLY LINE OF MILWAUKEE AVENUE AS WIDENED, 1176.60 FEET TO A POINT
3323 OF CURVATURE; THENCE CONTINUING SOUTHERLY ALONG THE WESTERLY LINE
3324 OF MILWAUKEE AVENUE, BEING A CURVED LINE CONVEX TO THE EAST, HAVING A
3325 RADIUS OF 11681.72 FEET AND BEING TANGENT TO SAID LAST DESCRIBED LINE
3326 AT SAID LAST DESCRIBED POINT, AN ARC DISTANCE OF 371.93 FEET TO A POINT
3327 ON SAID WESTERLY LINE OF MILWAUKEE AVENUE 726.05 FEET, AS MEASURED AT
3328 RIGHT ANGLES, NORTH OF THE NORTH LINE OF HAWTHORN CENTER, BEING A
3329 SUBDIVISION OF PARTS OF SECTION 33 AND 34, TOWNSHIP 44 NORTH, RANGE 11,
3330 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF
3331 RECORDED SEPTEMBER 19, 1977 AS DOCUMENT NO. 1866654;

3333 THENCE SOUTH 80 DEGREES 43 MINUTES 40 SECONDS WEST, 202.81 FEET;

3335 THENCE NORTH 85 DEGREES 15 MINUTES 45 SECONDS WEST, 1421.95 FEET;

3337 THENCE NORTH 37 DEGREES 28 MINUTES 22 SECONDS WEST, 1073.41 FEET;

3339 THENCE NORTH 00 DEGREES 46 MINUTES 15 SECONDS WEST, 583.53 FEET TO
3340 AN INTERSECTION WITH A LINE 636.86 FEET, AS MEASURED AT RIGHT ANGLES,
3341 SOUTHERLY OF AND PARALLEL WITH SAID SOUTHERLY RIGHT OF WAY LINE OF
3342 THE ELGIN, JOLIET AND EASTERN RAILWAY; THENCE NORTH 84 DEGREES 30 MIN-
3343 UTES 01 SECONDS EAST ALONG SAID LAST DESCRIBED PARALLEL LINE, 1948.20
3344 FEET TO THE PLACE OF BEGINNING, IN LAKE COUNTY, ILLINOIS.

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