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VILLAGE OF LINCOLNWOOD

ORDINANCE NO. Z2003-217

AN ORDINANCE AMENDING ORDINANCE NO. 88-1801 TO MODIFY THE
BUSINESS HOURS OF THE ANCHOR STORES AT THE LINCOLNWOOD TOWN
CENTER PLANNED UNIT DEVELOPMENT LOCATED AT 3333 WEST TOUHY
AVENUE IN THE VILLAGE OF LINCOLNWOOD, ILLINOIS

ADOPTED BY THE
PRESIDENT AND BOARD OF TRUSTEES
OF THE
VILLAGE OF LINCOLNWOOD
THIS 2nd DAY OF October, 2003

Published in pamphlet form
by the authority of the President
and Board of Trustees of the
Village of Lincolnwood, Cook
County, Illinois, this 16th
day of October 2003.

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ORDINANCE NO. Z2003-217

AN ORDINANCE AMENDING ORDINANCE NO. 88-1801 TO MODIFY THE BUSINESS HOURS OF THE ANCHOR STORES AT THE LINCOLNWOOD TOWN CENTER PLANNED UNIT DEVELOPMENT LOCATED AT 3333 WEST TOUHY AVENUE IN THE VILLAGE OF LINCOLNWOOD, ILLINOIS

WHEREAS, the Village of Lincolnwood ("**Village**") is a home rule municipality in accordance with Article VII, Section 6(a) of the Constitution of the State of Illinois of 1970; and

WHEREAS, the Village, as a home rule municipality, has the authority to adopt ordinances and to promulgate, ordinances, rules and regulations that pertain to its government and affairs and this Ordinance is adopted pursuant to the Village's home rule authority; and

WHEREAS, Village Ordinance 88-1801, "An Ordinance Granting Preliminary Plan Approval for a Planned Unit Development Upon Application of Simon/Lincolnwood, Inc. ("**Simon**") for Approximately 72 Acres at Touhy Avenue and McCormick Boulevard" ("**Ordinance 88-1801**") created the Lincolnwood Town Center Planned Unit Development ("**PUD**") which is legally described in **Exhibit "A"** attached hereto and made a part hereof; and

WHEREAS, the Lincolnwood Town Center Mall ("**Mall**") is located on the PUD; and

WHEREAS, Ordinance 88-1801 provided for certain retail business hours for the Mall and for out lot buildings (excepting sit-down restaurants) to wit: 9:30 a.m. to 9:30 p.m. Monday through Friday, 9:30 a.m. to 6:00 p.m. on Saturdays and 11:00 a.m. to 6:00 p.m. on Sundays and legal holidays; and

WHEREAS, Ordinances No. 96-2267 and Ordinance Z2000-077 amended Ordinance No. 88-1801 and modified the retail business hours Mall's retail business hours. Ordinance No. 96-2267 amended the hours to 9:00 a.m. to 7:00 p.m. for Saturdays and expanded business hours of 9:00 a.m. to 10:00 p.m. from November 15th through December 31st for weekdays, and Ordinance No. 2000-077 permitted business hours of 9:00 a.m. to 8:00 p.m. on Saturdays; and

WHEREAS, Kohl's Department Stores, Inc. ("**Kohl's**"), one of the anchor stores in the Mall has filed a petition ("**Petition**") to amend Ordinance No. 88-1801 to allow Kohl's to have year round retail business hours which are different from the Mall's retail business hours as set forth in Ordinances No. 96-2267 and Z2000-077; and

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WHEREAS, pursuant to proper notice and in compliance with the laws of the State of Illinois and Village ordinances, a hearing was held on the Petition on September 24, 2003 before the Plan Commission/Zoning Board of Appeals ("PC/ZBA"), the minutes of that hearing dated September 24, 2003, being attached hereto as **Exhibit "B"** and incorporated herein by reference; and

WHEREAS, Simon's successor, Simon Property Group (Illinois), L.P., an Illinois Limited Partnership, has consented to the Application; and

WHEREAS, Kohl's and Carson Pirie Scott and Company ("**Carson's**") (collectively the "**Anchor Stores**") have store entrances that are exterior to the Mall proper and can block public access to and from the Mall by closing the interior entrances to the Mall; and

WHEREAS, based on fact that the Anchor Stores can restrict interior access to the Mall, the PC/ZBA unanimously recommended approval of the Application to the Village Board of Trustees ("**Village Board**") subject to certain conditions; and

WHEREAS, the Village Board finds that the change in hours for the Anchor Stores located on Lot 5A and Lot 5C described herein below, is in conformance with the intent of Ordinance 88-1801, and further finds that approval of this amendment, subject to the conditions, stipulations and limitations stated herein, is in the best interests of the health, safety and welfare of the residents of the Village.

NOW, THEREFORE BE IT ORDAINED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF LINCOLNWOOD, COOK COUNTY, ILLINOIS, as follows:

SECTION ONE. That the Preambles to this Ordinance are adopted by reference as if fully set forth herein.

SECTION TWO. That the zoning of the PUD shall be further subject to the specific terms, conditions and limitations set forth herein.

SECTION THREE. That Ordinance No. 88-1801 be and hereby is amended to permit the hereinabove described year round change in hours for the use of the property located on Lot 5A and on Lot 5C as follows:

Monday through Friday 8:00 a.m. to 10:00 p.m., Saturday 8:00 a.m. to 10:00 p.m., Sundays and legal holidays 10:00 a.m. to 8:00 p.m., Special Events and Promotional Hours 6:00 a.m. to 12:00 midnight, subject to the following conditions:

1. Special Event Promotions not to exceed 60 days per calendar year.

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2. Expanded business hours to apply to the Anchor Stores only.
3. There is to be no interior access to the mall from the Anchor Stores during the expanded business hours.

SECTION FOUR. That the specific terms and conditions of this Ordinance shall prevail against all other ordinances of the Village of Lincolnwood to the extent that there may be any conflict. Except for the foregoing limitation, the development and use of the PUD shall remain subject to all terms and conditions of all applicable existing ordinances and regulations and as they may be amended from time-to-time of the Village, without limitation, all ordinances related to the PUD, zoning ordinances, building codes, subdivision regulations and regulations for the construction and design of public improvements.

SECTION FIVE. That any person violating the terms and conditions of this Ordinance shall be subject to a penalty not exceeding \$1,000.00, with each and every day that the violation of the ordinance is allowed to remain in effect being deemed a completed and separated offense. In addition, the appropriate Village authorities may take such other action as they deem proper to enforce the terms and conditions of this Ordinance, including without limitation an action in equity to compel compliance with its terms. That any person violating the terms of this Ordinance shall be subject, in addition to the foregoing penalties, to the payment of court costs and reasonable attorneys' fees.

SECTION SIX. That this Ordinance shall be in full force and effect from and after its passage, approval and publication in pamphlet form as provided by law, provided, however, that this Ordinance shall not take effect until a true and correct copy of this Ordinance is executed by the owner of the Subject Property and the other party(ies) in interest consenting to and agreeing to be bound by the terms and conditions contained within this Ordinance. Such execution shall take place within sixty (60) days after the passage and approval of this Ordinance or within such extension of time as may be granted by the Corporate Authorities by motion.

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PASSED THIS 2nd day of October, 2003.

AYES: Trustees Salty, Leptakes, Turry, Sprague, Nardone, Elster

NAYS: None

ABSENT: Trustee Lebovitz

APPROVED this 16th day of October, 2003.

Peter T. Moy
Peter T. Moy
Village President

ATTEST:
Carol Krikorian
Carol Krikorian
Village Clerk

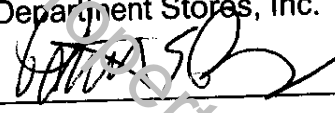
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ACCEPTANCE:

Kohl's Department Stores, Inc, a Delaware Corporation and tenant of Lot 5C in the Lincolnwood Town Center Planned Unit Development legally described within this Ordinance, and having the authority to agree and to execute this Ordinance, does hereby accept, concur with and agree to use the property located on Lot 5C in the Lincolnwood Town Center Planned Unit Development in accordance with the terms of this Ordinance.

Kohl's Department Stores, Inc.

By 

Its: Patrick E. Peery
Senior Vice President-Real Estate

Date November 19, 2003

Office of Cook County Clerk's Office

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ACCEPTANCE:

McRIL, LLC, a Virginia limited liability company, as tenant of Lot 5A in Lincolnwood Town Center Planned Unit Development legally described within this Ordinance, and having authority to agree and to execute this Ordinance, does hereby accept, concur with and agree to use the property located on Lot 5A in the Lincolnwood Town Center Planned Unit Development in accordance with the terms of this Ordinance.

McRIL, LLC

By: Paul E. Ruby
Paul E. Ruby
Senior Vice President Real Estate

Date: November 26, 2005

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ACCEPTANCE:

Simon Property Group (Illinois), L.P., an Illinois Limited Partnership, being a party in interest of the property legally described within this Ordinance and referred to as Lot 5A and Lot 5C, having read a copy of this Ordinance and having the authority to agree on behalf of Simon Property Group (Illinois), L.P., does hereby consent to the adoption of this ordinance and does hereby accept and concur with the terms of this Ordinance that apply to it.

Simon Property Group (Illinois), L.P.,
an Illinois Limited Partnership,

By _____

Its: *Chief Executive Officer*

Date *November 14*, 2003

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EXHIBIT A Legal Description

Lots 2A, 2B, 3B, 3C, 5A, 5B, 5C, 8, Outlot A1, Outlot A2 and Outlot A3 of the Lincolnwood Town Center Resubdivision of Lots 1 to 8 and Outlot A in Lincolnwood Town Center Subdivision, being subdivision of part of the North ½ of Section 35, Township 41 North, Range 13, East of the Third Principal Meridian, as recorded November 2, 1989, as Document No. 89522374, in Cook County, Illinois, commonly known as 3333 West Touhy Avenue.

EXHIBIT B

Plan Commission/Zoning Board of Appeals Minutes of September 24, 2002

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MEETING MINUTES OF THE
PLAN COMMISSION/ZONING BOARD OF APPEALS
SEPTEMBER 24, 2003
7:30 P.M.

LINCOLNWOOD VILLAGE HALL
COUNCIL CHAMBERS
6900 NORTH LINCOLN

MEMBERS PRESENT: Chairman Paul Eisterhold, Kenneth Klint, Sue Auerbach, Herbert Theisen, Mary Couzin

MEMBERS ABSENT: Anthony Pauletto, Mark Yohanna

VILLAGE BOARD
LIASION: Gerry Turry

OTHERS PRESENT: John R. Lebeque, Building Commissioner; Davorka Kirincic, Building Inspector; Maris Grossman, Building Inspector

I. APPROVAL OF PREVIOUS FINDINGS OF FACT

Amended minutes were distributed at the start of the meeting. Motion was made by Commissioner Theisen, seconded by Commissioner Couzin, to approve the amended minutes for the meeting of September 10, 2003 as submitted. Motion carried unanimously.

II. ORDER OF BUSINESS

3333 Touhy Avenue – Lincolnwood Town Center Mall

This is a request by Kohl's Department Stores to amend the existing P.U.D. Ordinance No. 88-1801, Ordinance No. 96-2267 and Ordinance No. 2000-077, pursuant to Article XIV, Section B, (4), (b), (6a) of the Zoning Ordinance, to modify business hours at the Lincolnwood Town Center Mall.

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PC/ZBA Meeting 9/24/03

Building Commissioner Lebegue confirmed that all proper notifications had been made. Gregg Graines, Piper-Rudnick, 203 North La Salle Street, Suite 1800. Chicago, Illinois 60601-1293; Jason Bittner, District Manager, Kohl's, 800 Dundee Road, Arlington Heights, Illinois 60004 and John Thoms, Store Manager, Kohl's, 3333 Touhy Avenue, Lincolnwood, Illinois 60712 came forward and were sworn in by Chairman Eisterhold.

John Lebegue stated that this is an application by Kohl's Department Stores to modify the business hours of the Lincolnwood Town Center. The business hours, as stated in P.U.D. Ordinance No. 88-1801, had been modified on two other occasions. This request would affect only Kohl's and Carson Pirie Scott and Company, the two current anchor stores. A survey of other malls in the area revealed that Kohl's usually has different hours than the regular mall business hours. Extended business hours is a prime factor in their merchandising strategy of Kohl's Department Stores.

Original business hours for Lincolnwood Town Center under Ordinance No. 88-1801 were 9:30 a.m. to 9:30 p.m. Monday through Friday, 9:30 a.m. to 6:00 p.m. on Saturdays and 11:00 a.m. to 6:00 p.m. on Sundays and legal holidays. Ordinance No. 96-2267 amended the hours to 9:00 a.m. to 7:00 p.m. for Saturdays and expanded business hours of 9:00 a.m. to 10:00 p.m. from November 15th through December 31st for weekdays. Finally, Ordinance No. 2000-077 allowed hours of 10:00 a.m. to 8:00 p.m. on Saturdays.

Kohl's is seeking approval of expanded business hours as follows: Monday through Friday 8:00 a.m. to 10:00 p.m., Saturday 8:00 a.m. to 10:00 p.m., Sundays and legal holidays 10:00 a.m. to 8:00 p.m. and special event and promotional hours that would include possible opening as early as 6:00 a.m. and a latest closing time of midnight.

Staff recommends approval of the expanded hours for both Kohl's and Carson Pirie Scott as well as for any future anchor store, so long as there is an exterior entrance to the store and access to the mall itself can be restricted during the expanded hours.

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PC/ZBA Meeting 9/24/03

Commissioner Theisen felt this might not be fair to other tenants of the mall. Mr. Lebegue said that he believed that Simon Properties, owners and operators of the mall, had surveyed the other tenants. None of the smaller tenants reported back that they wished to have expanded hours. Mr. Theisen asked if Carson Pirie Scott had joined in the application for expanded hours. John Lebegue stated they had not, but in his opinion, it made sense to include Carson's as well as any future anchor store in this petition. Chairman Eisterhold reiterated that these anchor stores had their own exterior entrances and that during the expanded hours, there would be no access to the main mall. There was some discussion of security. Mr. Graines reminded the PC/ZBA members that the P.U.D. Ordinance No. 88-1801 mandated 24-hour security at the mall. Mr. Lebegue reported that the Police Chief did not voice any concerns about the expansion of hours.

Jason Bittner, Kohl's District Manager, told the PC/ZBA there was no problem with excluding Kohl's customers from access to the mall area during these expanded hours. The expanded hours were for the convenience of Kohl's customers. He further stated that Kohl's policy calls for the external parking lot lighting to remain illuminated for at least one hour after store closing for the protection of late customers and the Kohl's staff. There also are exterior cameras, which are monitored by Kohl's personnel. Commissioner Klint asked if the outside cameras were monitored. Mr. Bittner said the cameras were monitored by risk management personnel inside the store.

Commissioner Theisen was concerned by the fact that Kohl's had not made this request of the Village before signing a lease. Mr. Graines said there had been a lack of communication between Simon and Kohl's. Both Chairman Eisterhold and Commissioner Theisen were concerned about the special events promotional hours. Mr. Bittner said that these usually occurred right after Thanksgiving and continued to December 23rd. Occasionally there would be other promotional events during the year, but the majority are held in this period.

The PC/ZBA discussed setting a limit on for the number of promotional events that could be conducted during a calendar year. John Thoms said that it was rare to hold a promotional event other than in the pre-Christmas period. He said this is a normal procedure for retailers. After some discussion, a figure of 50 to 60 days was agreed upon by the PC/ZBA and the Kohl's representatives.

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PC/ZBA Meeting 9/24/03

Chairman Eisterhold called for comments from the public. No one came forward.

Motion was made by Commissioner Klint, seconded by Commissioner Auerbach, to recommend approval of the request to amend Ordinance No. 88-1601, Ordinance No. 96-2267 and Ordinance No. 2000-077, pursuant to Article XIV, Section B (4) (b) (6a) of the Village of Lincolnwood Zoning Code, to modify business hours as follows: Monday through Friday 8:00 a.m. to 10:00 p.m., Saturday 8:00 a.m. to 10:00 p.m., Sundays and legal holidays 10:00 a.m. to 8:00 p.m., Special Events and Promotional Hours 6:00 a.m. to 12:00 midnight, subject to the following conditions:

1. Special Event Promotions not to exceed 60 days per calendar year.
2. Amended business hours to apply to Kohl's, Carson Pirie Scott and Company and future anchor stores only.
3. There is to be no interior access to the mall from the anchor stores during the expanded hours.

Ayes: Klint, Auerbach, Couzin, Theisen, Eisterhold. Carried unanimously. To Village Board of Trustees on October 2, 2003.

Public Hearing portion of the meeting concluded at 8:00 p.m.

Respectfully submitted,

John R. Lebegue
Building Commissioner

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Cory E. ... 5/29/96

ORDINANCE NO. 88-1801

**AN ORDINANCE GRANTING PRELIMINARY PLAN
APPROVAL FOR A PLANNED UNIT DEVELOPMENT
UPON APPLICATION OF SIMON/LINCOLNWOOD, INC.
FOR APPROXIMATELY 72 ACRES AT
TOUHY AVENUE AND MCCORMICK BOULEVARD**

WHEREAS, application has been made by Simon/Lincolnwood, Inc., for a planned unit development on approximately 72 acres, generally bounded by Touhy Avenue on the north, McCormick Boulevard on the east, by a line running parallel to and approximately 650 feet north of Pratt Avenue on the south, and by Central Park Avenue on the West, and as more particularly described in the body of this ordinance; and

WHEREAS, public hearings have been had on the application for a planned unit development, and, particularly, with reference to the preliminary plan of development, which hearings took place before the Plan Commission and Zoning Board of Appeals of the Village of Lincolnwood, all in conformance with the ordinances of the Village of Lincolnwood and the statutes of the State of Illinois; and

WHEREAS, pursuant to those hearings, the Plan Commission and Zoning Board of Appeals has recommended approval of the application of Simon/Lincolnwood, Inc., for preliminary plat approval for a planned unit development, subject to certain conditions, stipulations and limitations; and

WHEREAS, the recommendations of the Lincolnwood Plan Commission and Zoning Board of Appeals are contained within the report and recommendation to the Board of Trustees of the Village of Lincolnwood dated September 9, 1987, which report is hereby incorporated by reference into this Ordinance; and

WHEREAS, the Village Board of the Village of Lincolnwood has previously adopted a motion to accept the findings and recommendations of the Plan Commission and Zoning Board of Appeals, and to approve the preliminary plan for the planned

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unit development, subject to certain conditions, stipulations and limitations; and

WHEREAS, the Village Board of the Village of Lincolnwood adopts the findings and recommendations of the Lincolnwood Plan Commission and Zoning Board of Appeals as its findings and recommendations, subject to the particular specific terms and conditions of this ordinance, and that the approval of the planned unit development is in the best interests of all residents of the Village of Lincolnwood;

NOW, THEREFORE, BE IT ORDAINED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF LINCOLNWOOD, COOK COUNTY, ILLINOIS, as follows:

SECTION 1: That the subject property to which this ordinance applies is legally described on Exhibit "A" attached hereto and made a part hereof and incorporated herein by reference. Said property is approximately 72 acres, generally bounded by Touhy Avenue on the north, McCormick Boulevard on the east, by a line running parallel to and approximately 650 feet north of Pratt Avenue on the south, and by Central Park Avenue on the west, and then running northeast parallel to and east of the North Western Railroad tracks on the west.

SECTION 2: That the application for special use planned unit development is hereby granted, and the subject property is hereby zoned special use planned unit development, and shall be so designated on the zoning map of the Village of Lincolnwood. The Village Board does hereby approve the preliminary plat of development, which preliminary plat is incorporated herein by reference, and shall be designated Exhibit "B." This zoning of the subject property and approval of the preliminary plat are subject to the specific terms, conditions and limitations set forth herein.

SECTION 3: That the planned unit development shall be developed in accordance with the following terms and conditions:

1. The PUD shall comply with all of the plans, designs and reports submitted by the applicant at or prior to the hear-

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ings before the Plan Commission, and all representations and testimony made by or on behalf of the applicant at said hearings, the foregoing to include but is not limited to the following:

(a) Construction and perpetual maintenance of roadway improvement and traffic controls, except for maintenance on any portion dedicated to and accepted by the State of Illinois, and perpetual maintenance of on-site roadways and parking areas.

(b) Landscaping on site, including trees and vegetation, per proposal, and perpetual maintenance thereof.

(c) General design of new construction and retrofitting of existing Bulk Warehouse building per proposal.

(d) Vehicular access to site off of Pratt via Central Park limited to loading and unloading for Bulk Warehouse. No vehicular access from Pratt or Central Park through to Touhy, or to Lunt, or to any other portion of the site, except for emergency vehicles. Controlled access for emergency vehicles from Central Park as directed by the Village. No other access to site except through driveway points as shown on site plan.

(e) Off-street parking spaces as specified in site plan. No reserved parking, except for handicapped and a reasonable amount of parking for the officers, key employees or owners of Flextech, lessees, hotel executives, and Congregate Care medical and nursing personnel, except as otherwise authorized by the Village. Adequate lighting to be provided, as directed by Village. [Provision of some sheltered parking for Congregate Care residents to be investigated by applicant, but is not made a condition of approval.]

(f) Net leasable retail/commercial space in the enclosed Mall be limited to 430,000 square feet, and gross floor area not to exceed 125% thereof. No other space in the entire PUD may be used for retail/commercial except for

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out-lot buildings and for incidental retail at Hotel for convenience of Hotel patrons. Department stores within Mall limited to two. Out-lot buildings, as shown on site plan, not to exceed 25,000 square feet net leasable floor area in the aggregate.

(g) So long as consent of the Metropolitan Sanitary District is obtained and retained or conditions similar to those governing the Metropolitan Sanitary District property located to the north in Skokie and Evanston along the North Shore Channel, applicant shall construct, landscape and maintain, at its own expense, per its proposal, the MSD tract east of the site, between McCormick and the North Shore Channel, from Touhy Avenue to Pratt Avenue on the south. Applicant shall maintain at its expense liability insurance in such amounts and with such companies as are reasonably satisfactory to the Village, which policies shall also insure the Village against any claims for personal injury or property damage from use of the MSD tract. Applicant or its successor in interest will indemnify and hold the Village harmless from any and all claims and expenses of every kind, including reasonable attorneys' fees, which arise as a result of applicant's proposed use of the MSD site.

(h) Plans for storm sewers and storm water retention and run-off, sanitary sewers, water, and water storage for fire purposes shall be adhered to, except as otherwise directed by Village engineers.

(i) Provide and maintain 24-hour security personnel, facilities and equipment for site per proposal. This provision may be amended from time to time as the need for 24-hour security personnel may change and depending upon an analysis of security personnel needs conducted by the police department of the Village and predicated upon any recommendation made to the Village Board. No

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such change shall be made or shall be required absent a majority vote of the Village Board.

2. No movie theaters shall be included anywhere on the site. However, this shall not bar the Congregate Care facility from showing movies as entertainment for its own residents and their guests.

3. The southern perimeter of the tract shall be fenced or planted with thick shrubbery to prevent or impede pedestrian access from the south, except for the area of limited, emergency vehicular access, to be otherwise controlled. This shall be done in conformance with a plan reviewed and approved by the Village Planner.

4. Retail hours in the Mall and out-lot buildings to be limited as follows: Weekdays, 9:30 a.m. to 9:30 p.m.; Saturdays, 9:30 a.m. to 6:00 p.m.; Sundays and Legal Holidays, 11:00 a.m. to 6:00 p.m. (such Holidays being New Year's Day, Memorial Day, Independence Day; Labor Day, Thanksgiving Day, and Christmas Day). The sole exception shall be sit-down restaurants which do not offer take-out service.

5. The following uses are prohibited on the subject property:

(a) no service of alcoholic beverages in the central food court of the Mall;

(b) no separate bar. Any bar shall only be a minor adjunct of an establishment, the primary use of which is as a sit-down restaurant (provided an appropriate liquor license is issued by the Village Liquor Commissioner);

(c) no package liquor stores;

(d) no automotive repair or service facilities;

(e) no general supermarket-type food stores (but this limitation shall not apply to small, specialty-type food shops);

(f) no arcades for, or individual game machines, electronic or otherwise.

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6. Uses of the out-lot buildings shall require further Plan Commission recommendation at a regularly scheduled or specially called open meeting, held solely on due publication; and approval of such recommendation thereafter by the Board of Trustees.

7. No additional property can be added to or developed adjacent to the PUD by applicant or its principals, whether or not developed in parcels of more or less than two-acre size, without special use approval of the Plan Commission and the Board of Trustees.

8. Radioactivity limits and standards set forth in Village ordinances shall apply, both on-site and off-site. Applicable radioactivity limits and standards set forth by all other governmental bodies and agencies shall be complied with. The site shall be developed in such manner as to comply with all environmental protection and pollution control laws, both State and Federal.

9. Upon final plat approval, the project shall commence and proceed to completion in an expeditious manner, in accordance with reasonable time tables to be agreed between applicant and the Village, except for force majeure, and except for four of the six Flextech buildings, to be built in phases as demand requires. The timetable for development shall be incorporated into the approval of the final plat.

10. Applicant shall reimburse Village as billed for the cost of engineering, legal and other consulting and professional services as required during the final plat procedures; and applicant shall pay for the cost of all necessary governmental permits and approvals, whether to be issued by the Village of Lincolnwood or by other governmental bodies and agencies.

11. So long as the corporate authorities of the Village of Lincolnwood are in opposition thereto, applicant shall not initiate or cooperate in any action to encourage or promote the construction of a bridge extending Pratt eastward over

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the North Shore Channel; and applicant shall actively oppose any such action by others.

12. Applicant and its principals, Melvin Simon & Associates, Inc., and Hawthorne Realty Group, shall not divest themselves of ownership and direct management and control of the entire tract during construction, and for at least five years after the completion of all construction, with the following exceptions:

(a) ownership of the Hotel site may be transferred to the Marriott Corporation, or its designee, or to some other nationally recognized hotel operator of good reputation, subject to approval of the Plan Commission, which approval shall not be unreasonably withheld, but this shall in no way change the proposed plan of development of the hotel site as described in the presentations and documents submitted to the Plan Commission as a courtyard-type hotel (subject to all applicable conditions as set forth herein);

(b) the existing Bulk Warehouse building may be sold after retrofitting (subject to all applicable conditions as set forth herein); and

(c) with respect to the Flextech, completion of construction for the purposes of this provision shall be deemed to be the completion of the first two buildings.

For the purposes hereof, bonafide equity financing shall not be deemed a divestiture so long as applicant or its said principals shall retain a minimum of 51% equity ownership and control, and 100% management. Management shall include, without limitation, control of the operation of the mall and selection and approval of tenants and lease terms. Management of the congregate care facility need not remain with Melvin Simon and Associates, Inc. and the Hawthorne Realty Group, but may be placed with a reputable company which may operate the congregate care facility. Applicant may be requested from time to

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time by the Village to furnish proof of ownership and management and applicant shall comply with such requests.

13. Applicant shall execute covenants running with the land as requested by the Village for the purpose of further confirming and implementing any or all of the conditions, stipulations and limitations set forth herein.

14. Nothing herein shall be deemed or understood to relieve applicant from compliance with applicable building and safety codes. Final landscaping plans shall be submitted for review and approval by the Village Planner as part of the final plat procedures. All signs on the subject property shall be submitted for review and approval by the Village Planner, and the type, number, size and illumination shall be part of the plans submitted for approval to the Village as part of the final plat procedures.

15. Garbage and refuse from the entire PUD site shall be stored in containers in the manner and at the locations specified by the Village, and shall be disposed of by applicant at applicant's sole cost. Storage and disposal shall be made at such times and in such manner as shall not create or permit any unhealthy or unsightly conditions to be maintained.

16. Developer shall pay to the Village an impact fee of \$1,000,000.00. The impact fee shall be paid in two installments--\$500,000 upon the issuance of the first certificate of occupancy for new construction, and \$500,000 upon the issuance of the second certificate of occupancy for new construction, but no later than one year from the first payment. Payment of this fee shall be guaranteed by Melvin Simon & Associates, Inc., and by Hawthorne Realty, Inc. Authorized representatives of Melvin Simon & Associates, Inc., and Hawthorne Realty, Inc., shall each sign a copy of this ordinance acknowledging their agreement to guarantee payment of the impact fee. Developer acknowledges and agrees that the development will have an impact upon municipal services and facilities of a magnitude sufficient

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to warrant payment of this impact fee, and specifically agrees as to the fairness of the amount of said fee, and does hereby waive any claims or defenses whether by statute, common law or constitution, which it might have to the payment of said fee.

17. The developer shall donate land west of the existing warehouse building on the subject property to be used for municipal purposes. The exact dimensions of the designated parcel shall be indicated on a survey to be prepared by the developer and approved by Rolf Campbell, the Village Planner.

18. The developer shall guarantee that sales tax revenues to the Village, based upon the current method of assessing and collecting sales tax revenues in the State of Illinois, shall be no less than \$700,000 per year for ten years. Each and every year shall stand by itself. Melvin Simon & Associates, Inc., and Hawthorne Realty, Inc., shall guarantee this payment by developer, and each shall sign this ordinance acknowledging their agreement to this provision. The guarantee shall become effective upon the opening of the shopping mall and the receipt by the Village of the first full year's sale tax revenues. The payments due to the Village shall be measured on sales tax receipts for a calendar year and the first year's sales tax revenues to the Village shall be prorated on a monthly basis in determining the total amount of sales tax revenues to be received by the Village and whether the minimum \$700,000, or such prorated amount has been received. In addition developer or developer's successor in interest shall either post a surety bond or a letter of credit in favor of the Village in an amount not less than the annual guaranteed amount, to assure payment to the Village of the amount which may be due the Village from developer pursuant to this Paragraph. The bond or letter of credit shall be in a form reasonably satisfactory to the Village Attorney. The Village shall submit to developer a statement showing sales tax revenues for the year in question and shall

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indicate the amount of payment required to make up any deficit which might exist between the amount of sales tax revenue received and \$700,000. Within 21 days of such written notice, developer shall remit to the Village the amount of such difference.

Developer, or its successor, shall require in its leases, that tenants of the Mall disclose and document to the Village the amount such tenant pays in annual sales tax revenue and, as may be requested by the Village, provide whatever consents may be required by the State for disclosure of such sales tax information to the Village. Developer or its successor shall cooperate fully (including providing whatever consent forms may be required by the State) with the Village to determine the amount of sales tax revenue generated by businesses located on the subject property.

19. The maximum height of the proposed congregate care facility shall not exceed six stories.

20. Developer represented to the Plan Commission that the Mall component of the PUD would be "upscale" or an "upscale fashion center;" and great emphasis was placed upon this factor in terms of the benefits to Lincolnwood over other kinds of shopping centers, including but not limited to: the availability to the residents of Lincolnwood of the kind of merchandise and shopping environment described; diminution of traffic and parking in comparison to "mass merchandising" centers; appearance, quality and creativity of design of the exterior and interior, as would be compatible with an "upscale fashion center;" and other advantages, direct and indirect. Developer again emphasized this character of the Mall component before the Trustees, and exhibited an extensive slide presentation showing other upscale malls developed and operated by Melvin Simon Associates, and the high-grade retail tenants therein, as an example of the design and quality of upscale tenant which could be reasonably anticipated at the Lincolnwood Town Center,

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and that rentals would be limited to these or similar "upscale" tenants. And the Plan Commission and Board of Trustees relied heavily on such representations in recommending and approving the Preliminary Plat of Developer's PUD.

While the word "upscale" or the phrase "upscale fashion center" may not be susceptible of precise definition, they do have a generally-recognized connotation in the industry, as indicated by Developer's introduction and repeated use of the term as being a factor in the design and operation of the Mall component which was of significant advantage for the Village of Lincolnwood. As an "upscale fashion mall," it will serve the needs of the community, traffic will be limited, and the architecture and construction will not have a negative impact upon the value of surrounding properties.

"Upscale fashion mall" is here defined to mean a shopping mall selling fashion merchandise of a line and quality commonly sold in the Chicago area in stores such as Marshall Field & Company, Carson Pirie Scott, Baskin, Bonwit Teller, Charles A. Stevens, Alcott and Andrews, Mark Shale, L. L. Bean, Eddie Bauer, Madigan's, Land's End, August Max, Sophisticated Woman, Benetton, or Lord & Taylor. Merchandise sold at the mall is not just limited to fashion merchandise but may include merchandise of a type and quality sold at the Water Tower shopping mall on Michigan Avenue in Chicago. This is not intended as an exhaustive list of stores carrying the quality of merchandise to be offered for sale at the mall, but rather to indicate the general nature and quality of the type of store to be located at the mall and the type of merchandise to be sold.

It is a condition to this approval of a Planned Unit Development that the mall is and continues to be an "upscale fashion mall".

SECTION 4: The specific terms and conditions of this ordinance shall prevail against other ordinances of the Village to the extent that there might be any conflict. Except for

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the foregoing limitation, the development of the subject property is subject to all the terms and conditions of applicable existing ordinances and regulations, and as they may be amended from time to time, of the Village of Lincolnwood, including, without limitation, zoning ordinances, building codes and subdivision regulations, and construction and designs for public improvements. The terms and conditions of this ordinance apply to the subject property, and are applicable to and shall govern the development of the subject property, and shall govern the actions and conduct of all persons having an interest in the subject property. This ordinance shall be binding upon and shall enure to the benefit of all owners, successors and assigns of the applicant.

SECTION 5: That any person (person here includes, without limitation, any legal entity such as a corporation or partnership) violating the terms and conditions of this ordinance shall be subject to a penalty of not to exceed Five Hundred Dollars (\$500.00), with each and every day that the violation of this ordinance is allowed to remain in effect being deemed a complete and separate offense. In addition, the appropriate authorities of the Village may take such other action as they deem proper to enforce the terms and conditions of this ordinance, including, without limitation, an action in equity to compel compliance with its terms. That any person violating the terms of this ordinance shall be subject, in addition to the foregoing penalties, to the payment of court costs and reasonable attorneys' fees.

SECTION 6: That this ordinance shall be in full force and effect from and after the passage, approval and publication in pamphlet form, as provided by law; provided, however, that this ordinance shall not take effect until a true and correct copy of this ordinance is executed by the owners of the subject property, or such other party in interest, consenting to and agreeing to be bound by the terms and conditions contained

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within this ordinance. Such execution shall take place within sixty (60) days after the passage and approval of this ordinance or within such extension of time as may be granted by the Corporate Authorities of the Village of Lincolnwood by motion.

PASSED this 3rd day of March, 1988.

AYES: Trustees Courzin, Andersson, Nitsch, Shelton & St

NAYS: None

ABSENT: Trustee Rossi

APPROVED this 3rd day of March, 1988.

Frank J. Chulav
Village President

ATTEST:

Robert J. [Signature]
Village Clerk

I, Jerome L. Gershan, on behalf of Melvin Simon & Associates, Inc., being the owner or other party in interest of the property legally described within this ordinance, having read a copy of this ordinance, and having the authority to agree on behalf of Melvin Simon & Associates, Inc., and to execute this ordinance, do hereby accept, concur and agree to develop and use the subject property in accordance with terms of this ordinance.

[Signature]
(Signature)

DATED:

March 28, 1988

I, Joseph S. Beale, on behalf of Hawthorne Realty, Inc., being the owner or other party in interest of the property legally described within this ordinance, having read a copy of this ordinance, and having the authority to agree on behalf of Hawthorne Realty, Inc., and to execute this ordinance, do hereby accept, concur and agree to develop and use the subject property in accordance with terms of this ordinance.

[Signature]
(Signature)

DATED:

March 31, 1988

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VILLAGE OF LINCOLNWOOD

ORDINANCE NO. 96-2267

AN ORDINANCE GRANTING AN AMENDMENT TO THE LINCOLNWOOD TOWN CENTER P.U.D. ORDINANCE TO MODIFY BUSINESS HOURS AT THE LINCOLNWOOD TOWN CENTER ON THE PREMISES LOCATED AT 3333 WEST TOUHY AVENUE

ADOPTED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE

VILLAGE OF LINCOLNWOOD

THIS 16th DAY OF May, 1996.

Published in pamphlet form by the authority of the President and Board of Trustees of the Village of Lincolnwood, Cook County, Illinois this 28th day of May, 1996.

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ORDINANCE NO. 96-2267

AN ORDINANCE GRANTING AN AMENDMENT TO THE
LINCOLNWOOD TOWN CENTER P.U.D. ORDINANCE
TO MODIFY BUSINESS HOURS AT THE LINCOLNWOOD
TOWN CENTER ON THE PREMISES LOCATED AT
3333 WEST TOUHY AVENUE

WHEREAS, application has been made by Petitioner Anne Hampton on behalf of Owner Simon Property Group, a Delaware Limited Partnership, for an amendment to the Lincolnwood Town Center P.U.D. Ordinance to modify business hours at the Lincolnwood Town Center on the premises located at 3333 West Touhy Avenue; and

WHEREAS, a Public Hearing was held on May 1, 1996 before the Lincolnwood Plan Commission and Zoning Board of Appeals pursuant to proper notice and in compliance with the laws of the State of Illinois and the ordinances of the Village of Lincolnwood; and

WHEREAS, the Lincolnwood Plan Commission and Zoning Board of Appeals, having heard testimony presented by the Petitioner and having considered related conditions as described in its Report and Recommendations dated, May 9, 1996, has recommended approval of requested Amendment; and

WHEREAS, the Board of Trustees concurs with and hereby adopts the findings of the Plan Commission/Zoning Board of Appeals as presented in its Report dated May 9, 1996 which finds that the amendment will have no detrimental impact on the health, welfare and safety of the public in general;

NOW, THEREFORE, BE IT ORDAINED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF LINCOLNWOOD, COOK COUNTY, ILLINOIS, as follows:

SECTION 1: That the Preamble to this Ordinance and all reports and exhibits of the Plan Commission and Zoning Board of Appeals related to the application leading to this Ordinance are hereby adopted herein by reference as if fully set forth herein.

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SECTION 2: That an Amendment to the Lincolnwood Town Center P.U.D. Ordinance to modify the business hours as follows:

- a. On Saturdays to new hours of 9:00 A.M. to 7:00 P.M. from the present hours of 9:30 A.M. to 6:00 P.M.; and
- b. during the period from November 15 through December 31 for all days except Saturdays to new hours of 9:00 A.M. to 10:00 P.M. from the present hours of 9:30 A.M. to 9:30 P.M. for weekdays and 11:00 A.M. to 6:00 P.M. for Sundays and legal holidays.

is hereby granted for the property which is the subject of this ordinance; but only to the extent and practices of the present business of applicant as described in said report of the Plan Commission and Zoning Board of Appeals; and

SECTION 3: That the property which is the subject of this Ordinance is part of that which is legally described as follows:

Lot 5 in Lincolnwood Town Center subdivision, being part of the North 1/2 of Section 35, Township 41 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois commonly referred to as 1333 Touhy Avenue.

SECTION 4: That any person violating the terms and conditions of this Ordinance shall be subject to a fine not exceeding \$500.00 with each and every day that the violation is allowed to exist constituting a distinct and separate offense under the terms of this Ordinance. In addition, the Village of Lincolnwood may take whatever action it deems appropriate to enforce the terms of this Ordinance, including an action for injunction. All attorneys' fees and costs incurred by the Village of Lincolnwood in enforcing the terms of this Ordinance shall be paid by the violator.

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SECTION 5: That this Ordinance shall be in full force and effect from and after its passage, by the favorable vote of two-thirds of the Trustees, approval and publication in pamphlet form as required by law.

PASSED this 16th day of May, 1996.

AYES: Trustees Schwartz, Hadota, May, Ahlson, Agarola and Turry

NAYS: none

ABSENT: none

APPROVED this 24th day of May, 1996.

[Signature]
Village President

ATTEST:

[Signature]
Village Clerk

I, Anne Hampton on behalf of the Lincolnwood Town Center, being the Manager and authorized agent for the owner of the property described within this Ordinance, having read a copy of the Ordinance do hereby accept, concur and agree to use the subject property in accordance with the terms of this Ordinance.

DATED this 23 day of May, 1996.

[Signature]
ANNE HAMPTON

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VILLAGE OF LINCOLNWOOD

ZONING ORDINANCE NO. 2000 - 077

AN ORDINANCE GRANTING AN AMENDMENT
 TO THE LINCOLNWOOD TOWN CENTER P.U.D.
 ORDINANCE TO MODIFY THE SATURDAY
 BUSINESS HOURS CLOSING TIME
 FROM 7:00 P.M TO 8:00 P.M.
 AT THE LINCOLNWOOD TOWN CENTER
 LOCATED AT
3333 WEST TOUHY AVENUE

ADOPTED BY THE
 PRESIDENT AND BOARD OF TRUSTEES
 OF THE
 VILLAGE OF LINCOLNWOOD
 THIS 20th DAY OF July, 2000.

Published in pamphlet form
 by the authority of the President
 and Board of Trustees of the
 Village of Lincolnwood, Cook
 County, Illinois this 2th
 day of August, 2000.

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ZONING ORDINANCE NO. 2000-077

**AN ORDINANCE GRANTING AN AMENDMENT
TO THE LINCOLNWOOD TOWN CENTER P.U.D.
ORDINANCE TO MODIFY THE SATURDAY
BUSINESS HOURS CLOSING TIME
FROM 7:00 P.M. TO 8:00 P.M.
AT THE LINCOLNWOOD TOWN CENTER
LOCATED AT
3333 WEST TOUHY AVENUE**

WHEREAS, the Village of Lincolnwood ("Village"), is a home rule municipality, in accordance with Article VII Section 6(a) of the Constitution of the State of Illinois of 1970; and

WHEREAS, the Village, as a home rule municipality has the authority to adopt ordinances and to promulgate ordinances, rules and regulations that pertain to its government and affairs and this Ordinance is adopted pursuant to the Village's home rule authority; and

WHEREAS, an application has been made by Petitioner, Anne Hampton, on behalf of Simon Property Group, a Delaware Limited Partnership, for an amendment to the Lincolnwood Town Center P.U.D. Ordinance No. 88-1801 and amended Ordinance No. 99-2267 (and pursuant to Zoning Ordinance Article XIV, Section B. 4. b. 6a.) to modify business hours at the Lincolnwood Town Center on the premises located at 3333 West Touhy Avenue; and

WHEREAS, a Public Hearing was held on June 14, 2000 before the Lincolnwood Plan Commission/Zoning Board of Appeals pursuant to proper notice and in compliance with the laws of the State of Illinois and the ordinances of the Village of Lincolnwood; and

WHEREAS, the Lincolnwood Plan Commission/Zoning Board of Appeals found the request to be reasonable and concluded that the proposed amendment would have no material adverse affect on the neighborhood or any neighbor; it has been the practice of the Lincolnwood Plan Commission/Zoning Board of Appeals and the Lincolnwood Board of Trustees to permit reasonable modifications of the Lincolnwood Town Center P.U.D. where no material adverse effects would result; and

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WHEREAS, the Plan Commission/Zoning Board of Appeals voted unanimously to recommend approval of the Petitioner's (Owners') request by the Board of Trustees of the Village of Lincolnwood; and

WHEREAS, the Board of Trustees concurs with and hereby adopts the findings of the Plan Commission/Zoning Board of Appeals as presented in its Report dated June 14, 2000.

NOW, THEREFORE, BE IT ORDAINED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF LINCOLNWOOD, COOK COUNTY, ILLINOIS, as follows:

SECTION 1: That the Preamble to this Ordinance and all reports and exhibits of the Plan Commission/Zoning Board of Appeals related to the application leading to this Ordinance are hereby adopted herein by reference as if fully set forth herein.

SECTION 2: That an Amendment to the Lincolnwood Town Center P.U.D. Ordinance to modify the business hours as follows: Saturdays, the new hours of 10:00 A.M to 8:00 P.M. from the present hours of 10:00 A.M. to 7:00 P.M., is hereby granted for the property which is the subject of this ordinance; but only to the extent and practices of the present business of applicant as described in said report of the Plan Commission/Zoning Board of Appeals; and subject to the completion of a Mall Security Evaluation by the Lincolnwood Police Department; and

SECTION 3: That the property, which is the subject of this Ordinance, is legally described as follows:

Lot 5 in Lincolnwood Town Center Subdivision, being part of the North ½ of Section 35, Township 41 North, Range 13, East of the Third Principal Meridian, in Cook County, Illinois, commonly referred to as 3333 West Touhy Avenue.

SECTION 4: That any person violating the terms and conditions of this Ordinance shall be subject to a fine not exceeding \$750.00 with each and every day that the violation is allowed to exist constituting a distinct and separate offense under the terms of this Ordinance. In addition, the Village of Lincolnwood may take whatever action it deems appropriate to enforce the terms of this Ordinance, including an action for injunction. All attorneys' fees and costs incurred by the Village of Lincolnwood in enforcing the terms of this Ordinance shall be paid by the violator.

SECTION 5: That this Ordinance shall be in full force and effect from and after its passage, approval and publication in pamphlet form as required by law.

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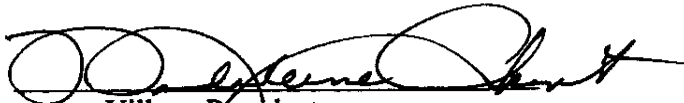
PASSED this 20th day of July, 2000.

AYES: Trustees Elster, Surr, Leptakes + Cowgen


NAYS: Trustee Moy

ABSENT: Trustee Froman

APPROVED this 15th day of August, 2000.

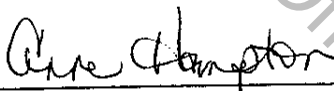

Village President

ATTEST:


Village Clerk

I, Anne Hampton, on behalf of the Lincolnwood Town Center, being the Manager and authorized agent for the owner of the property described within this Ordinance, having read a copy of the Ordinance do hereby accept, concur and agree to use the subject property in accordance with the terms of this Ordinance.

DATED this 12th day of October, 2000.


Anne Hampton