95350163

EXHIBIT J

APPLICANT'S UNCONDITIONAL AGREEMENT AND CONSENT

TO: The Village of Northbrook, Illinois (the "Village"):

WHEREAS, Grosvenor International (Atlantic) Ltd., 1701 Pennsylvania Avenue, NW, Washington D.C. ("Grosvenor") is the duly authorized agent of the owners of that certain property commonly known as the Northbrook Court Shopping Center and described in Section 3 of Northbrook Ordinance No. 93-66 (the "Subject Property");

WHEREAS, Ordinance No. 93-66, adopted by the President and Board of Trustees of the Village of Northbrook on December 14, 1993, (the "Ordinance") sets forth the development regulations for the Subject Property; and

WHEREAS, Section 6 of the Ordinance provides that the Ordinance shall be of no force or effect unless and until Grosvenor shall have filed with the Village Clerk, within 30 days following the passage of the Ordinance, its unconditional agreement and consent to accept and abide by each of the terms, conditions and limitations set forth in the Ordinance;

NOW, THEREFORE, Grosvenor does hereby agree and covenant that Grosvenor, for itself and as the duly authorized agent of the Owners of the Subject Property for the matters that are the subject of the Ordinance, shall and does hereby unconditionally agree to, accept, consent to and abide by all of the terms, conditions, restrictions and provisions of the Ordinance; including, without limitation, the Northbrook Court Development Regulations, as defined in the Ordinance.

Dated: 1/12/94

GROSVENOR INTERNATIONAL (ATLANTIC) LTD.

By: _____

Its: PRESIDENT

By: _____

Its: Vice President

WITNESS:

_____

BOX 337

95350163

I hereby certify this to be a true and exact copy of the original.

5/26/95 _____

Date Village Clerk

25.00
22.00
47.00

Marshall Field's Landscaping Plan. That certain landscaping and paving plan prepared by Greiner, consisting of one sheet, with latest revision date of December 9, 1993, a copy of which is attached hereto as Exhibit B.

Marshall Field's Materials Plan. That certain building materials plan prepared by TAP, consisting of one sheet, with latest revision date of December 9, 1993, a copy of which is attached hereto as Exhibit C.

Northbrook Court Development Regulations. The use and development regulations for the Subject Property set forth in Section 4 of this Ordinance.

Owners. Those certain legal title holders of each and every real estate parcel of the Subject Property listed in Section 3 of this Ordinance.

Parcel E Landscape Plan. That certain landscape plan prepared by TAP, consisting of one sheet, with latest revision date of December 14, 1993.

Parking Deck. That certain three story parking structure proposed to be located on Parcel F of the Subject Property, west of and adjacent to the Marshall Field's Department Store.

Parking Deck Elevation Plan. That certain parking deck elevation plan prepared by TAP consisting of three sheets, with latest revision date of December 9, 1993, a copy of which is attached as Exhibit E.

Parking Deck Materials Plan. That certain parking deck materials plan prepared by TAP, consisting of one sheet, with latest revision date of December 9, 1993, a copy of which is attached as Exhibit F.

Parking Deck Landscape Plan. That certain parking deck landscaping plan prepared by TAP, consisting of one sheet, with latest revision date of December 9, 1993, a copy of which is attached as Exhibit G.

Phase I Traffic Improvement Plan. That certain traffic improvement plan prepared by Gewalt-Hamilton Associates, Inc., consisting of one sheet, with latest revision date of November 9, 1993, a copy of which is attached as Exhibit H.

Retail Department Stores. Those certain retail department stores generally located on Parcels F, I, J and M of the Subject Property, commonly known, respectively, as the Marshall Field's Department Store, (JC Penney), Lord & Taylor, the Southern Department Store, and Neiman Marcus.

Site Plan. That certain site plan prepared by TAP, consisting of four sheets, with latest revision date of December 9, 1993, a copy of which is attached as Exhibit I.

Southern Department Store. That certain Retail Department Store to be located in the south portion of the Mall Building and on Parcel J of the Subject Property.

Subject Property. That certain parcel of property consisting of approximately 95 acres, generally located South of Lake-Cook Road, West of Lee Road, North of the Tri-State Tollway and East of the residential development commonly known as "The Courts of Northbrook," consisting of the real estate parcels listed in Section 3 of this Ordinance and depicted on the Site Plan I-4.

Section 3. SUBJECT PROPERTY.

The Subject Property consists of the following parcels:

Real Estate Parcel	P.I.N.*	Current or Proposed Occupant*	Current Legal Title Holder*
Parcel A	04-03-101-015	Citibank Bank	Citibank
Parcel B	04-03-101-016	Firstar Bank	Firstar
Parcel C	04-03-101-012	Surface parking area south of Citibank and Firstar Bank	Pacific Freeholds & Westcoast Estates

Parcel D	04-03-101-010	Woody's Restaurant	Pacific Freeholds & Westcoast Estates
Parcel E	04-03-101-011	Surface parking area east of Woody's Restaurant	Pacific Freeholds & Westcoast Estates
Parcel F	04-03-101-018	The Marshall Field's Department Store	J.C. Penney Properties, Inc.
Parcel G	04-03-101-017	Surface parking area north of the Marshall Field's Department Store	Pacific Freeholds & Westcoast Estates
Parcel H	04-03-200-017	The Mall Building, except for the Retail Department Stores, and certain surface parking areas	Pacific Freeholds & Westcoast Estates
Parcel I	04-03-200-007	Lord & Taylor department store	The May Department Stores Company
Parcel J	04-03-200-016	Southern Department Store	Pacific Freeholds & Westcoast Estates
Parcel K	04-03-200-011	Retention pond	Pacific Freeholds & Westcoast Estates
Parcel L	04-03-200-010	Rudolph Drive extension	Pacific Freeholds & Westcoast Estates
Parcel M	04-03-200-008	Neiman Marcus department store	Northbrook Enterprises Corp.
Parcel N	04-03-200-019	Talman Bank	Talman
Parcel O	04-03-200-01[illegible]	Rudolph Drive	Pacific Freeholds & Westcoast Estates
Parcel P	04-03-200-020	East magazine	Pacific Freeholds & Westcoast Estates

* as of the date of adoption of this Ordinance

Section 4. SPECIAL REGULATIONS CONCERNING THE NORTHBROOK COURT SHOPPING CENTER PROPERTY.

In addition to all applicable use and development regulations of the Northbrook Zoning Code, including, without limitation, the C-4 Regional Shopping District Regulations, the use and development of the Subject Property shall be subject to, and in strict accordance with, the Northbrook Court Development Regulations set forth below. In the event of a conflict between the otherwise applicable regulations of the Northbrook Zoning Code and the Northbrook Court Development Regulations, the Northbrook Court Development Regulations shall control.

A. Site Plan. The Subject Property shall be developed and maintained in three phases (Existing Phase, Phase One, and Phase Two) in strict accordance with the Site Plan. The Site Plan is a depiction of the footprint of all buildings, the designated parking areas, and the internal road network allowed on the Subject Property during each of the three phases of development of the Subject Property. No building shall be permitted on the Subject Property that is not in strict accordance with the Site Plan, except for minor alterations approved by the Village Manager.

B. Traffic Improvements. The Subject Property shall be developed and maintained in strict accordance with the Phase I Traffic Improvement Plan. In the event that the Village Board of Trustees approves a comprehensive traffic management and improvement plan pursuant to Section 4G1b(l) of this Ordinance, such comprehensive plan shall take the place of the Phase I Traffic Improvement Plan.

C. Development of the Mall Building. The Mall Building shall not exceed 1,300,000 square feet of gross floor area.

D. Building Height.

1. Except as provided in Subsections 2, 3, 4, and 5 below, the maximum height for the Mall Building shall be 42.5 feet.

2. The maximum height for the Marshall Field's Department Store shall be 55 feet.

3. The maximum height for the Southern Department Store shall be 55 feet.