

VILLAGE OF VERNON HILLS

ORDINANCE 2016-045

AN ORDINANCE GRANTING CERTAIN APPROVALS FOR PROPERTY COMMONLY KNOWN AS THE CUNEO INTERSECTION COMMERCIAL PROPERTY LOCATED AT THE NORTHEAST CORNER OF MILWAUKEE AVENUE AND TOWNLINE ROAD, IN THE VILLAGE OF VERNON HILLS, LAKE COUNTY, ILLINOIS

THE 15th DAY OF NOVEMBER 2016

Published in pamphlet form by the Authority of the President and Board of Trustees of the Village of Vernon Hills, Lake County, Illinois, this 13th Day of December 2016

ORDINANCE NO. 2016-045

**AN ORDINANCE GRANTING CERTAIN
APPROVALS FOR PROPERTY COMMONLY
KNOWN AS THE CUNEO INTERSECTION
COMMERCIAL PROPERTY LOCATED AT
THE NORTHEAST CORNER OF
MILWAUKEE AVENUE AND TOWNLINE
ROAD, IN THE VILLAGE OF VERNON
HILLS, LAKE COUNTY, ILLINOIS**

WHEREAS, the Village is a municipal corporation organized and existing under the statutes of the State of Illinois and empowered by statutes and by Home Rule Authority; and

WHEREAS, this Ordinance is adopted pursuant to the Village's municipal and Home Rule authority; and

WHEREAS, the property that is the subject of this Ordinance is the 54-acre parcel of property commonly known as the Cuneo Intersection Commercial Property, and located at the northeast corner of Milwaukee Avenue and Townline Road (the "Property"), and is legally described on Exhibit A; and

WHEREAS, the Property was annexed to the Village of Vernon Hills as part of the much larger 1,174 acre annexation in November of 1988; and

WHEREAS, the bulk zoning regulations that control the zoning of the Property are contained in Exhibit C to the zoning ordinance applicable to the Property (Ordinance # 683) adopted in November 1988, which zoned the Property B-1 General Business District; and

WHEREAS, the regulations contained in Sections 18, 20, 21, and 22 the Vernon Hills Zoning Ordinance of 1982 ("Village Zoning Ordinance") relating to the land use approval process are applicable to the Property because Exhibit C in Ordinance # 683 does not contain any land use approval provisions; and

WHEREAS, in addition to Ordinance # 683 and the Village Zoning Ordinance, the Village and County of Lake in 1996 executed documents and ordinances impacting the use and development of the Property, including:

- 1) A Declaration of Protective Covenants, Conditions and Restrictions For the Cuneo Intersection Commercial Property, dated June 7, 1996;
- 2) An Agreement for Sanitary Sewer and Water Supply Services to the Cuneo Service Area of the Village of Vernon Hills, dated June 7, 1996; and
- 3) Ordinance 96-30 – An Ordinance Adopting Land Management Standards and Approving Preliminary Plan of Development for the Gregg's Landing

Regional Planned Unit Development on the Cuneo Property, adopted April 9, 1996.

WHEREAS, the Village and Lake County previously modified those documents and ordinance as set forth below for the express purpose of allowing the proposed development to proceed in the event that the Village granted the Property the necessary land use entitlements for the Property;

- 1) Intergovernmental Agreement by and between County of Lake, Village of Vernon Hills, and Melody Farm LLC Regarding the Cuneo Intersection Property, approved by the Village on September 13, 2016; and
- 2) Second Amendment to Agreement for Sanitary Sewer and Water Supply Services to Cuneo Service Area of the Village of Vernon Hills, approved by the Village on September 13, 2016; and
- 3) Amended and Restated Declaration of Protective Covenants, Conditions and Restrictions for the Cuneo Intersection Property, approved by the Village on September 13, 2016; and
- 4) An Ordinance Adopting an Amendment to Ordinance 96-30 Acknowledging Lake County Approval of a Village Final Plan Approval for the Cuneo Intersection Commercial Property for a Specified Mixed Use Commercial and Residential Development, adopted by the Village on September 13, 2016;

WHEREAS, on August 1, 2016, Regency Centers d/b/a Melody Farm LLC (“Applicant”) filed an application (the “Application”) with the Village of Vernon Hills for approval of the following in order to facilitate the Melody Farm development on the Property:

1. Approval of a Special Use Permit for a Planned Unit Development to allow development of a mixed use residential and retail commercial center known as Melody Farm along with certain variations, including but not limited to, building height, landscape buffer, yards and setbacks, building separation, signage and parking requirements (the “Development”).
2. Approval of a Special Use Permit to allow restaurants in the retail commercial center, which may serve alcohol, and restaurants with carry-out and fast food (including but not limited to coffee), a bank with a drive-thru facility and a pharmacy with a drive thru facility.
3. Preliminary and final site and landscaping plan approvals.
4. Preliminary and final architectural elevations approvals except for Buildings A, C, D1, D2 and M in the retail portion of the Development, as identified in Exhibit B-6.
5. Preliminary and Final Plat of Subdivision approvals.
6. Approval of minimum size of dwelling units other than as required by Village Code.
7. Approval so as not to require firewalls to be concrete or masonry construction except that walls separating the garage from residential uses shall be constructed of noncombustible materials. All other fire walls shall be in accordance with the 2012 International Building Code.

8. Approval so as not to require dwelling unit wall separation assemblies in multi-family buildings to be of masonry or noncombustible construction. The separation assemblies shall have a minimum 2-hour fire rating in accordance with the 2012 International Building Code and the Vernon Hills Building Code.
9. Approval so as not to require dwelling unit floor/ceiling separation assemblies in multi-family buildings to be of masonry or noncombustible construction. The separation assemblies shall have a minimum 2-hour fire rating in accordance with the 2012 International Building Code and the Vernon Hills Building Code.
10. Approval to use other than brick and stone as an exterior finish material on retail and multi-family buildings.

WHEREAS, Applicant also requested the following variations as a part of its Application:

Residential variations (collectively, the “Residential Zoning Variations”):

- a. To allow a front yard setback of 21 feet at the south property line instead of the minimum required 30 feet.
- b. To allow a side yard setback of 18’6” on the west property line instead of the minimum required 30 feet.
- c. To allow a rear yard setback of 84 feet instead of the minimum required 119’5” feet (20% of lot depth).
- d. To allow a building height of 51’6” instead of the maximum required 36’.
- e. To allow the following minimum size requirements for dwelling units:

Code Requirement	Proposed
Studio No Minimum Requirement	N/A (Note: 650 sq. ft. proposed)
1-Bd. Rm. 1000 sq. ft.	700 sq. ft.
2-Bd. Rm. 1200 sq. ft.	1000 sq. ft.
3-Bd. Rm. 1400 sq. ft.	1200 sq. ft.

- f. To allow 459 parking spaces instead of the minimum required 520 parking spaces. A minimum of 2 parking spaces is required per dwelling unit (260 dwelling units).
- g. To allow parking setback of 2.5 feet on the east instead of the minimum required 12’ setback from all side and rear property lines.
- h. To allow 436 parking spaces to be below the minimum 9’ clear width and 18’ length.

Retail variations (collectively, the “Retail Zoning Variations”):

- a. To allow a front yard variation of 25 feet instead of the minimum required 105 feet from Townline Road.
- b. To allow a side yard setback variation of 25 feet from the east lot line instead of the minimum required 35 feet.
- c. To allow a side yard setback of 55 feet from Milwaukee Avenue instead of the minimum required 100 feet.

- d. To allow a rear yard setback of 10 feet instead of the minimum required 40 feet.
- e. To allow a 15 foot building separation instead of the minimum required 20 feet.
- f. To allow a 10.5 foot landscape buffer at Milwaukee Avenue instead of the minimum required 50 feet.
- g. To allow a 6.2 foot landscape buffer from Townline Road instead of the minimum required 7.75 feet.
- h. To allow a 7 foot parking setback variation for the north property line instead of the minimum required 12 feet.
- i. To allow a 5 foot parking setback variation for the east property line instead of the instead of the minimum required 12 feet.

Sign Variations (collectively, the “Signage Variations”)

Building B

- a. To allow the size of tenant wall signs to be 2.5 square feet per linear foot of tenant frontage rather instead of the maximum size of 1 square foot per linear foot of tenant frontage.
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow “Landlord Signage” on the building, which is otherwise not permitted.
- e. To allow certain tenants to be permitted to use multiple sign areas per façade.

Building E

- a. To allow the size of single tenant wall signs to be 2.0 square feet per linear foot of tenant frontage.
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow “Landlord Signage” which is otherwise not permitted (1 is shown on east elevation and 1 is shown on the south elevation).
- e. To allow certain tenants to be permitted to use multiple sign areas per façade.
- f. To allow signage, otherwise not permitted, on the east elevation that does not have frontage on a street, drive aisle or parking lot.

Building F

- a. To allow the size of single tenant wall signs to be 2.0 square feet per linear foot of tenant frontage instead of the maximum size of 1 square foot per linear foot of tenant frontage.
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow “Landlord Signage” which is otherwise not permitted (1 is shown on north elevation).
- e. To allow certain tenants to be permitted to use multiple sign areas per façade.
- f. To allow signage, otherwise not permitted, on the north elevation that does not have frontage on a street, drive aisle or parking lot.

Building G-1

- a. To allow the size of wall signs to be 2.0 square feet per linear foot of tenant frontage instead of the maximum size of 1 square foot per linear foot of tenant frontage,
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow certain tenants to be permitted to use multiple sign areas per façade.
- e. To allow signage, otherwise not permitted, on the south elevation that does not have frontage on a street, drive aisle or parking lot.

Building G-2

- a. To allow the size of single tenant wall signs to be 2.0 square feet per linear foot of tenant frontage instead of the maximum size of 1 square foot per linear foot of tenant frontage.
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow "Landlord Signage" which is otherwise not permitted (1 is shown on north elevation).
- e. To allow certain tenants to be permitted to use multiple sign areas per façade.
- f. To allow signage on the north elevation that does not have frontage on a street, drive aisle or parking lot.

Building H

- a. To allow the size of single tenant wall signs to be 2.0 square feet per linear foot of tenant frontage instead of the maximum size of 1 square foot per linear foot of tenant frontage.
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow "Landlord Signage" which is otherwise not permitted (1 is shown on east elevation and 1 is shown on the west elevation).
- e. To allow certain tenants to be permitted to use multiple sign areas per façade.

Building J

- a. To allow the size of single tenant wall signs to be 2.0 square feet per linear foot of tenant frontage instead of the maximum size of 1 square foot per linear foot of tenant frontage.
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow certain tenants to be permitted to use multiple sign areas per façade.
- e. To allow "Landlord Signage" which is otherwise not permitted (1 is shown on north elevation.)

Building K

- a. To allow the size of single tenant wall signs to be 2.0 square feet per linear foot of tenant frontage instead of the maximum size of 1 square foot per lineal foot of tenant frontage,
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow certain tenants to be permitted to use multiple sign areas per façade.

Building L

- a. To allow the size of tenant wall signs to be 2.5 square feet per linear foot of tenant frontage rather instead of the maximum size of 1 square foot per linear foot of tenant frontage.
- b. To allow the size of the secondary wall sign to be greater than 50% of the maximum allowable area of the primary sign.
- c. To allow a painted wall sign to exceed the maximum permitted size.
- d. To allow "Landlord Signage" which is otherwise not permitted (1 is shown on west elevation and 2 are shown on the south elevation).

Wall Sign Variations

- a. To allow marquee and blade signs to project perpendicular from the face of the building.
- b. To allow landlord and/or tenant to use painted wall signs for marketing, branding, and advertising.
- c. To allow logos to exceed the height of the lettering and to exceed the width of any two letters. Further to permit a logo to be greater than 4 square feet, but not to exceed the height or area of a given Sign Area as defined in the Sign Plans, hereinafter defined.

Temporary signs:

- a. To allow window signs to cover 25% of the glazed surface rather than maximum 20 % as permitted.
- b. To allow banner signs to be displayed 30 days prior and 30 days after a store opening, in addition to the 30 day/year allowance.

Site Signage Variations:

- a. To allow the height of each pylon sign (Sign 1 and Sign 6) to be 25' rather than the maximum permitted height of 8'.
- b. To allow the size of each sign to be 285 square feet rather than the maximum permitted size of 50 square feet.
- c. To allow the display of 6 tenant panels on each sign rather than the maximum permitted number of 1 and to allow logos to exceed the height of the lettering and to exceed the width of any two letters. Further to permit a logo to be greater than 4 square feet.

WHEREAS, the development shall be in substantial conformance with the plans set forth on Exhibit B, subject to the Technical Review comments set forth in Section 38- (i) and (ii) of Exhibit C.

WHEREAS, upon due notice and after public hearings held on August 24, 2016, September 7, 2017, and September 14, 2016 by the Planning and Zoning Commission of the Village of Vernon Hills, and pursuant to the Village Zoning Ordinance, said Planning and Zoning Commission made its recommendations and filed its report concerning the Application; and

WHEREAS, it has been determined that the granting of approval of the Planned Unit Development will have no serious and depreciating effect upon the value of surrounding property and will have no adverse effect upon the character of the neighborhood, public utility facilities or other matters pertaining to the public health, public safety and general welfare; and

WHEREAS, it has been further determined that construction of the retail shopping center on Lot 1 and the residential multi-family building on Lot 2 complies with the type and nature of permitted uses authorized under the B-1 zoning district applicable to the Property, the retail center being found to be a Retail Commercial Use and the residential multi-family building being found to be a Residential Use; and

WHEREAS, based upon the evidence adduced at said hearings and in its Application, Applicant has entered into the record evidence and facts that address the conditions in Sections 18.3 and 21.6 of the Village Zoning Ordinance; and the Planning and Zoning Commission has found and determined that the conditions of Section 18.3 and 21.6 of the Village Zoning Ordinance have been satisfactorily addressed and satisfied.

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

SECTION I. The foregoing recitals are material to this Ordinance and are incorporated herein as though fully set forth in this Section 1.

SECTION II. The following approvals are hereby granted pursuant to this Ordinance, subject to Section III of this Ordinance:

1. Approval of a Special Use Permit for a Planned Unit Development and approval of a final planned unit development plat as identified in Exhibit B-5 pursuant to Section 20.2 of the Zoning Ordinance to allow for the development of a mixed use residential and retail commercial center on the Property known as Melody Farm, with not more than 285,000 gross square feet of commercial development and 260 residential units.
2. Approval of the Residential Zoning Variations for the Property.

3. Approval of the Retail Zoning Variations for the Property.
4. Approval of the Signage Variations for the Property.
5. Approval of a Special Use Permit to allow restaurants in the retail commercial center on the Property, which may serve alcohol, and restaurants with carry-out and fast food (including but not limited to coffee).
6. Approval of Special Use Permits to allow a bank with a drive-thru facility in the retail commercial center on the Property and a pharmacy with a drive thru facility in the retail commercial center on the Property. The configuration, location, and stacking of all drive-thru lanes are subject to the review and approval of Village Staff.
7. Preliminary and final planned development plat (also known as Site Plan) approval as identified in Exhibit B-5.
8. Preliminary and final landscaping plans as identified on Exhibit B-10 and B-11 have been presented and are subject to the Technical Review Comments in Exhibit C-39.
9. Preliminary and final architectural elevations approvals as identified in Exhibit B-12 and B-134, except for Buildings to be located on Outlots A, C, D1, D2 and M of the retail commercial center on the Property, as said Outlots are identified in Exhibit B-5. Notwithstanding the foregoing, Retail Developer shall submit the north elevation for the north end of Building B for Staff approval.
10. Approval of the Signage Plans.
 - a. The Village hereby approves the signage plans as identified in Exhibit B-6 and B-7 ("Retail Signage Plans") for the Melody Farm retail development. All retail signage shall comply with the Retail Signage Plans.
 - b. The Village hereby approves the signage plans as identified in Exhibit B-8 ("Residential Signage Plans") for the Melody Farm residential development. All residential signage shall comply with the Residential Sign Plans.
11. Preliminary and final Plat of Subdivision approvals as identified in Exhibit B-2, (the "Plat of Subdivision") subject to the conditions set forth in Section 3-4, and the Village agrees to take all action necessary to allow for the Plat of Subdivision to be recorded in the office of the Lake County Recorder.

12. Approval so as not to require firewalls to be concrete or masonry construction except that walls separating the garage from residential uses shall be constructed of noncombustible materials. All other fire walls shall be in accordance with the 2012 International Building Code.
13. Approval so as not to require dwelling unit wall separation assemblies in multi-family buildings to be of masonry or noncombustible construction. The separation assemblies shall have a minimum 2-hour fire rating in accordance with the 2012 International Building Code and the Vernon Hills Building Code.
14. Approval so as not to require dwelling unit floor/ceiling separation assemblies in multi-family buildings to be of masonry or noncombustible construction. The separation assemblies shall have a minimum 2-hour fire rating in accordance with the 2012 International Building Code and the Vernon Hills Building Code.
15. Approval to use other than brick and stone as an exterior finish material on retail and multi-family buildings.
16. Preliminary Engineering Improvement Plans as identified in Exhibit B-1 have been presented and are subject to the Technical Review Comments in Exhibit C-39.
17. Cross Sections as identified in Exhibit B-3 have been presented and are subject to the Technical Review Comments in Exhibit C-39.
18. Photometric Plan as identified in Exhibit B-9 has been presented and is subject to the Technical Review Comments in Exhibit C-39.
19. For any new tenant or building whose leasable space has its own exterior storefront, including buildings to be located on the 5 retail outlets, the Building Commissioner shall review the proposed storefront elevation and proposed signage criteria to determine the general compatibility with the previously approved architecture and signage criteria. Material changes to elevations shall be processed by the Village Board of Trustees if not deemed compatible by the Building Commissioner. A public hearing before the Planning and Zoning shall not be required.

SECTION III. CONDITIONS

1. Specific Conditions of Approval. All approvals set forth in Section II of this Ordinance are subject to the terms and conditions set forth in Exhibit C to this Ordinance.
2. Commercial Development Use Restriction. All approvals set forth in Section II of this Ordinance are subject to the terms and conditions of Section 4, including but not limited to the definition of "Commercial

Development contained in Exhibit 2, of the Intergovernmental Agreement by and between County of Lake, Village of Vernon Hills, and Melody Farm LLC Regarding the Cuneo Intersection Property, approved by the Village on September 13, 2016, attached hereto as Exhibit D.

3. Execution of Redevelopment Agreement. The Village intends to consider a Redevelopment Agreement for the Property with the following entities: Melody Farm LLC, a Delaware limited liability company (“Retail Developer”) and Melody Farm Residential Partners LLC, an Illinois limited liability company (“Residential Developer”) (collectively, the “Developers”). No construction of the Development shall be allowed by Retail Developer or Residential Developer unless and until such Redevelopment Agreement has been executed by the Village and the Developers.
4. Dedication of IDOT Right-of-Way. The Plat of Subdivision delineates certain specific areas that are reserved for future dedication to the Illinois Department of Transportation for public right-of-way. As noted on the Plat of Subdivision, no permanent curb cuts onto any public right-of-way from any portion of the Property shall be granted or allowed until public right of way deemed acceptable to the Illinois Department of Transportation and the Village is actually dedicated by and through a plat of dedication in a form acceptable to the Illinois Department of Transportation and the Village. The Village’s approval shall not be withheld in the event that the area that is actually dedicated, and the corresponding setback, are not materially different than that which is depicted on the attached Plat of Subdivision.
5. Final Engineering. The approval of the Final Planned Development Plat (also known as Site Plan) in Section II of this Ordinance and the Final Engineering Plans shall be reviewed by the Village Engineer, upon submittal of such plans by Applicant. Provided that the Final Engineering Plans prepared and submitted to the Village by Applicant conform substantially to this Ordinance and Village Codes as varied or modified by this Ordinance, the Village Engineer shall promptly, but in no event later than 30 days after the date of the submission of the last item or plan by Applicant, review and, if the Final Engineering Plans comply with Village Codes as the same have been varied or modified by this Ordinance, approve the Final Engineering Plans.

SECTION IV. EFFECT OF APPROVALS. The use and development of the Property shall be governed by the terms, provisions, and conditions of this Ordinance, including specifically the plans approved by, and as a part of, this Ordinance as set forth in Exhibit B. In the event of a conflict with any other ordinance of the Village, this Ordinance shall control.

SECTION V. SEVERABILITY. In the event that any section, clause, provision, or part of this ordinance shall be found and determined to be invalid by a court of competent jurisdiction, all valid parts that are severable from the invalid parts shall remain in full force and effect. If any part of this ordinance is found to be invalid in any one or more of its several applications, all valid applications that are severable from the invalid applications shall remain in effect.

SECTION VI. REPEAL AND SAVINGS CLAUSE. All ordinances or parts of ordinances in conflict herewith are hereby repealed; provided, however, that nothing herein contained shall affect any rights, actions or causes of action which shall have accrued to the Village of Vernon Hills prior to the effective date of this ordinance.

SECTION VII. SUCCESSORS AND ASSIGNS. All of the provisions of this Ordinance and the attachments hereto are binding on all successors and assigns of the Retail Developer and the Residential Developer.

SECTION VIII. EFFECTIVE DATE. This ordinance shall be in full force and effect from and after its passage, approval and publication as provided by law.

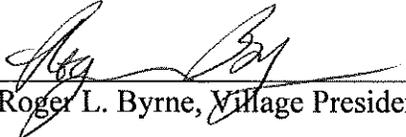
SECTION IX. ORDINANCE NUMBER. This ordinance shall be known as Ordinance Number 2016-045.

Adopted by roll call vote as follows:

AYES: 5 - Koch, Grieb, Schultz, Marquardt, Byrne

NAYS: 0 - None

ABSENT AND NOT VOTING: 2 – Williams, Hebda:


Roger L. Byrne, Village President

PASSED: 11/15/2016

APPROVED: 11/15/2016

PUBLISHED IN PAMPHLET FORM: 12/13/2016

ATTEST:

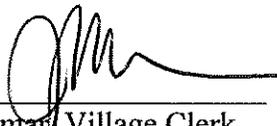

John Kalman, Village Clerk

EXHIBIT A
Legal Description

THAT PART OF THE SOUTHEAST QUARTER OF SECTION 33 AND THE SOUTHWEST QUARTER OF SECTION 34, TOWNSHIP 44 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, 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 WHICH RUNS FROM A POINT 11.85 CHAINS SOUTH OF THE CENTER POST OF SECTION 34 TO A POINT 9.09 CHAINS SOUTH OF THE CENTER POST OF SECTION 33, AND NORTH OF THE NORTHERLY LINE OF STATE ROUTE 60, (AS WIDENED), IN LAKE COUNTY, ILLINOIS.

EXHIBIT B

LIST OF APPROVED PLANS, SPECIFICATIONS AND CUT SHEETS
The List of approved plans, specification and cut sheets are subject to the Technical Review comments referenced in Section 39-(i) and (ii) of Exhibit C.

(Copies of the Approved Plans Are Maintained in the Village Clerk's office and shall not be recorded with this Ordinance.)

- 1) Revised Engineering Improvement Plans prepared by Manhard Consulting, Ltd. with a revised date of July 29, 2016 and consisting of 26 pages.
- 2) Plat of Subdivision prepared by Manhard Consulting, Ltd with a revised date of November 9, 2016 and consisting of 3 pages.
- 3) Cross Sections (architectural elevations) prepared by Manhard Consulting, Ltd with a revised date of August 1, 2016 and consisting of 12 pages.
- 4) Intersection Design Study prepared by KLOA with a date of September 16, 2016 and consisting of 16 pages (four intersections, each with four pages.)
- 5) Site Plan prepared by Manhard Consulting Ltd with a revised date of November 15, 2016 and consisting of 1 page ("Site Plan").
- 6) Tenant Sign Plan prepared by Regency Centers with a revised date of November 14, 2016 and consisting of 27pages.
- 7) Identification Sign Location Exhibit prepared by Regency Centers dated as of November 11, 2016 and consisting of 6 pages.
- 8) Residential Sign Plan prepared by Forcade Associates, dated September 13, 2016, consisting of 11 pages.
 - i) The Tenant Sign Plan, the Identification Sign Exhibit and the Residential Sign Plan are collectively referred to as "Sign Plans."
- 9) Photometric Plan prepared by On-Site Lighting & Survey, LLC with a revised date of August 4, 2016 and consisting of 7 pages.
- 10) Landscape Plan – Residential, prepared by Wolff Landscape Architecture with a revised date of October 14, 2016 and consisting of 17 pages.
- 11) Landscape Plan- Retail prepared by Design Workshop with a revised date of October 31, 2016 and consisting of 67 pages.
 - i) The Landscape Plan –Residential and the Landscape Plan Retail are collectively referred to as "Landscape Plans".
- 12) Architectural Plans- Residential – Plans, Sections, and Elevations, dated October 17, 2016 prepared by SK+I Architecture, consisting of 11 pages.
- 13) Architectural Plans - Retail – Detailed plans by Torti Gallas and Partners LLC with a date of October 25, 2016 and consisting of 12 pages.
 - i) The residential architectural plans and the retail architectural plans are collectively referred to as "Elevations".

EXHIBIT C
CONDITIONS OF APPROVAL

This Ordinance is specifically made subject to the following conditions and requirements:

1. Final Engineering Plan approval by the Village Engineer and Final Landscape Plan approval by Landscape Architect to determine substantial conformity to Technical Review Comments identified in Exhibit C-39, prior to issuance of a building permit.
2. No outdoor sales are permitted on the site without prior approval by the Village Board of Trustees.
3. IDOT approval of the proposed roadway and intersection improvements and right of way dedication. The Village's approval shall not be withheld in the event that the area that is actually dedicated, and the corresponding setback, are not materially different than that which is depicted on the attached Plat of Subdivision.
4. The Building Commissioner shall review and approve the type of building protection, i.e. bollards, curbing, etc, to prevent damage to the building for those portions of the building not protected by curbs.
5. Developer contributions shall be made to School Districts 73, 128, and Vernon Hills Park District pursuant to the Development Ordinance in effect from time to time. Fees will be collected prior to issuance of individual building permits. Retail Developer and Residential Developer shall each make a one-time payment to the Countryside Fire Protection District in the amount of One Hundred Fifty Thousand Dollars (\$150,000.00).
6. The Village Attorney shall review and approve the REA Documents for the Development to ensure conformance to this Ordinance prior to issuance of any building permits for the Property. Said approval not to be unreasonably withheld.
7. Final Plat of Subdivision shall be modified, reviewed and approved subject to Village Attorney and Village Engineer approval.
8. Except as modified on the approved Retail Signage Plans and the approved Residential Signage Plans, all signage shall comply with the Village's sign ordinance, being Chapter 19 of the Code of Ordinances.
9. Cart return corrals shall be of the same aesthetic design and quality as the Shoppes of Gregg's Landing development.
10. Signage for Cart Return Pens shall be informational. The maximum size of these signs shall be 3 sq ft.
11. All off-loading activity for Building L will occur within the screened enclosure.
12. The Developers are hereby encouraged to work with Vernon Hills building supply stores and to shop locally.
13. The Village and the Developers shall work together to address the following:

- a. Maintain the residential development in single ownership by one entity.
 - b. The Village recognizes that there might be a desire to convert all or a portion of this project to condominiums. In that event, it is recognized there will be multiple residential owners. The Village requires approval of a conversion before it occurs to insure the proper association documents and related standards are in place.
 - c. Share common area maintenance costs for the entire Development.
14. The landscape plans for Lot 1 and Lot 2 require the inclusion of bike racks. The number and locations of these racks will be reviewed and approved by the Village Landscape Architect.
 15. Shared parking between Lot 1 and Lot 2 will be provided in the manner set forth on the Site Plan identified in Exhibit B-5.
 16. There shall be no overnight parking or idling of trucks on Lot 1.
 17. Landscaping with perennial flowers will be required at each ground mounted sign subject to review and approval by the Village Landscape Technician.
 18. The Developers shall maintain consistency of building materials between the architectural elevations and the monument signs, which shall be subject to Building Commissioner review and approval.
 19. Automatic changing copy signs are prohibited for any wall mounted sign.
 20. Provide screening from all sides for the roof top units that are visible from Milwaukee Avenue or Townline Road and utilize a metal roof mounted system.
 21. Parking lot islands, median entrance magazines grass areas of the magazine and internal adjacent parkways located on Lot 1 or Lot 2 shall be irrigated.
 22. Compliance with all ordinance and standards of the Village except as otherwise noted on the approved plans.
 23. Annual approval of outdoor dining permits for any restaurant which provides outdoor seating.
 24. After adoption of this Ordinance 2016-045, any minor plan amendments proposed by the Developers shall be reviewed and approved by the Village Engineer, Building Commissioner, the Assistant Village Manager, and the Landscape Architect prior to Regency and Focus submitting construction plans for a building permit.
 25. Plat of Subdivision is subject to IDOT approval
 27. Plat of dedication shall be subject to drainage, access, and utility easements; and the required future IDOT right of way dedication being incorporated into a plat to be reviewed by the Village.
 28. Increase the colored articulation of the residential architecture as requested by the Planning and Zoning Commission.
 29. Landscaping subject to additional staff review and approval in the event site plan modifications impact the current proposed landscaping.

30. Developer will ensure no species and planting types are on the Midwest Invasive Plant Network list of invasives.
31. The height of the light poles adjacent to Milwaukee and Townline Road must be reduced to the parapet height of the adjacent buildings.
32. Shields shall be installed on light posts closest to the Lake County Forest Preserve District property.
33. Except as modified in the approved lighting plan, the Developers shall comply with all Village ordinances that pertaining to lighting.
34. Work with Village staff to provide access from Lots 1 and 2 to eastern portion of property (conservation easement).
35. No individual sale or offsite advertising shall be permitted in any signage on the Property.
36. Encourage differentiation of elevation of signage on western elevations of Buildings F, H, and K adjacent to Milwaukee Avenue to break up profile of signage.
37. Encourage public art or painted signs
38. The Developers shall work with the Village to address all current technical review comments as set forth below:
 - i. Technical Review for Melody Farms – Residential and Retail dated November 15, 2016 consisting of 5 pages, attached as Exhibit E.
 - ii. Future questions by the Village Engineer regarding final engineering and IDOT off-site work shall be properly answered by Developers.

EXHIBIT D

INTERGOVERNMENTAL AGREEMENT BY AND BETWEEN COUNTY OF LAKE,
VILLAGE OF VERNON HILLS, AND MELLODY FARM LLC REGARDING THE
CUNEO INTERSECTION PROPERTY, APPROVED BY THE VILLAGE ON
SEPTEMBER 13, 2016.

The Intergovernmental Agreement consists of 71 pages, is expressly made a part of this Ordinance but was not recorded as an Exhibit with this Ordinance.

EXHIBIT E
Technical Review for Melody Farms – Residential and Retail dated
November 15, 2016 consisting of 5 pages.

Village of Vernon Hills
TECHNICAL REVIEW
FOR
MELLODY FARMS – RESIDENTIAL & RETAIL
November 15, 2016

A third Technical Review memo was delivered to Regency Centers and Focus Development on September 8, 2016. Since that time, the Planning & Zoning Commission and Committee of the Whole have recommended specific conditions of approval and variations that address many of these comments.

The following document provides a list of the items that have not been addressed as part of technical review. It is understood that due to changes in site, landscaping, and other plans, additional comments pertaining to technical details will be addressed through the Village's permit process or, as the case may be, certain plat of easements or dedications.

Community Development

- Provide sound insulation in fire rated shafts serving plumbing, drain, waste, and vent stacks.
- Provide ingress/egress easement across Lot 1 (Retail) serving Lot 2 (Residential).
- A reciprocal easement agreement will be required for cross parking agreement purposes for no less than 14 parking spaces shared by Focus and Regency Centers.
- Provide design details of building mounted light fixtures.
- Provide criteria indicating location and type of acceptable "String of Lights".
- Provide design details of exterior benches, bike racks, water features; etc. Show location of each.
- Provide ingress/egress easements to lots 2, 3 and 4 (Show location on the Plat of Easement).

Public Works

- Watershed Development Ordinance- The petitioner is required to meet the requirements of this ordinance except for the exemptions provided below.
 - o Wetland exemptions (Sec 505) and detention grandfathering (Sec 302) have been approved. The existing detention pond will be expanded and water quality (Sec 504) and Run-off Volume Reduction (Sec 503) are to be

addressed. The approved wetland buffer averaging exhibit shall be incorporated into a recordable document as per the Watershed Development Ordinance. Manhard will add improvements to the existing detention basin such as a Tideflex.

- o Manhard will update detention basin HWL and NWL per the survey.
 - o Water quality and Run Off Volume Reduction items will be updated and additional native vegetation installed around the entire pond's perimeter.
 - o Aerators shall be added to the detention pond with final Engineering.
 - o Overflow calculations will be revised based on critical duration event to verify overflow route through site has adequate capacity.
 - o Manhard will provide state statute language on NRI.
 - o A Conditional Letter of Map Revision/Letter of Map Revision will be pursued for buildings and additional fill may be necessary near commercial building to meet Lowest Adjacent Grade FPE requirement.
 - o IDNR recently delegated their approval authority on the floodway to the SMC and/or Village.
 - o Demonstrate that the buildings will meet flood protection requirements. Cross sections will be required demonstrating compliance.
-
- The traffic signal improvements are to be coordinated with the LDOT Passage system to the extent practical or allowed by IDOT.
 - The Developer is to fully address the Village traffic consultant's comments to the satisfaction of IDOT and the Village Engineer.
 - Final surface placement is allowed in one season, subject to Village Engineer approval of record sanitary and storm drawings and proof roll conditions.
 - The Village is requiring the lighting of the Route 60/21 intersection. It is our understanding that IDOT has not reviewed this and will provide comments on transitional lighting.
 - The traffic signal and related modification costs to the Hawthorn Mall entrances are to be placed into an escrow subject to the Redevelopment Agreement.
 - Guardrail to be installed per IDOT requirements.
 - A plat of easement regarding the Lot 5 detention parcel shall give the Village the right of entry, but not the duty to maintain. The project is to outline maintenance responsibilities in the appropriate O&M document with a schedule of maintenance for WDO items included in the Stormwater Management documents.
 - The Village shall have an easement onto Lot 3,4,5 however, any future improvements installed by Village within the easement area

- shall be maintained and insured by Village. In addition, at the time the Village wishes to install any improvements, petitioner and Village shall enter into a construction/maintenance easement.
- Reconcile the utilities and the proposed ditch between the Focus development and the first retail building to the east.
 - An elevation benchmark is to be installed as part of this project. The Village will provide the brass disc. Provide a detail on the final engineering plans per our exhibit.
 - Provide a soil erosion and sediment control plan. Provide current Illinois Urban Manual (IUM) details for silt fence, construction entrance, concrete washout and all other applicable details with final Engineering.
 - The existing overhead utility wires along IL-21 adjacent to development only shall be buried and existing poles removed with final Engineering.
 - Regency shall install an irrigation system to the center of the Route 21 median and submit a landscaping plan for Staff review and approval.
 - Regency to advise their plan to save or eliminate median planting on the engineering plans.
 - Retaining walls shall be reviewed and inspected by the Building Department.
 - The use of LED is recommended, and style consistent with the theme of the Mellody Farms development.
 - The lighting plan comments have been provided to Regency for their action. The lighting plan is to be subject to the Village Engineer's approval for the parking lot lighting (not to be unreasonably withheld so long as the lighting plan is in substantial conformance to the plan approved by P&Z shown in Exhibit B to the ordinance) and the Building Commissioner's approval for the building lighting. Regency understands that the current proposal does not meet Village Ordinance in terms of photometrics and glare and will make revisions to address these issues.
 - Sheet 7 thru 11 of 26, PAVEMENT LEGEND: Revise STANDARD DUTY PAVEMENT detail to indicate that 10" CRUSHED LIMESTONE AGGREGATE BASE COURSE, TYPE B. Crushed concrete shall not be permitted.
 - Sheet 7 thru 11 of 26: Revise SIDEWALK to indicate that 5" PCC I.D.O.T. CLASS SI CONCRETE, and 4" CRUSHED LIMESTONE AGGREGATE BASE COURSE TYPE B. Crushed concrete shall not be permitted.
 - Sheet 7 thru 11 of 26, PAVEMENT LEGEND: Provide additional information (pattern, color) for the detail for STAMPED CONCRETE/ASPHALT. To be provided with final Engineering for approval by the Village.

- All pipe material between exterior and interior discharge shall be similar material. If not, a detail shall be provided show the connection of dissimilar materials shall be added.
- Include Village Exhibit #46 into the plan set. Show the proposed layout of the parking lot island under drains on the Grading and Drainage Plans.
- Remove details provided on Sheet 22 of 26 for: Curb and Gutter, Rip-Rap Detail (Discharge to Lake), Valve Box, Pressure Connection Valve and Box Detail, Pressure Connection Vault Detail.
- Label the details on Sheet 22 of 26 "FOR REFERENCE ONLY": Drop Manhole Detail and Concrete Flared End Section Detail.
- Revise details for Storm and Sanitary Clean-Outs on Sheet 22 of 26 to indicate that clean-outs shall be located outside of pavement areas and shall have precast caps. If clean-outs are necessary to be in asphalt pavement areas a concrete collar shall be required.
- Remove Village Exhibits on Sheet 23 of 26: No. 14, 15, 16, 17 and 18. Lake County Dept. of Public Works details provided on Sheet 25 of 26.
- Light pole base details subject to the Village's structural engineer approval.
- Remove the Lake County Dept. of Public Works Trench Detail on Sheet 25 of 26. Village detail shall be used.
- Sheet 26 of 26, add a note to D. Storm Sewers and Appurtenances Specifications that the Storm sewer may be required to be cleaned and televised by the Contractor at the end of the job before final acceptance, if determined necessary by Village Engineer.
- Correct the Plant Protection Plan numbers.
- Material Plan, Site Materials Reference Notes, Note #6, Landscape by other. Refine the note to include that these areas will be re-spread with topsoil to drain, seed and straw blanket installed to establish turf grass prior to any Final Certificate of Occupancies. This requirement will not delay or prevent any temporary certificate of occupancies or store openings. It is desired that these outlots be stabilized and well kept until improved upon.
- Sheet L7-01 thru L7-15 to be approved by the Building Commissioner. This review and associated inspections will be completed by the Building Department.
- Sheet L8-00.2 I recommend that more Evergreen Trees be included in the plan to provide year round interest.
- Shrub and Groundcover Plans. A 6' wide mowable turfgrass strip shall be installed along the backside of curb where the Native Zone is proposed. It will provide a more clean well kept look. Native material can become tall and weedy and in the late summer - winter months will fall over, it will now fall over into a mowed area and not into pavement area.

- Clarify Palette #6 Native Zone, seed is proposed in the Plant Key Legend and within the Plant Palette Detail plants are proposed.
- Provide in the plans a maintenance plan for the Riparian Zone, the Native Zone, the Littoral Zone, and the Wet Zone.
- Parking Lot Islands. These areas are harsh environments for plant material. When designing the plantings to be used for these areas, all plant species shall be tough durable plants that will tolerate this environment. Plants that will tolerate snow, salt, heat, drought and poor soils. Bedding plants shall not exceed 24" in height in vehicular site line triangles only, while Shade Trees and Ornamental Trees shall be limbed up to create viewing corridors for vehicular traffic within the parking lot. Many of the plant now being proposed for these areas exceed the 24" height.
- Delineate on the plan for all locations where shrubs and groundcovers are to be planted, show specie, quantity and size. Remove plant palette cross hatching. This will provide a clear understanding to what is being proposed. When this is done, exact quantities of plant material can be calculated and the landscaper in the field will be able to do the work.
- Sheet L10-03, remove the Plant Palettes from the plan.
- Provide permanent year round screening of utility components as needed from Rt 21 and Rt 60 only.

Police

- The pavement plan does not indicate stop bars and stop signs at the two right in/right out exits on Rt. 21. "Right Turn Only" signs will also be needed at these locations.
- Recommend that it be posted No Turn On Red for vehicles exiting onto Rt. 60. This would help alleviate these vehicles from having to make an abrupt lane change into other westbound traffic. IDOT shall have final determination.

Civiltech

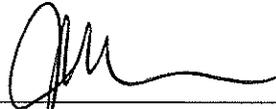
- With the initial construction of Mellody Farm, the eastbound through movement will not be provided at the Hawthorn Access Drive and the Ring Road intersections. The Retail Developer will place funds into an escrow account intended to cover the cost of providing the through movements at a later date when coordination with Hawthorn Mall can take place. Scope and final costs to be resolved with Final Redevelopment Agreement.
- On the planning side, IDOT has commented twice that the trip generation for the proposed development should be broken down into individual site uses versus the overall Shopping Center use. The developer has provided a response to that comment. Has IDOT concurred with using the Shopping Center use?

- IDOT will ultimately be the agency to issue the permit for the access revision on the west legs. Will IDOT be agreeable to the reduction in lane capacity on the west legs?

AFFIDAVIT OF SERVICE

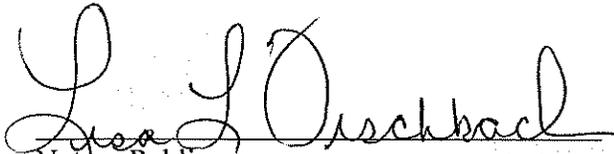
STATE OF ILLINOIS)
)
COUNTY OF LAKE)

I, JOHN M. KALMAR, BEING FIRST DULY APPOINTED, DEPOSES AND SAYS ON OATH THAT AS VILLAGE CLERK OF THE VILLAGE OF VERNON HILLS, HE DID CAUSE THE FOREGOING CERTIFICATE FOR ORDINANCE 2016-045, AN ORDINANCE GRANTING CERTAIN APPROVALS FOR PROPERTY COMMONLY KNOWN AS THE CUNEO INTERSECTION COMMERCIAL PROPERTY LOCATED AT THE NORTHEAST CORNER OF MILWAUKEE AVENUE AND TOWNLINE ROAD, IN THE VILLAGE OF VERNON HILLS, LAKE COUNTY, ILLINOIS TO BE POSTED IN THE VILLAGE HALL AS REQUIRED BY LAW FROM DECEMBER 13, 2016 TO DECEMBER 23, 2016.

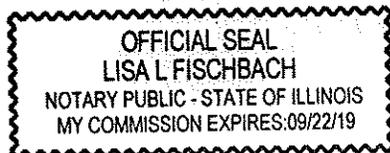


John M. Kalmar, Village Clerk

SUBSCRIBED AND SWORN TO BEFORE
THIS 13th DAY OF DECEMBER 2016



Notary Public



STATE OF ILLINOIS)
)
COUNTY OF LAKE)

CERTIFICATE

I, JOHN M. KALMAR, CERTIFY THAT I AM THE DULY APPOINTED AND ACTING VILLAGE CLERK OF THE VILLAGE OF VERNON HILLS, LAKE COUNTY, ILLINOIS. I FURTHER CERTIFY THAT ON NOVEMBER 15, 2016, THE CORPORATE AUTHORITIES OF SUCH MUNICIPALITY PASSED AND APPROVED ORDINANCE 2016-045, AN ORDINANCE GRANTING CERTAIN APPROVALS FOR PROPERTY COMMONLY KNOWN AS THE CUNEO INTERSECTION COMMERCIAL PROPERTY LOCATED AT THE NORTHEAST CORNER OF MILWAUKEE AVENUE AND TOWNLINE ROAD, IN THE VILLAGE OF VERNON HILLS, LAKE COUNTY, ILLINOIS

THE PAMPHLET FOR ORDINANCE NO. 2016-045, INCLUDING THE ORDINANCE AND A COVER SHEET THEREOF, WAS PREPARED, AND A COPY OF SUCH ORDINANCE WAS POSTED IN THE VILLAGE HALL, COMMENCING DECEMBER 13, 2016, AND CONTINUING FOR AT LEAST TEN DAYS THEREAFTER. COPIES OF SUCH ORDINANCE WERE ALSO AVAILABLE FOR PUBLIC INSPECTION UPON REQUEST IN THE OFFICE OF THE VILLAGE CLERK.

DATED IN VERNON HILLS, ILLINOIS, THIS 13th DAY OF DECEMBER 2016



John M. Kalmar, Village Clerk



SEAL