



ORDINANCE NO. 7950  
FILE NO. 316

**CITY OF CRYSTAL LAKE**

**AN ORDINANCE GRANTING A PRELIMINARY  
PLANNED UNIT DEVELOPMENT AMENDMENT,  
PHASE I FINAL PLANNED UNIT DEVELOPMENT,  
AND FINAL PLAT OF SUBDIVISION APPROVAL  
FOR A MIXED-USE DEVELOPMENT KNOWN AS WATER'S EDGE  
(5689, 5657, 5561, 5577-5583, 5593, 5607-5615, 5625 & 5641 NORTHWEST HIGHWAY)**

**WHEREAS**, CL Urban, LLC, CL Seven LLC and CL Party City LLC (collectively the “*Current Owner*”) are the record owners of the real property commonly known as 5689, 5657, 5561, 5577-5583, 5593, 5607-5615, 5625 & 5641 Northwest Highway, Crystal Lake, Illinois 60014, PINs: 19-09-103-007, 19-09-126-006, 19-09-126-010, 19-09-126-011, 19-09-126-012, 19-09-126-013, 19-09-126-014, 19-09-126-018 and 19-09-126-019 and legally described in Exhibit A attached hereto and made a part hereof (the “*Subject Property*”); and

**WHEREAS**, the City of Crystal Lake (the “*City*”) had previously approved Ordinance No. 7839 granting preliminary planned unit development approval for the redevelopment of the Subject Property (the “*Preliminary PUD Ordinance*”) in accordance with the terms and provisions of the City’s Unified Development Ordinance (the “*UDO*”); and

**WHEREAS**, Heartland Real Estate Partners, LLC (“*Heartland*”) is the contract purchaser of all of the Subject Property; and

**WHEREAS**, Heartland and Current Owner (collectively, the “*Applicant*”) have applied to the City for an amendment to the site plan approved as part of the Preliminary PUD Ordinance for the Subject Property (the “*Preliminary PUD Amendment Request*”), approval of a Final Planned Unit Development for the portion of the Subject Property lying west of Water’s Edge Boulevard

(the “*Phase I Final PUD Request*”), and granting a Final Plat of Subdivision for a five-lot subdivision of the Subject Property (the “*Final Plat*”)( the Preliminary PUD Amendment Request, the Phase I Final PUD Request, and the Final Plat shall hereinafter collectively be referred to as the “*Requested Relief*”) in order to undertake a mixed-use development upon the Subject Property (the “*Proposed Use*”); and

**WHEREAS**, the Applicant has submitted various materials attached hereto as Exhibit B-1 and a revised “Site Plan” for the Subject Property (the “*Amended Site Plan*”)[being Sheet A-100A prepared by Built Form, dated 03/27/2023, revised 07/14/2023, attached hereto as Exhibit B-2] (collectively, Exhibits B-1 and B-2 shall hereinafter be referred to as the “*Application Materials*”); and

**WHEREAS**, the Subject Property is currently zoned B-4 PUD; and

**WHEREAS**, pursuant to notice duly published and given, the City’s Planning and Zoning Commission (the “*PZC*”) conducted a public hearing regarding the Requested Relief for the Proposed Use on the Subject Property; and

**WHEREAS**, in connection with the public hearing, the Applicant filed its application, as well as plans and depictions related to the Proposed Use on the Subject Property, to-wit:

- C-1: Final Plat of Subdivision (consisting of 6 sheets from Manhard Consulting, dated 06/23/2023, revised 07/07/2023)
- C-2: Site Plan (Built Form, LLC, dated 06/02/2023, last revised 07/14/2023)
- C-3: PUD Submission - Architecture/Colored Renderings (Built Form, LLC, dated 06/02/2023, revised 06/30/2023)
- C-4: Commercial Pattern Book (ag Architecture, received 03/29/2022)
- C-5: Color Board Document
- C-6: Sign Plan (Built Form, LLC, dated 06/02/2023)

- C-7: Final Engineering Infrastructure Plan (consisting of 25 sheets from Manhard Consulting, dated 06/02/2023, revised 07/03/2023)
- C-8: Final Engineering Plan, Mixed Use Phase I (consisting of 44 sheets from Manhard Consulting, dated 06/02/2023, revised 07/07/2023)
- C-9: Final Engineering Plan – IDOT (consisting of 29 sheets from Manhard Consulting, dated 06/02/2023, revised 07/07/2023)
- C-10: Fire Truck Turning Exhibit (consisting of 4 sheets from Manhard Consulting, dated 05/17/2023)
- C-11: Final Stormwater Management Report (Manhard Consulting, dated 06/02/2023)
- C-12: Final Public Improvements Landscape Plan (consisting of 24 sheets from Manhard Consulting, dated 12/17/2021, revised 07/07/2023)
- C-13: Final Multi-Family and Retail Landscape Plan (consisting of 15 sheets from Manhard Consulting, dated 06/02/2023, revised 07/03/2023)
- C-14: Geotechnical Report (Midland Standard Engineering & Testing, Inc., dated 09/08/2022)
- C-15: Traffic Study Update (Gewalt Hamilton Associates, Inc., dated 02/11/2022; executive summary dated 06/30/2023)
- C-16: Overall and Pavement Marking Plan (consisting of 19 sheets from Manhard Consulting, dated 06/02/2023, revised 07/07/2023)
- C-17: Auto Turn Exhibit (consisting of 3 sheets from Manhard Consulting, dated 04/25/2023)
- C-18: Conveyance Exhibit (Manhard Consulting, dated 04/28/2023, revised 05/31/2023)
- C-19: Lighting Plan (consisting of 4 sheets from Paramount EO, undated)

(collectively, Exhibits C-1 through C-19 shall hereinafter be referred to as the “*Final Plans*”);

and

**WHEREAS**, during the public hearing, the Applicant offered oral testimony and other evidence regarding the Proposed Use as presented in the Application Materials and Final Plans;  
and

**WHEREAS**, the Applicant noted that the Proposed Use will occupy the former Crystal Court Shopping Center that had been located on the Subject Property; and

**WHEREAS**, during the public hearing, the Applicant testified that the former Walmart ceased operations in 2005 and has remained vacant since that time; and

**WHEREAS**, following the close of the public hearing, the PZC found, based on the evidence presented and subject to the terms and conditions of this Ordinance, that the Requested Relief to allow the Proposed Use on the Subject Property:

- a. will complement the existing uses and zoning of nearby property;
- b. will not cause property values to be diminished in the vicinity of the Subject Property;
- c. will not cause the destruction of property value of the Subject Property but is expected to promote the health, safety, morals or general welfare of the public;
- d. will result in relative gain to the public but will not result in hardship to the Subject Property;
- e. will make the Subject Property suitable for its zoned purposes;
- f. is justified in light of the length of time the Subject Property has been vacant as zoned, especially in the context of land development in the area;
- g. is consistent with the Comprehensive Plan designation and the current applicability of that designation;
- h. reflects the community need for the Proposed Use on the Subject Property;
- i. substantially conforms with the Preliminary PUD Ordinance,

and based on such finding recommend approval of the Requested Relief; and

**WHEREAS**, following the close of the public hearing, the PZC found that, based on the evidence presented and subject to the terms and conditions of this Ordinance, the Proposed Use:

- a. is necessary or desirable, at the proposed location, to provide a service or facility that will further the public convenience and general welfare;



- b. will not be detrimental to area property values;
- c. will comply with the zoning districts regulations;
- d. will not negatively impact traffic circulation;
- e. will not negatively impact public utilities or municipal service delivery systems;
- f. will not negatively impact the environment or be unsightly;
- g. will, to the extent practicable, preserve existing mature vegetation, and provide landscaping and architecture, which is aesthetically pleasing, compatible or complementary to surrounding properties and acceptable by community standard;
- h. will meet requirements of all regulating governmental agencies;
- i. will be subject to and required to conform to the conditions of this Ordinance; and
- j. will be subject to and required to conform to the specific regulations for Planned Unit Developments Mixed-Use under the UDO and City Code,

and based on such findings recommended approval of the Requested Relief; and

**WHEREAS**, the City Council, having considered the recommendations of the PZC and having further considered the Revised Site Plan and the Final Plans for the Proposed Use and other pertinent matters relating to the Requested Relief, accepted the findings of the PZC in the context of, and subject to, the terms and conditions this Ordinance:

- a. The Subject Property is surrounded by other properties zoned in the B-2 zoning district and a Park and Recreation Facility under the UDO;
- b. The City's 2030 Comprehensive Land Use Plan identifies the Subject Property, as intended for a mixed-use land use;
- c. The City's 2030 Comprehensive Land Use Plan identifies the Subject Property as a Unique Area with the goal of maintaining Three Oaks Recreation Area as a premier recreation asset and as a focal point for appropriate redevelopment along the Route 14 and Main Street corridors. More specifically the Crystal Court Shopping Center represents an outstanding redevelopment opportunity and could provide a new gateway to the Three Oaks Recreation Area with traditional retail functions, but with leisure amenities and a greater integration of residential, retail and civic uses;

- d. The Subject Property is currently predominately vacant;
- e. Three buildings on the Subject Property have been demolished;
- f. The Subject Property extends more than 1,200 feet south of Route 14;
- g. Due to the pre-existing conditions and the general appropriateness of having mixed-used land uses near other B-2 or more intensely zoned properties, the plight of the Applicant is due to unique circumstances;
- h. Granting the Requested Relief will not alter the essential character of the locality;
- i. The conditions upon which the Requested Relief is based would not be applicable generally to other property within the same zoning classification;
- j. The Requested Relief is subject to Applicant obtaining title to certain parcels of land from the City that adjoin the Subject Property (the “*City Land*”);
- k. Granting the Requested Relief generally conforms to the Preliminary PUD Ordinance, refines the overall planning for the Subject Property pursuant to the revised Site Plan, and will allow for the Applicant to move forward with Phase I of the redevelopment of the Subject Property in accordance with the Final Plans;

and therefore further finds and determines that, subject to the terms and conditions of this Ordinance, the Requested Relief satisfies the standards and conditions for approval under the UDO; and

**WHEREAS**, the Applicant is aware that the Subject Property is included in a tax increment financing district recently established by the City (the “*TIF District*”), and the City acknowledges the Applicant’s position that implementation of the redevelopment of the Subject Property for the Proposed Use as herein authorized will not be possible without financial support through the TIF District, and Applicant acknowledges that approvals granted in this Ordinance shall not represent nor assure Applicant of any assistance from such TIF District; and

**WHEREAS**, pursuant to the terms of the UDO and the City’s home rule authority; the Mayor and City Council, having considered all the relevant facts and circumstances relating to the

Requested Relief, the evidence and testimony presented, the findings and recommendations of the PZC, and the other relevant evidence and information available, have determined that it is in the best interests of the City and its residents to grant the Requested Relief, subject to the terms and conditions of this Ordinance;

**NOW, THEREFORE, BE IT ORDAINED** by the Mayor and City Council of the City of Crystal Lake, County of McHenry, State of Illinois, as follows:

**SECTION 1: Incorporation of Recitals.** The foregoing recitals are hereby incorporated into and made a part of this Ordinance as if fully set forth.

**SECTION 2: Granting of Preliminary PUD Amendment Request.** Subject to the limitations and the conditions set forth in Section 5 of this Ordinance, the City Council hereby grants the Preliminary PUD Amendment Request and approves the Revised Site Plan. Except with respect to the Revised Site Plan, the Preliminary PUD Ordinance and all of its conditions shall remain in full force and effect; provided, however, that, with respect to any final PUD approval for the Subject Property (including the approvals granted pursuant to Section 3 of this Ordinance), to the extent such final PUD approval varies from the Preliminary PUD Ordinance as herein amended, the ordinance granting the final PUD approval shall control. To the extent that any provision of this Ordinance conflicts with the Preliminary PUD Ordinance, the provisions that most effectively protect the health, safety, and welfare of the City and its residents shall control, and the City's Director of Community Development shall have the authority to determine which conflicting provisions applies.

**SECTION 3: Granting of Final PUD Relief.** Subject to the limitations and the conditions set forth in Section 5 of this Ordinance, the City Council hereby grants the Phase I Final PUD Relief pursuant to the Final Plans.

**SECTION 4: Granting of Final Plat of Subdivision.** Subject to the limitations and the conditions set forth in Section 5 of this Ordinance, the City Council hereby grants approval of the Final Plat pursuant to the Final Plans.

**SECTION 5: Conditions on Approval.** The Requested Relief granted pursuant to this Ordinance shall be, and is hereby, conditioned upon and limited by the following conditions, the violation of any of which shall be deemed a violation of the UDO. Further, any violation of the terms of the following conditions or any other provision of this Ordinance shall authorize the City Council, without further public notice or hearing, to terminate the approvals granted in this Ordinance by adopting an ordinance terminating such approvals:

- A. **No Authorization of Work.** This Ordinance does not authorize commencement of any work on the Subject Property. Except as otherwise specifically provided in writing in advance by the City, no work of any kind shall be commenced on the Subject Property pursuant to the approvals granted in this Ordinance except only after all permits, approvals, and other authorizations for such work have been properly applied for, paid for, and granted in accordance with applicable law.
- B. **Compliance with Laws.** Except as otherwise expressly provided in this Ordinance, the UDO and City Code and all other applicable ordinances and regulations of the City shall continue to apply to the Proposed Use and the Subject Property. The development and use of the Subject Property shall be in compliance with all laws and regulations of all other federal, state, and local governments and agencies having jurisdiction.
- C. **Final Plans.** The Phase I Final PUD Relief herein approved relates to Lots 1-4, Lot 6, and Outlots A-H of the Subject Property as depicted on the Final Plat. Prior to undertaking any development on Lot 6 of the Subject Property as depicted on the Final Plat, the Applicant shall submit for review and approval a final planned unit development plan, which plan shall be in substantial conformity with the Preliminary PUD Ordinance as amended by the Preliminary PUD Amendment Request as herein granted.
- D. **Conveyance of City Land.** The Phase I Final PUD Relief and the approval of the Final Plat are contingent on Applicant securing title of the City Land pursuant to an agreement with the City, the terms of which shall be deemed incorporated into and made a part of this Ordinance (the “*Transfer Agreement*”). The Transfer Agreement may be incorporated into the terms of the development or redevelopment agreement between the Applicant and the

City relating to the Subject Property. Unless and until Applicant has secured title of the City Land, the approvals of the Phase I Final PUD Relief and Final Plat shall have no force or effect.

- E. Approval and Recordation of Final Plat. The approval of the Final Plat relates to the entire Subject Property and the City Land. The Final Plat approval pursuant to this Ordinance shall not become effective unless and until (i) the conveyance of the City Land to the Applicant, (ii) the execution of a development or redevelopment agreement between the Applicant and the City relating to the Subject Property, and (iii) the Applicant obtains all required approvals and signatures upon the Final Plat as required under the Illinois Plat Act, 745 ILCS 205, and the UDO. The Phase I Final PUD Relief granted pursuant to this Ordinance is contingent on the effectiveness of the Final Plat approval.
- F. Declaration of Covenants and Restrictions. Prior to the recordation of this Ordinance and the Final Plat (unless the City Manager otherwise approves in writing the prior recordation of the Final Plat), the Applicant shall record one or more declaration of covenants and restrictions ("**Declaration**"), which Declaration shall be subject to the review and approval of the City Manager in consultation with the City Attorney. The Declaration shall, at a minimum, include provisions:
1. For all portions of the Subject Property:
    - a. A requirement for all buildings and structures on the Subject Property to be subject to design review and approval by the City, including pursuant to Section 4-900 of the UDO.
    - b. Provisions establishing the City's right to enforce the declarations (or specified provisions therein) and to recover all of its costs, including attorneys' fees and administrative expenses, relating to such enforcement.
    - c. Provisions setting forth that no amendment to such declarations relating to the provisions affecting the City (as may be more specifically identified in a declaration) shall be made or recorded without the approval thereof by a resolution of the City Council.
    - d. Provisions establishing (i) appropriate cross-easements and rights of use and access throughout the Subject Property, and (ii) responsibility for maintenance, repair, replacement, and insurance of the private streets, sidewalks, and common use spaces within the Subject Property.
  2. For certain portions of the Subject Property, as applicable:
    - a. Provisions acceptable to the City regarding the accessibility to the

public of open spaces depicted on the Final Plans, the obligation to be financially responsible for the maintenance of such open spaces, and the conveyance by warranty deed of certain open spaces intended for park uses.

- b. Provisions acceptable to the City regarding the obligation to maintain any non-public common areas depicted on the Final Plans and any private improvements, including, without limitation, any private parks and open space, storm water facilities, sidewalks and paths, vegetation and landscaping, streets and private roadways, parkways, and off-street parking facilities in perpetuity.
- c. For any townhome buildings for which individual units shall be made available for sale, provisions for a financially self-supporting homeowners' association that is capable of meeting all the obligations under this Ordinance applicable to such townhomes and establishing lien rights against the individual owners and residential units within such townhome buildings with respect to those obligations.
- d. To the extent requested by the City, provisions for the vacation of existing easements following the completion and acceptance of new public improvements.

G. Use Limitations. Notwithstanding the uses otherwise allowed within the B-4 zoning district under the UDO, the uses allowed and prohibited on the Subject Property are set forth in Exhibit D.

H. Required Modifications to Preliminary Plans. Notwithstanding the approvals granted in the Preliminary PUD Ordinance, in conjunction with Applicant's submissions for Phase I Final PUD Request as herein approved, the Preliminary Plans shall be modified to the extent that the Final Plans (as may be modified pursuant to Section 5.I of this Ordinance) as herein approved may differ.

I. Modifications to Final Plans. The Final Plans approved by this Ordinance are subject to further modification based on the terms of this Ordinance, the requirements of any development or redevelopment agreement with respect to the Subject Property, final review comments of City staff and consultants based on requirements of the City Code and UDO or other applicable legal requirements, or modifications approved by the City Manager or the City Manager's designee based upon field conditions. Specific changes to the Final Plans shall include:

1. Final Landscape Plan:

- A. Provide quantities, of the existing trees on the property to be removed.

- B. Add two trees to the perimeter of the commercial parking lot landscaping abutting Northwest Highway to comply with the UDO requirement.
  - C. Appropriate locations for foundation landscaping for the commercial buildings shall be subject to the approval of the City Staff.
2. Commercial Area Design Standards:
- A. Stone/brick must make up a minimum of 70% of the exterior building material. Stone materials must be complementary to the cinder limestone stone or glacier gray brick of the residential area.
  - B. Wood tone material must make up a minimum of 20% of the exterior building material.
  - C. Window glazing must make up at least 10% of the exterior building material.
  - D. Window and storefront window trim must be a dark color in the commercial area.
  - E. Roofing materials, to be approved by City Staff, should be an architectural-grade shingle or other quality material to complement the facades, if a flat roof is not utilized.
  - F. Building heights should vary, similar to examples shown in the commercial pattern book.
  - G. All mechanical roof or ground-mounted equipment, trash receptacles, and utility equipment must be screened with landscaping or building-matching architectural enclosures and approved by City Staff.
3. Residential Architecture:
- A. Townhomes are connected in groups of five, add dormers to two units per townhome pod.
  - B. Add two windows to the side elevations of the townhomes in order to meet the UDO design criteria that all side and rear facades have a minimum of 10% façade glazing area.
  - C. Both color scheme options are to be utilized for the apartment buildings so that adjacent buildings vary in color palette.
4. Signage:
- A. The final locations of the kiosk/directories throughout the development must be approved by City Staff.
  - B. Work with staff on locations of directional signage for Three Oaks Recreation Area.
5. Site Plan:

- A. Extend the 3-foot wrought iron fence along the sidewalk or add landscaping at the end of the fencing for the townhomes to discourage pedestrians from cutting through the grass to Three Oaks Recreation Area Drive.
  - B. The space between Retail Building 2 and Water's Edge Boulevard should be brick pavers instead of concrete to comply with the vision for the commercial area.
  - C. Location, width, accessibility ramps and alignment of all sidewalks and pedestrian paths to be approved by City Staff.
6. Plat of Subdivision:
- A. Provide the appropriate plats for the transfer of ownership of City Land between the City and Developer.
  - B. Work with staff to finalize easement locations for municipal utilities and resolve any conflicts between easements and landscaping.
7. Submit engineering permit plans as one plan set.
8. Lighting Plan:
- A. Final layout, fixtures and illumination levels of the light fixtures to be approved by City Staff.
  - B. The commercial area, including parking lots, will utilize the same decorative light standard as the boulevard lighting. The residential parking lot lighting can be a black fixture.
9. Provide a copy of Covenant, Codes and Restrictions for the City's review and approval.
10. The internal drive aisles within residential area shall be posted with "No Parking" signs.
11. The petitioner shall address all of the review comments and requirements of the Community Development, Public Works, Police and Fire Rescue Departments, as well as the City's stormwater consultant, Christopher B. Burke Engineering.
- J. Impact Fees. The Applicant shall comply with the applicable impact fee requirements contained in the UDO and any development or redevelopment agreement.
- K. Improvements. The Applicant shall provide sufficient security for all required improvements for the Proposed Use in an amount and form satisfactory to the City and in accordance with the applicable provisions of the City Code or as otherwise set forth in a development or redevelopment agreement.



- L. Transferees. The rights and obligations set forth in this Ordinance are binding on Applicant and upon any and all of their successors, and assigns, and upon any and all successor legal or beneficial owners of all or any portion of the Subject Property. Any action required of the Applicant under this Ordinance may be performed or otherwise accomplished by either the Current Owner or Heartland (or the Applicant's designee, subject to the approval of the City).
- M. Fees and Costs. The Applicant shall reimburse the City for all of its costs (including engineering, planning, and legal expenses) incurred in connection with the review, consideration, approval, implementation, or enforcement of this Ordinance. Any amount not paid within 60 days after delivery of a demand in writing for such payment shall, along with the interest and costs of collection, become a lien upon the Subject Property, and the City shall have the right to foreclose such lien in the name of the City as in the case of foreclosure of liens against real estate.

**SECTION 6: Effective Date.** This Ordinance shall be in full force and effect from and after its passage, approval, and publication in pamphlet form in the manner provided by law; provided, however, that this Ordinance shall be of no force or effect unless and until the Applicant has caused a duly authorized person to execute and thereafter file with the City its unconditional agreement and consent, in the form attached hereto as Exhibit E, and by this reference incorporated herein and made a part hereof; provided further that, if the Applicant does not so file the unconditional agreement and consent within 30 days following the passage of this Ordinance, the City Council may, in its discretion and without public notice or hearing, repeal this Ordinance and thereby revoke all approvals granted in this Ordinance. Upon this Ordinance having full force and effect, the City Clerk shall cause it to be recorded in the Office of the McHenry County, Illinois Recorder of Deeds.

PASSED THIS 15<sup>th</sup> DAY OF August, 2023.

AYES: 7


NAYS: 0

ABSTAIN:  $\emptyset$

ABSENT:  $\emptyset$


APPROVED at Crystal Lake, Illinois, this 15<sup>th</sup> day of August, 2023.

City of Crystal Lake, an  
Illinois municipal corporation

  
\_\_\_\_\_  
Haig Maleblian, Mayor

SEAL

ATTEST:

  
\_\_\_\_\_  
Nick Kachiroubas, City Clerk

## EXHIBIT A

### Legal Description of the Subject Property

Lot 1 of the Resubdivision of Lot one in Crystal Court Subdivision being a part of the north half of the northwest quarter of Section 9, Township 43 North, Range 8 East of the Third Principal Meridian, according to the Plat thereof recorded July 14, 2011 as document number 2011R0024670, in McHenry County, Illinois and

**PARCEL 1:**

LOT 3 IN THE FINAL PLAT OF RESUBDIVISION OF LOT ONE IN CRYSTAL COURT SUBDIVISION, BEING A RESUBDIVISION OF LOT 1 IN CRYSTAL COURT SUBDIVISION, BEING A PART OF THE NORTH HALF OF THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 43 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED JUNE 15, 2011 AS DOCUMENT NUMBER 2011R0024670, IN MCHENRY COUNTY, ILLINOIS.

**PARCEL 2:**

LOTS 2, 3, 4 AND 5 IN CRYSTAL COURT SUBDIVISION, BEING A PART OF THE NORTH HALF OF THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 43 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED MAY 25, 1989 AS DOCUMENT NO. 89R16170 AND RE-RECORDED AUGUST 3, 1989 AS DOCUMENT NO. 89R24953, IN MCHENRY COUNTY, ILLINOIS.

**PARCEL 3:**

THAT PART OF LIBERTY AVENUE VACATED BY DOCUMENT NUMBER 90R004207 LOCATED IN NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 43 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN IN MCHENRY COUNTY, ILLINOIS DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHWEST CORNER OF LOT 5 CRYSTAL COURT SUBDIVISION RECORDED MAY 25, 1989 AS DOCUMENT NO. 89R16170 AND RE-RECORDED AUGUST 3, 1989 AS DOCUMENT NO. 89R24953; THENCE SOUTH 43 DEGREES 50 MINUTES 18 SECONDS WEST, ALONG THE NORTHWEST LINE OF SAID LOT 5, A DISTANCE OF 119.46 FEET TO A NON-TANGENT CURVE; THENCE NORTHEASTERLY, ALONG A CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 241.87 FEET, AN ARC DISTANCE OF 101.15 FEET, CHORD BEARING OF NORTH 30 DEGREES 46 MINUTES 22 SECONDS EAST AND A CHORD DISTANCE OF 100.42 FEET TO THE WESTERLY EXTENSION OF THE NORTH LINE OF SAID LOT 5; THENCE SOUTH 89 DEGREES 47 MINUTES 33 SECONDS EAST, ALONG SAID LINE, A DISTANCE OF 31.36 FEET TO THE POINT OF BEGINNING.

**PARCEL 4:**

THAT PART OF THE NORTH HALF OF THE NORTHEAST QUARTER OF SECTION 9, TOWNSHIP 43, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN IN MCHENRY COUNTY, ILLINOIS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST EASTERLY NORTHEASTERLY CORNER OF LOT 3 IN THE FINAL PLAT OF RESUBDIVISION OF LOT ONE IN CRYSTAL COURT SUBDIVISION RECORDED JUNE 15, 2011 AS DOCUMENT NUMBER 2011R0024670; THENCE SOUTH 89 DEGREES 47 MINUTES 33 SECONDS EAST, ALONG THE EASTERLY EXTENSION OF THE NORTH LINE OF SAID LOT 3, A DISTANCE OF 22.00 FEET TO A POINT OF CURVATURE; THENCE EASTERLY, ALONG A CURVE, CONCAVE TO THE NORTH, HAVING A RADIUS OF 25.00 FEET, AN ARC DISTANCE OF 12.66 FEET, A CHORD BEARING NORTH 75 DEGREES 41 MINUTES 48 SECONDS EAST, AND A CHORD DISTANCE OF 12.53 FEET TO A POINT OF NON-TANGENCY; THENCE SOUTH 03 DEGREES 19 MINUTES 01 SECONDS EAST, A DISTANCE OF 564.84 FEET TO A POINT OF CURVATURE; THENCE SOUTHERLY, ALONG A CURVE, CONCAVE TO THE WEST, HAVING A RADIUS OF 270.00 FEET, AN ARC DISTANCE OF 186.72 FEET, A CHORD BEARING SOUTH 16 DEGREES 29 MINUTES 40 SECONDS WEST, AND A CHORD DISTANCE OF 183.02 FEET TO A POINT OF TANGENCY; THENCE SOUTH 36 DEGREES 18 MINUTES 22 SECONDS WEST, A DISTANCE OF 14.39 FEET TO THE EAST LINE OF LOT 3 IN CRYSTAL COURT SUBDIVISION RECORDED MAY 25, 1989 AS DOCUMENT NO. 89R16170 AND RE-RECORDED AUGUST 3, 1989 AS DOCUMENT NO. 89R24953, SAID LINE ALSO BEING THE WEST LINE OF THE SAID NORTHEAST QUARTER; THENCE NORTH 00 DEGREES 29 MINUTES 07 SECONDS WEST, ALONG SAID LINE, A DISTANCE OF 747.99 FEET TO THE POINT OF BEGINNING.

**PARCEL 5:**

THAT PART OF THE NORTH HALF OF THE NORTHEAST QUARTER OF SECTION 9, TOWNSHIP 43, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN IN MCHENRY COUNTY, ILLINOIS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF LOT 3 IN CRYSTAL COURT SUBDIVISION RECORDED MAY 25, 1989 AS DOCUMENT NO. 89R16170 AND RE-RECORDED AUGUST 3, 1989 AS DOCUMENT NO. 89R24953; THENCE NORTH 00 DEGREES 29 MINUTES 07 SECONDS WEST, ALONG SAID LINE, A DISTANCE OF 251.40 FEET TO A POINT ON A NON-TANGENT CURVE; THENCE SOUTHEASTERLY, ALONG A CURVE, CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 270.00 FEET, AN ARC DISTANCE OF 86.03 FEET, A CHORD BEARING SOUTH 39 DEGREES 01 MINUTES 12 SECONDS EAST, AND A CHORD DISTANCE OF 85.66 FEET TO A COMPOUND CURVE; THENCE SOUTHEASTERLY, ALONG A CURVE, CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 92.00 FEET, AN ARC DISTANCE OF 39.15 FEET, A CHORD BEARING SOUTH 17 DEGREES 42 MINUTES 00 SECONDS EAST, AND A CHORD DISTANCE OF 38.86 FEET TO A POINT OF TANGENCY; THENCE SOUTH 05 DEGREES 30 MINUTES 27 SECONDS EAST, A DISTANCE OF 119.30 FEET; THENCE SOUTH 68 DEGREES 49 MINUTES 50 SECONDS WEST, A DISTANCE OF 80.50 FEET TO THE POINT OF BEGINNING.

**PARCEL 6:**

THAT PART OF LOT 9 IN FARMSTEAD SUBDIVISION RECORDED APRIL 14, 1978 AS DOCUMENT NUMBER 730083 AND THE NORTH HALF OF THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 43, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN IN MCHENRY COUNTY, ILLINOIS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST SOUTHERLY SOUTHWEST CORNER OF LOT 5 IN CRYSTAL COURT SUBDIVISION RECORDED MAY 25, 1989 AS DOCUMENT NO. 89R16170 AND RE-RECORDED AUGUST 3, 1989 AS DOCUMENT NO. 89R24953; THENCE NORTH 00 DEGREES 12 MINUTES 28 SECONDS WEST, ALONG SAID LINE, A DISTANCE OF 74.88 FEET TO THE POINT OF BEGINNING; THENCE NORTH 54 DEGREES 48 MINUTES 30 SECONDS WEST, A DISTANCE OF 170.14 FEET; THENCE NORTH 35 DEGREES 11 MINUTES 30 SECONDS EAST, A DISTANCE OF 4.07 FEET TO A POINT ON A SOUTH LINE OF SAID LOT 5; THENCE SOUTH 89 DEGREES 28 MINUTES 28 SECONDS EAST, ALONG SAID LINE, A DISTANCE OF 137.06 FEET TO SAID WEST LINE OF LOT 5; THENCE SOUTH 00 DEGREES 12 MINUTES 28 SECONDS WEST, ALONG SAID LINE, A DISTANCE OF 100.12 FEET TO THE POINT OF BEGINNING.

**EXHIBIT B**

**Application Materials**

**EXHIBIT C**

**Final Plans**

## EXHIBIT D

### Authorized and Prohibited Uses on Subject Property

#### ALLOWABLE USES.

Allowable residential uses shall be as presented in the Preliminary Plans (as may be modified in the Final Plans approved by this Ordinance).

Allowable Commercial Subarea tenants include retail, restaurant, service, medical, financial, hospitality and entertainment users who will activate the area into an energized dining and entertainment district, which generally correlates with the permitted use table in Section 2-300 of the UDO for the B-4 zoning district. The following use criteria are outlined for the Project below, when silent on a use group, the permitted use table (Table 2-300 of the UDO) shall apply, as determined by the Zoning Administrator:

1. List of Permitted Uses:

- Full-service sit-down and limited service restaurants, including outdoor seating,
- Restaurant users with an entertainment components,
- Drinking Places,
- Retail uses of clothing, footwear or merchandise,
- Specialty brewery or distillery, wine, coffee, tea, bakery establishments,
- Grocery under 65,000 square feet,
- Or a combination of these uses.
- Fitness, salons, service, medical, financial, real estate offices shall only be permitted for up to 15% of the Commercial Subarea.

2. List of Conditional/Special Uses:

- Drive-through (For food services),
- Indoor Entertainment Uses such as bocce ball courts, bowling, shuffleboard, whirly ball or other similar entertainment user commonly referred to “All other amusement and recreation facilities” in the UDO,
- Grocery, 65,000 square feet or more.

PROHIBITED USES. The land uses identified hereto and make a part hereof are referred to herein, individually and collectively, as the “Prohibited Uses”. The Prohibited Uses shall be applied to the Project as a whole. Even though the Prohibited Uses may otherwise be permitted in the B-4 Mixed-Use Business Zoning District under the City’s Unified Development Ordinance, the Developer agrees to not lease to, sell or allow any such Prohibited Uses to operate on the Property. In addition to the uses listed below, which are specifically prohibited, no more than fifteen percent (15%) of the total square footage of the buildings in the Commercial Subarea of the entire Project may be occupied by non-retail uses.

List of Prohibited Uses:

- Automobile/Motor Vehicle Part Stores,
- Automobile/Motor Vehicle Repair Shops (Major or Minor),
- Automotive Oil Change and Lubrication Shops,
- Bed and/or Mattress Stores,
- Cannabis Dispensary and Medical Cannabis Dispensary,
- Currency Exchanges,
- Dry Cleaners with on-site equipment,
- Gas Stations,
- Laundromats,
- Tobacco Stores, smoke shops, vape shops,
- Thrift Stores, Used Merchandise Stores, Consignment Stores and Junk Stores,
- Vehicle/Equipment Rental Stores, and
- Retail or wholesale stores exceeding 65,000 SF.



## EXHIBIT E

### Unconditional Agreement and Consent

Pursuant to Section 6 of Crystal Lake Ordinance No. 7950 and to induce the City of Crystal Lake to grant the approvals provided for in such Ordinance, the undersigned acknowledges for the Applicant and the Applicant's respective successors and assigns in title to the Subject Property that Applicant:

1. Has read and understands all of the terms and provisions of said Ordinance No. 7950 ;
2. hereby unconditionally agrees to accept, consent to, and abide by all of the terms, conditions, restrictions, and provisions of Ordinance No. 7950 and any amendments thereto; the UDO; and all other applicable codes, ordinances, rules, and regulations;
3. acknowledges and agrees that the City is not and shall not be, in any way, liable for any damages or injuries that may be sustained as a result of the City's issuance of any approvals or permits for the use of the Subject Property, and that the City's issuance of any approval or permit does not, and shall not, in any way, be deemed to insure the Applicant against damage or injury of any kind and at any time;
4. acknowledges that all public notices and hearings have been properly given and held with respect to the adoption of the Ordinance, has considered the possibility of the revocation provided for in the Ordinance, and agrees not to challenge any revocation on the grounds of any procedural infirmity or any denial of any procedural right;
5. agrees to and does hereby hold harmless and indemnify the City, the City's corporate authorities, and all City elected and appointed officials, officers, employees, agents, representatives, and attorneys, from any and all claims that may, at any time, be asserted against any of these parties in connection with the Subject Property or any City action respecting the Proposed Use of the Subject Property or the Requested Relief, including without limitation the adoption of this Ordinance or granting the approvals to the Applicant pursuant to the Ordinance (or claims relating to any ordinance or code provision pursuant to which the Requested Relief is otherwise authorized), except as may arise from the City's gross negligence or willful misconduct, and provided that the City shall assert its available immunities in connection with such claims. In the event that the City elects to retain separate counsel in defense of any such claims, the Applicant hereby agrees to reimburse the City for its reasonable attorneys' fees and costs incurred in connection of such defense of claims; and
6. represents and acknowledges that the persons signing this Unconditional Agreement and Consent are duly authorized to do so on behalf of the Applicant.

**HEARTLAND REAL ESTATE  
PARTNERS, LLC**

BY \_\_\_\_\_

ITS \_\_\_\_\_

**CL SEVEN LLC**

BY \_\_\_\_\_

ITS \_\_\_\_\_

**CL URBAN LLC**

BY \_\_\_\_\_

ITS \_\_\_\_\_

**CL PARTY CITY LLC**

BY \_\_\_\_\_

ITS \_\_\_\_\_