

DEVELOPMENT PETITION FORM

DEVELOPMENT NAME (should be consistent with plat): Block 59

ADDRESS OF SUBJECT PROPERTY: 404 Illinois Route 59

PARCEL IDENTIFICATION NUMBER (P.I.N.) 07-22-102-022 and -033

I. PETITIONER: Brixmor Heritage Square LLC

PETITIONER'S ADDRESS: 8700 West Bryn Mawr Avenue, Suite 1000-S

CITY: Chicago STATE: IL ZIP CODE: 60631

PHONE: 847-562-4108 EMAIL ADDRESS: andrew.balzer@brixmor.com

II. OWNER(S): Same as Petitioner

OWNER'S ADDRESS: _____

CITY: _____ STATE: _____ ZIP CODE: _____

PHONE: _____ EMAIL ADDRESS: _____

III. PRIMARY CONTACT (*review comments sent to this contact*): Andrew Scott

RELATIONSHIP TO PETITIONER: Attorney

PHONE: 312-627-8325 EMAIL ADDRESS: apscott@dykema.com

IV. OTHER STAFF

NAME: _____

RELATIONSHIP TO PETITIONER: _____

PHONE: _____ EMAIL ADDRESS: _____

NAME: _____

RELATIONSHIP TO PETITIONER: _____

PHONE: _____ EMAIL ADDRESS: _____

V. PROPOSED DEVELOPMENT

(check applicable and provide responses to corresponding exhibits on separate sheet)

<p>PZC&CC Processes</p>	<p><input type="checkbox"/> Annexation (Exhibit 3) <input type="checkbox"/> Rezoning (Exhibit 4) <input checked="" type="checkbox"/> Conditional Use (Exhibit 1) <input type="checkbox"/> Major Change to Conditional Use (Exhibit 1) <input checked="" type="checkbox"/> Planned Unit Development (PUD) (Exhibit 2) <input type="checkbox"/> Major Change to PUD (Exhibit 2) <input checked="" type="checkbox"/> Preliminary PUD Plat (Exhibit 2) <input type="checkbox"/> Preliminary/Final PUD Plat <input checked="" type="checkbox"/> PUD Deviation (Exhibit 6) <input type="checkbox"/> Zoning Variance (Exhibit 7) <input type="checkbox"/> Sign Variance (Exhibit 7) <input type="checkbox"/> Subdivision Variance to Section 7-4-4</p>
<p>CC Only Process</p>	<p><input type="checkbox"/> Minor Change to Conditional Use (Exhibit 1) <input type="checkbox"/> Minor Change to PUD (Exhibit 2) <input type="checkbox"/> Deviation to Platted Setback (Exhibit 8) <input type="checkbox"/> Amendment to an Existing Annexation Agreement <input checked="" type="checkbox"/> Preliminary Subdivision Plat (creating new buildable lots) <input type="checkbox"/> Final Subdivision Plat (creating new buildable lots) <input type="checkbox"/> Preliminary/Final Subdivision Plat (creating new buildable lots) <input type="checkbox"/> Final PUD Plat (Exhibit 2) <input type="checkbox"/> Subdivision Deviation (Exhibit 8) <input type="checkbox"/> Plat of Right-of-Way Vacation</p>
<p>Administrative Review Administrative Review</p>	<p><input type="checkbox"/> Administrative Subdivision Plat (no new buildable lots are being created) <input type="checkbox"/> Administrative Adjustment to Conditional Use <input type="checkbox"/> Administrative Adjustment to PUD <input type="checkbox"/> Plat of Easement Dedication/Vacation <input type="checkbox"/> Landscape Variance (Exhibit 5)</p>
<p>Other</p>	<p><input type="checkbox"/> Please specify:</p>

ACREAGE OF PROPERTY: 4.88 acres

DESCRIPTION OF PROPOSAL/USE (use a separate sheet if necessary)

See attached description of case.

VI. REQUIRED SCHOOL AND PARK DONATIONS (RESIDENTIAL DEVELOPMENT ONLY)

(per Section 7-3-5: Dedication of Park Lands and School Sites or for Payments or Fees in Lieu of)

Required School Donation will be met by:

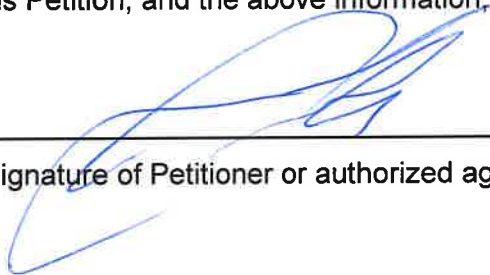
- Cash Donation (paid prior to plat recordation)
- Cash Donation (paid per permit basis prior to issuance of each building permit)
- Land Dedication

Required Park Donation will be met by:

- Cash Donation (paid prior to plat recordation)
- Cash Donation (paid per permit basis prior to issuance of each building permit)
- Land Dedication

VII. PETITIONER'S SIGNATURE

I, John Hendrickson, Executive Vice President – President, Midwest, Brixmor Property Group, Inc. (Petitioner's Printed Name and Title), being duly sworn, declare that I am duly authorized to make this Petition, and the above information, to the best of my knowledge, is true and accurate.




(Signature of Petitioner or authorized agent)

4/19/2022

(Date)

SUBSCRIBED AND SWORN TO before me this 19 day of April, 2022



(Notary Public and Seal)



VIII. OWNER'S AUTHORIZATION LETTER¹

I/we hereby certify that I/we am/are the owner(s) of the above described Subject Property. I/we am/are respectfully requesting processing and approval of the request(s) referenced in this Petition. I/we hereby authorize the Petitioner listed on this Petition to act on my/our behalf during the processing and presentation of this request(s).

(Signature of 1st Owner or authorized agent)

(Signature of 2nd Owner or authorized agent)

(Date)

(Date)

John Hendrickson
Executive Vice President – President, Midwest

1st Owner's Printed Name and Title

2nd Owner Printed Name and Title

SUBSCRIBED AND SWORN TO before me this 19 day of April, 2022

(Notary Public and Seal)



¹ Please include additional pages if there are more than two owners.

CITY OF NAPERVILLE
PETITIONER/APPLICANT - DISCLOSURE OF BENEFICIARIES

In compliance with Title 1 (Administrative), Chapter 12 (Disclosure of Beneficiaries) of the Naperville Municipal Code ("Code"), as amended, the following disclosures are required when any person or entity applies for permits, licenses, approvals, or benefits from the City of Naperville unless they are exempt under 1-12-5:2 of the Code. Failure to provide full and complete disclosure will render any permits, licenses, approvals or benefits voidable by the City.

1. Petitioner: Brixmor Heritage Square LLC
Address: 8700 West Bryn Mawr Avenue, Suite 1000-S
Chicago, IL 60631

2. Nature of Benefit sought: Zoning relief for project proposal and planned unit development.

3. Nature of Petitioner (select one):
 - a. Individual
 - b. Corporation
 - c. Land Trust/Trustee
 - d. Trust/Trustee
 - e. Partnership
 - f. Joint Venture
 - g. Limited Liability Corporation (LLC)
 - h. Sole Proprietorship

4. If Petitioner is an entity other than described in Section 3, briefly state the nature and characteristics of Petitioner:
N/A

5. If your answer to Section 3 was anything other than "Individual", please provide the following information in the space provided on page 9 (or on a separate sheet):
 - **Limited Liability Corporation (LLC):** The name and address of all members and managing members, as applicable. If the LLC was formed in a State other than Illinois, confirm that it is registered with the Illinois Secretary of State's Office to transact business in the State of Illinois.
 - **Corporation:** The name and address of all corporate officers; the name and address of every person who owns five percent (5%) or more of any class of stock in the corporation; the State of incorporation; the address of the corporation's principal place of business. If the State of incorporation is other than Illinois, confirm that the corporation is registered with the Illinois Secretary of State's Office to transact business in the State of Illinois.
 - **Trust or Land Trust:** The name, address and interest of all persons, firms, corporations or other entities who are the beneficiaries of such trust.
 - **Partnerships:** The type of partnership; the name and address of all general and limited partners, identifying those persons who are limited partners and those who are general partners; the address of the partnership's principal office; and, in the case of a limited partnership, the county where the certificate of limited partnership is filed and the filing number.
 - **Joint Ventures:** The name and address of every member of the joint venture and the nature of the legal vehicle used to create the joint venture.
 - **Sole Proprietorship:** The name and address of the sole proprietor and any assumed name.
 - **Other Entities:** The name and address of every person having a proprietary interest, an interest in profits and losses or the right to control any entity or venture not listed above.

See attached Exhibit A with applicant's ownership structure. A copy of

Brixmor Property Group's most recent 10-K will be made available upon request.

6. Name, address and capacity of person making this disclosure on behalf of the Petitioner:

John Hendrickson, EVP – President, Midwest, Brixmor Property Group Inc.

8700 West Bryn Mawr Avenue, Suite 1000-S, Chicago, IL 60631

VERIFICATION

I, John Hendrickson, being first duly sworn under oath, depose and state that I am the person making this disclosure on behalf of the Petitioner, that I am duly authorized to make this disclosure, that I have read the above and foregoing Disclosure of Beneficiaries, and that the statements contained therein are true in both substance and fact.

Signature:  EVP — President, Midwest

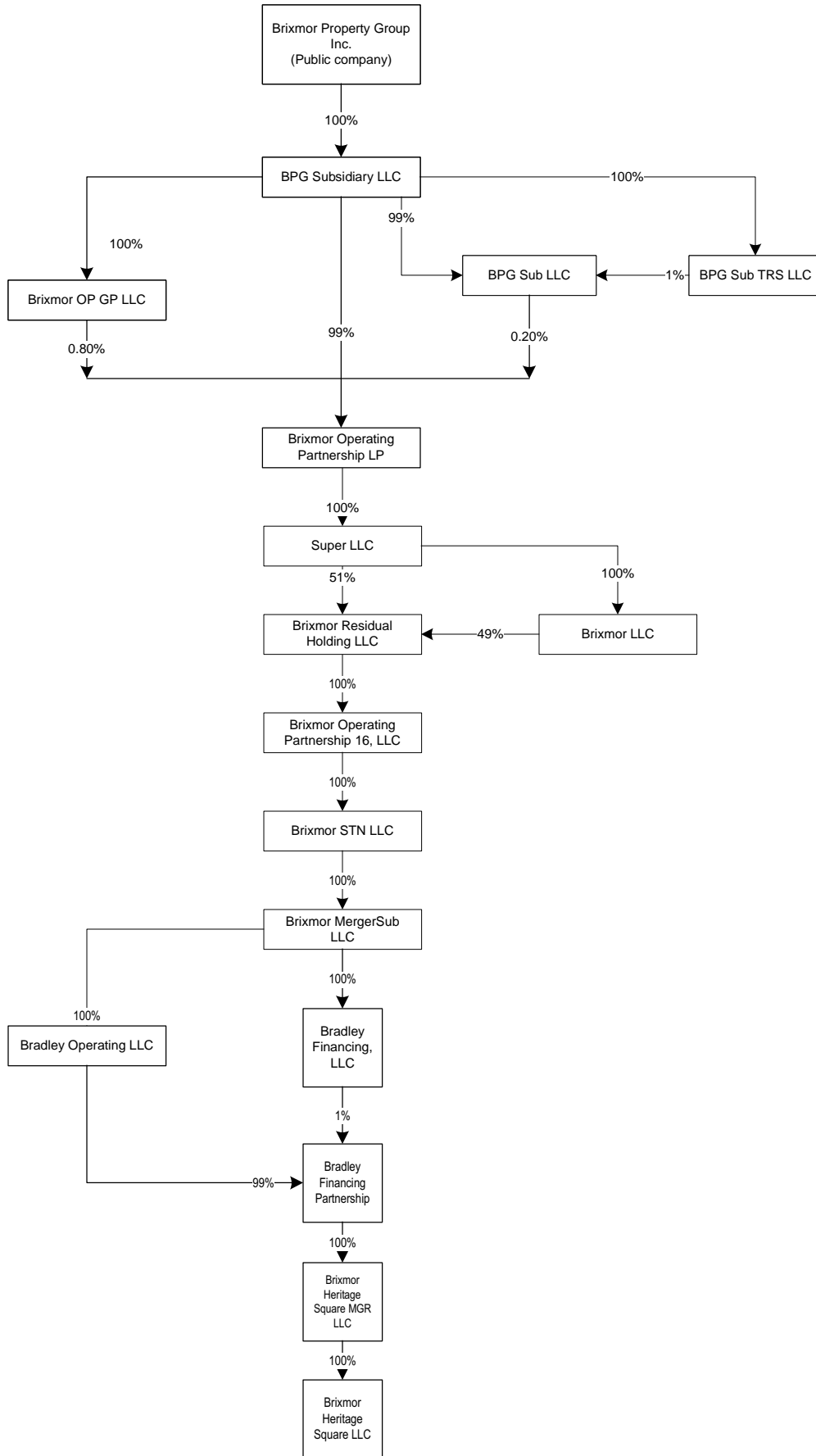
Subscribed and Sworn to before me this 19 day of April, 20 22.


Notary Public and seal



BRIXMOR HERITAGE SQUARE LLC

STRUCTURE CHART



CITY OF NAPERVILLE
PROPERTY OWNER - DISCLOSURE OF BENEFICIARIES

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 - b. **Corporation:** The name and address of all corporate officers; the name and address of every person who owns five percent (5%) or more of any class of stock in the corporation; the State of incorporation; the address of the corporation's principal place of business. If the State of incorporation is other than Illinois, confirm that the corporation is registered with the Illinois Secretary of State's Office to transact business in the State of Illinois.
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 - g. **Other Entities:** The name and address of every person having a proprietary interest, an interest in profits and losses or the right to control any entity or venture not listed above.

See attached Exhibit A with applicant's ownership structure. A copy of
Brixmor Property Group's most recent 10-K will be made available upon request.

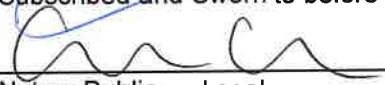
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John Hendrickson, EVP – President, Midwest, Brixmor Property Group, Inc.
8700 West Bryn Mawr Avenue, Suite 1000-S, Chicago, IL 60631

VERIFICATION

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Signature:  EVP — President, Midwest

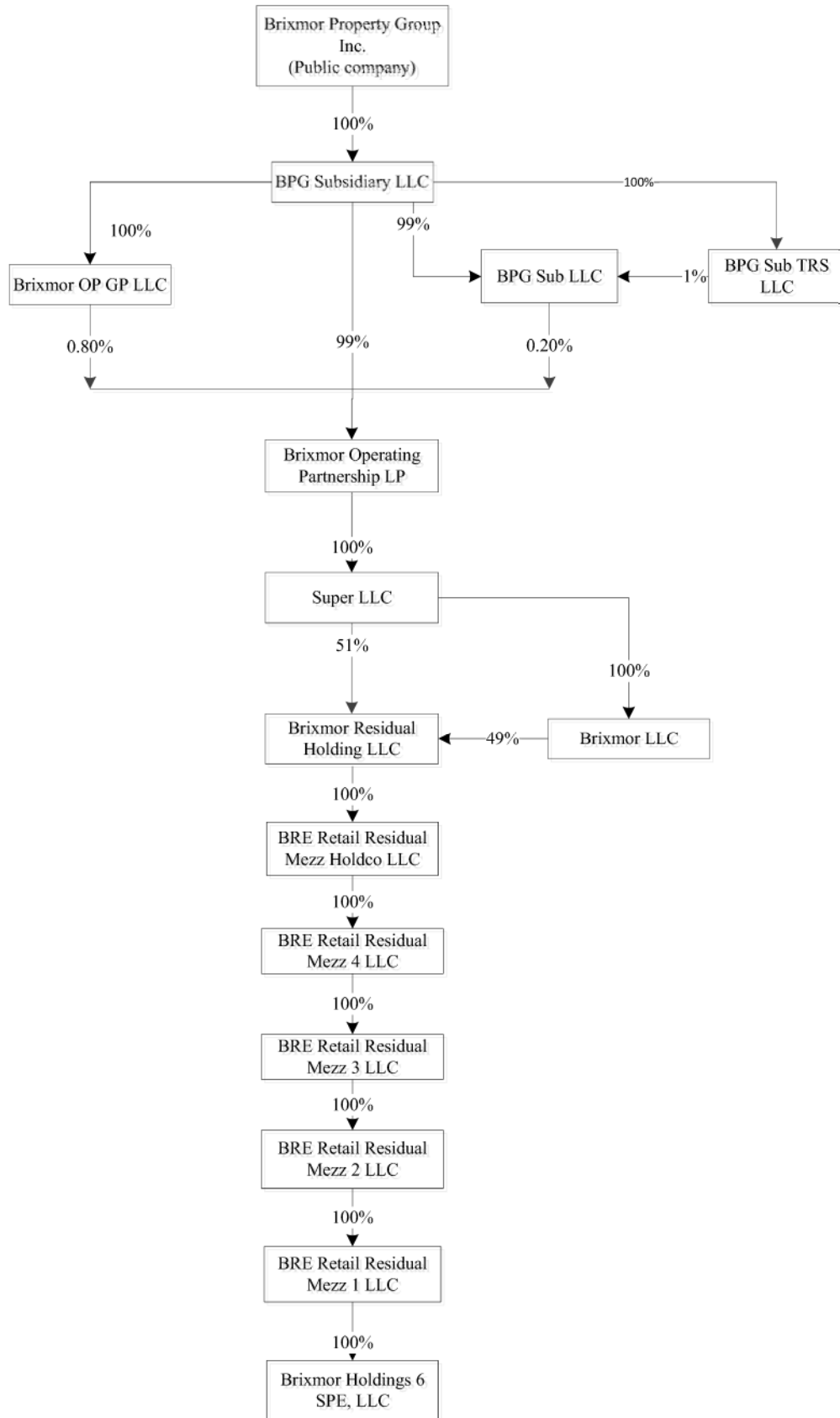
Subscribed and Sworn to before me this 19 day of April, 2022.


Notary Public and seal



BRIXMOR HOLDINGS 6 SPE, LLC

STRUCTURE CHART



**BRIXMOR HERITAGE SQUARE LLC
DESCRIPTION OF CASE**

THE APPLICANT

Brixmor Heritage Square LLC, a Delaware limited liability company (“Applicant”), is the owner of the shopping mall commonly known as 404 Illinois Route 59, Naperville, Illinois (the “Heritage Property”). Applicant makes this application for zoning approvals for the Project, as defined below and as described in greater detail below.

Applicant makes this application with the consent of the owner of the abutting Westridge Shopping Center, Brixmor Holdings 6, SPE, LLC, a Delaware limited liability company (the “Westridge Owner”). Applicant and Westridge Owner are under common ownership of the Brixmor Property Group, a publicly traded company.

THE PROPERTY

The Heritage Property is an approximately 16 acre parcel that is located at the northeast corner of Illinois Route 59 and Aurora Avenue. It is currently improved with four commercial/retail buildings, approximately 960 accessory parking spaces and stormwater detention facilities. The buildings include approximately 212,000 square feet of leasable area, but today, only about 36,000 square feet are occupied. The Heritage Property has $\frac{3}{4}$ access from Illinois Route 59, right in/right out access from Aurora Avenue and cross access rights from the Westridge Property. It is zoned B2 Community Shopping District with a planned unit development.

The Westridge Property is an approximately 49.65 acre L-shaped parcel with frontage on Illinois Route 59, Aurora Road and Jefferson Avenue. The Westridge Property includes approximately 471,000 gross square feet of in-line retail space with multiple points of access from all three right of way frontages. The Westridge Shopping Center has 2,541 parking spaces. It is zoned B2 Community Shopping District.

As part of the implementation of the Project, the Westridge Owner intends to convey 43,013 square feet of the Westridge Property to the Applicant. Concurrently, Applicant intends to convey 27,766 square feet of its property to the Westridge Owner. Following these conveyances, the Heritage Property will be approximately 16.48 acres. This parcel of land will be governed by the requested planned unit development and is referred to herein as the “PUD Property.”

THE PROJECT

The Applicant proposes to demolish all but two of the existing buildings on the PUD Property and redevelop the site with a restaurant/entertainment/experiential development called Block 59. The 8,200 square foot building which houses Lazy Dog Restaurant and the approximately 12,200 square foot building which currently houses Burn Boot Camp will remain. The balance of the PUD Property will be completely redeveloped with up to 11 new buildings, ranging in size from approximately 2,400 square feet to approximately 13,000 square feet. In all, the Applicant will

demolish approximately 136,000 square feet of existing improvements and construct approximately 64,000 new square feet of restaurant and entertainment space. The new buildings will range in height from 22 feet to 30 feet. The total gross building area will be a maximum of 101,000 square feet and therefore the floor area ratio will be 0.14.

A number of the buildings will be oriented around an approximately 5,400 square foot event plaza. This area, which will be programmed year round, will provide a central focus for the development where people can gather, watch concerts or movies, participate in community events or otherwise engage in recreational activities. Applicant also proposes a similar, but smaller, gathering space at the corner of Aurora Avenue and Route 59. This small space, which is approximately 1,300 square feet, will provide a gathering and outdoor space which will anchor the buildings at the corner.

In addition, while not within the new planned unit development boundaries, the redevelopment project will integrate the existing 50,000 square foot cinema and an approximately 50,000 square foot space which are part of the Westridge Shopping Center. The 50,000 square foot space will be the site of a national food/entertainment tenant which will contribute to the overall theme of the redevelopment project. These two spaces will be integrated into the project on the Heritage Property by newly constructed pedestrian links and reconfigured parking areas.

As noted above, the Heritage Square Shopping Center currently has approximately 960 parking spaces and the Westridge Shopping Center has approximately 2,541 parking spaces. As a result of the redevelopment project, the PUD Property will have 745 parking spaces and the Westridge Shopping Center will have 2,685 parking spaces, totaling 3,430 parking spaces. While technically two separate properties, part of the Applicant's goal is to integrate the Block 59 project and the Westridge Shopping Center by creating greater pedestrian and vehicular connectivity. As a result, it is anticipated there will be a sharing of parking spaces between the two properties, particularly with respect to the Westridge Shopping Center parking fields that are most proximate to the Block 59 project. That cross parking rights will be memorialized in an agreement between the two property owners.

The parking fields which are most proximate to Block 59 are located in Lot 5 of the Westridge Shopping Center. The owner of the Westridge Shopping Center performed an analysis of the available parking and parking requirements for the entire shopping center in 2019. That analysis grouped the shopping center into two principal areas – Lots 1 to 3, or generally the Route 59 frontage and Lots 4 to 6, or generally the Aurora frontage. The analysis showed that following parking relief granted by the City for one tenant on Lot 6, there was a surplus of 371 parking spaces in the aggregate for Lots 4 to 6. Those surplus spaces are in fact located on Lot 5. Even though the Applicant is seeking a deviation from the parking requirements for the Block 59 project, there is more than adequate parking in the immediate area to serve Block 59 users and those persons who are shopping at Westridge Shopping Center.

Applicant also proposes a unique sign package for the redevelopment project. Applicant proposes three signs along the right of way – one monument sign that anchors the corner at Aurora Avenue and Route 59, one pylon sign at the existing southernmost entrance off Route 59 and one pylon at the westernmost entrance on Aurora Avenue. Applicant also proposes three

types of directional signage to facilitate pedestrian and vehicular movements through and around the redevelopment project property. Finally, Applicant proposes several types of amenity signage which ties the redevelopment project area together and contributes to the entertainment/experiential theme of project. Details on these different types of signage will be provided separately from Applicant's initial submittal once they are developed. In addition to this sign package, Applicant proposes signage design criteria to govern the project. Doing so allows for the flexibility needed when bringing together many different types of tenants while at the same time providing cohesive and integrated signage which meets the City's signage regulatory goals.

PROPOSED ZONING RELIEF FOR THE PUD PROPERTY

The Applicant seeks the following zoning relief for the Property.

1. Revocation of the existing planned unit development which governs the Heritage Property;
2. Granting of a conditional use to establish a new planned unit development for PUD Property;
3. Approval of certain PUD Deviations for:
 - a. Parking; and
 - b. Signage.

PUD PROPERTY ADHERENCE TO APPLICABLE ZONING STANDARDS

1. Conditional Use Standards

The requested conditional use meets the applicable standards set forth in section 6-3-8:2 of the City of Naperville Municipal Code as follows:

The establishment, maintenance or operation of the conditional use will not be detrimental to, or endanger the public health, safety and general welfare; and

The establishment, maintenance, and operation of the Project will not be detrimental to, or endanger the health, safety, and general welfare of the public. The Heritage Property is already developed with retail uses in a strong retail/commercial corridor. The Project improvements will be developed in accordance with all modern building codes. The Applicant is designing the Project with safe and efficient pedestrian walkways, redeveloped retail, restaurant and entertainment space, and an event plaza. The Project will promote the general welfare by providing new dining and entertainment opportunities to City residents, create new job opportunities, draw people from surrounding areas to shop at other City businesses and strengthen the City's tax base.

The conditional use will not be injurious to the use and enjoyment of other property in the immediate area for the purposes already permitted, nor substantially diminish and impair property values within the neighborhood; and

The proposed conditional use will not be injurious to the use and enjoyment of other property in the immediate area and will not diminish or impair property values within the neighborhood. The Heritage Property's intended use as an entertainment/restaurant focused development is consistent with, and complimentary to, current retail and commercial uses of the immediately surrounding areas. People are able to shop, dine and engage in recreational activities all within the immediate area. Moreover, the Project is being developed in conjunction with improvements on the Westridge Property so that the two properties are more seamlessly integrated. Drive aisles, parking fields, loading and service drives are all designed so as to integrate the two shopping centers. Finally, the Heritage Property has already been developed as a retail center. Applicant is making a substantial investment to improve the condition of the PUD Property. Far from diminishing or impairing property values, the Applicant anticipates that the Project will enhance property values. The proposed Project will add new restaurants and businesses to the area, which will attract additional customers to the neighborhood. In turn, the increased foot traffic will increase patronage to the surrounding businesses.

The establishment of the conditional use will not impede the normal and orderly development and improvement of the adjacent property for uses permitted in the district; and

The establishment of the conditional use will not impede the normal and orderly development and improvement of adjacent properties. The Westridge Property and Heritage Property are already developed. The Applicant is seeking to enhance the conditions on both properties by providing greater pedestrian connectivity and improved vehicular patterns. Moreover, the Applicant is seeking to provide a greater customer connection between the two properties. There are multiple points of entry onto the Property from the adjacent right of ways that would help eliminate excessive traffic in surrounding properties. Further, once at the Property, there will be clear signage, for both vehicles and pedestrians, that will allow patrons to locate and navigate to their desired location quickly and efficiently, keeping congestion to a minimum. All of these efforts result in the promotion of the normal and orderly development of these properties.

The establishment of the conditional use is not in conflict with the adopted comprehensive master plan.

The Heritage Property is not in conflict with the City's Land Use Master Plan. The Project is located in one of Naperville's "Urban Centers" which its primary uses include restaurants and commercial and retail services. The redevelopment of the Heritage Property will fit in to the City's master plan by providing additional restaurant and entertainment options in a high traffic area of the City.

2. Planned Unit Development

The requested planned unit development meets the applicable standards set forth in Section 6-4-7:1 of the City of Naperville Municipal Code as follows:

The design of the planned unit development presents an innovative and creative approach to the development of land and living environments.

The design of the planned unit development presents an innovative and creative approach to an already existing shopping center by modernizing it and transforming it into an enticing attraction for patrons looking for a fun and relaxing outing. The Heritage Property will include new restaurants, retail stores and entertainment uses which are centered around large, outdoor lawn areas and seating areas.

The planned unit development meets the requirements and standards of the planned unit development regulations. (Section 6-4-3)

The Heritage Property will be under a single ownership at the time of filing an application for approval of the planned unit development.

All buildings, structures, and uses of land within the Heritage Property are designed to conform to the area, lot width, yard, height, and bulk regulations of the B2 zoning district where it is located, except where deviations are approved by the City.

The principal amenity for this project is an outdoor event plaza with 5,400 square feet of open space which will allow for passive and active recreation and entertainment. This outdoor plaza will be the focal point of the development and will host outdoor concerts, exhibitions, recreational activities and other events that draw patrons to the area. In addition, the Applicant proposes a large, outdoor seating area at the corner of Route 59 and Aurora Road which can be used for outdoor dining, as a gathering space and/or for a connection to/compliment of activities occurring on the larger outdoor space. Overall, the Block 59 project substantially exceeds the 20% outdoor common area requirements.

A combined landscape and lighting plan which meets or exceed City code requirements has been submitted to the City.

City requirements for pedestrian and bicycle circulation have been met through purposeful, landscaped walkways that integrate all of the improvements on the Block 59 project.

The Block 59 project will be built with pedestrian and vehicular connections to adjoining land and its design will emphasize accessibility, open views, and connections with the larger community. A key planning element of the Block 59 project is to create greater pedestrian and vehicular connectivity between the Westridge Property and the Heritage Property so as to improve the retail, dining and entertainment experience on both properties.

The Heritage Property will be designed in accordance with the applicable provisions of the Land Use Master Plan.

The physical design of the planned unit development efficiently utilizes the land and adequately provides for transportation and public facilities while preserving the natural features of the site.

The Heritage Property's physical design will efficiently utilize the land and adequately provide for transportation and public facilities while preserving the natural features of the site. The Block 59 project provides for four nodes of buildings that are centered around a several interior parking fields. One node is centered around a outdoor event space while another node abuts a second, smaller outdoor gathering space. The physical layout has been designed to allow for attractive, landscaped spacing between the nodes and their individual buildings while at the same time providing safe and efficient pathways for vehicular and pedestrian movements.

Open space, outdoor common area, and recreational facilities are provided.

The Heritage Property will feature an outdoor event plaza centrally located within the Project. This space will be at a crossroads of the newly redeveloped buildings and will allow patrons to enjoy time outdoors while visiting the Heritage Property. Events will be programed year round at the plaza. In addition, the Applicant proposes a smaller, outdoor gather space at the corner of Aurora Avenue and Route 59.

The Heritage Property itself is designed to be pedestrian friendly, allowing patrons to easily flow between the open-air walkways leading between the parking facilities, buildings, and the event plaza.

The modifications in design standards from the subdivision control regulations and the waivers in bulk regulations from the zoning regulations fulfill the intent of those regulations.

Granting a planned unit development for the Heritage Property will allow for an innovative and fresh design at a unique location in the City which would otherwise not be permitted under the more strict and current B2 zoning. Though the proposed project departs from some of the bulk regulations and zoning regulations, the Heritage Property will offer attractive amenities and entertainment that will draw in customers from many different areas and result in increased traffic, revenue, and recognizability for the City.

The planned unit development is compatible with the adjacent properties and nearby land uses.

The Heritage Property will continue to include existing restaurants, such as Lazy Dog, and will complement the surrounding retail uses by bringing new food establishments and outdoor open spaces to the area.

The planned unit development fulfills the objectives of the comprehensive plan and planning policies of the city.

As discussed above, the Heritage Property will comply with the purpose and requirements of the Urban Centers of the City's Land Use Master Plan.

3. PUD Deviation

The requested PUD Deviation meets the applicable standards set forth in Section 6-4-3:12.1 of the City of Naperville Municipal Code as follows:

a. Parking Deviation

Whether the requested deviation would undermine the intent and purpose of the underlying zoning district; and

The requested reduction from 960 parking spaces to 745 parking spaces will not undermine the intent and purpose of the underlying B2 zoning district. B2 districts are "intended to accommodate the needs of a much larger consumer population than is served by the neighborhood convenience shopping center district." Several tenants within the Block 59 project are more breakfast and lunch focused while others experience peaks in the evening. These different hours of peak operations will reduce the overall demand for parking on the Heritage Property. In addition, because of the anticipated sharing of parking on the Westridge Property, the Project will be able to accommodate a large consumer population. Thus, the proposed deviation does not undermine the intent of the B2 district.

Whether the requested deviation would be a detriment to the provision of municipal services and infrastructure; and

The parking deviation will not result in a detriment to the provision of municipal services or infrastructure. A reduction in parking will not have any impact on the demand for City services and infrastructure.

Whether the requested deviation would contribute a planned unit development which offers a superior level of design, amenity enhancement, or environmental benefit; or would enhance community vitality through the inclusion of attainable or barrier free housing.

The requested deviation promotes a superior level of site design and also allows the Applicant to enhance outdoor amenities. The Applicant has provided enhanced, landscape pedestrian walkways throughout the Project. It has also created an outdoor event space that is the center of the development and also a second outdoor gathering area at Aurora and Route 59. If the Applicant were to maximize parking on the Heritage Property, it would necessarily lose many of the elements which make the Block 59 project such an attractive place to gather, meet friends and family, dine and enjoy entertainment options.