

ATTACHMENT 2

STANDARDS AND DEVIATIONS

(Petition Exhibits 1, 2, 4 and 6)

Introduction

Inter-Continental Real Estate & Development Corporation is proud to propose City Gate West, a unique and exciting mixed-use development offering a live, work, play environment situated at the southwest intersection of Illinois Route 59 and Ferry Road, just north of the I-88 interchange. The Project site is comprised of 60 acres presently zoned I-Industrial and is currently occupied with Car Max, Top Golf, WhirlyBall and the closed Odyssey Fun World..

City Gate West will put a stamp on the immediate area as the north Gateway to Naperville, bringing greater synergy to the multi-use sport, entertainment, mixed-use commercial and residential development on the east side of Rt. 59. More specifically, the City Gate West development as proposed will include 7 restaurant sites; 1 retail site; 1 combined restaurant/retail site; 19 acres of open space; 2-5 story 205 unit apartment buildings with covered parking and a full courtyard/walkway, ground level office/commercial space; 1 medical office building, a mixed use event center, and 2 full-service hotels.

The hotel on Parcel D at the southwest corner of the PUD will be 4 stories on a 14,240 s.f. footprint having 107 rooms and a swimming pool and fitness facility. Attached to the hotel through an enclosed corridor is a mixed use venue including a music/theater venue with up to 1,195 seats, wine bar, restaurant, fine dining, retail and private meeting rooms in 49,878 s.f. of space. In addition to this venue there will a 7,200 s.f. event banquet facility for up to 360 people. This hotel will provide guest services (e.g. room service, laundry and concierge) and will offer the other amenities of the PUD and the City Gate West campus. The hotel to be located on Parcel C immediately north of the 19 acre open space will be 4 stories on a 17,025 s.f. footprint, having 101 rooms, a swimming pool, fitness and meeting accommodations, guest services (e.g. room service, laundry and concierge), and will have plenty of dining within the City Gate West campus. Use of Top Golf and WhirlyBall's restaurants, banquet facilities and meeting space will be available to the hotel guests, details of which are provided in this petition.

Walkability is a key component to this master plan. The variety of mixed uses as proposed will result in an above average Walk Score for City Gate West, similar or closer to Downtown Naperville. A dynamic retail opportunity, including restaurant, boutique retail and grocery shopping, entertainment options, and lodging for City Gate West enhance the Walkability of the this site and the region.

The site is a very accessible, visible and convenient location, where Top Golf and WhirlyBall, both very popular entertainment destinations, already exist as part of the City Gate West campus, will be energized by the proposed commercial, hotel, residential, and office uses, and will complement the hotels with use of existing meeting/event space capable of seating over 1,500 persons. Redevelopment of the Odyssey Fun World site is also included in the proposed plan. Letters from Top Golf and WhirlyBall detail how this hotel relationship will function. Redevelopment of the Odyssey Fun World site is also included in the proposed plan.

The Residential apartments will be a live/work design model, allowing for small businesses to work out of their homes with street level office space. The studio and small 1 bedroom units will

be more spacious and affordable than other Naperville senior independent residential housing. City Gate West, will be Naperville branded in cooperation with Naperville Century Walk, themed and committed to bringing public art to Naperville and paying tribute to Naperville history through the display of a diverse collection of murals mosaics, sculptures, and more. What could be a better gateway to Naperville?

Our Petition requests:

1. Approval of a preliminary plat of subdivision;
2. Initiation and approval of a text amendment to designate restaurants as conditional uses in OCI planned unit developments;
3. Approval of rezoning of the subject property from I-Industrial to OCI Office, Commercial and Institutional;
4. Approval of a conditional use to establish the City Gate West PUD on the Subject Property as rezoned to OCI;
5. Approval of a preliminary PUD plat, with deviations;
6. Approval of a conditional use to allow retail uses on Lots 4, 5, 12, and 13;
7. Approval of a conditional use to allow full service hotels on Lots 11 and 15;
8. Approval of a conditional use to allow multi-family residential on Lots 4 and 5; and
9. Approval of a conditional use to allow restaurants on Lots 1, 2, 6, 7, 8, 9, 12, 13, and 16

With this Petition, Inter-Continental Real Estate & Development is filing subdivision and preliminary planned unit development plans and plats prepared by Hitchcock Design Group, including preliminary engineering prepared by Civil and Environmental Consultants, Inc. A detailed sign package is included with this Petition. Inter-Continental is also filing with this Petition an art package for the diverse collection of murals mosaics, sculptures, and other displays; an Economic Impact Report authored by Teska and Associates; and a Traffic Report authored by Kenig, Lindgren, O'Hara, Aboona, Inc. (KLOA). The plats presented contain 2 "options" with respect to building design for the perimeter retail and restaurant pads, in order to offer flexibility to the Developer and the marketplace.

STANDARDS APPLICABLE TO PROPOSED LAND USE AND DEVELOPMENT

PETITION EXHIBIT 1

Section 6-3-8:2: Standards for Granting the Conditional Uses for:

a. the City Gate West PUD on the Subject Property as rezoned to OCI

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

The City Gate West planned unit development with each of the above conditional uses will be an economic engine for the City and immediate community. City Gate West will provide needed, affordable, upscale housing marketed for empty nesters and young professionals, together with services, entertainment, and cultural enhancements and amenities, all consistent with and complementary to the trend of development in the immediate area.

2. 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;

The City Gate West project with each of the above 5 conditional uses is compatible with and will enhance rather than diminish or impair property values in the area. City Gate West will have controlled and self-contained access, parking, stormwater management and open space. The project will complement the neighborhood more so than industrial development permitted under existing zoning.

3. 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 industrially zoned Subject Property has been unimproved and vacant (except for the now-shuttered Odyssey World site) for decades. The trend of development in the immediate area of the Subject Property is mixed commercial, entertainment and multi-family residential. The City Gate West Project with each of the above 5 conditional uses is consistent with the trend of development in the immediate area and is much more suitable to the neighborhood than the industrial development that is permitted under existing zoning. Supporting commercial uses, site access, parking, stormwater management and open space will promote rather than impede the development/redevelopment of neighboring properties.

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

The City of Naperville recognizes the need to update the 24 year old Comprehensive Plan for the subject area. The 1996 Comprehensive Plan shows the subject area west of IL Rt. 59 as being planned for a business park, which never materialized. The Subject Property is recognized in the Comprehensive Plan as having exceptional visibility and access, with a location along the Tollway that is prime real estate that should be leveraged for employment and development. Accordingly, the City has, consistent with its Comprehensive Plan, approved commercial development including Top Golf, CarMax, and WhirlyBall. The amenities and land uses of City Gate West with each of the above 5 conditional uses will serve and help meet demand in the entire northwest sector of Naperville.

Section 6-3-8:2: Standards for Granting the Conditional Uses for:

- b. retail uses on Lots 4, 5, 12, and 13
- 1. The establishment, maintenance or operation of the conditional use will not be detrimental to, or endanger the public health, safety and general welfare.

The City Gate West planned unit development with the above retail uses will be an economic engine for the City and immediate community. City Gate West will provide business and services consistent with and complementary to the trend of development in the immediate area, and will not be detrimental to the public health, safety or general welfare.

- 2. 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;

The City Gate West retail uses will have controlled and self-contained access, parking, stormwater management and open space. The project will complement the permitted uses in the immediate area, and will not impair industrial values in the neighborhood.

- 3. 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 industrially zoned Subject Property has been unimproved and vacant (except for the now-shuttered Odyssey World site) for decades, and the trend of development in the immediate area of the Subject Property is toward mixed commercial, entertainment and multi-family residential uses. The retail use proposed is consistent with the trend of development in the immediate area and is much more suitable to this location than industrial development permitted under existing zoning. The proposed retail uses will promote rather than impede development/redevelopment of neighboring properties.

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

The City of Naperville recognizes the need to update the 24 year old Comprehensive Plan for the subject area. The 1996 Comprehensive Plan shows the subject area west of IL Rt. 59 as being planned for a business park, which never materialized. The Subject Property is recognized in the Comprehensive Plan as having exceptional visibility and access, with a location along the Tollway that is prime real estate that should be leveraged for employment and development. Accordingly, the City has, consistent with its Comprehensive Plan, approved commercial development including Top Golf, CarMax, and WhirlyBall. The retail uses proposed in the City Gate West PUD will serve and help meet demand in the entire northwest sector of Naperville.

Section 6-3-8:2: Standards for Granting the Conditional Uses for:

c. full service hotels on Lots 11 and 15

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

A “full service hotel” is defined under Section 6-1-6 of the City Zoning Ordinance as:

“A hotel providing dining, fitness, and meeting accommodations either within a single building or multiple buildings located within a campus setting (defined as a single lot or planned unit development), offering guest services (e.g. room service, laundry and concierge). Direct access to the lobby, common area and rooms is provided via internal corridors.”

Section 6-7A-4 of the Naperville Zoning Ordinance establishes the following conditions for full service hotels in the OCI zoning district:

“Full service hotels shall include at least one hundred fifty thousand (150,000) square feet of hotel, commercial, or service floor area, banquet and/or meeting space, either within a single building or multiple buildings located in a campus setting (defined as a single lot or planned unit development), and shall include all of the following components:

1. **Banquet and/or meeting space for at least five hundred (500) persons; and**
2. **A swimming pool and/or exercise facilities; and**
3. **A restaurant within the physical confines of the hotel and provide room service that is accessory to the restaurant use.”**

The City Gate West planned unit development includes two hotels for which there is market demand – on Lot 11 and Lot 15. Each hotel will be an economic engine for the City and the immediate community, and each will provide services and amenities to, and complement, the proposed and existing office, commercial and entertainment uses in the immediate area of City Gate West, all consistent with the trend of development in the immediate area.

The hotel to be located on Lot 15 of the City Gate West PUD (at the southwest corner of the PUD) will be 4 stories on a 14,240 s.f. footprint, having 107 rooms and a swimming pool and fitness facility. Attached to the hotel through an enclosed corridor is a mixed use venue including a music/theater venue with up to 1,195 seats, wine bar, restaurant, fine dining, retail and private meeting rooms all totaling 49,878 s.f. including the mezzanine space. In addition to this venue there will be a 7,200 s.f. event-banquet facility for up to 360 people. This hotel will provide guest services (e.g. room service, laundry and concierge), direct access to the lobby, and a common area with internal corridors, and will offer the other amenities of the PUD campus to satisfy code requirements.

The hotel to be located on Lot 11 of the City Gate West PUD, immediately north of the 19 acre open space, will be 4 stories on a 17,025 s.f. footprint, having 101 rooms, including a swimming pool, fitness and meeting accommodations, and will have plenty of dining

within the PUD campus. This hotel will provide guest services (e.g. room service, laundry and concierge), direct access to the lobby, and a common area with internal corridors.

2. 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;

The City Gate West project with the two proposed hotels will be complementary to the immediate area and the existing Top Golf and WhirlyBall located within City Gate West but not part of the proposed PUD will be complementary to the City Gate West PUD. City Gate West will have controlled and self-contained access, parking, stormwater management and open space. It will increase rather than diminish property values as compared to the existing vacant industrial site.

3. 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 industrially zoned Subject Property has been unimproved and vacant (except for the now-shuttered Odyssey World site) for decades. The trend of development in the immediate area of the Subject Property is mixed commercial, entertainment and multi-family residential. The City Gate West Project with the two proposed hotels is consistent with the trend of development in the immediate area and is much more suitable to the neighborhood than industrial development permitted under existing zoning. Supporting commercial uses, site access, parking, stormwater management and open space will promote rather than impede development/redevelopment of neighboring properties.

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

The City of Naperville recognizes the need to update the 24 year old Comprehensive Plan for the subject area. The 1996 Comprehensive Plan shows the subject area west of IL Rt. 59 as being planned for a business park, which never materialized. The Subject Property is recognized in the Comprehensive Plan as having exceptional visibility and access, with a location along the Tollway that is prime real estate that should be leveraged for employment and development. Accordingly, the City has, consistent with its Comprehensive Plan, approved commercial development including Top Golf, CarMax, and WhirlyBall. The amenities and land uses of City Gate West with the two proposed hotel conditional uses, will serve and help meet demand in the entire northwest sector of Naperville.

Section 6-3-8:2: Standards for Granting the Conditional Uses for:

- d. multi-family residential on Lots 4 and 5
- 1. The establishment, maintenance or operation of the conditional use will not be detrimental to, or endanger the public health, safety and general welfare.

The City Gate West planned unit development includes two mixed-use 205 unit residential buildings, one each on Lots 4 and 5. There is established market demand for the affordable, upscale housing marketed geared toward empty nesters and young professionals. The residential uses will be supportive and complementary to the services, entertainment, and cultural enhancements and amenities of the development ,and is consistent with the trend of development in the immediate area.

- 2. 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;

The City Gate West project with its proposed residential uses is compatible with and will enhance rather than diminish or impair property values in the area. City Gate West will have controlled and self-contained access, parking, stormwater management and open space. The project will complement the neighborhood more so than industrial development permitted under existing zoning.

- 3. 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 industrially zoned Subject Property has been unimproved and vacant (except for the now-shuttered Odyssey World site) for decades. The trend of development in the immediate area of the Subject Property is mixed commercial, entertainment and multi-family residential. The City Gate West Project with the proposed residential uses is consistent with the trend of development in the immediate area and is much more suitable to the neighborhood than industrial development permitted under existing zoning. Supporting commercial uses, site access, parking, stormwater management and open space will promote rather than impede development/redevelopment of neighboring properties.

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

The City of Naperville recognizes the need to update the 24 year old Comprehensive Plan for the subject area. The 1996 Comprehensive Plan shows the subject area west of IL Rt. 59 as being planned for a business park, which never materialized. The Subject Property is recognized in the Comprehensive Plan as having exceptional visibility and access, with a location along the Tollway that is prime real estate that should be leveraged for

employment and development. Accordingly, the City has, consistent with its Comprehensive Plan, approved residential development in the immediate area, including City Gate and Monarch Landing. The amenities and residential land uses are vital to the overall City Gate West development, and will serve and help meet demand in the entire northwest sector of Naperville.

Section 6-3-8:2: Standards for Granting the Conditional Uses for:

e. restaurants on Lots 1, 2, 6, 7, 8, 9, 13, and 16

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

The City Gate West planned unit development with the above restaurant uses throughout (on Lots 1, 2, 6, 7, 8, 9, 13, and 16) will be an economic engine for the City and immediate community. City Gate West restaurants will provide business and services consistent with and complementary to the trend of development in the immediate area, and will not be detrimental to the public health, safety or general welfare.

2. 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;

The City Gate West restaurants will have controlled and self-contained access, parking, stormwater management and open space. There will be a variety of restaurants that will complement the permitted uses in the immediate area, and will not impair industrial values in the neighborhood.

3. 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 industrially zoned Subject Property has been unimproved and vacant (except for the now-shuttered Odyssey World site) for decades, and the trend of development in the immediate area of the Subject Property is toward mixed commercial, entertainment and multi-family residential uses. The restaurant sites proposed are consistent with the trend of development in the immediate area and is much more suitable to this location than industrial development permitted under existing zoning. The proposed restaurant sites will promote rather than impede development/redevelopment of neighboring properties.

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

The City of Naperville recognizes the need to update the 24 year old Comprehensive Plan for the subject area. The 1996 Comprehensive Plan shows the subject area west of IL Rt. 59 as being planned for a business park, which never materialized. The Subject Property is recognized in the Comprehensive Plan as having exceptional visibility and access, with a location along the Tollway that is prime real estate that should be leveraged for employment and development. Accordingly, the City has, consistent with its Comprehensive Plan, approved commercial development including restaurants. The

restaurants proposed in the City Gate West PUD will serve and help meet demand in the entire northwest sector of Naperville.

PETITION EXHIBIT 2

Section 6-4-7:1: Standards for Granting the Planned Unit Development and Preliminary Plat

1. The design of the City Gate West development presents an innovative and creative approach to the development of land and living environment.

The design of the planned unit development presents an innovative and creative conversion of long vacant industrial property into a live, work, play environment including hotels, restaurants, offices and market demand housing. The City Gate West development will integrate the existing Top Golf, CarMax, and the WhirlyBall, will include open space and stormwater management, and will complement the multi-use sport, and entertainment facility, and the mixed-use commercial and residential developments on the east side of Rt. 59. City Gate West will be functionally, aesthetically and cohesively designed to meet or exceed City design, architecture, and landscaping standards.

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

- **The planned unit development will be under unified control of Developer, Inter-Continental Real Estate and Development Corp. and its owners who are controlling individuals of the owner trusts and partnership entity. See attached owner authorizations.**
- **All buildings, structures, and uses of land within the City Gate West development will conform to the area, lot width, yard, height and bulk regulations of the OCI zoning district as part of an approved planned unit development, except where deviations are approved by the City.**
- **Outdoor common areas and site amenities including 19 acres of open space will be provided for both passive and active recreation - walking, running and biking- together with exercise facilities and environmental protection and beautification.**
- **A landscape plan has been submitted to meet and exceed City requirements.**
- **A lighting plan will be submitted to meet or exceed City requirements.**
- **City requirements for pedestrian and bicycle circulation are met.**
- **City Gate West is designed to emphasize accessibility, open views, and connections with neighboring areas and the larger northwest sector of the City.**

3. 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.

City Gate West's physical design will efficiently utilize the land and adequately provide safe and efficient traffic, transportation, and parking while preserving the natural features of the site. The residential buildings will have covered parking at or below ground level, with direct access to existing public streets. With the approval of a residential parking ratio deviation of 1.66/1.67, the development will meet or exceed City parking and other applicable code requirements.

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

Outdoor common areas and site amenities exceeding Naperville's minimum lot coverage and open space amenity requirements will be provided in the City Gate West development as both active and passive recreation, site amenities, environmental protection and beautification. These amenities will include two jogging/walking trails extending into the 19 acre open area at the southeast quadrant of the PUD; and the bike/pedestrian access to the Illinois Prairie Path along the west boundary of the PUD. The Project will far-exceed the City's total lot coverage and outdoor common area requirements. City Gate West will include a large walkway/courtyard separating the two residential and commercial buildings and Naperville Century Walk features bringing public art to residents, employees and visitors of City Gate West. High quality landscaping, lighting, and architecture will be designed into the entire planned unit development.

5. 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.

The City Gate West project is being presented as a planned unit development – intended as an alternate zoning procedure permitting innovative and creative land development and architectural design. The City Gate West project departs from the strict application of some use and bulk regulations of the Zoning Title, and the design standards of the subdivision regulations, but will offer a higher level of design and amenities than would be possible under straight industrial or OCI zoning regulations. The end result will be unified, creative, efficient, and environmentally sensitive residential and commercial land uses.

No significant modifications or major deviations from subdivision control regulations or design standards, or zoning code bulk regulations, are anticipated. All proposed deviations are itemized in Exhibit 6 to this Petition. Stormwater management has been approved and permitted by DuPage County. See attached letter dated February 11, 2020 from DuPage County Stormwater Director Anthony Charlton to Bill Novack.

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

The City Gate West development will integrate the existing Top Golf, CarMax, and WhirlyBall, will include open space and stormwater management. The City Gate West development will complement the City Gate, Monarch Landing, and City Gate North developments on the east side of Rt. 59.

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

The Project is consistent with the trend of development in the immediate area and is much more suitable to the neighborhood than industrial development permitted under existing zoning. The City Gate West project is consistent with development recently allowed by the City, recognizing the goal under the City's Comprehensive Plan of having exceptional visibility and access along the Tollway; i.e., Top Golf, CarMax, WhirlyBall, City Gate, and City Gate North.

PETITION EXHIBIT 4

Section 6-3-7:1: Standards for Granting a Map Amendment (Rezoning) from I-Industrial Zoning District to OCI Office, Commercial And Institutional District

1. The amendment promotes the public health, safety, comfort, convenience and general welfare and complies with the policies and official land use plan and other official plans of the City.

The City Gate West project will be an economic engine for the City and the immediate community. City Gate West will provide needed affordable housing marketed for empty nesters, services and entertainment, and cultural enhancements and amenities, all consistent with and complementary to the trend of development in the immediate area. The City Gate West project and the map amendment to OCI proposed are consistent with development recently allowed by the City, recognizing the goal under the City's Comprehensive Plan of having exceptional visibility and access, and recognizing its location along the Tollway; i.e., Top Golf, CarMax, WhirlyBall, City Gate (East) and City Gate North.

An OCI PUD zoning designation will best permit the City Gate West mixed use project that will provide office and commercial services and needed, affordable, upscale housing marketed for empty nesters and young professionals. Naperville School District 204 has voiced an objection to the City Gate West project on the ground that it will generate additional school children. Petitioner has used the City's standards in its calculation of student generation, but District 204 does not accept the City's standards. City Gate West's residential use is projected, based on City generation standards, to generate 25 additional school children, yet it is projected to generate additional annual property tax revenue to District 204 alone, in the amount of \$1,678,988 – roughly \$67,160 per student. Petitioner's representatives have had several meetings and discussions with School District 204 officials regarding this matter.

2. The trend of development in the area of the subject property is consistent with the requested amendment.

The City Gate West Project and the requested map amendment are consistent with the trend of development in the immediate area and are much more suitable to the neighborhood than industrial development permitted under existing zoning. Site access, parking, and stormwater management will promote rather than impede development/redevelopment of neighboring properties.

3. The requested zoning classification permits uses which are more suitable than the uses permitted under the existing zoning classification.

The OCI zoning classification permitting the City Gate West Project is consistent with the trend of development in the immediate area and is much more suitable to the immediate area than industrial development permitted under existing zoning. For example, many of

the permitted uses in the Industrial zoning district are NOT consistent with the City's Comprehensive Plan, but are permitted:

General manufacturing, including abrasive materials, boots and shoes, paper products, electronic instruments, pottery and ceramics, food furniture; food processing; building material storage; cartage facilities; bottling operations; contractor and construction yards; dairy product processing; electroplating and lithographing; freight terminals; glass product production; machine shops; parking lots and garages; printing and publishing establishments; sexually oriented business; warehouses and distribution facilities; woodworking; and other uses of the same general character; automobile repair facility and car washes.

The City Gate West land uses best suited in an OCI PUD – office, retail, restaurants, hotels, and multi-family residential – are consistent with the trend of development in the immediate area and are much more suitable to the immediate area west of IL Rt. 59 that includes: Top Golf, CarMax, WhirlyBall and Iron Gate Motor Plaza (all adjacent) and 4M Plaza; and east of IL Rt. 59 that includes: City Gate (featuring Hotel Arista, City Gate Grille, Tap in Pub, Arista Spa and Salon, ZORBA Bar, Che Figata, 285 multi-family residential apartments), Monarch Landing (senior living), City Gate North (featuring a 128,000+ s.f. multi-use, indoor ice, sports, entertainment and expo facility, with restaurant and parking amenities), and many other offices and small businesses.

4. The subject property has not been utilized under the existing zoning classification for a substantial period of time.

The subject property has been unimproved and vacant (except for the now-shuttered Odyssey World site) for decades.

5. The amendment, if granted, will not alter the essential character of the neighborhood and will not be a substantial detriment to adjacent property.

The essential character of the neighborhood is defined by City Gate, Top Golf, CarMax, WhirlyBall, Monarch Landing, and City Gate North. The OCI zoning and the City Gate West Project will put a vacant industrial site to good use and put a stamp on the immediate area as the north Gateway to Naperville, bringing tremendous synergy to the entire area.

PETITION EXHIBIT 6

PROPOSED DEVIATIONS FROM STANDARDS

Zoning Code Section 6-4-7-12.1. provides that consideration may be offered for deviations from the zoning (other than use), landscaping or subdivision requirements of this Code, based on the following standards as guidelines:

- 12.1.1. Whether the requested deviation would undermine the intent and purpose of the underlying zoning district; and
- 12.1.2. Whether the requested deviation would be a detriment to the provision of municipal services and infrastructure; and
- 12.1.3. 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 intent of the OCI district is to act as a transitional zone between intensive business areas and residential neighborhoods, and should contain office, residential, institutional and support commercial facilities including hotels. The purpose of a Planned Unit Development (PUD) is to provide an alternate under which land can be developed with innovation, imagination, and creative architectural design. The objective of a PUD is to encourage a higher level of design and amenity than is possible to achieve under otherwise standards zoning regulations. The uses in and the development of City Gate West have been carefully planned and coordinated based on marketability, sensible and feasible utilization of the Subject Property, trends of development, and City plans and standards. The deviations proposed, while several in number, are vital to the Project's success, and do not amount to deviations from the fundamental concepts of the City's land use or bulk standards.

The following deviations are associated with the proposed City Gate PUD, but will offer a higher level of design and amenities than would be possible under straight industrial or OCI zoning regulations. The end result will be unified, creative, efficient, and environmentally sensitive residential and commercial land uses.

The requested City Gate West deviations will not significantly impact the delivery of any public services. Utilities, stormwater management, traffic, and access are carefully planned, readily available and accessible, and will not be burdened by the proposed development more than in a traditional OCI zoned development.

Furthermore, none of the proposed deviations from PUD requirements will lessen the integrity of City Gate West's outstanding design, amenities, and environmental benefits. And again, the carefully coordinated land uses will further the City's character by the inclusion of attainable housing designed and marketed to have nominal impact on Naperville schools. Simply, the City Gate West development

will be in character with and having substantially similar improvements as other recently approved development in the immediate area.

Exhibit 6

LOT 4 DEVIATIONS (MIXED-USE/MULTI-FAMILY)

a. Lot 4 Deviation from 6-7F-5:2 to reduce the required lot area from 2,600 square feet to 634 square feet per dwelling unit to allow 205 dwelling units on Lot 4 of City Gate West

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

The deviation from 6-7F-5:2 to reduce the required lot area from 2,600 square feet to 634 square feet per dwelling unit to allow 205 dwelling units on Lot 4 of City Gate West will still maintain the overall intention of the underlying zoning district. The intent of the OCI district is to act as a transitional zone between intensive business areas and residential neighborhoods, and should contain office, residential, institutional and support commercial facilities.

The City Gate West residential component contains a good mix of office, residential, community and commercial facilities. The residential component is being designed and marketed for needed, affordable, upscale housing, primarily for empty nesters and young professionals, consistent with and complementary to the trend of development in the immediate area, and having densities that will not undermine the intent of OCI zoning district. The studio and small 1 bedroom units will actually be more spacious and affordable than other Naperville senior independent residential housing.

The two mixed use lots (4 and 5) are the only parcels that will have residential use in the 60+ acre planned unit development. These two individual lots/parcels are being drawn with an amount of acreage that best coordinates with and suits the entire plan and remaining PUD parcels.

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

The square footage of the proposed units ranging from 784 s.f. to 1,062 s.f. will enable the inclusion of amenities and community enhancements, while at the same time preserving significant open space. The deviation in dwelling unit size is necessary for marketing and financing a live/work model, allowing for small businesses to work out of their homes with street level office space.

The deviation in dwelling unit size will not have any appreciable or detrimental effect on the provision of municipal services or infrastructure.

12.1.3. 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 City Gate West residential component contains a good mix of office, residential, community and commercial facilities. The residential component is being designed and marketed for needed, affordable, upscale housing, primarily for empty nesters and young professionals, consistent with and complementary to the trend of development in the immediate area, and the densities proposed will not undermine the intent of OCI zoning

district. The studio and small 1 bedroom units will actually be more spacious and affordable than other Naperville senior independent residential housing.

b. Lot 4 Deviation from 6-7F-8:1 to allow the building to exceed the maximum permitted height of 43 ft. and measure 77 ft. in height.

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

The maximum permitted height for residential is 43'. The proposed 5 story mixed use apartment building will also include covered parking, a full courtyard/walkway, and ground level office/commercial space, and will not exceed 77' consistent with the City Gate residential height permitted by the City last year;

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

The deviation in the height of the residential units in this PUD, otherwise meeting all applicable codes, will not have any appreciable or detrimental effect on the provision of municipal services or infrastructure.

12.1.3. 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 deviation in the height of the residential units in this PUD will enable the PUD to have sufficient units to be feasible for inclusive and the barrier free housing for which it will be marketed. The residential buildings will be designed with innovation and amenities that will be an attraction to the entire City Gate West area.

Petitioner also restates its reasoning in subparagraph (a) above.

c. Lot 4 Deviation from 6-7F-8:2 to allow the building to exceed the maximum permitted FAR of 1.5 and have an FAR of 1.84

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

A floor area ratio permitted 1.84 for the mixed use residential buildings is consistent with the City Gate (East) residential height permitted by the City last year and will be adjacent to plenty of open space and outdoor amenities and attractions. It will not undermine any of the purposes of the mixed use (OCI) zoning district.

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

The minor deviation in FAR for the residential units in this PUD will have no appreciable or detrimental bearing on the provision of municipal services or infrastructure.

12.1.3. 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 minor deviation in FAR for the residential units in this PUD will enable the PUD to have sufficient units to be mixed in uses and feasible for inclusive and the barrier free housing for which it is being marketed. The residential buildings will be designed with innovation and amenities that will be an attraction to the entire City Gate West area.

Petitioner also restates all of its reasoning in subparagraph (a) above.

d. Lot 4 Deviation from Section 6-9-3 to reduce the required parking ratio for multi-family residential from 2.25 parking spaces per dwelling unit to 1.66 parking spaces per dwelling unit.

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

Parking in the OCI zoning district is variable, depending on the specific uses. The Lot 4 multi-family residential parking per dwelling unit of 1.66 parking spaces per dwelling unit is consistent with the trend of development for comparable land uses, and is supported by Petitioner's Traffic and Parking Report.

The proposed parking deviation will not undermine the intent and purpose of the underlying OCI zoning district. Rather, the City Gate West planned unit development will offer a superior, coordinated design with sufficient parking amenities.

The entire City Gate West PUD will be subject to shared parking agreement(s) to be approved by the City Attorney's office.

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

A parking ratio of 1.66 spaces per dwelling unit on Lot 4, coupled with a shared parking agreement, will meet overall parking requirements for the PUD. The minor deviation in on-site residential parking spaces in this PUD will have no bearing on the provision of municipal services or infrastructure.

12.1.3. 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 overall parking plan and the parking plan specific to the Lot 4 and 5 residential parcels even with the minor deviations requested will enable the PUD to have the number of dwelling units required for feasibility and also be sufficiently parked. The use of space including parking, as proposed will enable the residential buildings and accompanying commercial uses to be designed with innovation and amenities that will be an attraction to the entire City Gate West area. As Petitioner's traffic and parking study shows. the adjacent streets are also being designed for on-street parking in addition to the required off-street parking.

Petitioner also restates all of its reasoning in subparagraph (a) above.

Exhibit 6

LOT 5 DEVIATIONS (MIXED-USE/MULTI-FAMILY)

a. Lot 5 Deviation from Section 6-7F-5:2 to reduce the required lot area from 2,600 square feet to 615 square feet per dwelling unit to allow 205 dwelling units on Lot 5 of City Gate West

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

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

12.1.3. 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.

Lot 5 improvements (lot area/D.U., building height, and FAR) are a mirror image of the Lot 4 improvements varying only minimally as to overall lot size. Petitioner therefore restates its responses as to Lot 4 for this deviation and the Section 12.1-3 standards.

b. Lot 5 Deviation from Section 6-7F-8:1 to allow the building to exceed the maximum permitted height of 43 ft. and measure 77 ft. in height.

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

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

12.1.3. 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.

Lot 5 improvements (lot area/D.U., building height, and FAR) are a mirror image of the Lot 4 improvements varying only minimally as to overall lot size. Petitioner therefore restates its responses as to Lot 4 for this deviation and the Section 12.1-3 standards.

c. Lot 5 Deviation from Section 6-7F-8:2 to allow the building to exceed the maximum permitted FAR of 1.5 and have an FAR of 1.93

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

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

12.1.3. 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.

Lot 5 improvements (lot area/D.U., building height, and FAR) are a mirror image of the Lot 4 improvements varying only minimally as to overall lot size. Petitioner therefore restates its responses as to Lot 4 for this deviation and the Section 12.1-3 standards.

d. Lot 5 Deviation from Section 6-9-3 to reduce the required parking ratio for multi-family residential from 2.25 parking spaces per dwelling unit to 1.67 parking spaces per dwelling unit.

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

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

12.1.3. 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.

Parking on Lot 5 is the same as Lot 4, is supported by Petitioner's Traffic and Parking Report, and is also subject to a shared parking agreement to be approved by the City Attorney's office. Petitioner therefore restates its responses as to Lot 4 for this deviation and the Section 12.1-3 standards.

Exhibit 6

LOT 11 DEVIATIONS (FULL SERVICE HOTEL)

Full service hotels are defined as “[a] hotel providing dining, fitness, and meeting accommodations either within a single building or multiple buildings located within a campus setting (defined as a single lot or planned unit development), offering guest services (e.g. room service, laundry and concierge). Direct access to the lobby, common area and rooms is provided via internal corridors. Section 6-7F-4 of the Naperville Zoning Ordinance establishes the following conditions for full service hotels in the OCI zoning district:

“Full service hotels shall include at least one hundred fifty thousand (150,000) square feet of hotel, commercial, or service floor area, banquet and/or meeting space, either within a single building or multiple buildings located in a campus setting (defined as a single lot or planned unit development), and shall include all of the following components:

- 1. Banquet and/or meeting space for at least five hundred (500) persons; and*
- 2. A swimming pool and/or exercise facilities; and*
- 3. A restaurant within the physical confines of the hotel and provide room service that is accessory to the restaurant use.”*

a. Lot 11 Deviation from Section 6-7F-4 to allow a full service hotel to total less than 150,000 sq. ft. and to not have a restaurant within the physical confines of the hotel.

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

The stated intent of the OCI district is that it should permit office, residential, institutional and support commercial facilities, and specifically allows PUDs and full service hotels as conditional uses. The hotel to be located on Lot 11 of the City Gate West PUD, immediately north of the 19 acre open space, will be 4 stories on a 17,025 s.f. footprint, having 101 rooms, including a swimming pool, fitness and meeting accommodations, and will have plenty of dining within the PUD campus. This hotel will provide guest services (e.g. room service, laundry and concierge), direct access to the lobby, and a common area with internal corridors. However a 150,000 s.f. facility would be excessive, would not be economically feasible, would prevent the inclusion of other vital elements of the Project, and would not be marketable.

In addition to the Top Golf and WhirlyBall restaurants existing within the City Gate West grounds, there are no less than 7 restaurants planned at City Gate West. See the attached letter of support from Top Golf and WhirlyBall offering exclusive use of the restaurants, banquet and meeting spaces available to guests of both hotel providers. Requiring another restaurant in the Lot 11 hotel structure would be contrary to the key principles underlying Naperville PUDs that the development is a single planned unit providing an alternative where land can be developed with coordination of uses, innovation, imagination, creative architectural design, and a higher level of amenities otherwise under standard zoning regulations. Requiring another restaurant in the Lot 11 hotel structure would also be detrimental to the marketability and viability of the PUD restaurant sites.

Also, under these circumstances this deviation would not undermine any of the purposes behind OCI zoning.

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

Neither the square footage of the Lot 11 hotel nor the non-inclusion of another restaurant in the Lot 11 hotel building would have any detrimental effect on the provision of municipal services and infrastructure.

12.1.3. 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 coordination of uses and amenities within the City Gate West PUD/campus avoids oversizing (150,000 s.f.) and the oversaturation of services and amenities (restaurants). Rather the Lot 11 design with these deviations will promote economic feasibility, and allowing for a superior level of varied amenities.

b. Lot 11 deviation from Section 6-7F-4 to allow a full service hotel without banquet and/or meeting space for at least five hundred (500) persons.

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

The deviation to allow a hotel on Lot 11 without 500 person banquet/meeting space in a single room/building will not run contrary to the overall intention of the underlying zoning district. The intent of the OCI district is to act as a transitional zone between intensive business areas and residential neighborhoods, and should contain office, residential, institutional and support commercial facilities.

There is no requirement that the banquet or meeting space be confined to a single room, or that they be under single ownership. Banquet and/or meeting space for at least five hundred (500) persons will exist on Lot 15 of the planned unit development, and presently exists within the City Gate West grounds at Top Golf and WhirlyBall. Specifically, the Top Golf and WhirlyBall sites provide the following banquet and meeting space:

Top Golf meeting banquet/meeting space (excluding restaurant space)

- Entire venue rental – 1,000+ people
- Dedicated meeting rooms, garden terrace and banquet room combined 520 people

WhirlyBall meeting and banquet space (excluding restaurant space)

- Entire rental – 500 + people
- Dedicated meeting room, party rooms and banquet room 347 people

As part of City Gate West, Top Golf and WhirlyBall are in the City Gate West association. Top Golf and WhirlyBall will market and coordinate their banquet and meeting spaces with the hotel operators on Lots 11 and 15, and will complement the proposed commercial, hotel, residential, and office uses with existing meeting/event space See attached correspondence.

Hotels are contemplated in the OCI zoning classification and the proposed hotel on Lot 11 will satisfy each of the conditions for all OCI uses required under Section 6-7F-4, and all of the bulk standards set forth in Sections 6-7F-5, 6, 7, and 8.

Requiring the Lot 11 hotel to have another 500 person banquet or meeting facility in the immediate area of the City Gate West Lot 15 banquet, meeting and entertainment facilities, the Top Golf, WhirlyBall banquet and meeting room facilities, and the City Gate East facility would be detrimental to the marketability and viability of each. It would also run contrary to the key principles underlying Naperville PUDs that the development is a single planned unit providing an alternative where land can be developed with coordination of uses,

innovation, imagination, creative architectural design, and a higher level of amenities otherwise under standard zoning regulations.

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

The approval of this deviation will impose no extra burden on municipal services or infrastructure. The opposite will more likely result.

12.1.3. 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 City Gate West hotel component on Lot 11 will blend with and complement the other uses proposed – providing a good mix of office, residential, community and commercial facilities that will enable City Gate West to offer a superior level of service options and amenities, and minimize environmental impact. The grant of a deviation in this case will promote the marketability and viability of not only the Lot 11 hotel, but also the other proposed uses within the PUD and the surrounding area, as well as the existing uses within City Gate West.

Exhibit 6

LOT 12 DEVIATIONS (RESTAURANT/RETAIL) –

Deviation to Section 6-9-6:2.3 to not have drive-through stacking be separated from the circulation routes for parcel ingress and egress, and block access to a parking space

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

The intent of the OCI district is to act as a transitional zone between intensive business areas and residential neighborhoods, and should contain office, residential, institutional and support commercial facilities. The four spaces blocked by the drive thru stacking lane will be posted with signage for employee parking only. Therefore restaurant guests will not be inconvenienced by being blocked by the drive thru stacking.

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

No additional municipal services or infrastructure will be required as a result of this deviation. The drive-through stacking on Lot 12 will not interfere with public safety or otherwise be detrimental to the provision of any municipal services or infrastructure.

12.1.3. 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 deviation will made the drive-through amenity feasible and will contribute to the uniform desgin and amenities of the planned unit development. This deviation will be mitigated by posting signage so the only blocked parking will be employee only parking.

Exhibit 6

LOT 15 DEVIATIONS (FULL SERVICE HOTEL)

Full service hotels are defined as “[a] hotel providing dining, fitness, and meeting accommodations either within a single building or multiple buildings located within a campus setting (defined as a single lot or planned unit development), offering guest services (e.g. room service, laundry and concierge). Direct access to the lobby, common area and rooms is provided via internal corridors. Section 6-7A-4 of the Naperville Zoning Ordinance establishes the following conditions for full service hotels in the OCI zoning district:

“Full service hotels shall include at least one hundred fifty thousand (150,000) square feet of hotel, commercial, or service floor area, banquet and/or meeting space, either within a single building or multiple buildings located in a campus setting (defined as a single lot or planned unit development), and shall include all of the following components:

- 1. Banquet and/or meeting space for at least five hundred (500) persons; and*
- 2. A swimming pool and/or exercise facilities; and*
- 3. A restaurant within the physical confines of the hotel and provide room service that is accessory to the restaurant use.”*

a. Deviation from Section 6-7F-4 to allow a full service hotel to total less than 150,000 sq. ft.

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

The stated intent of the OCI district is that it should permit office, residential, institutional and support commercial facilities, and specifically allows PUDs and full service hotels as conditional uses. The hotel to be located on Lot 15 of the City Gate West PUD (at the southwest corner of the PUD) will be 4 stories on a 14,240 s.f. footprint having 107 rooms and a swimming pool and fitness facility. Attached to the hotel through an enclosed corridor is a mixed use venue including a music/theater venue with up to 1,195 seats, wine bar, restaurant, fine dining, retail and private meeting rooms all totaling to 49,878 s.f. including the mezzanine space. In addition to this venue there will a 7,200 s.f. event banquet facility for up to 360 people. This hotel will provide guest services (e.g. room service, laundry and concierge), direct access to the lobby, and a common area with internal corridors, and will offer the other amenities of the PUD campus to satisfy code requirements.

Included with the Petition is a PDF floor plan for the mixed-use venue detailing the building and proposed uses, showing:

- 32,288 sf first floor
- 17,590 sf mezzanine
- Building total: 49,878 sf

- 1,195 seat music venue 19,098 sf
- Other mixed uses totaling 30,780 SF (wine bar, restaurant, fine dining, retail, private dining, meeting rooms...)
- Use total: 49,878 sf

Requiring a 150,000 s.f. facility would be excessive, would not be economically feasible, would prevent the inclusion of other vital elements of the Project, and would not be marketable.

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

No additional municipal services or infrastructure will be required as a result of the square footage of the proposed Lot 15 hotel. Therefore this deviation will not impose extra burden on municipal services or infrastructure. The opposite will more likely result.

12.1.3. 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 coordination of uses and amenities within the City Gate West PUD/campus avoids oversizing (150,000 s.f.) and the oversaturation of services and amenities. Rather the Lot 15 design with this deviations will promote economic feasibility, and allowing for a superior level of varied amenities.

b. Lot 15 deviation from Section 6-7F-4 to allow a full service hotel without banquet and/or meeting space for at least five hundred (500) persons.

Staff states that Petitioner also needs approval of a deviation to the requirement that the Lot 15 hotel have banquet and/or meeting space for at least 500 people. Petitioner disagrees.

Banquet and/or meeting space for at least five hundred (500) persons presently exists within the City Gate West development/campus. There is no requirement that the banquet or meeting space be confined to a single room, or that it be under single ownership.

The seating capabilities of the proposed improvements on the Lot 15 site, will consist of:

- **The 7,200 s.f. event banquet facility for up to 360 people.**
- **The mixed use venue including a music/theater venue with up to 1,195 seats, wine bar, restaurant, fine dining, retail and private meeting rooms all totaling to 49,878 s.f. including the mezzanine space.**

If, notwithstanding the above reasoning, the City determines that the City Gate West PUD requires approval of a deviation from the 500 person banquet/meeting space requirement of Section 6-7F-4, then the City Gate West PUD satisfies the deviation standards as follows:

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

The deviation to allow a hotel on Lot 15 without 500 person banquet/meeting space in a single room/building will not run contrary to the overall intention of the underlying zoning district. The intent of the OCI district is to act as a transitional zone between intensive business areas and residential neighborhoods, and should contain office, residential, institutional and support commercial facilities.

Hotels are contemplated in the OCI zoning classification and the proposed hotel on Lot 15 will satisfy each of the conditions for all OCI uses required under Section 6-7F-4, and all of the bulk standards set forth in Sections 6-7F-5, 6, 7, and 8.

The banquet/meeting facility to be located on Lot 15 meets the market need for the Project and the immediate area. Another 500 person banquet or meeting facility on the Lot 15 site, in addition to the banquet facility designed to seat 360 persons, plus meeting and entertainment facilities seating 1,195 people, immediate area of Top Golf, WhirlyBall, and the City Gate East facility, could be detrimental to the marketability and viability of each. It would also be contrary to the key principles underlying Naperville PUDs that the development is a single planned unit providing an alternative where land can be developed with coordination of uses, innovation, imagination, creative architectural design, and a higher level of amenities otherwise under standard zoning regulations.

Specifically, the Top Golf and WhirlyBall sites provide the following banquet and meeting space:

Top Golf meeting banquet/meeting space (excluding restaurant space)

- Entire venue rental – 1,000+ people
- Dedicated meeting rooms, garden terrace and banquet room combined 520 people

WhirlyBall meeting and banquet space (excluding restaurant space)

- Entire rental – 500 + people
- Dedicated meeting room, party rooms and banquet room 347 people

The Top Golf and WhirlyBall sites are unquestionably part of the City Gate West grounds, and are subject to the City Gate West master association. Top Golf and WhirlyBall will market and coordinate their banquet and meeting spaces with the hotel operators on both Lots 15 and 11, and will complement the proposed commercial, hotel, residential, and office uses with existing meeting/event space capable of seating over 1,500 persons. See attached correspondence.

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

The approval of this deviation will impose no extra burden on municipal services or infrastructure. The opposite will more likely result.

12.1.3. 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 City Gate West hotel component on Lot 15 will blend with and complement the other uses proposed – providing a good mix of office, residential, community and commercial facilities that will enable City Gate West to offer a superior level of service options and amenities, and minimize environmental impact. The banquet/meeting facility to be located on Lot 15 meets the market need for the Project and the immediate area.

b. Deviation from Section 6-9-3 to reduce the required parking ratio for the full service hotel and associated uses on Lot 15 from 682 parking spaces to 616.

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

Parking in the OCI zoning district is variable, depending on the specific uses. The Lot 15 hotel site parking of 616 spaces exceeds 90% of the required parking, and is consistent with the trend of development for comparable land uses, and is supported by Petitioner's Traffic and Parking Report. For illustration, Lot 15 parking is calculated independently is as follows.

The mixed use venue building (the old Odyssey Fun World) will be directly connected to the new hotel on Lot 15 with a condition corridor. In addition there will be a smaller and separate 7,200 sf event center for banquets connected though the garden with a seating capacity of 360 people. Numerous outdoor patios are also planned with covered shade structures expanding the capacity for outdoor venues.

Included with the Petition is a PDF floor plan for the mixed-use venue detailing the proposed uses. It includes:

- **1,195 seat music venue 19,098 sf**
- **Other mixed uses totaling 30,780 SF (wine bar, restaurant, fine dining, retail, private dining, meeting rooms...)**
- **Total building SF 49,878 sf**

Parking needs for Lot 15

**Home 2 Suites 107 rooms
(4) employees
56,651 sf
Req parking 107+4 = 111**

Event space

**7,200 sf
Req. parking 10/1000 = 72**

Mixed use venue

**32,288 sf first floor
17,590 sf mezzanine
49,878 sf total
Req. parking 10/1000 = 499**

Total req. parking for lot 15 = 682

Total existing parking provided = 616

Deviation = 9.67%

While all the uses have been calculated independently it is a near certainty that there will be users sharing the various uses on this lot. That will reduce the parking demand from what is required. We anticipate that this facility will get more than 10% shared use of the existing parking lot.

Nor will the parking demand at Lot 15 be constant. Timing and sequencing will effect parking demand – and will be controlled.

Furthermore, the entire City Gate West PUD will be subject to shared parking agreement(s) to be approved by the City Attorney's office.

As such, the proposed parking deviation will not undermine the intent or purpose of the underlying OCI zoning district. Rather, the City Gate West planned unit development will offer a superior, coordinated design with sufficient parking amenities.

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

The provision of 616 on-site parking spaces exceeds 90% of the required parking, and is supported by Petitioner's Traffic and Parking Report. Parking demand at Lot 15 will not be constant, and the demand on municipal services and infrastructure will not be negatively impacted. The minor deviation in on-site Lot 15 parking in this PUD, coupled with the timing and sequencing of parking demand will mitigate against the demand on municipal services.

Furthermore, the entire City Gate West PUD will be subject to shared parking agreement(s) to be approved by the City Attorney's office.

12.1.3. 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 overall parking plan and the parking plan specific to the Lot 15 land uses - even with the minor deviations requested - will enable the PUD to be sufficiently parked. 616 Lot 15 off-street parking spaces enables design with innovation and amenities that will be an attraction to the entire City Gate West area. As Petitioner's traffic and parking study shows, the adjacent streets are also being designed for on-street parking in addition to the required off-street parking.

Exhibit 6

NOTE REGARDING PARKING ON LOTS 7, 8, AND 9 (RESTAURANTS)

Section 6-9-2:1.2 of the Naperville Municipal Code states that all off street parking spaces shall be located on the same lot as the building, structure or use of land served. Off street parking spaces may also be located on a lot abutting and contiguous to the lot on which the building, structure or use of land served is located, provided that said spaces are also within three hundred (300) feet walking distance of such building, structure, or use of land. To eliminate the deviation noted above, please confirm that you comply with this provision and that shared parking will be provided throughout the development. The 300' requirement is met.

Shared parking will be provided throughout the development.

Lots 7 and 8 are abutting and contiguous and will together have more parking spaces that are required. All of the parking spaces on each lot will be within three hundred (300) feet walking distance of the building, structure, or use of land on both lots.

Lot 9 is abutting and contiguous to Lot 8 (which is abutting and contiguous to Lot 7). Lots 7, 8, and 9 will all, together, have more parking spaces that are required. All of the parking spaces on each lot will be within three hundred (300) feet walking distance of the building, structure, or use of land on Lots 7, 8, and 9.

Exhibit 6

DEVIATIONS FROM SIGNAGE REGULATIONS¹ -

Section 6-4-3:12.3. of the Naperville Zoning Code states:

Signage Deviations: Requests for deviations to the sign regulations contained in Title 5, Chapter 4 of this Code may be considered in conjunction with a request for a planned unit development or a change to a planned unit development in accordance with the standards described in Section 6-4-6 of this Chapter.

Pursuant to Zoning Code Section 6-4-5:1.11, a site signage package for this mixed use planned unit development is submitted and any variances requested from the requirements of Title 5, Chapter 4 of the Code are noted for consideration in conjunction with the approval of the planned unit development. (Section 6-4-7-12.3.) The sign package included with this Petition contains dimensions that identify bulk deviations, and includes renderings showing the entire building façades having digital screen areas.

The following sign deviations are noted for approval with the PUD:

1. Deviation to Section 6-16-3:6 (Prohibited signs/Attention getting devices) for the digital art display to be anchored to the Lot 16 restaurant building's west elevation. See plans.
2. Deviations to Section 6-16-3:6 (Prohibited signs/Attention getting devices) and Section 6-16-5:2.1 (Wall Signs/size) for the continuous digital art displays/signs on the Lot 4 and 5 mixed-use buildings. See plans.
3. City Gate West Monument Sign.
 - Deviations from Section 6-16-5.2.2.3 (Sign Area)
 - Deviations from Section 6-16-5.2.2.3 (Changeable Signage)
 - Deviation from Section 6-16-3.7 (Off-premises signage (to display commercial speech))
4. Development Sign(s)
 - Deviations from Section 6-16-5.2.2.3 (Sign Area)
 - Deviations from Section 6-16-5.2.2.3 (Changeable Signage)
 - Deviations from Section 6-16-5.2.2.4 (Sign Height)
 - Deviation from Section 6-16-3.7 (Off-premises signage (to display commercial speech))

¹ Section 6-16-2 of the Naperville Zoning Code regulates "signs," which are defined as:

"Any object, device, display or structure, or part thereof, which is used to advertise, identify, display, direct or attract attention by any means including words, printed text, letters, figures, designs, symbols, pictures, fixtures, colors, motion, illumination or projected images for the purpose of delivering a message."

5. Tollway Sign
 - Deviations from Section 6-16-5.2.2.8.3 (Sign Area and Changeable Copy)
 - Deviations from Section 6-16-5.2.2.8.3 (Sign Height)
 - Deviation from Section 6-16-3.7 (Off-premises signage (to display commercial speech))
6. LED Panel Locations (on mixed use buildings and standalone)
Section 6-16-3 Prohibited Signs/Attention-getting Devices
7. Existing Odyssey Fun Work ground sign
 - Deviation from Section 6-16-5.2.2.8.3 (Height)

Introduction

Petitioner proposes to install and use dynamic display boards at the west façade of the center restaurant (Lot 16) and at locations as shown on the building elevations provided for Lots 4 and 5. The displays will only be used for presenting visual art and not advertising. The displays may be animated with movement as to video projection but will conform to the City's electronic message board requirements for how frequent the image is displayed - at no less than 10 seconds per display.

Petitioner's request for approval of a deviation from Section 6-16-5 will allow "video projections" that cannot conform to the 10 second requirement. However, the Petitioner intends to avoid the "strobe effect." Fluid movements (e.g. water waves, rustling leaves) will be allowed. Petitioner also agrees to condition of approval such that that If the City determines that the display illumination(s) become an inappropriate visual distraction, the City may require a light output reduction.

There will be no flashing/strobing/scrolling movements on the electronic messaging displays, and no commercial advertisement will be displayed except that the following signage directly related to City Gate West on-site events, services, and products may be displayed:

a. *City Gate West Monument sign:*

Deviation from Section 6-16-5:2.2.2 Sign area

Deviation from Section Section 6-16-5:2.2.3 Changeable signage:

Changeable signage cannot exceed fifty percent (50%) of the permitted maximum sign area of a ground sign. The sign shall change no more than once every ten (10) seconds and shall only contain static displays. A variance is required for any display which changes more frequently.

Deviation from Section 6-16-3.7 (Off-premises signage (to display commercial speech))

The purpose and intent of this monument sign is to establish an impressive presence for the City Gate West development consistent with the existing monument signage on the opposite corner east of IL Rt. 59. The justification for the sign size deviations is to allow for this new sign to match the existing sign size and proportions for consistency. This will become the gateway corner marker on Rt. 59 for the mixed use developments east and west of Rt. 59. The electronic message boards will display City Gate West messaging along with (off-site) City Gate West tenant signage. There will be no flashing/strobing/scrolling movements.

b. *City Gate West Development Sign(s)*

- *Deviations from Section 6-16-5.2.2.3 (Sign Area)*
- *Deviations from Section 6-16-5.2.2.3 (Changeable Signage)*
- *Deviations from Section 6-16-5.2.2.4 (Sign Height)*
- *Deviation from Section 6-16-3.7 (Off-premises signage (to display commercial speech))*

The purpose and intent of this development sign is to identify the major access points to City Gate West properties at the intersection of Odyssey Avenue and Ferry Road and the intersection of Celebration Drive and Rt. 59. The electronic message boards will display City Gate messaging along with (off-site) City Gate West tenant signage. Given the scale of the development, Route 59's width and the volume of traffic, a taller and larger sign will provide appropriate readability for less confusion and traffic distraction. The proposed sign area is 46.1 sf (no deviation required), the electronic message board is 81.0 sf and the sign height is 25'. The tenant (off-site) signage is 55.5 SF

	Per code	Requested
Sign height	10'	25'
EMB size	45 sf	81 sf

c. *City Gate West Tollway Sign(s)*

- *Deviations from Section 6-16-5.2.2.8.3 (Sign Area and Changeable Copy)*
- *Deviations from Section 6-16-5.2.2.8.3 (Sign Height)*
- *Deviation from Section 6-16-3.7 (Off-premises signage (to display commercial speech))*

The purpose and intent of this sign is to identify the City Gate West Property off of I-88. Please note the existing Odyssey Fun World ground sign is 45' tall and will remain for Lot 15 tenant signage. This new sign is approximately 5' below the grade of the adjacent tollway making the sign 25' in height relative to the Tollway. The electronic message boards will display City Gate West messaging along with (off-site) The deviation will enable motorists travelling at highway speeds to read this sign more easily

The sign area is 56.1 sf (no deviation required), the sign height is 30' and the electronic message board (EMB) is 180 sf.

	Per code	Requested
Sign height	25'	30'
EMB size	60 sf	180 sf

- d. *LED Panel Locations (on mixed use buildings and standalone)*
Section 6-16-3 Prohibited Signs/Attention-getting Devices

Petitioner proposes to install and use standard signage or LED or dynamic messaging displays for tenant identification on Lots 4 and 5. These displays will only be used for tenant identification and not advertising.

The LED panels on lot 4 and 5 will serve two functions. First is fixed tenant signage only (no other advertising signs) above each store where the sign size will be regulated by the sign code. Second is a background of digital art that may include fluid movements. The digital art may be in the background of the tenant signage. No flashing/strobing or scrolling movements.

- e. *Lot 16 1,200 sq. ft. Panel:*
Section 6-16-3 Prohibited Signs/Attention getting devices

The LED art panel is integral to the building architecture, not freestanding, and faces west. There may be one fixed tenant sign on this LED panel as regulated in size by the sign code. No other advertising signs on this LED panel. The background will be digital art that may include fluid movements (i.e. water waves, rustling leaves). There will be no flashing/strobing or scrolling movements.

- f. *Lot 15 existing Odyssey Fun World ground sign*
Deviation from Section 6-16-5:2.2.8.3 Height

Petitioner proposes to rebrand the existing Odyssey Fun World ground sign located on Lot 15, for the user of that Lot. The purpose and intent of this sign is to identify the lot 15 use from I-88. The rebranded ground sign will only be used for Lot 15 user identification and not off-site advertising.

Ground Sign data:

Existing sign area: 113 s.f.

Permitted sign area under current code: 120 s.f.

Existing sign height: 45' above grade, 25' above I-88 Tollway pavement

Allowed sign height under current code: 25' above grade.

The existing ground sign faces I-88 and sits well below the I-88 pavement. It is 45' in height was permitted by the City in favor of Petitioner in 1997 at "25' above Tollway pavement." Petitioner requests a deviation to allow the existing sign to remain in place with only the sign face rebranded. The permit documentation is attached.

Exhibit 6

DEVIATIONS FROM SCHEDULING/EFFECTIVE PERIOD REGULATIONS

Section 6-4-8:1 of the Naperville Zoning Code states:

- 1. The planned unit development shall be constructed in a timely manner. The planned unit development shall be subject to revocation under the following conditions:**
 - 1.1. Final platting does not occur within two (2) years from the date of approval of the preliminary plat of a planned unit development.**
 - 1.2. Construction does not commence and proceed within two (2) years from the date of approval of the final plat of a planned unit development.**
 - 1.3. The City Council may extend the time limits in up to one year increments.**

A request for deviation approval from the strict time requirements of Section 6-4-8:1 is made to increase the time period to file for final plat to (5) five years increase the time period to commence construction after approval of the final plat to (4) four years, and increase permitted extensions to up to three years – all due to the economic and market impact of the COVID 19 Pandemic.

City Gate West is well designed for a mixture of land uses, spacing, open space and walkability that are intended to contribute to the general health and welfare of the community. However, state and national laws, executive orders, and local regulations are in effect that restrict many aspects of business, employment, travel, and indeed, normal life. Markets have slowed, and more regulations in the future that could impair or prohibit traditional business operations are a real possibility.

The City Gate West development has a strong foundation from a land use perspective. But it is expected that the effects of COVID-19 on land uses and markets will linger for unknown periods of time, and investors, lenders, developers and end users will require more clarity before proceeding. For these reasons, Petitioner needs relief from the deadlines for going preliminary to final plat, and for commencing construction after approval of the final plats.

Section 6-4-5 1.1.3.7 of the Naperville Zoning Code states:

If the development is to be constructed in phases, the design schedule shall include a designation of the phase components.

Petitioner is proceeding with this Petition with the knowledge that the land uses approved will limit the land uses allowed on each parcel of the PUD. And it is Petitioner's full intent to construct the entire City Gate West PUD campus in a timely and sequential fashion, to be in compliance with the terms of all other standards and approved deviations, and to construct each phase to completion. Petitioner has identified the phases of the City Gate West PUD, and is designating the components of each phase. So, for example, once the construction of the hotel on Lot 15 commences, that phase with all the required amenities that make it full service will be required to be built to completion within the 4 year period requested.

However, it is anticipated that Petitioner will require more flexibility in terms of the timing and sequencing of phases, and the initiation of construction, again significantly due to the COVID 19 Pandemic. This added flexibility will increase the likelihood of the success of the entire project.

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

The stated intent of the OCI district is that it should permit office, residential, institutional and support commercial facilities, and specifically allows PUDs and full service hotels as conditional uses. Greater flexibility in the sequencing and timing of the project will have no effect on the intent and purpose of the OCI/PUD zoning.

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

No additional municipal services or infrastructure will be required as a result of additional timing flexibility and this deviation will not impose any extra burden on municipal services or infrastructure.

12.1.3. 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 success of the City Gate West project rests largely on the implementation of the unified plan approved, and the completion of City Gate West as a unified project. Due to the extraordinary circumstances of COVID 19, implementation of the superior design, amenities, and environmental feature of the project as a whole may take more time.

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May 8, 2020

Naperville Plan Commission
c/o Erin Venard, AICP
Project Manager – DRT / TED Business Group
City of Naperville
400 S Eagle Street
Naperville IL 60540

RE: City Gate West (PZC 20-1-022)

Dear Ms. Venard:

One of the entitlements that the Petitioner is requesting with this project is the Plan Commission's Initiation and the City's Approval of a text amendment to Designate Restaurants as Conditional Uses in OCI, Office, Commercial, and Institutional Planned Unit Developments - per Section 6-3-9 of the Naperville Zoning Code.

Presently, the City allows as of right, commercial uses including offices, banks and financial institutions, civic buildings, clinics, hospitals, daycare centers, religious institutions, fitness facilities, and services such as barber shops and beauty shops, laundries, cleaners, pet grooming, repair shops, and similar stores or shops. And full service hotels, general retail, single-family attached and multi-family dwellings, and planned unit developments and other uses are all allowed as conditional uses in the OCI district. Restaurants are not included in the list, although the stated intent of the OCI district is that it should contain office, residential, and “support commercial facilities.”

We believe that, with the conditional use and planned unit development protections, restaurants can fit well and offer a supporting amenity that that can not only be useful and compatible with OCI PUDs, but are sometimes important to the very success of an OCI PUD. Indeed, full service hotels are *required* to have commercial dining facilities, either in the hotel building proper, or within the campus (PUD) setting. Restaurants will certainly be important to the success of the City Gate West PUD.

We ask that the Plan Commission initiate a text amendment to designate restaurants as conditional uses in OCI planned unit developments, and to favorably recommend the amendment to the Naperville City Council. A draft ordinance is included in the Petition packet.

Thank you.

.Very truly yours,

ICE MILLER LLP

/s/ Michael M. Roth

Michael M. Roth