130.00
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200500060742
Filed for Record in
HAMILTON COUNTY, INDIANA
JENNIFER J HAYDEN
09-15-2005 At 11:04 am.
ORDINANCE 130.00

ORDINANCE NO. 63-8-05

AN ORDINANCE AMENDING THE UNIFIED DEVELOPMENT ORDINANCE FOR THE CITY OF NOBLESVILLE, INDIANA

Cross-Reference: Deeds recorded with the Recorder of Hamilton County, Indiana, as (i) Instrument Number 8341022, Book 338, Page 848; (ii) Record 619, Book 253, Page 89; (iii) Instrument Number 200200023633; (iv) Instrument Number 8803379; and (v) Instrument Number 9553793. Also, Affidavit of Transfer recorded with the Recorder of Hamilton County, Indiana, as Instrument Number 200200023632.

This Ordinance No. 63-8-05 (the "HTC Ordinance") amends the Unified Development Ordinance for the City of Noblesville, Indiana (the "Unified Development Ordinance");

WHEREAS, the Plan Commission of the City of Noblesville (the "Plan Commission") has conducted a public hearing, as required by law, with respect to an application for Preliminary Development Plan Approval filed under Docket Number 05N-15-1118;

WHEREAS, the Plan Commission has sent its recommendation to the Common Council of the City of Noblesville (the "Common Council") by a vote of 10 in favor and 0 opposed.

NOW, THEREFORE, be it ordained by the Common Council, meeting in regular session, that the Unified Development Ordinance and the Official Zone Map corresponding thereto are hereby amended as follows:

SECTION 1. The zoning of the subject property, legally described in what is attached hereto and incorporated herein by reference as Exhibit "A" (the "Property"), shall be governed by this HTC Ordinance. Further, any portion of the I-69 right-of-way which is adjacent to the Property shall become part of the Property and subject to this HTC Ordinance upon the vacation thereof by the State of Indiana;

SECTION 2. The following exhibits are attached hereto and incorporated herein by reference and, as such, are part of this HTC Ordinance as though fully set forth herein:

Exhibit 1 - The legal description of the Property
Exhibit 2 - Certain defined terms used throughout this HTC Ordinance
Exhibit 3 - The Concept Plan (the "Concept Plan") allocating the Property into Area A, Area B, Area C and Area D
Exhibit 4 - The Development Standards Matrix specifying various development standards of this HTC Ordinance
Exhibit 5 - The Conceptual Site Drawing (the "Conceptual Site Drawing") conceptually illustrating one of the many possible layouts of internal streets, building areas, buildings, and parking areas permitted by this HTC Ordinance. The Conceptual Site Drawing is conceptual and preliminary, only, and the final site plan(s) may vary in all respects and, as such, by way of example only and not by way of limitation, the size, location, and configuration of streets, building pads, and parking areas may change.
Exhibit 6 - The Street Standards and Design Criteria of this HTC Ordinance
Exhibit 7 - The Landscape Standards of this HTC Ordinance
Exhibit 8 - Architectural Standards, Amenities, and Lighting Standards of this HTC Ordinance
Exhibit 9 - Sign Standards
Exhibit 10 - Outparcel provisions of this HTC Ordinance
Exhibit 11 - Pedestrian Connectivity provisions of this HTC Ordinance
Exhibit 12 - Procedural provisions of this HTC Ordinance
Exhibit 13 - Permitted Uses permitted under this HTC Ordinance for Area A, Area B, Area C, and Area D

SECTION 3. The terms, conditions, and the development standards set forth in this HTC Ordinance replace and supersede the following provisions of the Unified Development Ordinance: (i) Article 8, Part E, Section 7, pertaining to the Corporate Campus (CC) District, (ii) Article 10 pertaining to off-street parking and loading, (iii) Article 11 pertaining to signage and (iv) Article 12 pertaining to landscaping and screening.

SECTION 4. Upon motion duly made and seconded, this Ordinance was fully passed by members of the Common Council on the 3rd day of Sept., 2005.

COMMON COUNCIL OF THE CITY OF NOBLESVILLE

AYE		NAY
_____	Brian Ayer	_____
_____	Mary Sue Rowland	_____
_____	Jerry Busby	_____
_____	Alan Hinds	_____
_____	Dale Snelling	_____
_____	Kathie Stretch	_____
_____	Laurie Jackson	_____

APPROVED and signed by the Mayor of the City of Noblesville, Hamilton County, Indiana, this 13th day of September, 2005.

_____
John Ditslear, Mayor
City of Noblesville, Indiana

ATTEST:

_____
Janet S. Jaros, Clerk-Treasurer
City of Noblesville, Indiana

Prepared by Charles D. Frankenberger, Nelson & Frankenberger, 3105 East 98th Street, Suite 170, Indianapolis, IN 46280.

H:\Janet\Gershman\Noblesville\PUD Ordinance 081705.doc

EXHIBIT 1

Land Description
Overall Tract
97.216 Acre Tract
January 26, 2005

All of a tract of land granted to Tom Sylvester and Garrick E. Mallery in Instrument No. 200200023633 & Deed Record 253, page 89 and all of a tract of land granted to William O. Irvine, Adaline M. Cornett & Eugene P. Cornett in Instrument Nos. 8803379 & 9553793 and all of a tract of land granted to Thomas W. & Ellen Schemmel in Deed Record 338, page 848, being located in the Northwest, Southwest, & Southeast Quarters of Section 23, Township 18 North, Range 5 East, Hamilton County, Indiana, being more particularly described as follows:

Commencing at the Southwest corner of the West half of the Southwest Quarter of Section 23, Township 18 North, Range 5 East; thence North 89 degrees 27 minutes 56 seconds East (assumed bearing) 996.85 feet along the South line of said West half; thence North 00 degrees 06 minutes 20 seconds West 611.67 feet to the Southwest corner of a tract of land granted to Tom Sylvester and Garrick E. Mallery ("Sylvester/Mallery Tract") in Instrument No. 200200023633 & Deed Record 253, page 89 in the Office of the Recorder of Hamilton County, Indiana, said point being the POINT OF BEGINNING of this description; thence continue North 00 degrees 06 minutes 20 seconds West 721.81 feet along the western boundary line of said "Sylvester/Mallery Tract" to the North line of the Southwest Quarter of the Southwest Quarter of said Section 23; thence North 89 degrees 27 minutes 18 seconds East 320.10 feet along said North line to the West line of the Northeast Quarter of the Southwest Quarter of said Section 23; thence North 00 degrees 06 minutes 31 seconds West 1,333.54 feet along said West line to the South line of the Southeast Quarter of the Northwest Quarter of said Section 23; thence continue North 00 degrees 06 minutes 31 seconds West 1,332.80 feet along the West line of said Southeast Quarter of the Northwest Quarter to the North line of said Quarter Quarter; thence North 89 degrees 27 minutes 58 seconds East 1,316.30 feet along said North line to the East line of said Quarter Quarter; thence South 00 degrees 07 minutes 08 seconds East 1,332.29 feet along said East line to the North line of said Northeast Quarter of the Southwest Quarter; thence South 00 degrees 07 minutes 08 seconds East 87.89 feet along the East line of said Northeast Quarter of the Southwest Quarter to the northern right-of-way line of State Road 238 per Indiana Highway Commission Plans having a Project No. I-69-1(30)6 dated 1964 Cause No. S66-210; the next 5 (five) courses are along the northern and southern right of way lines of said State Road 238; (1) thence North 55 degrees 52 minutes 10 seconds West 167.79 feet; (2) thence North 64 degrees 45 minutes 06 seconds West 212.59 feet; (3) thence South 33 degrees 05 minutes 13 seconds West 33.00 feet; (4) thence South 49 degrees 20 minutes 16 seconds East 212.45 feet; (5) thence South 50 degrees 13 minutes 48 seconds East 451.52 feet to the western boundary line of a tract of land granted to Thomas W. & Ellen Schemmel in Deed Record 338, page 848 in said Office of the Recorder; the next 9 (nine) courses are along the southern western and northern right-of-way lines for State Road 238 and Frontage Road No. 2 per Indiana Highway Commission Plans having a Project No. I-69-1(30)6 dated 1964 cause Numbers S66-300 & S66-208; (1) thence continue South 50 degrees 13 minutes 48 seconds East 28.56 feet; (2) thence South 06 degrees 21 minutes 32 seconds East 176.11 feet; (3) thence South 16 degrees 56 minutes 35 seconds East 187.90 feet; (4) thence South 06 degrees 31 minutes 46 seconds East 135.08 feet to a curve concave westerly having a radius of 495.67 feet; the radius of said curve bears South 86 degrees 59 minutes 42 seconds West; (5) thence southerly 272.51 feet along curve to a point which bears South 61 degrees 30 minutes 17 seconds East from said radius point; (6) thence South 27 degrees 32 minutes 34 seconds West 92.16 feet to a curve concave northwesterly having a radius of 505.67 feet; the radius of said curve bears North 51 degrees 00 minutes 16 seconds West; (7) thence southwesterly 281.27 feet along curve to a point which bears South 19 degrees 08 minutes 05 seconds East from said radius point; (8) thence South 72 degrees 18 minutes 00 seconds West 196.73 feet to a curve concave southeasterly having a radius of 8,010.92 feet; the radius of said curve bears South 19 degrees 22 minutes 48 seconds East; (9) thence southwesterly 1,530.72 feet along curve to a point which bears North 30 degrees 19 minutes 41 seconds West from said radius point; to the POINT OF BEGINNING containing 97.216 acres, more or less.

EXHIBIT 2

Construction and Definitions

SECTION 1. Construction of Language. The language of this HTC Ordinance shall be interpreted in accordance with the following regulations:

1. The particular shall control the general.
2. In the case of any difference of meaning or implication between the text of this HTC Ordinance and any illustration or diagram, the text shall control.
3. The word "shall" is always mandatory and not discretionary.
4. The word "may" is permissive and at the discretion or option of the Developer.
5. Words used in the present tense shall include the future; and words used in the singular number shall include the plural, and the plural the singular, unless the context clearly indicates the contrary.
6. A "building" or "structure" includes any part thereof, unless otherwise specifically states.
7. Unless the context clearly indicates the contrary, where a regulation involves two or more items, conditions, provisions, or events connected by the conjunction "and", "or", or "either...or", the conjunction shall be interpreted as follows:
   A. "And" indicates that all the connected items, conditions, provisions, or events shall apply.
   B. "Or" indicated that the connected terms, conditions, provisions, or events may apply singly or in any combination.
   C. "Either...or" indicates that all the connected items, conditions, provisions or other events shall apply singly but not in combination.

SECTION 2. Definitions: Unless otherwise stated, the following words shall, for the purpose of this HTC Ordinance, have the following meanings:

1. "Area" shall mean Area A, Area B, Area C and/or Area D, as identified in the Concept Plan.

2. "Building Height" shall mean the vertical distance measured from the average finished grade to the highest point of the roof for flat roofs, to the deck line of mansard roofs, and to the mean height between eaves and ridges for gable, hop and gambrel roofs.

3. "BZA" shall mean the City's Board of Zoning Appeals.

4. "City" shall mean the City of Noblesville, Indiana.

5. "Common Council" shall mean the City's Common Council.

6. "Controlling Developer" shall mean Gershman Brown & Associates, Inc., its successors and assigns, until such time as Gershman Brown & Associates, Inc. transfers its rights as Controlling Developer. Such rights may be transferred by the Controlling Developer, in its sole discretion, in whole or in part. To transfer all or any portion of its rights as Controlling Developer, Gershman Brown & Associates, Inc. may (i) name each individual owner of real estate within the Property as Controlling Developer solely with respect to the real estate owned by each such individual owner; (ii) establish a committee of individual owners of the real estate within the Property to act as Controlling Developer with respect to the real estate owned by all such owners, or (iii) use either method described in (i) and (ii) above with respect to different Districts or Use Areas within the Property.

7. "County" shall mean Hamilton County, Indiana.

8. "Department" shall mean the Planning Department of the City of Noblesville, Indiana.

9. "Developer" shall mean the owner, or its designee, of an Area to be developed, including those Lots that a Developer may sell.

10. "Development Guidelines" shall mean the criteria and development standards requirements in this HTC Ordinance which establish the guidelines for the development permitted under this HTC Ordinance.

11. "Director" shall mean the official in charge of the Plan Commission Staff or the Executive Director of the Noblesville Plan Commission and authorized to administer and enforce the Unified Development Ordinance.

12. "Fenestration" shall mean the arrangement of windows in a wall of a building. From the Latin word, "fenestra", meaning window.

13. "Grade Level Residence" shall mean attached single family residences which include residential use at grade level.

14. "Hamilton Town Center" shall mean the development of the Property which occurs pursuant to the terms of this HTC Ordinance. The Controlling Developer shall have the right, in its sole discretion, to change the name of the Hamilton Town Center to another name.

15. "Herein" shall mean and refer to the entirety of, and anywhere within, this HTC Ordinance and shall not be restricted to a particular paragraph or section in which the word "herein" appears.

16. "Main Street" shall mean those portions of Public Streets, excluding 146th Street, which are internal to and located within the Property and which are flanked on both sides with buildings.

17. "Net Building Area" shall mean the area of a building which is actually utilized by a particular user and shall exclude all lobbys, foyers, stairwells, elevators, restrooms and mechanical rooms.

18. "Outparcel" shall mean a lot located adjacent to 146th Street occupied by a free-standing building which is utilized by only one primary use.

19. "Parking Space" shall mean an area having a rectangular area of not less than 162 square feet and a minimum width of 9 feet and a minimum depth of 18 feet exclusive of driveways, permanently reserved for the temporary storage of one automobile. In parking structures, the minimum width may be 9 feet, and one-half (1/2) of the area occupied by supporting columns may be included in determining the width and area of each adjacent parking space, and the minimum depth of such space shall be 18 feet.

20. "Plan Commission" shall mean the City's Plan Commission.

21. "Primary Façade" shall mean any building façade or elevation containing a customer entrance.

22. "Private Street" shall mean a privately held right-of-way, with the exception of alleys, open for the purposes of vehicular and pedestrian travel, which may also afford access to abutting property, whether referred to as a street, road or any other term commonly applied to a right-of-way for said purposes. A private street may be comprised of pavement, shoulders, gutters, curbs, sidewalks, parking space, and the like.

23. "Public Street" shall mean a publicly dedicated, accepted and maintained right-of-way, with the exception of alleys, open to the general public for the purposes of vehicular and pedestrian travel, which may also afford access to abutting property, whether referred to as a street, road or any other term commonly applied to a public right-of-way for said purposes. A public street may be comprised of pavement, shoulders, gutters, curbs, sidewalks, parking space, and the like.

24. "Secondary Façade" shall mean any building façade or elevation other than the Primary Façade.

25. "Street" shall mean a right-of-way; either privately held or publicly dedicated, accepted, and maintained; established for the purposes of vehicular and pedestrian travel, which may also afford access to abutting

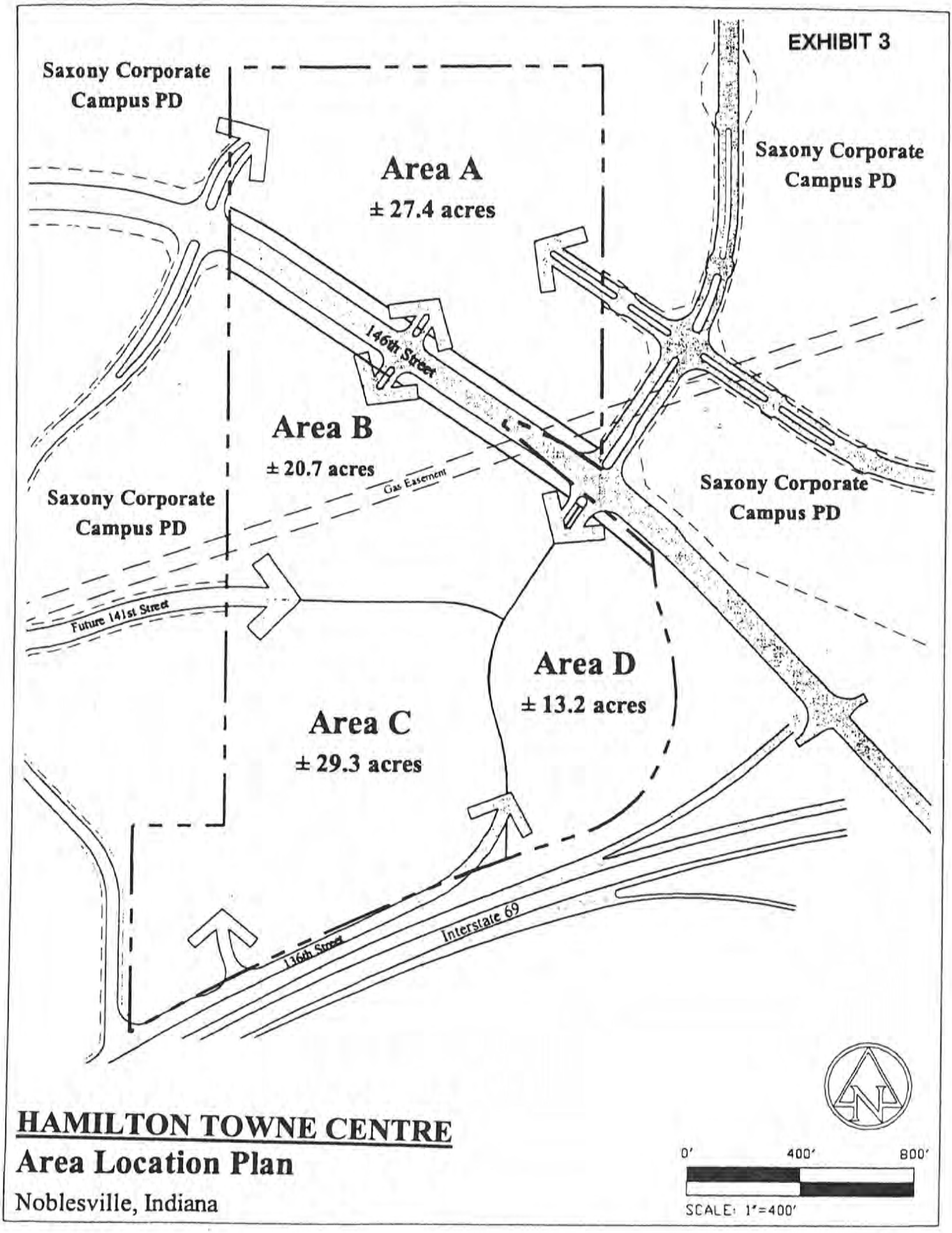
property, whether referred to as a street, road or any other term commonly applied to a right-of-way for said purposes. A street may be comprised of pavement, shoulders, gutters, curbs, sidewalks, parking space, and the like.

26. "Subdivision" shall mean the division of any parcel of land shown, as a unit as part of a unit, or as contiguous units, on the last preceding transfer of ownership thereof, into two (2) or more parcels or lots for the purpose, whether immediate or future, of transfer of ownership or building development; provided, however, that the division of land into parcels of more than five (5) acres and the transfer or exchange of parcels between adjoining land owners shall not constitute a subdivision for purposes of this Ordinance.

27. "Upper Level Residential Units" shall mean one or more rooms connected together and located above the 1st floor of any Building in any Area, which are arranged, designed, used and intended for use by one or more human beings living together as a family and maintaining a common household for owner occupancy or rental or lease on a weekly, monthly or longer basis; and which includes lawful cooking, eating, sleeping space and sanitary facilities reserved solely for the occupants thereof.

28. "User" shall mean an owner or tenant of a particular area within the Hamilton Town Center.

29. "Zone Map" shall mean and refer to the official zone map corresponding to the Unified Development Ordinance.



HAMILTON TOWNE CENTRE

Area Location Plan

Noblesville, Indiana

HAMILTON TOWN CENTER - DEVELOPMENT STANDARDS EXHIBIT 7/19/2005

Corporate Campus Planned Development Ordinance

Noblesville, Indiana

AREA	DENSITY		SETBACK AND RESTRICTIONS												
See Area Plan, Exhibit 3, for locations	Area Acreage [1] (±) Net of R.O.W.	Maximum Permissible Building Footprint Area	Front Yard Setback	Side Yard Setback	Rear Yard Setback	Setback from 146th St. ROW	Setback from 136th St. ROW	Setback from Internal Primary Arterial ROW	Setback from Internal Collector ROW	Setback from 141st St. ROW	Setback from Internal Access Drives Type I & II	Minimum Building Separation	Minimum Gross Floor Area	Maximum Gross Floor Area	Building Hgt. (Max.) [2]
A	27.6	20,000 S.F./AC	None	None	None	20' Pavement 20' Building	5' Pavement 5' Building	5' Pavement 5' Building	5' Pavement 5' Building	0' Pavement 5' Building	0' Pavement 5' Building	0'	None	None	120'
B	20.9	20,000 S.F./AC	None	None	None	25' Pavement 25' Building	5' Pavement 5' Building	5' Pavement 5' Building	5' Pavement 5' Building	0' Pavement 5' Building	0' Pavement 5' Building	0'	None	None	120'
C	29.5	20,000 S.F./AC	None	None	None	25' Pavement 25' Building	5' Pavement 5' Building	5' Pavement 5' Building	5' Pavement 5' Building	0' Pavement 5' Building	0' Pavement 5' Building	0'	None	None	120'
D	13.6	20,000 S.F./AC	None	None	None	25' Pavement 25' Building	5' Pavement 5' Building	5' Pavement 5' Building	5' Pavement 5' Building	0' Pavement 5' Building	0' Pavement 5' Building	0'	None	None	120'
Overall Totals															
TOTAL NET ACREAGE	91.6														
146th R.O.W. ACREAGE	5.6														
TOTAL (GROSS)	**97.2**														

Notes:

1) Area acreages and boundaries of the Area Location Plan are preliminary and subject to change, and in the sole discretion of the Controlling Developer may be enlarged or reduced by up to 20%.
2) All 'Areas' containing office or hotel uses shall permit a maximum building height of 200'.
3) The required parking ratio for the overall development shall be 4.0 spaces per 1,000 square feet of Net Building Area.

SITE DATA

EXHIBIT 5

MAIN STREET		
BOOKSTORE	22,000 SF	
SPORTING GOODS	50,000 SF	
JUNIOR ANCHOR	12,000 SF	
OFFICE	52,150 SF	
RESTAURANTS	27,290 SF	
MAIN STREET SHOPS	224,251 SF	
TOTAL AREA		387,691 SF
RETAIL CENTER 'A'		
ANCHOR	98,000 SF	
HOME GOODS	28,000 SF	
JUNIOR ANCHOR	20,000 SF	
RETAIL 'A'	15,050 SF	
TOTAL AREA		161,050 SF
RETAIL CENTER 'B'		
GROCERY	21,000 SF	
RETAIL 'B'	36,450 SF	
TOTAL AREA		57,450 SF
OUTLOTS		
RETAIL	3,000 SF	
RESTAURANTS	15,000 SF	
TOTAL AREA		18,000 SF
CINEMA		78,000 SF
TOTAL AREA		702,191 SF
PARKING		
TOTAL PARKING PROVIDED		3130 SPACES
OVERALL PARKING RATIO		4.45/1000 SF
RETAIL CENTER 'C'		
ANCHOR	60,000 SF	
JUNIOR ANCHORS	80,000 SF	
SHOPS	32,300 SF	
TOTAL AREA		172,300 SF
PARKING		
TOTAL PARKING PROVIDED		708 SPACES
OVERALL PARKING RATIO		4.11/1000 SF
OUTLOTS		40,600 SF

Note:
This drawing is for conceptual purposes only. It has been prepared without the benefit of accurate site information and topographic survey. Building configurations, existing site conditions, and/or property lines are shown as approximate representations, and should not be construed as a conclusive site arrangement.

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MESA design group

DORSKY HODGSON + PARTNERS
Architecture Planning Interiors
CLEVELAND WASHINGTON DC FORT LAUDERDALE

HAMILTON TOWN CENTER

SCALE: 1" = 100' (0, 50, 100, 200)

NORTH

07.25.2005

GERSHMAN BROWN ASSOCIATES, INC.
600 E. 96th St. Suite 150
Indianapolis, IN 46240
317-574-7333

SIMON PROPERTY GROUP

placards, pennants or banners shall be affixed or maintained upon the glass pane. No other window signage will be allowed.

3. Size – Window signage will be limited to an area not greater than five percent (5%) of the overall glass area on which they occur.

4. Color – The face color of window signage is unrestricted, but to be approved by the Controlling Developer.

5. Illumination – No window signage, including signage inside the storefront within four feet (4') of the storefront, shall be illuminated, unless approved on an individual basis by the Controlling Developer.

SECTION 9. Sign - Type E - Blade Signs.

1. Intent – Blade signs are a significant design element in the overall aesthetic image of Hamilton Town Center. Users are encouraged to develop interesting, appropriate and attractive blade signs for their store. Designs are to be submitted to the Controlling Developer for final approval.

2. Content – Limited to User's trade name and logos or other insignias, which are part of User's logo identification. Users shall be required to install one (1) blade sign for each building frontage.

3. Materials – Blade signs are to be constructed of metal, wood or other similar appropriate and durable materials.

4. Size – Blade signs will be restricted in size to an area no greater than nine (9) square feet.

5. Color – The color of blade signs is unrestricted, dependent upon final approval by the Controlling Developer.

6. Mounting – Blade signs are to be mounted perpendicular to the User's storefront and shall be mounted no lower than eight feet (8') above adjacent pedestrian walking surfaces.

7. Illumination – Blade signs may be illuminated using appropriate specialty lighting.

SECTION 10. Sign - Type F - Pedestrian Directories.

1. The Controlling Developer shall develop a directory program for Hamilton Town Center, which will include the identification of Users and a location map. Advertising panels will be allowed on one (1) side of a

rectangular sign and two (2) sides of a triangular sign. The maximum height of the sign shall be nine (9) feet.

SECTION 11. Sign - Type G - Rear Door/Service Area Signs.

1. Content – Limited to User's trade name and address.

2. Material – Signs are to consist of vinyl lettering.

3. Size – Signs are limited to three inches (3") in height.

4. Color – Color of the vinyl lettering will be determined upon the final door color.

5. Mounting – Signs are to be mounted on User's rear door. In addition, similar signage will be posted at each loading zone to indicate which Users that are served by such a loading zone.

6. Illumination – Signs are to be non-illuminated.

SECTION 12. Sign - Type H - Project Identification Signage.

1. Content – Hamilton Town Center

2. Material – Project identification signage, color, materials and mounting brackets to be specified.

3. Color – Color of Hamilton Town Center identification signs is to be un-restricted. However, Hamilton Town Center identification signs will be consistent from location to location.

4. Illumination – Project identification signs will be ground illuminated, internally illuminated, illuminated by light fixtures mounted to the structure or a combination of any of the three systems.

5. Sign Structure – Two-sided project identification signs will be mounted on decorative structures. Materials and design shall be consistent with the overall architectural and landscaping plans.

6. Location/Number – The number of project identification signs will be limited to a maximum of four (4) locations, identified in the Master Sign Plan. There will be a project identification sign at each of the entrances to Hamilton Town Center including the I-69, 146th Street, 141st Street and 136th Street entrances.

7. Size – The height of the structure shall not exceed twelve (12) feet and the allowable sign area shall not exceed one-hundred (100) square feet, per side.

SECTION 13. Sign - Type I – Project and Multi-User ID Pylon Signage.

1. Contents - Will be developed as two-sided center and multi-user identification pylon signs. The number of User identification panels on the Type I sign on I-69 is dependent upon the final number of Users.

2. Location/Number – The number of pylon signs will be limited to a maximum of three (3) locations. Pylons will only be allowed along I-69 and 146th street, see Exhibit "9B" – "Master Sign Plan".

3. Size – The height of the Type I signs on 146th Street shall not exceed thirty five (35) feet and the allowable sign area shall not exceed two-hundred and fifty (250) square feet, per side. The Type I signs on 146th Street shall identify only the Hamilton Town Center and shall not identify any tenants. The height of the Type I sign on I-69 shall not exceed ninety (90) feet, and the allowable sign area shall not exceed four hundred (400) square feet, per side. The Type I sign on I-69 shall be permitted to include an electronic reader board, and the Type I sign on I-69 shall be permitted to identify not only the Hamilton Town Center, but also any and all Users.

4. Sign Structure – Signs will be mounted on decorative structures. Materials and design will be consistent with the overall architectural and landscape plans.

5. Illumination – Pylon signs will be ground illuminated, internally illuminated, illuminated by light fixtures mounted to the structures, or a combination of any of the three systems.

6. User Sign Panels – Individual aluminum panels, routed for individual push through plexi-glas letters. Letter colors shall be unrestricted. User sign panels are permitted on Type I signs on I-69 but not on Type I signs on 146th Street.

SECTION 14. Sign - Type J - Site Vehicular Directional Signage.

1. Content – Locations and services within Hamilton Town Center such as "Valet Parking", as well as, Users in excess of 30,000 square feet.

2. Material – Colors and design shall be determined at the discretion of Controlling Developer and will be consistent with the design and colors used throughout the Center, as well as, with the overall master signage program for the site.

3. Location/Number – Location and number of site directional signs shall be determined at Controlling Developer's sole discretion. The number and location of site directional signs may be changed from time to time, based on need.

4. Size – Height shall not exceed eight (8) feet.

5. Illumination – None required.

SECTION 15. Sign - Type K - User Cart & Kiosk Signage.

1. Signage for User's Carts and Kiosks shall be mounted on the units at locations designated for signage and lettering shall not exceed twelve (12) inches. Colors shall be unrestricted but shall be reviewed and approved by the Controlling Developer.

2. Controlling Developer signage for public destinations shall be the designed and installed by the Controlling Developer.

SECTION 16. Sign Type L – Out Parcel Monument Signs.

1. Sign Structure – A standardized design will be utilized for all outlot monument signs, utilizing colors and materials from the building's material pallet.

2. Two-sided, multi-User identification, (based on a maximum of two (2) User ID panels per side). The overall dimensions of the monument shall be a maximum of eight (8) feet in height and eleven (11) feet in width with a maximum sign area of:

   A. 18 square feet for one (1) User sign panel, per side.
   B. 36 square feet for two (2) User sign panels, per side.

3. A maximum of 4 square feet is allowed for identification of Hamilton Town Center.

4. Outparcel monument signs are to be shared by a minimum of 2 Outparcel Users; provided, however, that the Outparcel User located on the northwest corner of Area D shall not be required to share its monument sign with another User.

SECTION 17. Signage for Second Floor Users.

1. Content – Users located solely on the second floor of Hamilton Town Center will be provided with signage in four (4) locations including

special directory signage, street signage, signage in the parking lot and building signs.

2. Directory Signage – There will be a directory located at each primary vertical circulation point providing the general public access to the second floor of Hamilton Town Center. At this point a special directory and/or signage opportunity indicating the names of all retail Users on upper floors served by the vertical circulation. Such signage will be limited to User's trade name only and due to its nature, will be restricted to a common color and a size appropriate to the directory signage and environment.

3. "Main Street" Signage – Each second floor retail User will be provided one (1) sign on each frontage facing "Main Street". Such signage will be limited to sixteen inches (16") in height and is to be externally illuminated by specialty lighting. The individual pin-mounted letters are not restricted in color or type style, but are to be non-illuminated.

4. Signage Facing Parking Areas – Each second floor retail User will be provided one (1) sign only on its primary frontage facing a parking area. The content of this signage is limited to User's trade name only. These signs are limited to an overall height of twenty inches (20") and are to be pin-mounted letters of a consistent color selected by the Controlling Developer and not limited in type style. These individual letters will be illuminated either externally or internally with specialty lighting selected by the Controlling Developer.

5. Storefront Signage – Users on the second floor may be allowed one (1) sign to be mounted above their main entrance, at the discretion of the Controlling Developer The content of this sign is limited to User's trade name only. Logos or other insignias, which are part of the User's logo identification, and shall be considered on an individual basis. These signs are to be internally illuminated channel letters mounted directly to the façade and are not limited in either color or type style. The size of these letters is limited to an overall height of twenty inches (20").

SECTION 18. Miscellaneous Signs.

1. Shall include miscellaneous and incidental signage that will be provided by the Controlling Developer, including but not limited to public destinations, restrooms, Mall Offices.

SECTION 19. Provisions.

1. All User signage will be reviewed and approved by the Controlling Developer for compliance with the overall master signage program and User Sign Criteria, prior to the submittal of the User's permit application.

SECTION 20. Prohibited Types of Signs or Sign Components.

1. The following sign types or components will not be permitted for any part of User's storefront sign, or as interior signage within the front four (4) feet of the Leased Premises:

   A. With the exception of the electronic reader board permitted on the I-69 pylon sign, moving, rotating, revolving, flashing signs, or signs that create the illusion of animation are not permitted.
   B. Noise making devises and components are not permitted.
   C. Rooftop signs are not permitted.
   D. Exposed bulb signs are not permitted.
   E. Luminous vacuum-formed type plastic letters and panels are not permitted.
   F. Cabinet type storefront signs are notpermitted.
   G. Signing shall be limited to trading name only. No brand names, product names or phrases may appear on the Storefront. Decals or other signage indicating product lines or credit card acceptability shall not be permitted on the Storefront.

EXHIBIT 9A

TENANT SIGN CRITERIA

SECTION 1. Tenant's Obligation to Install a Storefront Identification Sign. Tenant shall provide and install exterior building identification sign for the Premises which may include, at Landlord's discretion, Tenant's Trade Name (as approved in the Lease) established national logo, insignia, signature, hallmark, taglines, other trade identification and colors shall be respected and consideration given during the review process. The exterior façade sign shall be illuminated (unless otherwise specifically approved, in writing, by Landlord). Landlord's approval of Tenant's exterior façade signage shall be based on the size and style of the sign and lettering, the location of the sign within the storefront, and the cohesive integration of the sign into the overall storefront design, all as set forth in Section IV below.

SECTION 2. Signage approval Process.

1. Approval of Tenant's design or working drawings by Landlord shall not constitute review and approval of Tenant's signage. Tenant shall submit one set of Tenant's sign shop drawings for review and approval by Landlord. Fabrication or installation of Tenant's signage shall not commence before Landlord's approval of the sign shop drawings.

2. Tenant is responsible to obtain sign and electrical permits as may be required by the local jurisdiction.

3. Landlord shall not be responsible for the cost of refabrication of signs fabricated, ordered or constructed that do not conform to the sign criteria or local codes and requirements. Also, Landlord will not be responsible for timely submission of signs to local agencies for approval. It is Tenant's responsibility to submit drawings to Landlord in sufficient time to receive Landlord's comments and approval in advance or required submission to local agencies.

4. It is Tenant's responsibility to provide these sign criteria to their sign manufacturer prior to the manufacturing of any signs.

5. Any signage permits are subject to any required Governmental approval.

SECTION 3. Sign Shop Drawings.

1. Tenant must submit sign shop drawings for Landlord review and approval, prior to fabrication and installation of the sign. These shop drawings provide complete information for Landlord to understand the signage design and appearance.

2. Sign shop drawings shall:

   A. Provide an elevation of the store's entire exterior façade, dimensioning each sign location.

   B. Provide a section or sections through the sign relative to the storefront lease line.

   C. Identify the materials, color scheme, fabrication techniques, illumination and mounting systems, and the access for repairs and/or re-lamping. (Photographs of similar signs should be submitted if available).

3. Under-canopy blade sign shop drawings shall include (in addition to the items set forth in III.2 immediately above), a colored elevation of the sign indicating the dimensions of all graphics and elements, including the sign height, length and depth. Minimum scale should be 1" = 1'-0".

SECTION 4. Sign Criteria.

1. Tenant will not erect any signs except in conformity with the following policy. Modification to these policies shall be at the sole discretion of the landlord.

   A. All exterior signs and signs that are within 5'-0" of Tenant's storefront lease line must be specifically approved in writing by Landlord.

   B. All signage is to be of the highest quality design and construction. Tenant signage must be designed to be proportionate in scale to the elevation it is affixed to. Shop fabrication and painting is required. All attachments, labels, fasteners, mounting brackets, wiring, clips, transformers, disconnects, lamps and other mechanisms required for all signage must be concealed from view. Light leaks are not permitted. Weep holes are permitted only on exterior signs.

   C. Each Tenant is required to provide a primary exterior façade sign for the Premises. One (1) primary building sign is permitted for each Tenant storefront and, at the Landlord's sole discretion, multiple signs depending upon Tenant's storefront configuration, may be allowed. If Tenant elects not to use a primary building sign, then Tenant may elect to use a primary awning sign or primary canopy sign (refer to awning and canopy signs). No Tenant signs are permitted on the roof.

D. The maximum height of any single letter for storefront width of twenty feet (20') or less shall not exceed 30" (logos and letters). If the storefront width is greater than twenty feet (20') the maximum height of sign logos and letters shall be 36". If Tenant's square footage exceeds 5,000 sq. ft. and less than 10,000 sq. ft., Landlord shall allow Tenants a maximum overall height of 42". For Tenants greater than 10,000 sq. ft. and less than 40,000 sq. ft., the maximum height of any single letter shall be 72". For Tenants greater than 40,000 sq. ft., the maximum height of letters shall be 8'-0". This will only be considered if the designated sign band is designed to accommodate this installation.

No sign shall exceed 85% of the length of the storefront nor be any closer than 18" to the end of the demised premises.

2. Illuminated signs must be connected to a 7-day, 24-hour time clock set to the hours specified by the Shopping Center's Management.

3. Non-illuminated signs may be pin-mounted or, if mounted directly to the surface of the building, must be a minimum of 1" thick.

4. The following types of signs and sign components are a sample of signs that are permitted:

   A. Internally illuminated individual channel letters with opaque metal sides and opaque or acrylic plastic faces.

   B. Reverse channel letters with halo illumination and opaque letter sides and faces.

   C. Dimensional wood, metal, glass or other material with a permanent appearance indirectly illuminated.

   D. Incised signing cast into or carved out of an opaque material, indirectly illuminated.

   E. Sculptural iconographic elements contextual to the storefront design, indirectly illuminated.

5. All aluminum or metal letters are to be full-welded construction.

6. All electrical signage is to bear the UL label and must comply with all governing codes.

7. All conduit, raceways, crossovers, wiring, ballast boxes, transformers, and other equipment necessary for sign connection shall be concealed.

8. Channeled letters, belts, fastenings, and clips shall be of enameling iron with porcelain enamel finish; stainless steel, polished brass or copper, or carbon-baring steel with painted finish. No black iron material will be allowed.

9. The following types of signs and sign components are strictly prohibited:

   A. Box or cabinet-type construction in which the background as well as the letters are illuminated, unless part of the Tenant's National Signature or Logo.

   B. Signs employing audible equipment and/or moving or flashing lights.

   C. Sign manufacturers' names, stamps or decals.

   D. Signs employing luminous vacuum formed-type plastic letters.

   E. Signs employing unedged or uncapped plastic letters with no returns and exposed fastenings.

   F. Paper or cardboard signs, stickers, or decals.

   G. Exposed tube neon signs, unless otherwise approved by the Landlord.

   H. Freestanding, moving, rotating flashing, noise making or odor producing signs.

   I. Signs which are not professional in appearance.

10. Canopy Signs:

    Canopies are defined as heavy-framed protective and/or decorative structures over entrances (for example, Tenant might have a canopy over the entrance with awnings over the show windows). Tenant may elect to use a primary canopy sign as the primary exterior façade sign.

11. Under-Canopy Blade Signs:

    A. One (1) additional Tenant sign will be erected under the canopy and above the storefront. Tenants can elect to use a variety of media for their sign; however, all under-canopy blade signs are required to meet the following criteria, and shall be approved at the sole discretion of the Landlord.

(i) The sign should be fabricated as a single panel. Panels must maintain a minimum thickness of 1" at the edges of the sign.

(ii) Construction can be wood, metal, or sandblasted glass, or other material deemed acceptable by the Landlord.

(iii) The primary canopy sign shall be either a wall mounted, supported by bracket(s) to Tenant's storefront, or canopy hung sign.

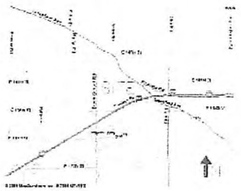
(iv) The perimeter of the sign should fall within a 36" x 36" envelope with a maximum area of 9 sq. ft. The sign shall consist of individual letters which shall not exceed 16" in height and may be routed out of the face of the canopy, pin-mounted to the fact of the canopy or stood upright along the canopy edge.

(v) Wording of the canopy sign is limited to Tenant's trade name (DBA) and logo. Each Tenant's customary signature or logo, hallmark, insignia, or other trade identification will be respected and reviewed on a case-by-case basis. Graphic representations are not limited in content although they should incorporate imagery consistent with the store theme or product line. Landlord reserves the right to approve all graphics and text.

12. Awning Signs:

A. Awnings are defined as fabric-type structures over windows or doors with light-gauge framing. Tenant may elect to use a primary awning sign as the primary storefront sign. The primary awning sign shall appear as a logo, emblem or insignia on the awning that is over the storefront entrance and, at Landlord's sole discretion, on an awning located on a building return (individual letters painted or screened onto the awing are not permitted).

B. Secondary awning signs are awning signs that are in addition to the primary storefront sign. Lettering shall be located on the "apron" edge or ends of the awning.



KEY

- Type H - Project identification Signage
- Type I - Project Identification & Multi-Tenant ID Pylon Signage
- Type L - Shared Outlot Monument Signage

Note:
This drawing is for conceptual purposes only. It has been prepared without the benefit of accurate site information and topographic survey. Building configurations, existing site conditions, and/or property lines are shown as approximate representations, and should not be construed as a conclusive site arrangement.

0 150 300 600

SCALE: 1" = 300'

NORTH

Exhibit 9B

AMERICAN CONSULTING
ACE
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MESA design group

DORSKY HODGSON + PARTNERS
Architecture Planning Interiors
CLEVELAND WASHINGTON DC FORT LAUDERDALE

HAMILTON TOWN CENTER

Master Signage Plan 07.25.2005

GERSHMAN BROWN & ASSOCIATES, INC.
600 E. 96th St. Suite 150
Indianapolis, IN 46240
317-574-7333

SIMON PROPERTY GROUP

EXHIBIT 10

OUTPARCELS

SECTION 1. Lighting. Site light poles on all Outparcels shall be limited to 30 feet in height. If conditions occur where an Outparcel exceeds 3 acres, additional pole height shall be considered as part of the review.

SECTION 2. Building Signage. A maximum of three (3) signs are permitted to be mounted on the entire building. Sign letters limited to 30" maximum height. A maximum of 50% of the storefront length may be used for signage.

SECTION 3. Decorative Paving. The user shall provide decorative paving for a minimum 10% of the building sidewalk areas.

SECTION 4. Exterior Requirements.

1. Brick, architectural masonry, stone, marble, textured concrete and surface bonding cement (which is textured, colored or treated to appear massive and permanent) are the suggested materials for primary use. All elevations of all buildings shall be constructed of a minimum of seventy five percent (75%) of the above referenced materials.

2. A minimum of 25% of roof surfaces should be pitched above 4:12 to add interest to the building façade, particularly when viewed from 146th Street. Roofing finishes, dimensional shape and color must be submitted for review and approval by the Department.

3. All exterior trash areas shall be screened by a wall or enclosure measuring a minimum of 6 feet in height or 2 feet above the height of the structure being screened, whichever is greater. The exterior materials of all such walls or enclosures shall be consistent with the exterior building materials. A minimum of 6 foot high wood or metal gate is required.

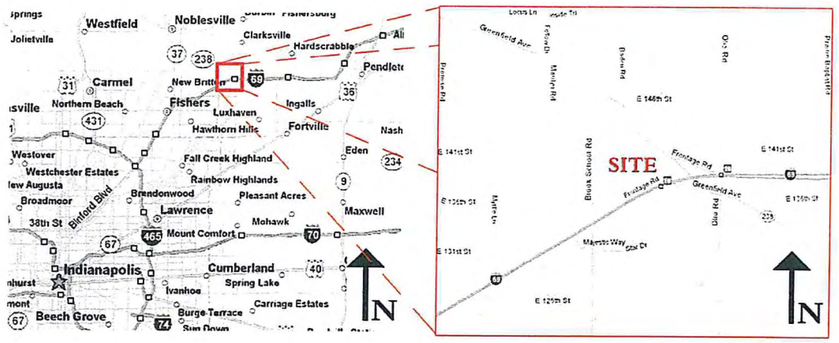
SECTION 5. Landscaping and Parking - The following shall apply to landscaping and parking on OUtparcels:

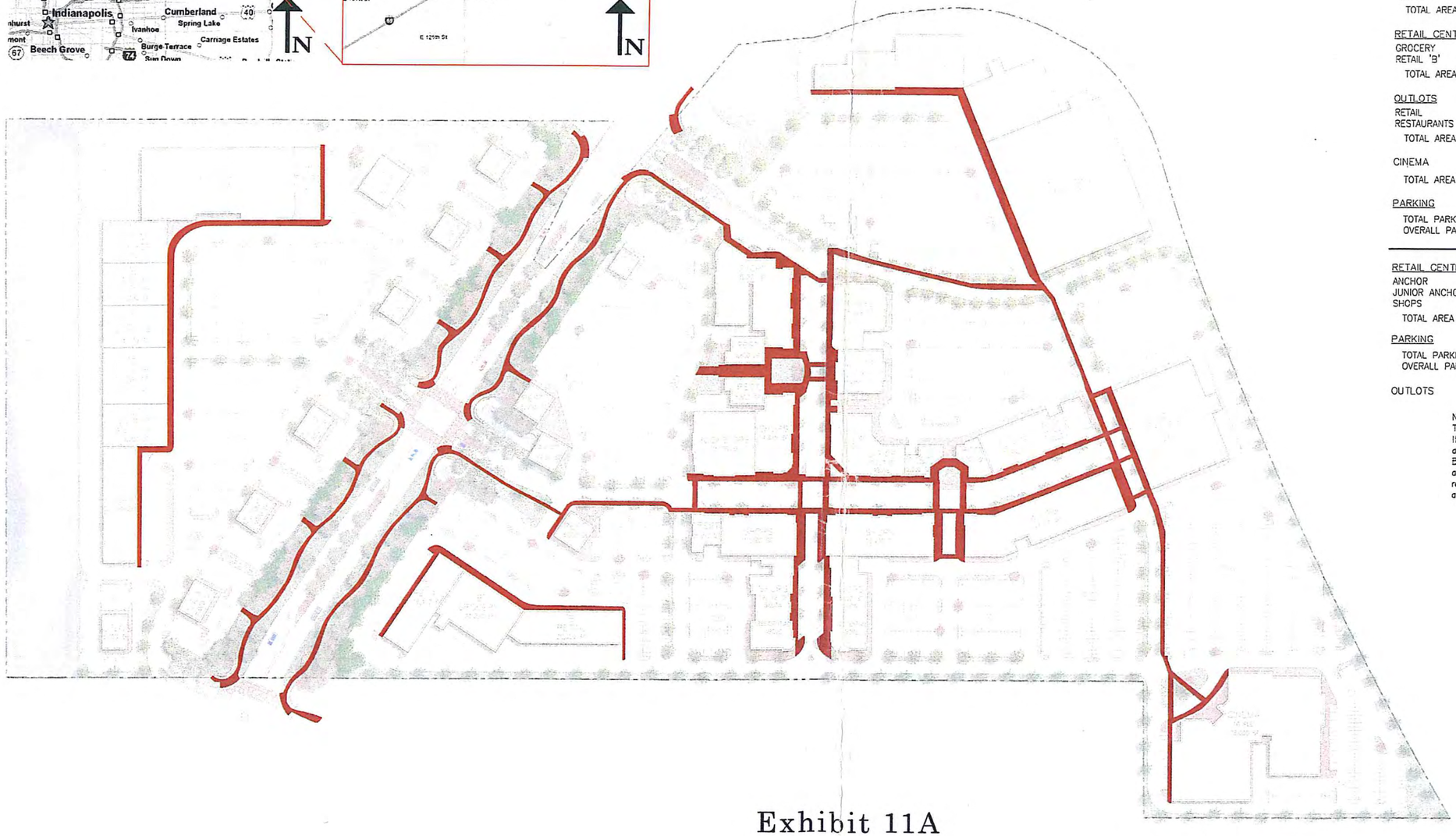
1. A single row of parking shall be permitted between 146th Street and buildings on Outparcels adjacent to and north of 146th Street.

2. Users are encouraged to employ creative design and include such amenities as earth mounding, water features, landscape lighting, sculpture, furniture, ornamental or flowers, trees and shrubs.

3. A minimum of 50% of the building perimeter shall have a landscape area between the building's foundation and the sidewalk or the curb. Outdoor dining, drive-thrus and service areas shall be deducted from the overall length of the building perimeter prior to calculating the required building perimeter landscaping.

3. All landscape areas shall be provided with an irrigation system.





SITE DATA

MAIN STREET		
BOOKSTORE	22,000 SF	
SPORTING GOODS	50,000 SF	
JUNIOR ANCHOR	12,000 SF	
OFFICE	52,150 SF	
RESTAURANTS	27,290 SF	
MAIN STREET SHOPS	224,251 SF	
TOTAL AREA		387,691 SF
RETAIL CENTER 'A'		
ANCHOR	98,000 SF	
HOME GOODS	28,000 SF	
JUNIOR ANCHOR	20,000 SF	
RETAIL 'A'	15,050 SF	
TOTAL AREA		161,050 SF
RETAIL CENTER 'B'		
GROCERY	21,000 SF	
RETAIL 'B'	36,450 SF	
TOTAL AREA		57,450 SF
OUTLOTS		
RETAIL	3,000 SF	
RESTAURANTS	15,000 SF	
TOTAL AREA		18,000 SF
CINEMA		78,000 SF
TOTAL AREA		702,191 SF
PARKING		
TOTAL PARKING PROVIDED		3130 SPACES
OVERALL PARKING RATIO		4.45/1000 SF
RETAIL CENTER 'C'		
ANCHOR	60,000 SF	
JUNIOR ANCHORS	80,000 SF	
SHOPS	32,300 SF	
TOTAL AREA		172,300 SF
PARKING		
TOTAL PARKING PROVIDED		708 SPACES
OVERALL PARKING RATIO		4.11/1000 SF
OUTLOTS		40,600 SF

Note:
This drawing is for conceptual purposes only. It has been prepared without the benefit of accurate site information and topographic survey. Building configurations, existing site conditions, and/or property lines are shown as approximate representations, and should not be construed as a conclusive site arrangement.

SCALE: 1" = 100'

NORTH

Exhibit 11A

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MESA
design group

DORSKY HODGSON + PARTNERS
Architecture Planning Interiors
CLEVELAND
WASHINGTON DC
FORT LAUDERDALE

HAMILTON TOWN CENTER

Pedestrian Connectivity Plan

07.25.2005

GERSHMAN BROWN & ASSOCIATES, INC.
600 E. 96th St. Suite 150
Indianapolis, IN 46240
317-574-7333

SIMON PROPERTY GROUP

EXHIBIT 11

PEDESTRIAN CONNECTIVITY PROVISIONS

The Conceptual Pedestrian Connectivity Plan, attached as Exhibit 11A, conceptually illustrates the manner in which pedestrian connectivity is intended to be implemented in the Hamilton Town Center. Walkways shall allow for maximum pedestrian mobility within the Hamilton Town Center. All sidewalks shall be designed to allow pedestrians to freely access all shops, outlot tenant, free-standing buildings, and Amenity Areas, and shall connect to public sidewalk along 146th, 141st, and 136th Streets. These walks shall be constructed of concrete, decorative concrete banding, pavers, stamped asphalt, decomposed granite and/or crushed limestone. These walks shall have a maximum slope of five percent (5%) in any direction of travel and a maximum of two percent (2%) gross slope. Handicap ramps and decorative crossings will be constructed in compliance with the Americans with Disabilities Act. Crosswalks will be installed at strategic locations to maximize safety where pedestrian and vehicular conflicts exist.

The sidewalk along 146th Street shall be linked to the interior sidewalks within the site. The east site driveway and 146th Street shall be signalized for future pedestrian crossing.

EXHIBIT 11

PEDESTRIAN CONNECTIVITY PROVISIONS

The Conceptual Pedestrian Connectivity Plan, attached as Exhibit 11A, conceptually illustrates the manner in which pedestrian connectivity is intended to be implemented in the Hamilton Town Center. Walkways shall allow for maximum pedestrian mobility within the Hamilton Town Center. All sidewalks shall be designed to allow pedestrians to freely access all shops, outlot tenant, free-standing buildings, and Amenity Areas, and shall connect to public sidewalk along 146th, 141st, and 136th Streets. These walks shall be constructed of concrete, decorative concrete banding, pavers, stamped asphalt, decomposed granite and/or crushed limestone. These walks shall have a maximum slope of five percent (5%) in any direction of travel and a maximum of two percent (2%) gross slope. Handicap ramps and decorative crossings will be constructed in compliance with the Americans with Disabilities Act. Crosswalks will be installed at strategic locations to maximize safety where pedestrian and vehicular conflicts exist.

The sidewalk along 146th Street shall be linked to the interior sidewalks within the site. The east site driveway and 146th Street shall be signalized for future pedestrian crossing.

EXHIBIT 12

PROCEDURAL PROVISIONS

The following procedural provisions shall apply to this HTC Ordinance:

SECTION 1. Submission of Plans. With regard to all developments, there shall be submitted to the Department plans indicating site layout, landscaping, design, lighting, and signage for all sites and buildings (collectively, the "Plans"). The Plans shall be submitted to the Department in sufficient detail to permit an understanding of the style of the development, the design of the buildings, the number, size, and type of structures, landscaping, signage, lighting, and site design and layout. A complete set of colored, 360-degree elevations detailing the front, rear, and side views of each proposed building shall be provided. Key exterior elements such as materials, windows, and architectural breaks must be rendered in sufficient detail and be accompanied by clear descriptions of materials, colors, and textures.

SECTION 2. Approval. The Plans shall be reviewed by the Department and, if the Plans demonstrate compliance with the requirements and standards of this HTC Ordinance, they shall be approved by the Department. Any disapproval by the Department of any plans may be appealed to the Plan Commission, and the disapproval of any Plans by the Plan Commission may be appealed to Council.

SECTION 3. Platting. So long as the proposed plat of any area or any part of any area complies with the area requirements and development standards set forth in this HTC Ordinance, then the creation, by reason of platting, of a new property line within the Property shall not impose or establish new development standards beyond those specified in this HTC Ordinance. Secondary plat approval of all or any part of any area of a primary plat shall be by the Department. The Plan Commission shall sign the secondary plat prior to the completion of public improvements, so long as the subdivider posts a performance bond securable by the City.

SECTION 4. Controlling Developer's Consent. Without the consent of the Controlling Developer, no other Developer, user, owner, or tenant may obtain any permits or approvals, whatsoever, with respect to the Property or any portion thereof and, as such, and by way of example but not by limitation, none of the following may be obtained without the approval and consent of the Controlling Developer:

1. Improvement location permits for any improvements within the Property;

2. Sign permits for any signs within the Property;

3. Building permits for any buildings within the Property;

4. Primary or secondary plat approval for any part of the Property; and

5. Any text amendments or other variations to the terms and conditions of this HTC Ordinance.

SECTION 5. The Plan Commission, upon the petition of a Developer at a public hearing conducted per the rules of the Plan Commission, may approve a development guideline that is not included in, or is different from, those set forth in this HTC Ordinance so long as (i) the petition is consented to and authorized by the Controlling Developer and (ii) the Plan Commission determines that any such addition or modification would not substantially affect the integrity of the development of the property and is appropriate for the site and its surroundings.

EXHIBIT 13

PERMITTED USES

What follows in this Exhibit 13 is a schedule of Permitted Uses. With only the following exceptions, all Permitted Uses specified in Exhibit 13, along with all accessory uses allowed under the UDO, are permitted anywhere in the Hamilton Towne Centre, in all Areas A, B, C, and D:

1. Free standing fast food restaurants are permitted only in Area A.

2. Automobile oil change or lubrication shops are permitted only in Area A.

3. Automobile parts supply stores are permitted only in Area A.

4. Gas stations are permitted only in Area A and in the northwest corner of Area D.

EXHIBIT 13

USES PERMITTED IN ALL AREAS

Automotive Uses

Automatic Car Wash
Indoor Automobile or Motorcycle Showroom
Automobile Oil Change or Lubrication Shop
Automobile Parts Supply
Automobile Repair, Service Station
Parking Garage
Vehicle Rental
Tire, Battery or Accessory Dealer
Gas Station

Educational Uses

Art, Dance, Karate or Martial Arts, Photography or Music School
Barber College/School
Beauty or Cosmetology College/School
College or University
Gymnastics School
Junior College or Technical Institute
Library or Information Center
Trade or Business School

General Service Uses

Accounting, Auditing and Bookkeeping Service
Advertising Agency
Agricultural Credit Institution
Attorney Services
Bank or Branch Bank
Blueprinting, Photocopying or Job Printing
Bond & Mortgage Company, Savings & Loan, Installment Sales, Finance
Call Center

General Service Uses, cont'd
Coin Operated Laundry or Garment Pressing
Collection Agency
Commercial Testing Laboratory
Counselor-at-Law
Detective Agency or Protective Service
Diaper Service
Dressmaking, Tailor or Seamstress
Dry Cleaning or Laundry Pick-Up Station
Electrical Repair Shop
Engineering or Architectural Service
Insurance Agent, Broker or Service
Interior Decorator
Key Duplicating Shop
Locksmith
Mail Order Store
Newspaper Publishing
Office Use, any type
Parcel Packing/Mailing Service
Private Employment Agency
Professional Office
Radio, Television or Consumer Electronics Service
Real Estate Service
Recording Studio
Rental or Leasing of Clothing, Computers, Costumes, Furniture, Office Machines and Similar and Comparable Items
Repair Shop
Reupholster
Security System Service
Shoe Repair
Stenographic Service
Stock Broker or Dealer
Tailoring or Pressing Shop
Temporary Help Supply Service
Temporary Seasonal Retail Sales Use
Typesetting
Upholsterer

General Service Uses, cont'd
Watch, Clock & Jewelry Repair
Wholesale Trade - Indoor
2nd Level Professional Office
2nd Level Office
Upper Level Professional Office
Upper Level Office

Government Uses

Fire, Police or Postal Station
Municipal or Government Building
Publicly Owned Park or Recreational Facility

Medical Service Uses

Blood Bank
Clinic
Hospital and Ancillary Hospital Uses
Immediate Care Facility
Intermediate Care Facility
Life Care Facility
Medical or Dental Laboratory
Medical Equipment Rental or Leasing
Medical Office
Nursing Care (Skilled) Facility
Nursing Home
Veterinarian

Non-Profit Membership Organization Uses

Business Association
Charitable Institution
Civic, Social, Religious, Political or Fraternal Organization

Personal Service Uses

Barber Shop, Beauty Shop
Photographic Studio
Reducing or Health Salon
Tanning Salon

Recreation, Amusement and Tourism Uses

Bed & Breakfast
Billiard/Pool Establishment
Bowling Alley
Dance Hall, Studio or School
Miniature Golf Course
Hotel or Motel
Indoor Recreation Facility
Lodge or Private Club
Motion Picture Theater
Museum or Art Gallery

Residential Uses

Day Care Center
Upper Level Residential Units
Attached Single Family Residences

Retail Trade - Food Stores, Eating and Drinking Places

Bar
Cafeteria
Candy, Nut or Confectionary
Carry Out Restaurant
Caterer
Convenience Market
Delicatessen
Dinner Theater
Drive in or Drive thru facility
Drive in Restaurant
Fruits & Vegetables
Grocery, Bakery, Meat & Fish, Dairy
Night Club
Restaurant
Sidewalk Café
Tavern

Retail Trade - General Merchandise Uses

Antique Store
Apparel Shop, Shoes, Custom Tailoring
Bicycle Shop
Book or Stationery Store
Camera or Photographic Supply
China, Glassware, Metalware
Community Regional Retail-Type Uses
Department Store
Drapery, Curtain & Upholstery
Drug Store
Electrical Supply Store
Farm & Garden Supply
Floor Coverings
Florist, Furrier
Gift, Novelty or Souvenir Shop
Hardware or Variety Store
Hobby, Toy or Game Shops
Home Improvement Center
Household Appliances, Furniture
Jewelry Store
Liquor Store
Adequately Screened Lumber & Building Materials Dealer
Music or Video Store
Neighborhood Retail-Type Uses
News Dealer
Nursery, Plant Materials, but no outdoor storage of mulch, gravel, stone or other bulk building or fill materials
Outdoor Temporary Sales
Paint, Glass or Wallpaper Store
Pet Shop
Photofinishing
Plumbing, Heating & Air Conditioning
Shopping Center
Sporting Goods
Studio Business
Tobacco Store

Utilities, Transportation and Communication Uses

Heliport
Mass Transit Station
Off-Premise Sign
Radio or Television Station or Studio
Telephone Exchange or Public Utility Station
Wireless Communication Facility

Research, Laboratory and Tech Uses

Biotechnology R&D
Engineering R&D
Life Sciences R&D
Physical Sciences R&D
Research Laboratory
Incubators Science and Technology R&D Software R&D

EXHIBIT 6

HAMILTON TOWN CENTER STREET STANDARDS AND DESIGN CRITERIA

SECTION 1. Locations. The approximate locations of 146th Street, 141st Street, and 136th Street are shown on the Area Location Map, Exhibit 3. 141st Street and 136th Street will be connected in a manner determined by the Controlling Developer in its discretion, but in a manner substantially similar to the underlying Thoroughfare Plan for the area. Other Streets will be constructed in locations and number determined by the Controlling Developer, and shall comply with the applicable standards set forth in Exhibit 6.

SECTION 2. 146th Street – Public Street

1. Traffic Control - As determined by the authority having jurisdiction of the Public Street

2. Function - As determined by the authority having jurisdiction of the Public Street

3. Right-of-way - As determined by the authority having jurisdiction of the Public Street. See Exhibit 5A for typical street cross-section.

4. Number of Moving Lanes - As determined by the authority having jurisdiction of the Public Street

5. Type of Curb and Gutter - As determined by the authority having jurisdiction of the Public Street

6. Street Width - As determined by the authority having jurisdiction of the Public Street

7. Sidewalk Width - 10' detached multi-use concrete sidewalk

8. Landscaping - See Exhibit 7, Section 2

SECTION 3. Internal Primary Arterial (Public)

1. Traffic Control
   a. Regulation of traffic accomplished through the use of traffic signs, signals and channelization.
   b. Parking is prohibited.
   c. Traffic signals will normally be required for full movement intersections.

2. Function - Internal primary arterial streets permit relatively unimpeded traffic movement and are intended for use on these routes where four moving lanes and one designated left-turn lane are required. The designated internal arterial street in the Hamilton Town Center is located at the primary entrance to the development and transitions to an internal collector street south of the internal primary arterial and 141st Street intersection.

3. Right-of-way – May vary in width, within the discretion of the Controlling Developer, from between 92' to 104' - Any change in right-of-way width due to a change in street classification shall be made at intersections only. An appropriate radius of the right-of-way will be provided at all intersections to insure the sight triangle falls within the right-of-way. See Exhibit 5A for typical street cross-section.

4. Number of Moving Lanes – Up to six at the intersection of the Internal Primary Arterial and 146th Street (two inbound lanes, potentially up to two outbound designated left turn lanes, one thru lane, and one designated right turn lane).

5. Type of Curb and Gutter - Vertical and mountable types are permissible.

6. Street Widths - 61' to 97' (flowline to flowline). Any change in street width due to a change in street classification shall be made at intersections only.

7. Sidewalk Width - 10' detached on one side

8. Landscaping - See Exhibit 7, Section 2

SECTION 4. 136th Street – Public Street

1. Traffic Control - Stop signs, yield signs, or right-of-way rules for uncontrolled intersections.

2. Function - Collector streets collect and distribute traffic between arterial and internal collector, internal access and public streets. 136th Street will distribute a majority of the traffic generated by the proposed development to and from the south and west of the subject property.

3. Right-of-way – May vary in width, within the discretion of the Controlling Developer, from between 64' to 74' - Any change in right-of-way width due to a change in street classification shall be made at intersections only. An appropriate radius of the right-of-way will be provided at all intersections to insure the sight triangle falls within the right-of-way. See Exhibit 5A for typical street cross-section.

4. Number of Moving Lanes - Three
Two travel lanes plus one two-way left turn lane.

5. Type of Curb and Gutter - Vertical and mountable types are permissible.

6. Street Widths - 36' paved width plus two (2) 1.5' gutter pans (39' flowline to flowline). Any change in street width due to a change in street classification shall be made at intersections only.

7. Sidewalk Width - A maximum of 10' along the north side of 136th Street where applicable.

8. Landscaping - See Exhibit 7, Section 2

SECTION 5. Internal Collector - Public Street

1. Traffic Control - Stop signs, yield signs, or right-of-way rules for uncontrolled intersections.

2. Function - Internal collector streets collect and distribute traffic between arterial and internal access drives and public streets. The designated internal collector street in the Hamilton Town Center serves as the main connection from 136th Street to the primary entrance of the development.

3. Right-of-way – May vary in width, within the discretion of the Controlling Developer, from between 45' to 50' - Any change in right-of-way width due to a change in street classification shall be made at intersections only. An appropriate radius of the right-of-way will be provided at all intersections to insure the sight triangle falls within the right-of-way. See Exhibit 5A for typical street cross-section.

4. Number of Moving Lanes - Three
Two travel lanes plus one two-way left turn lane.

5. Type of Curb and Gutter - Vertical and mountable types are permissible.

6. Street Widths - Two (2) 12' travel lanes, one (1) 12' two-way left turn lane, plus two (2) 1.5' gutter pans (39' flowline to flowline). Any change in street width due to a change in street classification shall be made at intersections only.

7. Sidewalk Width - Attached or detached 5' to 10' (varies) along the west side of the Internal Collector.

8. Landscaping - See Exhibit 7, Section 2

SECTION 6. 141st Street - Public Street

1. Traffic Control - Stop signs, yield signs, or right-of-way rules for uncontrolled intersections.

2. Function - 141st Street serves as the primary east/west corridor and links the property to the west to the core retail portion of the Hamilton Town Center. Traffic calming devices, such as raised pavement, textured pavement, and signs may be incorporated.

3. Right-of-way – May vary in width, within the discretion of the Controlling Developer, from between 33' to 53' - Any change in right-of-way width due to a change in street classification shall be made at intersections only. An appropriate radius of the right-of-way will be provided at all intersections to insure the sight triangle falls within the right-of-way. See Exhibit 5B for typical street cross-section.

4. Number of Moving Lanes - Two

5. Type of Curb and Gutter - Vertical, mountable and concaved gutter inlets are permissible.

6. Street Widths - With diagonal parking on both sides: Two (2) lanes, each of which shall be a minimum of 12' in width, potential median up to 20' wide, plus two (2) 3' concaved gutter pans (33' to 53' back of gutter pan to back of gutter pan).

   Without diagonal parking on either side: Two (2) 14'-6" travel lanes, potential median up to 20' wide, plus two (2) 1.5' gutter pans (32' to 52' flowline to flowline, 33' to 53' back of curb to back of curb). Any change in street width due to a change in street classification shall be made at intersections only.

7. Sidewalk Width - N/A

8. Landscaping - See Exhibit 7, Section 2

SECTION 7. Internal Access Drive Type I - Private Street

1. Traffic Control - Stop signs, yield signs, or right-of-way rules for uncontrolled intersections.

2. Function - Internal access drives distribute traffic from all other roadway classifications within the Hamilton Town Center. The north/south Internal Access Drive Type I within the development serves as one of the main vehicular and pedestrian corridors from the southern boundary of 136th Street to 146th Street to the north. Utility line easements shall be available outside the right-of-way.

3. Number of Moving Lanes - Two

4. Type of Curb and Gutter - Vertical, mountable and concaved gutter inlets are permissible.

5. Street Widths - With diagonal parking on both sides: Two (2) 13'-6" travel lanes, potential median up to 20' wide, plus two (2) 3' concaved gutter pans (33' to 53' back of gutter pan to back of gutter pan).

   Without diagonal parking on either side: Two (2) 14'-6" travel lanes, potential median up to 20' wide, plus two (2) 1.5' gutter pans (32' to 52' flowline to flowline, 33' to 53' back of curb to back of curb).

   See Exhibit 5B for typical street cross-section.

6. Sidewalk Width - N/A

7. Landscaping - See Exhibit 7, Section 2

SECTION 8. Internal Access Drive Type II - Private Street

1. Traffic Control - Stop signs, yield signs, or right-of-way rules for uncontrolled intersections.

2. Function - Internal access drives provide direct access from parking lots to other internal access drives, public, and collector streets and should be designed to discourage through traffic from moving through the development. Curb-cuts (a minimum of 36' apart) are permitted for parking aisle drives along Internal Access Drives Type II.

3. Number of Moving Lanes - Two

4. Type of Curb and Gutter - Vertical and mountable types are permissible.

5. Street Widths - Two (2) 10.5' to 13.5' travel lanes, plus two (2) 1.5' gutter pans (24' to 30' flowline to flowline, 25' to 31' back of curb to back of curb)

   See Exhibit 5B for typical street cross-section.

6. Sidewalk Width - N/A

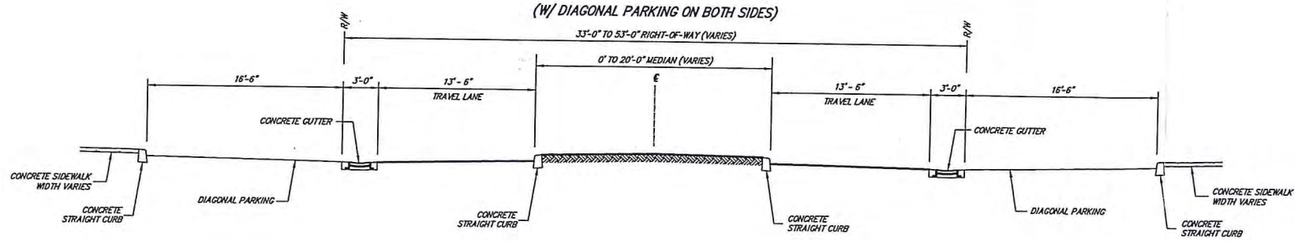
7. Landscaping - See Exhibit 7, Section 2

HAMILTON TOWN CENTER

TYPICAL STREET CROSS-SECTIONS

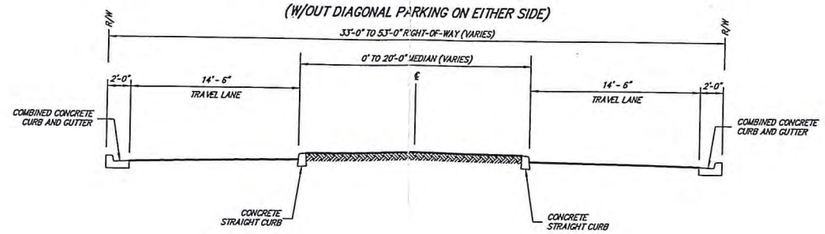
141ST STREET (PUBLIC)

(W/ DIAGONAL PARKING ON BOTH SIDES)



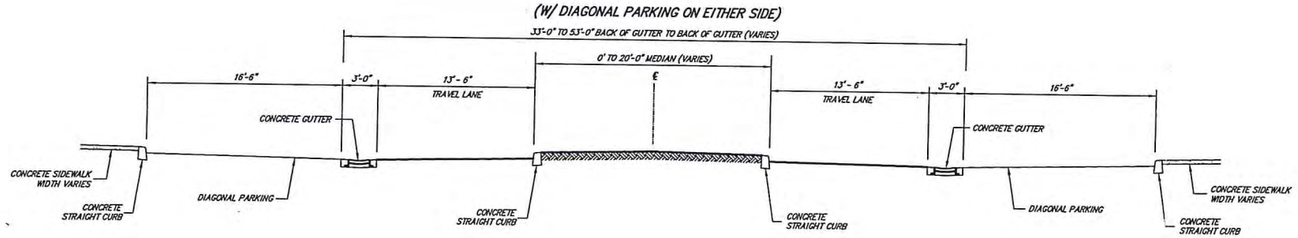
141ST STREET (PUBLIC)

(W/OUT DIAGONAL PARKING ON EITHER SIDE)



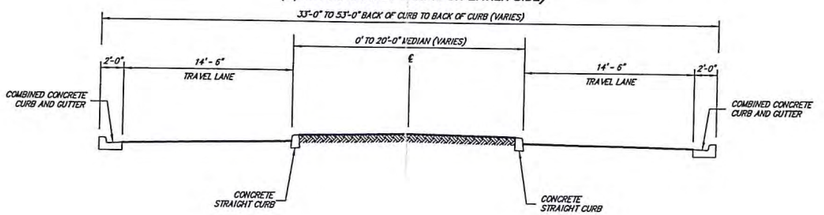
INTERNAL ACCESS DRIVE TYPE I

(W/ DIAGONAL PARKING ON EITHER SIDE)

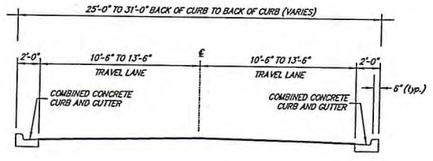


INTERNAL ACCESS DRIVE TYPE I

(W/OUT DIAGONAL PARKING ON EITHER SIDE)

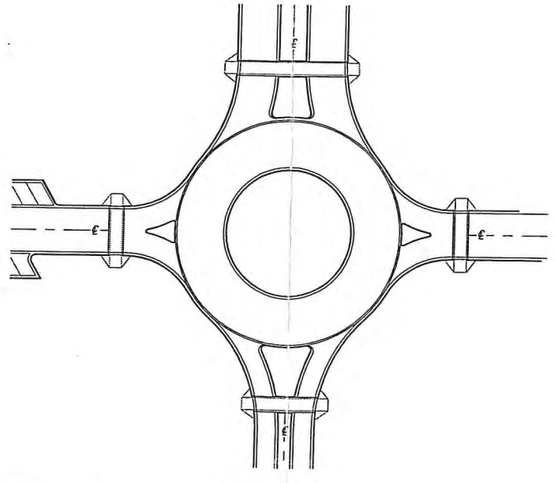


INTERNAL ACCESS DRIVE TYPE II



Note:
Typical street cross-sections are not to scale. Street sections are subject to change at the time of platting.

CONCEPTUAL ROUNDABOUT



0' 50' 100'

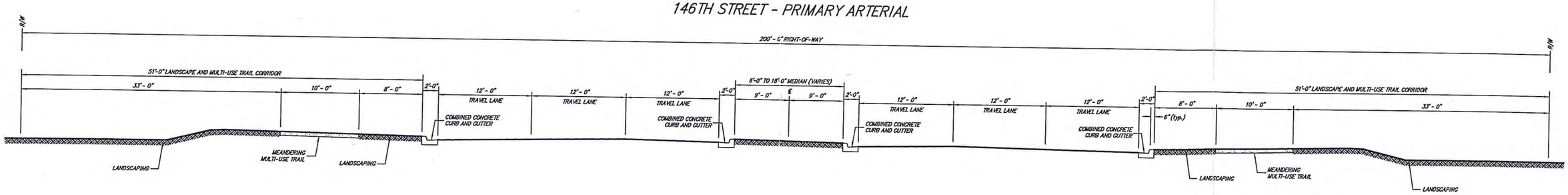
SCALE: 1"=100'

Note:
Final design to be generated during the platting phase.

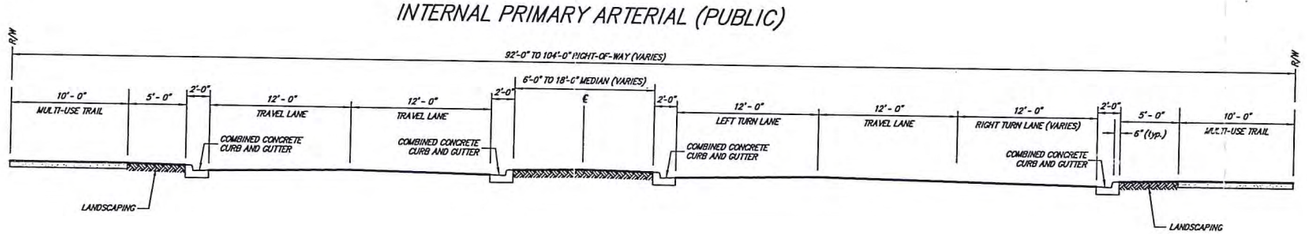
HAMILTON TOWN CENTER

TYPICAL STREET CROSS-SECTIONS

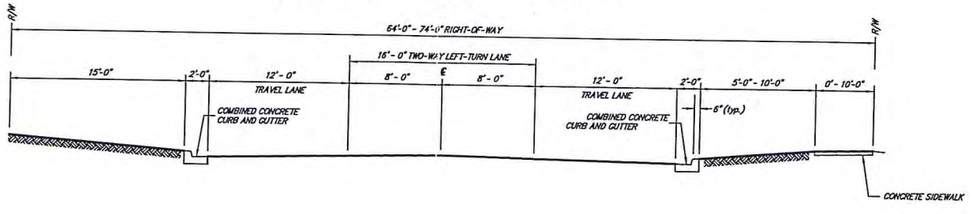
146TH STREET - PRIMARY ARTERIAL



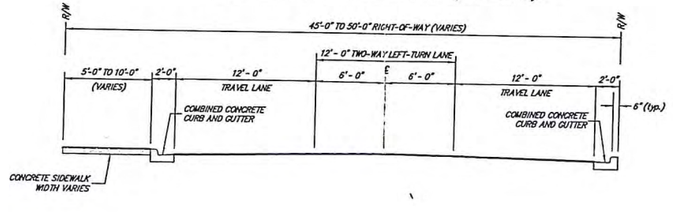
INTERNAL PRIMARY ARTERIAL (PUBLIC)



136TH STREET - 3 LANE COLLECTOR



INTERNAL COLLECTOR (PUBLIC)



Note:
Typical street cross-sections are not to scale. Street sections are subject to change at the time of platting.

EXHIBIT 7

LANDSCAPING AND SCREENING

SECTION 1. Landscape Concept. The intent of these guidelines is to provide design criteria that will direct the aesthetic, environmental and economic considerations and to insure the landscape development is distinctive and clearly comprehensive. The designs shall assist in clearly identifying the transportation corridors for both automobiles and pedestrians through the use of evergreen and deciduous canopy trees. Particular attention shall also be given to clarifying the various parcels throughout the project. The landscape designs must reinforce the planning concepts which address the following objectives:

1. Create a comprehensive unity for the overall project.
2. Reinforce the unity and/or important transitions between parcels.
3. Assist in clarifying lines of sight and reinforcing visual destinations throughout the development.
4. Celebrate the various scales and character of architecture.
5. Maximize the opportunities for enjoying the landscape development from various vantage points, i.e. automobiles, pedestrian, visibility for within buildings onto streetscapes and enjoying open space plazas and courts within the Hamilton Town Center.

In order to achieve these objectives, each of the following variety of landscape components shall be specifically and carefully combined. The landscape development consists of a variety of components including:

1. Plant material.
2. Hardscape conditions including sidewalks, building entry courts, plazas and pathways.
3. Site amenities including furniture, bollards, pots and graphics.
4. Site lighting incorporating street lights, pedestrian lights, bollards and landscape accent lighting.

SECTION 2. Streetscape planting within right of way and setback

1. Along 146th Street.
   A. The intent of the landscape development along 146th is to blend into a seamless streetscape the 200' right of way and adjacent landscape setback of 25'-0" on the south side of 146th Street and 20'-0" on the north side of 146th Street. The tree and shrubs within this area shall be spaced in a natural pattern randomly positioned in both the right-of-way and the landscape set back. Landscape designs shall address pedestrian experience along the meandering sidewalk, create site lines to signage and Out Parcels, protect entrances and visually block parking fields. Pedestrian sidewalks will lead into the Property connecting to Outparcels.

B. The landscape in front of the buildings facing 146th Street shall respond to the sight lines to provide visibility to signage and building façade. The landscape in front of such buildings shall be a continuation compatible with 146th Street frontage.

C. Tree spacing and sizes

(i) Right of way street trees.

- The number of street trees to be planted on each side of the street shall equal (i) the number of lineal feet of 146th Street within the Property divided by (ii) forty (40). Trees shall be spaced in a natural pattern randomly positioned in both right of way and landscape setback. Trees shall be deciduous canopy trees and shall have a minimum caliper of 3 inches.

(ii) Landscape set back plantings.

- Deciduous canopy trees each having a minimum caliper of 2.5 inches shall be placed randomly to compliment the natural street tree planting. The number of street trees to be planted on each side of the street shall equal (i) the number of lineal feet of 146th Street within the Property divided by (ii) forty (40). Particular attention shall be paid to visibility corridors to signage and storefronts. If the required quantity of trees can not fit along 146th Street, the remaining trees required shall be spread within the large open space areas flanking the project entrances off of 146th Street. These trees will supplement the required entry drive street trees and enhance the entry points and open space leading into the Hamilton Town Center.
- The number of ornamental trees to be planted on each side of 146th Street shall equal (i) the number of lineal feet of 146th Street within the Property divided by (ii) forty (40). The ornamental trees shall have a minimum caliper of 1.75 inches. Tree species may vary.
- Evergreen shrubs shall be planted in clusters and along the parking lot edge to create a backdrop for landscape frontage and visually screen the parking lot.
- Low accent shrubs, ornamental grasses and deciduous shrubs shall be planted in drifts in front of evergreen backdrop.

2. Along Internal Primary Arterial

A. The number of street trees to be planted on each side of the street shall equal (i) the number of lineal feet of the Internal Primary Arterial within the Property divided by (ii) forty (40). Such trees will be randomly placed and will be of deciduous species having a minimum caliper of 2 ½ inches.

B. The landscape in front of the buildings shall respond to the sight lines insuring visibility compatible with streetscape along internal primary arterial.

C. Any medians shall be landscaped with ornamental trees having a minimum caliper of 1.75 inches. The number of ornamental trees shall equal (i) the number of lineal feet of the median within the Property divided by (ii) 40. The spacing of ornamental trees may vary. Accent shrubs shall be installed near the intersections.

3. Along Internal Collector

A. The number of street trees to be planted on each side of the street shall equal (i) the number of lineal feet of the street within the Property divided by (ii) forty (40). Trees will be of deciduous species having a minimum caliper of 2 ½" inches. Tree spacing may vary.

B. Storefront. The landscape in front of the buildings shall respond to the sight lines insuring visibility to signage and building façade.

4. Along 136th Street - The number of street trees to be planted on each side of the street shall equal (i) the number of lineal feet of the street within the Property divided by (ii) 60. Trees shall have a minimum caliper of 2 1/2 inches and shall be deciduous. Tree spacing may vary.

5. Along 141st Street - The landscape and street trees for this street must respond to the storefront facades, street lights, pedestrian crosswalks and intersection conditions. The number of trees to be planted on each side of the street shall equal (i) the number of lineal feet of the street within the Property divided by (ii) sixty (60). Trees shall be deciduous canopy trees of a minimum caliper of 2 1/2 inches and their spacing may vary.

6. Along Internal Access Drive Type I and Internal Access Drive Type II - The landscape for this street must respond to the storefront facades, street lights, pedestrian crosswalks and intersection conditions. The number of trees to be planted on each side of the street shall equal (i) the number of lineal feet of the street within the Property divided by (ii) sixty (60). Trees shall be deciduous canopy trees having a minimum caliper of 2 1/2 inches. In areas where the street is adjacent to parking fronting the street, the number of trees to be planted on the side of the street adjacent to such parking shall equal (i) the lineal feet of such adjacent segment divided by (ii) 60. The spacing of all such trees may vary.

SECTION 3. Parking Lot.

1. Along 146th Street, there shall be a parking lot screen which shall be a minimum of 3' in height and shall contain a hedge, wall, or low fence or water elements with materials consistent with the architecture. The hedge shall be of non-deciduous species and shall be spaced so that the shrub canopies are not more than 36" apart so as to form a continuous visual screen a minimum of 36" in

height above grade, under normal growing conditions, within two years of planting. Minimum size shrubs at time of planting is 18".

2. "Minimum Landscape Island" shall mean and refer to a parking lot island which (i) is 5 feet in width from back of curb to back of curb, (ii) 125 square feet in size, (iii) contains at least 1 shade tree, 3 shrubs, and ground cover, mulch and/or perennials elsewhere at a rate necessary to cover the remaining area.

3. 50% of all rows of parking shall be terminated with a landscape island.

4. Landscape islands, at least the size of a Minimum Landscape Island, (i) may occur once every ten (10) continuous parking spaces, or (ii) may be grouped and distributed randomly over the parking areas to equal the area equivalent to one landscape island every ten (10) continuous parking spaces.

5. Concrete curbs or wheelstops shall be provided at all parking spaces adjacent to interior landscape areas.

6. Minimum size of trees and shrubs:
   A. Deciduous shade and street trees must have a minimum caliper of 2-1/2" at time of planting.
   B. Evergreen trees must be a minimum of 6' in height at the time of planting.
   C. Ornamental trees must have a minimum of caliper 1-1/2" at the time of planting.
   D. Shrubs must be a minimum of 18" tall at time of planting.

SECTION 4. Building Foundation Planting.

None required, other than as specified below in Exhibit 10 pertaining to Outparcels.

SECTION 5. Perimeter Site Buffering - Property perimeter buffer requirements are as follows:

1. Adjacent to any public rights-of-way, a perimeter buffer with a minimum width of 10' shall be maintained.
2. Along the west edge of the Property, a perimeter buffer with a minimum width of 10' shall be provided and shall include 1 deciduous tree, a minimum of 2-1/2" in caliper, every 60' on center.

SECTION 6. Site Screening. Openings to truck staging areas and loading docks shall be constructed perpendicular to adjacent public streets. They shall be obscured by a wall or enclosure measuring a minimum 6' in height or two feet above the height of the structure being screened, whichever is greater. The exterior building materials of all such walls or enclosures shall be consistent with the exterior building materials of the primary building. Neither truck staging areas nor loading docks may be located in the front of any building. Gas meters, heating and air conditioning units and electrical meters, along with all other mechanical equipment, shall also be screened from public view, wherever possible. All trash dumpsters shall be screened

with building materials consistent with exterior building materials of the primary building and wood or metal gates.

SECTION 7. Expansion Areas. The unimproved portion of a Lot to be used for expansion and future improvements does not have to be landscaped in compliance with the above requirements, but such area shall be kept in native condition and mowed on a regular basis to maintain a generally neat and orderly appearance. Lots cleared and graded for future use must be reestablished with appropriate native grass to prevent erosion.

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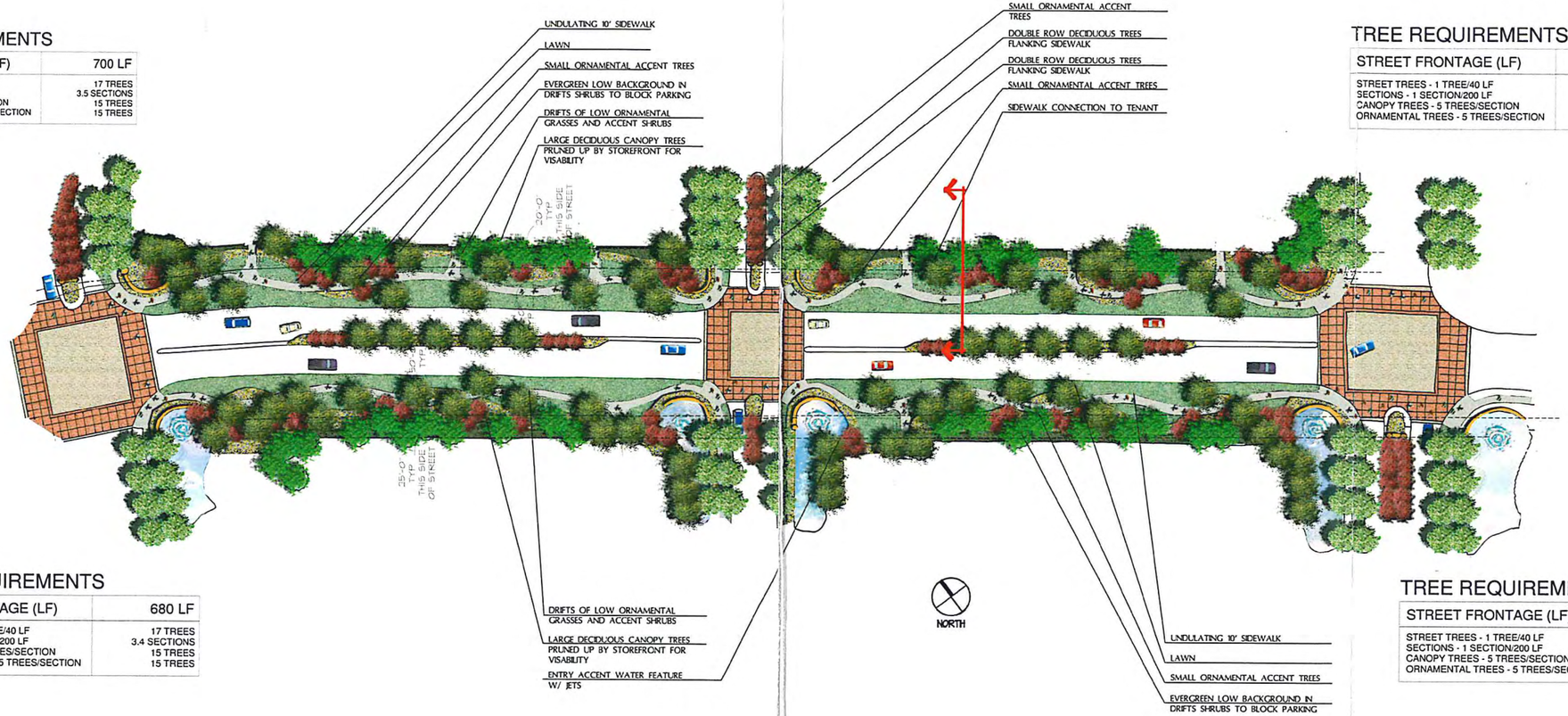
TREE REQUIREMENTS

STREET FRONTAGE (LF)	700 LF
STREET TREES - 1 TREE/40 LF	17 TREES
SECTIONS - 1 SECTION/200 LF	3.5 SECTIONS
CANOPY TREES - 5 TREES/SECTION	15 TREES
ORNAMENTAL TREES - 5 TREES/SECTION	15 TREES



TREE REQUIREMENTS

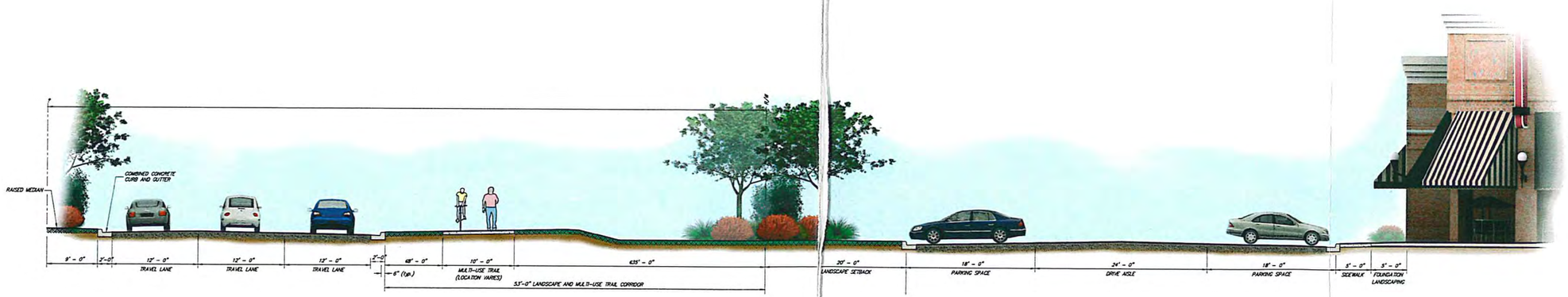
STREET FRONTAGE (LF)	640 LF
STREET TREES - 1 TREE/40 LF	16 TREES
SECTIONS - 1 SECTION/200 LF	3.2 SECTIONS
CANOPY TREES - 5 TREES/SECTION	15 TREES
ORNAMENTAL TREES - 5 TREES/SECTION	15 TREES

TREE REQUIREMENTS

STREET FRONTAGE (LF)	680 LF
STREET TREES - 1 TREE/40 LF	17 TREES
SECTIONS - 1 SECTION/200 LF	3.4 SECTIONS
CANOPY TREES - 5 TREES/SECTION	15 TREES
ORNAMENTAL TREES - 5 TREES/SECTION	15 TREES

TREE REQUIREMENTS

STREET FRONTAGE (LF)	660 LF
STREET TREES - 1 TREE/40 LF	16 TREES
SECTIONS - 1 SECTION/200 LF	3.3 SECTIONS
CANOPY TREES - 5 TREES/SECTION	15 TREES
ORNAMENTAL TREES - 5 TREES/SECTION	15 TREES



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MESA design group

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Architecture Planning Interiors
CLEVELAND WASHINGTON DC FORT LAUDERDALE

HAMILTON TOWN CENTER

NO SCALE

07.25.2005

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Indianapolis, IN 46240
317-574-7333

SIMON PROPERTY GROUP

EXHIBIT 8

ARCHITECTURAL STANDARDS

SECTION 1. Guidelines Objectives.

1. The purpose of these architectural guidelines is to establish design parameters for the buildings that will conform the built environment of the future Hamilton Town Center.

2. The main objective in the design of the center is to create an environment that is safe, friendly, dynamic and is perceived as a center of activity for the community.

3. These guidelines are not intended to prescribe any one particular design solution or specific style format but rather are intended to set an overall framework where diverse creative solutions can coexist in a pleasant and harmonic environment.

SECTION 2. Design Philosophy.

1. The design philosophy for the Hamilton Town Center will be based on the accepted design principles of the typical American cities of the 20th century combined with current retail principles that stress comfort and convenience.

2. The mixing of uses such as residential, hospitality, or office above retail, the typical "main street" format with a combination of pedestrian and vehicular traffic, and the variety of façade treatments along the sidewalks are among some of those traditional principles. The presence of large format retailers with accessible parking combined with elements of hospitality and entertainment are principles closely associated with contemporary retail formats.

3. In order for the Hamilton Town Center to become a center of activity for the community, it is important that the architectural solutions create a unique environment and a sense of place, which translates into a memorable experience for the visitors.

4. Overall, the Hamilton Town Center should have a clearly defined layout that will provide a sense of orientation and order. It should be soft and comfortable and provide users with a sense of familiarity and security. It should also convey a sense of belonging and be respectful of the human scale, be interesting and exciting, provide a wide variety of experiences, and should be inter-generational with appeal for different age groups.

5. The Hamilton Town Center should be eclectic and celebrate variety and individualistic expression.

6. In order to create the desired atmosphere for the center, the following general design guidelines will be observed:

   A. The level of design will be highly articulated at the pedestrian level and will incorporate a variety of quality materials.

   B. The treatment of facades at the 2nd and 3rd levels will be simplified. Their level of complexity should be restrained so that they are perceived mainly as a backdrop for feature areas.

   C. Large building masses will be broken down into separate and identifiable building forms. Façade treatment could change from building to building to convey the impression of growth over time. The design will allow instances where architecture is referential to traditional forms and details, and also instances where it is more biased toward contemporary styles.

   D. Architectural key feature elements, such as ends of visual corridors, special corners, plazas, entries, etc., will be developed.

   E. Environmental and decorative graphics will be instrumental in establishing the character and identity of the design.

   F. The architecture of buildings north of 146th Street shall be compatible with and integrated into the architecture of buildings south of 146th Street, but need not be similar in appearance.

SECTION 3. Design Categories.

1. In order to better identify the specific design intent for each one of the components that potentially will be part of the Hamilton Town Center, these guidelines are divided into design categories associated with the different type of uses.

2. These categories encompass potential uses of the development but are not mandatory to be included in the project.

3. The following is a list of such categories:

   A. Retail
      Anchor Tenants / Department Stores
      Secondary & Service Retail
   B. Offices
   C. Residential
   D. Entertainment / Restaurants
   E. Hospitality
   F. Materials

G. Lighting
H. Amenities

SECTION 4. Retail - Anchor Tenants/Department Stores.

1. Large Format Retail can be defined as large-scale retail anchor stores that derive their profits from high sales volumes. They normally operate as stand-alone facilities, and commonly they are grouped together as part of a shopping center.

2. The design criteria outlined herein is intended to provide a design standard whereby large footprint buildings can be assimilated within the existing context of the Hamilton Town Center without detracting from the existing scale, connectivity, traffic patters, walk-ability and image of the Hamilton Town Center. The following is a list of design considerations to be followed:

   A. Facades shall be articulated to reduce any massive scale or impersonal appearance.
   B. Buildings shall have architectural features and patterns that provide visual interest.
   C. Variation in rooflines are encouraged but not required in order to add interest to and reduce any massive scale.
   D. Entryway design elements and variations shall give orientation and aesthetically pleasing character to the building.
   E. Weather protection elements are encouraged but not required in order to reduce building scale and provide shelter

3. Entrances for Large Format Retailers are to have strong identification by utilizing a change in massing, signage and/or color yet be compatible with the remainder of the Hamilton Town Center.

SECTION 5. Secondary and Service Retail

1. Smaller retail and service-oriented shops shall enhance the Hamilton Town Center's identity and provide useful amenities to inhabitants and visitors alike. The presence of small retail stores shall give a friendly appearance by creating variety and expanding the range of site activities. Windows and window displays of such stores should be used to contribute to the visual interest of exterior facades.

2. The design of secondary and service retail shops shall give careful attention to detail at the storefront level, and include the following:
   A. Appropriately scaled entryway features including windows, doors, portals, arcades, recesses and overhanging projections.
   B. Attention to appropriate signage and lighting.
   C. Users shall plan be encouraged to have large quantities of transparency of storefronts and glazing, between piers, at a height varying from between 8

feet and 14 feet from grade, as determined in the Controlling Developer's discretion. Large expanses of blank walls shall be minimized.

D. Display windows shall be carefully designed and maintained and should include frames and base elements.

E. Façade materials shall be aesthetically pleasing and compatible with materials and colors used throughout the project.

3. Awnings or canopies above storefronts are necessary to protect shoppers from natural elements and will be encouraged throughout the project.

4. All roof equipment must be screened from the pedestrian view. Sight line studies must be completed at all grade changes to insure equipment concealment.

5. The parapet height for a one-story building shall be a minimum of 20' at the Primary Facades and a minimum of 18' at the Secondary Facades.

6. Only durable materials shall be placed from finish grade to eight feet above, which durable materials shall include EIFS products or other products designed for this application.

SECTION 6. Retail Canopy Construction.

1. A minimum of eight feet clear width shall be maintained from storefront line to inside face of canopy column.

2. A minimum of two feet from face of curb to outside face of canopy column shall be maintained.

3. A minimum ceiling height of ten feet shall be maintained.

SECTION 7. Retail - Miscellaneous.

1. Whenever possible, loading docks and refuse areas are to be located on the least visible side of the building and screened as described in Exhibit 7. Outside storage, except for materials contained within garden area fences, is specifically prohibited.

2. Exterior exposed fire escapes, exposed service stairs or ladders, radio or television towers, and antennae or satellite receivers are not permitted unless expressly allowed by the Controlling Developer.

3. Garden center facades should be designed to integrate with design, color and materials with the architectural character of the Hamilton Town Center.

4. As indicated in Exhibit 13, free standing fast food restaurants are permitted in Area A, only. Drive thru windows and menu boards for free standing fast food restaurants are not permitted to be located on the southern building elevation or in

front of the south building elevation. The foregoing notwithstanding, however, drive thru windows other than for free standing fast food restaurants, and curb side service, are permitted anywhere in all Areas A, B, C and/or D, but will not be located (i) on the building elevation fronting a Public Street or (ii) in front of a building elevation fronting a Public Street.

5. 360° architecture shall be required only with respect to buildings fronting on Main Street.

SECTION 8. Offices. The office component of the Hamilton Town Center will enhance the vibrancy and appeal of the Hamilton Town Center by adding human activity at different hours of the day. The architectural style of the offices shall be in keeping with the design philosophy of the rest of the Hamilton Town Center.

SECTION 9. Freestanding Office Buildings.

1. Freestanding buildings shall be oriented to maximize visual and physical connectivity with major circulation patterns.

2. Each building shall have a minimum of one main entry. Main entrances shall meet the following criteria:
   A. Level of design shall be highly articulated.
   B. Use of quality materials is required.
   C. Additional height for visual significance will be appropriate.
   D. Port cochere's or entry canopies are recommended.

3. All facades shall be addressed architecturally to create a building design that conveys one building. Multiple design styles for the building are not permitted.

4. As specified in Exhibit 7, Service and delivery space shall be designed to minimize its visibility.

5. Safe means of accessibility from parking areas shall be provided to meet ADA guidelines.

SECTION 10. Offices Above Retail - In addition to the requirements of the freestanding office, the offices above retail shall include the following:

1. A definable entry lobby accessible to parking and main street activity.
2. Building facades of the upper floor office shall integrate with the retail shops.
3. The use of fenestration and balconies should be maximized to draw attention to the activity of the offices.

SECTION 11. Residential. Residential uses will be allowed since they will add a sense of community and neighborhood to the Hamilton Town Center.

1. Architectural Style and Maximum Number of Units
   A. The architectural style of the residential uses shall be compatible with the balance of the Hamilton Town Center.
   B. The massing and entry features of the building shall be respectful of the human scale and provide an enhanced living experience.
   C. The selections of materials shall be complimentary and in keeping with the rest of the Hamilton Town Center.
   D. The total number of Upper Level Residences and Grade Level Residences, in aggregate, shall not exceed 250 units; provided, however, that there are no limitation on the number of units per acre.
   E. There are no (i) minimum lot sizes or (ii) front yard, rear yard, or side yard set backs; provided, however, that the minimum building separation shall be 6 feet.
   F. Residential uses shall be physically integrated into the surrounding commercial and residential development within the Hamilton Town Center.

2. Upper Level Residences - Upper Level Residences are permitted.

3. Grade Level Residences - Grade Level Residences shall be permitted only if Upper Level Residential Units are constructed.

SECTION 12. Entertainment/Restaurants.

1. Theatres
   A. Prototype identity for established theatres shall be compatible with the rest of the Hamilton Town Center.

      As specified in Exhibit 7, service areas and rear facades shall be properly designed to maintain visual quality.

   B. Theatres shall establish pedestrian connectivity with public areas.

2. Restaurants
   A. Restaurants are an important component of the fabric of the Hamilton Town Center. They provide indoor as well as outdoor activity and generate a sense of place.

   B. Prototype identity for established restaurants shall be compatible with the rest of the Hamilton Town Center. Service areas and rear facades shall be properly designed to maintain visual quality.

   C. Outdoor seating areas and patios are permitted and shall be encouraged.

   D. As specified in Exhibit 7, service areas shall be properly screened.

E. Unusual exhaust and mechanical apparatus shall be carefully incorporated into the architecture of the buildings.

3. Miscellaneous Entertainment Uses
   A. Criteria established for theatres and restaurant shall be used as a guideline for other entertainment uses.

SECTION 13. Hospitality. Hotels and similar accommodations shall be allowed since they will enhance the vibrancy of the center at the same time that they will compliment other uses such as restaurants theatres and retail.

1. The architectural massing and building design shall be compatible with the rest of the Hamilton Town Center. Service areas and rear facades shall be properly designed to maintain visual quality.

2. Facilities, which are either freestanding or integrated with retail areas, shall be permitted.

3. As specified in Exhibit 7, service areas shall be properly screened or incorporated into enclosed docks.

SECTION 14. Materials and Exterior Building Finishes. All buildings shall be designed and constructed to follow a consistent architectural theme with building materials and colors. All exterior sides of the buildings shall be finished in approved materials and colors. The selection of materials for the Hamilton Town Center shall be evaluated based on their permanence, ability to withstand weather conditions and visual appearance. Materials located in close contact with the public shall be more authentic in character, whereas materials placed above 8 feet may be more synthetic in nature.

1. Any number of materials may be used for the design of the center. The following is a list of acceptable materials:

   A. Face brick
   B. C.M.U. (concrete masonry units)
   C. Splitface; scored split, scored smooth or fluted masonry units
   D. Quik Brik (brick look type C.M.U.)
   E. Glass block
   F. Poured concrete
   G. Pre-cast concrete
   H. Cast stone
   I. Colored/decorative concrete
   J. Limestone
   K. Simulated stone
   L. E.I.F.S.
   M. Terracotta
   N. Stained wood

O. Stucco
P. Glass (clear, color, sand blast, etched, etc.)
Q. Storefront (aluminum, wood, steel)
R. Curtain wall
S. Exposed structure
T. Concrete, brick or asphalt pavers
U. Porcelain and/or ceramic tile
V. Textured paint
W. Clay or colored concrete roof tiles
X. Dimensional asphalt shingle roof
Y. Standing seam metal roof
Z. Slate roof
AA. Synthetic slate roof

2. Primary Facades. All primary facades of a building shall be designed with consistent style, detail and trim features. No building façade shall extend for a distance greater than two (2) times its average height without a vertical offset, material change or color and texture change. No building façade shall extend for a distance greater than five (5) times its height without a change in elevation or substantial horizontal band. Articulation may also be achieved by a variety of roof planes and/or slopes. Primary facades shall incorporate building elements such as lighting fixtures and changes in wall surfaces such as awnings, canopies, alcoves, accents, windows, a variety of entry configurations, cornices, pilasters, columns or other building elements that contribute to the human scale of the building.

3. Secondary Facades. Side and rear facades shall be finished in similar colors as the primary facades. Secondary facades immediately adjacent to a primary façade shall wrap around the building by incorporating building materials and detailing of the primary façade, for a minimum of 30 percent of the overall wall length, measured from the primary façade. No building façade shall extend for a distance greater than three (3) times its average height without a vertical offset, material change, color change or texture change. Secondary facades shall incorporate building elements such as pilasters, wainscots, accent banding or other building elements that contribute to the appropriate scale of the building.

4. Service Courts. Service Courts will be comprised of painted or integral colored masonry. A minimum of 2 colors will be utilized. Colors shall be consistent with the base colors of the primary and/or secondary facades. Where portions of the service court wall(s) are exposed, additional enhancements will be incorporated that are consistent with the requirements for secondary facades. All rooftop HVAC equipment will be screened from view.

SECTION 15. Lighting. Lighting for the center will be divided into general illumination and specialty / accent lighting.

1. General illumination shall include the following:

   A. Parking lighting
   B. Street decorative poles
   C. Wall packs

2. Specialty / accent lighting shall include the following:

   A. Decorative wall sconces
   B. Accent building lighting
   C. Landscape lighting

3. Installation shall include the following:

   A. The majority of the public space lighting shall be designed and installed by the Controlling Developer. Any user's specialty lighting shall be reviewed an approved by the Controlling Developer as well. Use of decorative lighting is encouraged.

4. Lighting levels shall include the following:

   A. General parking lot illumination will be designed and installed so that the level of illumination as measured in foot-candles at grade provides a minimum of 2 foot-candles maintained. Where possible on the site to maintain acceptable light uniformity, a maximum to minimum light level design goal is not to exceed a ratio of five to one. Light fixtures will be metal halide and mounted on a maximum forty (40') foot poles on a 3' high concrete base. All fixtures shall have a flat lens with a full cut off to reduce light spill.

   B. Internal lighting on Main Street shall be designed and installed so as to maintain, on average, 2.5 foot-candles for the parking lot, street, and public areas. Areas of activity shall be lit at a higher level based on the use of the space. Poles shall be decorative poles and fixtures compatible with the overall character of the Hamilton Town Center.

SECTION 16. Amenities/Pedestrian Furniture.

1. The selection of architectural amenities shall be complimentary to the architectural character of the center. The amenities shall convey a sense of warmth and comfort and be visually appealing and properly integrated into the fabric of the center. The materials used for the selected amenities shall be durable and functional.

2. Approval for User provided amenities shall be at the sole discretion of the Controlling Developer.

3. Amenities are permitted and shall include, without limitation, the following:
   - A. Benches
   - B. Ash receptacles
   - C. Trash receptacles
   - D. Decorative poles with fabric banners
   - E. Bike racks
   - F. Fountains
   - G. Gazebo
   - H. Tower structures
   - I. Pedestrian walkway/trailway
   - J. Music systems
   - K. Flag poles
   - L. Plaques
   - M. Phone enclosures
   - N. Tables/Umbrellas
   - O. Valet parking booths
   - P. Clocks
   - Q. Advertising panels
   - R. Carts and kiosks
   - S. Customer service booths
   - T. Vending
   - U. ATM enclosures

EXHIBIT 9

SIGN STANDARDS

SECTION 1. General.

1. The design of signage at Hamilton Town Center is an integral and important component of the overall design theme for the project. It is imperative to the success of the overall design that the User's signage is consistent with the overall design in terms of materials and scale. The User shall be required to identify its retail space with signage in accordance with the sign criteria as outlined within what is attached hereto and made a part hereof as Exhibit 9A (Tenant Sign Criteria). The User Sign Criteria may from time to time be varied, amended, and/or supplemented by the Controlling Developer, in the Controlling Developer's sole discretion, without notice, hearing, or approval from the Council, Plan Commission, or Department.

2. "Signs" mean any display, figure, painting, drawing, placard, poster or other devices designed, intended, or used to convey a message, advertise, inform or direct attention to a building, person, institution, organization, activity, place, object or product. It may be a structure or attached directly or indirectly to a structure. The following categories have been established to more clearly identify the types of signs being used in the project and shall be coordinated with the attached "User Sign Criteria":

   A. Type A – Building Signs facing Main Parking Areas
      (i) Signages facing main parking areas are primarily intended to advertise the name and logo of a business or establishment. This type of signage is available only to those Users that have entrances that front on a public way or major parking area. Allowable building sign area will be calculated at 1.5 square foot of signage per 1 lineal foot of building frontage. (See following paragraph concerning second floor Users.)

   B. Type B – Building Signs facing the Internal "Main Street"
      (i) All Users that have frontage on "Main Street" will be afforded signage, which is intended to advertise the name and logo of a business or establishment. Allowable building sign area will be calculate at 1.5 square foot of signage per 1 lineal foot of building frontage. (See following paragraph concerning second floor Users.)

   C. Type C - Signage on Awnings.

D. Type D - Window Signs

A. Window signage is available to all Users with storefront frontage.

E. Type E - Blade Signs under canopy or wall mounted

A. These signs are available to all Users, which have entrances on "Main Street", parking areas or a public way.

F. Type F - Pedestrian Directories

A. Users will be identified on internally illuminated directories with map located throughout Hamilton Town Center, with specific locations designated by the Controlling Developer. Advertising panels are permitted on the opposite side. Maximum height of 9'-0".

G. Type G - Rear Door / Service Area Signs

A. Users will be provided with signage for their respective service entrances including shared or individual loading docks as well as on the rear door of each individual User. Maximum 4" letters are permitted for User's name and address.

H. Type H - Project identification signs on East 146th, 141st and 136th Streets and at I-69.

A. Project identification signs are intended to advertise the name of Hamilton Town Center. Project identification signs, other than those on the Property along I-69, will not contain the name of any User within Hamilton Town Center.

I. Type I – Project identification and User I.D. pylons on 146th Street and I-69.

A. Pylons on I-69 are intended to advertise the names of the major Users as well as the names of Hamilton Town Center. Pylons on 146th Street are intended only to identify the Hamilton Town Center.

J. Type J - Site Vehicular Directional Signage

A. Site directional signage is primarily a way-finding tool to assist the public in efficient circulation about the site and will contain locations and services within Hamilton Town Center such as "Main Street" or 'Valet Parking" or anchor User names.

K. Type K - Kiosk Signage

A. Signage shall be allowed on free-standing kiosks/carts, as well as, at mall offices, restrooms and convenience centers.

L. Type L – Outparcel Monument Signs

A. Outparcel monument signs are intended to advertise the name of the User of the Outparcel.

M. Second Floor Users

A. Additional signage will be provided for Users located solely on the second floor of Hamilton Town Center. This signage will include special directories for the second floor blade signs or placard signs at the lower level, as well as special signage allowances for such Users.

N. Miscellaneous Signs

A. Signage shall include public destination, restroom, mall offices, and convenience center locations.

O. Measurement of Sign Areas:

A. The area of the sign shall be computed to include the smaller entire area within a regular, geometric form, or combination of regular, geometric forms, containing all of the copy and logo of the sign and all of the other elements of the matter displayed. Frames and structures including decorative backgrounds, not being advertising matter, shall not be included in the computation of sign area.

P. Conformance Required

A. Signs shall be designed, erected, altered, reconstructed, moved or maintained in whole or in part, within Hamilton Town Center, in accordance with the type, design, size, location, illumination and other provisions set forth in these regulations.

SECTION 2. Signage Plan.

1. The "Master Signage Plan" is attached hereto and incorporated herein by reference as "Exhibit 9B". Because the Conceptual Site Drawing will be revised and changed as the Site Plan for the Property is finalized, the Master signage Plan is conceptual only and intended only to illustrate the approximate location of signage. The exact location of signage will be adjusted by the Controlling Developer to respond to revisions to the Conceptual Site Drawing. All regulation of signage shall be pursuant to this section.

2. The primary goal of these Sign Standards is to effectively utilize signs as a means of clear visual communication, blending with the natural environment, and improving pedestrian and traffic safety. The signage around the perimeter of the Property will be consolidated and will consist of a standard design that assures that the overall signage for the Hamilton Town Center does not dominate the streetscape. All non-building signs shall be constructed of materials and colors compatible with those utilized on the primary building's facades so as to blend into the environment.

SECTION 3. General Design Standards.

1. All signs shall be designed to be compatible in character and style with the architecture of the building upon which they occur.

   A. Materials – Signs shall be fabricated of high quality materials, exhibiting good durability and complementary to the building on which they become a part.

   B. Movement Restrictions – No sign shall employ any parts or elements, which revolve, rotate, whirl, spin, flash or otherwise make use of motion to attract attention, unless otherwise specifically designed to be a signage element integral to the overall site master signage program. Ribbons, streamers, spinners, strings of lights, air balloons or other similar devices for the purpose of advertising or attracting attention are prohibited.

SECTION 4. Intent and Purpose.

1. Sign regulations, including provisions to control the type, design, size, location and maintenance of signs within Hamilton Town Center are hereby established in order to achieve, among others, the following purposes:

   A. To provide for reasonable and appropriate conditions for advertising the User's trade names, logos and signature colors at Hamilton Town Center.

   B. To control the design of signs so that their appearance will be esthetically harmonious with the architectural landscaping and the overall design and planning of Hamilton Town Center site.

   C. To eliminate any conflict between advertising or identification signs and traffic control signs, unless otherwise approved by the owner/developer, which would be hazardous to safety of the motoring public or pedestrians.

SECTION 5. Sign - Type A – Building Signs Facing Main Parking Areas.

1. Content – Only Users having elevations facing parking areas shall be allowed signage facing such parking areas. To the extent that a single User has more than one such qualifying façade, a User shall be allowed up to three (3) signs, one for each of three (3) separate facades. Logos or other insignias and prototype colors, which are part of User's logo identification, shall be permitted. Users, which develop multiple store concepts with separate entrances, shall be allocated signage for each concept and entrance as if each were a separate User.

2. Materials – Users will be encouraged to create and express their own unique individual identity through signage; however, the Controlling Developer will decide upon an individual basis each User's conformity to the overall esthetics of the architectural structures. These may include lighting, materials, color and quality of fabrication methods. All signs shall utilize PK housings or other UL approved assemblies.

3. Size – The amount of signage allowed for each User is dependent upon the total frontage of each User's premises and is limited to (1.5) square foot of signage for each linear foot of storefront. The User's signs are limited to an overall height based upon the attached "User Sign Criteria".

4. Length of Signage – User signs shall not be longer than 75% of the width of the building frontage on which the sign is placed.

5. Color – Logo colors are unrestricted. Face color is unrestricted, but garish colors are discouraged. Returns of signs are to be painted to match the façade colors upon which the sign is mounted or match the face color of the sign.

6. Mounting – All signs are to be flush-mounted to the exterior building skin and shall not extend above the façade or extend twelve inches (12") beyond the building façade.

7. Illumination – All signs are to be either internally or externally lit by utilizing specialty lamping or other similar specialty exterior illumination.

SECTION 6. Sign - Type B - Building Signs Facing the Internal "Main Street".

1. Content – Limited to User's trade name only. Logos or other insignias, which are part of User's logo identification, shall be permitted.

2. Materials – Signs are to be fabricated of metal or other permanent opaque materials in compliance with the approved master signage program.

3. Size – The amount of signage allowed for each User is dependent upon the total frontage of said User's Premises and is limited as stated in the attached "User Sign Criteria", and not to exceed 1.5 square feet of signage per 1.5 lineal foot per of building frontage.

4. Length – User signs shall not be larger than 75% of the width of the building frontage on which the sign is placed.

5. Color – The color of signage is unrestricted.

6. Illumination – All signs are to be either internally halo letters or externally lit by utilizing specialty lamping or other similar specialty exterior illumination.

7. Location/Number – One User sign shall be available for each of the Users with frontage on an interior street. Users having frontage on more than one street shall be allowed one sign on each such frontage. Users, which develop multiple store concepts with separate entrances, shall be allocated signage for each concept as if each were a separate User.

SECTION 7 - Sign - Type C - Signage on Awnings.

1. Intent – Users are allowed signage on awnings installed along their storefront. This signage is intended to be secondary signage to their primary façade sign and is intended to reinforce the User's identity only.

2. Content – Limited to User's trade name and logo or other insignias.

3. Materials – Awning signage is to be of a material permanently affixed to the awning fabric or structure.

4. Size – Signs contained on an awning shall be limited to eight inches (8") in height.

5. Color – The color of awning signage is unrestricted, dependent upon final approval by the Controlling Developer.

6. Illumination – Awnings and their signs are to be non-illuminated.

SECTION 8. Sign - Type D - Window Signs.

1. Content – Limited to User's trade name and logos or other insignias, which are part of User's logo identification.

2. Materials – All window signage is to be permanently affixed, painted or etched directly on the interior of User's storefront glass. No advertising