

ORDINANCE NO.

**ORDINANCE ZONING CERTAIN PROPERTY UPON
ANNEXATION TO THE I-1 LIGHT INDUSTRIAL ZONING DISTRICT AND APPROVING
A PRELIMINARY PLANNED UNIT DEVELOPMENT INCLUDING A PRELIMINARY PLAT
OF RE-SUBDIVISION AND CERTAIN VARIATIONS, EXCEPTIONS, AND/OR
DEPARTURES FROM THE ZONING ORDINANCE AND SUBDIVISION REGULATIONS
(Joliet Technology Center)**

WHEREAS, PowerHouse Hillwood Holding LLC (successor-in-interest to HW Technology Park Development, LLC, the “Developer”) has submitted an application for zoning upon annexation to the I-1 Light Industrial District, approval of a Preliminary Planned Unit Development including Preliminary PUD Plans and certain variations, exceptions, and/or departures from the Zoning Ordinance and Subdivision Regulations (the “Preliminary PUD”) and approval of a Preliminary Plat of Joliet Technology Center PUD (the “Preliminary Plat”) with respect to the property described in Exhibit A attached hereto (the “Property”); and

WHEREAS, the Property consists of approximately 795 acres and is generally situated at the intersection of S. Rowell Road/Ave and W. Bernhard Road and legally described in Exhibit A, attached hereto; and

WHEREAS, the Developer intends to convey to the Commonwealth Edison Company (or its parent company, subsidiaries or affiliates or any successor or assign which is a public utility, each a “ComEd Company” and collectively “ComEd”) a portion of the Property depicted as Lot 3 on the Preliminary Plat (“Lot 3”) to be used for an electrical substation and other utility activities (“Utility Uses”) supporting the Data Center and Data Center Project (both as herein defined) and other utility customers with such Lot 3 falling adjacent to but outside the Data Center and Data Center Project; and

WHEREAS, the Developer proposes a data center campus consisting of buildings or structures housing networked computers and/or data and transaction processing equipment and related infrastructure support equipment, including without limitation, generators, power and cooling equipment (the “Data Center”). Additionally, the data center campus may include accessory and incidental buildings or structures that support

the operation of the Data Center including but not limited to substations (in addition to the public utility substation to be situated on Lot 3), offices, independent networking buildings and buildings for support staff, antenna and microwave towers to support data center use, security guardhouse(s), fuel holding tanks, water holding tanks, water treatment facilities and temporary construction related-equipment necessary or appropriate to construct the same such as a concrete batch plant (collectively the “Data Center Project”); and

WHEREAS, the buildings and equipment on Lot 3 shall consist of transmission and distribution structures and equipment, underground utilities, lightning masts and principal and accessory equipment enclosures and communication facilities, including antenna support structures (collectively the “Power Project”); and

WHEREAS, the Data Center Project and Power Project may be collectively described herein as the “Project”; and

WHEREAS, the Developer intends to develop that portion of the Property identified on the Preliminary Plat attached as Exhibit B as Lots 1 and 2 (“Lots 1 and 2”) as the Data Center Campus and ComEd intends to develop the Power Project on Lot 3; and

WHEREAS, for so long as ComEd owns Lot 3, it shall only be responsible for the improvements and obligations set forth herein which specifically relate to Lot 3 owned by ComEd and any curb cuts and utility service connections within Rowell Road/Ave serving Lot 3 for which the ComEd shall be responsible, and all other improvements and obligations of Developer relating to the City or any other unit of government pertaining to public infrastructure or this Ordinance or the approvals hereunder shall be the responsibility of the Developer, in addition to Developer’s responsibility for those improvements and obligations which relate to Lots 1 and 2; and

WHEREAS, the City hereby finds and determines the Project is consistent with the Comprehensive Plan and the needs for the particular neighborhood and meets or exceeds all of the criteria for approval for Planned Unit Developments as set forth in the various ordinances and codes of the City, including the City of

Joliet Zoning Ordinance (the “Zoning Ordinance”) and the City of Joliet Subdivision Regulations (the “Subdivision Regulations”); and

WHEREAS, the City of Joliet Plan Commission has conducted a public hearing upon due notice as required by law and City Ordinances with respect to the zoning of the Property, approval of the Preliminary PUD, and approval of the Preliminary Plat for the Property; and

WHEREAS, upon the final adjournment of such public hearing the Plan Commission has recommended that the Mayor and City Council zone the Property upon annexation to the I-1 Light Industrial District and approve the Preliminary PUD and the Preliminary Plat subject to the terms and conditions set forth herein; and

WHEREAS, the City hereby finds that the variations, exceptions, and/or departures from the strict regulations of the Zoning Ordinance and Subdivision Regulations granted herein are reasonable and will provide greater flexibility and originality in the design of the Project and promote good site planning, better design, provisions for open spaces and high standards of light and other technical issues as provided by the Zoning Ordinance and/or Subdivision Ordinance; and

WHEREAS, the City hereby finds and determines that all of the uses set forth in the PUD permitted herein are permitted in the I-1 Light Industrial District in that the uses proposed and do not require a special use and that the Project as hereafter defined can be operated in a clean and quiet manner subject only to the regulations necessary to prohibit congestion and to protect adjacent non-residential activities, the Parties acknowledging that there are no adjacent residential activities of the date hereof.

NOW THEREFORE, BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF JOLIET, WILL AND KENDALL COUNTIES, ILLINOIS IN THE EXERCISE OF THEIR HOME-RULE, STATUTORY, CONSTITUTIONAL AND OTHER AUTHORITY AS FOLLOWS:

SECTION 1: Incorporation of Recitals and Exhibits The Recitals set forth above and all Exhibits attached to this Agreement are incorporated herein as if fully set forth in this Section 1.

SECTION 2: Zoning; Permitted Uses The Property is hereby zoned upon annexation to the I-1 Light Industrial District. Permitted uses and improvements on Lots 1 and 2 shall include the Data Center Project. Permitted uses and improvements on Lot 3 shall include the Power Project.

SECTION 3: Approval of the Project The Preliminary PUD and Preliminary Plat are hereby approved for the Property and the Project, including the Preliminary PUD Plans and the Preliminary Plat listed in Section 5 below, and the variations, exceptions, and/or departures from the Zoning Ordinance and Subdivision Regulations referenced in Section 11 below.

SECTION 4: Lot 3 Responsibilities The Lot 3 Owner, for so long as it is a ComEd Company, shall not be responsible for any PUD, Preliminary Plat, Final Plat or recording plat obligations outside the portion of Lot 3 owned by said ComEd Company in a manner consistent with the Recitals applied to this Ordinance by Section 1 hereof, including the maintenance and replacement of parkway trees adjacent to Lot 3. All improvements and obligations relating to the Property and the Project that are not the responsibility of ComEd shall be the responsibility of the Developer and its successors and assigns other than Com Ed.

SECTION 5: Plan Approvals The following preliminary plans and plats are hereby approved:

1. The Preliminary Plat attached as Exhibit B prepared by Jacob and Hefner, last modified on February 24, 2026;
2. The Preliminary Planned Unit Development – Joliet Technology Center attached as Exhibit C prepared by Langan, last modified on February 25, 2026;
3. The Preliminary PUD Engineering Plan attached as Exhibit D prepared by Langan, last modified on February 25, 2026;

4. The Sample Elevations relating to Lots 1 and 2 prepared by Hillwood, last modified on September 8, 2025 attached as Exhibit E. These elevations are samples only. The actual buildings constructed will not necessarily be the ones depicted on the samples; however, the actual construction shall be in keeping with the samples in terms of being concrete tilt up or similar building construction with accent painting and upgraded entry features.

The exact layout of buildings and structures in the PUD at this time is conceptual in nature and will be finalized in the Final PUD.

SECTION 6: Applicable Ordinances and Regulations. The Property shall be developed and used in conformance with the terms and conditions of this Ordinance, in substantial conformance with the Preliminary PUD Plans and Preliminary Plat, and in conformance with all codes, ordinances, and regulations of the City in effect at the time of application for the relevant permits; provided, however, to the extent of any conflict, ambiguity or inconsistency between the terms, provisions or standards contained in this Ordinance, the Preliminary PUD Plans, the Preliminary Plat, or any Final PUD Plans or Final Plats when approved by the City, on one hand, and the terms, provisions or standards, either presently existing or hereafter adopted or amended, of the Zoning Ordinance, the Subdivision Regulations, or any other City code, ordinance or regulation, on the other hand, then the former shall in all cases govern and control. This Ordinance and other City codes, ordinances, and regulations applicable to the Property and the Project are referred to herein as “Applicable Ordinances and Regulations”.

SECTION 7: Amendments This Ordinance, the Preliminary PUD, the Preliminary Plat, and Final Approvals (as defined below) may be amended as provided by law. Each owner of the Property or a portion thereof may petition for changes to this Ordinance, the Preliminary PUD, the Preliminary Plat, and/or Final Approvals without the consent of any other owners of the Property so long as the requested change affects only the petitioning owner’s portion of the Property. Any petition by an owner for changes to this Ordinance, the Preliminary PUD, the Preliminary Plat, or Final Approvals that affect another owner’s portion of the Property or

infrastructure or facilities that serve or benefit another owner's portion of the Property shall require the written consent of such other owner. This consent requirement applies to the property owners and does not apply to, or create any independent cause of action against, the City.

SECTION 8: Phasing The Developer is permitted to develop the Property in phases at its discretion, subject to the terms and conditions of this Ordinance. Notwithstanding any provision of Section 47-15A.11 of the Zoning Ordinance or Sections 3.2(I) and 3.3(I) of the Subdivision Regulations to the contrary, the Preliminary PUD and Preliminary Plat approvals granted herein shall no longer be effective if within five (5) years from adoption of this Ordinance, the Developer has not secured the City's approval of Final Engineering Plans, Final PUD Plans, and Final Plats (collectively, "Final Approval") for at least the first phase of the Project.

SECTION 9: Adjacent Uses The Project may be developed pursuant to this Ordinance, the Preliminary PUD Plans and Final Approvals notwithstanding any future rezoning by the City of property adjacent to the Property which rezoning allows for residential uses or overnight stays on any such adjacent property.

SECTION 10: Conditions and Operational Controls Noise and Mitigation. Final PUD Plans for each phase shall include noise reduction methods to meet Illinois Pollution Control Board regulations and, as applicable, industrial-scale berms and other natural buffers, setbacks and modern building techniques to reduce noise levels.

- a. Photometric Plans. Final PUD Plans for each phase shall include a photometric plan meeting the requirements of Section 47-14.11 of the Zoning Ordinance pertaining to the quantity of luminance of lighting visible to from neighboring properties.
- b. Sanitary Sewer Discharge. Average daily discharge to the City's sanitary sewer system, calculated on an annual (calendar year) basis, shall not exceed 50,000 gallons per day. Peak daily flow shall not exceed 300,000 gallons per day. These limits do not apply to operation and testing of any fire suppression

system or to any Lot 3 restroom facilities for Utility Uses. Non-domestic waste shall not be discharged to the City's sanitary sewer system except as explicitly authorized in an approved industrial pretreatment permit issued by the City. Developer shall install a master sanitary sewer service meter for the Project, the property or condo owners association (the "Association") shall remain liable to the City for all sanitary sewer service charges for the Project, and the Association may charge individual owners through assessments. Without limiting the City's other rights and remedies, if the Project exceeds the peak daily flow or average daily discharge limits stated above, the Association shall pay three times (3x) the applicable rate for sanitary sewer charges with respect to such excess.

c. Potable Water. Potable water supplied by the City may be utilized for the following uses on the Property:

- i. Fire suppression in accordance with City building codes and any applicable fire protection insurance requirements;
- ii. Domestic use;
- iii. Humidification for climate control purposes;
- iv. Initial flushing and filling of a closed-loop cooling system at a date, time, and flow rate approved by the Director of Public Utilities. A minimum of fifteen (15) calendar days prior to the desired date for filling and/or flushing activities the Director of Public Utilities shall be contacted to establish the date, time and flow rate;
- v. Limited maintenance of the closed-loop cooling system as approved by the City; and
- vi. Irrigation of landscaped areas.

Potable water supplied by the City shall not be utilized for the following uses on the Property:

- i. Evaporative cooling; or
- ii. Other manufacturing processing

Average daily potable water consumption, calculated on an annual basis, shall not exceed 150,000 gallons per day. Peak daily use shall not exceed 300,000 gallons per day. These limits do not apply to operation and testing of the fire suppression system or to any Lot 3 restroom facilities for Utility Uses. Without limiting the City's other rights and remedies, if the Project exceeds the peak daily use or average daily use limits stated above, the Association shall pay three times (3x) the applicable rate for water service charges with respect to such excess. Developer shall install a master water meter or multiple meters if approved by City Staff for the Project, the Association shall remain liable to the City for all water service charges for the Project, and the Association may charge individual owners through assessments. The Association is not responsible for Lot 3 Water charges and ComEd shall not be responsible for Association water charges.

d. Generator Use.

Generators at the Data Center Project shall only be exercised in conformance with all applicable federal and state permits which impose civil and criminal penalties for noncompliance, including all IEPA standards for air emissions and IPCB standards for noise. Except in the case of necessary maintenance requirements generator exercise shall occur during daytime business hours (9:00 a.m. – 5:00 p.m.).

e. Screening.

i. Appropriate screening within the Data Center Project shall be installed along any property line except where prohibited by existing easements, in which case screening will be installed in alternate locations. Screening considered appropriate shall include, as a minimum, one of the following or combinations of two or more:

- i. Solid, decorative wall of masonry, wood, or other suitable construction.
- ii. Dense evergreen planting not less than fifteen (15) feet in depth.

- iii. Earthen berm, landscaped with grass, ground cover, shrubs, trees, or combinations thereof.
- iv. Any other similarly suitable year-round visual and noise barrier.
- ii. The height of screening required by sub-part (i) shall be as follows:
 - i. Between ten (10) and twenty (20) feet
 - ii. No screening shall be located in the driveway and street intersection areas described in Section 47-17.6(4) of the Joliet Municipal Code

SECTION 11: Exceptions, Variations, and Departures The Exceptions to the City Ordinance for the Data Center Project are set forth on Exhibit F attached hereto. The Exceptions to the City Ordinances for the Power Project are set forth on Exhibit G.

SECTION 12: Severability If any section, paragraph, clause or provision of this Ordinance is held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance.

SECTION 13: Effective Date This Ordinance shall automatically become effective immediately upon annexation of the Property to the City pursuant to the terms of the applicable annexation ordinance, provided that if annexation of the Property does not occur on or prior to April 1, 2028, then this Ordinance shall automatically be null and void and of no further force or effect. Upon becoming effective, this Ordinance and all approvals and permits granted pursuant hereto shall run with the land and be binding upon, and inure to the benefit of, the Developer or its Assignee and all successor owners of the Property and any portion thereof. The date of the “decision” of the Corporate Authorities with respect to this Ordinance for purposes of 65 ILCS 5/11-13-25 is the date upon which this Ordinance is approved by the Corporate Authorities.

PASSED this _____ day of March, 2026

Mayor

City Clerk

VOTING YES: _____

VOTING NO: _____

NOT VOTING: _____

LIST OF EXHIBITS

Exhibit A	Legal Description of Property
Exhibit B	Preliminary Plat of Re-Subdivision
Exhibit C	Preliminary Planned Unit Development
Exhibit D	Preliminary Planned Unit Development Engineering Plan
Exhibit E	Sample Building Elevations
Exhibit F	Data Center Project Ordinance Exceptions
Exhibit G	Power Project Ordinance Exceptions

EXHIBIT A

Legal Description

EXHIBIT B

Preliminary Plat of Re-Subdivision

EXHIBIT C

Preliminary Planned Unit Development

EXHIBIT D

Preliminary Planned Unit Development Engineering Plan

EXHIBIT E

Sample Building Elevations

EXHIBIT F

Data Center Project Ordinance Exceptions

1. A deviation from I-1 reflects a reduction in the number of required loading dock parking per building from 6 to 2.
2. A deviation from I-1 parking requirements exists as data center uses are currently undefined.
 - 2.1. Data center use parking requirements currently undefined.
3. A deviation from I-1 reflects an allowance for 40' driveway aprons.
 - 3.1. I-1 Light Industrial maximum driveway width currently undefined (max. 30' for commercial).
4. ±5,180 linear feet of W. Bernhard Rd. is intended to be made private.
5. Multiple buildings are permitted on a single lot as shown on the Preliminary PUD Plan.
6. Allowance of max. 10' high foot black aluminum picket fence with extended curved pickets to provide anti climb security, at perimeter inside of screening and buffers.
7. The prohibition on chain-link style fencing in 47-15E.10 does not apply to interior substation fencing. Further, interior substation fencing is exempt from fence height limits and front yard prohibitions described in 47-17.6. An expanded metal fence of 11 feet in height plus 12" of y-shaped barbed wire may be installed around substations.

EXHIBIT G

Lot 3 Conditions

1. No minimum accessory off-street parking or loading is required for an electrical substation use.
2. Transmission structures and electrical equipment depicted conceptually and are provided for reference only.
3. Conceptual depiction of substation area and enclosure subject to engineering refinement.
4. Taller fence posts supporting new fence and other security functions may be required up to 18'-0" tall. Locations subject to future confirmation.
5. Substation static masts up to 86' tall may be installed for safety.
6. A Tree Preservation Plan is not required for Lot 3 notwithstanding 47-15E.2F. Trees greater than 6" in diameter may be removed notwithstanding anything to the contrary in 47-15A.2A.
7. The prohibition on chain-link style fencing in 47-15E.10 does not apply within Lot 3 due to public utility security requirements. Substation fencing is exempt from fence height limits and front yard prohibitions described in 47-17.6. An expanded metal fence of 11 feet in height plus 12" of y-shaped barbed wire may be installed on the exterior of any electrical substation situated within Lot 3, including that portion of the electrical substation facing east.
8. Substation areas within Lot 3 may be comprised of gravel and are not required to be paved. Driveway aprons on Rowell Road/Ave must be paved but driveways within the boundaries of Lot 3 may be gravel consistent with safety and reliability standards.
9. Section 5.4-B-2 of the Subdivision Regulations requires all driveways to be paved with concrete. A public utility owner of Lot 3 must pave driveway aprons but not the portion of the substation driveways themselves lying outside the public right-of-way due to the potential need to quickly access underground electrical ducts which are often buried beneath the various driveways.
10. Section 5.9-A, which requires all utility facilities within a subdivision to be placed underground.

11. Section 5.9-B, which requires a 10-foot public utility easement along all rear lot lines. That kind of public utility easement is incompatible with a secure substation property.

12. Section 5.6-C, which requires fire hydrants to be placed within 350 feet of any structure. The distance from the proposed principal equipment enclosure to the nearest existing hydrant along Rowell Road/Ave will be determined in final engineering design.