



Property of Cook County Clerk

(Above to be used for Recorder purposes)

DECLARATION OF RESTRICTIVE COVENANT

This Declaration of Restrictive Covenant is made as of the 11th day of November, 2002 by The Burlington Northern and Santa Fe Railway Company ("Declarant") as a condition of the transfer of the below referenced property to the Board of Trustees of the Young Men's Christian Association of Chicago (the "YMCA").

WITNESSETH:

WHEREAS, Declarant is the owner of the property located at 26th Street and Western Avenue in Chicago, Illinois, legally described in Exhibit A attached hereto (the "Property");

WHEREAS, past uses of the Property include a stone storage yard, a coal and wood storage yard, a train station built on fill material, and a scrap metal yard. The Property has been the subject of Phase I and Phase II environmental site assessments, which included analysis of soil and groundwater samples for constituents that might reasonably be expected to be present based on the known past uses of the Property. These assessments have identified volatile organic constituents, semi-volatile organic constituents, and metals in both soil and groundwater above Tier 1 soil and groundwater remediation objectives for residential properties, as established by the Illinois Environmental Protection Agency (IEPA) at 35 IAC 742;

WHEREAS, the YMCA has reviewed the environmental conditions, has retained environmental consultants who have determined that the environmental conditions are capable of remediation pursuant to IEPA's Site Remediation Program, and is intending to enroll the Property in the Site Remediation Program to secure a comprehensive No Further Remediation Letter consistent with the YMCA's intended use of the Property as a youth recreation center;

WHEREAS, the Declarant desires to impose certain restrictions on the future use of the Property as hereinafter set forth;

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Declarant hereby declares that all of the Property should be held, sold and conveyed subject to the following restrictive covenants which shall run with the Property and which shall be binding on all parties having any right, title or interest in the Property or any part thereof, their heirs, successors, successors-in-title, and assigns, and shall inure to the benefit of each owner thereof, IEPA, the United States Environmental Protection Agency ("USEPA") and the respective successors and assigns of such parties:

1. Use Restrictions

(a) The Property shall not be developed in any manner unless institutional controls or engineered barriers consistent with 35 Illinois Administrative Code 742 Subpart J. are employed for the site. Any of the following are acceptable engineered barriers for such affected areas: (1) a cap, covering the site is constructed and maintained under the guidance of a professional engineer in accordance with standards established by the IEPA; (2) clean soil at least three feet in depth is spread over the Property; (3) construction of permanent structures such as buildings, roads or parking lots over the Property; or (4) any other engineered barriers or institutional controls approved by IEPA. Pursuant to 35 Illinois Administrative Code 742, the term "cap" means an impervious barrier designed to prevent infiltration of precipitation or other surface water, or impede the ingestion or inhalation of contaminants.

(b) No groundwater wells shall be constructed on the Property for any purposes other than the collection of groundwater samples to be analyzed as part of an environmental investigation or any other purpose designated by IEPA.

(c) The subsurface underlying the Property shall not be disturbed, including, without limitation, any excavation associated with Property development or otherwise except in accordance with standards established by IEPA. Soils and other subsurface materials shall be appropriately managed in accordance with standards established by IEPA.

(d) The Property shall not be used for residential purposes except in accordance with standards approved by IEPA. Pursuant to 35 Illinois Administrative Code 72, the term "residential purpose" means use as habitation by individuals or where children have the opportunity for exposure to contaminants through soil ingestion or inhalation such as educational facilities, health care facilities, child care facilities or outdoor recreational areas.

2. Enforcement. This Declaration of Restrictive Covenant may be enforced by any party owing any portion of the Property, IEPA, USEPA, or their respective legal representative, heirs, successors and assigns.

3. Term. This Declaration of Restrictive Covenant shall run with and bind the Property. Nothing herein is intended to prohibit the YMCA from recording the comprehensive No Further Remediation letter or additional conditions contained therein.

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4. Severability. Invalidation of any one of these covenants or restrictions by judgment or court order shall in no way affect any other provisions, which shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Declaration as of the day and date first written above.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation

By: James J. O'Neil
Name: JAMES J. O'NEIL
Its: Asst. Vice President Prop. Mgt.

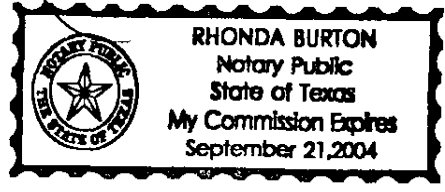
STATE OF TEXAS)
)
COUNTY OF TARRANT)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared James J. O'Neil, Asst. Vice President Prop. with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the same as his free act and deed, in behalf of said corporation & Facilities management of The Burlington Northern and Santa Fe Railway Company.

Witness my hand and seal, at office in FORT WORTH, TEXAS, this the 11th day of November, 2002.

Rhonda Burton
NOTARY PUBLIC

My Commission Expires: 9/21/2004



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EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

(See Attached)

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Common Address of Property:

26th Street and Western Avenue
Chicago, Illinois 60608

PINs:

16-25-400-018-6001
16-25-400-018-6002

Prepared by and after recording return to:

Andrew P. Massmann
Sidley Austin Brown & Wood
Bank One Plaza
10 South Dearborn Street
Chicago, IL 60603



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EXHIBIT A

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THE PROPERTY

THAT PART OF THE SOUTHEAST QUARTER OF SECTION 25, TOWNSHIP 39 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 25, AND RUNNING; THENCE WEST ALONG THE NORTH LINE OF SAID SOUTHEAST QUARTER OF SECTION 25, A DISTANCE OF 50.00 FEET, TO THE POINT OF INTERSECTION WITH THE NORTHERLY EXTENSION OF THE WESTERLY LINE OF SOUTH WESTERN AVENUE, SAID WESTERLY LINE OF SOUTH WESTERN AVENUE BEING ON A LINE THROUGH SAID POINT 50.00 FEET WEST OF SAID NORTHEAST CORNER OF THE SOUTHEAST QUARTER OF SECTION 25 AND RUNNING THROUGH A POINT 33.00 FEET WEST OF SAID EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 25 AND 570.00 FEET SOUTH OF SAID NORTH LINE OF THE SOUTHEAST QUARTER OF SECTION 25;

THENCE SOUTHERLY ALONG SAID NORTHERLY EXTENSION AND SAID WESTERLY LINE OF SOUTH WESTERN AVENUE, A DISTANCE OF 112.59 FEET TO THE POINT OF BEGINNING OF THE HEREINAFTER DESCRIBED PARCEL OF LAND;

THENCE CONTINUING SOUTHERLY ALONG SAID WESTERLY LINE OF SOUTH WESTERN AVENUE, A DISTANCE OF 458.00 FEET TO A POINT, SAID POINT BEING 33.00 FEET WEST OF THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 25 AND 570.00 FEET SOUTH OF SAID NORTH LINE OF THE SOUTHEAST QUARTER OF SECTION 25;

THENCE CONTINUING SOUTH ALONG THE WEST LINE OF SAID SOUTH WESTERN AVENUE, SAID WEST LINE BEING 33.00 FEET WEST OF SAID EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 25, A DISTANCE OF 111.74 FEET, TO THE POINT OF INTERSECTION WITH THE CENTERLINE OF THE WEST FORK OF THE SOUTH BRANCH OF THE CHICAGO RIVER (NOW FILLED), SAID POINT OF INTERSECTION BEING ALSO ON THE NORTH LINE OF THE EASTWARD EXTENSION OF THE LAWNDALE INDUSTRIAL PARK SUBDIVISION, RECORDED AS DOCUMENT NUMBER 22096792 IN COOK COUNTY, ILLINOIS;

THENCE WEST ALONG SAID CENTERLINE OF THE WEST FORK OF THE SOUTH BRANCH OF THE CHICAGO RIVER (NOW FILLED) AND SAID NORTH LINE OF THE LAWNDALE INDUSTRIAL PARK SUBDIVISION, A DISTANCE OF 401.00 FEET, TO THE POINT OF INTERSECTION WITH A LINE 434.00 FEET WEST OF AND PARALLEL WITH SAID EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 25;

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THENCE NORTH ALONG SAID LINE 434.00 FEET WEST OF AND PARALLEL WITH SAID EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 25, A DISTANCE OF 646.32 FEET, TO THE POINT OF INTERSECTION WITH A LINE APPROXIMATELY 15.00 FEET SOUTH OF AND PARALLEL WITH THE CENTER LINE OF THE 26TH STREET LINE TRACK NUMBER 17, SAID POINT BEING 36.86 FEET SOUTH OF SAID NORTH LINE OF THE SOUTHEAST QUARTER OF SECTION 25;

THENCE EAST ALONG SAID LINE APPROXIMATELY 15.00 FEET SOUTH OF AND PARALLEL WITH THE CENTERLINE OF THE 26TH STREET LINE TRACK NUMBER 17, A DISTANCE OF 15.72 FEET TO A POINT OF CURVE, SAID POINT OF CURVE BEING 36.89 FEET SOUTH OF SAID NORTH LINE OF THE SOUTHEAST QUARTER OF SECTION 25 AND 418.28 FEET WEST OF SAID EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 25;

THENCE SOUTHEASTWARDLY ALONG SAID CURVE, CONVEX NORTHEASTWARDLY, HAVING A RADIUS OF 500.00 FEET, A DISTANCE OF 142.93 FEET, TO A POINT OF INTERSECTION WITH A STRAIGHT LINE, SAID POINT OF INTERSECTION BEING 57.20 FEET SOUTH OF SAID NORTH LINE OF THE SOUTHEAST QUARTER OF SECTION 25 AND 276.89 FEET WEST OF SAID EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 25;

THENCE SOUTHEASTWARDLY ALONG SAID STRAIGHT LINE, A DISTANCE OF 122.52 FEET, TO A POINT OF INTERSECTION WITH A NON-TANGENT CURVE, SAID POINT OF INTERSECTION BEING 92.35 FEET SOUTH OF THE NORTH LINE OF THE SOUTHEAST QUARTER OF SECTION 25 AND 159.49 FEET WEST OF SAID EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 25;

THENCE SOUTHEASTWARDLY ALONG SAID CURVE, CONVEX SOUTHWESTWARDLY, HAVING A RADIUS OF 561.12 FEET, A DISTANCE OF 114.81 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

APPROVED LEGAL	KKH
APPROVED FORM	RLEE
APPROVED	REW