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Cook County Recorder of Deeds
Date: 12/28/2005 04:30 PM Pg: 1 of 15

THIS DOCUMENT PREPARED BY
AND AFTER RECORDING
RETURN TO:

Helmut E. Gerlach
Schiff Hardin LLP
6600 Sears Tower
Chicago, Illinois 60606

(This space reserved for Recorder's Office)

MEMORANDUM OF STATE OF ILLINOIS DEPARTMENT OF TRANSPORTATION PERMITS AND CONSENT

THIS MEMORANDUM OF STATE OF ILLINOIS DEPARTMENT OF TRANSPORTATION PERMITS AND CONSENT (this "Memorandum") dated as of December 28, 2005, by the CITY OF CHICAGO, a municipal corporation and home rule unit of government under Article VII, Section 1 and Section 6(a), respectively, of the 1970 Constitution of the State of Illinois, having its principal office at 33 North LaSalle Street, Suite 600, Chicago, Illinois 60602 (the "City").

RECITALS:

WHEREAS, the Illinois Department of Transportation, Division of Highways ("IDOT") granted the City a Permit of Use for Air Space (the "Permit") with respect to City Parcel Nos. PU-100D, PU-101D, PU-102D and PU-103D (collectively, "Parcels"), which Permit is attached hereto as Exhibit A. The Permit grants the City the right to construct, operate and maintain on the Parcels a rapid transit facility and appurtenances thereto which was then known as Southwest Transit Line (the "Line");

WHEREAS, the City intends to sell the Line, now known as "The Orange Line," to the Orange Line Statutory Trust 2005-1 (the "Trust"), which Trust will then lease The Orange Line back to the City;

WHEREAS, the Permit requires of the City to obtain IDOT's consent to assign the City's interest in the Permit; and

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WHEREAS, IDOT, the City and the Trust have entered into that certain Consent to Assignment of Permits for Use or Air Space (the "Consent") giving the City consent to assign the City's interest in the Permit, a copy of which Consent is attached hereto as Exhibit B.

WHEREAS, the City desires to record evidence of the Permit and the Consent in the land records for Cook County, Illinois.

WHEREAS, the parcel identification numbers are as follows:

(a) for PU-100D: 17-29-308-009-8001; 17-29-308-009-8002; (b) for PU-101D:
 17-29-309-013-0000; 17-29-309-020-0000; 17-29-309-037-0000; (c) for PU-102D:
 17-29-314-021-0000; 17-29-314-052-0000; 17-29-315-019-0000; 17-29-315-020-0000;
 17-29-315-033-0000; 17-29-315-034-0000; 17-29-317-015-0000; 17-29-317-048-0000;
 17-29-402-030-0000; 17-29-402-031-0000; 17-29-402-033-0000; 17-29-402-034-0000;
 17-29-402-035-0000; 17-29-403-014-0000; 17-29-403-015-0000; 17-29-403-041-0000;
 17-29-403-052-0000; 17-29-404-016-0000; 17-29-500-020-0000; 17-29-500-030-0000;
 17-29-500-031-0000; (d) PU-103D: 17-29-405-015-8001; 17-29-405-015-8002

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers thereunto duly authorized as of the day and year first above written.

CITY OF CHICAGO

By: Stephen C. Hughes
Name: Stephen C. Hughes
Title: Acting City Comptroller

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All-Purpose Acknowledgement

State of ILLINOIS)

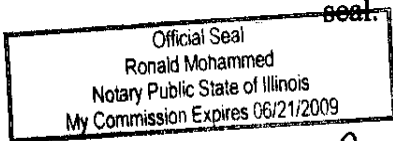
County of COOK)

On 12-28-05 before me, Ronald Mohammed personally appeared STEPHAN HUGHES

personally known to me
OR-

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they execute it in the same in his/her/their authorized capacity(ies), and that by his/her their signature(s) on the instrument the person(s), or the entity upon behalf of which the persons acted, executed the instrument.

Witness my hand and official seal.



Ronald Mohammed
SIGNATURE OF NOTARY

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE ACTING OFFICER(S) CITY COMPTROLLER TITLES(S)
- PARTNER(S)
- LIMITED
- GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/ CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)
CITY of CHICAGO

ATTENTION NOTARY: Although the information requested below is OPTIONAL, it could prevent fraudulent attachment of this certificate to an unauthorized document.

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

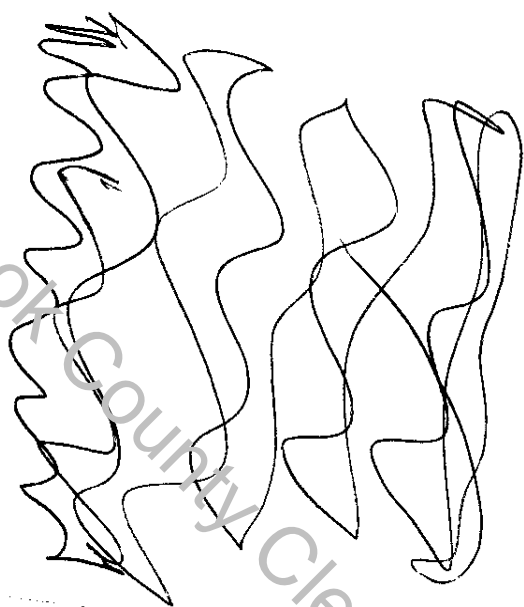
Title or Type of Document _____
Number of Pages _____ Date of Document _____
Signer(s) Other than Named Above _____

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Exhibit A

The Permit with Legal Description for the Parcels

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LEGAL DESCRIPTION
PU 103D

Property of County Clerk's Office

THAT PART OF LOT 3 IN BRAINARD AND EVAN'S SUBDIVISION OF BLOCK 2 IN CANAL TRUSTEES' SUBDIVISION OF BLOCKS IN THE SOUTH FRACTIONAL 1/2 OF SECTION 29, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BEING A PART OF THE ADLAI E. STEVENSON EXPRESSWAY BOUNDED AND DESCRIBED AS FOLLOWS:
BEGINNING AT THE INTERSECTION OF THE SOUTHWESTERLY LINE OF SAID LOT 3 AND THE NORTHERLY RIGHT OF WAY LINE OF SAID EXPRESSWAY; THENCE NORTHEASTERLY ALONG SAID RIGHT OF WAY LINE, BEING AN IRREGULAR LINE, A DISTANCE OF 150 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE WESTERLY LINE OF THE FILLED IN EVANS SLIP; THENCE SOUTHEASTERLY ALONG SAID WESTERLY LINE OF SAID SLIP, BEING THE ALSO THE RIGHT OF WAY LINE OF SAID EXPRESSWAY, A DISTANCE OF 30 FEET, MORE OR LESS, TO ITS DEFLECTION TO THE NORTHEAST; THENCE NORTHEASTERLY ALONG SAID RIGHT OF WAY LINE A DISTANCE OF 70 FEET, MORE OR LESS, TO THE EASTERLY LINE OF SAID SLIP; THENCE SOUTHWESTERLY ALONG A STRAIGHT LINE A DISTANCE OF 227 FEET, MORE OR LESS, TO THE POINT OF INTERSECTION OF THE NORTHERLY FACE OF THE OVERHEAD STRUCTURE OF SAID EXPRESSWAY AND THE SOUTHWESTERLY LINE OF SAID LOT 3, THENCE NORTHWESTERLY ALONG SAID SOUTHWESTERLY LINE, A DISTANCE OF 35 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

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RIGHT OF WAY LINE OF SAID EXPRESSWAY A DISTANCE OF 285 FEET, MORE OR LESS; THENCE NORTHERLY PERPENDICULAR TO SAID LINE A DISTANCE OF 16 FEET, MORE OR LESS, TO THE NORTHERLY RIGHT OF WAY LINE OF SAID EXPRESSWAY AND,
(CENTER PORTION)

THAT PART OF LOT 3 IN BLOCK 22 IN CANAL TRUSTEES' SUBDIVISION IN THE SOUTH FRACTIONAL 1/2 OF SECTION 29, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN AND ALL OF LOTS 41 AND 44 AND PARTS OF LOTS 39, 42, 43, AND 46 IN MAHER'S SUBDIVISION OF LOTS 1 AND 4 IN BLOCK 22 IN AFORESAID CANAL TRUSTEES SUBDIVISION AND PARTS OF LOTS 43, 45, 46, 47 AND 48 IN O'MEARA'S SUBDIVISION OF LOTS 2 AND 3 IN AFORESAID CANAL TRUSTEE'S SUBDIVISION, TOGETHER WITH THAT PART OF THE ALLEY LYING NORTHEASTERLY OF LOT 3 IN BLOCK 22 OF CANAL TRUSTEES' SUBDIVISION AND SOUTHWESTERLY OF LOT 39, 41 AND 43 IN AFORESAID MAHER'S SUBDIVISION AND THAT PART OF SOUTH STARK STREET LYING NORTHEASTERLY OF LOTS 39, 41 AND 43 AND LYING SOUTHWESTERLY OF LOTS 42, 44 AND 46 IN AFORESAID MAHER'S SUBDIVISION, AND THAT PART OF THE ALLEY LYING NORTHEASTERLY OF LOTS 42, 44 AND 46 IN AFORESAID MAHER'S SUBDIVISION AND LYING SOUTHWESTERLY OF LOTS 41, 43 AND 45 IN AFORESAID O'MEARA'S SUBDIVISION AND THAT PART OF SOUTH MARY STREET LYING NORTHEASTERLY OF LOTS 43, 45 AND 47 AND LYING SOUTHWESTERLY OF LOTS 46 AND 48 IN AFORESAID O'MEARA'S SUBDIVISION AND THAT PART OF THE ALLEY LYING NORTHEASTERLY OF LOT 48 IN AFORESAID O'MEARA'S SUBDIVISION AND LYING SOUTHWESTERLY OF LOT 4 IN BLOCK 23 IN AFORESAID CANAL TRUSTEES' SUBDIVISION LYING SOUTHEASTERLY OF THE NORTHWESTERLY RIGHT OF WAY LINE OF THE ADLAI E. STEVENSON EXPRESSWAY AND LYING NORTHWESTERLY OF THE FOLLOWING DESCRIBED LINE:
BEGINNING AT A POINT ON THE NORTHEASTERLY LINE OF SOUTH THROOP STREET 45 FEET MORE OR LESS SOUTHEASTERLY OF THE NORTHWESTERLY RIGHT OF WAY LINE OF AFORESAID EXPRESSWAY; THENCE NORTHEASTERLY ALONG A STRAIGHT LINE TO ITS INTERSECTION WITH THE SOUTHWESTERLY LINE OF LOT 4 IN BLOCK 23 IN AFORESAID CANAL TRUSTEES' SUBDIVISION;
AND,

(EAST PORTION)

THAT PART OF LOT 4 IN BLOCK 23 IN AFORESAID CANAL TRUSTEES' SUBDIVISION DESCRIBED AS FOLLOWS:
BEGINNING AT THE INTERSECTION OF THE SOUTHERLY RIGHT OF WAY LINE OF THE ATCHISON, TOPEKA AND SANTA FE RAILWAY, (BEING THE NORTHWESTERLY LINE OF THE ADLAI E. STEVENSON EXPRESSWAY) AND THE EASTERLY LINE OF SAID LOT 4; THENCE SOUTHWESTERLY ALONG THE RAILWAY RIGHT OF WAY LINE A DISTANCE OF 120 FEET MORE OR LESS TO THE NORTHEASTERLY FACE OF A CONCRETE WALL; THENCE SOUTHEASTERLY ALONG THE FACE OF SAID WALL A DISTANCE OF 25 FEET MORE OR LESS TO THE NORTHWESTERLY FACE OF THE OVERHEAD ROADWAY; THENCE NORTHEASTERLY ALONG THE WESTERLY FACE OF SAID OVERHEAD ROADWAY A DISTANCE OF 95 FEET MORE OR LESS TO THE EASTERLY LINE OF LOT 4; THENCE NORTHWESTERLY ALONG THE EASTERLY LINE OF LOT 4 TO THE POINT OF BEGINNING.

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LEGAL DESCRIPTION
PU-102D

(WEST PORTION)

THAT PART OF THE ADLAI E. STEVENSON EXPRESSWAY BEING A PART OF LOTS 18, 19, 27 AND 28 AND THE ALLEY LYING SOUTHWESTERLY OF LOT 19 AND LYING NORTHEASTERLY OF LOTS 27 AND 28, PART OF WHICH WAS VACATED BY AN ORDINANCE PASSED BY THE CITY COUNCIL OF THE CITY OF CHICAGO ON JULY 28, 1913 AND RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS ON SEPTEMBER 14, 1913 AS DOCUMENT NO. 5271250, IN FARRELL'S SUBDIVISION OF LOT 4 IN BLOCK 21 IN CANAL TRUSTEES' SUBDIVISION OF BLOCKS IN SOUTH FRACTIONAL 1/2 OF TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH PARTS OF LOTS 2 AND 3 IN THE SUBDIVISION OF THE EASTERLY 1/2 OF LOT 3 IN BLOCK 21 IN AFORESAID CANAL TRUSTEES' SUBDIVISION, TOGETHER WITH PART OF SOUTH FARRELL STREET, LYING SOUTHWESTERLY OF LOTS 26 AND 27 IN AFORESAID FARRELL'S SUBDIVISION AND LYING NORTHEASTERLY OF LOTS 2 AND 3 IN AFORESAID SUBDIVISION OF THE EASTERLY 1/2 OF LOT 3, TOGETHER WITH PART OF THE WESTERLY 1/2 OF LOT 3 IN AFORESAID CANAL TRUSTEES' SUBDIVISION, TOGETHER WITH THE ALLEY LYING SOUTHEASTERLY OF LOTS 2 AND 3 IN AFORESAID CANAL TRUSTEES' SUBDIVISION OF THE EASTERLY 1/2 OF LOT 3 AND LYING NORTHEASTERLY OF THE WESTERLY 1/2 OF LOT 3 IN AFORESAID CANAL TRUSTEES' SUBDIVISION, PART OF WHICH WAS VACATED BY AN ORDINANCE PASSED BY THE CITY OF CHICAGO AFOREMENTIONED CITY COUNCIL ON MAY 5, 1913, AND RECORDED IN THE AFOREMENTIONED RECORDER'S OFFICE ON JULY 5, 1913 AS DOCUMENT NO. 5220141, TOGETHER WITH PART OF LOTS 3, 4, 27 AND 28 IN BONFIELD'S SUB-LOT OR SUB-BLOCK 4 IN BLOCK 20 OF BRIDGEPORT, (BEING CANAL TRUSTEES' SUBDIVISION) OF SOUTH FRACTIONAL 1/2 OF TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH PART OF THE ALLEY LYING SOUTHWESTERLY OF LOTS 27 AND 4 AND LYING NORTHEASTERLY OF LOTS 27 AND 28 IN AFORESAID BONFIELD'S SUBDIVISION PART OF WHICH WAS VACATED BY THE AFOREMENTIONED ORDINANCE PASSED MAY 5, 1913, TOGETHER WITH PARTS OF LOTS 8 AND 9 IN SEAVERN AND COMPANY'S SUBDIVISION OF LOT 3 IN BLOCK 20 IN AFORESAID CANAL TRUSTEES' SUBDIVISION, TOGETHER WITH PARTS OF SOUTH BONFIELD STREET, LYING SOUTHWESTERLY OF LOTS 27 AND 28 IN AFORESAID BONFIELD'S SUBDIVISION AND LYING NORTHEASTERLY OF LOTS 27 AND 9 IN AFORESAID SEAVERN AND COMPANY'S SUBDIVISION, LYING NORTHWESTERLY OF THE FOLLOWING DESCRIBED LINE:

BEGINNING AT THE INTERSECTION OF THE NORTHEASTERLY LINE OF LOT 18 IN AFORESAID FARRELL'S SUBDIVISION AND A LINE 16 FEET, MORE OR LESS, SOUTHERLY OF AND PARALLEL WITH THE NORTHERLY RIGHT OF WAY LINE OF AFOREMENTIONED EXPRESSWAY; THENCE SOUTHWESTERLY ALONG A STRAIGHT LINE, A DISTANCE OF 120.5 FEET, MORE OR LESS, TO A POINT 120.5 FEET, MORE OR LESS, SOUTHWESTERLY OF THE NORTHEASTERLY LINE OF SAID LOT 18, AS MEASURED PERPENDICULARLY, AND 27 FEET, MORE OR LESS, SOUTHERLY OF THE NORTHERLY RIGHT OF WAY LINE OF SAID EXPRESSWAY, AS MEASURED PERPENDICULARLY; THENCE SOUTHWESTERLY ALONG A STRAIGHT LINE, A DISTANCE OF 85.29 FEET, MORE OR LESS, TO A POINT 305.79 FEET, MORE OR LESS SOUTHWESTERLY OF THE NORTHEASTERLY LINE OF SAID LOT 18, AS MEASURED PERPENDICULARLY, AND 20 FEET, MORE OR LESS, SOUTHERLY OF THE NORTHERLY RIGHT OF WAY LINE OF SAID EXPRESSWAY; THENCE SOUTHWESTERLY ALONG A STRAIGHT LINE A DISTANCE OF 240.71 FEET, MORE OR LESS, TO A POINT 570 FEET, MORE OR LESS, SOUTHWESTERLY OF THE NORTHEASTERLY LINE OF SAID LOT 18, AS MEASURED PERPENDICULARLY, AND 16 FEET SOUTHERLY OF THE NORTHERLY LINE OF SAID EXPRESSWAY, AS MEASURED PERPENDICULARLY; THENCE SOUTHWESTERLY PARALLEL TO

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PU-101D

ALL OF LOTS 7 AND 8 AND THAT PART OF LOTS 9 AND 10 AND THE ALLEY LYING BETWEEN LOTS 7, 8, 9 AND 10 LYING NORTHWESTERLY OF THE FOLLOWING DESCRIBED LINE, BEGINNING AT THE NORTHEAST CORNER OF LOT 9 AND RUNNING IN A STRAIGHT LINE SOUTHWESTERLY TO A POINT IN THE SOUTHERLY LINE OF LOT 10, 36.0 FEET NORTHEASTERLY OF THE SOUTHWEST CORNER OF SAID LOT 10, THENCE SOUTHWESTERLY ALONG THE SOUTHERLY LINE OF LOT 10 TO THE SOUTHWEST CORNER THEREOF; TOGETHER WITH THE EASTERLY HALF OF SOUTH BROAD STREET, LYING SOUTHWESTERLY OF LOTS 7 AND 10 IN MCKENNA'S SUBDIVISION OF BLOCK 1 OF MCKENNA AND MAHER'S SUBDIVISION OF THE SOUTH PART OF BLOCK 16 AND 17 IN THE CANAL TRUSTEES' SUBDIVISION OF THE SOUTH FRACTIONAL SECTION 29, TOWNSHIP 39 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH LOTS 6, 7, 8, 9 AND 10 AND THE WESTERLY HALF OF SOUTH BROAD STREET LYING EASTERLY OF LOTS 8 AND 10 AND THE ALLEY LYING BETWEEN LOTS 5, 6, 7, 8, 9 AND 10 AND THE EASTERLY HALF OF SOUTH PITNEY COURT, TOGETHER WITH THAT PART OF BLOCK 16 AND THE WESTERLY HALF OF SOUTH PITNEY COURT, LYING NORTHERLY OF THE SOUTHERLY LINE OF LOT 10 IN BLOCK 2 EXTENDED TO THE WESTERLY LINE OF BLOCK 16 AFOREMENTIONED MCKENNA'S SUBDIVISION.

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PU-100D

THAT PART OF BLOCK 15 IN CANAL TRUSTEES' SUBDIVISION OF THE SOUTH FRACTIONAL SECTION 29, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING SOUTHERLY OF THE FOLLOWING DESCRIBED LINE, BEGINNING AT A POINT IN THE WEST LINE OF SAID BLOCK, 293.72 FEET NORTH OF THE SOUTHWEST CORNER OF SAID BLOCK, SAID POINT BEING IN A LINE THAT IS 87.50 FEET NORTHWESTERLY OF, BY RIGHT ANGLES MEASURE AND PARALLEL TO THE CENTER LINE OF CONSTRUCTION OF THE SOUTHWEST EXPRESSWAY; THENCE NORTH 53 DEGREES 23 MINUTES 40 SECONDS EAST ALONG SAID LINE A DISTANCE 286.66 FEET TO THE WEST DOCK LINE OF THE SOUTH FORK OF THE SOUTH BRANCH OF THE CHICAGO RIVER AS ESTABLISHED BY ORDINANCE OF JUNE 11, 1869 AND EXCEPT THAT PART TAKEN FOR SOUTH ASHLAND AVENUE AND SOUTH ARCHER AVENUE

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ILLINOIS DEPARTMENT OF TRANSPORTATION
DIVISION OF HIGHWAYS

James C. [Signature]
District Engineer

ISSUED: 3/4, 1990.

I (We) the undersigned, for and in behalf of the City of Chicago, have read this permit, understand its contents and hereby accept this permit on all terms and conditions stated herein.

CITY OF CHICAGO

Richard M. Dalay

ATTEST:

Walter S. [Signature]

ACCEPTED: April 25, 1990.

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Southwest Transit Project
 Cook County
 Parcel No.
 (City Parcel No. PU-100D,
~~PU-101D~~, PU-102D, PU-103D)

STATE OF ILLINOIS
 DEPARTMENT OF TRANSPORTATION

Permit For Use of Air Space

The Illinois Department of Transportation, Division of Highways (Department), 201 West Center Court, Schaumburg, Illinois, hereby grants permission to the City of Chicago, 320 North Clark Street, Chicago, Illinois, to construct, operate and maintain a rapid transit facility and appurtenances thereto hereinafter referred to as the "Southwest Transit Line" along and upon portions of right-of-way described as "Air Space Parcels" in Exhibit "A" attached for the State Highway System known as the Stevenson Expressway (Federal Aid Interstate Route 55) between Ashland Avenue and Halsted Street in City of Chicago (City).

This permit is subject to the following terms and conditions:

1. This permit is valid for a period of ninety-nine (99) years from date of issuance unless revoked or terminated under paragraphs 2 or 3.
2. This permit may be revoked by the Department upon thirty (30) days written notice to the City for any of the following: A breach of this permit by the City; a determination by the Department that the Department's property is needed for highway purposes or highway safety purposes; an abandonment of the premises by the City; or cessation of operation of the Southwest Transit Line.
3. The City may terminate this permit upon written notice to the Department.
4. Upon revocation or termination or upon expiration of this permit, the City agrees to immediately yield possession of said premises to the Department and, at the City's sole cost and expense, to restore said premises to a condition satisfactory to the Department and to remove from the premises, all improvements, and appurtenances thereto, or any other property of any name or nature, utilized, owned or controlled by the City or anyone claiming under it. Any such property not removed from the premises within thirty (30) days after revocation or termination of said permit, may be removed and disposed of by the State of Illinois, its agents, employees, or contractors, in any manner it sees fit, at the sole cost and expense of the City, or, the Department, in its discretion, may elect to declare the same the property of the Department whereupon all rights, title and interest of the City therein shall terminate immediately.
5. The City shall submit to the Department, for approval, a plan of operation specifically detailing the intended development, occupation and use of said premises, including the installation and location of any improvements to be situated thereon. No work shall commence until Department approval is received by the City. The cost of plan preparation as well as any improvements shall be the sole obligation of the City. The plan of operation must give proper consideration to the need for the following: Protection, repair or replacement of any electrical, drainage, sewer, access control fences or other existing facilities affected by construction, maintenance and operation of the rapid transit facilities; fencing, warning signs, lighting, barricades or other protective or warning devices required by the Department; and access for fire protection and fire fighting equipment during, upon completion of construction and thereafter.
6. The premises shall not be occupied or used by the City for other than the purposes of the construction, operation and maintenance of an elevated rapid transit facility and appurtenances thereto, as specifically set forth in the approved plan of operation, without the prior written approval of the Department.

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7. The City shall be responsible for ascertaining the correct location of property lines in connection with this permit.
8. No representations as to the condition, repair or suitability of the premises have been made to the City by the Department, its agents or employees.
9. Any improvement made to the premises by the City shall be fire resistant in accordance with the provisions of local applicable building codes. The premises shall not be used for the manufacture or storage of flammable material, explosive or hazardous material, nor for any occupation which is deemed by the Department or the Federal Highway Administration to be a hazard to highway or non-highway users, nor for the conduct of any business or occupation causing the emission of fumes, vapors, odors, drippings, droppings, or discharges which are deemed by the Department to adversely affect any highway facility or other use thereof. Upon completion of construction of said transit facility, the City shall remove all mud, equipment, debris or other materials deposited upon the premises during construction.
10. The premises shall be maintained by the City so as to assure that the structures and the area within the Department's right-of-way boundaries will be kept in good condition, both as to safety and appearance. Such maintenance will be accomplished in a manner so as to cause no unreasonable interference with any future highway use. In the event the City fails to fulfill its maintenance obligations, the Department may enter the premises to perform the maintenance at the expense of the City.
11. The Department and the Federal Highway Administration shall have the right to enter, inspect and view the premises at all times and shall have the right to take possession thereof in case of national or other emergency.
12. This permit shall not relieve the City from obtaining any license or permit as may be required by any other public body.
13. The City shall not transfer, assign, or convey its interests under this Permit without prior written approval of the Department. If the Department approves such a transfer, assignment or conveyance, the terms and provisions of this permit shall extend to and be binding upon and inure to the benefit of any approved successor of the City. Any transfer, assignment or conveyance of interests under this permit shall be in writing, a copy of which shall be furnished to the Department within 15 working days of the date of execution.
14. The City shall not erect or allow to be erected any signs on the premises except as approved, in writing, by the Department. Only signs pertaining to the use of the premises by the City shall be approved.
15. The City assumes liability for all losses, expenses, costs, actions, cause of action demands, damages and claims in connection with or arising out of any injuries, or claimed or alleged injury (including, but not being limited to, death) to any person, or any damage or claimed or alleged damage, to any property of any person sustained, or claimed, or alleged to have been sustained in connection with, or to have arisen out of or to have resulted from, whether directly or indirectly, the occupation and use of the premises by the City, or by any one or more of its contractors, agents, servants or employees including, but not being limited to, losses, expenses or damages sustained by the Department itself; and the City agrees to indemnify and hold harmless Department, its agents, servants and employees, from any and all such losses, expenses, costs, actions, causes of action, demands, damages and claims and agrees to defend any suit or action brought against any one or more of them based on any such alleged injury or damage, and to pay all damages, costs, losses and expenses incurred, including but not limited to attorney's fees, in connection therewith or resulting therefrom.
16. This permit shall not be construed as giving the City or any other entity an easement, leasehold title or any other property interest in the premises beyond that set forth herein.

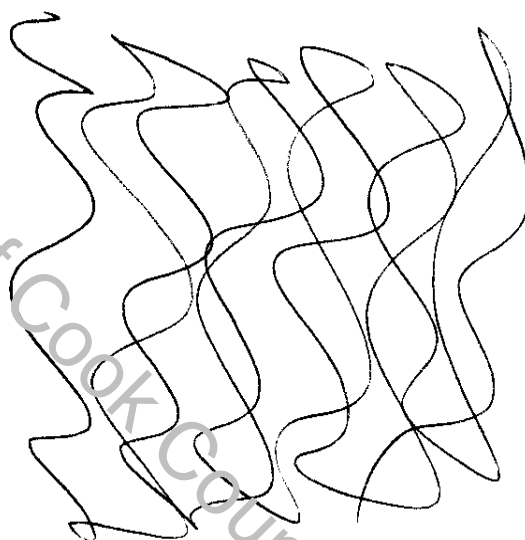
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Exhibit B

The Consent

CH2\1348230.1

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CONSENT TO ASSIGNMENT AND MODIFICATION OF PERMIT FOR USE OF AIR SPACE

1. The State of Illinois, acting through the Department of Transportation (the Department) issued a permit for use of air space to the City of Chicago (the City) on March 6, 1990. The permit allowed the City to construct, operate and maintain a rapid transit facility then known as the "Southwest Transit Line" and now known as the "Orange Line" on right of way acquired for the Stevenson Expressway (Federal Aid Interstate Route 55)
2. The City has advised the Department that it intends to lease the Orange Line to the Orange Line Statutory Trust 2005-1 (the Trust), which Trust will then lease the Orange Line back to the City.
3. Paragraph 13 of the permit states that the City shall not assign its interests without prior written approval of the Department and that if the Department approves an assignment, the terms and provisions of the permit shall extend to and be binding upon and inure to the benefit of any approved successor to the City.
4. By signing this Consent, the Department acknowledges that the City has assigned the permit to the Trust and the Trust has assigned its interests back to the City such that the City continues to be bound by the terms and provisions of the permit except
 - (a) the term of the permit contained in Paragraph 1 shall be extended from March 6, 2089 to December 31, 2104 and
 - (b) the notice period for relocation of facilities contained in paragraph 2 shall be changed from 30 days to 180 days.

STATE OF ILLINOIS, DEPARTMENT OF TRANSPORTATION

Diane O'Keefe / HKS

By Diane O'Keefe
Regional Engineer