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PREPARED BY AND WHEN
RECORDED MAIL TO:
Lawrence M. Freedman, Esq.
Ash, Anos, Freedman & Logan, LLC
77 W. Washington St., Suite 1211
Chicago, Illinois 60602

Doc#: 1322822096 Fee: \$46.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 08/16/2013 03:59 PM Pg: 1 of 5

Address of Property: See Exhibit A

Tax I.D. No.: See Exhibit A

FIFTH AMENDMENT TO RESTRICTIVE COVENANT AGREEMENT

This Fifth Amendment to Restrictive Covenant Agreement ("Fifth Amendment") is made this 24th day of July, 2013 by 400 Skokie Boulevard LLC, a Delaware limited liability company (the "Owner").

RECITALS:

A. The Owner is the owner of fee simple title to the real estate legally described on Exhibit "A" attached hereto and made a part hereof and commonly known as The 400 Building, 400 Skokie Boulevard, Northbrook, Illinois (the "Property").

B. A predecessor in title, LaSalle National Bank, not personally but solely as Trustee of Trust Agreement dated November 1, 1977 and known as Trust No. 53414 ("Land Trust") and Otis Development Co. ("Otis"), the beneficiary of Land Trust, constructed a building containing approximately 200,000 square feet of rentable area for use as general offices (the "Building"), together with adjacent parking areas (the "Parking Lot").

C. Land Trust and Otis requested that the Village of Northbrook (the "Village") approve the construction of the Building and the Parking Lot with up to fifteen percent (15%) of the required parking spaces land banked. The Village approved the Land Trust and Otis's request, pursuant to Ordinance No. 83-19 adopted by the Village Board of Trustees on July 12, 1983 ("Ordinance No. 83-19").

D. As a condition of the passage of Ordinance No. 83-19, the Land Trust and Otis agreed to execute a Restrictive Covenant Agreement which would restrict the manner in which the Building and the Parking Lot were constructed and used, which Restrictive Covenant Agreement was executed July 12, 1983 and recorded in the Office of the Recorder of Deeds of Cook County, Illinois (the "Recorder's Office") on November 30, 1983 as Document No. 26879965. The Restrictive Covenant Agreement was amended by an Amendment to Restrictive Covenant Agreement dated August 8, 1995 executed by another of the Owner's predecessors in title, Aetna Life Insurance Company, a Connecticut corporation ("Aetna"), which amendment was recorded in the Recorder's Office as Document No. 95882919 ("First Amendment"). This amendment was authorized by Resolution 94-R-134, adopted by the Village Board of Trustees

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on October 11, 1994 ("Resolution 94-R-134"). 400 Skokie Boulevard Investors LLC, the Owner's direct predecessor in title, subsequently amended the Restrictive Covenant Agreement twice more by (i) a Second Amendment to Restrictive Covenant Agreement dated November 9, 2005, which was recorded in the Recorder's Office as Document No. 0535503036 on December 21, 2005, (ii) a Third Amendment to Restrictive Covenant Agreement dated February 26, 2007, which was recorded in the Recorder's Office as Document No. 0710060095, and (iii) a Fourth Amendment to Restrictive Covenant Agreement dated January 28, 2011, which was recorded in the Recorder's Office as Document No. 1112318020. The Second, Third, and Fourth Amendments were respectively approved by Ordinance No. 03-34, adopted by the Village Board of Trustees on May 27, 2003 ("Ordinance No. 03-34"), Ordinance No. 06-45, adopted by the Village Board of Trustees on September 12, 2006 ("Ordinance No. 06-45"), and Ordinance No. 11-05, adopted by the Village Board of Trustees on January 25, 2011 ("Ordinance No. 11-05"). The Restrictive Covenant Agreement, as amended, is herein referred to as the "Restrictive Covenant."

E. Section 4 (f) of Ordinance No. 06-45 provides that no building occupancy shall be allowed for public restaurant, medical, or dental use except as follows:

- (i) **Area Permitted.** Up to and including 12,000 square feet of floor area for uses in Village SIC Code No. 8011.00. Offices and clinics of Doctors of Medicine ("Medical Uses") may be located on the Property.

F. Owner now proposes to expand the medical office space which office building on the Property to up to 16,000 square feet. On July 23, 2013 the Village Board of Trustees adopted Ordinance No. 13-022, which amended Ordinance No. 83-19, so that Section 3(1)(f)(i) of that Ordinance provides as follows:

"Area Permitted. Up to and including 16,000 square feet of floor area for uses on Village SIC Code No. 8011.00" offices and clinics of Doctors of Medicine ("Medical Uses") may be located on the Property. ("Ordinance No. 13-022")."

G. It is a condition of Ordinance No. 13-022 that this Fifth Amendment be executed by the Owner and recorded with the Recorder's Office.

NOW, THEREFORE, in consideration of the passage of Ordinance No. 13-022, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Owner, for itself and its successors, assigns, and grantees, does hereby covenant with the Village, that the Restrictive Covenant be amended as follows:

1. **Construction.** This Fifth Amendment shall be construed in conjunction with the Restrictive Covenant, and, except as amended hereby, all the terms, covenants and conditions of the Restrictive Covenant shall remain in full force and effect and is hereby ratified and confirmed.

2. **Defined Terms.** All terms used herein shall have the meaning ascribed to them in the Restrictive Covenant, Ordinance No. 83-19 or Ordinance 13-022, unless otherwise defined herein.

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3. Occupancy for Medical Uses. Section 2 of the Restrictive Covenant shall be, and is hereby, amended to read as follows:

"2. No building occupancy shall be allowed for medical uses, except as follows:

a. Area Permitted. Up to and including 16,000 square feet of floor area for uses in Village SIC Code No. 8011.00 "Offices and Clinics of Doctors of Medicine," ("Medical Uses") may be located on the Property.

b. Number of Doctors. No more than five (5) physicians shall practice at anyone time within the Medical Uses area.

c. Hours of Operation. The hours of operation of the Medical Uses shall be limited to 8:00 a.m. to 9:00 p.m. Monday through Friday and Saturday from 8:00 a.m. to 1:00 p.m."

IN WITNESS WHEREOF, the Owner has executed and delivered this Fifth Amendment to Restrictive Covenant as of the day and year first above written.

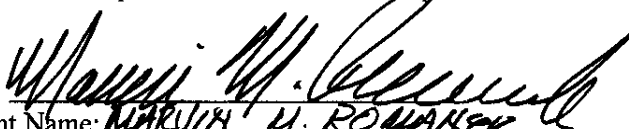
LANDLORD:

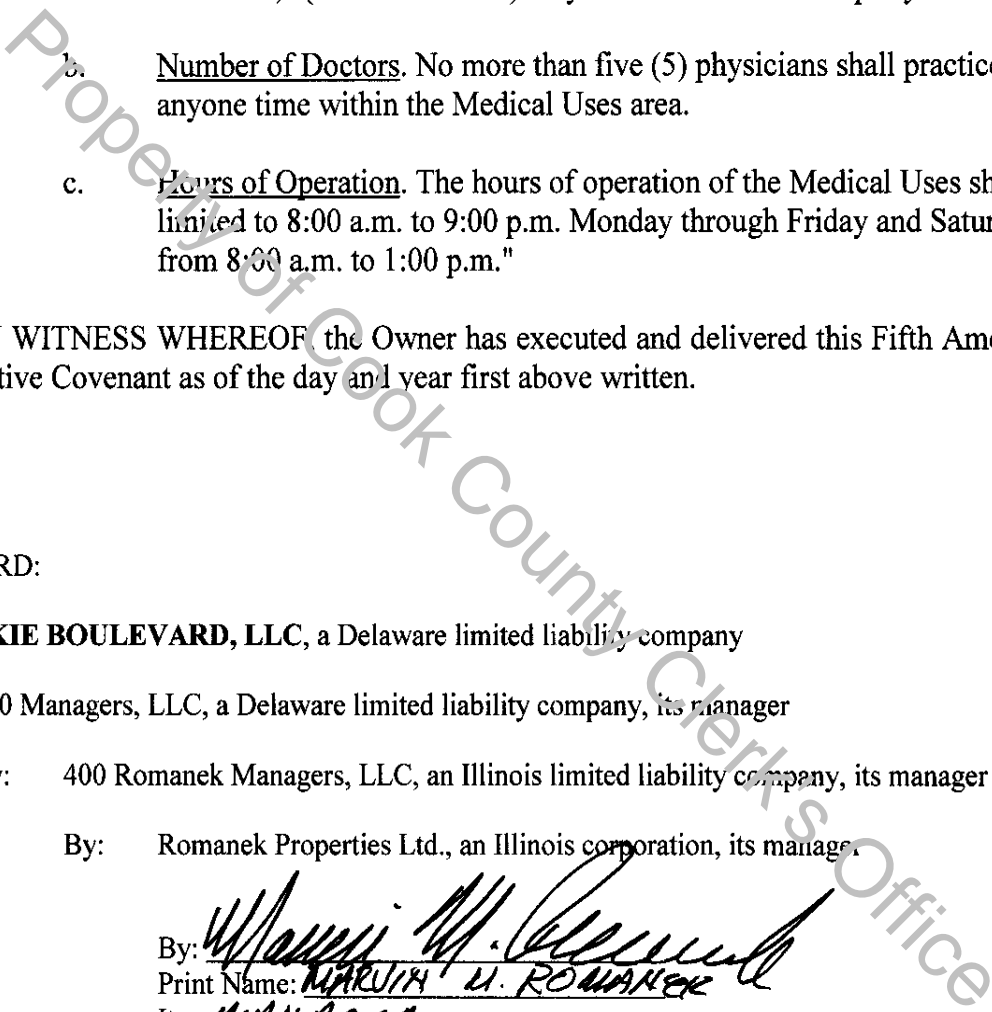
400 SKOKIE BOULEVARD, LLC, a Delaware limited liability company

By: 400 Managers, LLC, a Delaware limited liability company, its manager

By: 400 Romanek Managers, LLC, an Illinois limited liability company, its manager

By: Romanek Properties Ltd., an Illinois corporation, its manager

By: 
Print Name: MARVYN U. ROMANEK
Its: MANAGER



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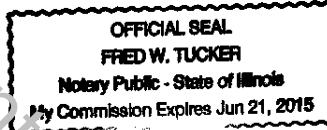
STATE OF ILLINOIS)
)SS
COUNTY OF COOK)

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY that Marvin Rammek, the Manager of 400 SKOKIE BOULEVARD LLC, a Delaware limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such MR. appeared before me this day in person and acknowledged that MR. signed and delivered the said instrument as MR. own free and voluntary act as the free and voluntary act of said, 400 SKOKIE BOULEVARD LLC for the uses and purposes therein set forth.

Given under my hand and Notarial seal this 6 day of August, 2013



Notary Public



Property of Cook County Clerk's Office

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EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

PARCEL 1:

LOST 9, 10, AND 11 IN BLOCK 6 IN HUGHES-BROWN-MOORE CORPORATIONS RESUBDIVISION OF UNITED REALTY COMPANY'S DUNDEE ROAD SUBDIVISION IN THE SOUTHEAST ¼ OF SECTION 2, TOWNSHIP 42 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

LOT 1 IN LAKE PARK SUBDIVISION IN THE SOUTHEAST ¼ OF SECTION 2, TOWNSHIP 42 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

Commonly known as 400 Skokie Boulevard, Northbrook, Illinois.

P.I.N.: 04-02-402-029-0000
04-02-402-034-0000