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This Restrictive Covenant
is effective as of the date
of the recording of the
Ordinance recorded October 21, 2013
as Document No. 1329444068



Doc#: 1411529089 Fee: \$62.00
RHSP Fee: \$9.00 RPRF Fee: \$1.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 04/25/2014 04:55 PM Pg: 1 of 13

RESTRICTIVE COVENANT

WHEREAS, Norfolk Southern Railway Company (the "Owner") holds legal title to certain parcels of real property which are located at 6300-6358, 6400-6458, 6500-6558, 6509-6557 and 6601-6609 South Prairie Avenue, in the County of Cook, State of Illinois, which parcels are currently used for railroad and railroad-related purposes; and

WHEREAS, on July 24, 2013, the City Council of the City of Chicago approved an ordinance, a copy of which is attached as Exhibit A and which is hereby incorporated ("Ordinance") which Ordinance provided for the vacation of all of Prairie Avenue lying south of the south right-of-way line of 63rd Street, and north of the north right-of-way line of the New York Central Railroad, except that part of Prairie Avenue heretofore vacated on November 9, 1951 as Document Number 15213168, also except that part of Prairie Avenue heretofore vacated on January 27, 1988 as Document Number 88128031, all in the east half of the northwest quarter of Section 22, Township 38 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois (hereinafter referred to as the "Subject Premises"); and

WHEREAS, the vacation provided for in the Ordinance is conditioned upon the execution and recording by the Owner of a restrictive covenant running with the land that provides that the Subject Premises shall be used only for the creation of a new entrance with an

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automated gate system for the Owner's Intermodal Terminal, and for such other industrial uses and improvements that are accessory thereto as that term is defined in the Chicago Zoning Ordinance;

NOW, THEREFORE, for and in consideration of the passage and approval of the vacation ordinance and the vesting of title in the Owner, without the requirement that the Owner pay compensation to the City, the Owner does hereby agree with and covenant to the City of Chicago as follows:

1. USE. The Owner hereby covenants to the City of Chicago that the Subject Premises shall not be used for any use or purpose other than railroad related purposes, and for those industrial uses and purposes which are accessory to such activities, including, but not limited to, the creation of a new entrance with an automated gate system for the Owner's Intermodal Terminal, and other similar uses and facilities. The consideration for such covenant, which is deemed and agreed to be valuable and sufficient, is the vacation by the City of Chicago of the Subject Premises for the benefit of the Owner without the requirement that the Owner pay compensation to the City.

2. COVENANT TO RUN WITH THE LAND AND TERM THEREOF. The burdens of the covenant herein contained shall run with the Subject Premises. The benefits of such covenant shall be deemed in gross to the City of Chicago, its successors and assigns. The covenant shall be binding on the Owner, its successors and assigns, and shall be enforceable by the City, its successors and assigns. The covenant may be released or abandoned only upon the approval of the City Council of the City of Chicago which may condition its approval upon the payment of such additional compensation by the Owner or any persons claiming under the Owner, which the City Council of the City of Chicago deems to be equal to the benefits accruing because of the release or abandonment of the covenant.

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3. VIOLATION OF RESTRICTIONS.

- (a) Reversion. In the event that the Owner causes or permits a violation of a restriction contained herein, the City of Chicago may serve the Owner with a written notice entitled NOTICE OF VIOLATION setting forth the violations. Such notice shall be sent to the Owner at Three Commercial Place, Norfolk, Virginia 23510. Within thirty (30) days of receipt of said Notice of Violation, the Owner shall cause the correction of or cure the violations set forth therein. In the event that the Owner shall fail or refuse to cause the correction of or cure such violations within the period of thirty (30) days, the City of Chicago may then record with the Cook County Recorder of Deeds a copy of the Notice of Violation, proof of service of the Notice of Violation, and a Notice of Reversion. Upon the recording of the aforementioned documents by the City of Chicago, the Subject Premises shall be deemed to be conveyed by the Owner to the City of Chicago. In the event that the City does not exercise its right of reversion as stated in this Section 3(a) within forty (40) years from the date of execution and recording of this Covenant, then the provisions of this Section 3(a) shall be deemed null and void.
- (b) Enforcement. In addition to the foregoing, this Covenant shall be enforceable by all remedies available in law or in equity, including injunctive relief.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, the Owner has caused this Restrictive Covenant to be duly executed and attested to this 24 day of April, 2014.

NORFOLK SOUTHERN RAILWAY COMPANY,
a Virginia corporation

Lvt

By: Patti G. Carroll
Patti G. Carroll, Assistant Vice President

ACCEPTED:

Richard Sch
Commissioner of Transportation

APPROVED AS TO FORM AND LEGALITY:

Karen Drelag
Senior Corporation Counsel

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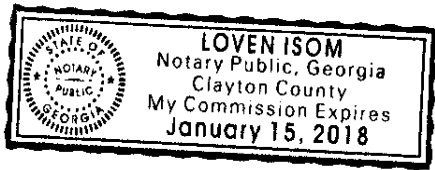
STATE OF GEORGIA)
) SS
COUNTY OF FULTON)

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that Patti G. Carroll, personally known to me to be an Assistant Vice President of NORFOLK SOUTHERN RAILWAY COMPANY, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Assistant Vice President, she signed and delivered the instrument, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 10th day of April, 2014.

Loven Isom

Notary Public




Prepared by and after recording return to:

Karen Bielarz
Assistant Corporation Counsel
121 North LaSalle Street
Room 600, City Hall
Chicago, Illinois 60602
312/744-6910

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EXHIBIT A VACATION ORDINANCE

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No P.I.N. applicable - document
affects newly vacated public way

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7/24/2013

REPORTS OF COMMITTEES

58299

The following is said ordinance as passed:

WHEREAS, The City of Chicago ("City") is a home rule unit of local government pursuant to Article VII, Section 6(a) of the 1970 constitution of the State of Illinois and, as such, may exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, The City has experienced a significant loss of industry and jobs in recent years, accompanied by a corresponding erosion of its tax base, due in part to industrial firms' inability to acquire additional property needed for their continued viability and growth; and

WHEREAS, Many industrial firms adjoin streets and alleys that are no longer required for public use and might more productively be used for plant expansion and modernization, employee parking, improved security, truck loading areas or other industrial uses; and

WHEREAS, The City can strengthen established industrial areas and expand the city's jobs base by encouraging the growth and modernization of existing industrial facilities through the vacation of public streets and alleys for reduced compensation; and

Clerk's Office

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58300

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7/24/2013

WHEREAS, The properties at 6300 -- 6358, 6400 -- 6458, 6500 -- 6558, 6509 -- 6557 and 6601 -- 6609 are owned by Norfolk Southern Railway Company and Norfolk Western Railroad Company; and

WHEREAS, Norfolk Southern Railway Company and Norfolk Western Railroad Company, employ 75 part-time employees; and

WHEREAS, Norfolk Southern Railway Company and Norfolk Western Railroad Company propose to use the portion of the street to be vacated herein for the creation of a new entrance with automated gate system for the Intermodal Terminal; and

WHEREAS, The City Council of the City of Chicago, after due investigation and consideration, has determined that the nature and extent of public use and the public interest to be subserved is such as to warrant the vacation of part of public street described in the following ordinance; now, therefore,

Be It Ordained by the City Council of the City of Chicago:

SECTION 1. All of Prairie Avenue lying south of the south right-of-way of 63rd Street and north of the north right-of-way line of the New York Central Railroad, except that part of Prairie Avenue heretofore vacated on November 9, 1951 as Document Number 15213168; also except that part of Prairie Avenue heretofore vacated on January 27, 1988 as Document Number 88128031, all in the east half of the northwest quarter of Section 22, Township 38 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois, as shaded and legally described by the words Hereby Vacated on the drawing hereto attached as Exhibit A, which drawing for greater certainty, is hereby made a part of this ordinance, be and the same is hereby vacated and closed, inasmuch as the same is no longer required for public use and the public interest will be subserved by such vacations.

SECTION 2. The Commissioner of Transportation is hereby authorized to accept and approve a restrictive covenant or similar instrument restricting the use and improvement of the public way vacated in Section 1 of this ordinance to industrial uses and for such use and improvements that are accessory as that term is defined in the Chicago Zoning Ordinance. The restriction on use and improvement in the covenant agreement or instrument shall be for a term of 40 years and upon breach of such restriction the public way herein vacated shall revert to the City and be subject to the terms and conditions of the dedication by which it has been heretofore held by the City.

SECTION 3. The City of Chicago hereby reserves for the benefit of Commonwealth Edison its successors or assigns, a non-exclusive utility easement to operate, maintain, construct, replace and renew overhead wires, poles, and associated equipment and underground conduit, cables, and associated equipment for the transmission and distribution of electrical energy, telephonic and associated services under, over and along the street herein vacated, with the right of ingress and egress. The grade of the vacated public way shall not be altered in a manner so as to interfere with the operation and maintenance of Commonwealth Edison's facilities. No buildings, permanent structures or obstructions shall be placed over

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REPORTS OF COMMITTEES

58301

Commonwealth Edison's facilities without written release of easement by Commonwealth Edison. Any future vacation-beneficiary prompted relocation of Commonwealth Edison's facilities lying within the area being vacated will be accomplished by Commonwealth Edison and done at the expense of beneficiary of the vacation.

SECTION 4. The City of Chicago hereby reserves for the benefit of The Peoples Gas Light and Coke Co. an easement to operate, maintain, repair, renew and replace existing underground facilities and to construct new facilities in all of the area to be vacated, with the right of ingress and egress at all times for any and all such purposes. It is further provided that no buildings or other structures shall be erected on said easement herein reserved for The Peoples Gas Light and Coke Co. or other use made of the said area which would interfere with the construction, operation, maintenance, repair, removal, or replacement of said facilities, or the construction of additional facilities. Any future vacation-beneficiary prompted relocation of Peoples Gas facilities lying within the area being vacated will be accomplished by Peoples Gas, and done at the expense of beneficiary of the vacation.

SECTION 5. The City of Chicago hereby reserves the area herein vacated, as a right-of-way for existing Water Department sewers and sewer structures, for the installation of any additional sewers, sewer structures and appurtenances now located or, which in the future, and be located in the street as herein vacated, and for the maintenance, renewal and reconstruction of such facilities. It is also provided that, the City shall have 24 hour access to the area to be vacated; that no buildings or other permanent structures shall be erected on said right-of-way herein reserved, or other use made of said area, which in the sole discretion and judgment of the respective municipal officials having control of the aforesaid service facilities, would interfere with the use, maintenance, renewal, or reconstruction of said facilities, or the construction of additional municipally-owned service facilities; and that all sewers structures shall be exposed to grade. It is further provided that any vacation-beneficiary prompted adjustments to sewer facilities in the area to be vacated; and the repair, renewal or replacement of any private materials, or private property damaged in the area to be vacated as a result of the City exercising its easement rights shall be done at the expense of the beneficiary of the vacation.

SECTION 6. The vacation herein provided for is made upon the express condition that within 180 days after the passage of this ordinance, Norfolk Southern Railway Company and Norfolk Western Railroad Company shall deposit in the City Treasury of the City of Chicago, a sum sufficient to defray the costs of removing paving and curb returns and constructing sidewalk and curb at the entrance to that part of the street hereby vacated, similar to the adjacent and contiguous sidewalk and curb.

SECTION 7. The vacation herein provided for is made upon the express condition that within 180 days after the passage of this ordinance, Norfolk Southern Railway Company and Norfolk Western Railroad Company shall pay or cause to be filed for record in the Office of the Recorder of Deeds of Cook County, Illinois, a certified copy of this ordinance, together with a restrictive covenant, complying with Section 2 of this ordinance and approved by the Corporation Counsel, and the attached plat approved by the Superintendent of Maps and Plats.

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SECTION 8. This ordinance shall take effect and be in force from and after its passage and publication. The vacation shall take effect and be in force from and after its recording.

Vacation Approved:

(Signed) Gabe Klein
Commissioner

Approved as to Form and Legality:

(Signed) Richard Wendy
Deputy Corporation Counsel

(Signed) Honorable Willie B. Cochran
Alderman, 20th Ward

[Exhibit "A" referred to in this ordinance printed
on page 58303 of this *Journal*.]

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7/24/2013

REPORTS OF COMMITTEES

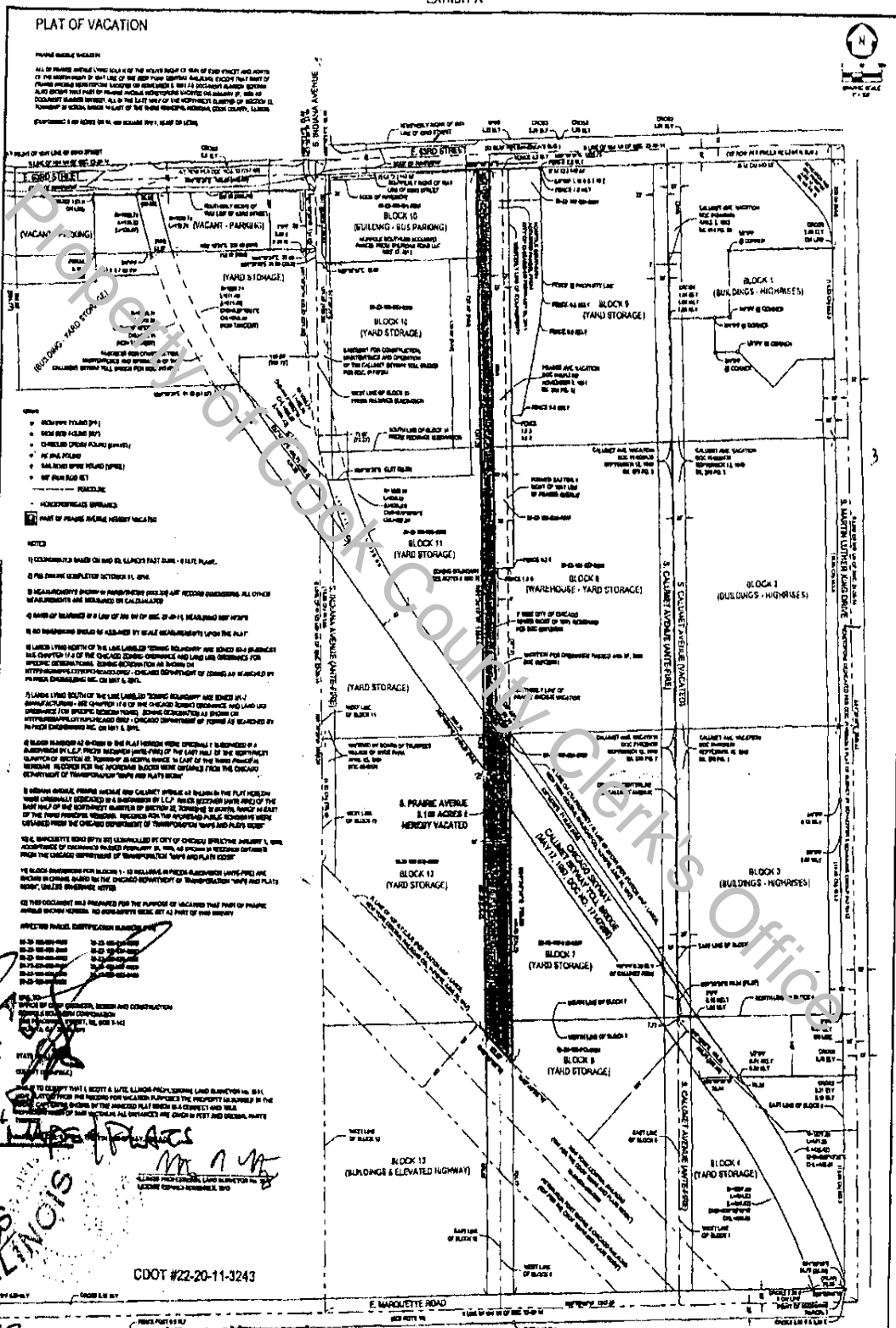
58303

Exhibit "A"

DATE 9/12/2013

I DO NOT FIND ANY DELINQUENT GENERAL TAXES DUE UNDER CURRENT GENERAL TAXES DELINQUENT SPECIAL ASSESSMENTS OR UNPAID CURRENT SPECIAL ASSESSMENTS AGAINST THESE STREETS AND ALLEYS INCLUDED IN THE ABOVE PLAN.

County Clerk



I FIND NO DEFERRED INSTAL OUTSTANDING UNPAID SPECIAL DUE AGAINST THE LAND INCL ABOVE PLAT.

DEPT. OF FINANCE

CITY OF CHICAGO APPROVED

RICHARD B. LULIC, DEPUTY COMMISSIONER OF LAND ACQUISITION

EXAMINER OF DIVISIONS OF CHICAGO, ILLINOIS

CDOT #22-20-11-3243

Date: 10/21/13

Maps # 22-20-11-3243

City Council Approved: JULY 24, 2013

PATRICK ENGINEERING INC. 4775 North Ave. Lombard, Illinois 60148-4191 Phone: (708) 943-4840 Fax: (708) 943-4840 www.patrickengineering.com	Norfolk Southern Railway Company A Subsidiary of Norfolk Southern Corporation		SCALE: 1"=100' DATE: 06/14/13
	Plot of Vacation Part of Pradine Avenue Chicago, Illinois		PLOD CREW: 06/14/13 PUBLISHED: 21311-000
	DRAWN BY: 06/19/13 CHECKED BY: [Signature]		SHEET No: 1 1 of 1 SHEETS
	APPROVED BY: [Signature]		

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Agreement in Lieu of Escrow Industrial Street Vacation Program

Re: ALL OF PRAIRIE AVENUE LYING SOUTH OF THE SOUTH RIGHT OF WAY LINE OF 63RD STREET AND NORTH OF THE NORTH RIGHT OF WAY LINE OF THE NEW YORK CENTRAL RAILROAD, EXCEPT THAT PART OF PRAIRIE AVENUE HERETOFORE VACATED ON NOVEMBER 9, 1951 AS DOCUMENT NUMBER 15213168; ALSO EXCEPT THAT PART OF PRAIRIE AVENUE HERETOFORE VACATED ON JANUARY 27, 1988 AS DOCUMENT NUMBER 88128031, ALL IN THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 22, TOWNSHIP 38 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, COOK COUNTY, ILLINOIS, IN COOK COUNTY.

With respect to the above referenced vacation, **NORFOLK SOUTHERN RAILWAY COMPANY** (the "Applicant"), through its duly authorized agent who has executed this Agreement below, hereby acknowledges receipt of the fully executed and accepted original of the Restrictive Covenant document, a copy of which is attached. In lieu of the requirement of entering into and paying the cost of an escrow agreement, the Applicant agrees as follows:

1. To record such original document with the Cook County Recorder of Deeds; and
2. To provide and pay for an endorsement to a policy of title insurance issued by a title insurance company acceptable to the City which policy shall name the City as an additional insured in an amount not less than TEN THOUSAND DOLLARS (\$10,000.00) and shall insure that the Restrictive Covenant is a valid obligation running with the land subject only to encumbrances acceptable to the City; and
3. To deliver to the City evidence of compliance with this Agreement within thirty (30) days of date executed below.

In the event the Applicant fails or refuses to comply with this Agreement, the Applicant hereby agrees to cause the Subject Premises (as defined in the Restrictive Covenant) to be rededicated to the City of Chicago for public use.

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AGREED:

NORFOLK SOUTHERN RAILWAY COMPANY,
a Virginia corporation

LVH
By: Patti G. Carroll
Patti G. Carroll, Assistant Vice President

CITY OF CHICAGO,
by and through its Department of Transportation

By: [Signature] Date: 4/24/14

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