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THIS INSTRUMENT PREPARED BY:

Barbara A. Adams
Holland & Knight LLP
131 S. Dearborn Street
Chicago, Illinois 60603



Doc#: 1429418085 Fee: \$56.00
RHSP Fee: \$9.00 RPRF Fee: \$1.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 10/21/2014 02:01 PM Pg: 1 of 10

AFTER RECORDING
RETURN TO:

Recorder's Box 337

Property
Cook County Office

TERMINATION AND RELEASE OF SUBDIVISION AGREEMENT AND CONFIRMATION OF SPECIAL PERMIT ORDINANCE NO. 08-38 (445 SKOKIE BOULEVARD) SUBDIVISION; 445-501 SKOKIE BOULEVARD)

THIS TERMINATION AND RELEASE OF SUBDIVISION AGREEMENT AND CONFIRMATION OF SPECIAL PERMIT ORDINANCE NO. 08-38 ("**Termination and Confirmation**") is made as of the 13th day of August, 2014 ("**Effective Date**"), and is by, between and among the VILLAGE OF NORTHBROOK, an Illinois home rule municipal corporation ("**Village**"), 445 VENTURE, L.L.C., an Illinois limited liability company ("**Owner**"), and NORTSHORE UNIVERSITY HEALTHSYSTEM, an Illinois not-for-profit corporation ("**Developer**").

WHEREAS, on July 31, 2008, the Village, the Developer (formerly known as EVANSTON NORTHWESTERN HEALTHCARE CORPORATION) and the Owner entered into that certain Subdivision, Development and Vacation Agreement ("**Subdivision Agreement**") governing the development of that certain tract of land consisting along the east side of Skokie Boulevard commonly known as 445 and 501 Skokie Boulevard, Northbrook, Illinois ("**Property**"). The Property is legally described in **Exhibit A**, attached to, and by this reference, made a part of this Termination and Confirmation; and

WHEREAS, the Subdivision Agreement was recorded in the Office of the Cook County Recorder of Deeds as Document No. 0821416034 on August 1, 2008; and

WHEREAS, the Subdivision Agreement required the Developer and the Owner, amongst other responsibilities, to construct various improvements to the Property ("**Improvements**"); and

WHEREAS, Section 13 of the Subdivision Agreement provides that the Subdivision Agreement shall remain in effect until the Improvements have been approved by the Village. On August 10, 2010, the President and the Board of Trustees of the Village adopted Resolution No. 2010-91 approving the Improvements subject to the maintenance guarantee of certain Improvements for two additional years pursuant to and in accordance with Section 5.G of the Subdivision Agreement; and

WHEREAS, the two year maintenance guarantee period has expired; and

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WHEREAS, the Developer intends to purchase Lot 2 of the Property from the Owner, and the Developer and the Owner have requested that, pursuant to Section 13, the Subdivision Agreement be terminated with the exception of certain mutually agreed upon provisions; and

WHEREAS, Lot 2 of the Property, commonly known as 501 Skokie Boulevard, is subject to the requirements, terms and conditions of Village of Northbrook Ordinance No. 08-38, Granting Special Permits for a Structure in Excess of 7,500 Square Feet and Identification Signs in Excess of 20 Feet, Loading Space Variation and Site Plan Approval ("**Special Permit Ordinance**"); and

WHEREAS, the President and the Board of Trustees of the Village, after due and careful consideration, have concluded that terminating the Subdivision Agreement pursuant to and in accordance with the terms of Section 13 and receiving the Developer's continued agreement and consent to the Special Permit Ordinance, all in accordance with this Termination and Confirmation, are in the best interest of the Village and its residents.

NOW, THEREFORE, in consideration of the recitals and the mutual covenants and agreements set forth in this Termination and Confirmation, and pursuant to the Village's home rule powers, the parties hereto agree as follows:

1. **Recitals.** The foregoing recitals are incorporated in and made a part of this Termination and Confirmation by this reference.
2. **Termination and Release.** The Subdivision Agreement is hereby terminated and shall be of no further force or effect. All parties are released from their respective obligations set forth in the Subdivision Agreement with the exception of the obligations to indemnify and defend the Village set forth in Sections 11.C and 11.D of the Subdivision Agreement, which shall survive the termination of the Subdivision Agreement. The termination and release set forth in this Section 2 shall be effective from and after the Effective Date.
3. **Confirmation of Special Permit Ordinance.** The Developer hereby acknowledges and agrees and confirms to the Village that its Unconditional Agreement and Consent to the Special Permit Ordinance is valid and will continue to remain in effect from and after the date on which the Developer becomes the Owner of Lot 2.
4. **Binding Effect.** This Termination and Confirmation shall be binding upon and inure to the benefit of the Village, the Developer, the Owner and their respective successors, assigns and related entities.
5. **Recordation.** The parties agree that the Village is authorized to record this Termination and Confirmation in the Office of the Cook County Recorder of Deeds. After this Termination and Confirmation has been recorded, the Developer and the Owner are authorized to take any other necessary actions to remove the Subdivision Agreement from title to the Property.
6. **Governing Law.** This Termination and Confirmation shall be governed by, and enforced in accordance with, the internal laws, but not the conflicts of laws rules, of the State of Illinois.

[SIGNATURE PAGES FOLLOW]

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445 VENTURE, L.L.C., an Illinois limited liability company

By: MPL Two Venture, LLC, an Illinois limited liability company, its Manager

By: *[Handwritten Signature]*
Mitchel A. Greenberg
Title: Manager

By: _____
Jeffrey A. Annenberg
Title: Manager

ACKNOWLEDGEMENTS

STATE OF Illinois)
) SS.
COUNTY OF Cook)

The foregoing instrument was acknowledged before me on the 8th day of September, 2014 by Mitchel A Greenberg, Manager of MPL Two Venture, LLC, Manager of the **445 VENTURE, L.L.C.**, an Illinois limited liability company.

Signature of Notary

[Handwritten Signature]

SEAL
My Commission expires:

STATE OF _____)
) SS.
COUNTY OF _____)



The foregoing instrument was acknowledged before me on the _____ day of _____, 2014 by Jeffrey A. Annenberg, Manager of MPL Two Venture, LLC, Manager of the **445 VENTURE, L.L.C.**, an Illinois limited liability company.

Signature of Notary

SEAL
My Commission expires:

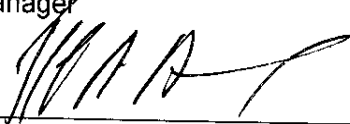
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445 VENTURE, L.L.C., an Illinois limited liability company

By: MPL Two Venture, LLC, an Illinois limited liability company, its Manager

By: _____
Mitchel A. Greenberg

Title: Manager



By: _____
Jeffrey A. Annenberg

Title: Manager

ACKNOWLEDGEMENTS

STATE OF _____)
) SS.
COUNTY OF _____)

The foregoing instrument was acknowledged before me on the _____ day of _____, 2014 by Mitchel A Greenberg, Manager of MPL Two Venture, LLC, Manager of the 445 VENTURE, L.L.C., an Illinois limited liability company.

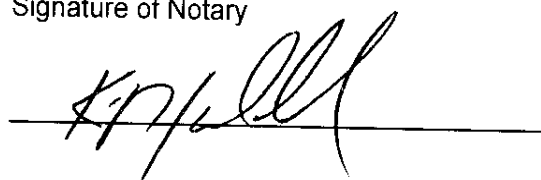
Signature of Notary

SEAL
My Commission expires:

STATE OF Illinois)
) SS.
COUNTY OF Cook)

The foregoing instrument was acknowledged before me on the 7th day of September, 2014 by Jeffrey A. Annenberg, Manager of MPL Two Venture, LLC, Manager of the 445 VENTURE, L.L.C., an Illinois limited liability company.

Signature of Notary



SEAL
My Commission expires:



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NORTHSHORE UNIVERSITY HEALTHSYSTEM,
(formerly known as **EVANSTON**
NORTHWESTERN HEALTHCARE
CORPORATION), an Illinois not-for-profit
corporation

By: *Gary E. Weiss*
Name: Gary E. Weiss
Title: Treasurer

Property of Cook County Notary Public's Office

ACKNOWLEDGEMENT

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

I, the undersigned, a Notary Public in said County in the State aforesaid, **DO HEREBY CERTIFY** that Gary E. Weiss, Treasurer of **NORTHSHORE UNIVERSITY HEALTHSYSTEM,** (formerly known as **EVANSTON NORTHWESTERN HEALTHCARE CORPORATION**), an Illinois not-for-profit corporation, and 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 Treasurer he signed and delivered the said instrument pursuant to proper authority given by the Treasurer of **NORTHSHORE UNIVERSITY HEALTHSYSTEM,** as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 12th day of August, 2014

Carmen V. Brown
Notary Public

My commission expires:

09/21/16

[seal]



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EXHIBIT A

LEGAL DESCRIPTION OF THE PROPERTY

LOTS 1 AND 2 OF 445 SKOKIE BOULEVARD SUBDIVISION, BEING A RESUBDIVISION OF LOT 2 OF NORTHWOOD EDENS SUBDIVISION AND THAT PART OF VACATED FRONTAGE ROAD LYING ADJACENT TO SAID LOT 2 OF NORTHWOOD EDENS SUBDIVISION IN THE SOUTHEAST QUARTER OF SECTION 2, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AUGUST 1, 2008 AS DOCUMENT 0821416035, IN COOK COUNTY, ILLINOIS.

Commonly known as 445 and 501 Skokie Boulevard, Northbrook, Illinois

P.I.N.: 04-02-412-027-0000; 04-02-412-025-0000

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CONSENT OF OWNER OF LOT 1

Seafood Illinois Properties, Inc., an Illinois corporation and owner of Lot 1 of the Property ("**Lot 1 Owner**"), executes this Consent of Owner of Lot 1 ("**Consent**") to the foregoing Termination and Release of Subdivision Agreement and Confirmation of Special Permit Ordinance No. 08-38 ("**Termination and Confirmation**") not as a party, but only to consent to the release and termination set forth in the Termination and Confirmation as more specifically set forth below:

1. Consent: The Lot 1 Owner consents to the termination and release of the Subdivision Agreement pursuant to the terms and in accordance with the Termination and Confirmation.

2. Termination: The Lot 1 Owner acknowledges and agrees that in conjunction with such Termination and Confirmation, any rights of enforcement of Lot 1 Owner, including, without limitation, any such rights as set forth in that certain Consent of Purchaser of Lot 1 dated July 25, 2008, shall terminate and be deemed null and void.

SEAFOOD ILLINOIS PROPERTIES, INC.,
an Illinois corporation

By: [Signature]
Its: President

ATTEST:

By: [Signature]
Its: CFO

ACKNOWLEDGEMENT

STATE OF California
 Los) SS.
COUNTY OF Artes)

The foregoing instrument was acknowledged before me on the 8 day of October, 2014 by Anthony J. Cialano, the President of **SEAFOOD ILLINOIS PROPERTIES, INC.**, an Illinois corporation, and by Herman S. Chiu, the CFO of said corporation.

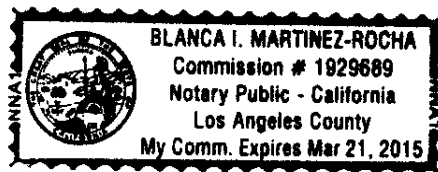
Signature of Notary

[Signature]

SEAL

My Commission expires:

March 21, 2015



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BOX 337 Resolution 2014-104

BE IT RESOLVED by the President and Board of Trustees of the Village of Northbrook, County of Cook and State of Illinois, THAT:

A Resolution Approving the Termination of a Subdivision Agreement And Confirmation of Special Permit Ordinance No. 08-38 For 445-501 Skokie Boulevard (445 Skokie Boulevard Subdivision)

is hereby adopted, as follows:

Section 1. Recitals.

On July 31, 2008, the Village, 445 Venture, L.L.C., an Illinois limited liability company ("**Owner**"), and Evanston Northwestern Healthcare Corporation (now NorthShore University HealthSystem), an Illinois not-for-profit corporation ("**Developer**"), entered into that certain Subdivision, Development and Vacation Agreement ("**Subdivision Agreement**") governing the development of that certain tract of land consisting along the east side of Skokie Boulevard commonly known as 445 and 501 Skokie Boulevard, Northbrook, Illinois ("**Property**"), which was recorded in the Office of the Cook County Recorder of Deeds as Document No. 0821416034 on August 1, 2008. The Subdivision Agreement required the Developer and the Owner, amongst other responsibilities, to construct various improvements to the Property ("**Improvements**").

Section 13 of the Subdivision Agreement provides that the Subdivision Agreement shall remain in effect until the Improvements have been approved by the Village. On August 10, 2010, the President and the Board of Trustees of the Village adopted Resolution No. 2010-91 approving the Improvements subject to the guarantee of certain Improvements for two additional years pursuant to and in accordance with Section 5.G of the Subdivision Agreement. The two-year maintenance guarantee period has expired. The Developer intends to purchase Lot 2 of the Property and the

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Developer and the Owner have requested that, pursuant to Section 13, the Subdivision Agreement be terminated with the exception of certain mutually agreed upon provisions

In addition, Lot 2 of the Property, commonly known as 501 Skokie Boulevard, is subject to the requirements, terms and conditions of Village of Northbrook Ordinance No. 08-38. Granting Special Permits for a Structure in Excess of 7,500 Square Feet and Identification Signs in Excess of 20 Feet, Loading Space Variation and Site Plan Approval ("**Special Permit Ordinance**"), and the Developer is prepared to acknowledge and agree that its Unconditional Agreement and Consent to the Special Permit Ordinance will remain in force.

The President and the Board of Trustees of the Village, after due and careful consideration, have concluded terminating the Subdivision Agreement pursuant to and in accordance with the terms in Section 13, and receiving the Developer's continued agreement and consent to the Special Permit Ordinance, all in accordance with this Termination and Confirmation. It is the best interest of the Village and its residents.

Section 2. Approval of Termination and Confirmation.

The Termination and Release of Subdivision Agreement and Confirmation of Special Permit Ordinance No. 08-38 shall be and is hereby, approved in substantially the form presented with this Resolution.

Section 3. Execution and Recordation.

The Village President and Village Clerk are authorized to execute, and the Village Manager and Village Attorney are authorized to record the Termination and Release of Subdivision Agreement and Confirmation of Special Permit Ordinance No. 08-38 upon execution by all other parties thereto.

Adopted: 8/12/2014

- RESULT:** ADOPTED BY CONSENT VOTE [UNANIMOUS]
- MOVER:** Kathryn Ciesla, Trustee
- SECONDER:** Michael Scolaro, Trustee
- AYES:** Buehler, Scolaro, Heller, Ciesla, Israel, Frum
- ABSENT:** James Karagianis

ATTEST:

/s/ Debra J. Ford
Village Clerk

/s/ Sandra E. Frum
Village President

I hereby certify this to be a true and exact copy of the original

Date

