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Prepared by:
General Counsel
City of Des Plaines
1420 Miner Street
Des Plaines, Illinois 60016

MADE TO:
HOLLAND & KNIGHT LLP
131 S. DEARBORN ST. 30TH FL.
CHICAGO IL 60603
ATTN: STEWART J. METZ



Doc#: 1528919148 Fee: \$52.00
RHSP Fee: \$9.00 RPRF Fee: \$1.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 10/16/2015 03:42 PM Pg: 1 of 8

TRANSFEEE ASSUMPTION AGREEMENT (SALES TAX REBATE AGREEMENT FOR 10 E. GOLF ROAD)

THIS TRANSFEEE ASSUMPTION AGREEMENT, made as of this 13th day of October, 2015, by, between and among **ABBOTT LAND AND INVESTMENT CORPORATION**, an Illinois corporation ("*Developer*"), **GOLF ROAD VENTURES, LLC**, an Illinois limited liability company ("*Transferee*") and the **CITY OF DES PLAINES**, an Illinois home rule municipal corporation ("*City*").

WITNESSETH:

WHEREAS, the Developer is the contract purchaser of that certain real property located at 10 E. Golf Road, Des Plaines, Illinois and legally described in **Exhibit A** attached hereto and by this reference incorporated herein and made a part hereof ("*Property*")

WHEREAS, pursuant to that certain Assignment dated October 13, 2015, the Developer has assigned to the Transferee its purchase interest in the Property; and

WHEREAS, on June 9, 2015, the Developer, the City, and Roundy's Supermarkets, Inc. ("*Tenant*") entered into that certain Sales Tax Rebate Agreement which was recorded in the Office of the Cook County Recorder on June 12, 2015 as Document No. 151631056 ("*Rebate Agreement*") for the purpose of encouraging the redevelopment the Property with a retail grocery store to be operated by the Tenant;

WHEREAS, the Rebate Agreement contemplated that the Developer would transfer title to the Property and assign its interests in the sales tax rebates provided for by the Rebate Agreement to the Transferee prior to taking title to the Property;

WHEREAS, as a condition of the assignment by the Developer, the Developer and the City require that the Transferee agree to assume and comply with all the terms, requirements and obligations set forth in the Rebate Agreement;

NOW, THEREFORE, in consideration of the assignment of the Developer's rights, title and interest in the Property to the Transferee and of the City to accept the transfer of obligations as provided herein and to grant the releases granted herein, and for other good and valuable

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consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed by, between and among the City, the Developer, and the Transferee as follows:

1. Recitals. The foregoing recitals are incorporated in and made a part of this Agreement as substantive provisions by this reference.

2. Assumption of Obligations. The Transferee, on its behalf and on behalf of its successors, assigns, heirs, executors and administrators, hereby agrees, at its sole cost and expense, to comply with all of the terms, requirements and obligations of the Rebate Agreement, including all exhibits and attachments thereto, regardless of whether such terms, requirements and obligations are to be performed and provided by, or are imposed upon, the Developer or the owner of the Property.

3. Acknowledgment and Release of Developer. The City hereby acknowledges its agreement to the Transferee's assumption of the obligation to comply with the terms, requirements and obligations of the Rebate Agreement, including all exhibits and attachments thereto, and the City hereby releases the Developer from any personal liability for failure to comply with the terms, requirements and obligations of the Rebate Agreement.

4. Release by the Developer. The Developer hereby releases and waives all rights, claims, and interest in the Sales Tax Rebate, as defined in the Rebate Agreement and acknowledges that the City has no further obligation to the Developer under and pursuant to the Rebate Agreement.

[THE BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURES APPEAR ON THE NEXT PAGE]

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

ATTEST:

By: Laura Fast
Gloria J. Ludwig Laura Fast
City Clerk Deputy City Clerk

CITY OF DES PLAINES

By: [Signature]
Michael G. Bartholomew
City Manager

~~APPROVED AS TO FORM ONLY~~

~~Des Plaines General Counsel Dated~~

APPROVED AS TO FORM ONLY

[Signature] 12/2/15
Des Plaines General Counsel Dated

ATTEST:

By: Donna Glizcher
Its: Vice President

ABBOTT LAND AND INVESTMENT CORPORATION

By: [Signature]
Its: President

ATTEST:

By: Donna Glizcher
Its: _____

GOLF ROAD VENTURES, LLC

By: [Signature]
Its: Manager

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ACKNOWLEDGMENTS

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

This instrument was acknowledged before me on October 8, 2015, by Michael G. Bartholomew, the City Manager of the **CITY OF DES PLAINES**, an Illinois municipal corporation, and by Gloria J. Ludwig, the City Clerk of said municipal corporation.

Lauren Griffin
Signature of Notary

SEAL

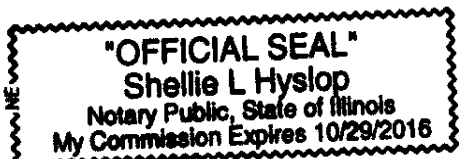
My Commission expires:

2/26/18



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

This instrument was acknowledged before me on October 5, 2015, by Dean W. Kelley, President of **ABBOTT LAND AND INVESTMENT CORPORATION**, an Illinois corporation, and Donna S. Elischer, Vice President of said corporation.



SEAL

Shellie L Hyslop
Signature of Notary

My Commission expires:

10/29/2016

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

This instrument was acknowledged before me on October 5, 2015, by Dean W. Kelley, of **GOLF ROAD VENTURES, LLC**, as Manager, of said limited liability company.



Shellie L Hyslop
Signature of Notary

SEAL

My Commission expires:

10/29/2016

Property of Cook County Clerk's Office

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EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

PARCEL 1:

THAT PART OF FRACTIONAL WEST 1/2 OF THE NORTHWEST FRACTIONAL 1/4 OF FRACTIONAL SECTION 18, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT IN THE CENTER LINE OF GOLF ROAD, AS NOW LAID OUT, 213.46 FEET SOUTHWESTERLY AS MEASURED ON SAID CENTER LINE OF THE INTERSECTION OF SAID CENTER LINE WITH THE EAST LINE OF SAID WEST 1/2 OF THE NORTHWEST 1/4 OF SECTION 18, THENCE NORTHWESTERLY AT RIGHT ANGLES TO SAID CENTER LINE OF GOLF ROAD 250 FEET, THENCE SOUTHWESTERLY PARALLEL TO THE CENTER LINE OF GOLF ROAD, 398.75 FEET MORE OR LESS TO AN INTERSECTION WITH THE WEST LINE OF SAID SECTION 18, THENCE SOUTH ON THE WEST LINE OF SECTION 18, 255.98 FEET MORE OR LESS TO AN INTERSECTION WITH THE CENTER LINE OF GOLF ROAD, THENCE NORTHEASTERLY ON THE CENTER LINE OF GOLF ROAD, 453.79 FEET MORE OR LESS TO THE PLACE OF BEGINNING IN COOK COUNTY, ILLINOIS.

(EXCEPT THAT PART FALLING IN GOLF ROAD)

PARCEL 2:

THAT PART OF THE NORTHWEST FRACTIONAL 1/4 OF SECTION 18, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF FRACTIONAL SECTION 18 AFORESAID THENCE SOUTH ALONG THE WEST LINE OF SAID SECTION 18, 250 FEET THENCE EASTERLY ON A LINE FORMING AN ANGLE OF 81 DEGREES 50 MINUTES FROM THE SOUTH TO EAST WITH SAID WEST LINE OF SECTION 18, 50.51 FEET FOR A POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED SAID POINT BEING THE SOUTHWESTERLY CORNER OF LOT 70 IN HERZOG'S FIFTH ADDITION TO DES PLAINES THENCE EASTERLY ALONG THE SOUTHERLY LINE OF SAID HERZOG'S FIFTH ADDITION TO DES PLAINES 142.96 FEET THENCE SOUTHERLY ON A LINE DRAWN AT RIGHT ANGLES TO THE SOUTHERLY LINE OF HERZOG'S FIFTH ADDITION TO DES PLAINES 160 FEET THENCE WESTERLY ON A LINE PARALLEL WITH THE SOUTHERLY LINE OF HERZOG'S FIFTH ADDITION TO DES PLAINES 120.00 FEET TO AN INTERSECTION WITH THE EAST LINE OF MOUNT PROSPECT ROAD, BEING A LINE 50 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID SECTION 18 THENCE NORTH ALONG THE EAST LINE OF MOUNT PROSPECT ROAD, 161.64 FEET TO THE POINT OF BEGINNING IN COOK COUNTY, ILLINOIS.

PARCEL 3:

THAT PART OF FRACTIONAL WEST 1/2 OF THE NORTHWEST FRACTIONAL 1/4 OF SECTION 18, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING NORTH OF THE CENTER LINE OF SEEGER'S ROAD NOW KNOWN AS GOLF ROAD OF COOK COUNTY, ILLINOIS EXCEPT (1) THE EAST 83.56 FEET THEREOF (2)

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THAT PART THEREOF FALLING WITHIN THE BOUNDARIES OF HERZOG'S FIFTH ADDITION TO DES PLAINES A SUBDIVISION OF PART OF THE SOUTHWEST 1/4 OF SECTION 7, AND PART OF THE NORTHWEST 1/4 OF SECTION 18, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, (3) PARCELS 1 AND 2 AS HEREINABOVE DESCRIBED IN COOK COUNTY, ILLINOIS (4) THE EAST 17 FEET OF THE WEST 50 FEET TAKEN PURSUANT TO ORDERS ENTERED IN CASE 84 L5 2056.

EXCEPTING FROM PARCELS 1 AND 3 THAT PART OF THE LAND TAKEN FOR ROAD PURPOSES BY CONDEMNATION PROCEEDINGS HAD IN CASE NO. 67 L 13163, DESCRIBED AS FOLLOWS:

THAT PART OF THE FRACTIONAL WEST 1/2 OF THE NORTHWEST FRACTIONAL QUARTER OF FRACTIONAL SECTION 18, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE CENTER LINE, OF GOLF (EVANSTON-ELGIN) ROAD, WITH THE WEST LINE OF SECTION 18; THENCE NORTH ALONG THE WEST LINE OF SAID SECTION 18 A DISTANCE OF 255.98 FEET TO A POINT; THENCE NORTHEASTERLY ALONG A LINE PARALLEL WITH THE CENTER LINE OF GOLF (EVANSTON-ELGIN) ROAD, A DISTANCE OF 33.79 FEET FOR A POINT OF BEGINNING; THENCE NORTHEASTERLY ALONG AN EXTENSION OF THE LAST DESCRIBED LINE A DISTANCE OF 17.41 FEET TO A POINT ON A LINE PARALLEL WITH AND DISTANT 50 FEET EAST OF THE WEST LINE OF SAID SECTION 18; THENCE SOUTH ALONG SAID LINE PARALLEL WITH AND DISTANT 50 FEET EAST OF WEST LINE OF SAID SECTION 18 A DISTANCE OF 157 FEET TO A POINT; THENCE SOUTHEASTERLY ALONG A STRAIGHT LINE A DISTANCE OF 63.20 FEET TO A POINT ON A LINE PARALLEL WITH AND DISTANCE 55 FEET NORTHWESTERLY OF THE CENTER LINE OF GOLF (EVANSTON-ELGIN) ROAD; THENCE NORTHEASTERLY ALONG SAID LINE, PARALLEL WITH AND DISTANCE 55 FEET NORTHWESTERLY OF THE CENTERLINE OF GOLF (EVANSTON-ELGIN) ROAD A DISTANCE OF 90.0 FEET TO A POINT; THENCE SOUTHEASTERLY ALONG A STRAIGHT LINE A DISTANCE OF 90.12 FEET TO A POINT ON THE RIGHT OF WAY LINE OF GOLF (EVANSTON-ELGIN) ROAD SAID NORTHERLY LINE OF GOLF (EVANSTON-ELGIN) ROAD BEING PARALLEL WITH AND DISTANCE 50.0 FEET NORTHWESTERLY OF THE CENTERLINE OF GOLF (EVANSTON-ELGIN) ROAD; THENCE SOUTHWESTERLY ALONG SAID NORTHERLY LINE OF GOLF (EVANSTON-ELGIN) ROAD TO A POINT IN SAID EAST LINE OF MOUNT PROSPECT ROAD; THENCE NORTH ALONG SAID EAST LINE OF MOUNT PROSPECT ROAD, A DISTANCE OF 204.79 FEET TO THE POINT OF BEGINNING. ALL IN COOK COUNTY, ILLINOIS.

ALSO THAT PART OF THE FRACTIONAL WEST 1/2 OF THE NORTHWEST FRACTIONAL QUARTER OF SECTION 18, TOWNSHIP 41 NORTH, RANGE 12, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE CENTERLINE OF GOLF (EVANSTON-ELGIN) ROAD, WITH THE WEST LINE OF SECTION 18; THENCE NORTH ALONG THE WEST LINE OF SAID SECTION 18 A DISTANCE OF 255.98 FEET TO A POINT; THENCE NORTHEASTERLY ALONG A LINE PARALLEL WITH THE CENTER LINE OF GOLF (EVANSTON-ELGIN) ROAD, A DISTANCE OF 33.79 FEET FOR A POINT OF BEGINNING; THENCE NORTHEASTERLY ALONG AN EXTENSION OF THE LAST DESCRIBED LINE, A DISTANCE OF 17.41 FEET TO A POINT ON A LINE PARALLEL WITH, AND DISTANCE 50

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FEET EAST OF THE WEST LINE OF SAID SECTION 18; THENCE NORTH ALONG SAID LINE PARALLEL WITH AND DISTANCE 50 FEET EAST OF THE WEST LINE OF SAID SECTION 18 A DISTANCE OF 499.37 FEET TO A POINT; THENCE NORTHWESTERLY ALONG A STRAIGHT LINE, A DISTANCE OF 17.17 FEET TO A POINT ON THE EASTERLY LINE OF MOUNT PROSPECT ROAD, SAID LINE BEING PARALLEL WITH AND DISTANT 33 FEET EAST OF THE WEST LINE OF SAID SECTION 18; THENCE SOUTH ALONG SAID EASTERLY LINE OF MOUNT PROSPECT ROAD, A DISTANCE OF 505.55 FEET TO THE POINT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS.

ALSO EXCEPTING THEREFROM THAT PART OF FRACTIONAL WEST 1/2 OF THE NORTHWEST 1/4 OF SECTION 18, TOWNSHIP 41 NORTH, RANGE 12 LYING NORTH OF THE CENTER LINE OF SEEGER'S ROAD WHICH IS IN THE FOLLOWING DESCRIBED TRACT:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 18; THENCE SOUTH ALONG THE WEST LINE OF SAID SECTION 18 FOR A DISTANCE OF 1134 FEET; THENCE NORTHEASTERLY ALONG A LINE WHICH FORMS AN ANGLE OF 102 DEGREES 25 MINUTES TO THE LEFT WITH A PROLONGATION OF THE LAST DESCRIBED COURSE FOR A DISTANCE OF 21.2 FEET TO THE POINT OF BEGINNING, WHICH IS ON THE EASTERLY RIGHT OF WAY LINE OF MOUNT PROSPECT ROAD, THENCE NORTHEASTERLY ALONG A CONTINUATION OF THE LAST DESCRIBED COURSE FOR A DISTANCE OF 407.5 FEET TO A POINT ON THE NORTHWESTERLY RIGHT OF WAY LINE OF SEEGER ROAD; THENCE SOUTHWESTERLY ALONG SAID NORTHERLY RIGHT OF WAY LINE WHICH FORMS AN ANGLE OF 177 DEGREES 18 MINUTES TO THE RIGHT WITH A PROLONGATION OF THE LAST DESCRIBED COURSE FOR A DISTANCE OF 412 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE WHICH FORMS AN ANGLE OF 105 DEGREES 7 MINUTES TO THE RIGHT WITH A PROLONGATION OF THE LAST DESCRIBED COURSE FOR A DISTANCE OF 17.5 FEET MORE OR LESS THAN POINT OF BEGINNING, AS DEDICATED FOR ROAD PURPOSES BY INSTRUMENT DATED NOVEMBER 26, 1930 AND RECORDED APRIL 28, 1931 AS DOCUMENT 10890723.

P.I.N. 09-18-100-004-0000

Commonly known as 10 E. Golf Road, Des Plaines, Illinois 60016