

**Item #7:**

**Res. Approving Transferee Assumption Agreement  
Re: Long Grove Senior Living**

VILLAGE OF LONG GROVE

RESOLUTION NO. 2016-R-\_\_\_

**A RESOLUTION APPROVING THE EXECUTION OF A TRANSFEE ASSUMPTION AGREEMENT WITH LONG GROVE SENIOR CARE LLC AND ARBORIA OF GROVE LLC**

**WHEREAS**, Long Grove Senior Care LLC ("**Owner**") is or was the owner of the real property located on the south side of Illinois Route 53 between Mardan Drive and Long Grove Road, which property consists of approximately 9.46 acres of land (the "**Property**"); and

**WHEREAS**, the development and use of the Property is subject to that certain "Ordinance No. 2014-O-24 granting a Special Use Permit between the Village of Long Grove and Owner, as Petitioner" dated October 28, 2014, and recorded in the Office of the Lake County Recorder on November 14, 2014, as Document No. 7147988, as well as all permits and approvals granted as a result thereof (collectively, the "**SUP**"); and

**WHEREAS**, pursuant to that certain Operating Agreement dated \_\_\_\_\_, 20\_\_\_, Arboria of Long Grove LLC ("**Transferee**") agreed to a contribution from the Owner in the form of the Property, and following conveyance of the Property by Owner, Transferee will be the legal owner of the Property; and

**WHEREAS**, the Owner and Transferee have represented and warranted to the Village that Transferee is controlled by the Owner, Long Grove Senior Care LLC, as manager of Transferee; and

**WHEREAS**, in order to assure that the obligations set forth in the SUP are satisfied notwithstanding the transfer of the Property, the SUP provides that the Owner remains bound to satisfy the obligations of the SUP, unless and to the extent that the Transferee becomes bound pursuant to a transferee assumption agreement; and

**WHEREAS**, conveyance of the Property is contingent on the Transferee agreeing to comply with the terms, requirements, and obligations of the SUP under a transferee assumption agreement; and

**WHEREAS**, the President and Board of Trustees of the Village have determined it is in the best interests of the Village and its residents to approve a transferee assumption agreement between the Village, Owner, and Transferee;

**NOW, THEREFORE, BE IT RESOLVED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF LONG GROVE, LAKE COUNTY, ILLINOIS, AS FOLLOWS:**

**SECTION ONE:**     **Recitals.**     The Village President and Board of Trustees hereby adopt the foregoing recitals as its findings.

**SECTION TWO:**     **Approval.**     The Transferee Assumption Agreement between the Village, Owner, and Transferee is hereby approved in substantially the form attached to this Resolution as Exhibit A.

**SECTION THREE:**   **Authorization.**     The Village President and Village Clerk are hereby authorized and directed to execute and attest the Transferee Assumption Agreement on behalf of the Village; provided, however, that the President and Clerk shall not execute or attest such agreement unless and until it has been fully executed by the Owner and Transferee.

**SECTION FOUR:**   **Effective Date.**     This Resolution shall be in full force and effect upon its passage and approval in the manner provided by law.

PASSED this \_\_\_<sup>th</sup> day of January, 2016.

AYES: ( )

NAYS: ( )

ABSENT: ( )

APPROVED this \_\_\_<sup>th</sup> day of January, 2016

\_\_\_\_\_  
Angela Underwood, Village President

ATTEST:

\_\_\_\_\_  
Heidi Locker-Scheer, Village Clerk

**EXHIBIT A**

**Transferee Assumption Agreement**

DRAFT

This document was prepared by,  
and following recording should  
be returned to:

Village of Long Grove  
3110 RFD  
Long Grove IL 60047  
Attn: Village Manager

### TRANSFEE ASSUMPTION AGREEMENT

**THIS AGREEMENT**, made as of this \_\_\_\_\_ day of \_\_\_\_\_, 2016, by, between and among **LONG GROVE SENIOR CARE LLC**, an Illinois limited liability company ("**Owner**"), **ARBORIA OF LONG GROVE LLC**, an Illinois limited liability company ("**Transferee**") and the **VILLAGE OF LONG GROVE**, Illinois, an Illinois municipal corporation ("**Village**"),

#### WITNESSETH:

**WHEREAS**, pursuant to that certain Operating Agreement dated \_\_\_\_\_, 20\_\_\_, the Transferee agreed to a contribution from the Owner certain real property situated in Lake County, Illinois and legally described in Exhibit A attached hereto and by this reference incorporated herein and made a part hereof ("**Property**"); and

**WHEREAS**, following the conveyance of the Property by the Owner, the Transferee will be the legal owner of the Property; and

**WHEREAS**, the Owner and Transferee represent and warrant that Transferee is controlled by the Owner, Long Grove Senior Care LLC, as manager of Transferee; and

**WHEREAS**, as a condition to the conveyance of the Property by the Owner, the Owner and the Village require that the Transferee agree to comply with all the terms, requirements, and obligations relating to the Property as set forth in that certain "Ordinance No. 2014-O-24 granting a Special Use Permit between the Village of Long Grove and Owner, as Petitioner" dated October 28, 2014, and recorded in the Office of the Lake County Recorder on November 14, 2014, as Document No. 7147988, as well as all permits and approvals granted as a result thereof (collectively, the "**SUP**");

**NOW, THEREFORE**, in consideration of the agreement of the Owner to convey the Property to the Transferee and of the Village to accept the transfer of obligations as provided herein and to grant the releases granted herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby

acknowledged, it is hereby agreed by, between, and among the Village, the Owner, and the Transferee as follows:

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

2. **Assumption of Obligations.** The Transferee, on its behalf and on behalf of its successors, assigns, heirs, executors and managers, hereby agrees, at its sole cost and expense, to comply with all of the terms, requirements, and obligations of the SUP, including all exhibits and attachments thereto, with respect to the Property.

3. **Assurances of Financial Ability.** In light of the representation and warranty of the Owner and Transferee regarding their controlling interests, the Village shall not require evidence of financial ability as a precondition of the execution of this Agreement.

4. **Payment of Village Fees and Costs.** In addition to any other costs, payments, fees, charges, contributions, or dedications required by this Agreement, the SUP or by applicable Village codes, ordinances, resolutions, rules, or regulations, the Transferee shall pay to the Village on or before the date due therefor, all legal, engineering, and other consulting or administrative fees, costs and expenses incurred in connection with the negotiation, preparation, consideration, and review of this Agreement.

5. **Acknowledgment and Release of Transferor.** The Village hereby acknowledges its agreement to the Transferee's assumption of the obligation to comply with the terms, requirements and obligations of the SUP, including all exhibits and attachments thereto, with respect to the Property. In addition, the Village hereby releases the Owner from any personal liability for failure to comply with the terms, requirements, obligations, and provisions of the SUP pertaining to the Property. Nothing in this Agreement shall alter or otherwise amend the terms, requirements, obligations, and provisions of the SUP.

*[Signature pages to follow.]*

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

ATTEST:

**THE VILLAGE OF LONG GROVE**

\_\_\_\_\_  
Heidi Locker-Scheer, Village Clerk

By: \_\_\_\_\_  
Angela Underwood, Village President

ATTEST:

**LONG GROVE SENIOR CARE LLC,**  
an Illinois limited liability company

By: Gart Partners LLC-Series 1 (LG Senior Care), as its sole Managing Member

By: GWE Associates, LLC, as one of its Co-Managing Members

By: \_\_\_\_\_

Name: \_\_\_\_\_ Arthur Goldner

Title: \_\_\_\_\_ Manager

ATTEST:

**ARBORIA OF LONG GROVE LLC**

By: Long Grove Senior Care LLC, as its Managing Member

By: Gart Partners LLC-Series 1 (LG Senior Care), as its sole Managing Member

By: GWE Associates, LLC, as one of its Co-Managing Members

By: \_\_\_\_\_

Name: \_\_\_\_\_ Arthur Goldner

Title: \_\_\_\_\_ Manager

ACKNOWLEDGMENTS

STATE OF ILLINOIS                    )  
  ) SS.  
COUNTY OF LAKE                    )

This instrument was acknowledged before me on \_\_\_\_\_, 2016, by \_\_\_\_\_, the Village President of **THE VILLAGE OF LONG GROVE**, an Illinois municipal corporation, and by \_\_\_\_\_, the Village Clerk of said municipal corporation.

\_\_\_\_\_  
Signature of Notary

SEAL

My Commission expires:

\_\_\_\_\_  
\_\_\_\_\_

STATE OF ILLINOIS                    )  
  ) SS.  
COUNTY OF LAKE                    )

The foregoing instrument was acknowledged before me on \_\_\_\_\_ 201\_\_\_\_, by \_\_\_\_\_, Manager of **LONG GROVE SENIOR CARE LLC.**

\_\_\_\_\_  
Signature of Notary

SEAL

My Commission expires:

\_\_\_\_\_  
\_\_\_\_\_

STATE OF ILLINOIS        )  
  ) SS.  
COUNTY OF LAKE         )

                  This     instrument     was     acknowledged     before     me     on  
\_\_\_\_\_, 201\_\_, by \_\_\_\_\_, Manager of **ARBORIA OF LONG  
GROVE LLC.**

\_\_\_\_\_  
Signature of Notary

SEAL

My Commission expires:

\_\_\_\_\_

EXHIBIT A TO TRANSFEREE ASSUMPTION AGREEMENT

**LEGAL DESCRIPTION FOR  
2300 ILLINOIS ROUTE 53  
LONG GROVE, ILLINOIS**

THE WEST 10 ACRES OF THAT PART OF THE SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 25, TOWNSHIP 43 NORTH, RANGE 10 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING SOUTH OF THE CENTER LINE OF STATE ROUTE 53 AND LYING WEST OF THE WEST LINE OF LINDGREN'S "GREENLAND", BEING A SUBDIVISION RECORDED AS DOCUMENT NO. 1332856, IN LAKE COUNTY, ILLINOIS.