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SUPPLEMENTARY DECLARATION NO. 216

LAS COLINAS AREA CCXVI

DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 16 day of March, 2007 by HINES LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called the "Declarant").

- A. Declarant's predecessor in interest, Las Colinas Corporation ("LCC"), executed a Declaration (as previously corrected and supplemented (the "Declaration") on the 22nd of August, 1973, applicable to certain real property described in Exhibit "A" thereto and located in or adjacent to the City of Irving, County of Dallas, State of Texas.
- B. The Declaration was filed of record in Volume 73166, Page 1001, of the Deed Records of Dallas County, Texas, a Correction to Declaration was filed of record in Volume 77154, Page 1096, of the Deed Records of Dallas County, Texas, a Second Correction to Declaration was filed of record in Volume 79122, Page 0749, of the Deed Records of Dallas County, Texas, and a Third Correction to Declaration was filed of record in Volume 82071, Page 3244, of the Deed Records of Dallas County, Texas.
- C. LCC assigned all of its rights as "Declarant" under the Declaration to Las Colinas Land Limited Partnership ("LCLLP") pursuant to a Corrected Assignment and Transfer of Rights of Declarant under Declaration dated as of June 29, 1989, recorded in Volume 92041, Page 0446, of the Deed Records of Dallas County, Texas.
- D. LCLLP assigned all of its rights as "Declarant" under the Declaration to Declarant pursuant to an Assignment and Transfer of Rights of Declarant and Class B Member under Declaration dated as of December 23, 2005, recorded in Volume 200503641275, Deed Records, Dallas County, Texas.
- E. Additional real property has been added to the scheme of the Declaration as contemplated in Article 1, Section 3, thereof by recording Supplementary Declarations in the Deed Records of Dallas County, Texas.
- F. Article V of the Declaration (entitled Protective Covenants), as originally written and as modified by the previous Supplementary Declarations is applicable only to the real property described in Exhibit "A" to the Declaration and in Exhibits to the previous Supplementary Declarations and not to additional real property which may be added to the scheme of the Declaration by subsequent Supplementary Declarations.
- G. Article I, Section 3, of the Declaration permits the addition of additional property to the scheme thereof by filing a Supplementary Declaration of record, which Supplementary Declaration may modify Article V of the Declaration as it pertains to the additional property.

- H. Declarant desires to add additional property located within the boundaries of the property described in Exhibit "A-216" to the Declaration to the scheme of the Declaration and to modify Article V of the Declaration as it pertains to the additional property.
- I. The following terms have the following definitions: **Association** means The Las Colinas Association; **Lake** means Lake Carolyn, the 125 acre flood control lake located within the Las Colinas Urban Center; **Architectural Control Committee** means the Architectural Control Committee of The Las Colinas Association; **District** means the Dallas County Utility and Reclamation District; and **Owner** means each and every person, persons or legal entity who owns fee simple title to any unit, lot tract, or parcel of land in the Properties. All capitalized terms not defined herein shall have the same meaning as set forth in the Declaration.

NOW THEREFORE, Declarant declares as follows:

1. The real property described in Exhibit A-216 attached hereto and incorporated herein by reference for all purposes (designated as **Area CCXVI** for purposes of this Supplementary Declaration) is and shall be subject to the scheme of the Declaration, and is and shall be held, transferred, sold, conveyed, used, and occupied subject to covenants, restrictions, easements, charges, and liens set forth in the Declaration (the Declaration being incorporated herein by reference for all purposes) as modified herein.
2. Article V of the Declaration is modified by the addition thereto of the following Section 216, which is applicable only to Area CCXVI.

Section 216. Covenants Applicable to Area CCXVI. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CCXVI of the Properties:

- a. Use Limitations. Sites in Area CCXVI may be used for multi-family residential (both for sale and for rent purposes, subject to the limitations set forth on Exhibit B-216, attached hereto), attached single-family residence including townhomes and condominiums, office buildings, hotels, banks and financial institutions, restaurants (including those with entertainment and/or outdoor dining), retail sales and services, entertainment/recreation (both indoor and outdoor), structured parking facilities (including freestanding garages serving both on-site and off-site uses), special events from time to time approved by the Association, and related facilities. As provided in Exhibit B-216, condominium units shall be considered multi-family if more than three (3) units are owned by any one person or entity and are rented.

The following uses of sites in Area CCXVI are not permitted:

- (1) Warehouses and manufacturing.
- (2) Detached single-family residential.

- (3) Any use which involves a noxious odor or any excessive noise beyond the level normally contemplated in connection with the approved use and which constitutes a nuisance.
- (4) Gasoline service stations and car wash facilities.
- (5) Sexually oriented businesses, as defined in the applicable Codes and Ordinances of the City of Irving.
- (6) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.
- (7) Any use which violates any part of this Section 216.a.

b. Minimum Setback Lines.

- (1) 25 feet from Las Colinas Boulevard Right-of-Way.
- (2) 25 feet from Lake Carolyn Parkway Right-of-Way.
- (3) 25 feet from any other public or private Street Right-of-Way.
- (4) 25 feet from the drywall of Lake Carolyn.
- (5) 50 feet from Northwest Highway (S.H. 348).
- (6) 0 to 5 feet from an adjacent or common property line.

The following improvements are expressly excluded from this restriction:

- (1) Structures below and covered by the ground;
- (2) Steps walks, driveways, and curbing;
- (3) Landscaping and landscape furniture;
- (4) Planters, retaining walls, hedges or fences not to exceed four (4) feet in height;
- (5) Guardhouses;
- (6) Gatehouses;
- (7) Aerial pedestrian crossings or connections;
- (8) Canopies, roof overhangs, and balconies;
- (9) Minor encroachments of adequately screened structures or parking areas;
- (10) Approved signs and monuments; and
- (11) Building features or architectural elements.

Notwithstanding the foregoing, if a portion of Area 216 becomes incorporated into and subject to the Transit Mall Overlay District or the Transit Oriented Development District of the City of Irving, the Minimum Setback Lines requirements of such District shall be incorporated by reference into this Supplementary Declaration No. 216 and be applicable to that portion(s) of Area 216.

Declarant may grant exceptions to and/or variations from any setback lines established in this paragraph b. of this Section 216, except for b(4) and setbacks from Lake Carolyn drywall, provided that any such variances or exceptions must be in writing.

Exceptions to and/or variations from b(4) or setbacks from Lake Carolyn drywall, may be granted only upon written approval of both the Board of Directors of Dallas County Utility and Reclamation District and the Architectural Control Committee. In the event Dallas County

Utility and Reclamation District ceases to be an active municipal corporation organized under the laws of the State of Texas functioning as a separate political subdivision of the State, exceptions to and/or variations from b(4) or setbacks from Lake Carolyn drywall may be granted only by the Architectural Control Committee, provided any such exceptions or variations must be in writing.

c. Building Height Requirements. Principal structures erected on Area CCXVI shall conform to the minimum height requirements set forth below:

- (1) Not less than 4 stories for all standalone office buildings and hotels.

Exceptions to and/or variances from building heights established in this paragraph c(1) may be granted only upon written approval of Declarant and such written approval shall not be unreasonably withheld by Declarant for variances for improvements covering (on a cumulative basis) less than a majority of the buildable area of any tract of Area CCXVI, which improvements are used for purposes permitted by paragraph a of this Section 216 other than hotel and office building use.

d. Minimum Habitable Building Floor Level. The lowest habitable floor level of any building, other than basement, mechanical storage, and parking levels, shall be no lower than elevation 425 mean sea level. No opening through the outside wall of any building will be permitted lower than elevation 425 mean sea level.

e. Parking Areas.

- (1) Surface parking areas shall be curbed and guttered with concrete and paved with 5" reinforced concrete placed on a 6" lime stabilized base or an equivalent pavement section engineered by a registered professional engineer and as approved by the Architectural Control Committee.
- (2) Ground level surface parking shall have a maximum grade slope of 5% and a minimum grade slope of 1%.
- (3) Parking areas shall be sufficient to accommodate all parking needs for employees, company vehicles, customers and visitors. Parking shall meet or exceed the parking requirements of the City of Irving, Development Codes, Zoning and Subdivision Ordinances as amended from time to time or as otherwise approved by the City of Irving.
- (4) Surface parking areas shall be adequately screened by use of walls, berms, trees, landscaping or other means reasonably acceptable to the Architectural Control Committee in accordance with its customary use of discretion, except for on-street parking allowed

by the City of Irving. Screening shall occur between all ground level surface parking areas (not to include entrances and exits), adjacent public and private streets and adjacent exterior boundary lines.

Declarant may grant exceptions to or variances from any part of this subsection 2e, provided that any variances or exceptions must be in writing.

f. Driveways. Driveways shall:

- (1) Be constructed as specified in e(1) above.
- (2) Have a minimum width of 12 feet.

g. Signs. All signs must be approved by the Architectural Control Committee in writing prior to installation. The intent of these signage restrictions is to allow flexibility similar to that contemplated for the Transit Mall Overlay District, Section 52-32g, and for the Transit Oriented Development District, Section 52-64c of the Zoning Ordinance 1144 of the City of Irving. Normally, such approval will be limited to those signs which:

- (1) Identify the name and business of the occupant, or which give directions, or which offer the premises for sale or for lease.
- (2) Are not of an unusual size or shape when compared to the building or buildings on the premises.
- (3) Preserve the quality and atmosphere of the area.

No signs, symbols, advertising insignia or similar items are permitted on top of or on the face of buildings at a location higher than the area immediately above those levels where there are ground level outside entrances into the buildings; provided, Declarant may grant exceptions to or variances from the restrictions in this sentence as long as they are in writing. Signs of a flashing or moving character or inappropriately colored signs are not permitted. The Association may, but is not obligated to, remove any sign erected without written approval.

h. Landscaping. Landscaping shall:

- (1) Be required on all sites contemporaneously with completion of other improvements, but in no event later than 180 days after first occupancy of buildings.
- (2) Conform to a landscaping plan approved by the Architectural Control Committee pursuant to Article IV of the Declaration.

Normally, such approval will be limited to landscaping plans which:

- i. Provide automatic underground sprinkling systems for all landscaped areas;
 - ii. Permit reasonable access to public and private utility lines and easements for installation and repair; and
 - iii. Include at least one tree for each 4,500 square feet of area between exterior building walls and public street right-of-way lines.
- (3) Owners shall provide landscaping, including hardscape structures (such as sidewalks, promenades, benches, planter boxes, etc.), as well as plant materials within the area adjacent to any public or private street and along the shoreline of Lake Carolyn in accordance with plans submitted by such owners and subjectively approved by the Architectural Control Committee. Owners shall maintain the improvements within these areas in accordance with standards established from time to time by the Association.

i. Screening.

- (1) Storage areas, incinerators, storage tanks, trucks based on the premises, roof objects (including fans, vents, cooling towers, skylights and all roof mounted equipment which rises above the roof line), trash containers and maintenance facilities shall either be housed in closed buildings or otherwise screened from public view in a manner and at a location approved in writing by the Architectural Control Committee. Such screening at ground level would normally include landscaping or permanent fences of solid materials and be located as far from property lines as reasonably possible.
- (2) Except as otherwise governed by Federal statutes and/or rules and regulations of the Federal Communications Commission applicable to the use of antennas, including, without limitation, dish type antennas and towers must be approved by the Architectural Control Committee, which may consider things like size, location, and ability to screen the antenna(s) and tower(s) from view from adjacent properties and from public and private streets and highways.

j. Loading Docks and Areas.

- (1) Loading docks and areas shall not be located on the streetside of any building or structure, except that the Architectural Control

Committee may approve such location in writing (subject to express screening requirements).

- (2) Loading areas may not encroach setback areas, except that Declarant may give written approval for such encroachments in connection with the approval of side street loading areas for corner buildings.
- (3) Loading docks and areas shall be screened in a manner approved in writing by the Architectural Control Committee, considering such things as location and views from adjacent and nearby properties.

k. Exterior Illumination. Illumination will be required on all exterior building walls which face existing or proposed public or private streets and for all parking areas and walkways between buildings and parking areas unless otherwise waived or modified by Declarant in writing. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration.

l. Special Lake Carolyn Front Requirements.

- (1) Development plans and architectural plans for structures facing on the Lake shall provide attractive facades facing on the Lake which facades shall provide a "front door" atmosphere along the Lake rather than a "rear door" or "service entrance" feeling or "back side" look.
- (2) Automobile parking areas, loading docks, cooling towers, and other similar equipment and installations immediately adjacent to the Lake must be reasonably screened from view from the Lake and from boats traveling on the Lake.
- (3) Driveways immediately adjacent to the Lake should be reasonably minimized and carefully landscaped so that views of vehicles from across the Lake and from boats traveling on the Lake will be minimized.
- (4) Special attention should be given to landscaping and its drainage in all areas that lie between building structures and the Lake, and must conform to plans and specifications subjectively approved by the Architectural Control Committee. Owners shall maintain the improvements within these areas in accordance with standards established from time to time by the Association.
- (5) Boat docking, loading and unloading facilities, and storm sewers and storm sewer discharge structures, may be constructed only at locations approved in advance by the Board of Directors of the

Dallas County Utility and Reclamation District and such facilities must conform to designs subjectively approved by the Dallas County Utility and Reclamation District.

m. Construction Standards.

- (1) All building sides must be faced with face brick or stone, lathe and plaster stucco, architectural precast, exterior insulation and finish (EIFS) (starting at the lesser of 20 feet or the 3rd floor, and higher), or with such other quality face materials as may be approved in writing by the Architectural Control Committee (except that EIFS may be used as an architectural feature or trim element for doors, windows, and other openings on any floor). Windows shall not be glazed or reglazed with mirrored or reflective glass and the spandrel area between window openings shall not be faced with a glass material without prior written approval of both the Architectural Control Committee and Declarant.
- (2) The design of all buildings, structures, fronting on Las Colinas Boulevard or Lake Carolyn Parkway shall be such that the maximum amount of space within the building abutting the exterior walls facing Las Colinas Boulevard or Lake Carolyn Parkway will be of a construction plan that will facilitate the utilization of such space for shop, boutique, restaurant, or other purposes requiring a shop front appearance. The exterior facade at ground or street level facing Las Colinas Boulevard or Lake Carolyn Parkway of all buildings including garage structures, shall be of an attractive "store front design" or otherwise attractively screened.
- (3) The design of all buildings, specifically including garage structures, fronting on Lake Carolyn shall be such that the maximum amount of space within the building abutting the exterior walls facing the Lake will be of a construction that will facilitate the utilization of such space for shop, boutique, restaurant, or other purposes requiring a shop front appearance. The finished floor elevation of such space shall be elevation 425 mean sea level, and must provide convenient access to the sidewalk adjacent to the Lake. Short term parking shall be provided so as to be conveniently accessible to the Lake front area.
- (4) Construction must conform to plans and specifications approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration. Normally, such approval will be limited to those plans which:

- i. Do not include wooden frames except in rental multi-family uses and for sale condominiums and/or townhomes, each of which may include wooden frames if not more than 4 stories in height;
 - ii. Preserve the quality and atmosphere of the area and do not detract from adjacent property;
 - iii. Do not include exterior fire escapes; and
 - iv. Provide for all underground utilities, public and private, both onsite and in any adjacent public right-of-way.
- (5) The collection, storage, sorting, removing, and disposing of all such waste materials must be housed or screened in a manner approved in writing by the Architectural Control Committee. All facilities and plans for the disposal of wastes other than through public sanitary sewers (such other methods including, without limitation, shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.
- (6) All structures will be equipped with gutters, downspouts, and/or other drainage conveyances.
- (7) Once commenced, construction shall be diligently pursued to the end that it may not be left in a partly finished condition for a period longer than eighteen (18) months without written approval from the Architectural Control Committee.

Notwithstanding the foregoing, if a portion of Area 216 becomes incorporated into and subject to the Transit Mall Overlay District or the Transit Oriented Development District of the City of Irving, the minimum construction standards of such District shall be incorporated by reference into this Supplementary Declaration No. 216 and be applicable to that portion(s) of Area 216.

3. No approval of plans and specifications and no publication of requirements or guidelines herein or in the Declaration or otherwise by the Association or the Architectural Control Committee shall be construed as representing or implying that improvements built in accordance therewith shall be free of defects. Any approvals and observations incident thereto shall concern matters of an aesthetic nature. Such approvals and guidelines shall in no event be construed as representing or guaranteeing that any improvements built in accordance therewith will be designed or built in a good and workmanlike manner. Neither Declarant, the Association, their respective directors, officers, employees, and agents, the Architectural Control Committee, nor any of the members of the Architectural Control Committee shall be responsible or liable in damages or otherwise to anyone submitting plans and specifications for approval or to any owner of land subject to the Declaration for any defects in any plans or specifications submitted, revised, or approved, any loss or damages to any person arising out of approval or

disapproval or failure to approve or disapprove any plans or specifications, any loss or damage arising from the noncompliance of such plans or specifications with any governmental ordinance or regulation, nor any defects in construction undertaken pursuant to such plans and specifications. Approval of plans and specifications by the Architectural Control Committee is not to be construed as approval by the City of Irving, Texas, as the approval processes are mutually exclusive. Unconditional approval of a complete set of plans and specifications by the Architectural Control Committee shall satisfy the requirements of all applicable subsections of this Supplementary Declaration which require written approval by the Architectural Control Committee for such plans and specifications.

4. The Declaration, except as expressly modified herein, remains in force and effect and is hereby ratified and confirmed.

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EXECUTED as of the day and year first written above.

HINES LAS COLINAS LAND LIMITED PARTNERSHIP, a
Texas limited partnership

By: Hines Las Colinas Land GP LLC, its General Partner

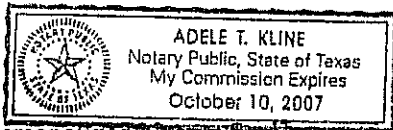
By: Hines Interests Limited Partnership, its sole
member

By: Hines Holdings, Inc., its General Partner

By: *[Signature]*
Name: MARK A. COVER
Title: EXECUTIVE VICE PRESIDENT

STATE OF TEXAS §
 §
COUNTY OF Harris §

This instrument was acknowledged before me on February 27, 2007, by
Mark A. Cover the Executive Vice President
of Hines Holdings, Inc., the General Partner of Hines Interests Limited Partnership, the sole
member of Hines Las Colinas Land GP LLC, the General Partner of Hines Las Colinas Land
Limited Partnership, a Texas limited partnership, on behalf of said corporation, limited liability
company and limited partnerships.



[Personalized Notary Seal]

Adele T. Kline
Signature of Notary Public

EXHIBIT A - 216

LAS COLINAS AREA CCXVI

LEGAL DESCRIPTION

Being an approximately 31.89 acre tract of land, situated in the McKinney and Williams Survey, Abstract No. 1056 and the Elizabeth Crockett, Abstract No. 217 in the City of Irving, Dallas County, Texas, being a portion of that certain 61.9341 acre tract of land conveyed to Las Colinas Land Limited Partnership by deed as recorded in Volume 89128, Page 0714, Deed Records, Dallas County, Texas and being more particularly described as follows:

BEGINNING at a 1/2 inch iron rod set at the east corner of said 31.89 acre tract of land being described, said point being the west corner of a tract of land conveyed to B. H. O'Connor by deed as recorded in Volume 95109, Page 6419, Deed Records, Dallas County, Texas, same being in the southwesterly line of Northwest Highway (Spur 348) (a variable width right-of-way) as recorded in Volume 5850, Page 247, Deed Records, Dallas County, Texas;

THENCE South 31 degrees 14 minutes 29 seconds West, departing the southwesterly line of said Northwest Highway (Spur 348), and along the common line of said 31.89 acre tract of land being described and said B.H. O'Connor L.P., tract, a distance of 506.00 feet to a 1/2 inch iron rod set for corner, said point being the west corner of said B.H. O'Connor tract and being in the easterly line of a tract of land conveyed to Dallas County Utility and Reclamation District by deed as recorded in Volume 75092, Page 0138, Deed Records, Dallas County Texas;

THENCE along the common line of said 31.89 acre tract of land being described and said Dallas County Utility and Reclamation District tract the following courses:

North 56 degrees 51 minutes 43 seconds West, a distance of 29.25 feet to a 1/2 inch iron rod set for corner;

South 32 degrees 57 minutes 02 seconds West, a distance of 159.36 feet to a 1/2 inch iron rod set for corner;

South 61 degrees 52 minutes 49 seconds West, a distance of 50.29 feet to a 1/2 inch iron rod set for corner;

South 32 degrees 46 minutes 38 seconds West, a distance of 335.64 feet to a 1/2 inch iron rod set for corner;

South 54 degrees 26 minutes 28 seconds West, a distance of 103.80 feet to a 1/2 inch iron rod set for corner;

South 89 degrees 50 minutes 20 seconds West, a distance of 320.49 feet to a 1/2 inch iron rod set for corner;

South 48 degrees 23 minutes 46 seconds West a distance of 266.01 feet to a 1/2 inch iron rod set for corner;

North 73 degrees 53 minutes 35 seconds West, a distance of 62.38 feet to a 1/2 inch iron rod set for corner;

South 60 degrees 44 minutes 27 seconds West, a distance of 197.09 feet to a 1/2 inch iron rod set for corner,

North 29 degrees 17 minutes 52 seconds West, a distance of 40.00 feet to a 1/2 inch iron rod set for corner;

South 89 degrees 13 minutes 08 seconds West, a distance of 64.92 feet to a 1/2 inch iron rod set for corner, said point being the southwest corner of said 31.89 acre tract of land being described, same point being in the easterly line of Las Colinas Boulevard (a 110.00 foot right-of-way), same point being the beginning of a curve to the right having a radius 1577.02 feet, a delta angle of 25 degrees 47 minutes 59 seconds, and a chord bearing and distance of North 11 degrees 27 minutes 06 seconds East, 704.13 feet;

THENCE in a northeasterly direction along said curve to the right and along the easterly line of said Las Colinas Boulevard, an arc distance of 710.11 feet to a 1/2 inch iron rod set for corner;

THENCE North 24 degrees 21 minutes 05 seconds East, continuing along the easterly line of said Las Colinas Boulevard, a distance of 1123.06 feet to a 1/2 inch iron rod set for corner, said point being the north corner of said 31.89 acre tract of land being described, said point also being in the southwesterly line of said Northwest Highway (Spur 348);

THENCE South 62 degrees 22 minutes 56 seconds East, along the southwesterly line of said Northwest Highway (Spur 348), a distance of 137.62 feet to a TxDot monument found for corner;

THENCE South 55 degrees 26 minutes 15 seconds East, continuing along the southwesterly line of said Northwest Highway (Spur 348), a distance of 342.22 feet to a TxDot monument found for corner;

THENCE South 58 degrees 46 minutes 16 seconds East, continuing along the southwesterly line of said Northwest Highway (Spur 348), a distance of 531.03 feet to a TxDot monument found for corner;

THENCE South 55 degrees 23 minutes 04 seconds East, continuing along the southwesterly line of said Northwest Highway (Spur 348), a distance of 71.87 feet to the POINT of BEGINNING and containing 1,389,325 square feet or 31.89 acres of computed land.

EXHIBIT B - 216
LAS COLINAS AREA CCXVI

RESTRICTIONS ON RENTAL MULTI-FAMILY RESIDENTIAL DWELLINGS

The maximum aggregate number of acres that may be used for four story or less (as measured from elevation 425.0 mean sea level) for multi-family rental residential units in service at any given time on the property encumbered by the Declaration as described on Exhibit A-216 attached hereto, is limited to 45 percent of the gross land identified on Exhibit A-216.

Structures that contain multi-family and other dedicated permitted uses shall use the following formula to determine the amount of land that is considered for multi-family use: the square footage of multi-family including common areas divided by the total structure square footage times the platted acres for the project including all open space, private drives and parking areas.

The foregoing limitation shall not apply to condominiums (regardless of whether such condominiums were constructed as such or were converted from other uses into condominiums). Condominium units shall be considered multi-family if more than three (3) units are owned by any one person or entity and are rented.

FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

A handwritten signature in black ink, appearing to read "John F. Warren".

John F. Warren, County Clerk

Dallas County TEXAS

March 06, 2007 02:40:50 PM

FEE: \$68.00

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