



AMENDED AND RESTATED  
SUPPLEMENTARY DECLARATION NO. 62  
LAS COLINAS AREA LXII  
DALLAS COUNTY, TEXAS

This Amended and Restated Supplementary Declaration, made this day 29<sup>th</sup> of June, 2006, by THE LAS COLINAS ASSOCIATION, a Texas non-profit corporation (the "Association").

WITNESSETH

WHEREAS, Las Colinas Corporation ("LCC") as Declarant executed a Declaration (the Declaration) on the 22<sup>nd</sup> 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; and

WHEREAS, 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, and a Second Correction to Declaration was filed of record in Volume 79122, Page 0749, of the Deed Records of Dallas County, Texas; and corrected by Third Correction to Declaration dated March 1, 1982 and recorded in Volume 82071, Page 3244, of the Deed Records of Dallas County, Texas; and

WHEREAS, LCC assigned all of its rights as "Declarant" under the Declaration to the Las Colinas Land Limited Partnership ("LCLLP") under 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; and

WHEREAS, LCLLP assigned all of its rights as "Declarant" under the Declaration to Hines Las Colinas Land Limited Partnership ("HLCLLP") under an Assignment and Transfer of

Rights of Declarant and Class B Member Under Declaration dated as of December 23, 2005, recorded in Volume 200503641275 of the Deed Records of Dallas County, Texas; and

WHEREAS, 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; and

WHEREAS, Article V of the Declaration (entitled Protective Covenants), as originally written and as modified by said previous Supplementary Declarations is applicable only to the real property described in said Exhibit "A" to the Declaration and in Exhibits to said previous Supplementary Declarations and not to additional real property which may be added to the scheme of the Declaration by subsequent Supplementary Declaration; and

WHEREAS, Area LXII ("Area 62"), a 8.148 acre tract was added to Las Colinas when the Supplementary Declaration No. 62, Las Colinas Area LXII, was recorded in Volume 84127, Page 3564, Real Property Records, Dallas County, Texas, and is described more particularly in Exhibit "A-62" of the Supplementary Declaration No. 62; and

WHEREAS, Supplementary Declaration No. 62 amends Article V of the Declaration by adding Section 62, which pertains only to Area 62; and

WHEREAS, the owner of Area 62 desires to amend Section 62 of Article V of the Declaration to allow mixed use development including attached residential uses and to eliminate or modify some of the provisions of Section 62; and

WHEREAS, Section 2 of Article VIII of the Declaration provides that Article V of the Declaration may be amended with the consent of 60% of the total eligible votes of the membership of the Association. Members of the Association representing at least 60% of the

eligible votes of the Association approved the following amendment and restatement to Section 62 at a Special Meeting of the Association members held on June 29<sup>th</sup>, 2006.

NOW THEREFORE, the Association hereby declares as follows:

1. That the real property described in Exhibit "A-62" attached hereto and incorporated herein by reference for all purposes (designated as Area LXII 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 the 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. That Article V of the Declaration is hereby modified by the addition thereto of the following Amended and Restated Section 62, which shall be applicable only to Area LXII.

Section 62. Covenants Applicable to Area LXII.

The following provisions shall be applicable to any and all construction, improvement, addition, or use of, in, or to Area LXII of the properties:

a. Use Limitations. Sites in Area LXII may be used for office buildings and related facilities; banks and financial institutions, private clubs, restaurants, and other retail sales facilities; hotels; and single-family attached residential, including town homes and condominiums, with the following limitations: the primary residential structure must be at least 8 stories in height, the residential units must be for sale, and no more than 3 residential units can be owned by one person or entity other than the original developer. The following uses of sites in Area LXII are not permitted:

(1) Warehouses and manufacturing.

(2) Multi-family “for rent” residential and detached single-family residential.

(3) Any use which involves a noxious odor or any excessive noise level.

(4) Gasoline service stations and car wash facilities.

(5) Any use contrary to law or which violates any part of Section 62 of this Article V.

(6) Overnight parking of campers, mobile homes, boats, trailers, or motor homes.

(7) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.

(8) Sexually oriented businesses, as defined in the applicable Codes and Ordinances of the City of Irving.

(9) Uses not expressly permitted herein above.

b. Minimum Setback Lines. No structure of any kind and no part thereof shall be placed within these setback lines:

(1) 25 feet from Lake Carolyn Parkway.

(2) 25 feet from O’Connor Boulevard.

(3) 20 feet from the dry wall of Lake Carolyn.

(4) 10 feet from any other public or private street.

The following improvements are expressly excluded from this restriction:

(1) Structures below and covered by the ground;

(2) Steps, walks, pedestrian bridges, driveways, and curbing;

(3) Planters, walls, fences, or hedges, not to exceed four feet in height;

(4) Landscaping;

(5) Guardhouses;

- (6) Gatehouses;
- (7) Aerial pedestrian crossings or connections;
- (8) Canopies;
- (9) Relatively minor encroachments of adequately screened structures or parking areas.

Notwithstanding the foregoing, Area 62 is, and as long as it remains, incorporated into and subject to the Transit Mall Overlay District of the City of Irving, the Minimum Setback Lines requirements of such shall govern.

Declarant may grant exceptions to and/or variations from any setback lines established in this paragraph b. of this Section 62 except for b.3., setback from Lake Carolyn, provided that any such variance or exception must be in writing.

Exceptions to and/or variations from b.3., setback from Lake Carolyn 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.3., setback from Lake Carolyn may be granted only by the Architectural Control Committee, provided any such exceptions or variations must be in writing.

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

- (1) Principal structures must be not less than 20 stories, the floor level of the first story being at or above the Minimum Habitable Building Floor Level, with the following exceptions:

i. Principal residential structures must be not less than 8 stories in height with perimeter residential structures being a minimum of 3 stories in height.

ii. Hotels must be not less than 8 stories in height.

iii. Retail which meet the following, including restaurants, may be 1 story in height. 1 story for 35% of the developable land for retail and restaurant uses provided: (a) the 1 story structure is integrated into or attached to a multistory complex, or (b) a freestanding, single occupant, 1 story structure(s) is not to share a common property line with or be adjacent to another freestanding 1-story structures(s), all of which shall create an urban center environment. Notwithstanding anything to the contrary herein, variances may be granted in writing by the Las Colinas Association Architectural Control Committee in their sole discretion.

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. Parking areas shall:

(1) Be curbed and guttered with concrete or granite as approved by the Architectural Control Committee and paved with 5" reinforced concrete placed on a 6" lime stabilized base.

(2) Have a maximum grade slope of 5% and minimum grade slope of 1 ½%.

(3) Not be provided in front of any building line fronting a street.

(4) Be adequately screened by use of berms, trees, landscaping or other means acceptable to the committee.

(5) Be provided in a manner and location acceptable to Declarant and be sufficient to accommodate all parking needs for

employees, company vehicles, residents, and visitors without the use of onstreet parking. If parking needs increase, additional offstreet parking shall be provided by the owner. In no event shall less than one parking space be provided for each of the following as applicable:

- i. 300 net square feet of office space;
- ii. 250 net square feet of banking or retail store space;
- iii. each 2 ½ restaurant or club seats;
- iv. each 3 ½ theatre, auditorium or assembly seats.

Declarant may grant exceptions to and/or variations from any part of this paragraph e., provided that any such variations and/or exceptions must be in writing.

f. Driveways. Driveways shall:

- (1) Not intersect public roads, streets, or thoroughfares within 30 feet of intersections.
- (2) Be constructed as specified in “e(1)” above.
- (3) Have a minimum width of 12 feet.

g. Median Cuts.

- (1) Cuts in the medians of O’Connor Boulevard and Lake Carolyn Parkway will be permitted only at locations approved in advance in writing by the Architectural Control Committee.

h. 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 52-64c 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) Do not block or detract from adjacent property.
- (4) Preserve the quality and atmosphere of the area.

No signs, symbols, advertising insignia or similar items will be permitted on top of or on the face of buildings at a location higher than the area immediately above those levels where there are outside entrances into such buildings. The Association shall have the right to enter on and remove any sign erected without such written approval.

i. 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 or completion of buildings, whichever shall first occur.

(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. Do not obstruct sight lines at street or driveway intersections;

iii. Preserve existing trees to the extent practical;

iv. Permit reasonable access to public and private utility lines and easements for installation and repair.

(3) Owners shall provide landscaping, including hardscape structures and walks, 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.



j. 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 completely 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) No antenna or tower shall be erected on any property for any purposes without prior written approval from the Architectural Control Committee.

(3) Any and all lines and/or wires for communication or for transmission of sound or current, not within a building shall be constructed or placed and maintained underground.

k. Loading Docks and Areas.

(1) Loading docks and areas shall not be located on the street side 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.

(3) Loading docks and areas shall be screened in a manner approved in writing by Declarant, considering such things as location and views from adjacent and nearby properties.

l. Exterior Illumination. Illumination will be required on all exterior walls 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.

m. Special Lake Carolyn Lake Front Requirements.

(1) Development plans and architectural plans for structures facing on the lakefront shall provide attractive facades facing on the lake, which facades shall provide a “front door” atmosphere along the lakeshore 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 must be screened from view from across the lake and from boats traveling on the lake.

(3) Driveways viewed from the lake should be 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 lakeshore, 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 may be constructed only at locations approved in advance in writing 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.

n. 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 3<sup>rd</sup> floor and higher), or with such other quality face materials as may be approved in writing by the Architectural Control Committee. 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, specifically including garage structures, fronting on O’Connor Boulevard and Las Colinas Boulevard shall be such that the maximum amount of space within the building abutting the exterior walls facing those boulevards 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 façade at ground or street level facing O’Connor Boulevard,

and Las Colinas Boulevard of all buildings, including garage structures, shall be of an attractive “store front design.”

(3) 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 attached single-family town homes and condominiums, each of which may include wooden frames if not more than 4 stories in height;
- ii. Provide adequate fire protection systems;
- iii. Provide for all underground utilities (public and private);
- iv. Preserve the quality and atmosphere of the area and do not detract from adjacent property;
- v. Do not include exterior fire escapes;
- vi. Do not make extensive use of reflective or mirrored glass.

(4) Each commercial building, complex of buildings, or separate commercial business enterprise shall have a trash compactor on the premises adequate to handle the trash and waste items generated, manufactured, or acquired thereon by such commercial activities. The 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 by public sewerage methods (such as shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.

(5) Each kitchen facility within a commercial building or complex of buildings shall contain a water flushing garbage grinder disposal.

(6) All structures will be equipped with gutters, downspouts, and/or other drainage conveyances.

(7) No excavation shall be made except in conjunction with construction of an improvement. When such improvement is completed, all exposed openings shall be back filled and graded.

(8) Once commenced, construction shall be diligently pursued to the end that it may not be left in a partly finished condition any longer than reasonably necessary.

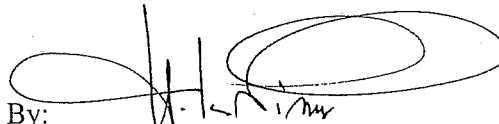
3. No approval of plans and specifications and no publication of requirements or guidelines herein or in the Declaration or otherwise by the Association or the Architectural Control Committee shall be construed as representing or implying that improvements built in accordance therewith shall be free 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.

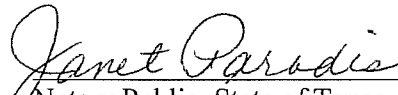
EXECUTED as of the day and year first written above.

THE LAS COLINAS ASSOCIATION,  
a Texas non-profit corporation

By:   
Heinz K. Simon, President

THE STATE OF TEXAS    §  
                                  §  
COUNTY OF DALLAS    §

This instrument was acknowledged before me on June 29<sup>th</sup>, 2006, by Heinz K. Simon, President of The Las Colinas Association, a Texas non-profit corporation, on behalf of said corporation.

  
Notary Public, State of Texas



**EXHIBIT "A-62"**  
**LAS COLINAS AREA LXII**

Tract I:

BEING a 2.181 acre tract of land situated in the Elizabeth Crockett Survey, Abstract No. 217 in the City of Irving, Dallas County, Texas; and being more particularly described as follows:

BEGINNING at a chiseled cross set on the top of curb at the point of intersection of the south right-of-way line of O'Connor Boulevard (110 feet wide) with the west right-of-way line of Las Colinas Boulevard (proposed 110 feet wide, not platted);

THENCE along the west right-of-way line of said Las Colinas Boulevard South 16 degrees 43 minutes 45 seconds East a distance of 80.28 feet to a 5/8 inch iron rod set for the beginning of a curve to the left from which the radius bears North 73 degrees 16 minutes 15 seconds East a distance of 878.52 feet;

THENCE continuing along said curve in a southeasterly direction through a central angle of 15 degrees 53 minutes 25 seconds and an arc length of 243.65 feet to a 5/8 inch iron rod set in the south line of a proposed 25 foot wide A.P.T. easement;

THENCE departing the west right-of-way line of said Las Colinas Boulevard and continuing along the south line of said A.P.T. easement as follows:

South 56 degrees 54 minutes 10 seconds West a distance of 125.56 feet to a 5/8 inch iron rod set for the beginning of a curve to the right having a radius point which bears North 33 degrees 05 minutes 50 seconds West a distance 222.50 feet;

Continuing along said curve in a northwesterly direction through a central angle of 51 degrees 00 minutes 00 seconds and an arc length of 198.05 feet to a 5/8 inch iron rod set for the point of tangency;

North 72 degrees 05 minutes 50 seconds West a distance of 50.87 feet to a chiseled cross set on the dry side of a concrete retaining wall along Lake Carolyn;

THENCE departing the south line of said A.P.T. easement and continuing along the dry side of the aforementioned concrete retaining wall as follows:

North 21 degrees 54 minutes 10 seconds East a distance of 132.53 feet to a 1/2 inch iron rod set for corner;

North 21 degrees 55 minutes 59 seconds West a distance of 166.47 feet to a 5/8 inch iron rod set for corner;

North 10 degrees 11 minutes 38 seconds West a distance of 18.61 feet to a 5/8 inch iron rod set for corner;

THENCE departing said concrete retaining wall North 79 degrees 48 minutes 22 seconds East a distance of 41.01 feet to a 5/8 inch iron rod set for corner;

THENCE North 10 degrees 11 minutes 45 seconds West a distance of 27.80 feet to a 5/8 inch iron rod set in the south right-of-way line of said O'Connor Boulevard and being in a curve to the left from which the radius point bears North 10 degrees 23 minutes 33 seconds West a distance of 2394.17 feet;

THENCE continuing along said curve in a northeasterly direction through a central angle of 04 degrees 54 minutes 02 seconds and an arc length of 204.78 feet to the POINT OF BEGINNING containing within these metes and bounds 2.181 acres or 95,000 square feet of land more or less.

Tract II:

BEING a 5.967 acre tract of land situated in the Elizabeth Crockett Survey, Abstract No. 217 and the W. A. Downing Survey, Abstract No. 391 in the City of Irving, Dallas County, Texas and being more particularly described as follows:

COMMENCING at a chiseled cross set on the top of curb in the south right-of-way line of O'Connor Boulevard (110 feet wide) with the west right-of-way line of Las Colinas Boulevard (proposed 110 feet wide, not platted);

THENCE along the west right-of-way line of said Las Colinas Boulevard South 16 degrees 43 minutes 45 seconds East a distance of 80.28 feet to a 5/8 inch iron rod set for the beginning of a curve to the left having a radius point which bears North 73 degrees 16 minutes 15 seconds East a distance of 878.52 feet;

THENCE continuing along said curve in a southeasterly direction through a central angle of 15 degrees 53 minutes 25 seconds and an arc length of 243.65 feet to a 5/8 inch iron rod set in the south line of a proposed 25 foot wide A.P.T. easement and being the POINT OF BEGINNING of the herein described tract;

THENCE continuing along the aforementioned curve through a central angle of 08 degrees 53 minutes 50 seconds and an arc length of 136.42 feet to a 1/2 inch iron rod found for the point of tangency;

THENCE South 41 degrees 31 minutes 00 seconds East a distance of 474.79 feet to a 1/2 inch iron rod found for the beginning of a curve to the right having a radius point which bears South 48 degrees 29 minutes 00 seconds West a distance of 1372.35 feet;

THENCE continuing along said curve in a southeasterly direction through a central angle 01 degrees 37 minutes 51 seconds and an arc length of 39.06 feet to a 1/2 inch iron rod found for corner;

THENCE departing the west right-of-way line of said Las Colinas Boulevard South 52 degrees 31 minutes 57 seconds West a distance of 28.00 feet to a ½ inch iron rod found for corner;

THENCE South 37 degrees 28 minutes 03 seconds East a distance of 19.05 feet to a chiseled cross found on the dry side of a concrete retaining wall along Lake Carolyn;

THENCE continuing along the dry side of the aforementioned concrete retaining wall as follows:

South 82 degrees 52 minutes 39 seconds West a distance of 384.46 feet to a chiseled cross found for corner;

North 47 degrees 37 minutes 59 seconds West a distance of 256.42 feet to a chiseled cross found for corner;

South 82 degrees 59 minutes 29 seconds West a distance of 210.79 feet to a chiseled cross found for corner;

North 03 degrees 01 minutes 32 seconds West a distance of 253.34 feet to a chiseled cross found for corner;

North 21 degrees 54 minutes 10 seconds East a distance of 102.79 feet to a chiseled cross set in the south line of said proposed 25 foot A.P.T. easement;

THENCE departing said concrete retaining wall and following the south line of said proposed 25 foot wide A.P.T. easement, South 72 degrees 05 minutes 50 seconds East a distance of 50.87 feet to a 5/8 inch iron rod set for the beginning of a curve to the left having a radius point which bears North 17 degrees 54 minutes 10 seconds East a distance of 222.50 feet;

THENCE continuing along said curve in a northeasterly direction through a central angle of 51 degrees 00 minutes 00 seconds and an arc length of 198.05 feet to a 5/8 inch iron rod set for the point of tangency;

THENCE North 56 degrees 54 minutes 10 seconds East a distance of 125.56 feet to the POINT OF BEGINNING containing within these metes and bounds 5.967 acres or 259,920 square feet of land more or less.



**FILED AND RECORDED**



OFFICIAL PUBLIC RECORDS

*Cynthia Figueroa Calhoun*

Cynthia Figueroa Calhoun, County Clerk  
Dallas County TEXAS

July 14, 2006 11:43:05 AM

FEE: \$112.00

200600256318


After recording, please return to:  
The Las Colinas Association  
122 W. John Carpenter Fwy., #550  
Irving, TX 75039-2098

FIRST AMENDMENT TO AMENDED AND RESTATED  
SUPPLEMENTARY DECLARATION NO. 62

The Las Colinas Association, a Texas non-profit corporation, in executing this First Amendment to Amended and Restated Supplementary Declaration No. 62 certifies and confirms that:

1. A meeting of the membership of the Association was held on April 21, 2014, pursuant to notice duly given in accordance with the Bylaws of the Association and the provisions of Section 2 of Article VIII of the Declaration for the purpose of approving the First Amendment to Amended and Restated Supplementary Declaration No. 62 attached herewith.
2. A quorum of the membership of the Association was present at the meeting, either in person or by proxy.
3. To amend any existing Supplementary Declaration, Chapter 215.008(d) of the Texas Property Code states that notwithstanding any provision of the certificate of formation, declaration, or bylaws to the contrary, the declaration and any supplementary declaration, including amendments, modifications, or corrections, may be amended by a simple majority of the eligible votes being cast in favor of the amendment.
4. At the meeting, members holding 51.32% of the total eligible votes of the Association, with both classes of the membership voting together, voted in favor of the First Amendment to Amended and Restated Supplementary Declaration No. 62 and, accordingly, such amendment was approved for filing.
5. The members of the Association voting by proxy in favor of the First Amendment to Amended and Restated Supplementary Declaration No. 62 have duly appointed William F. Tichy or Carl W. McKee any of them acting alone or together as attorney-in-fact to sign this amendment to Amended and Restated Supplementary Declaration No. 62 on behalf of said members. Proxies and Special Powers of Attorney for said members are on file as permanent records of The Las Colinas Association.

THE LAS COLINAS ASSOCIATION

By:   
Ethan R. Bidne  
President

THE STATE OF TEXAS §

COUNTY OF DALLAS §

This instrument was acknowledged before me on April 21, 2014, by Ethan R. Bidne, President of The Las Colinas Association, a Texas non-profit corporation, on behalf of said corporation.



  
Notary Public in and for the State of Texas

**FIRST AMENDMENT TO  
AMENDED AND RESTATED  
SUPPLEMENTARY DECLARATION NO. 62  
LAS COLINAS AREA LXII  
DALLAS COUNTY, TEXAS**

This First Amendment to Amended and Restated Supplementary Declaration No. 62, Las Colinas Area LXII, is made as of the 21<sup>ST</sup> day of April, 2014 by The Las Colinas Association, a Texas non-profit corporation, hereinafter called the "Association."

**RECITALS:**

A. The Las Colinas Corporation ("LCC"), a Texas corporation, executed a Declaration [for] Las Colinas Area I (as corrected and supplemented, the "Declaration") on the 22<sup>nd</sup> 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; and

B. The Declaration was filed of record in Volume 73166, Page 1001 et seq. of the Deed Records of Dallas County, Texas; a Correction to Declaration was filed of record in Volume 77154, Page 1096 et seq. of the Deed Records of Dallas County, Texas; a Second Correction to Declaration was filed of record in Volume 79122, Page 0749 et seq. of the Deed Records of Dallas County, Texas; and a Third Correction to Declaration was recorded in Volume 82071, Page 3244 et seq. of the Deed Records of Dallas County, Texas (such Declaration as so corrected being referred to as the "Declaration"). Section 3 of Article I of the Declaration specifies the manner in which additional property may be added to the scheme of the Declaration.

C. Las Colinas Area LXII ("Area LXII") was added to Las Colinas pursuant to Supplementary Declaration No. 62, Las Colinas Area LXII, recorded in Volume 84127, Page 3564 et seq. of the Deed Records of Dallas County, Texas (the "Original Supplement"),

which was replaced by the Amended and Restated Supplementary Declaration No. 62, Las Colinas Area LXII, recorded as Instrument No. 200600256318, Real Property Records, Dallas County, Texas (the "Amended and Restated Supplement"), which Area LXII is described with particularity in Exhibit "A-62" attached to Supplementary Declaration No. 62.

D. The Original Supplement is applicable to an 8.148 acre tract of real property more particularly described in Exhibit "A-62" (the "Original Tract").

E. Palladium Las Colinas Condominiums I, Ltd. (the "Property Owner"), as the owner of a 4.5987 acre tract described in Exhibit "B-62" attached hereto (the "Palladium Tract"), has requested to amend Article V, Section 62 of the Declaration with respect to the Palladium Tract only, to allow multi-family residential development and to eliminate or modify some of the provisions of Section 62 (As they apply to the Palladium Tract only).

F. KBSIII Tower at Lake Carolyn, LLC ("KBS Realty Advisors"), as owner of the remaining portion of the Original Tract (3.5493 acres) contained in Exhibit "A-62", has agreed to the proposed amended use requested by Palladium.

G. Section 215.008(d) of the Texas Property Code provides that the Declaration and any supplementary declarations may be amended by a simple majority of the eligible votes of the membership being cast in favor of the amendment.

H. More than fifty percent (50%) of the eligible votes of the membership were cast to approve the following amendment of Article V, Section 62 of the Declaration, after due and proper notice, at a Special Meeting of the Association held on April 21, 2014.

NOW THEREFORE, the Declaration, as supplemented by the Original Supplement, as amended by Amended and Restated Supplement, and as amended by this First Amendment to Amended and Restated Supplementary Declaration No. 62, Las Colinas Area LXII is hereby amended as follows:

1. That the Palladium Tract which is part of the Original Tract is and shall continue to be subject to the scheme of the Declaration, and is and shall continue to be held, transferred, sold, conveyed, used and occupied subject to the covenants, restrictions, easements, charges, assessments and liens set forth in the Declaration (as modified by Supplementary Declaration 62, Amended and Restated Supplementary Declaration No. 62, and this First Amendment to Amended and Restated Supplementary Declaration 62).

2. That Article V, Section 82, Subsection (a) entitled "Use Restrictions" of the Amended and Restated Supplementary Declaration No. 62 is hereby amended to supplant the current language for the Palladium Tract only:

"Sites in Area LXII may be used for office buildings and related facilities; banks and financial institutions, private clubs, restaurants, and other retail sales facilities; hotels; and single-family attached residential, including town homes and condominiums, with the following limitations: the primary residential structure must be at least 8 stories in height, the residential units must be for sale, and no more than 3 residential units can be owned by one person or entity other than the original developer. The following uses of sites in Area LXII are not permitted:

- (1) Warehouses and manufacturing.
- (2) Multi-family "for rent" residential and detached single-family residential
- (3) Any use which involves a noxious odor or any excessive noise level.
- (4) Gasoline service stations and car wash facilities.
- (5) Any use contrary to law or which violates any part of Section 62 of this Article V.
- (6) Overnight parking of campers, mobile homes, boats, trailers, or motor homes.
- (7) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.
- (8) Sexually oriented businesses, as defined in the applicable Codes and Ordinances of the City of Irving.
- (9) Uses not expressly permitted herein above.

with the following:

"Sites in the Palladium Tract of Area LXII may be used for office buildings and related facilities; banks and financial institutions; private clubs; restaurants and other retail sales facilities; hotels; single-family attached residential, including town homes and condominiums, with the following limitations: the primary

residential structure must be at least 8 stories in height, the residential units must be for sale, and no more than 3 residential units can be owned by one person or entity other than the original developer; and multi-family "for rent" residential with the following limitations: must include structured parking sufficient to accommodate the needs of residents, visitors, and employees, have a minimum height of not less than four (4) stories and is subject to the limitations set forth in Exhibit "C-62" attached hereto, provided that if there is a conflict between the requirements found in Sections 62(b) through 62(n) and the requirements found in Exhibit "C-62", the requirements of Exhibit "C-62" control with regard to all property being used as multi-family "for rent" residential. The following uses of sites in Area LXII for the Palladium Tract are not permitted:

- (1) Warehouses and manufacturing.
- (2) Detached single-family residential.
- (3) Any use which involves a noxious odor or any excessive noise level.
- (4) Gasoline service stations and car wash facilities.
- (5) Any use contrary to law or which violates any part of Section 62 of this Article V.
- (6) Overnight parking of campers, mobile homes, boats, trailers, or motor homes.
- (7) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.
- (8) Sexually oriented businesses, as defined in the applicable Codes and Ordinances of the City of Irving.
- (9) Uses not expressly permitted herein above.

3. That Article V, Section 62, Subsection (b) entitled "Minimum Setback Lines" of the Amended and Restated Supplementary Declaration No. 62 is hereby amended to supplant the current language for the Palladium Tract only:

"No structure of any kind and no part thereof shall be placed within these setback lines:

- (1) 25 feet from Lake Carolyn Parkway.
- (2) 25 feet from O'Connor Boulevard.
- (3) 20 feet from the dry wall of Lake Carolyn.
- (4) 10 feet from any other public or private street."

with the following:

"No structure of any kind and no part thereof shall be placed within these setback lines:

- (1) 15 feet from Lake Carolyn Parkway
- (2) 25 feet from O'Connor Boulevard
- (3) 20 feet from the dry wall of Lake Carolyn.
- (4) 10 feet from any other public or private street."

4. That Article V, Section 62, Subsection (c)(1)(i) entitled "Minimum Building Height Requirements" of the Amended and Restated Supplementary Declaration No. 62 is hereby amended to supplant the current language for the Palladium Tract only:

"Principal residential structures must be not less than 8 stories in height with perimeter residential structures being a minimum of 3 stories in height."

with the following:

"Principal "for rent" multi-family residential structures in the Palladium Tract, must be not less than 4 stories in height, and all other principal non multi-family residential structures must be not less than 8 stories in height with the perimeter non multi-family residential structures being a minimum of 3 stories in height."

5. That Article V, Section 62, Subsection (e)(5) entitled "Parking Areas" of the Amended and Restated Supplementary Declaration is hereby amended to supplant the current language for the Palladium Tract:

"... if parking needs increase, additional offstreet parking shall be provided by the owner. In no event shall less than one parking space be provided for each of the following as applicable:

- i. 300 net square feet of office space;
- ii. 250 net square feet of banking or retail store space;
- iii. each 2 ½ restaurant or club seats;
- iv. each 3 ½ theatre, auditorium or assembly seats.

with the following:

"... If parking needs increase, additional off-street parking shall be provided by the owner. In no event shall less than one parking space be provided for each of the following as applicable:

- i. 300 net square feet of office space;
- ii. 250 net square feet of banking or retail store space;
- iii. each 2 ½ restaurant or club seats;
- iv. each 3 ½ theatre, auditorium or assembly seats; and
- v. All other uses must satisfy the applicable parking requirements of the City of Irving.

6. That Article V, Section 62, Subsection (n)(3)(l) entitled "Construction Standards" of the Amended and Restated Supplementary Declaration No. 62 is hereby amended to supplant the current language for the Palladium Tract only:

"Do not include wooden frames except in rental multi-family uses and attached single-family town homes and condominiums, each of which may include wooden frames if not more than 4 stories in height;"

with the following:

"Do not include wooden frames except in "for rent" multi-family uses and attached single-family town homes and condominiums, each of which may include wooden frames if not more than 5 stories in height;"



7. Exhibit "B-62" (the Palladium Tract) attached to this First Amendment is hereby attached to the Amended and Restated Supplementary Declaration No. 62 as Exhibit "B-62". Exhibit "C-62" attached to this First Amendment is hereby attached to the Amended and Restated Supplementary Declaration No. 62 as Exhibit "C-62".

8. The recitals set forth above are hereby adopted by reference and declared to be true and correct.

9. The Amended and Restated Supplementary Declaration No. 62, except as expressly amended by this First Amendment to Amended and Restated Supplementary Declaration No. 62, hereby remains in full force and effect and is hereby ratified and confirmed.

EXECUTED as of the day and year first above written

THE LAS COLINAS ASSOCIATION,  
a Texas non-profit corporation

By:   
Ethan R. Bidne, President

THE STATE OF TEXAS  
COUNTY OF DALLAS

This instrument was acknowledged before me on the 21<sup>st</sup> day of April, 2014, by Ethan R. Bidne, President of The Las Colinas Association, a Texas non-profit corporation, on behalf of such corporation.

  
Notary Public in and for Dallas County, Texas

My Commission expires: 11-17-2017



**EXHIBIT "B-62"**

Being a tract or parcel of land situated in the Elizabeth Crockett Survey, Abstract No. 217, City of Irving, Dallas, County, Texas and being all of Lot 2, Block II of Las Colinas Urban Center, Revised 31<sup>st</sup> Installment, an addition to the City of Irving as recorded in Volume 87045, Page 1492, Deed Records, Dallas County, Texas and being more particularly described as follows:

**BEGINNING** at a chisel mark found for corner in the southwesterly line of East Las Colinas Boulevard (110 foot wide right-of-way) at the northeasterly common corner between Lot 1 of said Block II and said Lot 2;

**THENCE** South 41 degrees 31 minutes 00 seconds East along the southwesterly line of said East Las Colinas Boulevard a distance of 467.54 feet to a ½" iron rod found for corner at the beginning of a curve to the right;

**THENCE** in a southeasterly direction along the southwesterly line of said East Las Colinas Boulevard and along said curve to the right whose chord bears South 40 degrees 42 minutes 04 seconds East a distance of 39.06 and having a radius of 1372.35 feet, a central angle of 01 degree 37 minutes 51 seconds and an arc length 39.06 feet to a ½" iron rod found for corner;

**THENCE** South 52 degrees 31 minutes 57 seconds West a distance of 28.00 feet to a 5/8" iron rod found for corner;

**THENCE** South 37 degrees 28 minutes 03 seconds East a distance of 19.05 feet to a "V" mark found for corner on top of a concrete wall in the northerly line of Lake Carolyn;

**THENCE** in a westerly direction along the northerly line of said Lake Carolyn the following calls:

South 82 degrees 52 minutes 39 seconds West a distance of 384.46 feet to a chisel mark found on top of a concrete wall for corner;

North 47 degrees 37 minutes 59 seconds West a distance of 256.42 feet to a chisel mark found on top of a concrete wall for corner;

South 82 degrees 59 minutes 29 seconds West a distance of 210.79 feet to a chisel mark found on top of a concrete wall for corner;

North 3 degrees 01 minute 32 seconds West a distance of 174.15 feet to a chisel mark found on top of a concrete wall for corner at the most southwesterly common corner between said Lots 1 and 2;

THENCE in a northeasterly direction along the common line between said Lots 1 and 2 the following calls:

North 54 degrees 20 minutes 56 seconds East a distance of 76.31 feet to a 1/2" iron rod found for corner;

South 80 degrees 39 minutes 04 seconds East a distance of 155.33 feet to a 1/2" iron rod found for corner;

North 54 degrees 20 minutes 56 seconds East a distance of 57.74 feet to a 1/2" iron rod found for corner;

South 80 degrees 39 minutes 04 seconds East a distance of 105.34 feet to a 1/2" iron rod found for corner;

North 9 degrees 20 minutes 56 seconds East a distance of 36.89 feet to a 1/2" iron rod found for corner;

North 54 degrees 20 minutes 56 seconds East a distance of 113.80 feet to the POINT OF BEGINNING and containing 200,319 square feet or 4.5987 acres.

**EXHIBIT "C-62"**

**RESTRICTIONS ON RENTAL MULTI-FAMILY RESIDENTIAL DWELLINGS**

The maximum aggregate number of acres that may be used for multi-family rental residential units in service at any given time on the property identified in Exhibit "A-62" is limited to forty-five (45) percent of the land, excluding public streets and right-of-way, and public dedicated open space.

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 non-public access common areas, divided by the total structure square footage, times the platted acres for the project including all non-public access open space, private drives, and private parking areas.

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

**Filed and Recorded  
Official Public Records  
John F. Warren, County Clerk  
Dallas County, TEXAS  
05/06/2014 03:44:09 PM  
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201400111517**

