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LANDAMERICA AMERICAN
TITLE COMPANY
6029 Beltline Road, Suite 250
Dallas, TX 75254



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SUPPLEMENTARY DECLARATION NO. 99

LAS COLINAS AREA LXXXXIX

DALLAS COUNTY, TEXAS

This Supplementary Declaration, made effective as of the 1st day of November, 2005 by LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called Declarant.

WITNESSETH:

- 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" attached 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 Declarant 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.
- D. Additional real property has been added to the scheme of the Declaration as contemplated in Article I, Section 3, thereof by recording Supplementary Declarations in the Deed Records of Dallas County, Texas.
- E. 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.
- F. 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.
- G. Declarant desires to add additional property located within the boundaries of the property described in Exhibit "B" to the Declaration to the scheme of the Declaration and to modify Article V of the Declaration as it pertains to the additional property.

- H. The following terms have the following definitions: **Lake** means Lake Carolyn, the 125 acre flood control lake located within the Las Colinas Urban Center; **District** means the Dallas County Utility and Reclamation District; **Association** means The Las Colinas Association, the non-profit corporation of Las Colinas property owners; and **Architectural Control Committee** means the Architectural Control Committee of The Las Colinas Association.

NOW THEREFORE, Declarant declares as follows:

1. The real property described in Exhibit "A-99" attached hereto and incorporated herein by reference for all purposes (designated as **Area LXXXXIX** 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 99, which is applicable only to Area LXXXXIX:

Section 99. Covenants Applicable to Area LXXXXIX. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area LXXXXIX of the Properties:

a. Use Limitations.

- 1) Sites in Area LXXXXIX may be used for:
 - a) Multifamily residential dwellings and related facilities, including parking structures (primary use).
 - b) Childcare facilities and health club facilities located completely within the primary multifamily residential structure.
 - c) Retail and restaurant facilities located completely within the first floor of the primary multifamily structure (may include related street vending and outdoor dining).
 - d) Office and related uses, banking and financial institutions, and medical facilities located completely within the first floor of the primary multifamily structure.
- 2) Sites in Area LXXXXIX may also be used for the following with the prior written approval of Declarant:
 - a) Freestanding office building and related uses. Retail restaurant, banking and financial institutions, and medical facilities are permitted uses if located completely within the first floor of the office building.
 - b) Freestanding banking and financial institutions uses. Retail, restaurant, and medical facilities are permitted uses if located

completely within the first floor of the banking and financial institution.

- c) Freestanding medical facility uses. Retail, restaurant, and banking and financial institutions are permitted uses if located completely within the first floor of the medical facility.
 - d) Hotel use. Retail, restaurant, banking and financial institutions, and medical facilities are permitted uses if located completely within the first floor of the hotel.
 - e) Entertainment uses including movie theatres and live theatre, but expressly prohibiting sexually oriented businesses.
 - f) Freestanding retail and restaurant facilities.
 - g) Arcades.
- 3) Sites in Area LXXXXIX may not be used for:
- a) Experimental/testing laboratories.
 - b) Motor freight terminals.
 - c) Gasoline service stations.
 - d) Warehousing.
 - e) Manufacturing.
 - f) Raising, breeding or keeping of animals, birds or wildlife for commercial purposes.
 - g) Purposes that involve noxious odors, or any excessive noise level that constitutes a nuisance.
 - h) Any use contrary to law or which violates any part of this Section.

b. Minimum Setback Lines.

- (1) No structure of any kind and no part thereof, other than encroachments as permitted by Section 52-44 of Irving Zoning Ordinance No. 1144, may be placed in front of the following minimum building setbacks:
 - (A) For buildings having a maximum of four (4) stories and below:
 - i) Las Colinas Boulevard: 25 feet from the property line.
 - ii) Public and Private Streets 14 feet from the property line.
 - iii) Lake Carolyn: 20 feet from the dry side of the Lake Carolyn wall.
 - (B) For buildings having a minimum of five (5) stories and above:
 - i) Las Colinas Boulevard: 25 feet from the property line.
 - ii) Public and Private Streets: 14 feet from the property line.
 - iii) Lake Carolyn: 20 feet from the dry side of the Lake Carolyn wall.
- (2) No parking area and no part thereof may be placed within the setback lines specified in paragraphs (1)(A) and (1)(B) above except:

- (A) 10 feet from any other interior property line (i.e., a common property line with another owner).
 - (B) 20 feet from the dry side of the Lake Carolyn wall.
 - (C) 5 feet from any other internal public or private street right-of-way property line.
- (3) The following improvements are expressly excluded from this restriction:
- (A) Structures below and covered by the ground.
 - (B) Steps, walks, driveways, and curbing.
 - (C) Stoops, chimneys, awnings, porches, canopies, eaves, bay windows, balconies, pilasters, and tower elements.
 - (D) Post lights, bike racks, benches, trash receptacle, and flagpoles.
 - (E) Planters, walls, fences, or hedges, not to exceed four feet in height.
 - (F) Landscaping.
 - (G) Aerial pedestrian crossings or connections.
 - (H) Canopies.
- (4) Declarant may grant exceptions to or variances from any setback lines established in 2b(1)(A) and 2b(1)(B) above, except for 2b(1)(A)(iv) and 2b(1)(B)(iv), provided that any variances or exceptions must be in writing.
- (5) Exceptions to or variances from both 2b(1)(A)(iv) and 2b(1)(A)(iv) may be granted only upon written approval of the Board of Directors of the District. If the District ceases to function as a separate political subdivision of the State, exceptions to or variances from 2b(1)(A)(iv) and 2b(1)(A)(iv) may be granted only by the Architectural Control Committee, provided any exceptions or variances must be in writing.
- c. Minimum Building Height. At least 70% of the building or buildings in Area LXXXIX must have a minimum height of at least 3 stories except for office buildings, which must have a minimum height of at least 5 stories. Exceptions to or variances from this minimum height requirement may be granted only upon written approval of the Declarant.
- d. Minimum Habitable Building Floor Level. The lowest habitable floor level of any building, other than basement mechanical storage and parking levels, may not be lower than elevation 425.0 feet mean sea level (MSL). No opening through the outside wall of any building is permitted lower than elevation 425.0 feet MSL.
- 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 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 not be provided in front of the minimum parking setback lines established above, nor be provided in front of any building facing a public or private street, except for visitor parking, clubhouse parking or leasing office parking, unless expressly approved in writing by the Architectural Control Committee, which may not approve parking in front of minimum setback lines unless a written variance approving same is granted by Declarant. This section does not apply to on-street, parallel parking allowed 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 parallel 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.
- (5) Parking areas shall be sufficient to accommodate all parking needs for employees, company vehicles, customers and visitors. Parking shall meet or exceed the off-street 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.

Declarant may grant exceptions to or variances from any part of this subsection 2e [other than compliance with the parking requirements of the City of Irving as set forth in part (5)], provided that any variances or exceptions must be in writing.

f. Driveways. Driveways must:

- (1) Be constructed as specified in paragraph 2e(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. Normally, approval will be limited to those signs that:

- (1) Identify the name and business of the occupant, or give directions, or 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.

For multi-family residential projects, one (1) temporary banner, constructed of vinyl covered canvas, limited in size to five (5) feet by twenty (20) feet, may be mounted on the building no higher than 24 feet from the top of the banner to ground level, or on a construction trailer, and shall be allowed to remain for a period of ninety (90) days. The temporary banner shall be placed on the primary street side of the project. This provision applies to the initial construction and occupancy of the project and in no case is the temporary banner to be displayed for longer than thirty (30) days after the initial certificate of occupancy for the project is granted by the City of Irving.

No signs, symbols, logos, 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 Las Colinas Association may, but is not obligated to, remove any sign erected without written approval.

h. Landscaping. Landscaping must:

- (1) Be completed on all sites contemporaneously with completion of other improvements, subject to seasonal planting periods. In any event, all landscaping shall be installed in conjunction with any building or building section no later than 60 days after first occupancy of that building or that building section.
- (2) Conform to a landscaping plan approved by the Architectural Control Committee under Article IV of the Declaration. Normally, approval will be limited to landscaping plans that:
 - (A) Provide automatic underground sprinkling systems for all landscaped areas;
 - (B) Permit reasonable access to public and private utility lines and easements for installation and repair; and
 - (C) Include at least one tree for each 2,500 square feet of area between exterior building walls (including parking structures) and public or private street right-of-way lines, the Lake and adjacent boundary lines.
- (3) The Owners of sites adjacent to the Lake must provide landscaping, including hardscape structures and walks as well as plant materials, within the twenty (20) foot Lake wall maintenance easement adjacent to the Lake in accordance with plans submitted by the Owner and subjectively approved by the Board of Directors of the District and the Architectural Control Committee. The Owner shall maintain the improvements in that portion of land along the Lake in accordance with standards established by the District and the Las Colinas Association.

- (4) Owner shall provide landscaping, including hardscape structures and walks as well as plant materials within the area between the right-of-way property line and the back of curb of any public or private street in accordance with plans submitted by the Owner and subjectively approved by the Architectural Control Committee. The Owner shall maintain the improvements within these areas in accordance with standards established by the Las Colinas Association.

i. Screening.

- (1) Storage areas, incinerators, storage tanks, vehicles based on the premises, roof objects (including fans, vents, cooling towers, skylights and all roof mounted equipment which rise above the roof line), and maintenance facilities must 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. Screening at ground level would normally include landscaping, earthen berms or permanent walls of comparable building materials and be located as far from property lines as reasonably possible.
- (2) Except as otherwise governed by Federal statutes and/or rulings and regulations of the Federal Communications Commission applicable to the use of antennas by residents of multi-family residential complexes, 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, the Lake and from public or private streets and highways.

j. Loading Docks and Areas.

- (1) Loading docks, except as identified in j(2) below, may not be located on the street-side of any building or structure, except that either the Declarant or the Architectural Control Committee may approve a street-side location in writing (subject to express screening requirements).
- (2) Loading areas may be located on the street-side of any building or structure for the limited purpose of short-term loading and unloading of furniture, appliances and other personal belongings of residents of the building during move-in or move-out, but not otherwise.
- (3) Loading area driveways may encroach setback areas, subject to express screening requirements as approved by the Architectural Control Committee.
- (4) Loading docks and areas must be screened in a manner approved in writing by the Architectural Control Committee considering factors like

location and views from adjacent and nearby properties, the Lake and public rights-of-way.

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

- k. Exterior Illumination. Illumination is required for all exterior building walls that face existing or proposed public or private streets, the Lake 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.

- l. Special Lake Front Requirements.
 - (1) Development plans and architectural plans for building and parking garage structures facing on the Lake must:
 - (A) Provide attractive facades facing on the Lake, which facades must provide a “front door” atmosphere rather than a “rear door” or “service entrance” feeling or appearance; and
 - (B) Provide public pedestrian access within the twenty (20) foot Lake wall maintenance easement adjacent to the Lake and from the public street right-of-way to the Lake wall maintenance easement.

 - (2) Automobile parking areas, loading docks, cooling towers, antennas, and other similar equipment and installations shall be screened from view from the Lake and from boats traveling on the Lake, as specified in paragraph 2.i. above.

 - (3) Driveways viewed from the Lake must be limited and carefully landscaped so that views of vehicles from across the Lake and from boats traveling on the Lake are minimized.

 - (4) Special attention must 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 approved by the District and the Architectural Control Committee. Owners shall maintain the improvements within these areas in accordance with standards established by the District and 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 writing by the Board of Directors of the District and the facilities must conform to designs approved by the District. All roof drainage and other collected storm water run-off must be carried into either a public storm sewer facility or into the Lake in a manner subjectively approved by the District. All discharge structures into the

Lake for all collected storm water run-off must be below elevation 417.0 feet mean sea level (MSL) and must be approved by the District.

m. Construction Standards.

- (1) All building sides must be faced with stucco, face brick, stone, architectural precast or with similar quality face materials approved in writing by the Architectural Control Committee (collectively, **Approved Masonry Materials**), except that exterior insulation and finish systems (EIFS) may be used in the Urban Center only for multifamily projects as an architectural accent material on the 2nd floor and above and as a facia material on the 3rd floor and above. Windows may not be glazed or reglazed with mirrored or reflective glass and the spandrel area between window openings may not be faced with a glass material without prior written approval of both the Architectural Control Committee and Declarant.
- (2) The exterior facade of all buildings, including garage structures, at ground or street level facing either Lake Carolyn Parkway or the Lake must be of an attractive design approved by the Architectural Control Committee.
- (3) Subject to the provisions in 2m(1) above, construction must conform to plans and specifications approved in writing by the Architectural Control Committee under Article IV of the Declaration. Normally, approval will be limited to those plans which:
 - (A) Do not include wooden frames except in multifamily structures of 4 stories or less.
 - (B) Preserve the quality and atmosphere of the area and are compatible and harmonious with improvements on adjacent property.
 - (C) Do not include exterior fire escapes.
- (4) Facilities for the collection, storage, sorting, removing, and disposing of all 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 (including, without limitation, shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.
- (5) All structures, excluding balconies, must be equipped with gutters, downspouts, or other drainage conveyances approved by the Architectural Control Committee.
- (6) All utility lines (public or private) shall be underground. Declarant may grant a variance allowing above ground power lines in conjunction with the transit mall and DART light rail requirements.

(7) Once commenced, construction or maintenance must be diligently pursued and construction is not to cease for a period longer than ninety (90) days without written notification to and approval from the Architectural Control Committee, which approval shall not be unreasonably withheld. Notwithstanding the foregoing, such ninety (90) day period shall be increased for an additional period, but in any event not to exceed one hundred-eighty (180) days in total, without requiring the approval of the Architectural Control Committee pursuant to the following provisions for Force Majeure. The maximum ninety (90) day period allowed for the cessation of construction shall be extended by a period equal to the period of prevention, delay or stoppage due to causes beyond the control of Owner by reason of strikes, civil riots, war, invasion, fire or other casualty, or acts of God (collectively, **Force Majeure**); provided, however, that the excuse of performance due to Force Majeure shall not apply unless written notice detailing the nature of the Force Majeure event is delivered to the Architectural Control Committee within fifteen (15) days following the commencement thereof.

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 or granting of any exceptions or variances by Declarant may be construed as representing or implying that improvements built in accordance therewith will be free of defects or comply with applicable laws or ordinances. Any approvals and observations incident thereto concern matters of an aesthetic nature. No approvals and guidelines may be construed as representing or guaranteeing that any improvements built in accordance therewith will be designed or built in a good and workmanlike manner. The granting of any exceptions or variances by Declarant shall be in Declarant's sole discretion. Declarant, the Association, their respective directors, officers, employees, and agents, the Architectural Control Committee, and members of the Architectural Control Committee are not 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 the plans or specifications with any governmental ordinance or regulation, or any defects in construction undertaken pursuant to the plans and specifications. Approval of plans and specifications by the Architectural Control Committee may not be construed as approval by the City of Irving, as the approval processes are mutually exclusive. Unconditional approval of a complete set of plans and specifications by the Architectural Control Committee satisfies the requirements of all applicable subsections of this Supplementary Declaration that require written approval by the Architectural Control Committee for the plans and specifications, and any improvement completed in accordance with the plans and specifications so approved by the Architectural Control Committee will be deemed to be compliant with the requirements of this Supplementary Declaration. Any determination made by Declarant under this Supplementary Declaration, and the grant or denial of any exception or variance by Declarant under this Supplementary Declaration, is in Declarant's sole discretion.

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

EXECUTED as of the day and year first written above.

LAS COLINAS LAND LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Cousins Properties Services LP,
a Texas limited partnership, Manager

By: Cousins Properties Services, Inc.,
a Georgia corporation, Its General Partner

By: Charles E. Cotten
Charles E. Cotten,
Senior Vice President

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on October 28th, 2005, by Charles E. Cotten, Senior Vice President of Cousins Properties Services, Inc., a Georgia corporation, as General Partner of Cousins Properties Services LP, a Texas limited partnership, Manager of Las Colinas Land Limited Partnership, a Delaware limited partnership, on behalf of said corporation and partnerships.

Teresa E. Crow
Notary Public in and for
the State of Texas

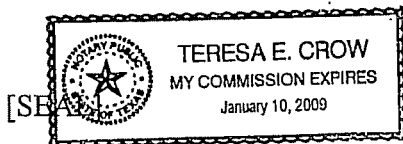


EXHIBIT "A-99"

LAS COLINAS AREA LXXXXIX

Being a 6.598 acre tract situated in the Elizabeth Crockett Survey, Abstract No. 217 and the McKinney and Williams Survey, Abstract No. 1056, in the City of Irving, DALLAS County, Texas and being all of Lot 1, Block A, Las Colinas Urban Center, 40th Installment Addition, an addition to the City of Irving, DALLAS County, Texas, according to the plat thereof recorded in Volume 99042, Page 42, Map Records, DALLAS County.

FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

Cynthia Figueroa Calhoun

Cynthia Figueroa Calhoun, County Clerk

Dallas County TEXAS

November 01, 2005 03:07:47 PM

FEE: \$60.00

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