

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

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SUPPLEMENTARY DECLARATION NO. 199

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LAS COLINAS AREA CXCIX

DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 22 day of December, 2003, by LAS COLINAS LAND LIMITED PARTNERSHIP, a Delaware limited partnership, hereinafter called Declarant.

BACKGROUND:

- 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 Declarant 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. 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 "A-199" to the Declaration to the scheme of the Declaration and to modify Article V of the Declaration as it pertains to the additional property;

NOW THEREFORE, Declarant declares as follows:

1. The real property described in Exhibit A-199 attached hereto and incorporated herein by reference for all purposes (designated as **Area CXCIX** 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 199, which is applicable only to Area CXCIX.

Section 199. Covenants Applicable to Area CXCIX. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CXCIX of the Properties:

a. Use Limitations. Sites in Area CXCIX may be used for general or professional office, child care facilities and related facilities. Sites in Area CXCIX may be used for medical, banking financial institutions, hotels, restaurants, retail sales and related facilities to the preceding only with written approval of Declarant. Sites in Area CXCIX may not be used for warehouses, manufacturing, single family or multifamily residential dwellings, any purpose that involves noxious odors or any excessive noise level that constitutes a nuisance, any use contrary to law or which violates any part of this Section 199.a.

b. Minimum Setback Lines.

(1) No structure of any kind and no part thereof may be placed within these setback lines:

- (A) 5 feet from any public street right-of-way
- (B) 25 feet from the dry wall of the adjoining canal.
- (C) 5 feet from the curb line of any private street, private drive, or fire lane access easement.

(2) No parking area and no part thereof may be placed within these setback lines except for on street parking as approved by the City of Irving:

- (A) 5 feet from any public street right-of-way.
- (B) 25 feet from the dry wall of the adjoining canal.
- (C) 10 feet from the center line of any private street, private drive, or fire lane access easement.

(3) The following improvements are expressly excluded from this restriction:

- (A) Structures below and covered by the ground;

- (B) Steps, walks, related retaining walls, driveways, and curbing;
- (C) Landscaping;
- (D) Planters, hedges or fences not to exceed four (4) feet in height;
- (E) Guardhouses;
- (F) Gatehouses;
- (G) Aerial pedestrian crossings or connections;
- (H) Canopies;
- (I) Monument signs not exceeding seven (7) feet in height;
- (J) Lighting fixtures within parking areas in compliance with subsection 2.j. below; and
- (K) Building features/architectural elements.

(4) Declarant may grant exceptions to or variances from any setback lines established above, provided that any variances or exceptions must be in writing. Exceptions to or variances from setback lines established for the adjoining canal may be granted only upon written approval of both the Board of Directors of Dallas County Utility and Reclamation District and the Declarant. 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 or variances from setback lines established for the adjoining canal may be granted only by the Declarant.

c. Minimum Building Height Requirements. Principal structures erected on sites in Area CXCIX shall conform to, and the height of structures shall comply with, the zoning requirements and restrictions of the City of Irving in effect at the time of construction, but shall, at a minimum, be not less than 22 feet in height, measured from the top of the nearest curb elevation. Declarant may grant exceptions to or variances from the minimum height requirement, provided that any variances or exceptions must be in writing.

d. Parking Areas. Parking areas shall:

- (1) (Surface Parking) 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) (Surface Parking) Have a maximum grade slope of 7½ % and a minimum grade slope of 1%.
- (3) (Surface Parking) Not be provided in front of the minimum setback lines specified in Section 199.b(2) unless expressly approved in writing by the Declarant.
- (4) (Surface Parking) Be adequately screened by use of berms, trees, landscaping or other means reasonably acceptable to the Architectural Control Committee in accordance with its customary use of discretion. Landscaped islands shall be

incorporated into all surface parking areas. Screening shall occur between all surfaced parking lots, adjacent public streets and the adjoining canal.

- (5) Be sufficient to accommodate all parking needs for employees and company vehicles without the use of on street parking. If parking needs increase, additional off street parking on-site shall be provided by the Owner. 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 2d [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.

e. Driveways. Driveways shall:

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

f. Signs. All signs must be approved by the Architectural Control Committee in writing prior to installation and must meet the following requirements:

- (1) A Master Signage Plan for Area CXCIX must be developed by the Property owner and be submitted for approval by the Architectural Control Committee. All project and tenant signs must be in compliance with this Master Signage Plan as a condition to being considered for approval by the Architectural Control Committee. The Master Signage Plan must be based on these criteria:
 - (A) Building signage must be compatible with the building elevation in size, shape, color and location. Signage which establishes Project identity is encouraged.
 - (B) Monument signage must be consistent with the standards for monument signs adopted for Las Colinas by the Architectural Control Committee.
 - (C) Pylon signs (including poles) are not permitted within Area CXCIX.
- (2) All signs and the wording and logos thereon must be approved by the Architectural Control Committee in writing prior to installation. Normally this approval will be limited to those signs which:
 - (A) identify the name under which a business is conducted and business of the occupant including corporate logos, or which give directions, or which offer the premises for sale or for lease;
 - (B) are not of an unusual size or shape when compared to the building or buildings on the premises; and
 - (C) preserve the quality and atmosphere of the area.

- (3) No signs, symbols, corporate logos, 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 ground level outside entrances into such buildings; provided, Declarant may grant exceptions to and/or variations from the restrictions in this sentence as long as same are in writing. Signs of a flashing or moving character or inappropriately colored signs will not be permitted. The Association shall have the right to remove any sign erected without written approval.

g. Landscaping. Landscaping shall:

- (1) Be completed on all sites contemporaneously with completion of other improvements except for seasonal planting requirements, 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. Normally, approval will be limited to landscaping plans which:
 - (A) Provide automatic underground sprinkling systems for all landscaped areas;
 - (B) Preserve existing trees to the extent practical;
 - (C) Permit reasonable access to public and private utility lines and easements for installation and repair; and
 - (D) Include at least one tree for each 3,000 square feet of area between exterior building and parking structure walls and O'Connor Boulevard right-of-way.
- (3) Owners shall provide landscaping, including hardscape structures and walks as well as plant materials within the right-of-way areas adjacent to any public or private street in accordance with plans submitted by the owners and 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.
- (4) Declarant may grant exceptions to or variances from the number of required trees established in f. 2. D. above, provided that any variances or exceptions must be approved in writing.

h. 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 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, walls 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, 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.

i. Loading Docks and Areas.

- (1) Loading docks and areas may not be located on the public 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, except that Declarant may give written approval for such encroachments.
- (3) 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 and public rights-of-way.

j. Exterior Illumination. Illumination is required for all exterior building walls that may be viewed from public streets or the canal area, and for all parking areas and walkways between buildings and parking areas unless otherwise waived or modified by Declarant in writing. Parking lot light standard poles shall not exceed twenty-five (25) feet in height excluding the mounting base which shall not exceed three (3) feet in height. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee.

k. Construction Standards.

- (1) All building sides must be faced with face brick, stone, lathe and plaster stucco, fiber-reinforced stucco or with other quality face materials as may be approved in writing by the Architectural Control Committee. Windows or other openings may not be glazed or reglazed with mirrored or reflective glass. The spandrel area between windows or other openings may not be faced with a glass material without prior written approval of the Declarant.
- (2) Construction must conform to plans and specifications approved in writing by the Architectural Control Committee. Normally, approval is limited to those plans which:

- (A) Preserve the quality and atmosphere of the area and do not detract from adjacent property;
 - (B) Do not include exterior building mounted fire escapes; and
 - (C) Do not include exterior building mounted utility connections visible to adjacent property(s).
- (3) 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 (such other methods including, without limitation, shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.
 - (4) All structures must be equipped with gutters, downspouts, and/or other drainage conveyances.
 - (5) Except for initial infrastructure development (streets and utilities), no excavation may be made except in conjunction with construction or maintenance of an improvement. When the improvement or maintenance is completed, all exposed openings must be back filled, compacted, graded and landscaped in accordance with the approved landscape plan.
 - (6) All utility lines (public or private) shall be underground.
 - (7) Once commenced, construction must be diligently pursued so it is not left in a partly finished condition for a period longer than ninety (90) days without written approval of Declarant.
1. La Villita Design and Development Guidelines. Notwithstanding anything contained herein to the contrary, all improvements within Area CLXXXXV must conform to the standards established under the "La Villita Design and Development Guidelines", as same may be modified from time to time by Declarant. The La Villita Design and Development Guidelines are held on file with The Las Colinas Association. In the event of any conflict between the rules, regulations, and requirements set out in sections a. through e. above and the rules, regulation, and requirements set out in the La Villita Design and Development Guidelines that are applicable to the same subject matter, the rules, regulations and requirements set out in the La Villita Design and Development Guidelines shall be controlling. Declarant shall have the right, in its sole discretion, to grant exceptions to or variances from the rules, regulations, and requirements of the La Villita Design and Development Guidelines, provided that any such exceptions or variances must be in writing.
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, Texas, 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. 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

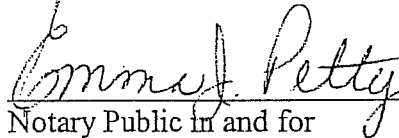
By: Cousins Properties Services, Inc.,
a Georgia corporation, its General Partner

By: Charles E. Cotten
Charles E. Cotten
As its: Senior Vice President



THE STATE OF TEXAS §
COUNTY OF DALLAS §

This instrument was acknowledged before me on December 19, 2003, by Charles E. Cotten, Senior Vice President of Cousins Properties Services, Inc., a Georgia corporation, 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 partnership.


Notary Public in and for
the State of Texas

[SEAL]

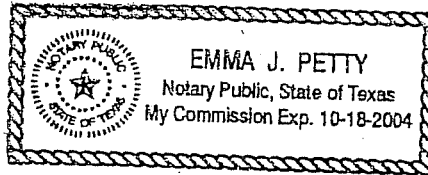


EXHIBIT A-199

LEGAL DESCRIPTION

BEING Lot 2, Block B, of LA VILLITA, PHASE 1A, an Addition to the City of Irving, Dallas County, Texas, according to the plat thereof recorded in Volume 2003193, Page 80, Map Records, Dallas County, Texas.

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FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

03 DEC 24 AM 8:29

Cynthia Yvonne Cathan



COUNTY CLERK
DALLAS CO., TEXAS

Return to (closer 04)
AMERICAN TITLE COMPANY
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Dallas, TX 75254