

SUPPLEMENTARY DECLARATION NO. 181

LAS COLINAS AREA CLXXXI

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DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 26 day of July, 1999, by LAS COLINAS LAND 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-181" 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-181 attached hereto and incorporated herein by reference for all purposes (designated as **Area CLXXXI** 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 181, which is applicable only to Area CLXXXI:

Section 181. Covenants Applicable to Area CLXXXI. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CLXXXI of the Properties:

- a. Use Limitations. Sites in Area CLXXXI may be used only for shopping centers, free standing retail facilities, retail, restaurant, and health clubs, banking and financial institutions, childcare facility and gasoline service station at a location approved in writing by the Declarant. In addition, sites in Area CLXXXI may not be used for any purpose that involves a noxious odor or any excessive noise level that constitutes a nuisance and any use which is not expressly permitted by this Section 181.a.
- b. Minimum Setback Lines.
 - (1) No structure of any kind and no part thereof may be placed within these setback lines:
 - (A) 50 feet from MacArthur Boulevard.
 - (B) 50 feet from L.H. 635 Service Road.
 - (C) 50 feet from Kinwest Parkway
 - (D) 30 feet from the west boundary line of Area CLXXXI.
 - (2) The following improvements are expressly excluded from this restriction:
 - (A) Structures below and covered by the ground;
 - (B) Steps, walks, driveways, and curbing;
 - (C) Screen walls along the west boundary line;

- (D) Landscaping;
- (E) Planters, hedges or fences not to exceed four (4) feet in height;
- (F) Guardhouses;
- (G) Gatehouses;
- (H) Aerial pedestrian crossings or connections;
- (I) Canopies;
- (J) Parking areas in compliance with subsection 2.c. below; and
- (K) Lighting fixtures within parking areas in compliance with subsection 2.c. below.

- (3) Declarant may grant exceptions to or variances from any setback lines established in this subsection b(1), provided that any such variances or exceptions must be in writing.

c. Parking Areas. Parking areas shall:

- (1) 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) Have a maximum grade slope of 5% and a minimum grade slope of 1%.
- (3) Not be provided in front of the minimum setback lines to any public street nor be provided in front of any building facing a public street unless expressly approved in writing by the Declarant.
- (4) 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. Screening shall occur between all surfaced parking lots, adjacent public streets and adjacent exterior boundary lines.
- (5) Be sufficient to accommodate all parking needs for employees, company vehicles, customers, and visitors without the use of onstreet parking. If parking needs increase, additional offstreet parking on-site shall be provided by the owner. In no event shall less than one parking space be provided for each of the following as applicable:
 - (A) 300 net square feet of health club space;
 - (B) 200 net square feet of retail store space and gasoline service station;
 - (C) each 2 ½ restaurant or club seats;
 - (D) each 3 ½ theater, auditorium or assembly seats; and
 - (E) each 10 students in a child care facility.

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

d. Driveways. Driveways shall:

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

e. 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 CLXXXI must be developed by the Property owner to generally conform to the Master Signage Plan for Area CXIX 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. The height of the letters on the store fronts of buildings near the rear of the property may be up to Sixty Inches (60"). The height of letters on the store fronts near MacArthur Boulevard, Kinwest Parkway and I.H. 635 service road must be approved by the Architectural Control Committee as part of the Master Signage Plan.
 - (B) Monument signage must be consistent with the standards for monument signs adopted for Las Colinas by the Architectural Control Committee.
 - (C) Pylon signs are not permitted within Area CLXXXI.
- (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 and business of the occupant, 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, 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.

f. Landscaping. Landscaping must:

- (1) Be completed on all sites contemporaneously with completion of other improvements, but in no event later than 180 days after first occupancy of buildings.
- (2) Conform to the landscaping plan for Area CXIX and be approved by the Architectural Control Committee under Article IV of the Declaration. 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 4,500 square feet of area between exterior building walls and public street right-of-way and adjacent boundary lines.
- (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 in accordance with plans submitted by the 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.

g. 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 or permanent fences of solid materials and be located as far from property lines as reasonably possible.

- (2) 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.
- (3) A minimum eight (8) foot high, solid masonry screening wall or combination wall and berm equivalent to Area CXIX approved by the Architectural Control Committee shall be constructed along the western boundary of Area CLXXXI. The purpose of this wall is to screen the shopping center and other improvements constructed on Area CLXXXI from the view corridor of Kinwest Parkway which runs parallel to the shopping center and Area CLXXXI.

h. Loading Docks and Areas.

- (1) Loading docks and areas may 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, 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.

i. Exterior Illumination. Illumination is required for all exterior building walls that face existing or proposed public or private streets and for all parking areas and walkways between buildings and parking areas unless otherwise waived or modified by Declarant in writing. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee.

j. Construction Standards.

- (1) All building sides must be faced with face brick or stone, or with other quality face materials as may be approved in writing by the Architectural Control Committee. Architectural concrete pre-cast panels may be used with written approval of the Architectural Control Committee. Tilt-wall construction may not be used without the application of a face material which is acceptable to the Architectural Control

Committee. Split face concrete masonry unit (CMU) block may be considered by the Architectural Control Committee on a case by case basis. Windows or other openings may not be glazed or reglazed with mirrored or reflective glass and the spandrel area between windows or other openings may not be faced with a glass material without prior written approval of both the Architectural Control Committee and 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) Do not include wooden frames;
 - (B) Preserve the quality and atmosphere of the area and do not detract from adjacent property; and
 - (C) Do not include exterior fire escapes.
- (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) 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 and graded.
- (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 eighteen (18) months without written approval from the Architectural Control Committee.

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 Stone LP, a Texas limited partnership,
Manager

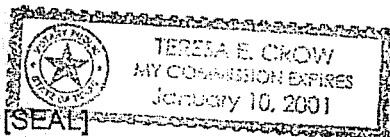
By: Cousins Stone Texas, Inc.
a Georgia corporation, its General Partner

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

THE STATE OF TEXAS
COUNTY OF DALLAS

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This instrument was acknowledged before me on July 21, 1999, by Charles E. Cotten, Senior Vice President of Cousins Stone LP, a Texas limited partnership, Manager of Las Colinas Land Limited Partnership, a Delaware limited partnership, on behalf of said partnership.



Teresa E. Crow

Notary Public in and for
the State of TEXAS

SD181
7/15/99

EXHIBIT A
LEGAL DESCRIPTION

BEING a 23.331 acre tract of land situated in the B.B.B. & C. R.R. Co. Survey, Abstract No. 197, City of Irving, Dallas County, Texas, and being a portion of that called 154.450 acre tract of land described by deed as Tract 26-1 to Las Colinas Land Limited Partnership, recorded in Volume 89128, Page 714, Deed Records of Dallas County, Texas (DRDCT), said 23.331 acre tract of land being more particularly described as follows:

BEGINNING at a ½ inch iron rod found for the point of intersection of the Westerly Right-of-Way line of MacArthur Boulevard, (a variable width right-of-way) with the proposed Northerly Right-of-Way line of Kinwest Parkway (a 110 foot right-of-way) and being the North line of that called 8.5924 acre tract of land described by deed as Tract 36 to Las Colinas Land Limited Partnership recorded in Volume 89128, Page 714, Deed Records, Dallas County, Texas;

THENCE along said proposed Northerly Right-of-Way line of Kinwest Parkway, same being the North line of said 8.5924 acre tract of land, the following:

North 89 degrees 46 minutes 50 seconds West, a distance of 622.67 feet to a ½ inch iron rod found for the point of curvature of a curve to the right having a radius of 661.20 feet;

Northwesterly with said curve to the right through a central angle of 05 degrees 13 minutes 07 seconds for an arc distance of 60.22 feet, a chord bearing of North 87 degrees 10 minutes 17 seconds West and a chord distance of 60.20 feet to a ½ inch iron rod found for corner;

THENCE North 16 degrees 37 minutes 14 seconds West, a distance of 1097.60 feet to a ½ inch iron rod found for the Southwest corner of Lot 4, Block A of MacArthur Park at Las Colinas, Sector 26, Phase 2, an Addition to the City of Irving described by plat recorded in Volume 98016, Page 2, Deed Records, Dallas County, Texas;

THENCE along the South line of said Lot 4 the following:

North 73 degrees 46 minutes 54 seconds East, a distance of 642.08 feet to a ½ inch iron rod set for corner;

North 00 degrees 07 minutes 45 seconds East, a distance of 52.45 feet to a ½ inch iron rod set for corner;

South 89 degrees 52 minutes 15 seconds East, a distance of 53.00 feet to a chiseled "X": set for corner;

South 00 degrees 07 minutes 45 seconds West, a distance of 15.00 feet to a chiseled "X" set for corner;

South 89 degrees 52 minutes 15 seconds East, a distance of 63.67 feet to a ½ -inch iron rod set for corner;

South 70 degrees 49 minutes 19 seconds East, a distance of 156.11 feet to a chiseled "X" set for corner;

South 89 degrees 52 minutes 15 seconds East, a distance of 118.77 feet to a ½ inch iron rod found for the southeast corner of said Lot 4 and being in the aforementioned Westerly Right-of-Way line of MacArthur Boulevard;

THENCE South 00 degrees 07 minutes 45 seconds West along said Westerly Right-of-Way line of MacArthur Boulevard a distance of 1222.07 feet to the POINT OF BEGINNING;

CONTAINING a computed area of 1,016,280 square feet or 23.331 acres of land, more or less

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