

06-002670 (246)

ELECTRONICALLY RECORDED
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SUPPLEMENTARY DECLARATION NO. 205

LAS COLINAS AREA CCV

DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 14 day of August, 2006, by HINES LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called the "Declarant").

- A. Declarant's predecessor in interest, Las Colinas Corporation ("LCC"), executed a Declaration (as previously corrected and supplemented (the "Declaration") on the 22nd of August, 1973, applicable to certain real property described in Exhibit "A" thereto and located in or adjacent to the City of Irving, County of Dallas, State of Texas.
- B. The Declaration was filed of record in Volume 73166, Page 1001, of the Deed Records of Dallas County, Texas, a Correction to Declaration was filed of record in Volume 77154, Page 1096, of the Deed Records of Dallas County, Texas, a Second Correction to Declaration was filed of record in Volume 79122, Page 0749, of the Deed Records of Dallas County, Texas, and a Third Correction to Declaration was filed of record in Volume 82071, Page 3244, of the Deed Records of Dallas County, Texas.
- C. LCC assigned all of its rights as "Declarant" under the Declaration to Las Colinas Land Limited Partnership ("LCLLP") pursuant to a Corrected Assignment and Transfer of Rights of Declarant under Declaration dated as of June 29, 1989, recorded in Volume 92041, Page 0446, of the Deed Records of Dallas County, Texas.
- D. LCLLP assigned all of its rights as "Declarant" under the Declaration to Declarant pursuant to an Assignment and Transfer of Rights of Declarant and Class B Member under Declaration dated as of December 21, 2005, recorded in Volume 200503641275, Deed Records, Dallas County, Texas.
- E. Additional real property has been added to the scheme of the Declaration as contemplated in Article I, Section 3, thereof by recording Supplementary Declarations in the Deed Records of Dallas County, Texas.
- F. Article V of the Declaration (entitled Protective Covenants), as originally written and as modified by the previous Supplementary Declarations is applicable only to the real property described in Exhibit "A" to the Declaration and in Exhibits to the previous Supplementary Declarations and not to additional real property which may be added to the scheme of the Declaration by subsequent Supplementary Declarations.
- G. Article I, Section 3, of the Declaration permits the addition of additional property to the scheme thereof by filing a Supplementary Declaration of record, which Supplementary Declaration may modify Article V of the Declaration as it pertains to the additional property.
- H. The following terms have the following definitions: **Association** means The Las Colinas Association, the non-profit corporation of Las Colinas property owners; **Architectural**

Control Committee means the Architectural Control Committee of The Las Colinas Association; and **Owner** means each and every person, persons or legal entity who owns fee simple title to any lot, tract, or parcel of land in the Properties. All capitalized terms not defined herein shall have the same meaning as set forth in the Declaration.

NOW THEREFORE, Declarant declares as follows:

1. The real property described in Exhibit "A-205", attached hereto and incorporated herein by reference for all purposes (designated as Area CCV 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. Article V of the Declaration is modified by the addition thereto of the following Section 205 which is applicable only to Area CCV.

Section 205. Covenants Applicable to Area CCV. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CCV of the Properties:

a. Use Limitations.

- 1) Sites in Area CCV may be used for the following residential uses: Townhome residential dwellings; Single Family attached residential dwellings; Clubhouse and related facilities associated with residential dwellings.
 - A) The floor area of the main residential structure, exclusive of open porches and garages, shall not be less than 1550 square feet.
 - B) No structure of a temporary character, recreational vehicle, mobile home, trailer, boat trailer, basement tent, garage, barn, or other out building shall be used on any lot at any time as a residence. Temporary construction or marketing trailers or structures are permitted on a temporary basis in an area not fronting Kinwest Parkway.
 - C) No animals, livestock, or poultry of any kind shall be raised, bred, or kept on any lot, except dogs, cats, or other household pets may be kept provided that they are not kept, bred, or maintained for any commercial purposes.
 - D) No lot shall be used or maintained as a dumping ground for rubbish, trash, garbage, or other waste. All garbage and trash shall be kept in sanitary containers fully enclosed by a walled or fenced structure.
 - E) No clothesline may be maintained on any lot.
 - F) The use of any carport, driveway, private or public street, or parking area that may be in front of, adjacent to, or part of any lot

as a parking place for trucks, trailers, mobile homes, recreational vehicles, boats, or commercial vehicles for more than three consecutive days is prohibited. The term "commercial vehicle" shall include all automobiles, trucks, and vehicular equipment, as well as station wagons, which shall bear signs or shall have printed on the sides of same reference to any commercial undertaking or enterprise.

- G) No above ground level swimming pool may be installed on any lot. Any swimming pool on any lot shall be designed and engineered in compliance with paragraph j (1) of this section 205.

2) Sites in Area CCV 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.
- I) Multifamily residential.
- J) Single family detached residential.

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) La Villita Blvd: 25 feet from the property line.
- B) Public Streets (Primary): 5 feet from the property line.
- C) Private Streets (Secondary or Internal): 2 feet from the property line.
- D) Interior Property: 0 feet for attached units. 6 feet per building.
- E) Adjacent or Common Property Line 0 – 5 feet

- 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) Stoops, chimneys, awnings, porches, canopies, eaves, bay windows, balconies, pilasters, and tower elements.
 - D) Post lights, bike racks, benches, trash receptacles, 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.
 - 3) Declarant may grant exceptions to or variances from any setback lines established in 2b(1), provided that any variances or exceptions must be in writing.
- c. Minimum Building Height. All residential buildings in Area CCV must have a minimum height of at least 2 stories. Any clubhouse and related facilities associated with the residential dwellings may be one story.
 - d. Parking Areas. All parking areas including any off-street parking must meet the City of Irving standards.
 - e. Driveways. Driveways must:
 - 1) Be constructed as specified in paragraph d above.
 - f. Signs. All signs must be approved by the Architectural Control Committee in writing prior to installation.

For townhome or single family attached 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 or marketing 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 completion of the first building.

- g. 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 relating to specific building shall be installed in conjunction with the occupancy of that building. Landscaping areas fronting La Villita Boulevard must be installed prior to the completion of any residential building(s) notwithstanding minimal areas that may be used for construction ingress and egress during the normal construction process.

Common areas adjacent to any structure must be completed within 30 days after the completion of such structure.

- 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, and adjacent boundary lines.
 - 3) 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 from time to time by the Las Colinas Association.
- h. 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.
- i. Special Street Front Requirements. Development plans and architectural plans for residential buildings facing on any public street must:
 - 1) Provide attractive facades facing the street; and
 - 2) special attention must be given to landscaping and its drainage in all areas that lie between building structures and the street, and such landscaping and drainage must conform to plans and specifications approved by the Architectural Control Committee.
- j. Construction Standards. The main structure on all lots shall meet with the following requirements (except as modified by the Architectural Control Committee) :
 - 1) The foundation system shall be designed by a structural engineer based on recommendations given in a soils report prepared by a soils engineering firm, which report must include specific recommendations concerning swimming pool construction if it is contemplated that a swimming pool will be constructed on that lot. The soils investigation and analysis, and

the design of the foundation system, shall be made by registered professional engineers.

- 2) The exposed exterior wall area, exclusive of door, window, and covered porch area, shall be 100% masonry, masonry veneer, Hardi Plank concrete composite siding or comparable, or other low maintenance material approved by the Architectural Control Committee. All chimneys shall be of masonry material unless prior approval for another material is given by the Architectural Control Committee.
 - 3) Complete guttering must be installed on all houses with downspouts carried to an outfall away from the foundation. No collected storm water runoff shall be discharged onto any adjacent property.
 - 4) Garages, tool sheds, and all other outbuildings are to be given the same architectural treatment and be constructed of the same materials as the main structure.
 - 5) No exterior alterations of any existing building may be permitted without the prior approval of the Architectural Control Committee.
 - 6) No exterior light shall be installed or maintained on any lot without the prior written approval of the Architectural Control Committee. Upon being given notice by the Association that any exterior light constitutes a nuisance, the owner of the lot on which same is located will immediately remove said light or have it shielded in such a way that it is no longer a nuisance.
- k. La Villita Design and Development Guidelines. Notwithstanding anything contained herein to the contrary, all improvements within Area CCV 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. Where Declarant is entitled herein to grant variances and exceptions, the granting of such 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. 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.

HINES LAS COLINAS LAND LIMITED
PARTNERSHIP, a Texas limited partnership

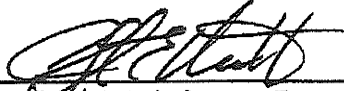
By: Hines Las Colinas Land GP LLC, its General
Partner

By: Hines Interests Limited Partnership, its sole
member

By: Hines Holdings, Inc., its General
Partner

CB

M

By: 
Name: CLAYTON C. ELLIOTT
Title: SENIOR VICE PRESIDENT

STATE OF TEXAS §
§
COUNTY OF DALLAS §

This instrument was acknowledged before me on August 14 2006, by
CLAYTON C. ELLIOTT, the SENIOR VICE PRESIDENT of Hines Holdings, Inc., the
General Partner of Hines Interests Limited Partnership, the sole member of Hines Las Colinas
Land GP LLC, the General Partner of Hines Las Colinas Land Limited Partnership, a Texas
limited partnership, on behalf of said corporation, limited liability company and limited
partnerships.


Signature of Notary Public

[Personalized Notary Seal]

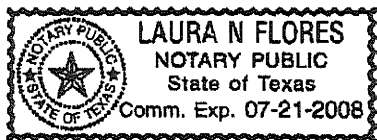


EXHIBIT A – 205

LAS COLINAS AREA CXC

LEGAL DESCRIPTION

BEING A TRACT OF LAND SITUATED IN THE ANTONIO HERNANDEZ SURVEY, ABSTRACT NO. 550 AND THE W.M. KINGWELL SURVEY, ABSTRACT NO. 737, CITY OF IRVING, DALLAS COUNTY, TEXAS, AND BEING ALL OF LOT 1B, BLOCK A, LA VILLITA PHASE 1B REPLAT, AN ADDITION TO THE CITY OF IRVING, ACCORDING TO THE PLAT RECORDED IN COUNTY CLERK'S FILE NO. 200503589883, OFFICIAL PUBLIC RECORDS, DALLAS COUNTY, TEXAS.