

SUPPLEMENTARY DECLARATION NO. 238
LAS COLINAS INFILL AREA CCXXXVIII
DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 22nd day of September 2022 by Dallas County Utility and Reclamation District, hereinafter called the "Owner").

- A. Las Colinas Corporation ("LCC") as Declarant, 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 Hines Las Colinas Land Limited Partnership 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, 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" (Properties) 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. Owner desires to add additional property located within the boundaries of the property described in on Exhibit A attached hereto to the Declaration to the scheme of the Declaration and to modify Article V of the Declaration as it pertains to the additional property.

- I. Owner does not desire to add Common Properties as defined by the Declaration by the filing of this Supplementary Declaration.
- J. The following terms have the following definitions: **Association** means The Las Colinas Association; **Lake** means Lake Carolyn, the 112 acre flood control lake located within the Las Colinas Urban Center; **Architectural Control Committee** means the Architectural Control Committee of The Las Colinas Association; **District** means the Dallas County Utility and Reclamation District; **Owner** means each and every person, persons or legal entity who owns fee simple title to any unit, 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; and **Declarant** means Hines Las Colinas Land Limited Partnership.

NOW THEREFORE, Owner declares as follows:

1. The real property described in **Exhibit A** attached hereto and incorporated herein by reference for all purposes (designated as the “**Infill Area**” 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 238, which is applicable only to the Infill Area.

Section 238. Covenants Applicable to the Infill Area. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to the Infill Area of the Properties:

- a. Use Limitations. Sites in the Infill Area may be used for office buildings, hotels, banks and financial institutions, restaurants (including those with entertainment and/or outdoor dining), retail sales and services, entertainment/recreation (both indoor and outdoor), structured parking facilities (including freestanding garages serving both on-site and off-site uses), special events from time to time approved by the Association, and related facilities.

The following uses of sites in the Infill Area are not permitted:

- (1) Warehouses and manufacturing.
- (2) Any single-family (including townhomes and condominiums) and multi-family residential.
- (3) Any use which involves a noxious odor or any excessive noise beyond the level normally contemplated in connection with the approved use and which constitutes a nuisance.
- (4) Gasoline service stations and car wash facilities.
- (5) Sexually oriented businesses, as defined in the applicable Codes and Ordinances of the City of Irving.
- (6) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.

(7) Any use which violates any part of this Section 238.a.

b. Minimum Setback Lines.

- (1) 25 feet from Las Colinas Boulevard Right-of-Way.
- (2) 25 feet from Lake Carolyn Parkway Right-of-Way.
- (3) 25 feet from any other public or private Street Right-of-Way.
- (4) 25 feet from the drywall of Lake Carolyn.
- (5) 50 feet from Northwest Highway (S.H. 348).
- (6) 0 to 5 feet from an adjacent or common property line.

The following improvements are expressly excluded from this restriction:

- (1) Structures below and covered by the ground;
- (2) Steps walks, driveways, and curbing;
- (3) Landscaping and landscape furniture;
- (4) Planters, retaining walls, hedges or fences not to exceed four (4) feet in height;
- (5) Guardhouses;
- (6) Gatehouses;
- (7) Aerial pedestrian crossings or connections;
- (8) Canopies, roof overhangs, and balconies;
- (9) Minor encroachments of adequately screened structures or parking areas;
- (10) Approved signs and monuments; and
- (11) Building features or architectural elements.

Notwithstanding the foregoing, if a portion of the Infill Area becomes incorporated into and subject to the Urban Business Overlay District of the City of Irving, the Minimum Setback Lines requirements of such District shall be incorporated by reference into this Supplementary Declaration and be applicable to that portion(s) of the Infill Area.

The Las Colinas Association Board of Directors may grant exceptions to and/or variations from any setback lines established in this paragraph b. of this Section 238, except for b(4) and setbacks from Lake Carolyn drywall, provided that any such variances or exceptions must be in writing.

Exceptions to and/or variations from b(4) or setbacks from Lake Carolyn drywall, 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(4) or setbacks from Lake Carolyn drywall may be granted only by the Architectural Control Committee, provided any such exceptions or variations must be in writing.

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

- (1) Not less than 4 stories for all standalone office buildings and

hotels.

Exceptions to and/or variances from building heights established in this paragraph c(1) may be granted only upon written approval of the The Las Colinas Association Board of Directors and such written approval shall not be unreasonably withheld by The Las Colinas Association Board of Directors for variances for improvements covering (on a cumulative basis) less than a majority of the buildable area of any tract of the Infill Area, which improvements are used for purposes permitted by paragraph a of this Section 238 other than hotel and office building use.

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.

- (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 and 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 be sufficient to accommodate all parking needs for employees, company vehicles, customers and visitors. Parking shall meet or exceed the 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.
- (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 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.

The Las Colinas Association Board of Directors may grant exceptions to or variances from any part of this subsection 2e, provided that any variances or exceptions must be in writing.

f. Driveways. Driveways shall:

- (1) Be constructed as specified in e(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. The intent of these signage restrictions is to allow flexibility similar to that contemplated for the Transit Mall Overlay District, Section 52-32g, and for the Transit Oriented Development 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) Preserve the quality and atmosphere of the area.

Signs, symbols, advertising insignia or similar items are permitted on the 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; Signs of a flashing or moving character or inappropriately colored signs are not permitted. The Association may, but is not obligated to, remove any sign erected without written approval.

h. 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 of buildings.
- (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. Permit reasonable access to public and private utility lines and easements for installation and repair; and
 - iii. Include at least one tree for each 4,500 square feet of area between exterior building walls and public street right-of-way lines.
- (3) Owners shall provide landscaping, including hardscape structures (such as sidewalks, promenades, benches, planter boxes, etc.), 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.

i. 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 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) Except as otherwise governed by Federal statutes and/or rules and regulations of the Federal Communications Commission applicable to 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.

j. Loading Docks and Areas.

- (1) Loading docks and areas shall not be located on the streetside 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 Las Colinas Board of Directors may give written approval for such encroachments in connection with the approval of side street loading areas for corner buildings.
- (3) Loading docks and areas shall be screened in a manner approved in writing by the Architectural Control Committee, considering such things as location and views from adjacent and nearby properties.

k. Exterior Illumination. Illumination will be required on all exterior building walls which 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 the Las Colinas Association Board of Directors in writing. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration.

l. Special Lake Carolyn Front Requirements.

- (1) Development plans and architectural plans for structures facing on the Lake shall provide attractive facades facing on the Lake which facades shall provide a "front door" atmosphere along the Lake 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 immediately adjacent to the Lake must be reasonably screened from view from the Lake and from boats traveling on the Lake.
- (3) Driveways immediately adjacent to the Lake should be reasonably 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 Lake, 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, and storm sewers and storm sewer discharge structures, may be constructed only at locations approved in advance 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.

m. 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 3rd floor, and higher), or with such other quality face materials as may be approved in writing by the Architectural Control Committee (except that EIFS may be used as an architectural feature or trim element for doors, windows, and other openings on any floor). Windows shall not be glazed or reglazed with mirrored or reflective glass without prior written approval of both the Architectural Control Committee and Las Colinas Association Board of Directors.
- (2) The design of all buildings, structures, fronting on Las Colinas

Boulevard or Lake Carolyn Parkway shall be such that the maximum amount of space within the building abutting the exterior walls facing Las Colinas Boulevard or Lake Carolyn Parkway 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 facade at ground or street level facing Las Colinas Boulevard or Lake Carolyn Parkway of all buildings including garage structures, shall be of an attractive "store front design" or otherwise attractively screened.

- (3) The design of all buildings, specifically including garage structures, fronting on Lake Carolyn shall be such that the maximum amount of space within the building abutting the exterior walls facing the Lake will be of a construction that will facilitate the utilization of such space for shop, boutique, restaurant, or other purposes requiring a shop front appearance. The finished floor elevation of such space shall be elevation 425 mean sea level, and must provide convenient access to the sidewalk adjacent to the Lake. Short term parking shall be provided so as to be conveniently accessible to the Lake front area.
- (4) 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 for sale condominiums and/or townhomes, each of which may include wooden frames if not more than 4 stories in height;
 - ii. Preserve the quality and atmosphere of the area and do not detract from adjacent property;
 - iii. Do not include exterior fire escapes; and
 - iv. Provide for all underground utilities, public and private, both onsite and in any adjacent public right-of-way.
- (5) The collection, storage, 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 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.
- (6) All structures will be equipped with gutters, downspouts, and/or other drainage conveyances.

- (7) Once commenced, construction shall be diligently pursued to the end that it may not be left in a partly finished condition for a period longer than eighteen (18) months without written approval from the Architectural Control Committee.

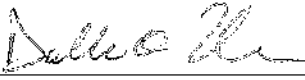
Notwithstanding the foregoing, if a portion of the Infill Area becomes incorporated into and subject to the Urban Business Overlay District of the City of Irving, the minimum construction standards of such District shall be incorporated by reference into this Supplementary Declaration and be applicable to that portion(s) of the Infill Area.

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.

[THE REMAINDER OF THE PAGE INTENTIONALLY LEFT BLANK]


EXECUTED as of the day and year first written above.

DALLAS COUNTY UTILITY AND RECLAMATION
DISTRICT, a body politic of the County of Dallas, State of
Texas

By: 
Name: Dallas Burke
Title: General Manager

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on 12, 2022 by Dallas Burke the
~~General Manager~~ of Dallas County Utility and Reclamation District, a ~~Representative~~ on behalf of
said ~~District~~.


Signature of Notary Public

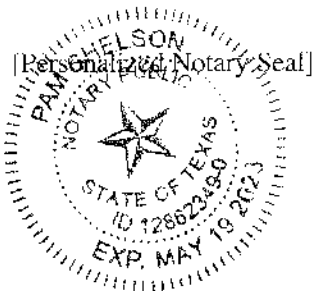


EXHIBIT A
LEGAL DESCRIPTION

EXHIBIT A - SD238**PROPERTY DESCRIPTION**

BEING a tract of land situated in the Elizabeth Crockett Survey, Abstract No. 217, City of Irving, Dallas County, Texas and being a portion of a tract of land described in Correction Warranty Deed to Dallas County Municipal Utility District No. 1 recorded in Volume 75092, Page 138, Deed Records, Dallas County, Texas and being more particularly described as follows:

BEGINNING at a 1/2" iron rod with plastic cap stamped "PACHECO KOCH" found for the east corner of a called 16.0810 acre tract of land described in Special Warranty Deed to NORTHSHORE WEST, LLC, recorded in Instrument No. 201800313474, Official Public Records, Dallas County, Texas and being in the south right-of-way line of Promenade Parkway (a variable width right-of-way);

THENCE with said south right-of-way line of Promenade Parkway, South 57°34'59" East, a distance of 17.07 feet to a point for the north corner of a called 15.62 acre tract of land described in Special Warranty Deed to NORTHSHORE EAST, LLC recorded in Instrument No. 201900052479, of said Official Public Records;

THENCE departing said south right-of-way line of Promenade Parkway and with the west line of said 15.62 acre tract, South 32°27'22" West, a distance of 31.17 feet to a 5/8" iron rod with plastic cap stamped "KHA" set on the back (dry) side of retaining wall;

THENCE with said west line of the 15.62 acre tract and back (dry) side of retaining wall the following courses and distances:

South 57°25'57" East, a distance of 39.45 feet to a T-Post found for corner;
 South 31°59'51" West, a distance of 40.84 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner;
 North 58°08'45" West, a distance of 24.61 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner;
 South 21°43'56" West, a distance of 134.12 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner;
 South 02°12'48" East, a distance of 101.43 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner;

THENCE departing said west line of the 15.62 acre tract and said back (dry) side of retaining wall and over and across said Dallas County Municipal Utility District No. 1 tract, South 89°59'11" West, a distance of 161.87 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner in the east line of said 16.0810 acre tract and back (dry) side of retaining wall;

THENCE with said east line of the 16.0810 acre tract and said back (dry) side of retaining wall, the following courses and distances:

North 32°39'50" East, a distance of 120.97 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner;
 North 32°13'43" East, a distance of 153.13 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner;
 North 31°08'42" East, a distance of 24.59 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner;
 North 61°27'26" East, a distance of 46.12 feet to a 5/8" iron rod with plastic cap stamped "KHA" set for corner;

THENCE departing said back (dry) side of retaining wall and with said east line of said 16.0810 acre tract, North 32°31'38" East, a distance of 35.42 feet to the **POINT OF BEGINNING** and containing 26,874 square feet or 0.6169 acres of land.

Bearing system based on the Texas Coordinate System of 1983, North Central Zone (4202), North American Datum of 1983.

J. ANDY DOBBS
 REGISTERED PROFESSIONAL
 LAND SURVEYOR NO. 6196
 13455 NOEL ROAD
 TWO GALLERIA OFFICE TOWER,
 SUITE 700
 DALLAS, TEXAS 75240
 PH. (972) 770-1300
 andy.dobbs@kimley-horn.com

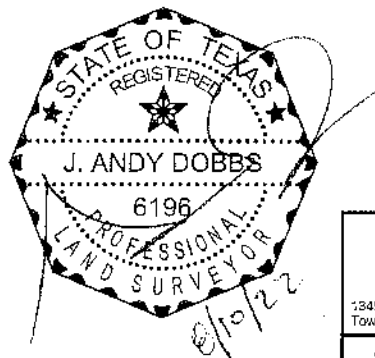


EXHIBIT A Page 1 of 2

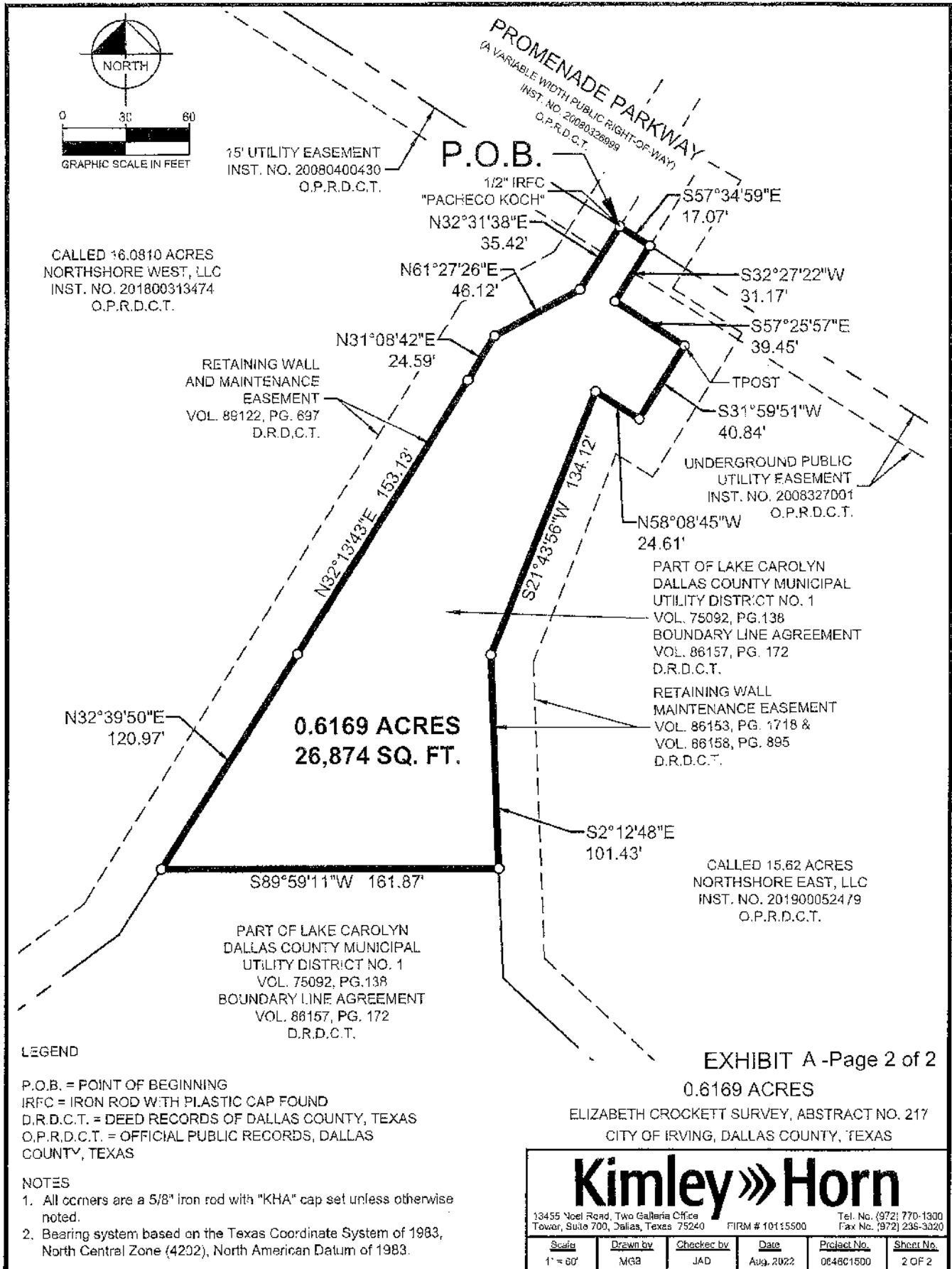
0.6169 ACRES

ELIZABETH CROCKETT SURVEY, ABSTRACT NO. 217
 CITY OF IRVING, DALLAS COUNTY, TEXAS

Kimley»Horn

13455 Noel Road, Two Galleria Office Tower, Suite 700, Dallas, Texas 75240 Tel. No. (972) 770-1300 Fax No. (972) 239-3820

Scale	Drawn by	Checked by	Date	Project No.	Sheet No.
N/A	MSB	JAD	Aug. 2022	064601500	1 OF 2



**Dallas County
John F. Warren
Dallas County Clerk**

Instrument Number: 202200261388

eRecording - Real Property

Recorded On: October 03, 2022 12:16 PM

Number of Pages: 14

" Examined and Charged as Follows: "

Total Recording: \$74.00

***** THIS PAGE IS PART OF THE INSTRUMENT *****

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY
because of color or race is invalid and unenforceable under federal law.

File Information:

Document Number: 202200261388
Receipt Number: 20221003000041
Recorded Date/Time: October 03, 2022 12:16 PM
User: Kevin T
Station: CC18

Record and Return To:

Simplifile



**STATE OF TEXAS
COUNTY OF DALLAS**

**I hereby certify that this Instrument was FILED In the File Number sequence on the date/time
printed hereon, and was duly RECORDED in the Official Records of Dallas County, Texas.**

John F. Warren
Dallas County Clerk
Dallas County, TX

A handwritten signature in black ink, appearing to be "JFW", is written over a horizontal line.