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SUPPLEMENTARY DECLARATION NO. 161

0996-192268

LAS COLINAS AREA CLXI

DALLAS COUNTY, TEXAS  
(NON-URBAN AREA)

This Supplementary Declaration, made this 27th day of December, 1996, by LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called Declarant.

2522203

WITNESSETH: 12/30/96 333214 \$49.00  
Deed

WHEREAS, 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; and

WHEREAS, 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; and

WHEREAS, 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; and

96252 08904

WHEREAS, 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; and

WHEREAS, 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; and

WHEREAS, 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 such additional property; and

WHEREAS, Declarant desires to add additional property (such property being 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;

NOW, THEREFORE, Declarant declares as follows:

1. That the real property described in Exhibit "A-161" attached hereto and incorporated herein by reference for all purposes (designated as Area CLXI 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. That Article V of the Declaration is modified by the addition thereto of the following Section 161, which shall be applicable only to Area CLXI.

Section 161. Covenants Applicable to Area 161. The following provisions shall be applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CLXI of the Properties:

a. Use Limitations. Sites in Area CLXI may be used for gasoline service stations, restaurants, health clubs, shopping centers, free standing retail facilities, banking and financial institutions, child care facility, hotel [so long as (x) the hotel contains no more than 175 guest rooms, (y) the guest rooms in the hotel are of a quality not less than the quality of the guest rooms in a Marriott Courtyard facility (an AmeriSuites facility is deemed to satisfy this guest room quality requirement), and (z) no hotel construction may commence in Area CLXI prior to July 1, 1997] and related facilities. Sites in Area CLXI may also be used for office buildings and related facilities but only with the specific prior written approval of Declarant, the approval to be granted, denied, or conditioned in Declarant's sole discretion, provided, however, notwithstanding the foregoing, Declarant hereby approves and consents (i) to the construction of buildings up to and including 100,000 square feet in size on the portion of Area CLXI described as "Location of Hotel/Office Permitted Area" on Annex 1 attached hereto and incorporated herein by reference for all purposes and (ii) to office uses in any of the

buildings outside the "Hotel/Office Permitted Area" described on Annex 1 so long as those office uses (x) are those customarily found in community shopping centers or quality suburban office buildings and (y) do not exceed 19,000 square feet of leasable space. The following uses of sites in Area CLXI are not permitted:

(1) Any use which involves a noxious odor or any excessive noise level which constitutes a public nuisance.

(2) Any use which is not expressly permitted by this Section 161.

b. Minimum Setback Lines.

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

(A) 30 feet from MacArthur Boulevard right-of-way as it exists on the date the plans for the contemplated improvements are approved by the Architectural Control Committee.

(B) 30 feet from any other public or private street right-of-way in existence on the date the plans for the contemplated improvements are approved by the Architectural Control Committee in writing.

(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) Planters, walls, or fences, not to exceed four (4) feet in height;

(D) Landscaping;

(E) Guardhouses;

- (F) Gatehouses;
- (G) Aerial pedestrian crossings or connections;
- (H) Canopies;
- (I) Minor encroachments of adequately screened parking structures or parking areas; and
- (J) Signage as permitted under Section 2.e.

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

c. Parking Areas. Parking areas shall:

(1) Be curbed and guttered with concrete or granite as approved by the Architectural Control Committee and paved with 5" reinforced concrete placed on a 6" lime stabilized base.

(2) Have a maximum grade slope of 5% and a minimum grade slope of 1 ½%.

(3) Not be provided in front of the minimum setback lines established above unless a written variance approving same is granted by Declarant (with that approval not to be unreasonably withheld or delayed).

(4) Be adequately screened principally by use of berms as well as by trees, landscaping, or other means acceptable to the Architectural Control Committee.

(5) Be sufficient to accommodate all parking needs for employees, company vehicles, customers, and visitors without the use of onstreet parking. In no event shall less than one parking space be provided for each of the following as applicable:

- (A) 300 net square feet of office and health club space;
- (B) 200 net square feet of banking and financial institution, gasoline service station and other retail store space;
- (C) each 2 1/2 restaurant or club seats;
- (D) each 3 1/2 theater, auditorium or assembly seats;
- (E) each hotel guest room; and
- (F) each 10 students in a child care facility.

Declarant may grant exceptions to and/or variations from any part of this subsection c, provided that any such variations and/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.

- 1. A Master Signage Plan for Area CLXI must be developed by the Property owner and 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 letters on the store fronts of buildings near Hackberry Creek may be up to Sixty Inches (60"). The height of letters on the store fronts near the SH 114 (Carpenter Freeway) 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, except that Declarant authorizes:

(1) the construction of one (1) special monument sign which must be located within Area CLXI near the SH 114 (Carpenter Freeway) service road at the place designated in Annex 2, Part A, hereto, conform to the design displayed on Annex 2, Part B, hereto, and meet the specifications listed in Annex 2, Part C, hereto;

(2) the construction of one (1) special monument sign which must be located within Area CLXI near MacArthur Boulevard and which must not exceed fifteen feet (15') in

height as measured from the ground level to the top member of the sign; and

(3) the construction of one (1) special monument sign for each freestanding building,

(C) Pylon signs are not permitted within Area CLXI.

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 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) Be required on the owner's property along all public rights-of-way (including the Hackberry Creek right-of-way owned by Dallas County Utility and Reclamation District) and all private rights-of-way to adequately screen parking areas. Screening of a minimum height of 3 feet (measured at the parking lot curb) can include berming and vegetation. All shrubs shall be evergreen, have a minimum height of 3 feet at the time of planting and be spaced at a maximum of 30 inches on center.

(3) 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:

(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) Alternatively, either include at least one tree for each 4,500 square feet of area between exterior building walls and public street right-of-way lines or, if proposed by the owner, include a lesser number of trees if the owner's plan is based on using trees, excluding decorative trees,

which are either 6" caliper ball and burlap trees or 200 gallon containerized trees.

(4) 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 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.

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 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. The back side portion of applicable improvements in Area CLXI, including without limitation loading docks and areas, shall be 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) Antennas, including, without limitation, dish type antennas, and towers must be approved by the Architectural Control Committee, which may

consider such things as 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.

h. Loading Docks and Areas.

(1) Loading docks and areas shall 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 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 Declarant, considering such things as location and views from adjacent and nearby properties.

(4) Loading docks and areas shall be screened or architecturally treated to minimize the impact and/or views from adjacent and nearby properties as approved in writing by the Architectural Control Committee.

i. 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 Declarant in writing. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration.

j. Construction Standards.

(1) All building sides must be faced with face brick, stone, or stucco portland cement (also known as real plaster) [not dryvit or similar material], or with such other quality face materials as may be approved in writing by the Architectural Control Committee. Windows shall not be glazed or reglazed with mirrored or reflective glass and the spandrel area between window openings shall 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, such approval will be 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) 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) It shall be the responsibility of the owner to install in conjunction with the construction of any building, and at the owner's sole expense, a conduit separate from other conduits and for the sole purpose of permitting the connection of the Association's Communications System to the Owner's building. The termination points of the conduit, the conduit size and type, the type of pullwire or rope to be installed with the conduit and the physical routing and the depth of the conduit shall be in accordance with the then current plans and specifications published by the Association.

(6) No excavation shall be made except in conjunction with construction of an improvement. When such improvement is completed, all exposed openings shall be back filled and graded.

(7) All utility lines (public and private) shall be underground.

(8) Once commenced, construction shall be diligently pursued to the end that it will not be left in a partly finished condition for a period longer than eighteen (18) months without written approval from the Architectural Control Committee. This subparagraph (8) shall not apply to interior tenant finish work.

(9) Each kitchen facility within a commercial building or complex of buildings shall contain a water flushing garbage grinder disposal.

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. 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 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.

EXECUTED as of the day and year first written above.

**LAS COLINAS LAND LIMITED PARTNERSHIP**, a  
Delaware limited partnership

BY: Faison-Stone, Inc., a Texas corporation, Manager

By: David H. Brune  
David H. Brune  
Vice President

THE STATE OF TEXAS

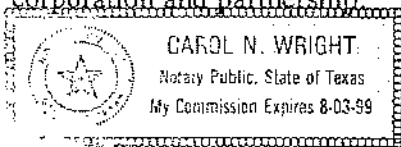
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COUNTY OF DALLAS

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This instrument was acknowledged before me on Dec. 27, 1996, by David H. Brune, Vice President of Faison-Stone, Inc., a Texas corporation, Manager of **LAS COLINAS LAND LIMITED PARTNERSHIP**, a Delaware limited partnership, on behalf of said corporation and partnership.



[SEAL]

Carol N. Wright  
Notary Public, State of Texas

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I pfNkjg\bk 12/18/96

EXHIBIT "A-161"

BEING a description of a 20.8483 acre tract of land situated in the Anton Kuhn Survey, Abstract No. 729, and the J. A. Moore Survey, Abstract No. 908 in the City of Irving, Dallas County, Texas, and being a portion of that same tract of land conveyed to Las Colinas Corporation as shown in Volume 71102, at Page 1777, Volume 78192, Page 2419, Volume 85179, Page 2277, and Volume 85180, at Page 0001 through 0010, and a 0.1267 acre or 5,517 square foot, and a 0.0074 acre or 323 square foot portion of a tract of land thereof conveyed to Dallas County Utility and Reclamation District as shown in Volume 86243, at Page 4998 of the Deed Records of Dallas County, Texas. Said 20.8483 acre tract being more particularly described as follows:

BEGINNING at a concrete monument found for corner at the intersection of the southeasterly right-of-way line of MacArthur Boulevard (a variable width right-of-way) as shown in Volume 81057, at Page 517, with the Northeasterly right-of-way line of State Highway 114, as described in a Deed recorded in Volume 84147, at Page 3510 of the said Dallas County Deed Records;

THENCE North 32 degrees 37 minutes 52 seconds East, departing said State Highway No. 114, and along the said southeast line of MacArthur Boulevard, a distance of 406.68 feet to a 1/2-inch iron rod set for corner and being a corner of a tract of land conveyed to Dallas County Utility and Reclamation District ("DCURD") and described in Volume 86243, at Page 4998 of the said Dallas County Deed Records;

THENCE South 57 degrees 22 minutes 07 seconds East departing said southwest line of MacArthur Boulevard and along a southwest line of said DCURD tract a distance of 132.12 feet to a 1/2-inch iron rod set for corner at the beginning of a curve to the right having a central angle of 26 degrees 41 minutes 31 seconds a radius distance of 650.00 feet, a chord distance of 300.08 feet, and a chord bearing of South 42 degrees 06 minutes 38 seconds East;

THENCE departing said DCURD tract and said Las Colinas Corporation tract, and along said curve to the right, an arc distance of 302.81 feet to a 1/2-inch iron rod set for corner at the end of said curve;

THENCE South 28 degrees 49 minutes 53 seconds East, crossing a southwest line of said DCURD tract and a northeast line of said Las Colinas tract at a distance of 138.38 feet, a distance of 376.22 feet, and a distance of 482.58 feet, in all a total distance of 748.42 feet to a 1/2-inch iron rod set for corner at the beginning of a curve to the left having a central angle of 39 degrees 00 minutes 52 seconds, a radius distance of 738.46 feet, a chord distance of 493.18 feet, and a chord bearing of South 48 degrees 20 minutes 19 seconds East;

THENCE Southeasterly along said curve to the left, at an arc distance of 19.70 feet crossing onto a westerly line of a tract of land conveyed to DCURD and described as Tract II in Volume 84199, Page 3935, and continuing along said southwesterly line of Tract II for a total arc distance of 502.84 feet to a 1/2-inch iron rod set for corner;

THENCE South 67 degrees 50 minutes 45 seconds East, continuing along the common line between said Tract II and said Las Colinas tract, a distance of 150.00 feet to a 1/2-inch iron rod found for corner and being the northwest corner of a tract of land conveyed to Las Colinas Corporation as shown in a deed recorded in Volume 71102, at Page 1777 of the Deed Records of Dallas County, Texas;

THENCE South 13 degrees 03 minutes 35 seconds East, departing said Tract II and along the common line between said Las Colinas Tract recorded in



Volume 71102, at Page 1777 and aforesaid Las Colinas tract, a distance of 174.97 feet to a 1/2-inch iron rod found for corner on the curving northerly right-of-way line of previously said S. H. 114, said curve being a curve to the left having a central angle of 13 degrees 48 minutes 21 seconds, a radius distance of 504.46 feet, a chord distance of 121.26 feet and a chord bearing of South 70 degrees 02 minutes 25 seconds West;

THENCE along the northerly and northeasterly lines of S. H. 114 the following:

Southwesterly along said curve to the left an arc distance of 121.55 feet to a 1/2-inch iron rod set for corner;

South 53 degrees 08 minutes 02 seconds West, a distance of 104.14 feet to a concrete monument found for corner at the beginning of a curve to the right having a central angle of 59 degrees 30 minutes 05 seconds, a radius distance of 450.46 feet, a chord distance of 447.06 feet and a chord bearing of North 87 degrees 06 minutes 58 seconds West;

Along said curve to the right an arc distance of 467.80 feet to a 1/2-inch iron rod set for corner;

North 57 degrees 21 minutes 58 seconds West, a distance of 334.14 feet to a concrete monument found for corner at the beginning of a curve to the right having a central angle of 59 degrees 29 minutes 55 seconds, a radius distance of 382.26 feet, a chord distance of 379.36 feet, and a chord bearing of North 27 degrees 36 minutes 58 seconds West;

Northwesterly along said curve to the right an arc distance of 396.96 feet to a chiseled "X" set in a concrete headwall for corner at the end of said curve;

North 02 degrees 08 minutes 02 seconds East, a distance of 88.55 feet to a 1/2-inch iron rod set for corner at the beginning of a curve to the left having a central angle of 59 degrees 30 minutes 00 seconds, a radius distance of 599.96 feet, a chord distance of 595.42 feet and a chord bearing of North 27 degrees 36 minutes 58 seconds West;

Northwesterly along said curve to the left an arc distance of 623.04 feet to a 1/2-inch iron rod set for corner;

North 57 degrees 21 minutes 58 seconds West, a distance of 40.17 feet to a 1/2-inch iron rod set for corner;

North 12 degrees 21 minutes 58 seconds West a distance of 70.71 feet to a 1/2-inch iron rod set for corner;

North 57 degrees 21 minutes 58 seconds West, a distance of 8.69 feet to the POINT OF BEGINNING;

and containing 20.8483 acres or 908,154 square feet of land, more or less;

ANNEX 1

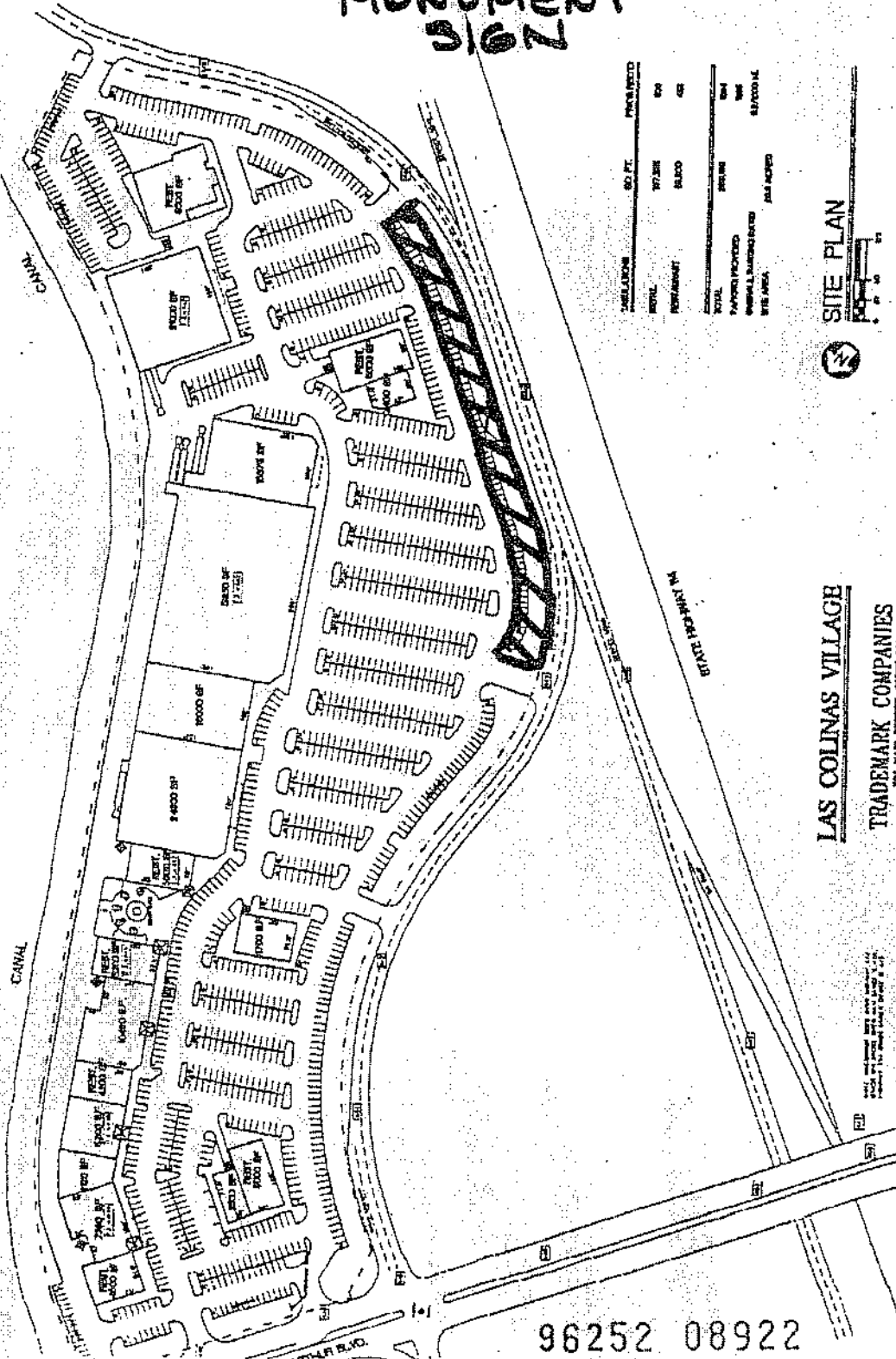
LOCATION OF  
"HOTEL/OFFICE PERMITTED AREA"

Hotel/office uses are permitted on the east half of Las Colinas Area CLXI.

Supplementary Declaration No. 161

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# ANNEX 2 PART A LOCATION OF SPECIAL MONUMENT SIGN



DESCRIPTION	SQ. FT.	PROPOSED
RETAIL	10,000	10
RESTAURANT	1,000	1
TOTAL	11,000	11
PARKING PROVIDED		100
ADDITIONAL PARKING REQUIRED		100
TOTAL AREA		200

SITE PLAN



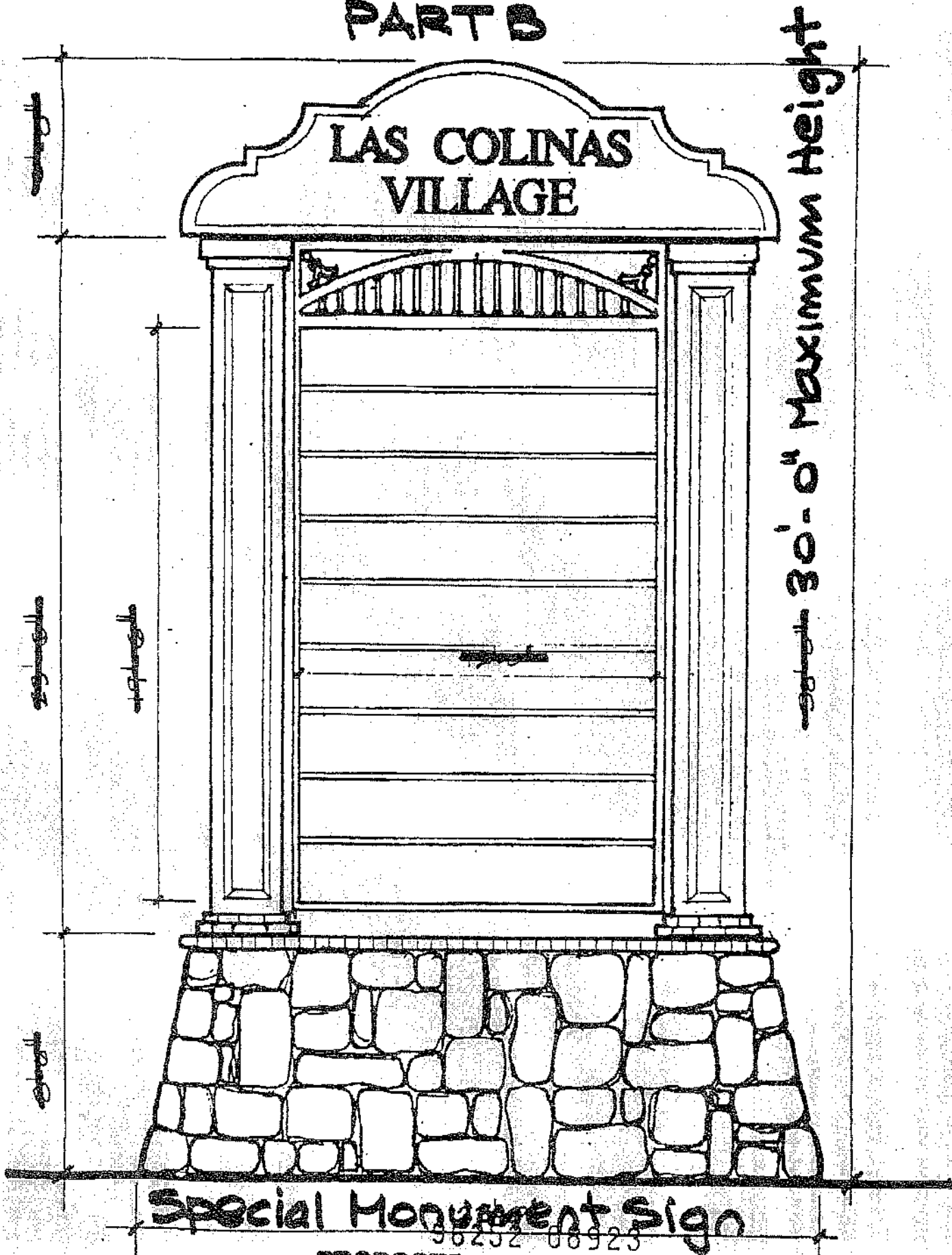
LAS COLINAS VILLAGE

TRADEMARK COMPANIES  
201 MAIN STREET, SUITE 400  
PORT WORTH, TEXAS 76150

96252 08922

Hodges & Associates, Inc.  
Surveyors  
00000-0000

ANNEX 2  
PART B



Special Monument Sign

30232 00923

## ANNEX 2

### PART C. SPECIFICATIONS FOR SPECIAL MONUMENT SIGN

#### (30' MAXIMUM HEIGHT)

1. Height

The height must not exceed Thirty Feet (30') as measured from finished ground level to the top of the special monument sign.

2. Structural Design

The structural design, including skeletal materials, must be subject to approval by the Architectural Control Committee.

3. Exterior or Architectural Design

The exterior or architectural design, including materials intended to be used for cladding of the skeletal structure, must be approved by the Architectural Control Committee. Design drawings are to include graphics and written details of all elements to be used on the sign. The colors to be used are to be specified with reference to the PANTONE Color Formula Guide.

4. Method of Illumination

The method of illumination, including design drawings, must be approved by the Architectural Control Committee.

AFTER RECORDING RETURN TO:  
Munsch Hardt Kopf Harr & Dinan  
1445 Ross Ave., Suite 4000  
Dallas, Texas 75202-2790  
ATTN: B. Carl Klinke

Supplementary Declaration No. 161

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