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

2437217

SUPPLEMENTARY DECLARATION NO. 158

4025508
07/18/03

\$31.00 Deed

LAS COLINAS AREA CLVIII

DALLAS COUNTY, TEXAS

This Supplementary Declaration, made effective as of the 18 day of July, 2003 by LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called Declarant.

W I T N E S S E T H:

- 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" attached 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 under 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 "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.
- H. The following terms have the following definitions: **Association** means The Las Colinas Association, the non-profit corporation of Las Colinas property owners; and **Architectural Control Committee** means the Architectural Control Committee of The Las Colinas Association.

NOW THEREFORE, Declarant declares as follows:

1. The real property described in Exhibit "A-158" attached hereto and incorporated herein by reference for all purposes (designated as **Area CLVIII** 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 158, which is applicable only to Area CLVIII:

Section 158. Covenants Applicable to Area CLVIII. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CLVIII of the Properties:

a. Use Limitations.

- (1) Sites in Area CLVIII may be used for:
 - a) Multifamily residential dwellings and related facilities (primary use).
 - b) Childcare facilities and health club facilities located completely within the primary multifamily residential structure.
 - c) Retail and restaurant facilities located completely within the first floor of the primary multifamily structure (may include related street vending and outdoor dining).
 - d) Office and related uses, banking and financial institutions, and medical facilities located completely within the first floor of the primary multifamily structure.
- (2) Sites in Area CLVIII may also be used for the following with the prior written approval of Declarant:

- a) Freestanding office building and related uses. Retail restaurant, banking and financial institutions, and medical facilities are permitted uses if located completely within the first floor of the office building.
- b) Freestanding banking and financial institutions uses. Retail, restaurant, and medical facilities are permitted uses if located completely within the first floor of the banking and financial institution.
- c) Freestanding medical facility uses. Retail, restaurant, and banking and financial institutions are permitted uses if located completely within the first floor of the medical facility.
- d) Hotel use. Retail, banking and financial institutions, and medical facilities are permitted uses if located completely within the first floor of the hotel.
- e) Entertainment uses including movie theatres and live theatre, but expressly prohibiting sexually oriented businesses.
- f) Freestanding retail and restaurant facilities.
- g) Freestanding parking garage structure.
- h) Arcades

(3) Sites in Area CLVIII 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.

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) For buildings having a maximum of four (4) stories and below:
 - i) Transit Mall (Lake Carolyn Parkway): 15 feet from the property line
 - ii) Public Streets (Primary): 15 feet from the property line

- b) For buildings having a minimum of five (5) stories and above:
 - i) Transit Mall (Lake Carolyn Parkway): 20 feet from the property line
 - ii) Public Streets (Primary): 18 feet from the property line
- (2) No parking area and no part thereof may be placed within 5 feet from any public street right-of-way or property line.
- (3) 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 receptacle, and flagpoles.
 - e) Planters, walls, fences, or hedges, not to exceed four feet in height.
 - f) Landscaping.
 - g) Aerial pedestrian crossings or connections.
- (4) Declarant may grant exceptions to or variances from any setback lines established in 2b(1)(a) and 2b(1)(b) above, provided that any variances or exceptions must be in writing.
- c. Minimum Building Height. At least 70% of the predominantly residential buildings must have a minimum height of at least 3 stories. At least 70% of the predominantly non-residential buildings must have a minimum height of at least 5 stories. Exceptions to or variances from this minimum height requirement may be granted only upon written approval of the Declarant.
- d. Minimum Habitable Building Floor Level. The lowest habitable floor level of any building, other than basement mechanical storage and parking levels, may not be lower than elevation 425.0 feet mean sea level (MSL). No opening through the outside wall of any building is permitted lower than elevation 425.0 feet MSL.
- e. Parking Areas.
 - (1) Parking areas shall be limited to garage structures or below grade, with the exception of on-street parking and incidental parking for visitors in association with residential leasing offices and surface parking not visible from any primary street. Parking garage structures shall not front on a primary street.
 - (2) Surface parking areas, to the extent permitted, 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 as approved by the Architectural Control Committee.

- (3) Ground level surface parking areas, to the extent permitted, shall have a maximum grade slope of 5% and a minimum grade slope of 1%.
- (4) Parking areas shall not be provided in front of the minimum parking setback lines established above, nor be provided in front of any building facing a public street unless expressly approved in writing by the Architectural Control Committee, which may not approve parking in front of minimum setback lines unless a written variance approving same is granted by Declarant. This section does not apply to on-street, parallel parking allowed by the City of Irving.
- (5) 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 parallel parking allowed by the City of Irving. Screening shall occur between all ground level surface parking areas (not to include entrances and exits) and adjacent public streets or exterior boundary lines.
- (6) Parking areas, including on-street parking and any shared parking approved by the City of Irving, shall be sufficient to accommodate all parking needs for employees, company vehicles, customers and visitors, based upon current standards of the City of Irving.

Declarant 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 must:

- (1) Be constructed as specified in paragraph 2e(2) 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. Normally, approval will be limited to those signs that:

- (1) Identify the name and business of the occupant, or give directions, or 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.

Notwithstanding the provisions of (1), (2) and (3) above, as Area CLVIII is intended to be unique and diverse, permitted signage is also intended to be more flexible than in other areas of Las Colinas including, for example, the use of special events banners and A-frame "sandwich" signs.

No signs, symbols, logos, advertising insignia or similar items are 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 the buildings; provided, Declarant may grant exceptions to or variances from the restrictions in this sentence as long as they are in writing. 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 must:

- (1) Be completed on all sites contemporaneously with completion of other improvements, subject to seasonal planting periods. In any event, all landscaping shall be installed in conjunction with any building no later than 90 days after issuance of the final certificate of occupancy for that building.
- (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 street right-of-way lines or 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 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 Association, so long as those standards are allowed by the City of Irving.

i. Screening.

- (1) Storage areas, incinerators, storage tanks, vehicles based on the premises, roof objects (including fans, vents, cooling towers, skylights and all roof mounted equipment which rise above the roof line), 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 walls of comparable building materials and be located as far from property lines as reasonably possible.
- (2) Except as otherwise governed by Federal statutes and/or rulings and regulations of the Federal Communications Commission applicable to the use of antennas by residents of multi-family residential complexes, 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 streets and highways.

j. Loading Docks and Areas.

- (1) Loading docks, except as identified in j(2) below, may not be located on the street-side of any building or structure, except that either the Declarant or the Architectural Control Committee may approve a street-side location in writing (subject to express screening requirements).
- (2) Loading areas may be located on the street-side of any building or structure for the limited purpose of short-term loading and unloading of furniture, appliances and other personal belongings of residents of the building during move-in or move-out, but not otherwise.
- (3) Loading area driveways may encroach setback areas, subject to express screening requirements as approved by the Architectural Control Committee.
- (4) 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.

Declarant may grant exceptions to or variances from any part of this subsection 2j., provided that any variances or exceptions must be in writing.

- k. Exterior Illumination. Illumination is required for all exterior building walls that face existing or proposed public 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.
- l. Construction Standards.
- (1) All building sides must be faced with stucco, face brick, stone, architectural precast or with similar quality face materials approved in writing by the Architectural Control Committee (collectively, **Approved Masonry Materials**), except that exterior insulation and finish systems (EIFS) may be used in the Urban Center only for multifamily projects as an architectural accent material on the 2nd floor and above and as a facia material on the 3rd floor and above. Windows may not be glazed or reglazed with mirrored or reflective glass and the spandrel area between window openings may not be faced with a glass material without prior written approval of both the Architectural Control Committee and Declarant.
 - (2) The exterior facade of all buildings, including garage structures, at ground or street level facing Lake Carolyn Parkway must be of an attractive design approved by the Architectural Control Committee.
 - (3) Subject to the provisions in 2l(1) above, construction must conform to plans and specifications approved in writing by the Architectural Control Committee under Article IV of the Declaration. Normally, approval will be limited to those plans which:
 - a) Do not include wooden frames except in multifamily structures of 4 stories or less.
 - b) Preserve the quality and atmosphere of the area and are compatible and harmonious with improvements on adjacent property.
 - c) Do not include exterior fire escapes.
 - (4) 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 (including, without limitation, shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.
 - (5) All structures, excluding balconies, must be equipped with gutters,

downspouts, or other drainage conveyances approved by the Architectural Control Committee.

- (6) All utility lines (public or private) shall be underground. Declarant may grant a variance allowing above ground power lines in conjunction with the transit mall and DART light rail requirements.
 - (7) Once commenced, construction or maintenance must be diligently pursued and construction is not to cease for a period longer than ninety (90) days without written notification to and 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 or denial of any exceptions or variances by Declarant under this Supplementary Declaration 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 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, location of improvements, or any design related features. Any determination made by Declarant under this Supplementary Declaration shall be in Declarant's sole discretion.
4. The Declaration, except as expressly modified herein, remains in force and effect and is ratified and confirmed.

EXECUTED as of the day and year first written above.

LAS COLINAS LAND LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Cousins Properties Services LP,
a Texas limited partnership, Manager

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

By: Charles E. Cotten
Charles E. Cotten,
Senior Vice President

THE STATE OF TEXAS

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§

COUNTY OF DALLAS

This instrument was acknowledged before me on July 8th, 2003, by Charles E. Cotten, Senior Vice President of Cousins Properties Services, Inc., a Georgia corporation, as General Partner of Cousins Properties Services LP, a Texas limited partnership, Manager of Las Colinas Land Limited Partnership, a Delaware limited partnership, on behalf of said corporation and partnerships.

Teresa E. Crow
Notary Public in and for
the State of Texas

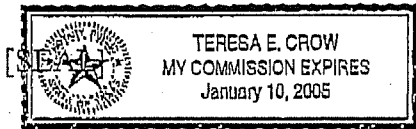


EXHIBIT A-158

LAS COLINAS AREA CLVIII

Being a 5.36 acre tract of land situated in the William A. Downing Survey, Abstract No. 391, in the City of Irving, Dallas County, Texas, being a portion of that certain 6.97 acre tract of land conveyed to Las Colinas Land Limited Partnership by deed as recorded in Volume 89128, Page 714, Deed Records, Dallas County, Texas, and being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod found for corner, said point being in the southwesterly line of Rochelle Boulevard (a 110.00 foot right-of-way), and being the east corner of said 6.97 acre Las Colinas Land Limited Partnership tract of land and being the north corner of a 10.918 acre tract conveyed to BH O'Connor Partners LP by deed as recorded in Volume 95109, Page 6419, Deed Records, Dallas County, Texas;

THENCE South 47 degrees 15 minutes 00 seconds West, along the common line of said 6.97 acre Las Colinas Land Limited Partnership tract and said 10.918 acre BH O'Connor Partners LP tract, a distance of 188.83 feet to a 5/8 inch iron rod found for corner, said point being the beginning of a curve to the right having a radius of 1454.24 feet, a delta of 08 degrees 30 minutes 36 seconds, a chord bearing and distance of South 51 degrees 30 minutes 18 seconds West, 215.80 feet;

THENCE in a southwesterly direction along said curve to the right, and continuing along the common line of said 6.97 acre Las Colinas Land Limited Partnership tract and said 10.918 acre BH O'Connor Partners LP tract, an arc distance of 216.00 feet to a 5/8 inch iron rod found for corner;

THENCE South 55 degrees 45 minutes 36 seconds West, and continuing along the common line of said 6.97 acre Las Colinas Land Limited Partnership tract and said 10.918 acre BH O'Connor Partners LP tract, a distance of 10.89 feet to a 1/2 inch iron rod set for corner, said point being in the northwesterly line of said 10.918 acre BH O'Connor Partners LP tract and being in the northeasterly line of Lake Carolyn Parkway, Right-of-Way Dedication, said point also being the beginning of a curve to the left having a radius of 4063.73 feet, a delta of 04 degrees 06 minutes 24 seconds, and a chord bearing and distance of North 49 degrees 26 minutes 48 seconds West, 291.20 feet;

THENCE in a northwesterly direction along said curve to the left and departing the common line of said 6.97 acre Las Colinas Land Limited Partnership tract and said 10.918 acre BH O'Connor Partners LP tract, an arc distance of 291.26 feet to a 1/2 inch iron rod set for corner, said point being the beginning of a reverse curve to the right having a radius of 1989.25 feet, a delta of 06 degrees 06 minutes 43 seconds, a chord bearing and distance of North 48 degrees 26 minutes 38 seconds West, 212.10 feet;

THENCE in a northwesterly direction along said curve to the right, continuing along the northeasterly line of Lake Carolyn Parkway, Right-of-Way Dedication, an arc distance of 212.20 feet to a 1/2 inch iron rod set for corner, said point being the beginning of a non-tangent curve to the right having a radius of 2942.58 feet, a delta of 00 degrees 39 minutes 30 seconds, a chord bearing and distance of North 45 degrees 03 minutes 32 seconds West, 33.81 feet;

THENCE in a northwesterly direction along said curve to the right, and continuing along the northeasterly line of Lake Carolyn Parkway, Right-of-Way Dedication, an arc distance of 33.81 feet to a 1/2 inch iron rod set for corner, said point being in the southeasterly line of a 10.096 acre tract of land conveyed to American Realty Trust, Inc. by deed as recorded in Volume 95095, Page 2479, Deed Records, Dallas County, Texas;

THENCE North 52 degrees 27 minutes 19 seconds East, along the common line of said 6.97 acre Las Colinas Land Limited Partnership tract and 10.096 acre American Realty Trust, Inc. tract, a distance of 473.11 feet to a ½ inch iron rod set for corner, said point being in the southwesterly line of said Rochelle Boulevard;

THENCE South 42 degrees 45 minutes 01 seconds East, along the southwesterly line of said Rochelle Boulevard, a distance of 508.76 feet to the POINT of BEGINNING and containing 233,472 square feet or 5.36 acres of land, more or less.

FILED

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CYNTHIA FIGUEROA, CLERK
COUNTY CLERK
DALLAS COUNTY

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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.
STATE OF TEXAS
I hereby certify this instrument was filed on the date and time stamped hereon by me and was duly recorded in the volume and page of the named records of Dallas County, Texas as stamped hereon by me.

JUL 18 2003



Cynthia Figueroa
COUNTY CLERK, Dallas County, Texas