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**SUPPLEMENTARY DECLARATION NO. 189**

**LAS COLINAS AREA CLXXXIX**

**DALLAS COUNTY, TEXAS**

This Supplementary Declaration, made effective as of the 29<sup>th</sup> day of December, 2004 by LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called Declarant.

WITNESSETH:

- 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.

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- 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; **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-189" attached hereto and incorporated herein by reference for all purposes (designated as **Area CLXXXIX** 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 189, which is applicable only to Area CLXXXIX:

Section 189. Covenants Applicable to Area CLXXXIX. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CLXXXIX of the Properties:

a. Use Limitations.

- 1) Sites in Area CLXXXIX may be used for:
  - a) Multifamily residential dwellings and related facilities (primary use), not to exceed a total of 350 units for all of Area CLXXXIX.
  - 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 CLXXXIX 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, restaurant, 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 CLXXXIX 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.
  - iii) Private Streets (Secondary): 14 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.

- iii) Private Streets (Secondary): 16 feet from the property line.
  - (2) No parking area and no part thereof may be placed within the setback lines specified in paragraphs 2b(1)(A) and 2b(1)(B) above except:
    - (A) 10 feet from any other interior property line (i.e., a common property line with another owner).
    - (B) 5 feet from any other internal public or private street right-of-way property line.
  - (3) The following improvements are expressly excluded from the restrictions set forth in paragraphs 2b(1) and 2b(2) above:
    - (A) Structures or other improvements below and covered by the ground, including without limitation, utility facilities, irrigation systems, meters and conduits.
    - (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.
    - (H) Canopies.
  - (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. Parking garage structures shall not front on a public 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 within the minimum parking setback lines established in paragraph 2b(2) above, nor be provided in front of any building facing a public or private 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), adjacent public and private streets and adjacent 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.

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, including banners, must be approved by the Architectural Control Committee in writing prior to installation. Area CLXXXIX is intended to be unique and diverse. Permitted signage is also intended to be more flexible than in other areas of Las Colinas. Building mounted signage, including permanent horizontal and vertical banners, temporary special event banners and A-frame "sandwich" signs, are encouraged.

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.

No signs, symbols, logos, advertising insignia or similar items are permitted on top of the building(s). Signage to be mounted on the building face should be located so as to create architectural balance and a sense of place; in no case shall signage be placed higher than the top or ceiling level of the fourth (4<sup>th</sup>) floor without written Declarant approval. Permanent banners shall have maximum dimensions of five (5) feet x twenty (20) feet and be constructed of a material approved by the Architectural Control Committee. The bottom of vertical banners shall be no higher than 20 feet above ground level without written Declarant approval. Signs of a flashing or moving character or inappropriately colored signs are not permitted.

During initial construction, multifamily projects will be allowed to have two (2) temporary horizontal banners constructed of vinyl covered canvas, and having maximum dimensions of five (5) feet high x twenty (20) feet wide. The temporary banners may be located on the street side of a building no higher than 24 feet from the top of the banner to ground level, or on a construction trailer. They shall be allowed to remain in place for a period of no more than one hundred-fifty (150) days and in no case are the temporary banners to be displayed for longer than thirty (30) days after the final certificate of occupancy for the project is granted by the City of Irving.

The Las Colinas 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 60 days after first occupancy of 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 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.

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 or private 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 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.

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 2<sup>nd</sup> floor and above and as a facia material on the 3<sup>rd</sup> 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. The use of decorative split-faced concrete masonry unit products may be permitted on a case-by-case basis, but only with the specific prior written approval of 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 2m(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) consecutive 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 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 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: Samuel L. Fairchild  
Samuel L. Fairchild,  
Vice President

Return to (closer 04)  
AMERICAN TITLE COMPANY  
6029 Beltline Road, Suite 250  
Dallas, TX 75254

THE STATE OF TEXAS

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COUNTY OF DALLAS

This instrument was acknowledged before me on December 29<sup>th</sup>, 2004, by Samuel L. Fairchild, 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.

*Paula Slagle*

Notary Public in and for  
the State of Texas

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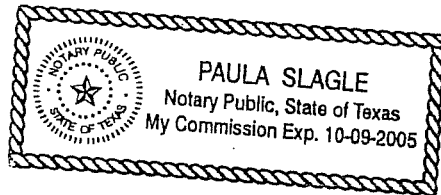


EXHIBIT "A-189"  
LAS COLINAS AREA CLXXXIX

BEING a 4.30 acre tract of land situated in the ELIZABETH CROCKETT SURVEY, ABSTRACT NO. 217 in the City of Irving, DALLAS County, Texas, said 4.30 acre tract of land being a portion of that certain 5.405 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 the northeast corner of said Las Colinas Land Limited Partnership tract, same point being the southeast corner of a tract of land conveyed to B.H. O'Connor Partners by deed as recorded in Volume 95109, Page 6419, Deed Records, DALLAS County, Texas same point also being in the west line of O'Connor Boulevard as recorded in Volume 82129, Page 1740 and Volume 82132, Page 2378, Deed Records, DALLAS County, Texas, said point also being the beginning of a curve to the left having a radius of 1009.93 feet, a delta angle of 01 degrees 42 minutes 09 seconds, and a chord bearing and distance of South 11 degrees 53 minutes 55 seconds East, 30.01 feet;

THENCE in Southeasterly direction along said curve to the left and along the westerly line of said O'Connor Boulevard, an arc distance of 30.01 feet to a 5/8 inch iron rod found for corner;

THENCE South 12 degrees 45 minutes 00 seconds East, continuing along the westerly line of said O'Connor Boulevard, a distance of 181.57 feet to a 1/2 inch iron rod set for corner, said point being the beginning of a curve to the right having a radius of 231.48 feet, a delta angle of 83 degrees 21 minutes 10 seconds and a chord bearing and distance of South 28 degrees 55 minutes 35 seconds West, 307.83 feet;

THENCE in a southwesterly direction along said curve to the right and along the Northerly line of said O'Connor Boulevard, an arc distance of 336.75 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 241.67 feet, a delta angle of 12 degrees 02 minutes 26 seconds and a chord bearing and distance of South 76 degrees 37 minutes 23 seconds West, 50.69 feet;

THENCE in southwesterly direction along said curve to the right and along the northerly line of said O'Connor Boulevard, an arc distance of 50.79 feet to a 1/2 inch iron rod set for corner, said point being the beginning of a curve to the left having a radius of 258.33 feet, a delta angle of 12 degrees 02 minutes 26 seconds, and a chord bearing and distance of South 76 degrees 37 minutes 23 seconds West, 54.19 feet;

THENCE in southwesterly direction along said curve to the left and along the northerly line of said O'Connor Bouelvard tract, an arc distance of 54.29 feet to a 5/8 inch iron rod found for corner;

THENCE South 70 degrees 36 minutes 10 seconds West, continuing along the northerly line of said O'Connor Boulevard, a distance of 66.56 feet to a 1/2 inch iron rod set for corner, said point

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being at the intersection of said O'Connor Boulevard and the easterly line of Lake Carolyn Parkway as recorded in Volume 2004174, Page 00102, Map Records, DALLAS County, Texas;

THENCE North 19 degrees 23 minutes 50 seconds West, departing the northerly line of said O'Connor Boulevard and along the easterly line of said Lake Carolyn Parkway, a distance of 2.33 feet to a 1/2 inch iron rod set for corner, said point being the beginning of a curve to the right having a radius of 62.25 feet, a delta angle of 98 degrees 31 minutes 03 seconds and a chord bearing of North 60 degrees 16 minutes 39 seconds West, 94.33 feet;

THENCE in northwesterly direction along said curve to the right, an arc distance of 107.04 feet to a 1/2 inch iron rod set for corner;

THENCE North 11 degrees 01 minutes 08 seconds West, along the easterly line of said Lake Carolyn Parkway, a distance of 402.03 feet a 1/2 inch iron rod set for corner, said point being the northwest corner of said 4.30 acre Las Colinas Land Limited Partnership tract;

THENCE North 79 degrees 33 minutes 37 seconds East, departing the easterly line of said Lake Carolyn Parkway and along the common line of said 4.30 acre Las Colinas Land Limited Partnership tract and said B.H. O'Connor Partners tract, a distance of 434.17 feet to the POINT OF BEGINNING and CONTAINING 187,142 square feet or 4.30 acres of computed land, more or less.

Return to (closer CA)  
AMERICAN TITLE COMPANY  
6029 Beltline Road, Suite 250  
Dallas, TX 75254

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OFFICIAL PUBLIC RECORDS

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*Cynthia Figueroa Callahan*



COUNTY CLERK  
DALLAS CO., TEXAS

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