

SUPPLEMENTARY DECLARATION NO. 211

LAS COLINAS AREA CCXI

DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 19th day of December 2006, by HINES LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called the "Declarant").

- A. Declarant's predecessor in interest, Las Colinas Corporation ("LCC"), executed a Declaration (as previously corrected and supplemented (the "Declaration") on the 22nd of August, 1973, applicable to certain real property described in Exhibit "A" thereto and located in or adjacent to the City of Irving, County of Dallas, State of Texas.
- B. The Declaration was filed of record in Volume 73166, Page 1001, of the Deed Records of Dallas County, Texas, a Correction to Declaration was filed of record in Volume 77154, Page 1096, of the Deed Records of Dallas County, Texas, a Second Correction to Declaration was filed of record in Volume 79122, Page 0749, of the Deed Records of Dallas County, Texas, and a Third Correction to Declaration was filed of record in Volume 82071, Page 3244, of the Deed Records of Dallas County, Texas.
- C. LCC assigned all of its rights as "Declarant" under the Declaration to Las Colinas Land Limited Partnership ("LCLLP") pursuant to a Corrected Assignment and Transfer of Rights of Declarant under Declaration dated as of June 29, 1989, recorded in Volume 92041, Page 0446, of the Deed Records of Dallas County, Texas.
- D. LCLLP assigned all of its rights as "Declarant" under the Declaration to Declarant pursuant to an Assignment and Transfer of Rights of Declarant and Class B Member under Declaration dated as of December 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" 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. Declarant desires to additional property located within the boundaries of the property described in Exhibit "A-211" 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:G

1. The real property described in Exhibit A-211 attached hereto and incorporated herein by reference for all purposes (designated as **Area CCXI** 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 211, which is applicable only to Area CCXI.

Section 211. Covenants Applicable to Area CCXI. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CCXI of the Properties:

- a. Use Limitations. Sites in Area CCXI may be used for retail sales and service, office buildings and related uses, banking and financial institutions, restaurants (including those with entertainment and/or outdoor dining), automobile gas stations with attached or detached automatic car wash, library and cultural uses (including museums and galleries), education, religious assembly, community center, entertainment/recreation (both indoor and outdoor), governmental uses, parking, streets and roads, childcare facilities, and parks and open spaces. In addition, sites in Area CCXI may not be used for any purpose that involves noxious odors or any excessive noise level that constitutes a nuisance, any use contrary to law or which violates any part of this Section 211.a.
- b. Minimum Setback Lines.
 - (1) No structure of any kind and no part thereof may be placed within these setback lines:
 - (A) 40 feet from Royal Lane.
 - (B) 50 feet from Riverside Drive.
 - (C) 10 feet from any public street right-of-way.
 - (D) 5 feet from the curb line of any private street right-of-way, private drive, or fire lane access easement.
 - (E) 0 to 5 feet from an adjacent or common property line.
 - (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) Landscaping and landscape furniture;

- (D) Planters, retaining walls, hedges or fences not to exceed four (4) feet in height;
 - (E) Guardhouses;
 - (F) Gatehouses;
 - (G) Electrical transformers;
 - (H) Canopies, roof over hangs, and balconies;
 - (I) Parking areas in compliance with subsection 2.c. below;
 - (J) Lighting fixtures within parking areas in compliance with subsection 2.i. below;
 - (K) Masonry screen-walls and monument signs; and
 - (L) Building features or architectural elements.
- (3) No surface parking area and no part thereof may be placed within these setback lines except for on street parking as approved by the City of Irving:
- (A) 10 feet from any public street right-of-way
 - (B) 10 feet from the center line of any private street right of way, private drive, or fire lane access easement.
- (4) Declarant may grant exceptions to or variances from any setback lines established above, provided that any variances of exceptions must be in writing.

c. Parking Areas. Parking areas shall:

- (1) (Surface Parking) 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.
- (2) (Surface Parking) Have a maximum grade slope of 7% and a minimum grade slope of 1%.
- (3) Be sufficient to accommodate all parking needs for employees, company vehicles, customers, and visitors. If parking needs increase, additional parking on-site shall be provided by the Owner. 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. Declarant may grant exceptions to or variances from any part of this subsection c, provided that any variances 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. All signs must be approved by the Architectural Control Committee in writing prior to installation and must meet the following requirements:
- (1) A Master Signage Plan for Area CCXI must be developed by the Property owner and be submitted for approval by the Architectural Control Committee. All 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 used on any exterior building front 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.
 - (C) This document contemplates a 2-story town center element. Signage may be provided for office/retail space located solely on the second floor in a manner consistent with town center development and as approved by the Architectural Control Committee in writing.
 - (2) All signs, 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 must:
- (1) Be completed on all sites contemporaneously with completion of other improvements, but in no event later than 90 days after first occupancy of

buildings.

- (2) Conform to a landscaping plan and be approved by the Architectural Control Committee. Normally, approval will be limited to landscaping plans which:
 - (A) Provide underground automatic 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 3,000 square feet of area between exterior building and parking structure walls and public street right-of-way or adjacent boundary lines.
- (3) Owners shall provide landscaping, including hardscape structures and walks as well as plant materials within the right-of-way areas adjacent to any public or private street in accordance with plans submitted by the 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.
- (4) Declarant may grant exceptions to or variances from the number of required trees established in f(2)(C) above, provided that any variances or exceptions must be in writing.

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 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 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.

h. Loading Docks and Areas.

- (1) Loading docks and areas may not be located on the public 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. If properly screened, loading areas may be located within 5 feet of the street right of way.
 - (3) Loading areas must be screened in a manner approved in writing by the Architectural Control Committee considering factors like location and views from adjacent or nearby properties and public rights-of-way.
 - (4) Declarant may grant exceptions to or variances from any part of this subsection h, provided that any exceptions or variances must be in writing.
- i. Exterior Illumination. Illumination is required for all exterior building walls that may be viewed from existing or proposed public or private streets and for all parking areas and walkways around and between buildings and parking garages unless otherwise waived or modified by Declarant in writing. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee.
- j. Construction Standards.
- (1) All building sides must be faced with face brick, stone, lathe and plaster stucco, fiber-reinforced stucco, or with other quality face materials as may be approved in writing by the Architectural Control Committee. EIFS material is only allowable on third floor and above, except as use on architectural accents and features. Roofing material, with the exception of flat roofs, shall be concrete tile, ceramic tile, stone coated metal tile, or metal tile. Windows or other openings may not be glazed or reglazed with mirrored or reflective glass and the spandrel area between windows or other openings may 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, approval is limited to those plans which:
 - (A) Do not include wooden frames except for multi-family dwellings of four (4) stories or less;
 - (B) Preserve the quality and atmosphere of the area and do not detract from adjacent property; and
 - (C) Do not include exterior fire escapes.
 - (D) Do not include exterior building mounted utility connections visible to adjacent property(s) or public streets.

- (3) 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 (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) Except for initial infrastructure development (streets and utilities), no excavation may be made except in conjunction with construction or maintenance of an improvement. When the improvement or maintenance is completed, all exposed openings must be back filled, compacted and graded.
 - (6) All utility lines (public or private) shall be underground.
 - (7) Once commenced, construction must be diligently pursued so it is not left in a partly finished condition for a period longer than ninety (90) days without written approval from the Architectural Control Committee.
- k. Design Guidelines for Escena, Las Colinas. Notwithstanding anything contained herein to the contrary, all improvements within Area CCXI must conform to the standards established under the "Design Guidelines for Escena, Las Colinas", as same may be modified from time to time by Declarant. The Design Guidelines for Escena, Las Colinas are held on file with The Las Colinas Association. In the event of any conflict between the rules, regulations and requirements set out in the Design Guidelines for Escena, Las Colinas that are applicable to the same subject matter, the rules, regulations and requirements set out in the Design Guidelines for Escena, Las Colinas shall be controlling. Declarant shall have the right, in its sole discretion, to grant exceptions to or variances from the rules, regulations, and requirements of the Design Guidelines for Escena, Las Colinas, provided that any such exceptions or variances must be in writing.
3. No approval of plans and specifications and no publication of requirements or guidelines herein or in the Declaration or otherwise by the Association or the Architectural Control Committee or granting of any exceptions or variances by Declarant may be construed as representing or implying that improvements built in accordance therewith will be free of defects or comply with applicable laws or ordinances. Any approvals and observations incident thereto concern matters of an aesthetic nature. No approvals and guidelines may be construed as representing or guaranteeing that any improvements built in accordance therewith will be designed or built in a good and workmanlike manner. 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 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, Texas, as the approval processes are mutually exclusive. Unconditional approval of a complete set of plans and specifications by the Architectural Control Committee satisfies the requirements of all applicable subsections of this Supplementary Declaration that require written approval by the Architectural Control Committee for the plans and specifications. Any determination made by Declarant under this Supplementary Declaration, and the grant or denial of any exception or variance by Declarant under this Supplementary Declaration, is in Declarant's sole discretion.

4. The Declaration, except as expressly modified herein, remains in force and effect and is ratified and confirmed.

[Signature page follows.]

SIGNATURE PAGE TO SUPPLEMENTARY DECLARATION

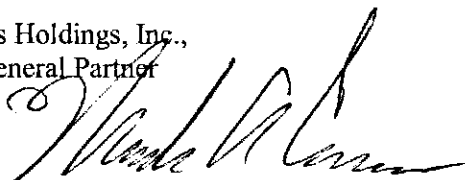
SELLER:

HINES LAS COLINAS LAND LIMITED PARTNERSHIP,
a Texas limited partnership

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

By: Hines Interests Limited Partnership,
its sole member

By: Hines Holdings, Inc.,
its General Partner

By: 
Mark A. Cover, Executive Vice President

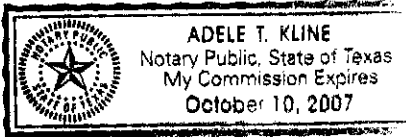
STATE OF TEXAS

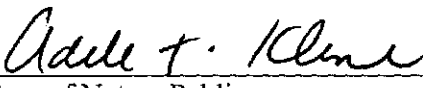
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COUNTY OF HARRIS

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This instrument was acknowledged before me on December 15, 2006, by Mark A. Cover, the Executive Vice President of Hines Holdings, Inc., the General Partner of Hines Interests Limited Partnership, the sole member of Hines Las Colinas Land GP LLC, the General Partner of Hines Las Colinas Land Limited Partnership, a Texas limited partnership, on behalf of said corporation, limited liability company and limited partnerships.



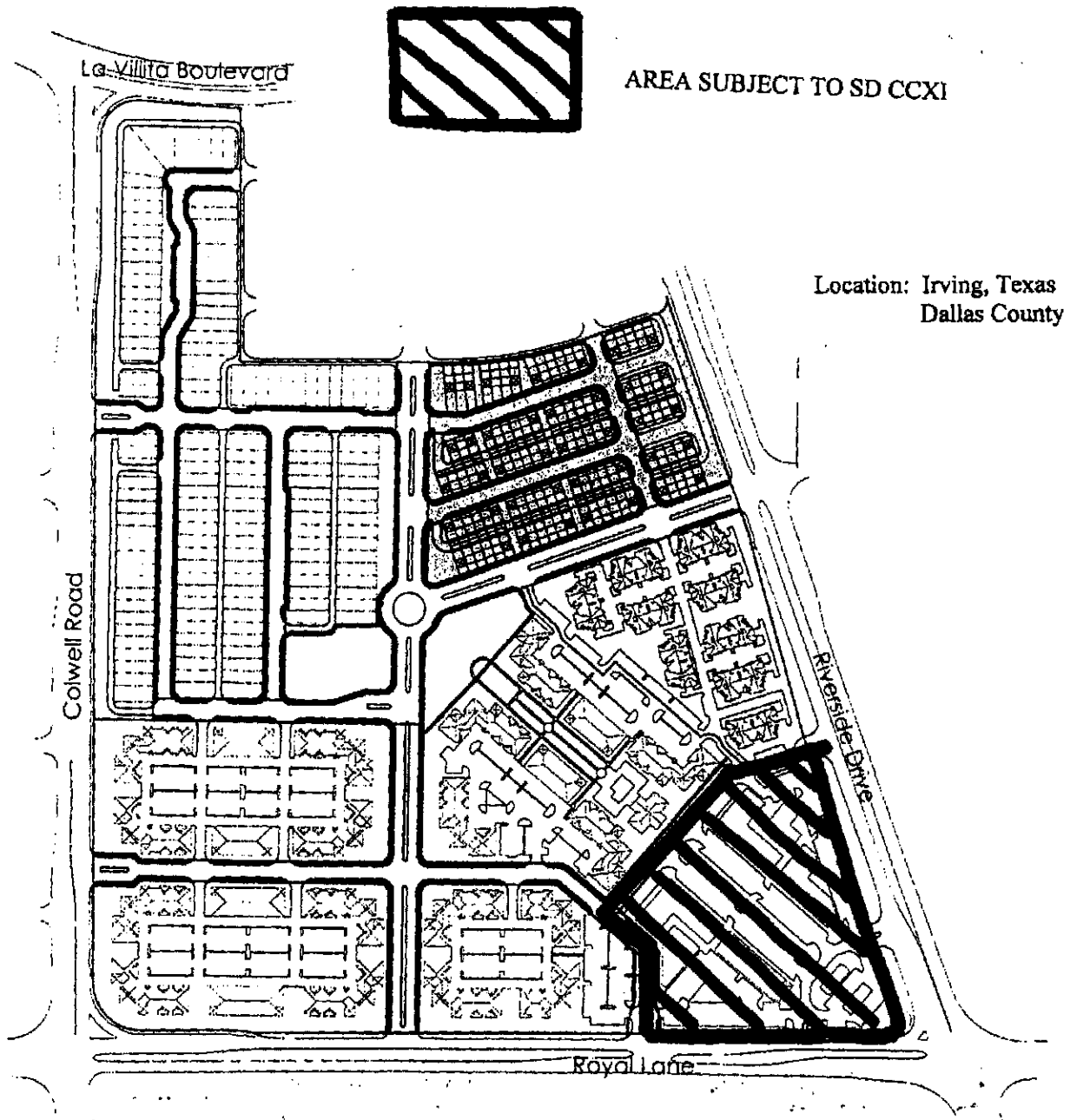

Signature of Notary Public

[Personalized Notary Seal]

EXHIBIT A - 211

LAS COLINAS AREA CCXI

Being the area depicted below, which is a part of the land referred to as Site 50C and more particularly described in Schedule 1 to this Exhibit A - 211



Note: A metes and bounds legal description for the subject area shall be filed by Declarant at the time of platting of the subject tract, and shall not be subject to the amending language of the Declaration.

SCHEDULE 1 TO EXHIBIT A-213

Being an approximately 70.89 acre tract of land, situated in the Antonio Hernandez Survey, Abstract No. 550 in the City of Irving, Dallas County, Texas and being a portion of that certain tract of land conveyed to Las Colinas Land Limited Partnership as recorded in Volume 89128, Page 0714, Deed Records, Dallas County, Texas and being more particularly described as follows:

BEGINNING at a 1/2 inch iron rod set for corner, said point being at the intersection of the north line of Royal Lane (a variable width right-of-way) and the west line of Riverside Drive (a variable width right-of-way), said point being the most easterly southeast corner of said 70.89 acre tract of land being described;

THENCE South 35 degrees 13 minutes 18 seconds West, along the intersection of said Royal Lane and said Riverside Drive, a distance of 32.73 feet to a 1/2 inch iron rod set corner;

THENCE North 89 degrees 58 minutes 51 seconds West, along the north line of said Royal Lane, a distance of 1197.35 feet to a 1/2 inch iron rod set for corner;

THENCE South 89 degrees 24 minutes 55 seconds West, continuing along the north line of said Royal Lane, a distance of 371.61 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 509.00 feet, a delta angle of 09 degrees 09 minutes 36 seconds, and a chord bearing and distance of North 86 degrees 00 minutes 18 seconds West, 81.29 feet;

THENCE in a northwesterly direction along said curve to the left, and continuing along the north line of said Royal Lane, an arc distance of 81.37 feet to a 1/2 inch iron rod set for corner;

THENCE South 89 degrees 24 minutes 55 seconds West, continuing along the north line of said Royal Lane, a distance of 200.00 feet to a 1/2 inch iron rod set for corner, said point being at the intersection of the north line of said Royal Lane and east line of Colwell Boulevard (a variable width right-of-way) same point being the beginning of a curve to the right having a radius of 120.00 feet, a delta angle of 89 degrees 59 minutes 05 seconds, and a chord bearing and distance of North 45 degrees 35 minutes 33 seconds West, 169.68 feet;

THENCE in a northwesterly direction along said curve to the right, an arc distance of 188.46 feet to a 1/2 inch iron rod set for corner;

THENCE North 00 degrees 36 minutes 01 seconds West, along the east line of said Colwell Boulevard, a distance of 1630.10 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 390.00 feet, a delta angle of 09 degrees 22 minutes 00 seconds, and a chord bearing and distance of North 04 degrees 04 minutes 59 seconds East, 63.69 feet;

THENCE in a northeasterly direction along said curve to the right, and continuing along the east line of said Colwell Boulevard, an arc distance of 63.76 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 510.00 feet, a delta angle

of 09 degrees 22 minutes 00 seconds, and a chord bearing and distance of North 04 degrees 05 minutes 00 seconds East, 83.28 feet;

THENCE in a northeasterly direction along said curve to the left, and continuing along the east line of said Colwell Boulevard, an arc distance of 83.37 feet to a 1/2 inch iron rod set for corner;

THENCE North 00 degrees 36 minutes 01 seconds West, continuing along the east line of said Colwell Boulevard, a distance of 283.71 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 91.00 feet, a delta angle of 99 degrees 14 minutes 39 seconds, and a chord bearing and distance of North 49 degrees 01 minutes 19 seconds East, 138.65 feet;

THENCE in a northeasterly direction along said curve to the right, and continuing along the east line of said Colwell Boulevard, an arc distance of 157.62 feet to a 1/2 inch iron rod set for corner, said point being at the intersection of the south line of La Villita Boulevard (a variable width right-of-way) and the east line of said Colwell Boulevard, same point being the beginning of a curve to the left having a radius of 1366.39 feet, a delta angle of 10 degrees 07 minutes 20 seconds, and a chord bearing and distance of South 86 degrees 25 minutes 02 seconds East, 241.08 feet;

THENCE in a northeasterly direction along said curve to the left, and continuing along the south line of said La Villita Boulevard, an arc distance of 241.40 feet to a 5/8 inch iron rod found for corner, said point being in most northerly northeast corner of said 70.89 acre tract being described and the northwest corner of a tract of land conveyed to Texas Health Resources by deed as recorded in Volume 2003031, Page 10303, Deed Records, Dallas County, Texas;

THENCE South 00 degrees 40 minutes 06 seconds East, along the common line of said Texas Health Resources tract and said 70.89 acre tract of land being described, a distance of 614.35 feet to a 1/2 inch iron rod set for corner, said point being the southwest corner of said Texas Health Resources tract;

THENCE North 89 degrees 19 minutes 54 seconds East, continuing along the common line of said Texas Health Resources tract and said 70.89 acre tract of land being described, a distance of 511.16 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 1000.00 feet, a delta angle of 19 degrees 29 minutes 00 seconds, and a chord bearing and distance of North 79 degrees 35 minutes 24 seconds East, 338.41 feet;

THENCE in a northeasterly direction along said curve to the left, an arc distance of 340.05 feet to a 1/2 inch iron rod set for corner;

THENCE North 69 degrees 50 minutes 54 seconds East, continuing along the common line of said Texas Health Resources tract and said 70.89 acre tract of land being described, a distance of 194.20 feet to a 5/8 inch iron rod found for corner, said point being the beginning of a curve to the left having a radius of 30.00 feet, a delta angle of 89 degrees 28 minutes 18 seconds, and a chord bearing and distance of North 24 degrees 36 minutes 50 seconds East, 42.23 feet;

THENCE in a northeasterly direction along said curve to the left, an arc distance of 46.85 feet to a 5/8 inch iron rod found for corner, said point being in the westerly line of said Riverside Drive,

same point being the southeast corner of said Texas Health Resources tract and the northeast corner of said 70.89 acre tract of land being described;

THENCE South 20 degrees 09 minutes 06 seconds East, along the westerly line of said Riverside Drive, a distance of 617.55 feet to a 1/2 inch iron rod set for corner;

THENCE South 16 degrees 17 minutes 26 seconds East, continuing along the westerly line of said Riverside Drive, a distance of 727.68 feet to a 1/2 inch iron rod set for corner;

THENCE South 20 degrees 09 minutes 06 seconds East, continuing along the westerly line of said Riverside Drive, a distance of 541.41 feet to the POINT of BEGINNING and containing 3,088,109 square feet or 70.89 acres of land.

Schedule 1 to Exhibit A -211 to Supplementary Declaration No. 211 (FRAM Site I)
509895 000013 DALLAS 2084829.2 CLC 12/15/06

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS



Cynthia Figueroa Calhoun

Cynthia Figueroa Calhoun, County Clerk
Dallas County TEXAS

December 20 2006 12:15 PM

FEE: \$ 64.00

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