



## SUPPLEMENTARY DECLARATION NO. 219

## LAS COLINAS AREA CCXIX

## DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 4<sup>th</sup> day of November, 2008 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 22<sup>nd</sup> 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 add additional property located within the boundaries of the property described in Exhibit "A-219" to the Declaration to the scheme of the Declaration and to modify Article V of the Declaration as it pertains to the additional property.
- I. The following terms have the following definitions: **Canal** means the Lake Carolyn Canal; **District** means Dallas County Utility and Reclamation District; 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-219" attached hereto and incorporated herein by reference for all purposes (designated as **Area CCXIX** 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. That Article V of the Declaration is hereby modified by the addition thereto of the following Section 219, which shall be applicable only to Area CCXIX:

Section 219. **Covenants Applicable to Area CCXIX**. The following provisions shall be applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CCXIX of the Properties:

- a. **Use Limitations**. Sites in Area CCXIX may be used for office buildings and related facilities, banks and financial institutions, restaurants, and other retail sales facilities. The following uses of sites in Area CCXIX are not permitted:
  - (1) Warehouses and manufacturing.
  - (2) Residential.
  - (3) Any use which involves a noxious odor or any excessive noise level.
  - (4) Any use contrary to law or which violates any part of Section 219 of this Article V.
  - (5) Overnight parking of campers, mobile homes, boats, trailers, or motor homes, except that such parking is permitted in completely enclosed and screened areas.
  - (6) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.
  - (7) Uses not expressly permitted herein above.

b. Minimum Setback Lines. No structure of any kind and no part thereof shall be placed within these setback lines:

- (1) 25 feet from Riverside Drive right-of-way.
- (2) 25 feet from any other public or private street right-of-way.

The following improvements are expressly excluded from this restriction:

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

Declarant may grant exceptions to and/or variations from any setback lines established in this paragraph b. of this Section 219 provided that any such variances or exceptions must be in writing.

c. Minimum Habitable Building Floor Level. The lowest habitable floor level of any building, other than basement mechanical storage, and parking levels, shall be no lower than elevation 425 mean sea level. No opening through the outside wall of any building will be permitted lower than elevation 425 mean sea level.

d. Parking Areas. Parking areas shall:

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

- (3) Be adequately screened by use of berm, trees, landscaping or other means acceptable to the committee.
- (4) 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 and/or variations from any part of this paragraph d., provided that any such variations and/or exceptions must be in writing.

e. Driveways. Driveways shall:

- (1) Not intersect public roads, streets, or thoroughfares within 30 feet of intersections.
- (2) Be constructed as specified in "d(1)" above.
- (3) Have a minimum width of 12 feet.
- (4) Be approved by the City of Irving and Dallas County Utility and Reclamation District for connection to Riverside Drive.

f. Signs. All signs must be approved by the Architectural Control Committee in writing prior to installation. Normally, such approval will be limited to those signs which:

- (1) Identify the name and business of the occupancy, or which give directions, or which offer the premises for sale or for lease.
- (2) Are not of an unusual size or shape when compared to the building or buildings on the premises.
- (3) Do not block or detract from adjacent property.
- (4) Preserve the quality and atmosphere of the area.

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 outside entrances into such buildings. Signs of a flashing or moving character and inappropriately colored signs will not be permitted. The Association shall have the right to enter on and remove any sign erected without such written approval.

g. Landscaping. Landscaping shall

- (1) Be required on all sites contemporaneously with completion of other improvements, but in no event later than 120 days after first occupancy or completion of buildings, whichever shall first occur.

- (2) Conform to a landscaping plan approved by the Committee pursuant to Article IV of the Declaration.

Normally, such approval will be limited to landscaping plans which:

- i. Provide automatic underground sprinkling systems for all landscaped areas;
  - ii. Do not obstruct sight lines at street or driveway intersections;
  - iii. Preserve existing trees to the extent practical;
  - iv. Permit reasonable access to public and private utility lines and easements for installation and repair.
- (3) 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.

h. 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 rise above the roof line), trash containers and maintenance facilities shall either be housed in closed buildings or otherwise screened from public view in a manner and at a location approved in writing by the Architectural Control Committee. Such screening at ground level would normally include landscaping or permanent fences of solid materials and be located as far from property lines as reasonably possible.
- (2) Except as otherwise governed by Federal statutes and/or rules and regulations of the Federal Communications Commission applicable to the use of antennas, including, without limitation, dish type antennas and towers must be approved by the Architectural Control Committee, which may consider things like size, location, and ability to screen the antenna(s) and tower(s) from view from adjacent properties and from public and private streets and highways.

i. Loading Docks and Areas.

- (1) Loading docks and areas shall not be located on the streetside of any building or structure, except that the Architectural Control Committee may approve such location in writing (subject to express screening requirements).

- (2) Loading areas may not encroach setback areas, except that 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 the Architectural Control Committee, considering such things as location and views from adjacent and nearby properties.
- j. 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.
- k. Construction Standards.
- (1) All building sides must be faced with face brick or stone, or with such other quality face materials as may be approved in writing by the Architectural Control Committee. EIFS may be used as an architectural feature or trim element for doors, windows and other openings. Windows shall not be glazed or reglazed with mirrored or reflective glass without prior written approval of both the Architectural Control Committee and Declarant. The spandrel area between window openings shall not be faced with a glass material.
  - (2) The design of all buildings, specifically including garage structures, fronting on Riverside Drive shall be such that the maximum amount of space within the building abutting the exterior walls facing those boulevards will be of a construction plan that will facilitate the utilization of such space for shop, boutique, restaurant, or other purposes requiring a shop front appearance. The exterior facade at ground or street level facing Riverside Drive of all buildings including garage structures, shall be of an attractive “store front design”.
  - (3) Construction must conform to plans and specifications approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration. Normally, such approval will be limited to those plans which:
    - i. Do not include wooden frames;
    - ii. Provide adequate fire protection systems;
    - iii. Provide for all underground utilities (public and private);
    - iv. Preserve the quality and atmosphere of the area and do not detract from adjacent property;

- v. Do not include exterior fire escapes;
  - vi. Do not make extensive use of reflective or mirrored glass.
- (4) Each commercial building, complex of buildings, or separate commercial business enterprise shall have a trash compactor on the premises adequate to handle the trash and waste items generated, manufactured, or acquired thereon by such commercial activities. The sorting, removing, and disposing of all such waste materials must be housed or screened in a manner approved in writing by the Architectural Control Committee. All facilities and plans for the disposal of wastes other than by public sewerage methods (such as shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.
  - (5) Each kitchen facility within a commercial building or complex of buildings shall contain a water flushing garbage grinder disposal.
  - (6) All structures will be equipped with gutters, down-spouts, and/or other drainage conveyances.
  - (7) 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.
  - (8) Once commenced, construction shall be diligently pursued to the end that it may not be left in a partly finished condition any longer than reasonably necessary without written approval from the Architectural Control Committee.

Notwithstanding the foregoing, if Area 219 becomes incorporated into and subject to the Transit Mall Overlay District or the Transit Oriented Development District of the City of Irving, the minimum construction standards of such District shall be incorporated by reference into this Supplementary Declaration No. 219 and be applicable to Area 219.

3. No approval of plans and specifications and no publication of requirements or guidelines herein or in the Declaration or otherwise by the Association or the Architectural Control Committee shall be construed as representing or implying that improvements built in accordance therewith shall be free of defects. Any approvals and observations incident thereto shall concern matters of an aesthetic nature. Such approvals and guidelines shall in no event be construed as representing or guaranteeing that any improvements built in accordance therewith will be designed or built in a good and workmanlike manner. Neither Declarant, the Association, their respective directors, officers, employees, and agents, the Architectural Control Committee, nor any of the members of the Architectural Control Committee shall be responsible or liable in damages or otherwise to anyone submitting plans and specifications for approval or to any owner of land subject to the Declaration for any defects in any plans or specifications submitted, revised, or approved, any loss or damages to any person arising out of approval or disapproval or failure to

approve or disapprove any plans or specifications, any loss or damage arising from the noncompliance of such plans or specifications with any governmental ordinance or regulation, nor any defects in construction undertaken pursuant to such plans and specifications. Approval of plans and specifications by the Architectural Control Committee is not to be construed as approval by the City of Irving, Texas, as the approval processes are mutually exclusive. Unconditional approval of a complete set of plans and specifications by the Architectural Control Committee shall satisfy the requirements of all applicable subsections of this Supplementary Declaration which require written approval by the Architectural Control Committee for such plans and specifications.

4. This Supplementary Declaration is hereby subordinated and made subject to that certain Deed of Trust (the "Deed of Trust") dated of even date herewith, executed by BB Edwards Ranch, LP, a Texas limited partnership ("Borrower"), to Ted M. Benn, Esq., as Trustee, for the benefit of Declarant, and any amendment, renewal, substitution, extension or replacement thereof and each advance made thereunder as though the Deed of Trust, and each such amendment, renewal, substitution, extension or replacement were executed and recorded, and the advance made, prior to the execution of this Supplementary Declaration. If Declarant takes title to or succeeds to Borrower's interest in Area CCXIX, as mortgagee in possession, or otherwise, or forecloses on Area CCXIX pursuant to the Deed of Trust, or takes a deed in lieu of foreclosure, this Supplementary Declaration shall automatically terminate without the execution of any further instruments and any transfer of such interest of Borrower and/or transfer of title or possession of Area CCXIX by Declarant shall not be subject to or encumbered by this Supplementary Declaration; provided, however, that in the event of any such termination, Declarant may execute and record such instruments as Declarant deems necessary or appropriate to evidence the termination of this Supplementary Declaration.
5. The Declaration, except as expressly modified herein, remains in force and effect and is hereby ratified and confirmed.

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EXECUTED as of the day and year first written above.

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: [Signature]  
Name: CLAYTON ELLIOTT  
Title: Sr. Vice President

*do*

STATE OF TEXAS §  
  §  
COUNTY OF DALLAS §

This instrument was acknowledged before me on November 4 2008, by  
CLAYTON C. ELLIOTT, the Senior 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]  
Signature of Notary Public

[Personalized Notary Seal]

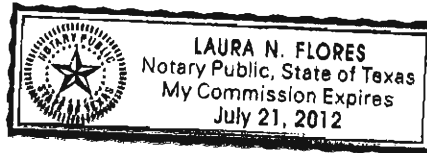


EXHIBIT A-219

LAS COLINAS AREA CCXIX

LEGAL DESCRIPTION

Being an approximately 0.83 acre tract of land, situated in the S.A. & M.G. R.R. Survey, Abstract No. 1452 in the City of Irving, Dallas County, Texas and all of Lot 2, Block A, Las Colinas Urban Center, Thirty-Sixth Installment, an addition to the City of Irving, according to the plat thereof recorded in Volume 87026, Page 3733, Map Records, Dallas County Texas and also being a portion of a tract of land conveyed to Las Colinas Land Limited Partnership by deed as recorded Volume 89128, Page 714, deed Records, Dallas County, Texas and being more particularly described as follows:

BEGINNING at an "X" cut found for corner, said point being at the southwest corner of Lot 1, Block A, Las Colinas Urban Center, Thirty-Sixth Installment, an addition to the City of Irving, according to the plat thereof recorded in Volume 87026, Page 3733, Map Records, Dallas County Texas, same point being the northwest corner of said Lot 2, Block A, Las Colinas Urban Center, Thirty-Sixth Installment, said point also being in the easterly line of Las Colinas Urban Center, Seventeenth Installment, an addition to the City of Irving, according to the plat thereof recorded in Volume 83142, Page 2797, Map Records, Dallas County;

THENCE South 67 degrees 21 minutes 56 seconds East, departing the easterly line of said Las Colinas Urban Center, Seventeenth Installment, and along the common line of said Lot 1 Block A and Lot 2, Block A, a distance of 150.73 feet to a 1/2 inch iron rod set for corner, said point being in the northwesterly line of Riverside Drive, said point being the beginning of a curve to the right having a radius of 711.53 feet, a delta angle of 22 degrees 42 minutes 56 seconds and a chord bearing and distance of South 35 degrees 10 minutes 25 seconds West, 280.24 feet;

THENCE in a southwesterly direction, along the said curve to the right, an arc distance of 282.09 feet to a 1/2 inch iron rod set for corner, said point being the east corner of a tract of land conveyed to U.S. Postal Service by deed as recorded in Volume 98100, Page 0544, Deed Records, Dallas County, Texas;

THENCE North 29 degrees 27 minutes 04 seconds West, departing the northwesterly line of said Riverside Drive, and along the common line of said Lot 2, Block A and said U.S. Postal Service Tract, a distance of 186.99 feet to an "X" cut set for corner, said point being in the common line of said Lot 2, Block A and said Las Colinas Urban Center, Seventeenth Installment;

THENCE North 60 degrees 32 minutes 56 seconds East, along the common line of said Lot 2, Block A and said Las Colinas Urban Center, Seventeenth Installment, a distance of 23.99 feet to an "X" cut found for corner, said point also being in a curve to the left having a radius of 203.33 feet, a delta angle of 38 degrees 00 minutes 00 seconds and a chord bearing and distance of North 41 degrees 32 minutes 56 seconds West, 132.40 feet;

THENCE in a northeasterly direction, along the said curve to the left, an arc distance of 134.85 feet to an "X" cut found for corner;

THENCE North 22 degrees 32 minutes 56 seconds East, continuing along the common line of said Lot 2, Block A and said Las Colinas Urban Center, Seventeenth Installment, a distance of 14.49 feet to the POINT of BEGINNING and containing 36,320 square feet or 0.83 acres of computed land.

**FILED AND RECORDED**



OFFICIAL PUBLIC RECORDS

A handwritten signature in black ink, appearing to read "JFW", is written over the text.

John F. Warren, County Clerk

Dallas County TEXAS

January 20, 2009 02:56:39 PM

FEE: \$56.00

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