

DEED RESTRICTIONS

THE STATE OF TEXAS §
 § **KNOW ALL PERSONS BY THESE PRESENTS**
 COUNTY OF DALLAS §

I.

The undersigned, CHRISTIAN CHAPEL CME (Christian Methodist Episcopal) CHURCH of White Rock, an unincorporated religious organization ("the Owner"), is the owner and SOUTHEAST TEXAS INNS, INC., a Tennessee corporation (the "Leasee"), is the leasee of the following described property ("the Property"), being in particular a tract of land out of the John Witt Survey, Abstract No. 1584, City Block 7007, City of Dallas ("City"), Dallas County, Texas, and being that same tract of land conveyed to Christian Chapel C.M.E. Church of White Rock by Will of Buelah E. Wells recorded in Volume 459, Page 49 of the Probate Minutes of Dallas County, Texas, and being more particularly described on Exhibit A attached hereto.

II.

The Owner does hereby impress all of the Property with the following deed restrictions ("Restrictions"), to-wit: Tract I, Tract II and Tract III are shown on the attached Exhibit B.

1. The only use permitted on Tract I is a Hotel or Motel use. The only uses permitted on Tract II and Tract III are those uses permitted in an MC-2 Multiple Commercial District.
2. A maximum height permitted on Tract I is seventy-five (75) feet. The maximum height permitted on Tract II is thirty six (36) feet.
3. A maximum of one hundred twenty-six (126) rooms for Hotel or motel use is permitted for Tract I;
4. A maximum of 10,000 square feet for a Restaurant without drive-in or drive-through use is permitted on Tract II;
5. The minimum front yard setback is fifty (50) feet; the minimum rear yard setback is thirty (30) feet; and the minimum side yard setback is ten (10) feet;

7945-285/9919-N

6. All surface parking must be screened from the street and residentially zoned property by using one or more of the following three methods to separately or collectively attain a minimum height of three and one-half feet above grade:

- (a) Earthen berm planted with turf grass or ground cover recommended for local area use by the director of park and recreation. The berm may not have a slope that exceeds one foot of height for each three feet of width.
- (b) Solid wood or masonry fence or wall.
- (c) Hedge-like evergreen plant materials recommended for local area use by the director of park and recreation. The plant materials must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plant materials must be placed 24 inches on center over the entire length of the bed unless a landscape architect recommends an alternative planting density that the building official determines is capable of providing a solid appearance within three years.
- (d) All plant material must be maintained in a healthy growing condition. Any plant that dies must be replaced with a plant that complies with these screening requirements, by the Owner and Lessee within thirty (30) days after notification is mailed to the Owner and the Lessee by the City.

7. All exterior lighting on the Property must:

- a) measure an average of at least one footcandle, initial measurement, and at least one-half footcandle on a maintained basis; and
- b) provide a minimum at any point of at least 0.3 foot candle initial, and at least 0.2 footcandle maintained or one-third the average for the lighted area, whichever is greater.
- c) be indirect, diffused or covered by shielded type fixtures and be installed to reduce glare across a property line.

III.

The Restrictions shall continue in full force and effect for a period of twenty (20) years from the date of execution, and shall automatically be extended for additional periods of ten (10) years unless amended or terminated in the manner specified in this document.

IV.

The Restrictions may be amended or terminated only after a public hearing before the City Plan Commission and a public hearing before and approval by the City Council of the City. Notice of the public hearings must be given as would be required by law for a zoning change on the Property. The amending or terminating instrument must be approved as to form by the city attorney. If the City Council approves an amendment or termination of these Restrictions, the Owner must then file the amending or terminating instrument in the Deed Records of the county or counties where the Property is located at his or her sole cost and expense before the amendment or termination becomes effective.

V.

The Restrictions are not intended to restrict the right of the City Council of the City to exercise its legislative duties and powers insofar as zoning of the Property is concerned.

VI.

The Owner and Leasee agree that these restrictions inure to the benefit of the City. The Owner and Leasee hereby grant the City the right to enforce these restrictions by any lawful means, including filing an action in a court of competent jurisdiction, at law or in equity, against the person violating or attempting to violate these Restrictions, either to prevent the violation or to require its correction. If the City substantially prevails in a legal proceeding to enforce these Restrictions, the Owner and Leasee agree that the City shall be entitled to recover damages, reasonable attorney's fees, and court costs. For further remedy, the Owner and Leasee agree that the City may withhold any certificate of occupancy or final inspection necessary for the lawful use of the Property until these Restrictions are complied with. The right of the City to enforce these Restrictions shall not be waived, expressly or otherwise.

VII.

The Owner and Leasee agree to defend, indemnify, and hold harmless the City from and against all claims or liabilities arising out of or in connection with the provisions of these Restrictions.

VIII.

The provisions of this document are hereby declared covenants running with the land and are fully binding on all successors, heirs, and assigns of the Owner and the Leasee who acquire any right, title or interest in or to the Property, or any part thereof. Any person who acquires any right, title or interest in or to the Property, or any part thereof, thereby agrees and covenants to abide by and fully perform the provisions of this document. Notwithstanding any provision contained in this document to the contrary, it is agreed and understood that the City may enforce this document against the Owner or Leasee or the subsequent owner or leasee of any portion of the Property for any violations which occur during their respective periods of ownership or lease of the applicable portions of the Property.

IX.

Unless stated otherwise in this document, the definitions and provisions of CHAPTER 51A, "PART II OF THE DALLAS DEVELOPMENT CODE," as amended, apply and are incorporated into this document as if recited in this document.

X.

The Owner and Leasee understand and agree that this document shall be governed by the laws of the State of Texas.

XI.

The Owner certifies and represents that as of the date of execution of the Restrictions there are no mortgages or liens, other than liens for ad valorem taxes, against the Property if there are no signatures of mortgagees or lienholders subscribed below.

XII.

The invalidation of any provision in this document by any court shall in no way affect any other provision, which shall remain in full force and effect, and to this end the provisions are declared to be severable.

EXECUTED at the City of Dallas, Dallas County, Texas, on this the 7th day of ~~October~~, 1995.
November

OWNER:

CHRISTIAN CHAPEL CME CHURCH
an unincorporated religious
organization

By: Rev. J.E. McNeil Jr. PH.D.
Its: PASTOR

LEASEE:

SOUTHEAST TEXAS INNS, INC.

By: John Buttsch
Its: Vice President

THE STATE OF TEXAS

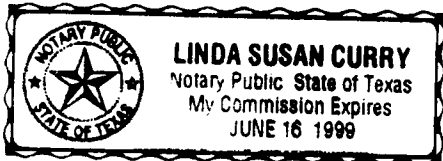
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COUNTY OF DALLAS

This instrument was acknowledged before me on the 5th day of NOVEMBER, 1995 by [REV. J.E. McNEIL, JR., [PASTOR of Christian Chapel CME Church, an unincorporated religious organization, on behalf of said organization.

(SEAL)

Linda Susan Curry
Notary Public in and for
the State of Texas



LINDA SUSAN CURRY
(Printed Name of Notary)

My commission expires: JUNE 16, 1999

0284415.03/952982

Approved as to form:
SAM LINDSAY, City Attorney

By John Reynolds
Assistant City Attorney

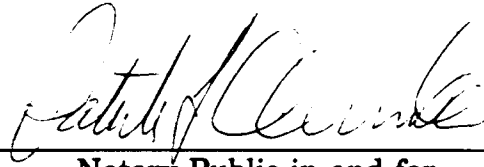
THE STATE OF TENNESSEE

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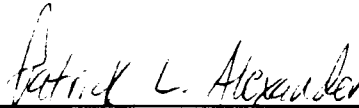
COUNTY OF SUMNER

This instrument was acknowledged before me on the 7th day of November, 1995 by John Buttolph, Vice President of Southeast Texas Inns, Inc., a Tennessee corporation, on behalf of said corporation.

(SEAL)



Notary Public in and for
the State of Tennessee



(Printed Name of Notary)

My commission expires: March 22, 1997

EXHIBIT A**Metes and Bounds Description**

BEING a tract of land situated in the John Witt Survey, Abstract No. 1584, Dallas County, Texas, being part of City Block 7007, City of Dallas, Dallas County, Texas, being part of the 22.4 acre tract of land conveyed by Will of Buelah E. Wells to the Christian Chapel C.M.E. Church of White Rock, recorded in Volume 459, Page 49 of the Probate Minutes of Dallas County, Texas, and being more particularly described as follows:

BEGINNING at the intersection of the West line Noel Road (a variable width R.O.W. at this point), with the North line of III Forks Addition, an addition to the City of Dallas, Texas, according to the plat recorded in Volume 93010, Page 4345, Map Records Dallas County, Texas, said point being the Southwest corner of a street easement conveyed to the City of Dallas, recorded in Volume 93186, Page 584, and Volume 93186, Page 597, Deed Records Dallas County, Texas, said point also being South 89 deg. 47 min. 20 sec. West, a distance of 106.57 feet from a 5/8" iron rod found at the Northwest corner of Rusty Coffee Addition, an addition to the City of Dallas, Texas, according to the plat recorded in Volume 85142, Page 3935, Map Records Dallas County, Texas, same being South 89 deg. 47 min. 20 sec. West, a distance of 13.93 feet from a 1/2" iron rod found at the Northwest corner of said III Forks Addition, a 1/2" iron rod set for corner;

THENCE: South 89 deg. 47 min. 20 sec. West, with the said North line of III Forks Addition, a distance of 436.50 feet, a 3/4" iron rod found for corner;

THENCE: South 05 deg. 22 min. 40 sec. East, with the West line of said III Forks Addition, passing the Southwest corner of said III Forks Addition at a distance of 148.18 feet and continuing a total distance of 158.16 feet to a point in the North line of Spring Valley Road, (a 100' R.O.W.), said point being the Northeast corner of a street easement conveyed to the City of Dallas, recorded in Volume 78044, Page 3821, Deed Records Dallas County, Texas, a 1/2" iron rod set for corner;

THENCE: Westerly, with the said North line of Spring Valley Road, same being with a curve to the right, having a central angle of 04 deg. 23 min. 45 sec., a radius of 950.00 feet, a chord bearing of North 86 deg. 42 min. 27 sec. West, an arc distance of 72.88 feet to the end of said curve, a 1/2" iron rod set for corner;

THENCE: North 84 deg. 30 min. 35 sec. West, with the said North line of Spring Valley Road, a distance of 80.04 feet to the Southeast corner of Parkway North, an addition to the City of Dallas, Texas, according to the plat recorded in Volume 78070, Page 3121, Map Records Dallas County, Texas, a 1/2" iron rod set for corner;

THENCE: North 00 deg. 18 min. 40 sec. West, with the East line of said Parkway North, a distance of 446.35 feet to a point in the South line of Defender Addition, an addition to the City of Dallas, Texas, according to the plat recorded in Volume 82011, Page 2479, Map Records Dallas County, Texas, a 60-d nail set for corner;

THENCE: North 89 deg. 47 min. 20 sec. East, with the South line of said Defender Addition, passing a 5/8" iron rod found at the Southeast corner of said Defender Addition at a distance of 10.0 feet and continuing with the South line of a tract of land conveyed to Noel Road Partnership Fund Inc., by deed recorded in Volume 90248, Page 3413, Deed Records Dallas County, Texas, a total distance of 560.88 feet to a point in the said West line of Noel Road, (a 116' R.O.W. at this point), said point being the Northwest corner of said City of Dallas street easement recorded in Volume 93186, Page 584 and Volume 93186, Page 597, Deed Records Dallas County, Texas, a 1/2" iron rod set for corner;

THENCE: Southerly, with the said West line of Noel Road, same being with a curve to the left, having a central angle of 03 deg. 29 min. 42 sec. a radius of 1508.00 feet, a chord bearing of South 04 deg. 32 min. 50 sec. East, an arc distance of 91.99 feet to the end of said curve, a 1/2" iron rod set for corner;

THENCE: South 06 deg. 17 min. 40 sec. East, with the said West line of Noel Road, a distance of 86.18 feet to the beginning of a curve to the right, having a central angle of 10 deg. 35 min. 49 sec., a radius of 470.00 feet, a 1/2" iron rod set for corner;

THENCE: Southerly, with said curve to the right, same being with the said West line of Noel Road, an arc distance of 86.93 feet to the end of said curve, a 1/2" iron rod set for corner;

THENCE: South 04 deg. 18 min. 10 sec. West, with the said West line of Noel Road, a distance of 24.05 feet to the beginning of a curve to the left, having a central angle of 01 deg. 35 min. 47 sec. a radius of 470.00 feet, a 1/2" iron rod set for corner;

THENCE: Southerly, with the said West line of Noel Road, same being with said curve to the left, an arc distance of 13.10 feet to the PLACE OF BEGINNING and CONTAINING 194,393 square feet of 4.4627 acres of land.

WHEREAS, the deed restrictions in the attached instrument have been volunteered in conjunction with a request for an MC-2 Multiple Commercial District which was approved by the City Council on November 8, 1995, on Zoning Case #Z945-285/9919-N on property on the west side of Noel Road, north of Spring Valley Road; and

WHEREAS, said deed restrictions have been approved as to form; Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

Section 1. That the deed restrictions set forth in the attached instrument be and are hereby accepted by the City Council of the City of Dallas, Texas, to be used in conjunction with the development of property zoned an MC-2 Multiple Commercial District as described in Ordinance 22604.

Section 2. That said deed restrictions shall be filed in the Deed Records of Dallas County, Texas.

Section 3. That this resolution shall take effect from and after its passage in accordance with the Charter of the City of Dallas, and it is accordingly so resolved.

Approved as to form:
SAM LINDSAY, City Attorney

By *Sam Royles*
Assistant City Attorney

APPROVED BY
CITY COUNCIL

NOV 8 1995

Robert T. Horan
City Secretary

APPROVED *[Signature]*
HEAD OF DEPARTMENT

APPROVED _____
DIRECTOR OF FINANCE

APPROVED _____
CITY MANAGER