

WHEREAS, the deed restrictions in the attached instrument have been volunteered in conjunction with a request for an MU-2 Mixed Use District which was approved by the City Council on June 26, 1991, on Zoning Case #Z901-162/8950-N on property on the south side of Peterson Lane, east of Noel 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 MU-2 Mixed Use District as described in Ordinance 20995.

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 FORMS

Chris Bowers
ANALESLIE MUNCY, CITY ATTORNEY

JCK/tr

APPROVED BY
CITY COUNCIL

JUN 26 1991

Robert T. Brown
City Secretary

APPROVED Michael K. Allen
HEAD OF DEPARTMENT

APPROVED _____
DIRECTOR OF FINANCE

APPROVED _____
CITY MANAGER

DEED RESTRICTIONS RECEIVED

1991 AUG -5 PM 12: 02

STATE OF TEXAS §
COUNTY OF DALLAS §

KNOW ALL PERSONS BY THESE PRESENTS:
CITY SECRETARY
DALLAS TEXAS

A 3091 2

19.00 DEED
1 07/08/91

I.

The undersigned, Thomas L. England ("the Owner"), is the owner of the following described property ("the Property"), being in particular Lot 1A of City Block C/7018, of Sunscape Addition, Second Installment, an addition to the City of Dallas, Dallas County, Texas, and being that same tract of land conveyed to Thomas L. England by Bruton Properties, Inc., by deed dated March 3, 1980, and recorded in Volume 80046, Page 3685, in the Deed Records of Dallas County, Texas, and being more particularly delineated on the attached Exhibit A incorporated herein by reference.

II.

The Owner does hereby impress all of the Property with the following deed restrictions ("restrictions"), to-wit:

(1) Development Phasing: Development of the maximum floor area and the minimum percentage of floor area required in Mixed Use Districts as specified in the Dallas Development Code, as amended, shall be phased as herein provided. All roadway improvements must be designed and completed to the satisfaction of the director of public works of the City of Dallas.

(a) FAR Equivalents: In order to calculate the floor area for phasing on both an individual and cumulative basis, each 253 square feet of retail use as defined in the Dallas Development Code ("retail use") is equivalent to 1,000 square feet

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of office use as defined in the Dallas Development Code ("office use") for a maximum of 100,000 square feet of total retail development; each 350 square feet of retail use is equivalent to 1,000 square feet of office use for total retail development greater than 100,000 square feet but less than or equal to 300,000 square feet of total retail development; each 450 square feet of retail use is equivalent to 1,000 square feet of office use for retail development greater than 300,000 square feet of total retail development; and each 2.4 hotel guest rooms or 2.5 residential units is equivalent to 1,000 square feet of office use.

(b) Phase 1: Total cumulative floor area of development in this Phase is limited to 275,000 square feet of office use or its equivalent. No application for a building permit may be made that would increase the cumulative floor area on the Property greater than 53,600 square feet of office use or its equivalent until the completion of the following:

(i) an additional approach lane for right turns only is constructed on the westbound frontage road of LBJ Freeway at Noel Road or a traffic signal is installed at the intersection of the westbound frontage road of LBJ Freeway at Noel Road; and

(ii) a 28 foot wide right-of-way easement is dedicated to the City of Dallas for an east-west road along the southern boundary of the Property.

(c) Phase 2: Total cumulative floor area in this Phase is limited to 360,741 square feet of office use or its equivalent. No application for a building permit that would increase the cumulative floor area on the Property to an amount greater than the Phase 1 limit may be made until the completion of the Phase 1 requirements and a Transportation Management Plan for the Property is prepared by the owner and approved by the director of transportation of the City of Dallas ("director of transportation").

(d) Phase 3: Total cumulative floor area of development in this Phase is limited to 451,397

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square feet of office use or its equivalent. No application for a building permit that would increase the cumulative floor area on the Property to an amount greater than the Phase 2 limit may be made until the completion of the Phase 1 and 2 requirements and the following:

(i) establishment of a Transportation Management Organization for the Property; and

(ii) Noel Road and Montfort Road are widened to six (6) lane thoroughfares between Alpha Road and the LBJ Freeway.

(2) Off-Street Parking Limit

(a) The maximum number of off-street parking spaces permitted for office use is one space per 333 square feet of office use.

(b) The maximum number of off-street parking spaces permitted for all other uses is 125 percent of the minimum number of parking spaces required by the Dallas Development Code.

(c) Applicable off-street parking reductions provided in the Dallas Development Code for large scale mixed use development projects must be used by the property owner.

(3) Transportation Management

(a) Transportation Management Plan: The Transportation Management Plan ("TMP") for the Property must present a comprehensive transportation strategy to address the requirements of these conditions. It must establish the mechanisms and schedules for implementing vehicle trip reduction programs, including a Transportation Management Organization (TMO), and acknowledge that the collective cooperation and participation of the owner, tenants and employees is required for the plan to achieve its objective. The intent of this TMP requirement is not to prescribe a set of specific traffic mitigating actions, but is instead to be performance-oriented towards the defined 15 percent P.M. (as opposed to "A.M.") peak hour vehicle trip reduction goal as contained in the traffic impact analysis for this

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property, with the specific mechanisms and strategies for vehicle trip management to be defined in the TMP. These could include techniques such as van pooling, ride sharing, transit fare subsidies, parking fees, shuttle systems, staggered working schedules, bicycling, and pedestrian amenities. It must include methods of funding TMP programs and the TMO. The TMP must be approved by the director of transportation prior to any application for a building permit for construction which would bring the cumulative floor area on the Property above 275,000 square feet of office use or its equivalent.

(b) Transportation Management Organization: A Transportation Management Organization ("TMO") must be established for the Property or, at the property owner's option, the owner must join an existing approved TMO for the area prior to an application being made for a building permit that would increase the development on the Property to greater than 360,741 total square feet of office use or its equivalent. The determination of whether a TMO has been established or joined shall be made by the director of transportation. The purpose of the TMO is to organize, market and manage a program of trip reduction programs on a daily basis, ensure that mobility needs are met, and facilitate the internal circulation of the property's residents, employees and visitors. The TMO should also assist owners in discharging their TMP obligations and newly relocated tenants in adopting appropriate transportation strategies and program options. The TMO must report on vehicle trip and parking demand programs contained in the TMP. The TMO must also report on current development levels, occupancy rates, property owners' names and addresses, and the issuance of building permits and certificates of occupancy. These reports must be provided to the director of transportation on June 30 of the year following the calendar year in which the TMO is required to be established, and on June 30 of each calendar year thereafter.

(c) Fees: Vehicle trip management programs and the TMO must be funded by the owners of the Property, with each owner's allocation determined annually based on occupied floor area and use as

provided in the TMP. This allocation shall be determined on June 30 of the year following the calendar year in which the TMO is required to be established, and on June 30 of each calendar year thereafter.

- (4) Prohibited Use: The commercial parking lot or garage use is prohibited on the Property.

III.

These 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.

These 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.

These 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 agrees that these restrictions inure to the benefit of the City. The Owner hereby grants 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 agrees that the City shall be entitled to recover damages, reasonable attorney's fees, and court costs. For further remedy, the Owner agrees 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 agrees to defend, indemnify, and hold harmless the City from and against all claims or liabilities arising out of or in connection with 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 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.

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.

X.

The Owner understands and agrees that these restrictions shall be governed by the laws of the State of Texas.

XI.

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 this 13 day of June, 1991.

THOMAS L. ENGLAND

Thomas L. England
By: Thomas L. England

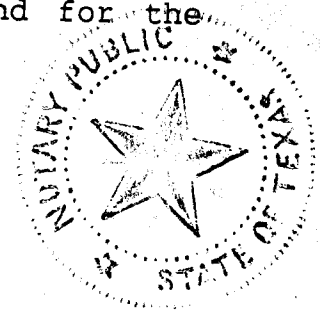
STATE OF TEXAS §
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COUNTY OF DALLAS §

BEFORE ME, the undersigned Notary Public in and for the State of Texas, on this day personally appeared Thomas L. England, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office on the 13 day of JUNE, 1991.

Susan E. Nepey
Notary Public in and for the State of Texas

My commission expires:
4/8/95



APPROVED AS TO FORM:
Chris Bowers
ANALESLIE MUNCY, CITY ATTORNEY

EXHIBIT A

Legal Description

FIELD NOTES

Being a tract of parcel of land situated in the City of Dallas, Dallas County, Texas; and being part of the Hiram Wilburn Survey, Abstract 1567, and the Jesse Overton Survey, Abstract 1109, and also being Lot 1A in Block C/7018 of Sunscap Addition, Second Installment, an addition to the City of Dallas as recorded in Volume 79009, Page 1751, of the Map and Deed Records of Dallas County, Texas; and being more particularly described as follows:

BEGINNING at the northwesterly corner of Sunscap Addition, an addition to the City of Dallas as recorded in Volume 77251, Page 10, of the Deed Records of Dallas County, Texas, said point also being in the southerly line of Peterson Lane (60 feet wide);

THENCE South $0^{\circ}05'7''$ East along the westerly line of said Sunscap addition a distance of 474.30 feet to a point for corner, said point being the southwest corner of said Addition;

THENCE South $89^{\circ}58'23''$ West along the southerly line of said Block C/7018 and Block 7018 a distance of 469.12 feet to a point for corner;

THENCE in a northerly direction along a curve to the left whose tangent bears North $44^{\circ}54'23''$ East, having a radius of 132.88 feet, a central angle of $45^{\circ}00'00''$ and an arc length of 104.36 feet to the end of said curve to the left and a point for corner;

THENCE North $0^{\circ}05'37''$ West a distance of 380.29 feet to a point for corner, said point being in the southerly line of said Peterson Lane;

THENCE North $89^{\circ}58'23''$ East along the southerly line of said Peterson Lane a distance of 430.20 feet to the POINT OF BEGINNING and containing 205,182 square feet, more or less, or 4.7103 acres.

FILED

Earl Buisch
COUNTY CLERK
DALLAS COUNTY

1991 JUL -8 AM 10:58

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.

STATE OF TEXAS

COUNTY OF DALLAS

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

JUL 8 1991



Earl Buisch

COUNTY CLERK, Dallas County, Texas

No. 91-2054
Return to City Secretary
City Hall
Dallas, Texas 75201