

TAX INCREMENT REINVESTMENT ZONE NUMBER THREE

CITY OF DENISON

AMENDED FINAL PROJECT AND FINANCING PLAN

(“the Final Plan”)

ORIGINAL APPROVED BY TIRZ #3 BOARD

FEBRUARY 7, 2017

ORIGINAL APPROVED BY CITY COUNCIL

FEBRUARY 20, 2017

1. INTRODUCTION.

1.1. *Authority and Purpose.* The City of Denison, a Texas home-rule municipality (the "City"), has the authority under Chapter 311, Texas Tax Code, as amended (the "Act") to designate a contiguous or noncontiguous geographic area within the corporate limits of the City as a tax increment reinvestment zone to promote development or redevelopment of the area if the governing body of the City (the "City Council") determines that development or redevelopment would not occur solely through private investment in the reasonably foreseeable future, that the zone is feasible, and that creation of the zone is in the best interest of the City and the property in the zone. The purpose of the zone is to facilitate such development or redevelopment by financing the costs of public works, public improvements, programs, and other projects benefiting the zone, plus other costs incidental to those expenditures, all of which costs are authorized by the Act.

1.2. *Eligibility Requirements.* An area is eligible under the Act to be designated as a tax increment reinvestment zone if it substantially arrests or impairs the sound growth of the municipality designating the zone, retard the provision of housing accommodations, or constitute an economic or social liability and be a menace to the public health, safety, morals, or welfare in its present condition and use because of the presence of a substantial number of substandard, slum, deteriorated, or deteriorating structures; the predominance of defective or inadequate sidewalk or street layout; faulty lot layout in relation to size, adequacy, accessibility, or usefulness; unsanitary or unsafe conditions; the deterioration of site or other improvements; tax or special assessment delinquency exceeding the fair value of the land; defective or unusual conditions of title; or conditions that endanger life or property by fire or other cause. The City cannot, however, designate a zone if more than 30% of the property in the proposed zone, excluding property that is publicly owned, is "used for residential purposes" (defined by the Act as follows: "... property is used for residential purposes if it is occupied by a house having fewer than five living units ... ") or if the total appraised value of taxable real property in the proposed zone and in existing reinvestment zones exceeds 50% of the total appraised value of taxable real property in the City and in industrial districts created by the City.

1.3. *The Proposed Zone.* By City Council action on November 21, 2016, the City created a tax increment reinvestment zone to be known as "Reinvestment Zone Number Three, City of Denison" (the "Zone") that includes approximately 945 acres as described in Exhibit C. The Property meets the eligibility requirements of the Act. The Property substantially arrests or impairs the sound growth of the City and constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition and use because of the presence of a substantial number of substandard, slum, deteriorated, or deteriorating structures; the predominance of defective or inadequate sidewalk or street layout; faulty lot

layout in relation to size, adequacy, accessibility, or usefulness; unsanitary or unsafe conditions; the deterioration of site or other improvements; tax or special assessment delinquency exceeding the fair value of the land; defective or unusual conditions of title; or conditions that endanger life or property by fire or other cause; and due to its size, location, and physical characteristics, redevelopment will not occur solely through private investment in the foreseeable future. If the public works, public improvements, programs, and other projects are financed as contemplated by this Final Plan, the City envisions that the Property will be developed and redeveloped to take full advantage of the opportunity to bring to the City, Grayson County, and to the north Texas region, an economically and socially vibrant urban downtown environment.

- 1.4. *Preliminary Plan; Hearing.* Before the City adopted an ordinance designating the Zone, the City Council prepared a preliminary reinvestment zone financing plan in accordance with the Act and held a public hearing on the creation of the proposed Zone and its benefits to the City and to the Property, at which public hearing interested persons had an opportunity to speak for and against the creation of the proposed Zone, the boundaries of the proposed zone, or the concept of tax increment financing, and at which hearing the owners of the Property (the "Owners") were given a reasonable opportunity to protest the inclusion of the Property in the proposed Zone. The requirement of the Act for a preliminary reinvestment zone financing plan was satisfied by the Preliminary Plan dated November 21, 2016, the purpose of which is to describe, in general terms, the public works, public improvements, programs, and other projects that will be undertaken and financed by the Zone. A description of how such public works, improvements, programs, and projects will be undertaken and financed are determined this Final Plan, which requires approval by the Board (hereinafter defined) and by the City Council.
- 1.5. *Creation of the Zone.* Upon the closing of the above-referenced public hearing, the City Council adopted an ordinance in accordance with the Act creating the Zone after the City Council found that development or redevelopment of the Property would not occur solely through private investment in the reasonably foreseeable future, that the Zone is feasible, and that creation of the Zone is in the best interest of the City and the Property. The ordinance creating the Zone appointed a Board of Directors for the Zone consisting of five members (the "Board").
- 1.6. *Board Recommendations.* After the creation of the Zone, the Board during its February 7, 2017 meeting, reviewed the Preliminary Plan and approved and recommend to the City Council a Final Tax Increment Reinvestment Zone Project and Financing Plan for Reinvestment Zone Number Three – Downtown Denison, City of Denison (as amended, the "Final Plan") pursuant to which the City will contribute a portion of its ad valorem tax increment attributable to new development or redevelopment in the Zone (the "Tax Increment") into a tax increment fund created by the City and segregated from all other funds of the City (the "TIRZ

Fund"), including funds contributed from Grayson County's ad valorem tax increment pursuant to the TIRZ Participation Agreement between the City and Grayson County.

1.7. *Council Action.* The City Council, taking into consideration the recommendations of the Board, will consider approval of the Final Plan.

2. DESCRIPTIONS AND MAPS.

2.1. *Existing Uses and Conditions.* The Property is currently located in Grayson County and in the City of Denison's corporate limits. The Property is primarily commercial or undeveloped land with 30% or less of the Property currently used as residential. The existing public infrastructure is inadequate to support redevelopment. Successful redevelopment will require extensive public infrastructure and improvements that will not be provided solely through private investment in the foreseeable future. A map of the Property and the proposed zone are shown on Exhibit A.

2.2. *Proposed Uses.* The proposed uses of the Property will be consistent with the zoning ordinance of the City of Denison, as may be amended from time to time. A current zoning map of the Property and is shown on Exhibit B.

2.3. *Metes and Bounds Description.* Metes and bounds descriptions of the Property is provided on Exhibit C.

3. PROPOSED CHANGES TO ORDINANCES, PLANS, CODES, RULES, AND REGULATIONS. At the time of the adoption of the Final Plan, the City does not anticipate any changes to the City's ordinances, plans, codes rules and regulations. However, as the City further develops specific plans for the Public Improvements (defined below), changes to ordinances, plans, codes, rules, and regulations may be necessary in order to carry out the Public Improvements benefitting the Zone.

4. ESTIMATED NON-PROJECT COSTS. Non-project costs are private funds that will be spent to develop in the Zone but will not be financed by the Zone. The list of non-project costs include redevelopment costs and new construction costs. The total non-project costs are estimated to be approximately \$760 million over the 30-year life of the TIRZ.

5. RELOCATION OF DISPLACED PERSONS. No persons will be displaced or relocated due to the creation of the Zone or implementation of the Final Plan.

6. PROPOSED PUBLIC IMPROVEMENTS.

6.1. *Kinds of Public Improvements.* The categories of public works and public improvements (the "Public Improvements") that are proposed to be financed by the Zone are those costs allowed by the Act, including:

- a) capital costs, including the actual costs of the acquisition and construction of public works, public improvements, new buildings, structures, and fixtures; the actual costs of the acquisition, demolition, alteration, remodeling, repair, or reconstruction of existing buildings, structures, and fixtures; the actual costs of the remediation of conditions that contaminate public or private land or buildings; the actual costs of the preservation of the facade of a public or private building; the actual costs of the demolition of public or private buildings; and the actual costs of the acquisition of land and equipment and the clearing and grading of land;
- b) financing costs, including all interest paid to holders of evidences of indebtedness or other obligations issued to pay for project costs and any premium paid over the principal amount of the obligations because of the redemption of the obligations before maturity;
- c) real property assembly costs;
- d) professional service costs, including those incurred for architectural, planning, engineering, and legal advice and services;
- e) imputed administrative costs, including reasonable charges for the time spent by employees of the municipality or county in connection with the implementation of a project plan;
- f) relocation costs;
- g) organizational costs, including the costs of conducting environmental impact studies or other studies, the cost of publicizing the creation of the zone, and the cost of implementing the project plan for the Zone;
- h) interest before and during construction and for one year after completion of construction, whether or not capitalized;
- i) the cost of operating the Zone and project facilities;
- j) the amount of any contributions made by the municipality or county from general revenue for the implementation of the Final Plan;
- k) the costs of school buildings, other educational buildings, other educational facilities, or other buildings owned by or on behalf of a school district, community college district, or other political subdivision of this state; and
- l) payments made at the discretion of the City Council or governing body of Grayson County that the governing body finds necessary or convenient to the creation of the Zone or to the implementation of the Final Plan for the Zone.

More specifically, the following improvements are proposed within the Zone:

- a) Streetscape improvements including, but not limited to, roads, sidewalks, curb/gutters, street trees, landscaping, lights, and other pedestrian amenities;
- b) Public Infrastructure including, but not limited to, water, sewer, gas, cable, electric, fiber optics and others;

- c) Redevelopment of the former Denison High School site located on the 700 block of Main Street into a public space including, but not limited to, landscaping, pedestrian amenities, civic space, meeting/event space, public buildings and facilities, and other public amenities;
- d) ADA accessibility improvements;
- e) Public park improvements;
- f) Public parking improvements;
- g) Signage;
- h) Pedestrian and bike trails, paths, lanes, and other similar facilities; and
- i) Redevelopment, reconstruction, and/or renovation of buildings, whole or part, located within the Zone

All Public Improvements shall be designed and constructed in accordance with all applicable City standards and shall otherwise be inspected, approved, and accepted by the City.

6.2. *D³: Designing Downtown Denison*. In October 2016, the City, working with Toole Design Group, began working on design concepts for Main Street and the other areas of downtown described in Section 6.5 below. The result of the work is summarized in the report attached hereto as Exhibit “G.” The report is meant to provide general guidance for the design of the public improvements to be funded by the TIRZ.

6.3. *Phase I Public Improvements*. Following extensive conceptual planning through the D³: Designing Downtown Denison initiative, the City has determined that Phase 1 of public improvements funded by the TIRZ will consist of improvements from the railroad crossing at East Main Street through the intersection of Main Street and Rusk Avenue to include the following (see Exhibit “H” attached hereto):

- a) Streetscape improvements including, but not limited to, roads, sidewalks, curb/gutters, street trees, landscaping, lights, and other pedestrian amenities;
- b) Public Infrastructure including, but not limited to, water, sewer, gas, cable, electric, fiber optics and others;
- c) Alley improvements between Houston Avenue and Rusk Avenue; and,
- d) Parking lot improvements along Chestnut Street.

6.4. *Denison Hotel*. The property located at 117 South Burnett Avenue (“Denison Hotel”) is hereby incorporated into the Plan. Although privately owned, the redevelopment of the Denison Hotel is essential to the long-term success of the TIRZ and will further the purpose of the TIRZ as outlined in Section 1.1 above. The Denison Hotel is the most prominent and largest building, by floor area, in Downtown Denison. Its redevelopment as a mixed-use residential and commercial project will increase property values, attract permanent residents to downtown and have other positive economic impacts. The City may choose to utilize any available tools through the TIRZ in order to support this project.

6.5. *Locations of Public Improvements.* The Public Improvements to be constructed as part of the Final Plan are estimated to be located:

- a) Within and adjacent to current and future public rights-of-way, easements, and alleyways within the Zone;
- b) The 700 Block (north) of Main Street – former Denison High School site;
- c) Heritage Park located at the southeast corner of Main Street and Burnett Avenue;
- d) Pocket Park located at 224/226 West Main Street;
- e) Forest Park bounded by Crawford Street, Fannin Avenue, Rusk Avenue, and Morgan Street;
- f) Touchdown Alley (Burnett Avenue between Main Street and Crawford Street); and
- g) Other publicly-owned property within the Zone.

These locations are provided for informational purposes only and may be revised from time to time without amending the Final Plan.

7. ESTIMATED PROJECT COSTS AND ADMINISTRATIVE COSTS.

The total project costs for the Zone (the "Project Costs") include the Administrative Costs (defined below) and the costs associated with Public Improvements, as further described in Section 13, and are estimated to be \$75 million as set forth on Exhibit D. The Project Costs for administration of the Zone shall be all costs allowed by the Act, including, but not limited to, costs of curing or enforcing agreements involving the Property, and the actual, direct and imputed costs paid or incurred by or on behalf of the City to administer the Zone (the "Administrative Costs"). The Administrative Costs include the costs of professional services, including those for planning, engineering, and legal services paid by or on behalf of the City. The Administrative Costs also include organizational costs, the cost of publicizing the creation of the Zone, and the cost of implementing the project plan for the Zone paid by or on behalf of the City. The Administrative Costs shall be paid each year from the TIRZ Fund before any other Project Costs are paid.

8. ESTIMATED TIME WHEN COSTS ARE TO BE INCURRED. The Administrative Costs will be incurred annually. It is estimated that the remainder of the Project Costs will be incurred during the time intervals set forth on Exhibit E.

9. ECONOMIC FEASIBILITY. For purposes of the Final Plan, economic feasibility has been evaluated over the term of the Zone, in part based on the "Feasibility Study" prepared by the City a copy of which is attached as Exhibit F. This evaluation focuses only on "direct" financial benefits (i.e., tax revenues from new development or redevelopment of the Zone) and does not take into consideration any "multiplier effect" that may result from new development or redevelopment that occurs outside the Zone. As illustrated in Exhibit F, during the term of the Zone, new development or redevelopment that occurs in the Zone (which would not have occurred but for the Zone) will generate approximately \$57 million in total new real property tax revenue. The taxing unit that will participate in and benefit from new development within the Zone,

the City, will retain approximately \$14 million in net additional tax revenues in the City's general fund. The remaining additional tax revenues will be deposited in the TIRZ Fund to pay Project Costs in accordance with the Final Plan and the TIRZ Participation Agreement with Grayson County.

Based on the foregoing, the feasibility of the Zone has been demonstrated. A portion of the new tax revenue generated for all taxing units by new development or redevelopment within the Zone will be retained by those taxing units. The City is currently in negotiations with Grayson County for their participation in the TIRZ. For purposes of the Final Plan and pursuant to the approved Participation Agreement, Grayson County will pledge 75 percent of their tax revenue from the increment within the TIRZ toward the TIRZ Fund. The remainder of the new tax revenue generated by new development within the Zone will be available to pay actual Project Costs until the term of the Zone expires or until the Zone is otherwise terminated as allowed by law or as hereinafter provided. Upon expiration or termination of the Zone, 100% of all tax revenue generated within the Zone will be retained by the respective taxing units. During the term of the Zone, the City will deposit into the TIRZ Fund each year an amount calculated as a tax equivalent rate per \$100 of captured appraised value in the Zone that equals 75 percent of the City's tax rate levied and collected. After a public hearing, the City may increase or decrease the TIRZ Fund participation rate.

10. ESTIMATED BONDED INDEBTEDNESS. As part of its overall strategy to fund Public Improvements in the Zone, the City anticipates issuing bonds backed by TIRZ Fund proceeds as they become available. Based on the Feasibility Study, the City would issue \$49.5 million in bonds over the term of the Zone. This amount may increase or decrease depending on the performance of the TIRZ Fund.
11. TOTAL APPRAISED VALUE. The current total appraised value of taxable real property in the Zone is \$83,189,741. It is estimated that upon expiration of the term of the Zone, the total appraised value of taxable real property in the Zone will be \$839,648,082 in 2016 Dollars.
12. ESTIMATED CAPTURED APPRAISED VALUE TAXABLE BY THE CITY AND COUNTY. The amount of the City's tax increment for a year is the amount of property taxes levied and collected by the City for that year on the captured appraised value of the Property less the tax increment base of the Property. The tax increment base of the Property is the total taxable value of the Property for the year in which the Zone was designated. The tax increment base of the Property is estimated to be \$543,543 which is the amount of tax the City collected on the Property for calendar year 2016, the year of creation.

The amount of the County's tax increment for a year is the amount of property taxes levied and collected by the County for that year on the captured appraised value of the Property less the tax increment base of the Property. The tax increment base of the

Property is the total taxable value of the Property for the year in which the Zone was designated. The tax increment base of the Property is estimated to be \$408,378 which is the amount of tax the County collected on the Property for calendar year 2016, the year of creation.

13. METHOD OF FINANCING. The City's overall strategy is to finance Project Costs only through the TIRZ Fund proceeds, without any support from the general funds of the City. Secondly, it is the intent of the City to issue bonds to pay for project costs, with the debt service payments being covered by the TIRZ Funds. The feasibility study shows at least 5 separate bond issuances over the term of the TIRZ, with different principal amounts and terms (see attached Exhibit E).
14. DURATION OF THE ZONE; TERMINATION. The stated term of the Zone shall commence on November 21, 2016, and shall continue until December 31, 2045, or until the City terminates the TIRZ in accordance with the Act, the Final Plan or the ordinance designating the Zone. The City expects to collect the TIRZ Fund revenue for the last year of the Zone in calendar year 2046. Nothing in this section is intended to prevent the City from extending or shortening the term of the Zone in accordance with the Act.
15. LIST OF EXHIBITS. Unless otherwise stated, all references to "Exhibits" contained in this Final Plan shall mean and refer to the following exhibits, all of which are attached to and made a part of this Final Plan for all purposes.

Exhibit A	Map of the Property and Zone
Exhibit B	Zoning Map of the Property and Zone
Exhibit C	Metes and Bounds Description of Property in the Zone
Exhibit D	Estimated Project Costs
Exhibit E	Estimated Time When Costs are to be Incurred
Exhibit F	Feasibility Study
Exhibit G	D ³ : Designing Downtown Denison Report
Exhibit H	Phase 1 Area

EXHIBIT A – Map of the Property and Zone

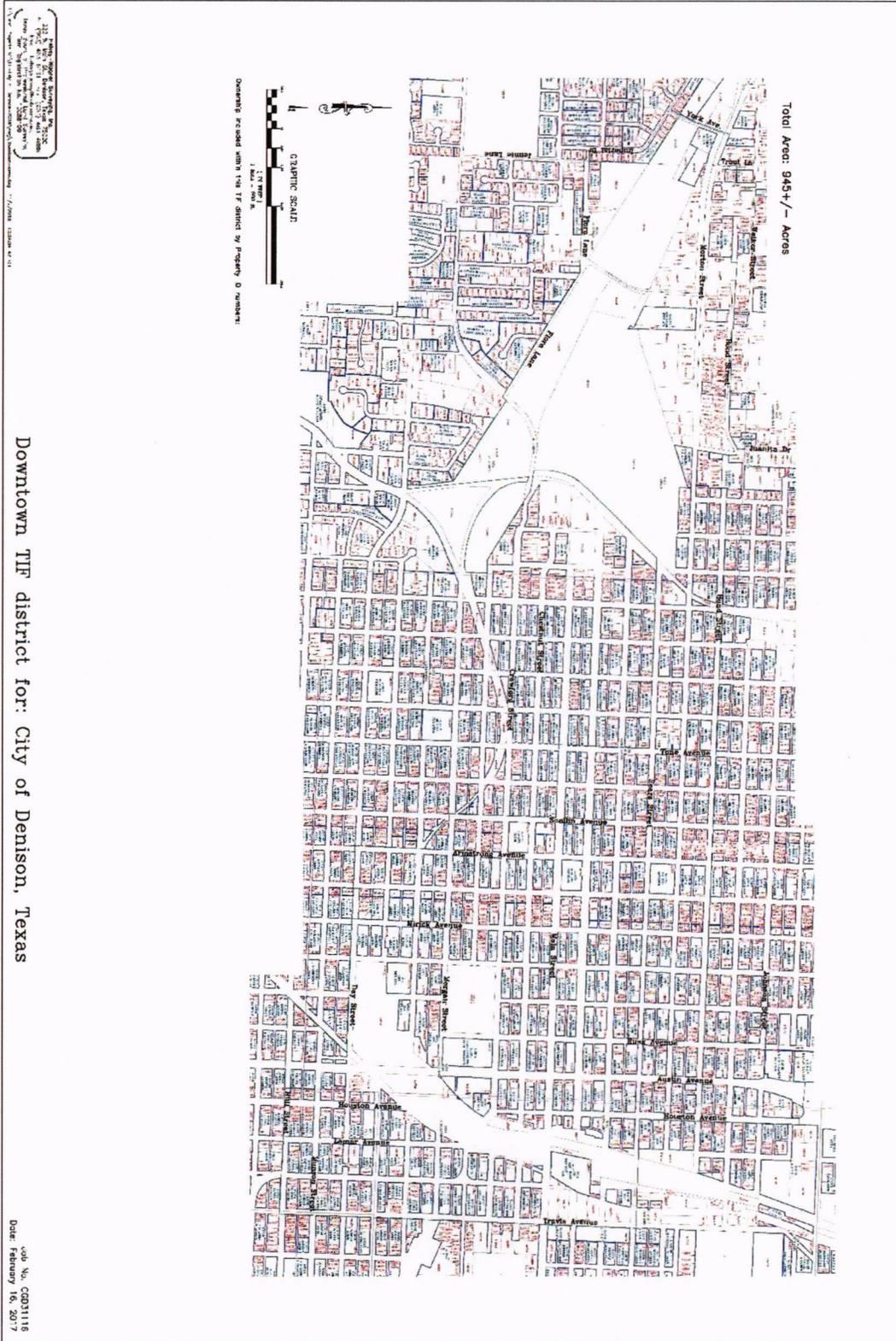


EXHIBIT B – Zoning Map of the Property and Zone

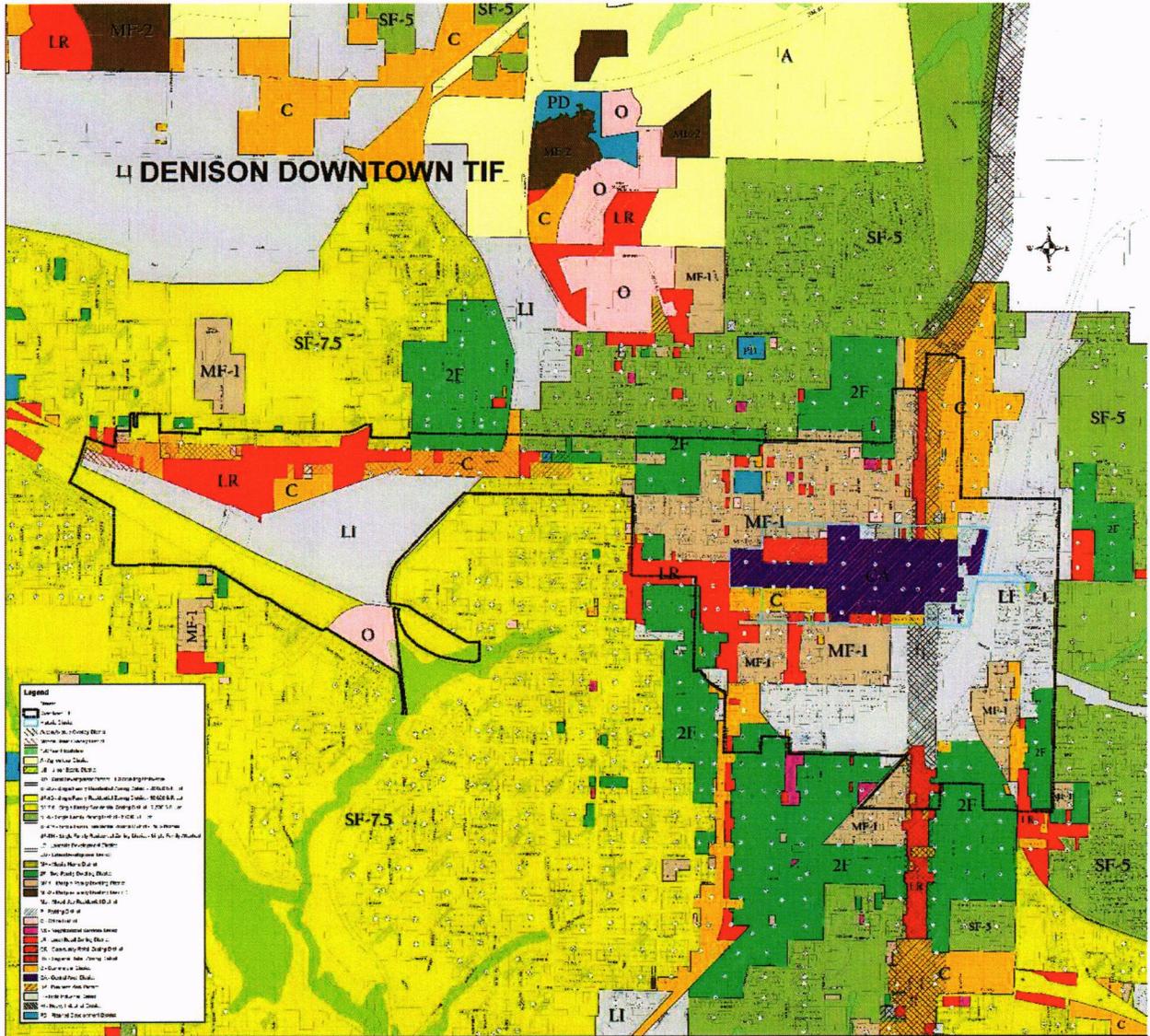


EXHIBIT C – Metes and Bounds Description of Property in the Zone

Helvey-Wagner Surveying, Inc.

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Billy F. Helvey, RPLS No. 4488 – Kate A. Wagner, RPLS No. 6578 – Kenneth N. Russell, RPLS No. 4409

**Downtown TIF District
945+/- Acres**

SITUATED in the City of Denison, County of Grayson, State of Texas and being out of the Benjamin Moffitt Survey, Abstract No. 803, the I.G. Belcher Survey, Abstract No. 133, the William Caruthers Surveys, Abstract Nos. 212 and 213, the Hardin Jones Survey, Abstract No. 630, the M.C. Davis Survey, Abstract No. 336, the J. Roland Survey, Abstract No. 1014 and the Ramon Rubio Survey, Abstract No. 996 and being more particularly described by metes and bounds as follows to-wit:

BEGINNING at the intersection of the East line of Travis Avenue, a public street, with the North line of Sears Street, a public street;

THENCE Southerly, with the East line of said Travis Avenue to a point at the intersection of the East line of said Travis Avenue with the South line of Hull Street, a public street;

THENCE Westerly, with the South line of Hull Street to a point at the intersection of the West line of Lamar Avenue, a public street, with the South line of said Hull Street;

THENCE Northerly, with the West line of said Lamar Avenue to a point at the intersection of the South line of Munson Street, a public street, with the West line of said Lamar Avenue;

THENCE Westerly, with the South line of Munson Street to a point at the Northwest corner of Block 13, J.P. Dumas Addition to the City of Denison, as per plat of record in Volume Y, Pages 324 and 325, Deed Records, Grayson County, Texas and the Northeast corner of Block 5, Cook's 2nd Addition to the City of Denison, as per plat of record in Volume 65, Page 360, said Deed Records;

THENCE Southerly, with the West line of said Block 13, J.P. Dumas Addition and the East line of said Block 5, Cook's 2nd Addition, crossing the South line of said blocks and the North line of said Hull Street, continuing to a point in the South line of said Hull Street;

THENCE Westerly, with the South line of said Hull Street to a point at the intersection of the South line of said Hull Street with the East line of BNSF Railroad right-of-way, in the North line of Block 22, said J.P. Dumas Addition;

THENCE Northeasterly, with the East line of said railroad right-of-way to a point at the intersection of the East line of said railroad right-of-way with the South line of Day Street, a public street;

THENCE Westerly, with the South line of said Day Street to a point at the intersection of the South line of Day Street with the West line of Mirick Avenue, a public street;

THENCE Northerly, with the West line of said Mirick Avenue to a point at the Southeast corner of Lot 1, Block 27, Steven's Addition to the City of Denison, Texas as per plat of record in Volume 28, Page 362, said Deed Records, at the Northeast corner of an alley;

THENCE Westerly, with the North line of said alley and the South line of Lots 1 through 6, said Block 27, Steven's Addition and the South line of Lots 1 and 2, Block 19, Layne's Addition to the City of Denison, Texas as per plat of record in Volume 25, Page 59, said Deed Records, to a point in the East line of said Barrett Avenue, at the Southwest corner of said Lot 2, Block 19, Layne's Addition;

THENCE Southerly, with the East line of said Barrett Avenue, crossing the North line of Day Street, continuing to a point at the intersection of the East line of said Barrett Avenue with the South line of said Day Street;

THENCE Westerly, with the South line of said Day Street to a point at the intersection of the South line of Day Street with the West line of Armstrong Avenue, a public street;

THENCE Northerly, with the West line of said Armstrong Avenue to a point in the North line of the M.K.&T Railroad right-of-way (now owned by Union Pacific Railroad), at the Southeast corner of the Roy L. Gladen, Jr. property out of Block 15, said Layne's Addition;

THENCE Northwesterly, with the North or East line of said railroad right-to-way to a point in the South line of Morgan Street, a public street, at the Northwest corner of the Jerry Don Cox property out of Block 29, Miller's 2nd Addition to the City of Denison, Texas as per plat of record in Volume Y, Page 539, said Deed Records;

THENCE Westerly, with the South line of said Morgan Street to a point at the intersection of the South line of said Morgan Street with the West line of Scullin Avenue, a public street;

THENCE Northerly, with the West line of said Scullin Avenue to a point at the intersection of the West line of said Scullin Avenue with the South line of Main Street, a public street;

THENCE Westerly, with the South line of said Main Street to a point at the intersection of the South line of said Main Street with the West line of said Tone Avenue;

THENCE Northerly, with the West line of said Tone Avenue to a point at the intersection of the West line of said Tone Avenue, with the South line of said Sears Street;

THENCE Westerly, with the South line of said Sears Street, crossing over the M.K.&T. Railroad right-of-way (now owed by Union Pacific Railroad) at the West end of said Sears Street to a point on the West line of said railroad right-of-way and the East property line of the W.J. Smith Wood Preserving Company 58.67 ac. tract recorded in Volume 1254, Page 403, Deed Records, Grayson County, Texas;

THENCE Southwesterly, with the West line of said railroad right-of-way and the East line of said W.J. Smith Wood Preserving property, passing the Southeast corner of said W.J. Smith 58.67 ac. and the Northeast corner of the W.J. Smith Wood Preserving Company 23.19 ac. tract in Volume 2039, Page 570, Real Property Records, Grayson County, Texas, continuing to a point at the Southeast corner of said W.J. Smith Wood 23.19 ac. tract, in the North line of Crawford Street, a public street;

THENCE Southeasterly, with the North line of said Crawford Street to a point in-line with the former railroad right-of-way;

THENCE Southeasterly, crossing said Crawford Street and the most Northerly Northeast corner of the Hempkins Partners, LTD 9.50 acre tract in Volume 3456, Page 95, Official Public Records, continuing to an angle point in the North line of said Hempkins 9.50 ac.;

THENCE Easterly, with a North line of said Hempkins 9.50 ac. to a point at the most Easterly Northeast corner of said Hempkins 9.50 ac.;

THENCE Southerly, with the East line of said Hempkins 9.50 ac. to a point at the Southeast corner of said Hempkins 9.50 ac.;

THENCE Northwesterly, with a curve to the right and with the South and West line of said Hempkins 9.50 ac. and the East line of said railroad right-of-way to a point at the Northwest corner of said Hempkins 9.50 ac., in the South line of said Crawford Street;

THENCE Easterly, with the South line of said Crawford Street to a point at the Northeast corner of the W.J. Smith Wood Preserving Company 14.03 acre tract recorded in Volume 2792, Page 315, said Official Public Records;

THENCE Southerly, with the West line of said railroad right-of-way and the East line of said W.J. Smith 14.03 ac. to a point at the Southeast corner of said W.J. Smith 14.03 ac., in the North line of said Day Street;

THENCE Westerly, with the North line of said Day Street to a point at the most Southerly Southwest corner of said W.J. Smith 14.03 ac.;

THENCE Northerly, with the West line of said W.J. Smith 14.03 ac. and the East line of Royal Ridge Addition to the City of Denison, as per plat of record in Volume 3, Page 110, Plat Records, Grayson County, Texas to a point at an Ell corner of said W.J. Smith 14.03 ac. and the Northeast corner of Lot 6, Block One, said Royal Ridge Addition;

THENCE Northwesterly, with the South line of said W.J. Smith 14.03 ac. to a point at the most Westerly Southwest corner of said 14.03 ac. and the Northwest corner of the Bettye Finnell tract recorded in Volume 2965, Page 43, said Official Public Records, in the East line of said Crawford Street;

THENCE Southerly, with the East line of said Crawford Street and the West line of said Finnell tract to a point in-line with the South line of Flora Lane to the West;

THENCE Westerly, crossing over Crawford Street and continuing now with the South line of said Flora Lane to an angle point in said Flora Lane, at the Northeast corner of Block 1, Course View Addition to the City of Denison, Texas as per plat of record in Volume 4, Page 101, Plat Records, Grayson County, Texas;

THENCE Westerly, with the South line of said Flora Lane to a point at the intersection of the South line of said Flora Lane with the West line of Jennie (aka: Jenny) Lane, a public street;

THENCE Northerly, crossing over Flora Lane and continuing with the East line of Block 1, Imperial Heights Addition to the City of Denison, Texas as per plat of record in Volume 2, Page 17, said Plat Records, passing the Northeast corner of said Imperial Heights Addition and the Southeast corner of Block 8, Westcliff Addition to the City of Denison, Texas as per plat of record in Volume 2, Page 7, said Plat Records, continuing now with the East line of said Block 8, Westcliff Addition to a point at the Northeast corner of said Westcliff Addition;

THENCE Northwesterly, with the North line of said Block 8, Westcliff Addition, crossing over York Avenue, a public street, continuing to a point at the Northeast corner of Lot 1, Block 7, said Westcliff Addition, in the West line of said York Avenue;

THENCE Northeasterly, with the West line of said York Avenue, crossing over Morton Street (aka: W. Morton Street), a public street, continuing to a point in the South line of the Richard A. Farmer property in Volume 3339, Page 418, said Official Public Records and in the North line of said Morton Street;

THENCE Southeasterly, with the North line of said Morton Street to a point at the intersection of the North line of said Morton Street with the West line of Trout Lane, a public street;

THENCE Northerly, with the West line of said Trout Lane to a point in the East line of the Auto Zone, Inc. tract recorded in Volume 2451, Page 895, said Official Public Records;

THENCE Easterly, crossing over Trout Lane, continuing with the North line of Ross Second Addition to a point at the Northeast corner of said Ross Second Addition, in the West line of the Julie D. Robbins 0.853 acre tract recorded in Volume 3632, Page 289, said Official Public Records;

THENCE Northerly, with the West line of said Robbins 0.853 ac., crossing over Walker Street, a public street, to a point in-line with the West line of said Robbins 0.853 ac.;

THENCE Easterly, with the North line of said Walker Street to a point in-line with the East line of said Robbins 0.853 ac.;

THENCE Southerly, crossing over said Walker Street, continuing with the East line of said Robbins 0.853 ac. to a point at an Ell corner of said Robbins 0.853 ac., at the Southwest corner of the Jerry Malone tract recorded in Volume 5184, Page 663, said Official Public Records;

THENCE Easterly, with the South line of said Malone tract and a North line of said Robbins 0.853 ac. to a point at the Southeast corner of said Malone tract and the most Eastern Northeast corner of said Robbins 0.853 ac., in the West line of the Mickinze Vanherpen 0.974 ac. tract recorded in Volume 5287, Page 291, said Official Public Records;

THENCE Northerly, with the East line of said Malone tract and the West line of said Vanherpen 0.974 ac., crossing over said Walker Street to a point in the North line of said Walker Street, being in-line with the West line of said Vanherpen 0.974 ac.;

THENCE Easterly, with the North line of said Walker Street to a point in-line with the East line of the Keith and Gracie Stubbs tract recorded in Volume 1703, Page 843, said Deed Records;

THENCE Southerly, with the East line of said Stubbs tract to a point at the Northwest corner of Petersons Addition to the City of Denison, Texas as per plat of record in Volume x, Page x, xx;

THENCE Easterly, with the North line of said Petersons Addition, passing the Northeast corner of said Petersons Addition and the Northwest corner of the Michael J. Castelli 0.41 ac. tract of land in Volume 4149, Page 645, said Official Public Records, continuing to a point at the Northeast corner of said Castelli 0.41 ac.;

THENCE Northerly, with the West line of the Mount Pleasant Baptist Church 5.93 ac. tract recorded in Volume 1041, Page 660, said Deed Records to a point at the Northwest corner of said Church 5.93 ac.;

THENCE Easterly, with the North line of said Church 5.93 ac., passing the Northeast corner of said Church 5.93 ac., continuing with the North line of Bond Street, a public street, passing over Juanita Drive, a public street, to a point in the East line of said Juanita Drive and the West line of the Levi Cunningham 0.39 ac. tract of land recorded in Volume 5656, Page 758, said Official Public Records;

THENCE Southerly, with the East line of said Juanita Drive to a point at the Northwest corner of Lot 1, Block 1, Replat of Block 2, C.E. Stephens Addition to the City of Denison, Texas as per plat of record in Volume 7, Page 68, said Plat Records;

THENCE Easterly, with the North line of said Lot 1, Block 1, passing the Northeast corner of said Lot 1, Block 1 and the Northwest corner of Lot 8, Block 2, C.E. Stephens Addition to the City of Denison, Texas as per plat of record in Volume 333, Page 664, said Deed Records, continuing now with the North line of Lots 8 through 1, said Block 2, C.E. Stephens Addition to a point at the Northeast corner of said Lot 1, Block 2, C.E. Stephens Addition and the Northwest corner of Block 5, West End Addition to the City of Denison, Texas as per plat of record in Volume 99, Page 89, said Deed Records;

THENCE Northerly, with the East line of said Block 2, C.E. Stephens Addition to a point at the Southwest corner of Block 4, said West End Addition;

THENCE Easterly, with the North line of said Bond Street to a point at the intersection of the North line of said Bond Street with the West line of Rusk Avenue, a public street;

THENCE Northerly, with the West line of said Rusk Avenue to a point at the intersection of the West line of said Rusk Avenue with the North line of Johnson Street, a public street;

THENCE Easterly, crossing over said Rusk Avenue, passing the Northwest corner of the Ruben Lopez lot out of Block 5, Original Town Plat to the City of Denison, Texas as per plat of record in Volume 28, Page 362, said Deed Records, continuing with the North line of said Lopez lot to a point at the Northeast corner of said Lopez lot, in the West right-of-way line of U.S. Highway No. 69 (aka: Austin Avenue);

THENCE Northerly, with the West right-of-way line of said U.S. Hwy. No. 69 to a point in the East line of the Denison I.S.D. property (for Terrell Elementary School) out of Block 5, L.G.R. & T. Addition and recorded in Volume 2617, Page 781, said Official Public Records;

THENCE Easterly, over and across said U.S. Hwy. No. 69, passing the most Northern corner of the Mike and Belinda McKee tract out of Block 6, Northside Addition and recorded in Volume 3581, Page 787, said Official Public Records and continuing with the North line of said McKee property, passing the most Eastern corner of said McKee property with the West line of Houston Avenue, a public street, passing through said Houston Avenue to a point in the East line of said Houston Avenue, at the Northwest corner of the rank Chavarria lot out of Block 9, said L.G.R. & T.;

THENCE Southerly, with the East line of said Houston Avenue to a point at the intersection of the East line of said Houston Avenue with the North line of said Sears Street;

THENCE Easterly, with the North line of said Sears Street, passing through the BNSE Railroad property to the **PLACE OF BEGINNING** and containing **945 +/- ACRES** of land.



Kate A. Wagner, R.P.L.S. No. 6578
November 3, 2016

EXHIBIT D – Estimated Project Costs

Item	Estimated Cost
Project Costs	\$74,897,979
Administrative Costs (30 years at \$15,000 per year)	\$450,000
Total TIRZ #3 Costs	\$75,287,979
Note: Estimated costs may increase or decrease.	

EXHIBIT E – Estimated Time When Costs are to be Incurred

Tax Increment Reinvestment Zone #3 - Downtown Denison										
Tax Year	Fiscal Year	City TIF Receipts	County TIF Receipts	Annual TIF Receipts	TIF Bond #1 Payment	TIF Bond #2 Payment	TIF Bond #3 Payment	TIF Bond #4 Payment	TIF Bond #5 Payment	TIF Fund Balance
		75%	75%		\$ 7,500,000	\$ 5,000,000	\$ 10,000,000	\$ 12,000,000	\$ 15,000,000	
2016	2017	\$34,002.17	\$25,773.80	\$59,775.97						\$59,775.97
2017	2018	\$71,404.56	\$54,124.99	\$125,529.54						\$185,305.51
2018	2019	\$104,318.66	\$79,074.03	\$183,392.68	Issue/Construct					\$368,698.20
2019	2020	\$170,969.71	\$129,595.84	\$300,565.54	\$551,863.13					\$117,400.61
2020	2021	\$247,618.42	\$187,695.92	\$435,314.33	\$551,863.13					\$851.82
2021	2022	\$318,135.23	\$241,147.99	\$559,283.22	\$551,863.13					\$8,271.91
2022	2023	\$397,114.06	\$301,014.31	\$698,128.37	\$551,863.13	Issue/Construct				\$154,537.15
2023	2024	\$470,827.64	\$356,889.54	\$827,717.18	\$551,863.13	\$367,908.75				\$62,482.45
2024	2025	\$551,912.57	\$418,352.30	\$970,264.87	\$551,863.13	\$367,908.75				\$112,975.44
2025	2026	\$623,267.31	\$472,439.53	\$1,095,706.84	\$551,863.13	\$367,908.75				\$288,910.40
2026	2027	\$700,330.43	\$530,853.73	\$1,231,184.16	\$551,863.13	\$367,908.75	Issue/Construct			\$600,322.69
2027	2028	\$856,383.25	\$649,142.50	\$1,505,525.75	\$551,863.13	\$367,908.75	\$899,411.00			\$286,665.55
2028	2029	\$999,951.84	\$757,968.16	\$1,757,920.00	\$551,863.13	\$367,908.75	\$899,411.00			\$225,402.67
2029	2030	\$1,133,949.19	\$859,538.78	\$1,993,487.97	\$551,863.13	\$367,908.75	\$899,411.00			\$399,707.76
2030	2031	\$1,251,866.87	\$948,920.92	\$2,200,787.79	\$551,863.13	\$367,908.75	\$899,411.00	Issue/Construct		\$781,312.67
2031	2032	\$1,411,055.72	\$1,069,586.82	\$2,480,642.54	\$551,863.13	\$367,908.75	\$899,411.00	\$1,079,293.20		\$363,479.12
2032	2033	\$1,551,141.91	\$1,175,772.81	\$2,726,914.72	\$551,863.13	\$367,908.75	\$899,411.00	\$1,079,293.20		\$191,917.75
2033	2034	\$1,664,611.73	\$1,261,783.46	\$2,926,395.19	\$551,863.13	\$367,908.75	\$899,411.00	\$1,079,293.20		\$219,836.85
2034	2035	\$1,764,843.40	\$1,337,759.53	\$3,102,602.93	\$551,863.13	\$367,908.75	\$899,411.00	\$1,079,293.20		\$423,963.70
2035	2036	\$1,870,086.66	\$1,417,534.41	\$3,287,621.07	\$551,863.13	\$367,908.75	\$899,411.00	\$1,079,293.20		\$813,108.68
2036	2037	\$1,980,592.07	\$1,501,298.03	\$3,481,890.10	\$551,863.13	\$367,908.75	\$899,411.00	\$1,079,293.20		\$1,396,522.69
2037	2038	\$2,073,416.63	\$1,571,659.47	\$3,645,076.10	\$551,863.13	\$367,908.75	\$899,411.00	\$1,079,293.20		\$2,143,122.70
2038	2039	\$2,169,954.16	\$1,644,835.37	\$3,814,789.53	\$551,863.13	\$367,908.75	\$899,411.00	\$1,079,293.20	Issue/Construct	\$3,059,436.15
2039	2040	\$2,420,951.74	\$1,835,092.71	\$4,256,044.46		\$367,908.75	\$899,411.00	\$1,079,293.20	\$2,499,144.18	\$2,469,723.46
2040	2041	\$2,641,829.62	\$2,002,519.17	\$4,644,348.79		\$367,908.75	\$899,411.00	\$1,079,293.20	\$2,499,144.18	\$2,268,315.11
2041	2042	\$2,820,740.70	\$2,138,134.60	\$4,958,875.30		\$367,908.75	\$899,411.00	\$1,079,293.20	\$2,499,144.18	\$2,381,433.27
2042	2043	\$2,978,778.82	\$2,257,928.24	\$5,236,707.05		\$367,908.75		\$1,079,293.20	\$2,499,144.18	\$3,671,794.19
2043	2044	\$3,078,342.83	\$2,333,398.22	\$5,411,741.05				\$1,079,293.20	\$2,499,144.18	\$5,505,097.86
2044	2045	\$3,180,893.77	\$2,411,132.31	\$5,592,026.08				\$1,079,293.20	\$2,499,144.18	\$7,518,686.55
2045	2046	\$3,286,521.23	\$2,491,198.42	\$5,777,719.65				\$1,079,293.20	\$2,499,144.18	\$9,717,968.82
Total		\$42,825,812.88	\$32,462,165.91	\$75,287,978.78						

EXHIBIT F – Feasibility Study

TAX INCREMENT REINVESTMENT ZONE NUMBER THREE

CITY OF DENISON

FEASIBILITY STUDY

NOVEMBER 14, 2016

1. INTRODUCTION.

- 1.1. The City of Denison has identified an area of land within the city limits that is in need of public improvements in order to spur redevelopment and private investment. The area includes approximately 945 acres of land within the downtown area and is identified in Exhibit A of the Project and Financing Plan. The area contains nearly 1,600 individual parcels of land, most of which are privately owned. The total taxable value of the area is \$78 million. Over the past five tax years (2011 to 2015), the value has decreased approximately 2 percent, indicating the area is in decline and in need of public investment. The area is primarily commercial, with less than 30 percent residential property.

2. PROJECT APPROACH AND CONSIDERATIONS.

- 2.1. In order to revitalize and redevelop the project area, the City plans to utilize the proceeds of the TIRZ Fund to pay for vital infrastructure projects, such as:
- a) Streetscape improvements including, but not limited to, roads, sidewalks, curb/gutters, street trees, landscaping, lights, and other pedestrian amenities;
 - b) Public Infrastructure including, but not limited to, water, sewer, gas, cable, electric, fiber optics and others;
 - c) Redevelopment of the former Denison High School site located on the 700 block of Main Street into a public space including, but not limited to, landscaping, pedestrian amenities, civic space, meeting/event space, public buildings and facilities, and other public amenities;
 - d) ADA accessibility improvements;
 - e) Public park improvements;
 - f) Public parking improvements;
 - g) Signage;
 - h) Pedestrian and bike trails, paths, lanes, and other similar facilities; and
 - i) Redevelopment, reconstruction, and/or renovation of buildings, whole or part, located within the Zone
- 2.2. As the City makes investment in public infrastructure and improvements, it is anticipated that property and business owners will be attracted to the downtown area to make private investments in real estate and commercial businesses. This model has been shown to work in communities across the country, but more specifically in the City of Sulphur Springs, Texas – a community not unlike the City of Denison. In studying the feasibility of this project, City officials visited Sulphur Springs on multiple occasions to learn how a TIRZ can be used to fund public improvements and spur private investment. Unlike Sulphur Springs; however, the City of Denison does not plan to supplement any debt service payments on TIRZ-funded bonds with the general funds of the City.

2.3. The area will require a long-term funding mechanism, therefore a 30-year time period is planned for the TIRZ.

2.4. The City of Denison plans to utilize only the proceeds of the TIRZ to fund the public improvements. Therefore, extensive financial and economic modeling is not needed to project the funding that may be brought into the project from other City sources such as the General Fund.

2.5. Due to the historical decline of property values in the area, it is difficult to project future property value increases, if any. Therefore, conservative estimates were used to create the financing plan. Noteworthy; however, is that property values from 2015 to 2016 increased roughly 10 percent, which creates a great starting point for the TIRZ Fund. Based on market conditions, permit activity, and new construction in the area, a similar projection was made for 2017. The City projects additional increases during the 30-year term of the TIRZ, especially in the years immediately following a significant investment in public improvements. The following table illustrates the projected property value increase during the life of the TIRZ:

Year	% Change	Total Value	Increment
2015/BASE		\$78,724,716.00	\$0.00
2016	10%	\$86,597,187.60	\$7,872,471.60
2017	10%	\$95,256,906.36	\$16,532,190.36
2018	8%	\$102,877,458.87	\$24,152,742.87
2019	15%	\$118,309,077.70	\$39,584,361.70
2020	15%	\$136,055,439.35	\$57,330,723.35
2021	12%	\$152,382,092.08	\$73,657,376.08
2022	12%	\$170,667,943.13	\$91,943,227.13
2023	10%	\$187,734,737.44	\$109,010,021.44
2024	10%	\$206,508,211.18	\$127,783,495.18
2025	8%	\$223,028,868.08	\$144,304,152.08
2026	8%	\$240,871,177.52	\$162,146,461.52
2027	15%	\$277,001,854.15	\$198,277,138.15
2028	12%	\$310,242,076.65	\$231,517,360.65
2029	10%	\$341,266,284.31	\$262,541,568.31
2030	8%	\$368,567,587.06	\$289,842,871.06
2031	10%	\$405,424,345.77	\$326,699,629.77
2032	8%	\$437,858,293.43	\$359,133,577.43

2033	6%	\$464,129,791.03	\$385,405,075.03
2034	5%	\$487,336,280.58	\$408,611,564.58
2035	5%	\$511,703,094.61	\$432,978,378.61
2036	5%	\$537,288,249.34	\$458,563,533.34
2037	4%	\$558,779,779.32	\$480,055,063.32
2038	4%	\$581,130,970.49	\$502,406,254.49
2039	10%	\$639,244,067.54	\$560,519,351.54
2040	8%	\$690,383,592.94	\$611,658,876.94
2041	6%	\$731,806,608.52	\$653,081,892.52
2042	5%	\$768,396,938.94	\$689,672,222.94
2043	3%	\$791,448,847.11	\$712,724,131.11
2044	3%	\$815,192,312.53	\$736,467,596.53
2045	3%	\$839,648,081.90	\$760,923,365.90

2.6. The plan for financing the projects is to allow sufficient funds to accumulate into the TIRZ fund until such time that the available funds can cover the debt service on a bond issuance. The bond proceeds would then be used to construct public improvements. Based on conservative estimates, the first issuance would occur around FY2019 with payments beginning in FY2020 (see Exhibit E of the Project and Financing Plan). Additional bond issuances and construction projects are planned for FY2022, FY2026, FY2030, and FY3038, as TIRZ funds allow. The City will need to adjust any bond issuances occurring near the end of the TIRZ to ensure that debt service payments will conclude prior to the ending of the 30-year TIRZ.

2.7. The City of Denison will capture 75 percent of tax revenue from the increment and place within the TIRZ fund. In addition, the City plans to seek similar participation from Grayson County, which will provide significantly more funding for projects in the TIRZ.

UPDATE: In December 2016, the Grayson County Commissioners Court voted to approve a participation agreement with the City of Denison for TIRZ #3. The County will capture 75 percent of their tax revenue from the increment in the TIRZ area and place within the TIRZ fund.

2.8. In October of 2016, the City of Denison contracted with the Toole Design Group (TDG) to provide design services for some of the proposed improvements in the TIRZ. Specifically, TDG began work on the following design scope:

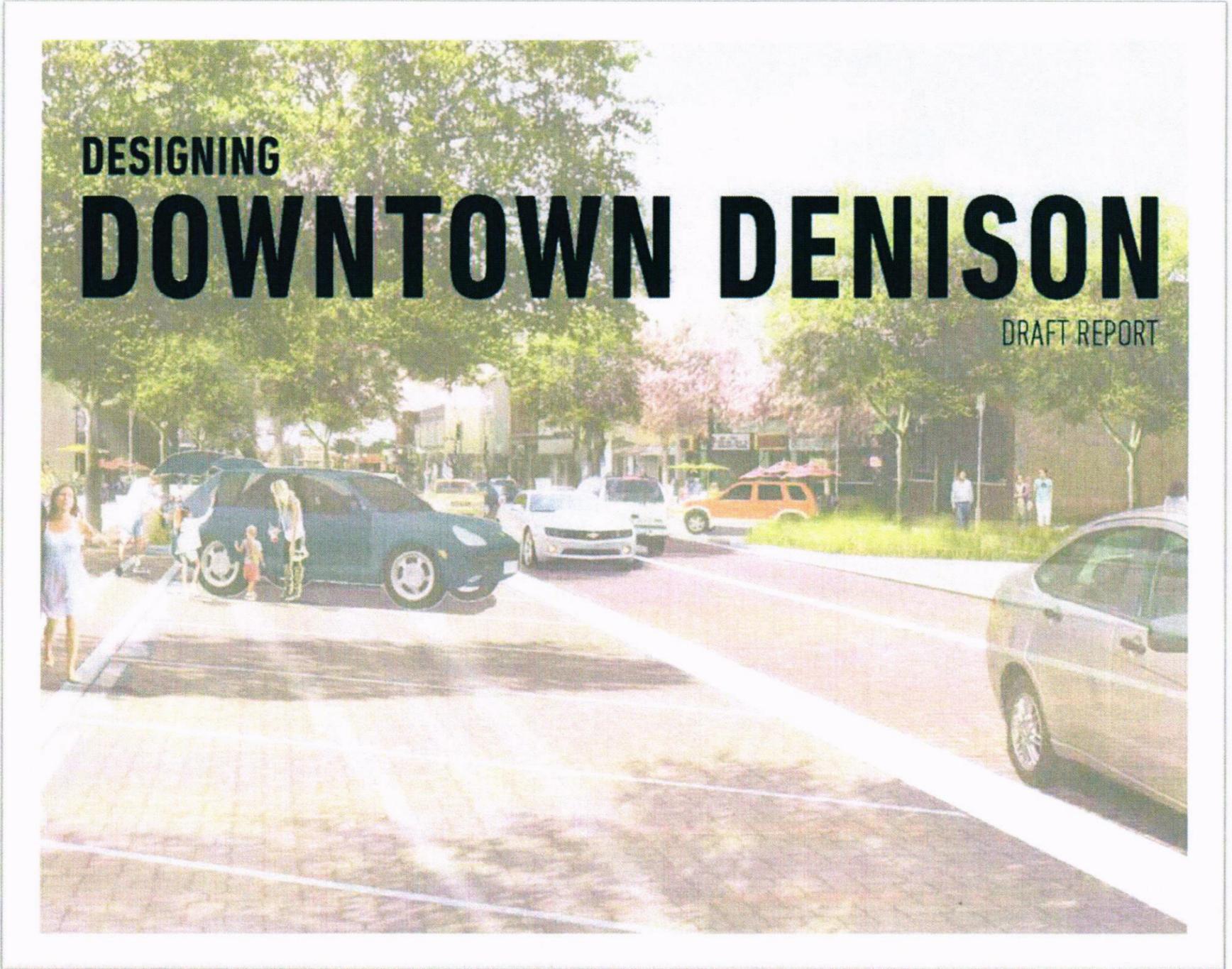
- Typical cross-sections and intersection concepts for Main Street (illustrative plan view and section);
- Suggested material palette for Main Street (hardscape, landscape);
- Design concept drawings for Heritage Park, Touchdown Alley, and the vacant block at 700 Main Street (illustrative plan view);
- A remedy for the barrier effect of Austin Street; and
- A map and design direction for connecting the downtown with the trail system.

The City expects to continue to work with TDG to further develop the design for the initial improvements to be constructed within the TIRZ. This work will include estimating construction costs, recommending project phasing, and completing construction documents.

3. CONCLUSION.

- 3.1. The project as described within the Project and Financing Plan and as outlined in this study is not only feasible but will be essential in helping to revitalize Downtown Denison for years to come. The planned improvements will help spur private investment, but decisions on what public improvements to complete should be carefully considered within the context of the local and regional economy. Projects completed early in the TIRZ should be strategically selected to provide maximum impact when it comes to encouraging private investment. The plan to use only TIRZ funds to complete projects reduces the financial exposure of the City and places the City in complete control of the pacing of project improvements.

EXHIBIT G – D³: Designing Downtown Denison Report



CREDITS

Draft September 2017

This project is an initiative of Denison Main Street Program and was funded by the City of Denison.



Prepared by:



// Designing Downtown Denison

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// Designing Downtown Denison

INTRODUCTION

The purpose of this report is to summarize the design process and design concepts developed as part of the Designing Downtown Denison initiative. The design concepts were developed over the course of a year, starting with two, four-day design workshops that occurred in October and November of 2016. The following chapters describe the design process and provide details on the design concepts.



Designing Downtown Denison //

DESIGN WORKSHOP

In the fall of 2016, the City of Denison hired Toole Design Group (TDG) to help re-envision the core of their downtown. The goal of the project was to develop design concepts for the City's Main Street, Burnett Avenue (Touchdown Alley), Heritage Park, the 700 Block of Main Street as one way to encourage redevelopment and make Denison a destination community. The design team also looked at key connections to the downtown from the Eisenhower Birthplace and planned city-wide trail system, regional parks and destinations, the pocket park just east of Rusk Avenue, and ways to reduce the barrier effect of Austin Avenue. During the process, there were many opportunities for the public, stakeholders, and City staff to provide input and feedback. The process culminated in a final public meeting during which there was a broad consensus to move forward with the design concepts.

OPPORTUNITY // The City of Denison has a rich history in the Texoma region of Texas and Oklahoma. It is nestled along the Red River and Lake Texoma and is easily accessible by US Highway 75. The history of Denison is rich. Denison was the first rail town in the state of Texas and it was an important hub of activity during the industrial era. The downtown core of Denison once had a thriving downtown with many businesses, though experienced a decline through the 70s and 80s as Highway 75 was built as a bypass around the City. Currently, the City is experiencing a surge

in investment, new businesses and residents are locating in Denison because of its charm, good schools, and proximity to Dallas. The City of Denison is actively working to improve the character of the downtown through many policies and programs, as well as the recent designation of a Tax Increment Reinvestment Zone (TIRZ).

While the streets of the downtown area are generally composed of a good grid pattern, Main Street contains most of the City's small businesses. The character of Main Street today is defined by wide travel lanes, angled parking on both sides, and wide sidewalks. Businesses would benefit from reutilizing the unnecessary travel lane width for wider sidewalks and comfortable bicycle facilities, to not only allow better pedestrian and bicycle parking, but for potential outdoor dining, retail spill out spaces, space for landscape planters, and street trees.

The intersection of Main and Austin Avenue is a busy intersection and a challenge for vehicular, pedestrian, and bicyclist cross traffic. Austin Avenue (US HWY 69) serves as one of the main north-south access points to and through downtown Denison.

The Old Denison High School space at the 700 block of Main Street is currently vacant. It is a two acre green space with enormous potential. The City and the public have desires for the space to allow for multiple uses and become a civic anchor for Denison.

Heritage Park (currently owned by Downtown Denison Inc., a non-profit) is a gathering area that was established to memorialize a firefighter that lost his life while fighting a fire that destroyed the building that used to be on the site. It is often used for celebration events, and is seen by many to be the heart of the community.

Touchdown Alley also has enormous potential to become a wonderful street in the heart of downtown. It is the north-south connection between the library, Main Street, and the football stadium and Forest Park.

The current conditions of Main Street, Touchdown Alley, and several of the public open spaces in Denison are not serving its community and visitors to their full potential. Yet, Denison has enormous potential to become a great destination community in northern Texas because of existing assets and the passion people have to reestablish its downtown character.

COMMUNITY VALUES // Participants in the public workshops, stakeholder interviews, and open studio times numbered over 100 and conveyed their perspectives about the potential of Denison. Many people recognize there is untapped potential and laud the efforts of City staff, private business owners, and many others who are working hard to revitalize and invest in Denison. Participants also mentioned pride in their City and a great sense of community already exists among

residents, staff, and business owners.

Participants were honest about the current conditions of downtown Denison, and voiced a strong desire to make it a vibrant, accessible destination. The vacancies and lack of restaurants along Main Street were noted as a detractor, but the historic character of the buildings and the influx of residents moving into the loft spaces along Main Street were seen as assets to build upon.

The unsafe condition of crossing Austin Avenue was a common theme in many conversations. The numerous stop lights along Main Street were also mentioned as unnecessary, a detractor of the street

character, and often confusing for visitors to downtown. Participants also mentioned the overwhelming amount of asphalt in the downtown core and communicated an interest in creating more green space and gathering spaces, and the use of nicer materials for the street. They described the large parking lots on the side streets and the distance between retail businesses along Main Street as being out of scale and such a vast amount of space that it becomes a barrier to walking up and down Main Street.

Participants from the bicycle community also mentioned the lack of bicycle facilities in downtown. They encouraged the installation of separated bicycle facilities through downtown and legible connections to Main Street.

Participants also stressed the importance of creating a truly accessible environment that is easily navigable by everyone, no matter the age or ability, or need for a mobility device. A number of participants also mentioned the importance of public spaces for children of all ages, and providing a better connection from downtown to Forest Park and what will be the new park space at the 700 block of Main Street.

In summary, there was resounding support for the design team to develop concepts the downtown core of Denison and other key locations that would positively contribute to the public realm experience of Denison.



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MAIN STREET

Main Street is the historic and economic core of the downtown area. During the design workshop, the team was encouraged to rethink the entire street, and developed a design solution that will enhance the user experience and better celebrate the heritage of Main Street. The right-of-way is typically 100 feet.

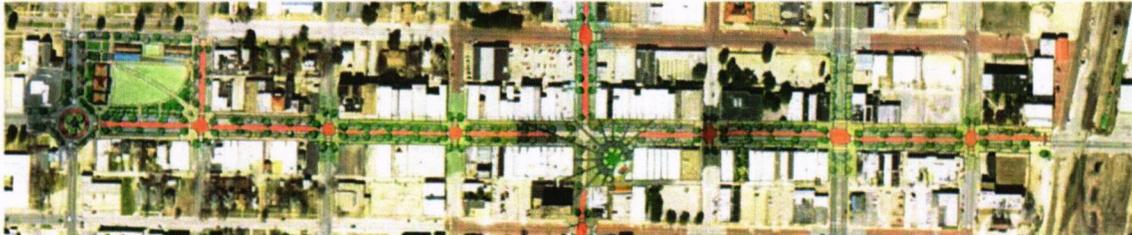
At each end of Main Street the team proposed different treatments to celebrate the sense of arrival and create a gateway effect when entering the new downtown Main Street. The team proposed a roundabout at the intersection of Armstrong Avenue and Main Street, and some form of an archway over the street at the railroad crossing on the east end near Houston Avenue. The team also simplified the traffic control along the Main Street and remove the four-way stop controls at all of the intersections except at the Burnett / Main Street intersection and the signal at Austin Avenue. The cross streets of Burnett, Mirick, Fannin, Rusk,

and Houston will all have two-stop signs that allow Main Street to operate smoothly, instead of the stop and go operation that is created from the existing four-way stops at all of these intersections. It also removes the vertical clutter of overhead signal lights, wires, and mast arms at every intersection and can direct driver's line of sight back down to eye level.

The typical design solution for Main Street is to make it a curbless flush street. This design provides better access and mobility for all modes, but especially for pedestrians with any sort of impairment or mobility device, and uses a two foot valley gutter between the parking and the travel lanes to direct flow of stormwater and visually narrow the travel lanes for drivers which helps slow motor vehicle speeds.

The proposed design of Main Street includes widened sidewalks of at least 12 feet to allow for outdoor dining and retail and a

minimum six feet wide clear walkway. Then a furnishing/planter space of at least six feet wide to provide ample room for large street trees and street furnishings. Between the on-street parking furnishing zone is a three foot step strip. The concept includes head out angled parking. Recycled historic bricks could be reused as for the travel lanes. The parking areas, step strip, and furnishing zones could be permeable pavers or typical brick pavers. The sidewalk areas should all be scored concrete. The planted areas in the sidewalk and in the parking areas include a six inch raised curb to help contain the soil and plant material and keep vehicles from driving into the planted areas. The intent is to include green infrastructure elements wherever possible with the stormwater planters and permeable pavers. These elements all contribute to better stormwater management, allowing water to infiltrate in place, and excess water can be directed away from sidewalks and vehicle travel lanes through the valley gutter and into the



Main Street concept sketch.

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planters or storm drains.

During the initial design workshop, the Main Street concept included a one-way bikeway on each side of the street. After the design workshop, two additional alternatives were considered: a two-way bikeway on the north side of Main Street and an alternative without a bikeway. The preferred alternative does not include a bikeway but includes wide sidewalks, a generous furnishing zone, and maximizes vehicle parking along Main Street. The following pages include the preferred cross-section.



Main Street initial design concept with one-way bikeways on each side of the street.



Main Street additional design concept with a two-way bikeway on the north side of the street.

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MAIN STREET PREFERRED ALTERNATIVE



Main Street 100 preferred alternative cross section

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In some locations the Main Street right of way is 95 so the furnishing zones are narrowed. Sidewalk, parking, and vehicle travel lane dimensions are not changed.

MAIN STREET PREFERRED ALTERNATIVE



Main Street existing conditions.

3 // Designing Downtown Denison



Illustrative rendering of Main Street concept

Designing Downtown Denison // 5

THE 700 BLOCK

The vacant lot on the west end of the Main Street concept is the previous site of the Denison High School. The decision to remove the building was an emotional one for many members of the community, and the conversation about site programming and design character of this space has been contentious since the building was demolished. The stakeholders engaged during the design workshop process identified several community needs that the site may be able to fulfill. One of the main needs was for a community center that could be multifunctional and accommodate events, and rooms for classes and demonstrations. Many communicated the desire for it to be of an architectural style that reflects the historic nature of the city, the high school, and yet be iconic in nature and the cornerstone of the community. The integration of old high school's clock tower into the design was envisioned as one way to incorporate the site's historic architectural style, and show respect for the site's history. Participants also expressed the desire for a flexible pavilion structure.



Photo: Bob Kugler
// Designing Downtown Denison

The 700 Block concept provides two open air market buildings that 30 feet wide and 100 feet long. The pavilion structure are intended to be broken up into thirds: 10 feet for a market stall, 10 foot clear walkway, and then 10 feet for another market stall. They also are envisioned to have roll up doors so that they can be easily accessed for loading and deliveries and to be used as flexible spaces during larger events, but also shut to protect from the elements. This structure could host a variety of events, including providing a better space for the farmers market.

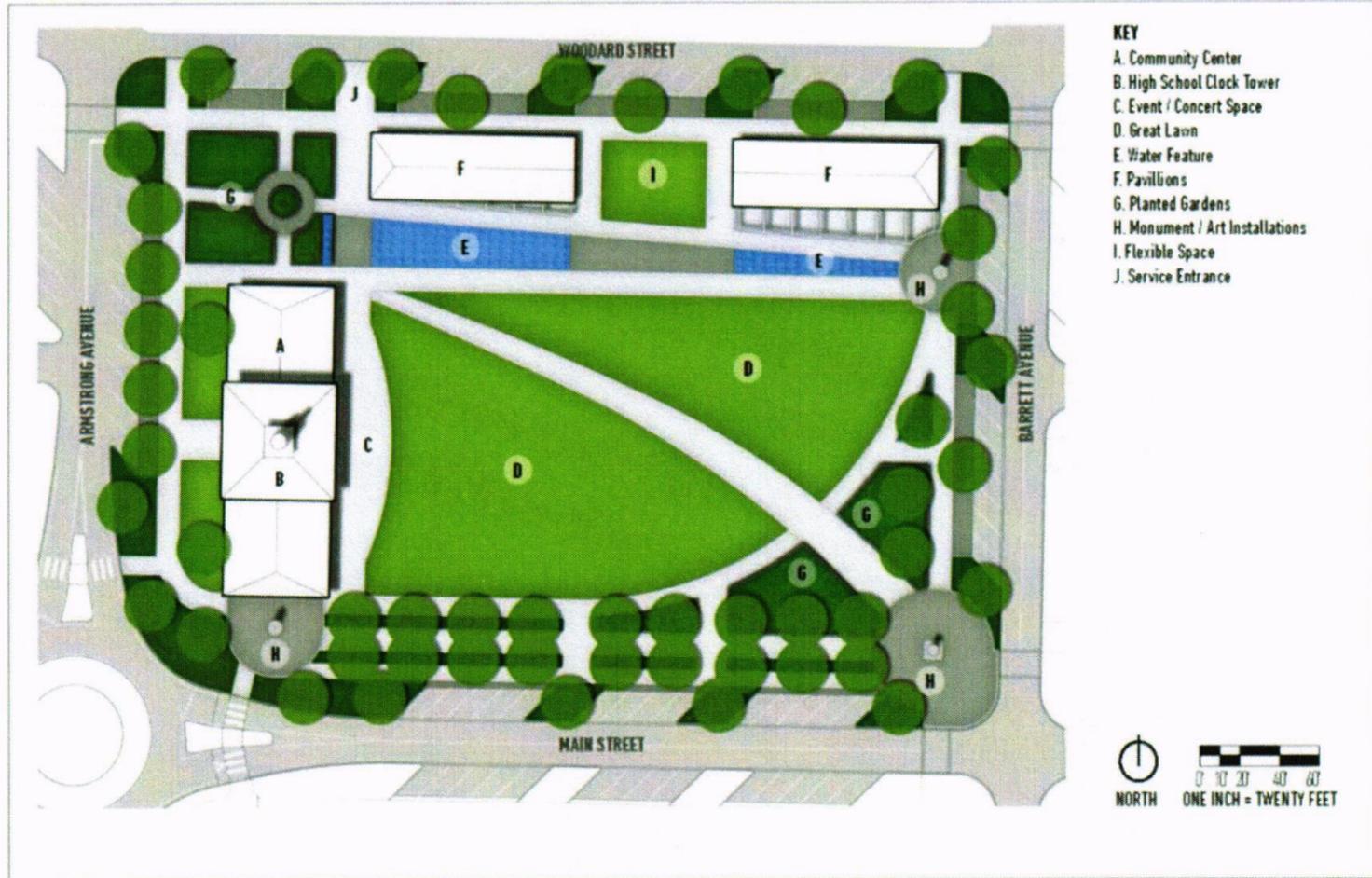
Outside of the pavilion structures are a series of water features that act as a splash pad, as a plaza space, and an interactive space for activities day and night. The conceptual fountain design is to be a slightly sloping stone surface that has a ¼ inch sheet of water flowing across it. The fountain could recognize one of Denison's heroes, Chesley Sullenberger. The fountain surface will be punctuated by individual fountain jets that can be programmed to act as a children's splash pad, be lit at night to be an interactive water feature, or be turned off to be

additional landscape plaza space.

The majority of the 700 Block park space will be occupied by the great lawn area between the market structures, the community center, and Main Street. This open space is imagined to be a turf area that is slightly sloped up to provide a range of views when the space is used for concerts, parades, or community events. The lawn will be divided by an arching walkway that will connect the corner of Barrett and Main Streets up through the park to the northwest corner of the space. Each of the four corners of the block will have areas for public art, landscape areas, and shade trees surrounding the walkways and gathering spaces. The roundabout design for Armstrong and Main Street also acts as a gateway to the downtown area and will act as a traffic calming measure and entry feature into the park space along the 700 Block.



700 Block Master Plan Concept



Designing Downtown Design # 11



Looking northwest of the corner of Main Street and Sarrett Avenue
12 // Designing Downtown Denison



Looking southeast from the corner of Woodard Street and Armstrong Avenue

Designing Downtown Denison # 13

HERITAGE PARK

In the middle of the Main Street corridor at the intersection of Touchdown Alley and Main Street is Heritage Park. This space was the location of a tragic building fire that not only destroyed a historic corner building on Main Street, but also took the life of one of Denison's local fire fighters. The park is dedicated to this fallen hero and has become the site for other tributes to fallen soldiers and first responders from the community. It is currently an open lawn area with a stage pavilion for small concerts and a mix of memorial monuments, plaques, and ornamental trees. The design of this space requires a sensitivity to the current purpose of the park, the current and potential uses of the park, and a solution that broadens the heritage aspects that the space could represent.

The design intent is to provide a flexible space for the types of events Denison strives to host in the park, provide memorial space for the existing and future memorials for the

community, and connect some of the city's historic heritage to the park design elements.

Denison was home to two significant round house structures near to the east and south of downtown, and round houses inspired the Heritage Park design concept. The round houses were used to repair the trains and these facilities become part of the railroad industry that put Denison on the map. Little of Denison's history as the first rail community in Texas is expressed throughout the community, and this design concept is a way to celebrate its rich history in the space that functions as the physical "heart" of the community.

The unique radiating rail features of the round house design is represented in the Heritage Park design by embedding rail tracks into the streetscape paving materials and changing the streetscape materials palette in the area of the park design. These radiating bands of tracks and circular

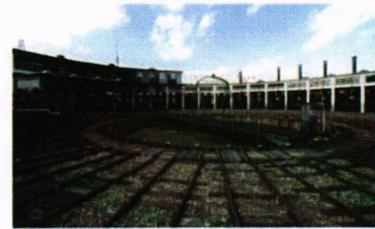
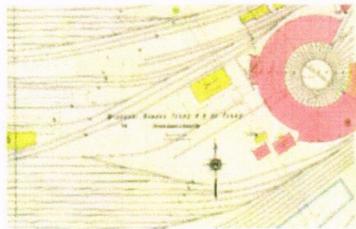
patterns become the foundation for where shade and ornamental trees and plantings can be placed in the park. It also helps to create outdoor rooms where activities like the stage pavilion can be expanded to also have backstage facilities for changing rooms and A/V equipment, restrooms, and concessions. It also provides the areas to house the memorials.

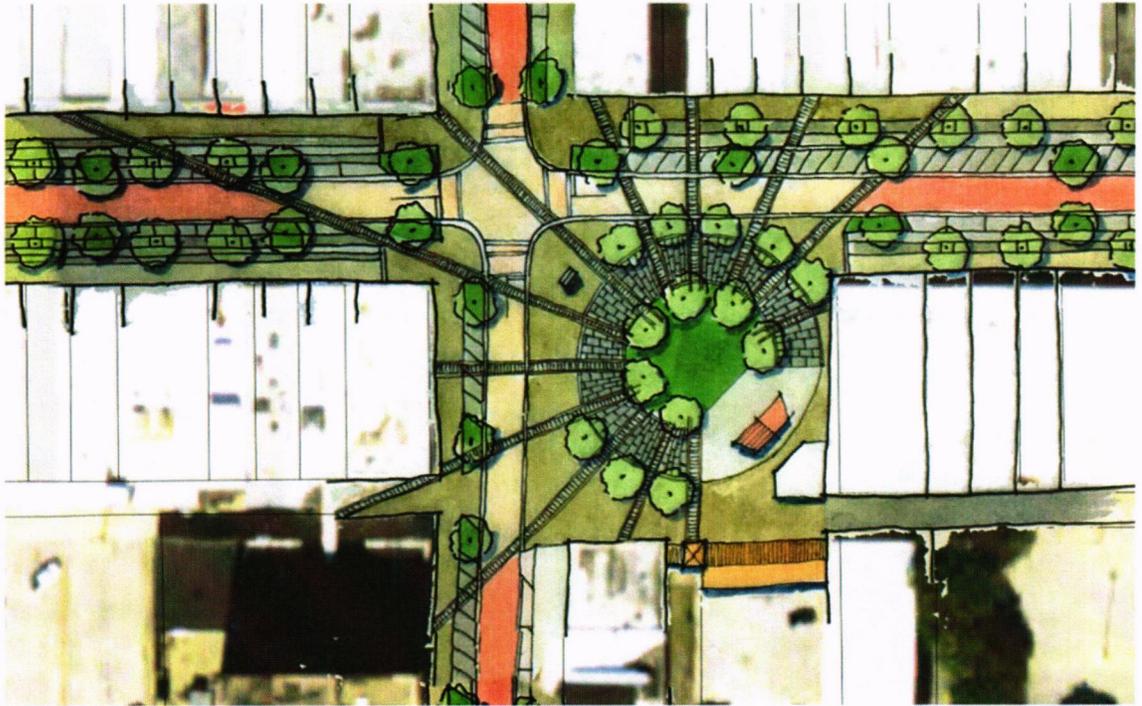
Trees along the Burnett Avenue side of the park are omitted which creates an open viewing area to the side of the building across from the park so that movies and events can be projected on the side of the building's wall and spectators can gather in the park to watch. The flush design of the street allows for this park and the streets to have a symbiotic relationship and during special events the edges of the delineated event spaces can blur and the events can expand to be contained by the edges of the buildings instead of the edges of the streets themselves.



Precedent imagery

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Heritage Park concept sketch

Designing Downtown Denison // 15

POCKET PARK

The empty space near the corner of Rusk Avenue and Main Street is currently an underutilized park space that is being used by some citizens as a dog park. It previously housed a business with Main Street frontage, but the building was recently torn down because of its dilapidated condition. Currently, the improvements to the space include grass, some boulders along the street edge to prevent vehicles from driving through the space, and a dog waste bag dispenser.

The design concept developed during the design workshop centered on a raised plaza area that was divided into multiple intimate rooms to provide seating options and places to congregate socially. The raised area would ramp in the middle of each end and have steps on the sides, so that it is accessible by all users and still provides multiple routes

to walk through the space. The edges of the park that interface with the streetscape would have weathering steel (sometimes called Cor-ten steel) planter bed walls that appear to slice through the sloped walkway into the park interior. Once inside the park these walls change materials into cut stone that is tall enough for seat walls and are aligned in a playful arrangement of angles and arcs to provide intimate seating areas for conversation and reflection.

In the middle of the plaza space would be two large grass mounds that are tall enough to lounge comfortably on or for kids to play on. Movable seating could be placed through the space so that different areas can be populated more intensely at times, or if individuals are desiring more solitude, they can move their own chairs to a quieter part of the space. In the planter beds would

be native plantings of grasses, shrubs, and ornamental trees to provide a softening of the park space and to provide shade.

Cantenary string lighting and a the tree canopy, will provide a ceiling to the park rooms and provide soft light at night. Additional lighting could be incorporated into the seat walls.

The existing building walls on each side of the park could be decorated with murals by local artists or living walls with topiary plantings and vines growing up the walls. As the buildings adjacent to the space are redeveloped and reimagined over time, it would be possible for these buildings to open up their sides to the park space with roll up doors or utilizing the movable seating in the park to provide outdoor space for restaurant dining or events.



Precedent imagery

11 // Designing Downtown Denison



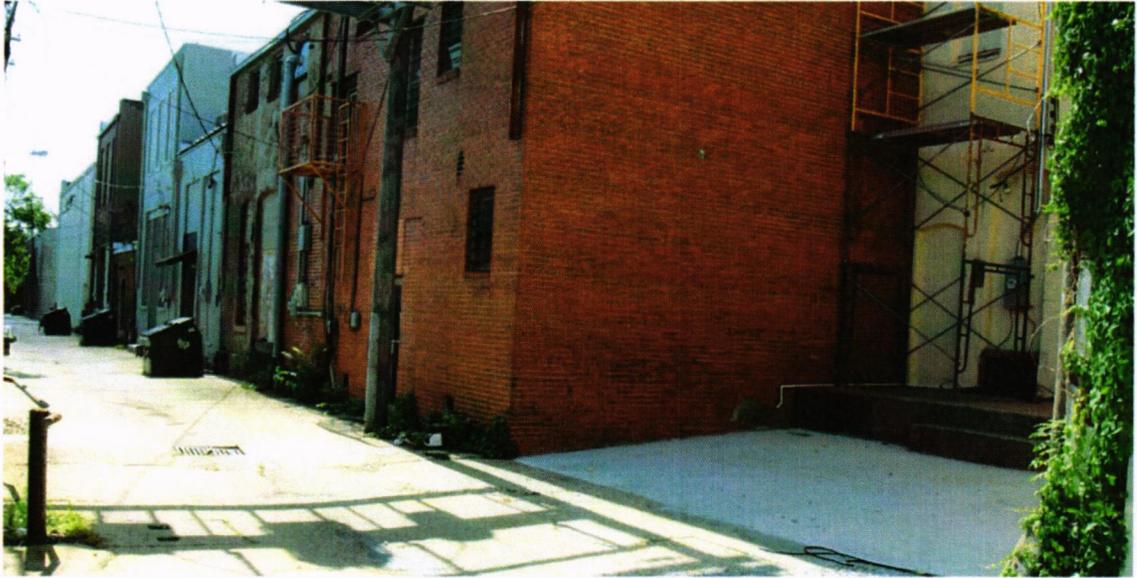
Illustrative rendering of Pocket Park concept

Designing Downtown Denison // 17

ALLEYS

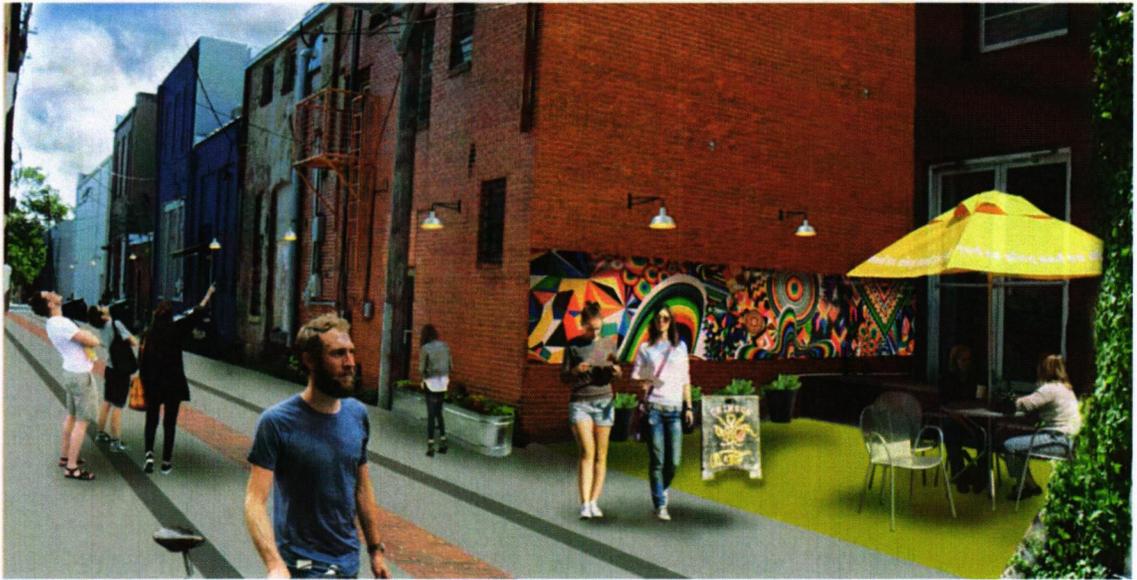
The City of Denison is making great strides to improve and revitalize its downtown core and substantial efforts to redesign Main Street are currently underway. The City also recognizes the importance of addressing alleys adjacent to Main Street as part of revitalizing downtown. Simple efforts to organize the space, clean up some areas, and address facades will help these alley spaces feel safer and more inviting. If addressed well the alleys of Denison can become a "second door" to commerce along Main Street and have a life of their own.

The intent of this document is to provide the City, residents, and business owners with ideas on how to address and activate alley spaces. While alleys along Main Street are the primary focus, the same ideas can be applied to other alleys throughout downtown.



Typical existing conditions of alleys in Denison.

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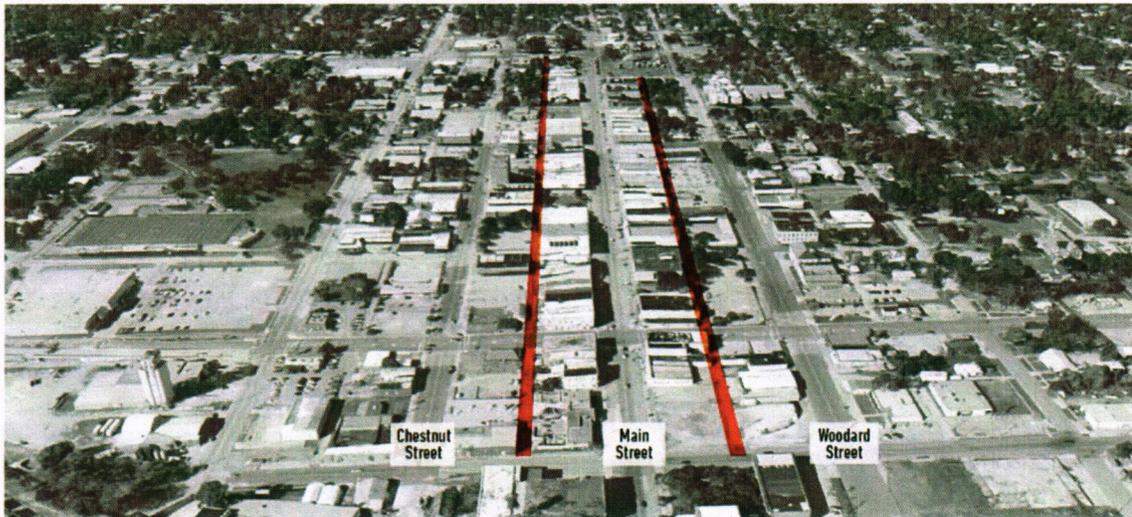
Illustrative rendering of alley concept.

Designing Downtown Denison // 19

EXISTING CONDITIONS

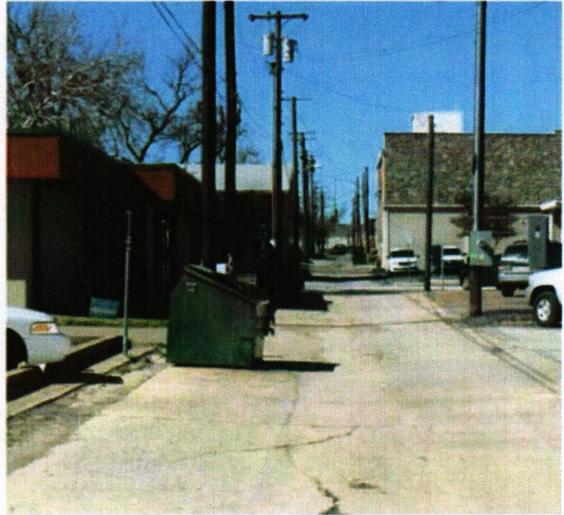
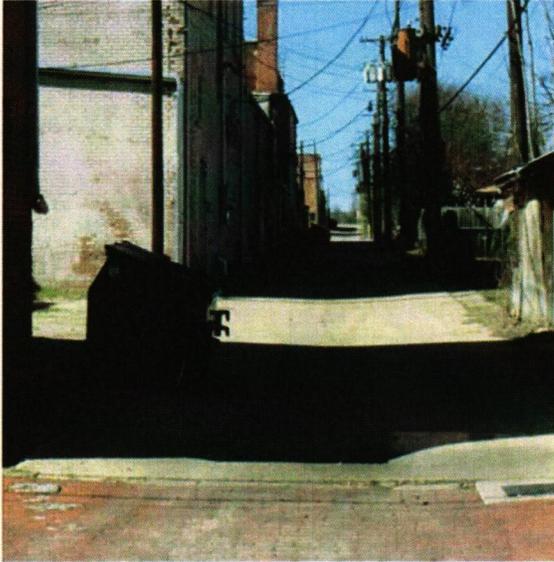
The alleys between Main Street and the parallel streets of Chestnut Street and Woodard Street are the primary area of focus for this design guide. Currently, these alleys serve an important function for residents and businesses along the corridor yet they are in various states of disrepair. Typically 20' in width, the alleys are a critical part of the downtown system of streets as they accommodate deliveries, trash receptacles, and utility poles that would otherwise be along Main Street, Chestnut Street, or Woodard Street.

Because of their current condition and the condition of some building facades, the alleys are generally uncomfortable spaces for most people and allow for some undesirable activity. Yet, Denison's alleys can become a wonderful community asset through some simple changes to and treatments.



Aerial of downtown Denison. The red indicates alleys of particular focus.

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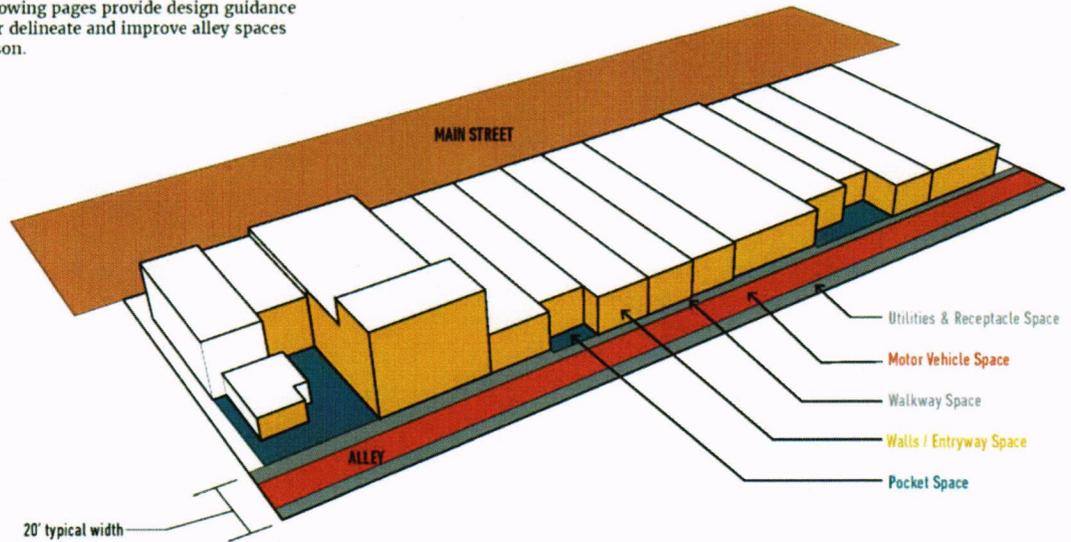
Typical alley conditions.

Designing Downtown Denver # 21

ALLEY DESIGN OPPORTUNITIES

SPACE DELINEATION

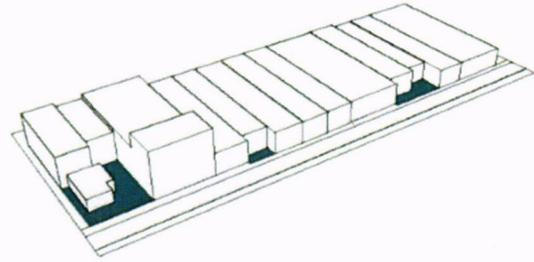
Alleys provide a unique public space opportunity for communities. They are the primary spaces to receive services and deliveries, but also provide a "second door" for businesses and residences. The City of Denison is fortunate in that it has an intact alley system. Through some organization and modifications, Denison's alleys can become a celebrated part of the community. The following pages provide design guidance to better delineate and improve alley spaces in Denison.



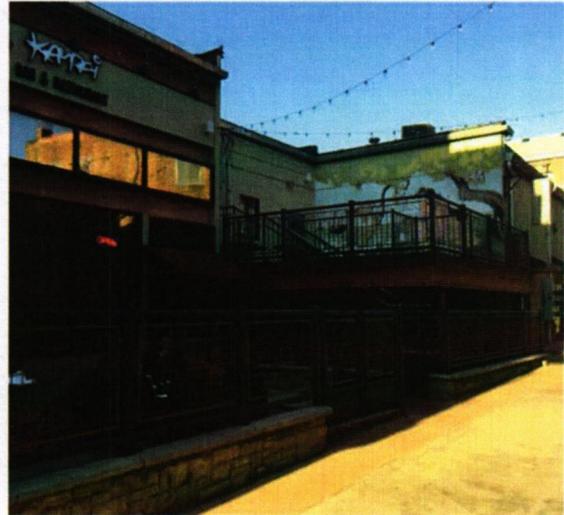
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POCKET SPACES

In some locations, buildings are set back a bit from the typical 20' alley width. The extra space could provide outdoor public "rooms" for congregation and enliven the alley space. In some instances, these pocket spaces could provide room for outdoor cafe seating or retail spill out space. Defining spaces through surface material treatments, awnings at business entries, small walls and/or fences could help claim the space and make them feel comfortable for business owners and clientele.



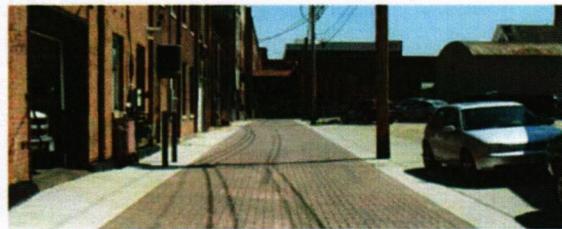
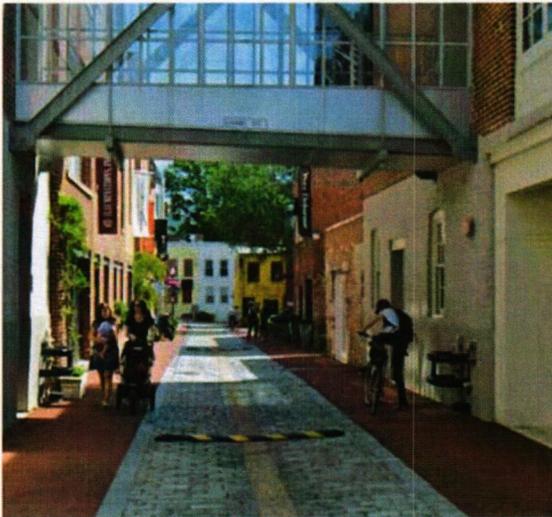
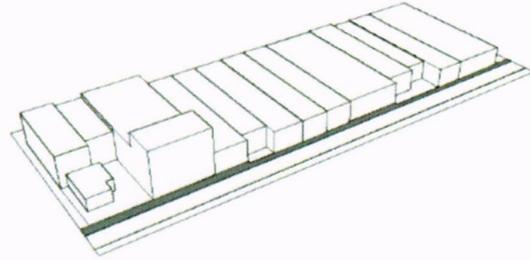
Examples of outdoor rooms within alleys.



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WALKWAYS

In alleys it is important to create an accessible walkway for pedestrians. A minimum of 5' walkway that is clear of obstacles and consists of a smooth pavement option is best. A different material than the vehicle travel way helps clearly define the walking space and provides a safe option for those with visual or physical impairments, and for families with small children and strollers.

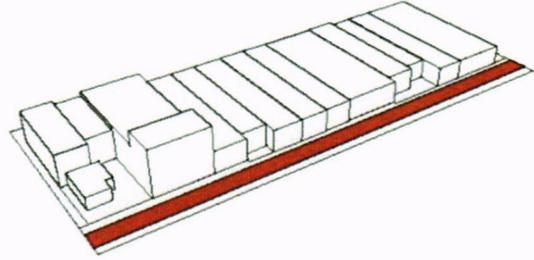


Alley examples that clearly delineate pedestrian space through the use of different materials.

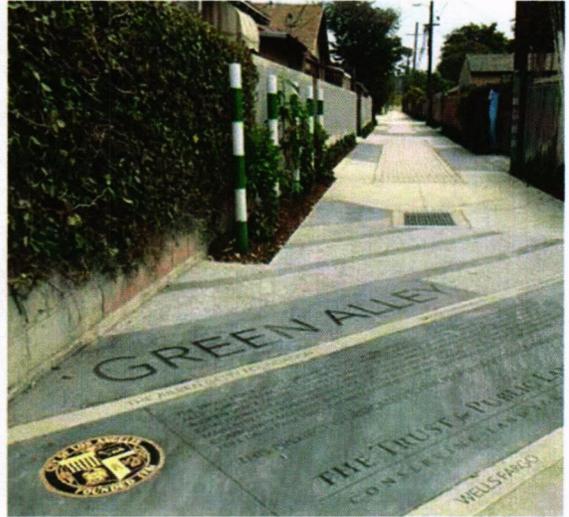
24 // Designing Downtown Denver

MOTOR VEHICLE TRAVEL WAY

Clearly defining the motor vehicle travel area in alleys is important. While it is critical motor vehicles have access to and through the alleys, optically narrowing the space through material treatments is an effective way to slow speeds and communicate to drivers to expect other activities in the alley areas. The motor vehicle area should be no more than 12' to 13' in width. Twelve to 13' feet can easily accommodate delivery vehicles and emergency vehicles.



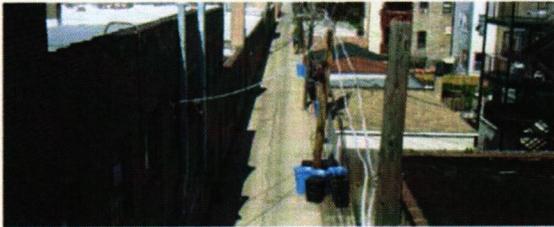
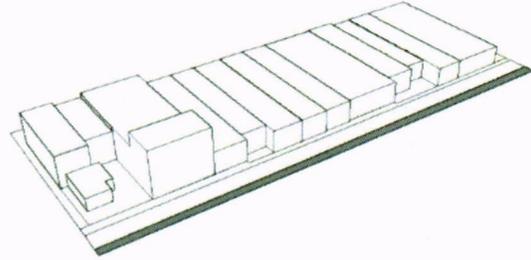
Motor vehicle space is clearly defined through use of materials and pattern.



Designing Downtown Denison // 25

RECEPTACLE AND UTILITY CONSOLIDATION

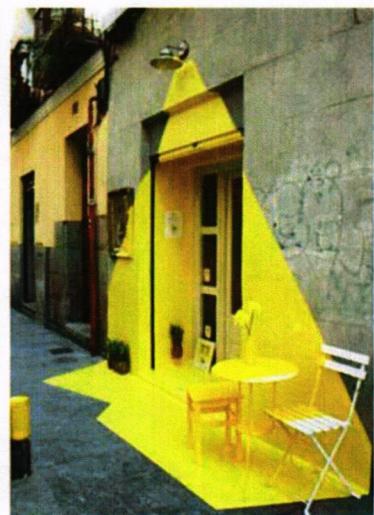
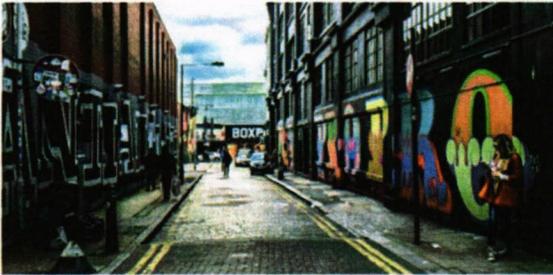
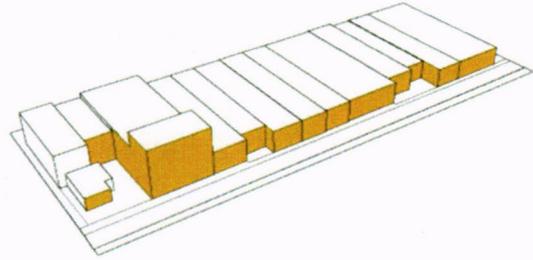
Consolidating trash receptacles, recycling receptacles, and utility poles to one side of an alley also helps make alleys feel more comfortable and clean. The receptacle and utility area should be on the opposite side of second door entrances for buildings that also front Main Street. In some instances it may be possible to cluster the receptacles in key locations along the alley so they do not line the entire corridor.



Utility and receptacle consolidation examples

WALLS & LIGHTING

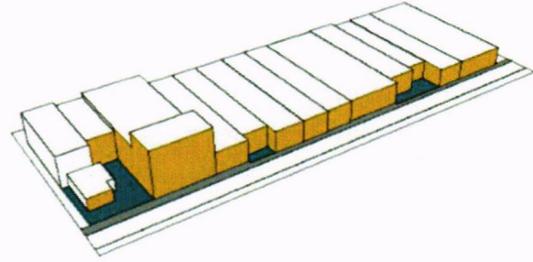
Building facades present a wonderful opportunity to dress up an alley space. This can be done through artistic murals, lighting, and incorporating other aesthetic treatments such as planters near walls and entryways. These treatments indicate people care about the space and helps create a safer environment, especially at night. Lighting both upward and downward along a facade is an effective way to ensure there are no dark spaces. Lighting at 20' - 30' on center is recommended but spacing could change depending on the type of lighting used.



Examples of outdoor rooms, with in alleys

TEMPORARY INSTALLATIONS

A full reconstruction of alleys can be an expensive endeavor and there are some simple treatments Denison could employ to better claim and activate its alley spaces. Eventually the pavement will need to be replaced and that presents an opportunity to fully redesign the alleys. In the interim, simple and temporary things like painting a walkway area, hosting events, and using found objects to create seating spaces and planters can be a great way to activate the space, make the alleys feel safer, and illustrate their full potential to the community.

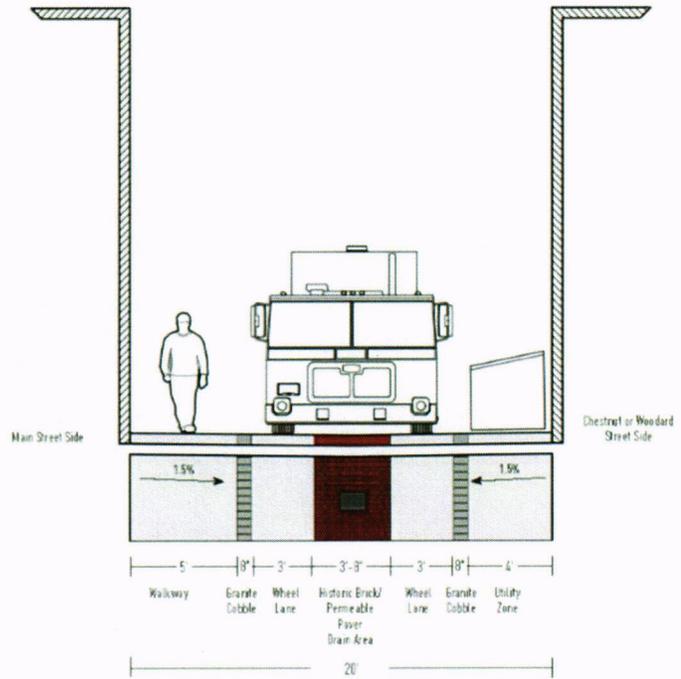


Temporary alley installations to activate the space

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ALLEY CROSS SECTION RECOMMENDATION

When alley reconstruction is feasible, Denison will have an opportunity to better define the spaces throughout its alley system. The section graphic to the right indicates recommended features and dimensions of a full alley redesign. Walkways would be closest to alley entrances for businesses and residences along Main Street and consist of concrete. A granite cobble between the walkway and the travel way helps to clearly define where to expect people walking and where to expect vehicles traveling. The wheel lanes of the travel lane would be concrete. The center area of the travel lane could consist of Denison's historic bricks or a new permeable paver. Another granite cobble strip defines the utility zone where receptacles and utility would be located in another concrete area. The alley would be sloped toward the middle and stormwater managed through center drains and an underground stormwater system.



PARKING LOTS

The parking lot designs concepts are based on information provided by the City and aerial photography acquired from Google Earth. The overall dimensions provided are estimates. The concept drawings are to provide ideas for how to reconfigure the lots to maximize parking and make them more aesthetically pleasing (see pages 15-19). The concepts are not for construction purposes.

EXISTING PARKING SUPPLY // The existing parking supply was not determined due to difficulty counting the spaces via aerial photography (stall lines are worn or absent and tree branches block the view).

ACCESSIBLE PARKING // The parking lot designs meet ADA compliance for restriped lots. The parking lots should be built with

no vertical curbs (curbstones exempted) or abrupt elevation changes between the lot and the alley, sidewalk, and, ideally any adjacent finished floor elevations. The idea is to maximize accessibility for people with mobility impairments and to generally reduce tripping hazards.



Parking lot locations

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SCREENING // A 30" to 32" decorative wall is recommended between the parking lots and the sidewalk. This could be a concrete wall or green screen (fence with vines or small rectilinear planters). There is a 2 foot wide allocation of space to accommodate the screening wall on all of the proposed lots.

No screening is recommended along the alleys to allow for easy access to destinations.

DRIVEWAY AND ALLEY ACCESS // Lots 2, 3, 4, 5, and 6 have one driveway on Chestnut Street and one on the alley. The idea of limiting the number of driveways on the street to one driveway achieves two key benefits; specifically it avoids interrupting the sidewalks very much; and maximizes the on-street parking supply.

Access to the parking from the alleys is encouraged to create natural surveillance in the alleys. Additionally, access to parking, loading, and services is a basic purpose of alleys. The entry to the parking lots from the alleys are typically aligned so the parking lot can easily be used to access the alleys with the minimum number of turns.

Where the driveway leaves the parking lot, some legible change is recommended to the ends of the decorative wall to reinforce the idea that this is the entrance to the parking lot. The sidewalk material, elevation, and pattern is not to be interrupted. Any elevation change is to be made up in a concrete apron, between the sidewalk and the edge of the street.

Parking was maximized, even close to

the driveways. The driveways need to be monitored for sight lines periodically after opening. If motorists, exiting the parking lots, are having difficulty seeing people using the sidewalk, then one or two spaces can be removed.

Lot 1 is longer in length so two driveways are provided on the street. Its alley access was located more centrally on the lot to allow direct access from a perpendicular alley on the north side of the block.

Lot 4 has access to the alley but it is blocked by the public restrooms in the old rail car. The lot has only one module and as such, it is a dead-end parking lot. However, the aisle is proposed to be extra wide to help motorists turn around, in the event there that all the stalls are occupied.



Typical parking lot existing conditions.



Designing Downtown Carlson // 31

PARKING SEARCH AND CIRCULATION //

Presently, the parking aisles in Lots 1, 2, and 5 include parking aisles which require the motorist to leave the parking lot if one module is full and turn around on the street or in the alley in order to drive into the next parking module. Driveways at the ends of every parking aisle results in plenty of unnecessary crossings of the sidewalks and an unsafe recirculation using of the street and alley. In all of the proposed redesigned parking lots, all of the circulation takes place inside of the parking lot.

PARKING ANGLES AND DIMENSIONS //

The distance between the alley and the right-of-way on Chestnut Street is 120'. The lengths of all lots along the block are all longer than 120', making the most space efficient aisle orientation parallel with the street. Parking modules, which employ 90-degree parking with 9'-wide stalls, can be as narrow as 59'. Two such modules fit in the 120', leaving 2' for the screening walls.

90-degree parking also allows for the aisles to be two-way. This has several advantages over one-way systems. Motorists can drive directly between the lot's entrance and available stall, thus cutting down on the length of the driving in the lot. If one aisle is blocked, then motorists can use the other aisle. Additionally in this configuration there is no driving the wrong way, it cuts down on signage, pavement markings, and enforcement.

The stalls are proposed to be 18' long and the aisles 23' wide.

LEFTOVER SPACE, EXISTING TREES, AND

BUFFERS // A 2' buffer is recommended between the ends of any parking stalls that are located next to buildings. The space helps to prevent damage to the walls. Curbstones should be located such that a 2' wide space exists between the curbstone and the end of the parking space. Curbstones are recommended on all of the exterior parking spaces. It is recommended to monitor the 2 foot distance and make adjustments based on the prevailing overhang.

In some of the corners of the lots, there is an 18' by 18' space that is unusable for parking. In Lot 1, there are some end islands proposed due to the width of the space. In Lot 3 there are some existing trees that should be preserved. These areas should be landscaped and retain existing shade trees or incorporate new shade trees in them. These areas should have a drought-resistant ground cover and be curbed to prevent damage to the plants. The lots could be graded to allow stormwater to enter the planter as desired.

COMBINING PRIVATE AND PUBLIC

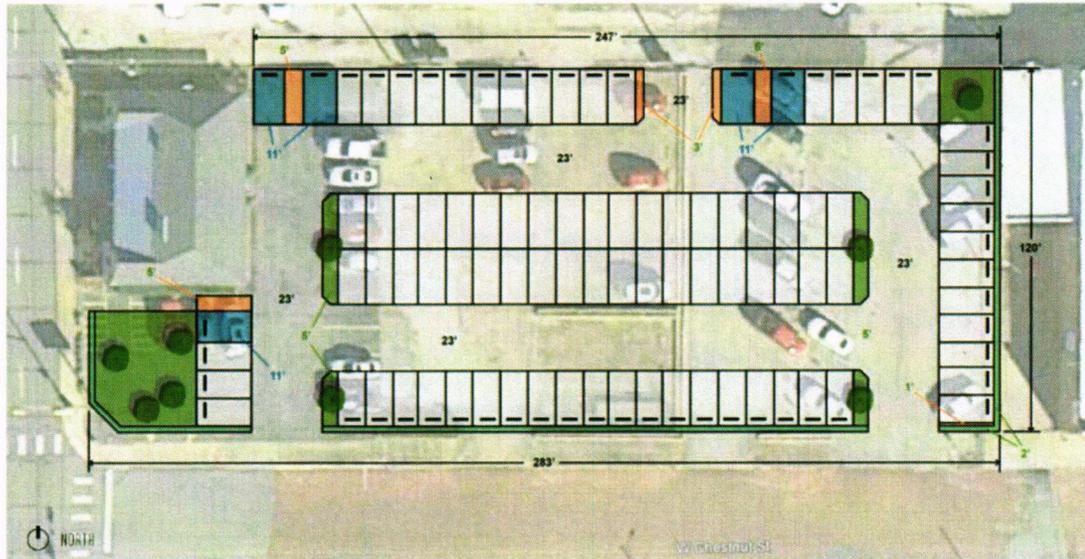
PARKING LOTS // The recommended redesign of Lots 1, 3, 4, and 6 combine the public lots and private lots. The resulting parking lot can result in better outcomes for both public and private interests if managed

well. It is recommended that no private/public distinction be made between any of the parking spaces for a test period after opening of no less than three months that captures at least one public event. If after the test period, it seems necessary for some of the spaces to be signed as private that can be added to the parking through signage

Signs, facing both directions down the street, with a large green "P" and an arrow on them, are all that is needed near the driveway and across from the street from the driveway. Wayfinding signs could also be incorporated on the main approaching streets as well.

No private or reserved spaces for private interests would be ideal. However, if private interest experiences deem that reserved spaces are required, the number of spaces that can be reserved should be less than the number that they currently have in their private parking lot to accommodate those who park and want to access multiple destinations. The reservation should also be limited to the needed time frame. For example, for an office perhaps the reservations are from Monday to Friday, between 7:00 a.m. and 5:00 p.m. Outside of that time frame, the spaces can be used publicly.

PARKING LOT 1 // 87 SPACES & 5 ACCESSIBLE SPACES



- Parking stall (9'x18' typical)
- Accessible parking stall (11'x18' typical)
- Buffer (30" to 32" tall decorative wall except when next to buildings)
- Curbstone, 5' long, 2" between the curbstone & the end of the space
- Hatched out area with paint
- Curbed area with ground cover & shade tree
- Shade tree

PARKING LOT 2 // 71 SPACES & 3 ACCESSIBLE SPACES



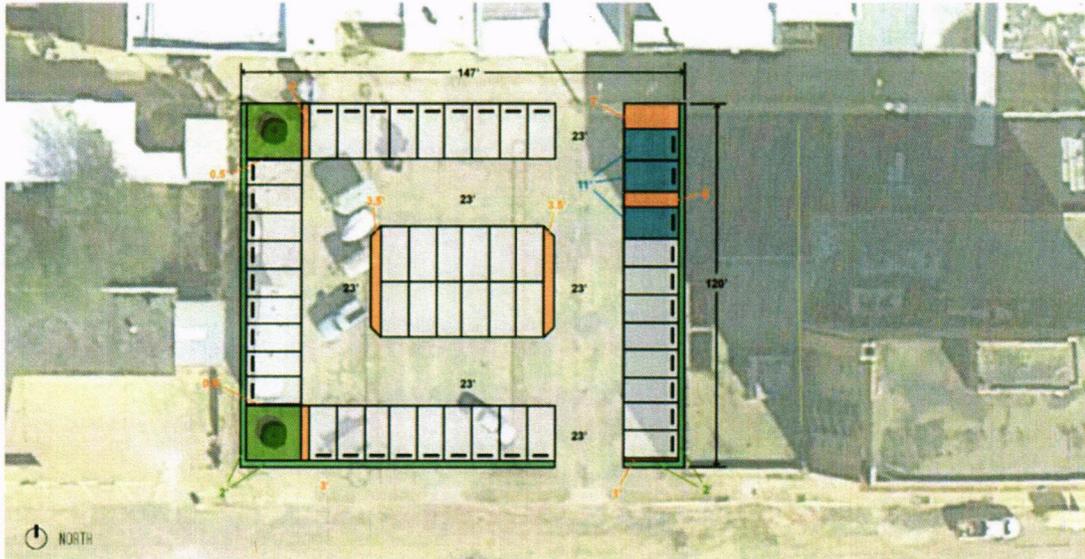
- Parking stall (9'x18' typical)
- Accessible parking stall (11'x18' typical)
- Buffer (30" to 32" tall decorative wall except when next to buildings)
- Curbstone, 5' long, 2' between the curbstone & the end of the space
- Hatched out area with paint
- Curbed area with ground cover & shade tree
- Shade tree

PARKING LOT 3 AND 4 // 66 SPACES & 7 ACCESSIBLE SPACES



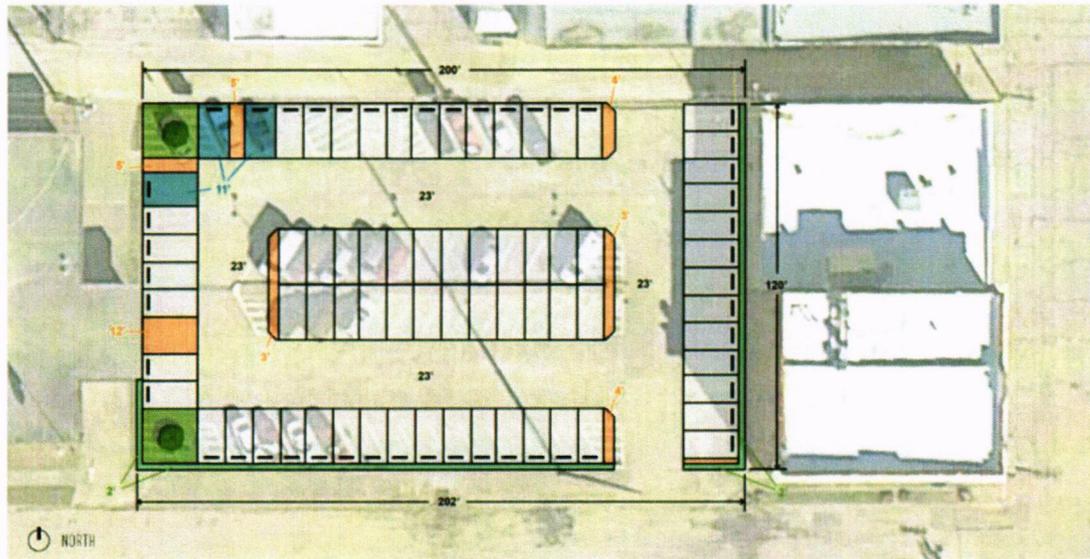
- Parking stall (9'x18' typical)
- Accessible parking stall (11'x18' typical)
- Buffer (20" to 32" tall decorative wall except when next to buildings)
- Curbstone, 5' long, 2" between the curbstone & the end of the space
- Hatched out area with paint
- Curbed area with ground cover & shade tree
- Shade tree

PARKING LOT 5 // 47 SPACES & 3 ACCESSIBLE SPACES



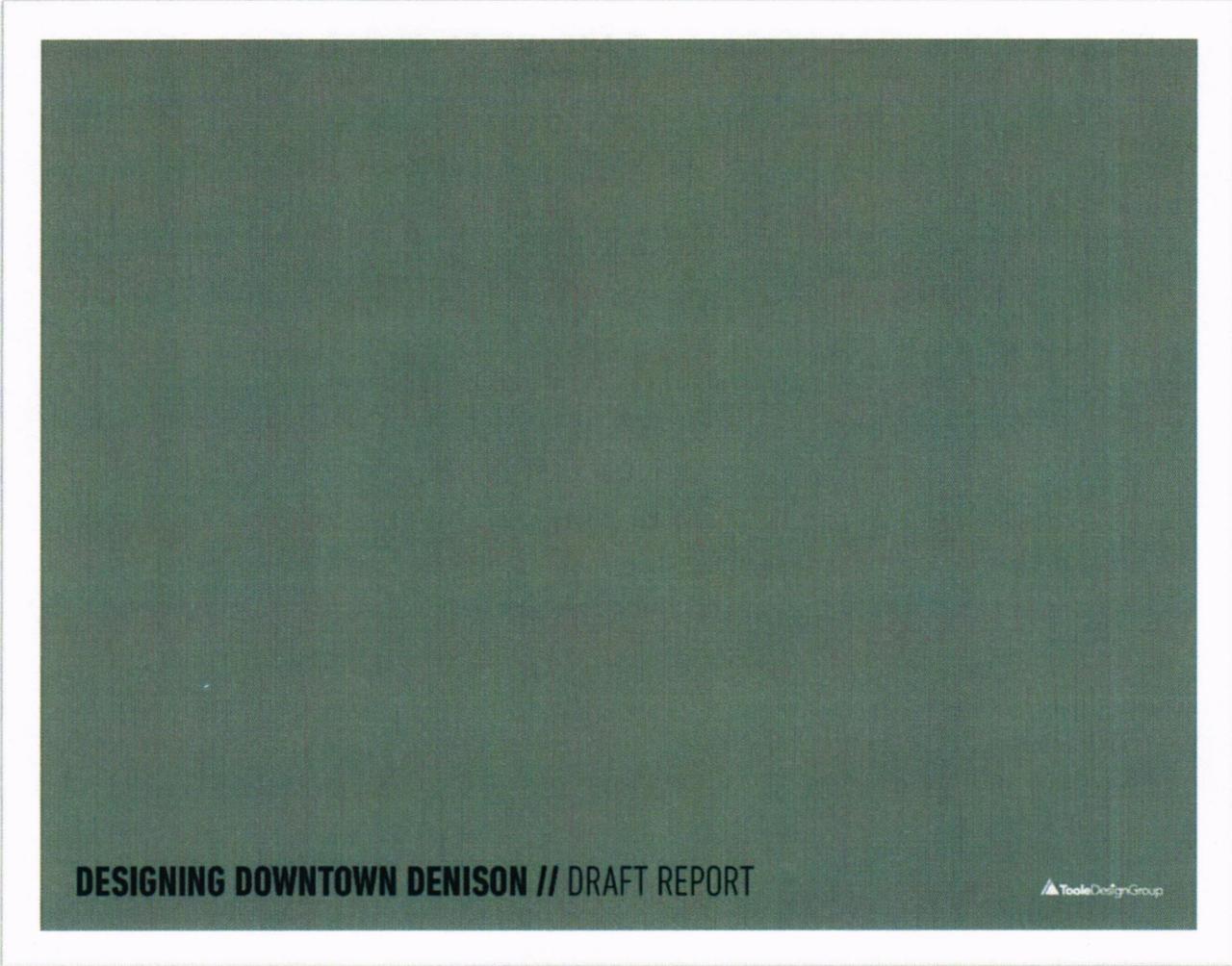
- Parking stall (9'x18' typical)
- Accessible parking stall (11'x18' typical)
- Buffer (30" to 32" tall decorative wall except when next to buildings)
- Curbstone, 5' long, 2' between the curbstone & the end of the space
- Hatched out area with paint
- Curbed area with ground cover & shade tree
- Shade tree

PARKING LOT 6 // 70 SPACES & 3 ACCESSIBLE SPACES



- Parking stall (9'x18' typical)
- Accessible parking stall (11'x18' typical)
- Buffer (30" to 32" tall decorative wall except when next to buildings)
- Hatched out area with paint
- Curbed area with ground cover & shade tree
- Curbstome, 5' long, 2' between the curbstome & the end of the space
- Shade tree

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DESIGNING DOWNTOWN DENISON // DRAFT REPORT

 Toole Design Group

EXHIBIT H – Phase 1 Area

