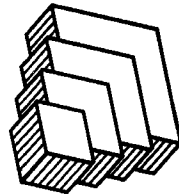


FINAL

PHASE I
PROJECT PLAN
March 2013

Tax Increment Reinvestment Zone No. 1

City of Denison, Texas



SCHRADER & CLINE, LLC

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Addison, TX 75001
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March 2013

The City of Denison, Texas proposes to establish a Tax Increment Financing Reinvestment Zone (“TIF”) for the purpose of dedicating the increase in tax revenue generated within the TIF to provide funds (the “TIF Funds”) for the necessary public infrastructure to encourage accelerated development in this area of the City. The TIF consists of approximately 727 acres and is more fully described in *Project Plan Exhibit A (the “TIF Zone”)* for all phases of development. It is expected that the TIF will exist for thirty (30) years or until the date when all project costs for all phases of development are paid, whichever comes first. The public infrastructure eligible for reimbursement from TIF Funds will be planned and constructed in phases during the term of the TIF to support the phases of private development of property within the TIF Zone, as generally depicted on the Development Phasing Plan shown on Exhibit B-1. This Project Plan covers Phase I of the public infrastructure improvements.

As set forth in Section 311.011 of the Tax Increment Financing Act of the Texas Tax Code Ann., the Project Plan for Tax Increment Financing Reinvestment Zone No. 1, Denison, Texas must and does include the following elements:

1. A map showing existing uses and conditions of real property in the TIF and a map showing proposed improvements to and proposed use of the property.

- The boundaries of the TIF are shown on the map labeled *Project Plan Exhibit: B*;
- *Project Plan Exhibit: C* shows existing land use within the TIF. Currently, the area is undeveloped.
The area contains less than ten percent existing residential.
- *Project Plan Exhibits: D, E, F, G, and H* identify Phase I public improvements being proposed for the TIF;
- A listing of Phase I public improvements is shown in *Project Plan Exhibit: I*; and
- *Project Plan Exhibit: J* shows anticipated Future Land Use within the TIF.

2. Proposed changes of zoning ordinances, the master plan of the municipality, building codes, and other municipal ordinances.

- Any changes to codes, ordinances, or master plan as a result of the creation of the TIF will be made through the standard process and procedures of the City.

3. A list of estimated non-project costs.

- Non-project costs within the TIF are those development costs not paid for by the TIF. The non-project costs anticipated to be supported by Phase I of the public infrastructure will include, but are not limited to, \$ 114.5 million, of new private development.

4. A statement of a method of relocating persons to be displaced as a result of implementing the plan.

- Although not anticipated, in the process of developing the TIF, any relocation will be made through the standard process and procedures of the City.

Boundary Description

SITUATED in the County of Grayson, State of Texas, and being a part of the D. C. Shelp Survey, Abstract No. 1097, the William Mulligan Survey, Abstract No. 875, the W. S. Thurman Survey, Abstract No. 1265, the Lavina Miller Survey, Abstract No. 898, the A. L. Thompson Survey, Abstract No. 1275, the J. G. Gnase Survey, Abstract No. 1567, the Thomas Bradley Survey, Abstract No. 81, and the Seymore Bradley Survey, Abstract No. 113, and being more particularly described by bounds as follows, to-wit:

BEGINNING at a point at the intersection of the center of F. M. Highway No. 691 with the center of Theresa Drive, a public street, at a corner of the existing city limits of the City of Denison, Texas;

THENCE Westerly, with the center of said F. M. Highway No. 691, passing the center of U. S. Highway No. 75 at about 3,870 ft. and continuing to a point at the intersection of the center of said F. M. Highway No. 691 with the extended East line of the 18.50 ac. tract of land conveyed to Jeff Barrier in Volume 2567, Page 555, Official Public Records, Grayson County, Texas;

THENCE Northerly, with the extended and eventually, the actual East line of said Barrier tract to a point at the Northeast corner of said Barrier 18.50 ac.;

THENCE Westerly, with the North line of said Barrier 18.50 ac. to a point in the East line of the 77.58 ac. tract of land conveyed to TPJ Properties, Ltd. in Volume 4226, Page 210, said Official Public Records, at the Northwest corner of the Barrier 18.50 ac.;

THENCE Southerly, with the East line of said TPJ Properties 77.58 ac. to a point at the intersection of the extended East line of said TPJ Properties 77.58 ac. with the center of said F. M. Highway No. 691;

THENCE Westerly, with the center of said F. M. Highway No. 691 to a point at the intersection of the center of said F. M. Highway No. 691 with the West right-of-way line of F. M. Highway No. 131, at the Southwest corner of the herein described tract;

THENCE Northerly, with the West right-of-way line of said F. M. Highway No. 131 to a point at the intersection of the West right-of-way line of said F. M. Highway No. 131 with the extended West right-of-way line of Loy Lake Road;

THENCE Northeasterly, with the West right-of-way line of said Loy Lake Road, to a point at the intersection of the West or North right-of-way line of said Loy Lake Road with the West right-of-way line of U. S. Highway No. 75;

THENCE Southerly, with the West right-of-way line of said U. S. Highway No. 75, to a point at the intersection of the West right-of-way line of said highway with the South right-of-way of said Loy Lake Road;

THENCE Westerly, with the South right-of-way line of said Loy Lake Road to a point in the East line of the 154.92 ac. tract of land conveyed to TPJ Properties in Volume 4266, Page 251;

THENCE Southerly, with an East line of said TPJ Properties 154.92 ac. to a point at the Southwest corner of the 10.5321 ac. tract of land conveyed to Billy L. Atkinson and Juanita Atkinson in Volume 2267, Page 405, said Real Property Records, at an Ell corner of both said TPJ Properties 154.92 ac. and the herein described tract;

THENCE Easterly, with a North line of said TPJ Properties 154.92 ac. to a point at the most Easterly Northeast corner of said TPJ Properties 154.92 ac.;

THENCE Southerly, with an East line of said TPJ Properties 154.92 ac. to a point at the Northwest corner of Lot 2, Marilyn Heights to the City of Denison, Texas, as per plat of record in Volume 8, Page 141, Plat Records, Grayson County, Texas;

THENCE Easterly, with the North line of said Lot 2 to a point in the West line of Lot 1, said Marilyn Heights, at an Ell corner of the herein described tract;

THENCE Northerly, with the West line of said Lot 1 to a point at the Northwest corner of said Lot 1;

THENCE Easterly, with the North line of said Lot 1 to a point at the Northeast corner of said Lot 1;

THENCE Southerly, with the East line of said Lot 2 to a point at the Southeast corner of said Lot 1 and the Northeast corner of said Lot 2;

THENCE Southeasterly, with the East line of said Lot 2 to a point in the West right-of-way line of U. S. Highway No. 75;

THENCE Southerly, with the West right-of-way line of said U. S. Highway No. 75 to a point at the Northeast corner of said TPJ Properties 105.43 ac.;

THENCE Easterly, over and across said U. S. Highway No. 75 to a point in the East right-of-way line of said U. S. Highway No. 75, at the Northwest corner of the 32.273 ac. tract of land (Tract Two) conveyed to TPJ Properties, Ltd. in Volume 3869, Page 708, said Official Public Records;

THENCE Easterly, with the North line of said TPJ Properties 32.273 ac. to a point at the Northeast corner of said TPJ Properties 32.273 ac.;

THENCE Southerly, with the East line of said TPJ Properties 32.273 ac. to a point at the most Easterly Northeast corner of Lot 1, CMC/Cigna Denison Call Center, Gateway Addition, Phase Two to the City of Denison, Texas, as per plat of record in Volume 18, Pages 84 and 85, said Plat Records;

THENCE Westerly, with the North and an East line of said Lot 1 to a point in the East right-of-way line of said U. S. Highway No. 75, at the Northwest corner of said Lot 1;

THENCE Southerly, with the East right-of-way line of said U. S. Highway No. 75 to a point at the Northwest corner of Lot 2, Replat of Gateway Addition, Phase 1 to the City of Denison, Texas, as per plat of record in Volume 19, Pages 92 and 93, said Plat Records;

THENCE Easterly, with the North line of said Replat of Gateway Addition, Phase 1 to a point at the Northeast corner of said Lot 1, said Replat;

THENCE Southerly, with the East line of said Lot 1 to a point in the North right-of-way line of F. M. Highway No. 691, at the Southeast corner of said Lot 1, said Replat;

THENCE Easterly, with the North right-of-way line of said F. M. Highway No. 691 to a point at the most Westerly corner of Lot 1A, Block 2, Replat of Lot 1, Block 2, Gateway Medical Office Park, Phase 5 to the City of Denison, Texas, as per plat of record in Volume 21, Pages 161 and 162, said Plat Records;

THENCE Northeasterly, with the East line of Pool Road, the West line of said Lot 1A, passing the most Westerly Northwest corner of said Lot 1A and the Southwest corner of Lot 1, Gateway Medical Park, Phase 1 to the City of Denison, Texas, as per plat of record in Volume 19, Pages 179 and 180, said Plat Records and continuing with the West line of said Lot 1 to a point at the Northwest corner of said Lot 1;

THENCE Easterly, with the North line of said Lot 1 to a point at the Northeast corner of said Lot 1;

THENCE Southwesterly with the East line of said Lot 1 to a point at the Northwest corner of said Lot 1A;

THENCE Easterly, with the North line of said Lot 1A, to a point in the West line of said TPJ Properties 82.340 ac., at the Northeast corner of said Lot 1A;

THENCE Northerly, with the West line of said TPJ Properties 82.340 ac. to a point at the Northwest corner of said TPJ Properties 82.340 ac., the Southwest corner of the property conveyed to Honey Run Ranch in Volume 3865, Page 491, said Official Public Records;

THENCE Easterly, with a North line of said TPJ Properties 82.340 ac. to a point at the most Northerly Northeast corner of said TPJ Properties 82.340 ac.;

THENCE Southerly, with an East line of said TPJ Properties 82.340 ac. to a point at an Ell corner of said TPJ Properties 82.340 ac.;

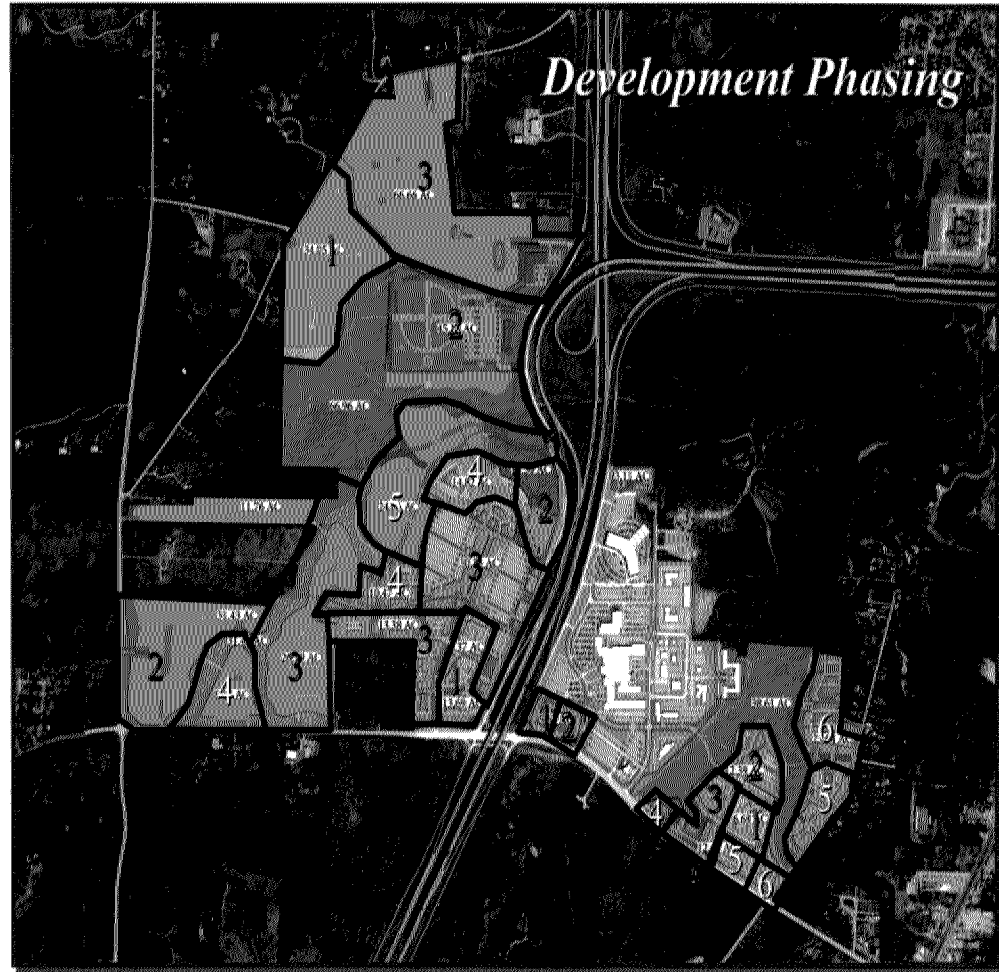
THENCE Easterly, with a North line of said TPJ Properties 82.340 ac. to a point in the center of said Theresa Drive, at the most Easterly Northeast corner of said TPJ Properties 82.340 ac.;

THENCE Southerly, with the center of said Theresa Drive and the actual and extended East line of said TPJ Properties 82.340 ac. to the PLACE OF BEGINNING and containing 727 ACRESSE of land.

Property Boundary Map



Development Phasing

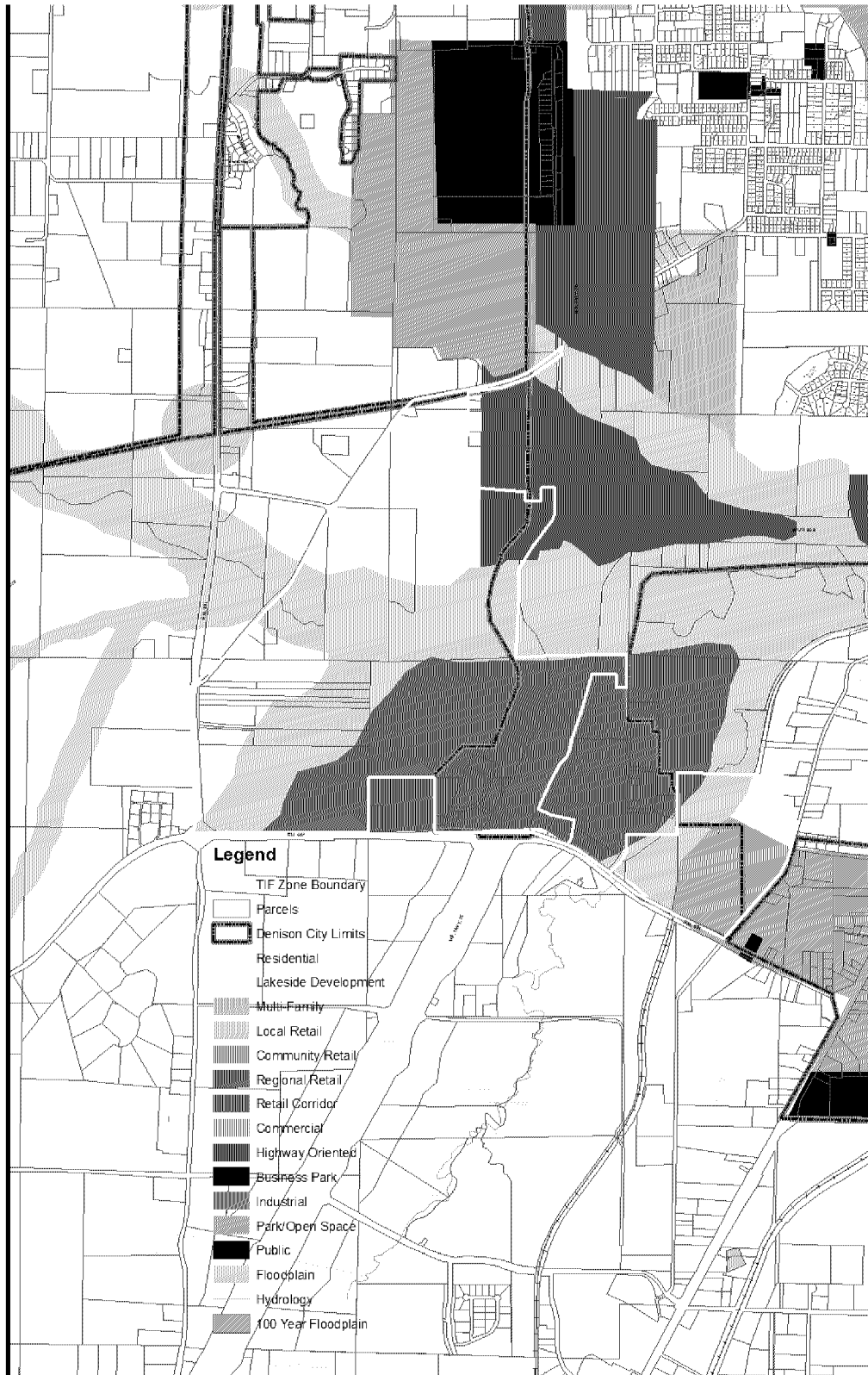


CATALYST
CORPORATION

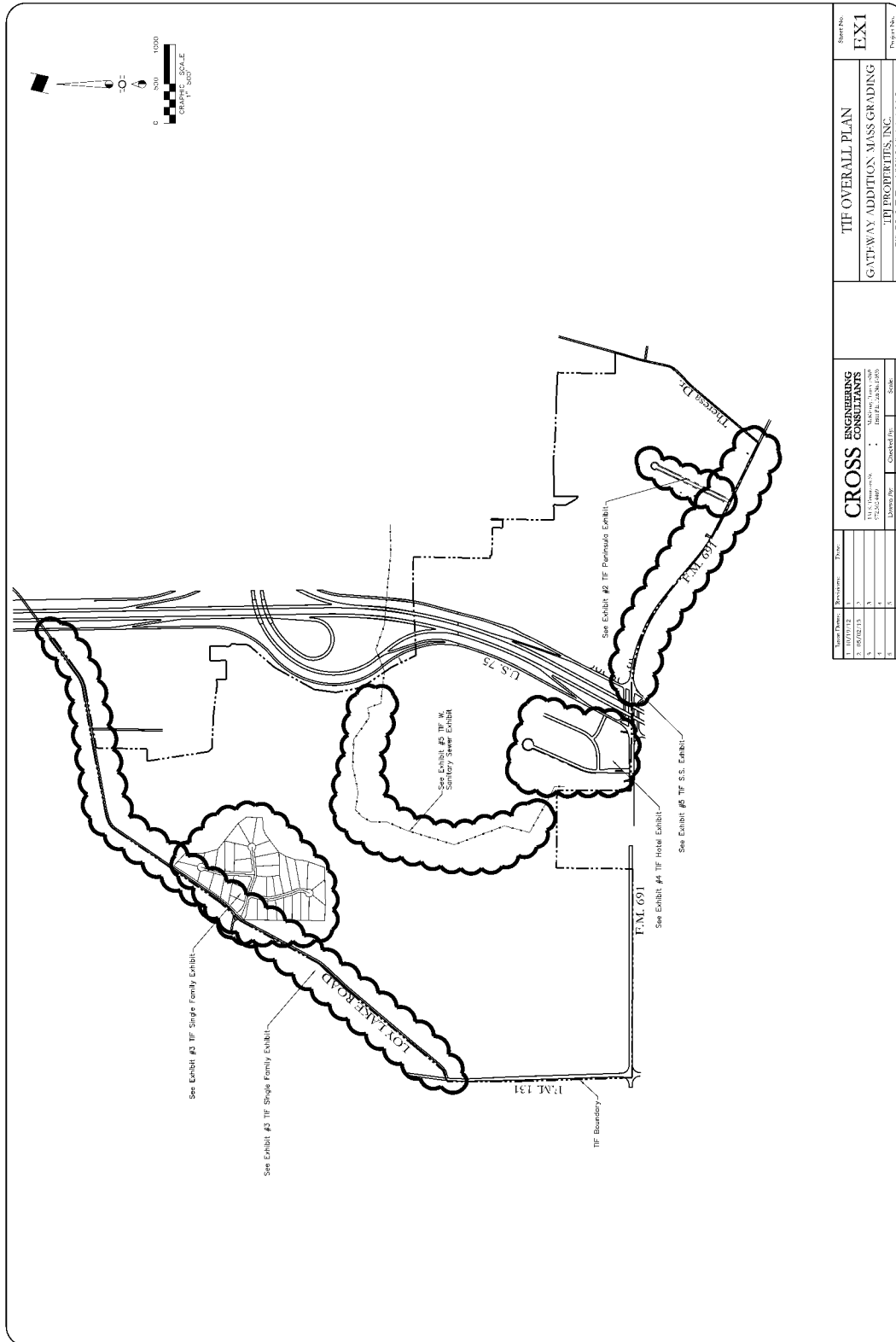
GATEWAY VILLAGE
Denison, Texas

COVENANT
DEVELOPMENT PARTNERS

EXHIBIT C
Existing Land Use



Public Improvement Map

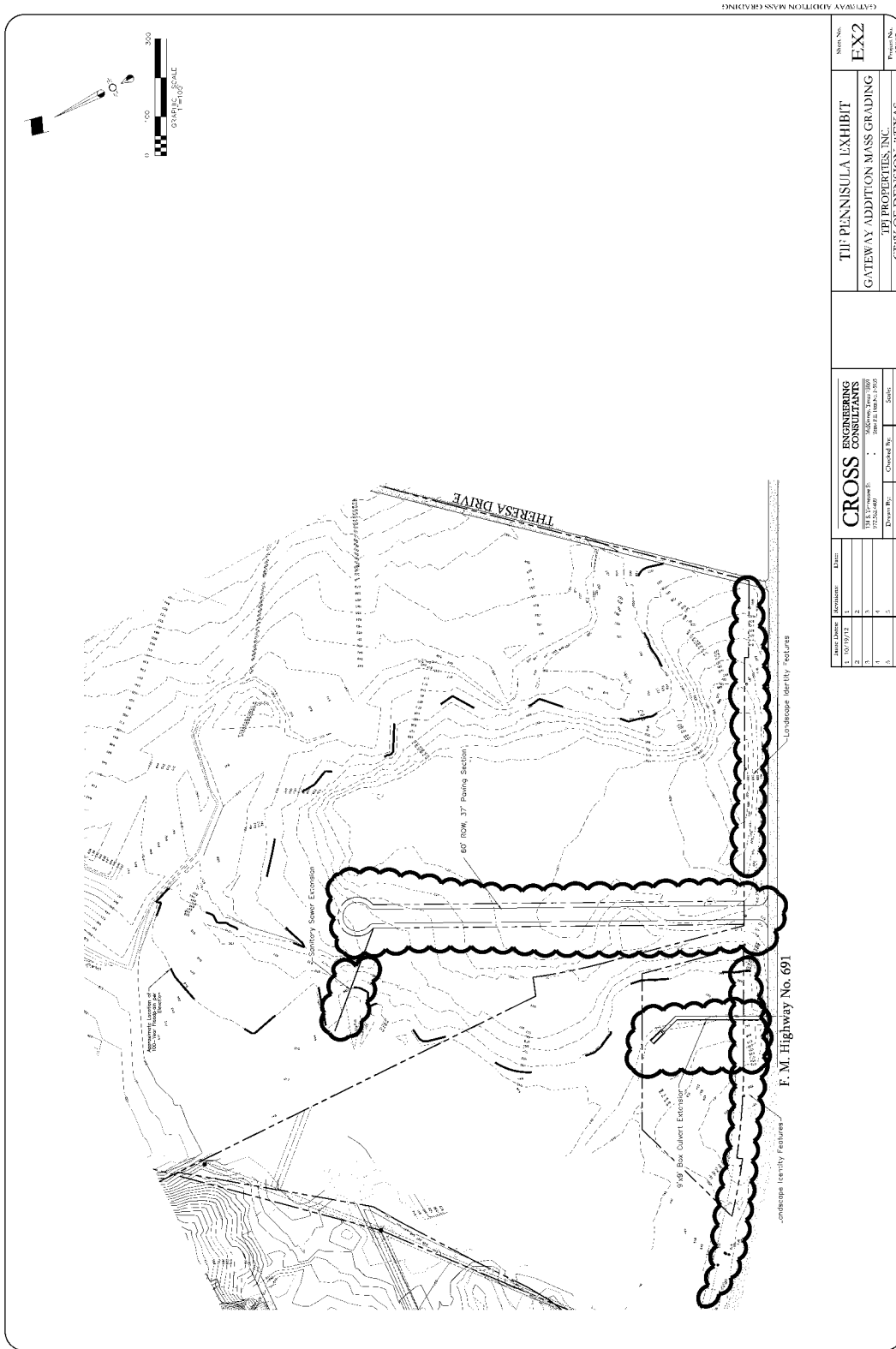


Sheet No.	Project Name	Project No.	Date
EX1	TIF OVERALL PLAN		
	GATEWAY ADDITION, MASS GRADING		
	TPI PROPERTIES, INC.		
	CITY OF DENISON, TEXAS		

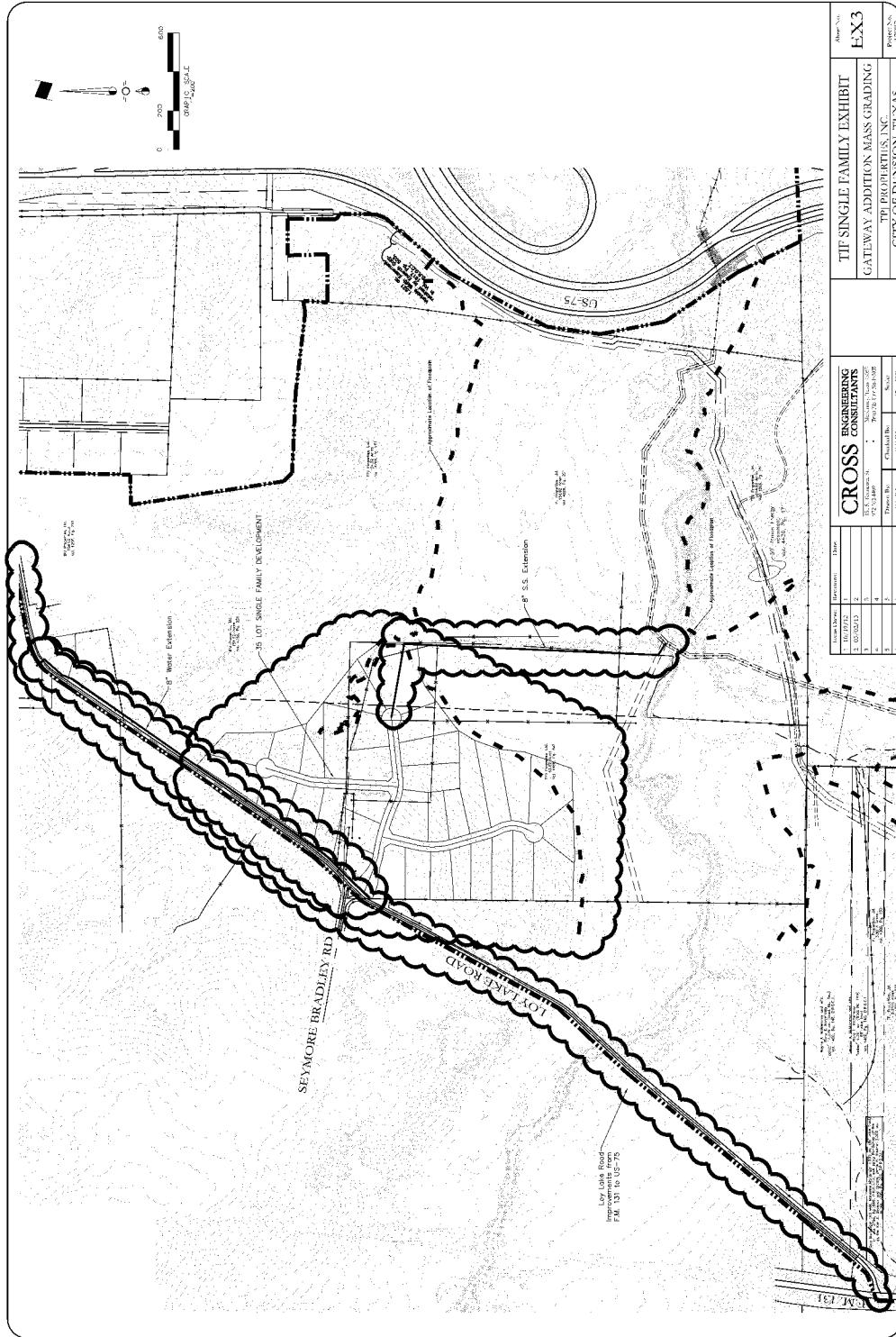
Drawn By	Checked By	Date	Scale

Company	Address	City	State	Zip
CROSS ENGINEERING CONSULTANTS	1725 S. W. 10th St.	Fort Worth	Texas	76104
Project No.	1725 S. W. 10th St.	Fort Worth	Texas	76104

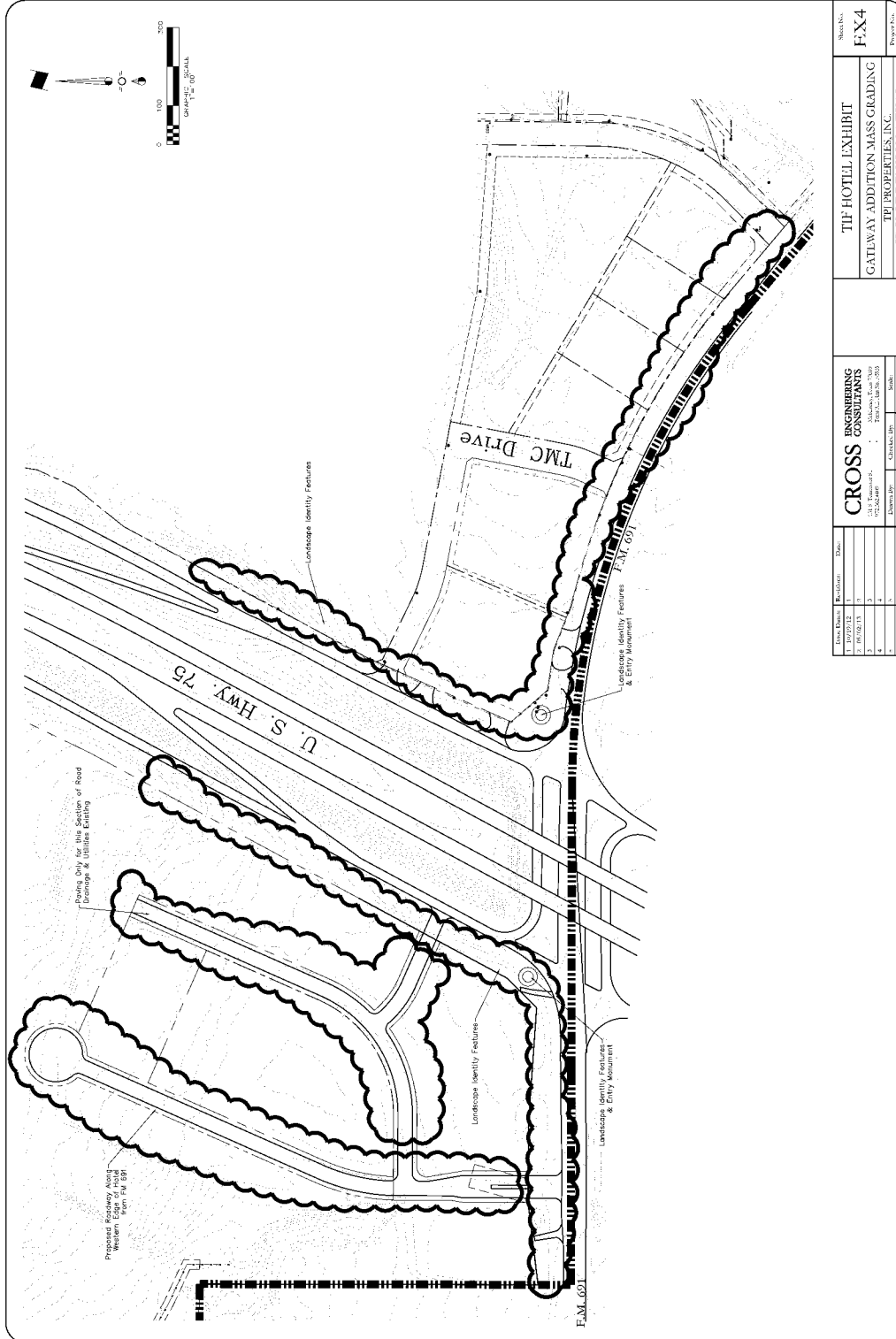
Public Improvement Map



Public Improvement Map



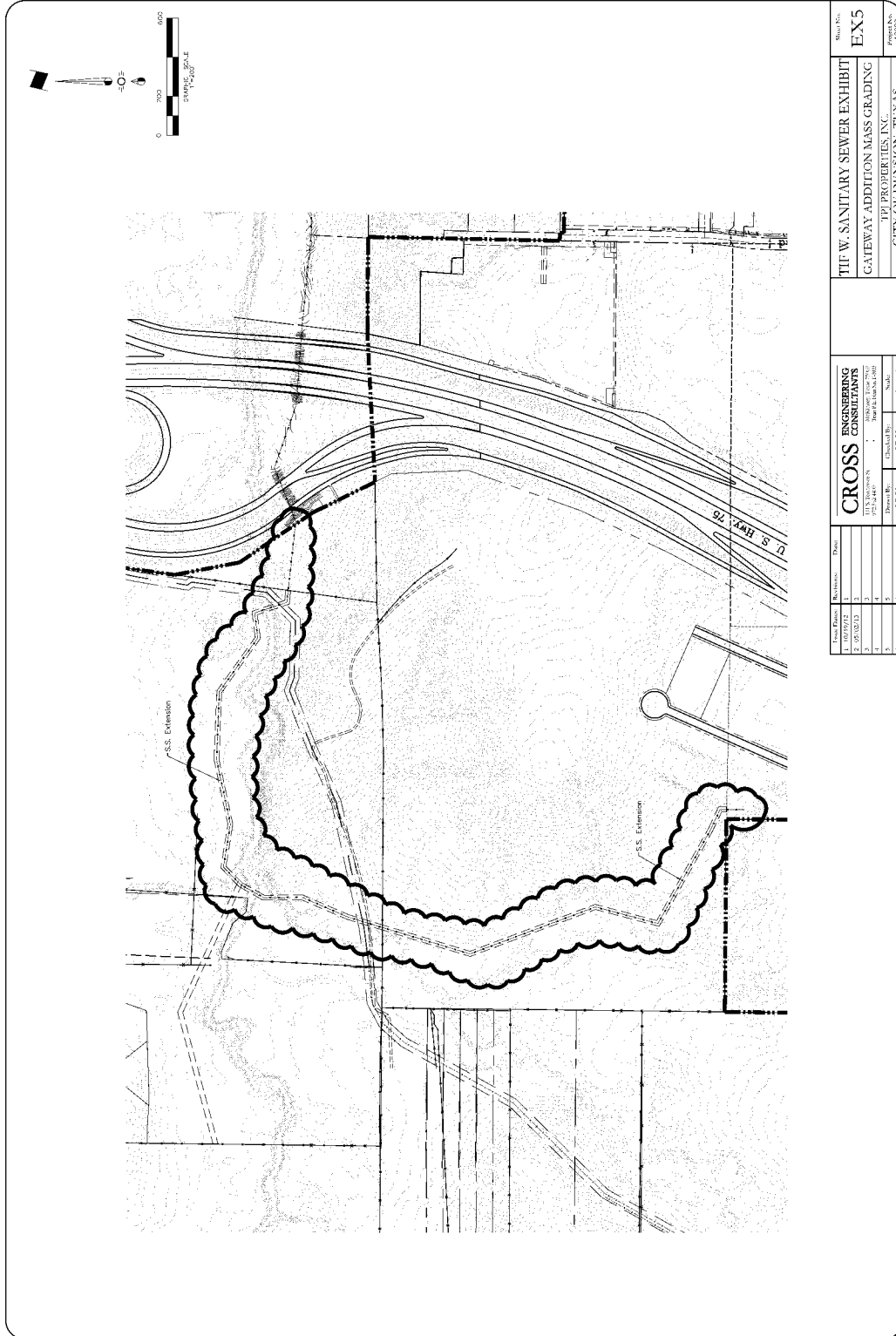
Public Improvement Map



Draw Date	Revised	Drawn	Sheet No.
1/27/12	1		F&X4
2/16/12	2		
3/15/12	3		
4/11/12	4		
5/1/12	5		
6/1/12	6		
7/1/12	7		
8/1/12	8		

CROSS ENGINEERING CONSULTANTS		TIF HOTEL EXHIBIT	
2100 Ross Street, Suite 1000, Dallas, TX 75201		GATEWAY ADDITION MASS GRADING	
Phone: (214) 343-4400		TIP PROJECTS, INC.	
Fax: (214) 343-4401		CITY OF DENISON, TEXAS	
E-mail: info@crosseng.com			
Website: www.crosseng.com			
Project No.: 12-001			
Sheet No.: F&X4			
Date: 1/27/12			

Public Improvement Map

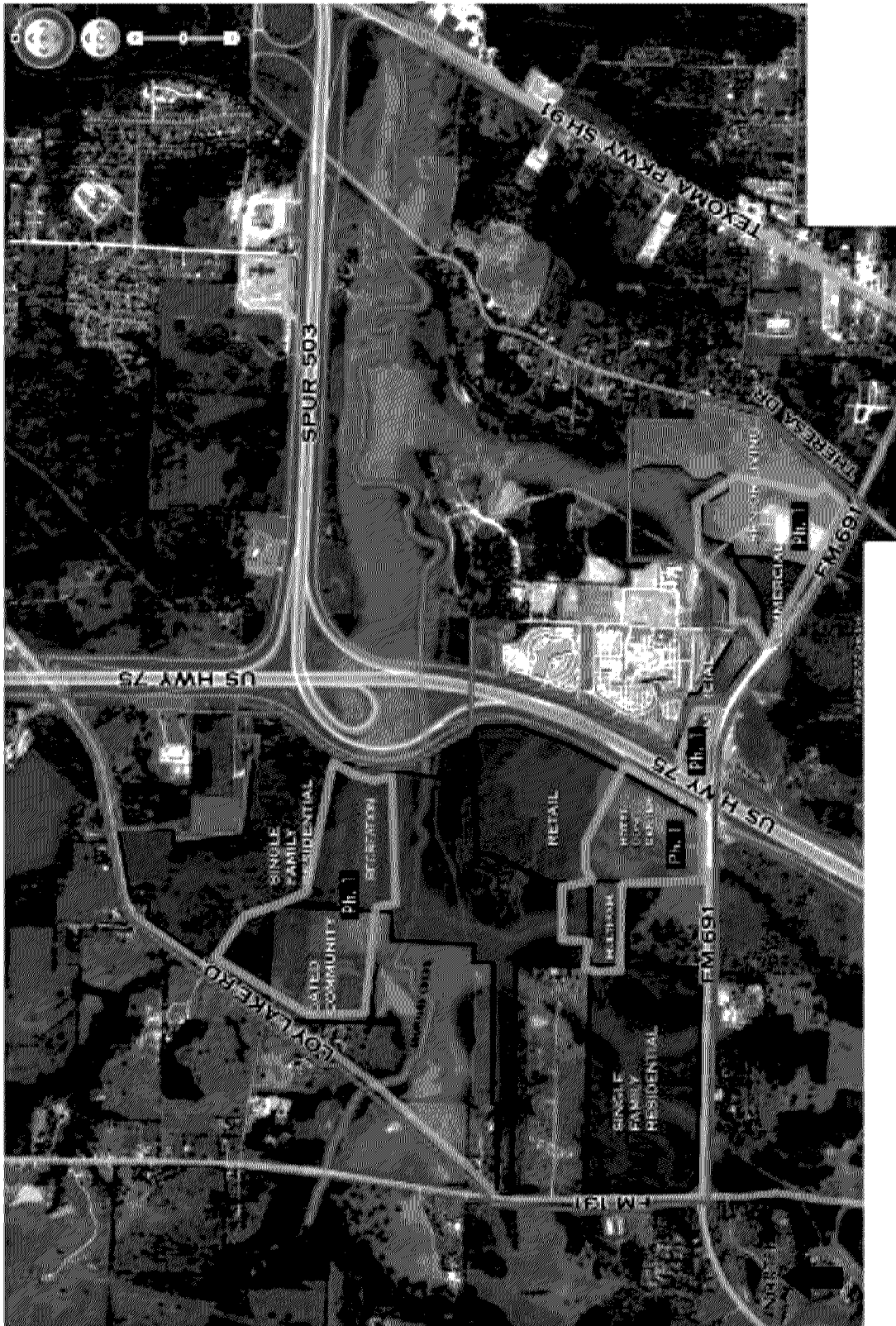


Issue Date:	11/10/2015	Sheet No.:	EX.5
Revision:	1	Project Name:	TIF W. SANITARY SEWER EXHIBIT
2	10/20/15	Client:	CITY OF DENISON, TEXAS
3	10/20/15	Contract No.:	
4	10/20/15	Project No.:	
5	10/20/15	Scale:	AS SHOWN
6	10/20/15	Author:	

CROSS ENGINEERING CONSULTANTS
 1115 JEFFERSON
 SUITE 100
 DENISON, TEXAS 75019
 TEL: (409) 851-1111
 FAX: (409) 851-1112
 WWW.CROSS-ENG.COM

TIF W. SANITARY SEWER EXHIBIT
 GATEWAY ADDITION MASS GRADING
 TPI PROPERTIES, INC.
 CITY OF DENISON, TEXAS

Future Land Use



Master Plan Vision



CATALYST
URBAN DEVELOPMENT

GATEWAY VILLAGE

Denison, Texas



COVENANT
DEVELOPMENT PARTNERS