## MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TRINITY RIVER VISION AUTHORITY ("TRVA") HELD ON THE 6th DAY OF JUNE, 2018 AT 2:00 PM

The call of the roll disclosed the presence of the Directors as follows:

Present
G.K. Maenius
David Cooke
Bob Riley
Jim Oliver
Roy C. Brooks
Carlos Flores
James Hill

Also in attendance were: J. D. Granger, Sandy Newby, Shanna Cate, Jenna Brummett, Kailey Aycock and Matt Oliver of TRVA; Jennifer Mitchell and Kelly Halcom of the Tarrant Regional Water District; Doug Rademaker and Katherine Beck of the City of Fort Worth ("COFW"); Lee Christie and Ethel Steele of Pope, Hardwicke, Christie, Schell, Kelly & Taplett, L.L.P.; John Schultz of Trinity River Communications-Joint Venture; and Marty Leonard.

## I. Call to Order

President Maenius convened the meeting at 2:00 P.M. with the assurance that a quorum was present and all requirements of the Texas Open Meetings Act had been met.

### **II. Public Comment**

No public comment.

## III. Action Items

On a motion made by Director Oliver, and seconded by Director Riley, the Directors unanimously voted to approve the minutes of the meeting held on May 16, 2018.

With the recommendation of Sandy Newby (TRVA, Chief Financial Officer), Director Brooks made a motion to receive and file the TRVA Finance Report. The motion was seconded by Director Oliver and the vote in favor was unanimous. The TRVA Finance Report is attached hereto as Exhibit "A".

#### A3.

With the recommendation of Ms. Newby, Director Oliver made a motion to receive and file the TRV Central City Finance Report. The motion was seconded by Director Flores and the vote in favor was unanimous. The TRV Central City Finance Report is attached hereto as <u>Exhibit</u> "B".

### **IV. Discussion Items**

#### D1.

## TRV Gateway Park / Panther Island Flood Control Project

Ms. Newby updated the Board on TRWD/TIF project cost funding and proformas. She reviewed the Project Funding Proposal, including remaining project costs, estimated TIF revenues, estimated TIF funds and additional funding sources. She reported that a 10-year TIF extension is anticipated. Ms. Newby also updated the Board on projected local project costs and non-local project costs and estimated cash flows.

On behalf of the City of Fort Worth (COFW), Doug Rademaker, P.E. (COFW, TRV Bridges Project Manager) showed the Board photographs of the bridge construction progress on the North Main Street, White Settlement Road and Henderson Street bridges. He reported that the M&C wall on North Main Street by the Ellis Pecan building is up and the columns have been poured. He also reported that the North Main Street bridge is scheduled to be complete in the late summer or early fall of 2020. Next, Mr. Rademaker advised the Board that all of the V-piers have been

poured for the White Settlement bridge and the superstructure near Omaha's Surplus and Binswanger Glass is proceeding at both ends. He advised the Board that the White Settlement Road bridge is anticipated to be complete in the summer of 2019. In addition, Mr. Rademaker reported that the Henderson Street V-piers are being cast and the next pour is scheduled for July. He also reported that the Henderson Street bridge will be the last bridge to be completed in 2020. Finally, Mr. Rademaker addressed public concerns about access to North Main Street businesses. He advised the Board that Grand Street cannot be opened yet because 18-wheelers cannot negotiate the turn from Commerce Street, but options are being studied.

Jenna Brummett (TRVA, Asst. Project Manager) provided an update on TRV-Gateway Park Valley Storage excavation. She reported that the grass is growing and the trails are open on the north side. She also reported that the trails on Site A have colorful wildflowers and native grasses for viewing.

#### V. Executive Session

President Maenius next called an executive session at 2:55 P.M. under Section 551.072 of the Texas Government Code to deliberate the purchase or value of real property and under Section 551.071 of the Texas Government Code to conduct a private consultation with attorneys regarding pending or contemplated litigation and to consult with legal counsel on a matter in which the duty of counsel under the Texas Disciplinary Rules of Professional Conduct clearly conflicts with Chapter 551, Texas Government Code. The executive session concluded and President Maenius reconvened the regular session at 3:09 P.M., noting that a quorum was present.

## **IV. Discussion Items**

D1.

TRV Gateway Park / Panther Island Flood Control Project

Matt Oliver (TRVA, Communication Director) provided an update on Flood Control

Project recent news and outreach. Mr. Oliver reported on several recent presentations, including the UIL Regional Summit which featured guests from Texas and Oklahoma, the Steer Fort Worth Civic Summit, the United States Corps of Engineers (USACE) working conference, Northside High School and Mayfest. He also reported to the Board that TRVA is receiving 2-3 requests per week for presentations and foot traffic visiting the TRVA office has increased.

D2.

## Panther Island Development Initiatives

Shanna Cate (TRVA, Programming and Development Director) reported that Panther Island made national news in a recent *Rolling Stone* article announcing the performance by Cody Jinks at the Loud and Heavy Fest, which will be held along the Trinity River at the Panther Island Pavilion in August. Ms. Cate also highlighted some of the recent events held at Panther Island, including the Punk in Drublic Craft Beer and Music Festival and Taco Fest. Rockin' the River, and Fort Worth's Fourth are coming up next month. She also noted that Mercado Juarez is donating catering for the Fort Worth's Fourth VIP tent. Finally, she reported that CBS-11 is airing a segment this week on the Encore development at 4th and N. Main Street.

J.D. Granger (TRVA, Executive Director) provided a Panther Island Development Committee update to the Board. Mr. Granger reported that the Committee did not meet last month and will reconvene in July. He also passed out the Board minutes of the last Committee meeting.

D3.

The next TRVA Board of Directors meeting will be a Board Budget Workshop scheduled for July 18, 2018 at 2 pm. A July Board meeting before or after the Board Budget Workshop will be considered if required and if a quorum is available.

## VI. Adjourn

There being no further business before the Board of Directors, the meeting was adjourned

at 3:24 P.M.

President

Secretary

## EXHIBIT "A"

## TRINITY RIVER VISION AUTHORITY

## STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE—GENERAL FUND FOR THE MONTH ENDED APRIL 30, 2018

PROGRAM REVENUES		
Project development revenues	\$	1,936,932
Investment and other income		16,100
Total revenues		1,953,032
EXPENDITURES		
Current		
Program management		965,751
Project development		971,181
Total expenditures		1,936,932
EXCESS OF REVENUES OVER EXPENDITURES/CHANGE IN FUND BALANCE		16,100
FUND BALANCE - Beginning of year	-	74,734
FUND BALANCE - End of year	\$	90,834

## TRINITY RIVER VISION AUTHORITY

# STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION—ENTERPRISE FUND FOR THE MONTH ENDED APRIL 30, 2018

PROGRAM REVENUES Recreation revenues	\$ 226,369
Total revenues	226,369
EXPENSES  Recreation expenses	240,247
Total expenses	240,247
NET LOSS	(13,878)
NET POSITION - Beginning of year	41,442
NET POSITION - End of year	\$ 27,564

TRVA - Budget vs Actual FY 2018 Expenditures

Project Management	Year to Date Actuals April 2018	Budget FY 2018	Percent of Budget
Scheduler	\$367,407	\$767,500	47.87%
Engineering	\$0	\$100,000	0.00%
Additional Staff	\$268,155	\$549,052	48.84%
Consulting			
Planning Review Design Renderings and Schematics	\$6,949	\$40,000	17.37%
Financial Assistance	\$20,518	\$25,000	82.07%
Public Information Assistance	\$5,063	\$12,000	42.19%
	\$32,530	\$77,000	42.25%
Minority Contracting/Public Information	\$60,000	\$120,000	50.00%
Legal	\$75,308	\$100,000	75.31%
Office Rental	\$87,909	\$154,368	56.95%
Community Education	\$74,442	\$176,500	42.18%
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Total Expenditures	\$965,751	\$2,044,420	47.24%

## CENTRAL CITY - Total Project Expenditures Local vs Federal Matching

Project Cost Categories	20	17 Estimate	Project Inception thru April 30, 2018	Variance	
LOCAL					
LAND PURCHASE	\$	103,521,552	\$ 83,900,771	\$	19,620,781
RELOCATION	\$	59,790,856	\$ 52,069,996	\$	7,720,860
DEMOLITION	\$	15,802,874	\$ 6,759,519	\$	9,043,35
ENVIRONMENTAL	\$	38,098,850	\$ 32,798,617	\$	5,300,23
SANITARY SEWER AND WATER SYSTEMS	\$	93,347,037	\$ 19,245,468	\$	74,101,569
FRANCHISE UTILITIES	\$	20,169,474	\$ 10,215,814	\$	9,953,660
STORM DRAINAGE SYSTEM	\$	37,976,756	\$ 3,854,976	\$	34,121,78
PED-PRELIMINARY DESIGN	\$	18,225,972	\$ 18,225,972	\$	
PROGRAM MANAGEMENT	\$	30,297,476	\$ 16,269,799	\$	14,027,67
BYPASS CHANNEL - LOCAL SHARE	\$	21,834,669	\$ 3,419,078	\$	18,415,59
LOCAL STREET MODIFICATIONS	\$	5,521,441	\$ 3,308,700	\$	2,212,74
BRIDGE COSTS Local Share	\$	33,973,387	\$ 34,061,458	\$	(88,07
MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$	10,245,376	\$ -	\$	10,245,37
GATEWAY PARK RECREATION IMPROVEMENTS	\$	6,668,614	\$ -	\$	6,668,61
CASH MATCH	\$	50,900,362	\$ 31,647,074	\$	19,253,28
CONTINGENCY	\$	36,408,910	\$ -	\$	36,408,91
TOTAL LOCAL	s	582,783,606	\$ 315,777,242	\$	267,006,36
FEDERAL MATCHING					
PED-PRELIMINARY DESIGN	\$	7,372,888	\$ 7,372,888	\$	
GATEWAY - OXBOW VALLEY STORAGE	\$	53,802,333	\$ 35,606,656	\$	18,195,67
GATEWAY - OXBOW ECOSYSTEM	\$	37,893,802	\$ -	\$	37,893,80
SAMUEL AVENUE VALLEY STORAGE	\$	8,794,726	\$ 8,690,128	\$	104,59
HAM BRANCH VALLEY STORAGE	\$	4,873,830	\$ 2,513,865	\$	2,359,96
STORM WATER PUMP STATION	\$	10,684,264	\$ -	\$	10,684,26
BYPASS CHANNEL - SOUTH	\$	93,756,128	\$ 9,360,304	\$	84,395,82
BYPASS CHANNEL - NORTH	\$	66,463,569	\$ 9,814,542	\$	56,649,02
MAIN STREET PEDESTRIAN BRIDGE	\$	7,827,313	\$ -	\$	7,827,31
TRINITY POINT PEDESTRIAN BRIDGE	\$	7,786,916	\$ -	\$	7,786,91
ROCKWOOD PARK VALLEY STORAGE	\$	13,274,288	\$ 723,046	\$	12,551,24
ROCKWOOD PARK VALLET STORAGE  ROCKWOOD PARK ECOSYSTEM	\$	657,948	\$ -	\$	657,94
UNIVERSITY DRIVE VALLEY STORAGE	\$	8,591,009	\$ 340,659	\$	8,250,35
TRWD GATE	\$	34,292,995	\$ 327,595	\$	33,965,40
CLEAR FORK GATE	\$	29,351,787	\$ 335,275	\$	29,016,51
TRINITY POINT GATE	\$	25,056,717	\$ -	\$	25,056,71
	\$	65,679,054	\$ -	\$	65,679,09
SAMUELS AVE DAM	\$	14,330,053	\$ -	\$	14,330,0
MARINE CREEK DAM	\$	5,519,836	\$ -	\$	5,519,8
MARINE CREEK CHANNEL EXPANSION	\$	2,858,715	\$ -	\$	2,858,7
WEST FORK PEDESTRIAN BRIDGE	\$	28,570,079	\$ -	\$	28,570,07
INTERIOR - VALLEY STORAGE	\$	1,139,538	\$ 1,139,538	\$	
PROGRAM MANAGEMENT	\$	6,325,299	\$ 5,377,941	\$	947,3
RIVERSIDE PARK VALLEY STORAGE	\$	524,336	\$ 5,377,342	\$	524,33
RIVERSIDE PARK RECREATION	\$	(45,900,363)	· · · · · · · · · · · · · · · · · · ·	\$	(14,253,28
Less LOCAL CASH MATCH				\$	15,163,77
HENDERSON STREET BRIDGE	\$	17,598,353	t I	\$	16,360,4
WHITE SETTLEMENT BRIDGE	\$	17,792,487		\$	10,057,6
MAIN STREET BRIDGE	\$	11,414,779		\$	49,494,13
CONTINGENCY TOTAL EFDERAL MATCHING	\$ <b>\$</b>	49,494,138 585,826,817		\$	530,647,69
TOTAL FEDERAL MATCHING	13	710,020,017	1	L Y	

	CEN	ITRA	L CITY - FY18 Pr	oject E	xpenditures Lo	ocal				ı		
	Project Cost Categories	2017 Estimate		roject Cost Categories 2017 Estin		FY18 Budget		FY18 Actuals as of 4/30/18		Budge	t vs Actuals as of 4/30/18	
1	LOCAL PROJECT COST CATEGORIES									İ		
2	LAND PURCHASE	\$	103,521,552	\$	9,057,435	\$	10,735,882	\$	(1,678,447)	(1		
3	RELOCATION	\$	59,790,856	\$	210,788	\$	187,555	\$	23,233	ĺ		
4	DEMOLITION	\$	15,802,874	\$	75,000	\$	320,661	\$	(245,661)	(2		
5	ENVIRONMENTAL	\$	38,098,850			\$	158,901	\$	(158,901)	(3)		
6	SANITARY SEWER AND WATER SYSTEMS	\$	93,347,037	\$	3,617,153	\$	103,689	\$	3,513,464	l		
7	FRANCHISE UTILITIES	\$	20,169,474	\$	471,532	\$	302,423	\$	169,109	l		
8	STORM DRAINAGE SYSTEM	\$	37,976,756	\$	3,014,637	\$	475,655	\$	2,538,982			
9	Subtotal - LERRDs	\$	368,707,399	\$	16,446,545	\$	12,284,766	\$	4,161,779	ĺ		
10	PED-PRELIMINARY DESIGN	\$	18,225,972			\$	_	\$	-	i		
11	PROGRAM MANAGEMENT	\$	30,297,476	\$	2,044,420	\$	965,751	\$	1,078,669	i		
12	BYPASS CHANNEL - LOCAL SHARE	\$	21,834,669	\$	1,900,000	\$	6,986	\$	1,893,014	ĺ		
13	LOCAL STREET MODIFICATIONS	\$	5,521,441	\$	24,848	\$	12,000	\$	12,848	i		
14	BRIDGE COSTS Local Share	\$	33,973,387	\$	-	\$	88,071	\$	(88,071)	(4		
15	MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$	10,245,376.00			\$	_			i		
16	GATEWAY PARK RECREATION IMPROVEMENTS	\$	6,668,614.00			\$	-	<u> </u>		ĺ		
17	CASH MATCH	\$	50,900,362					\$	-	İ		
18	Subtotal - Other Local	\$	177,667,297	\$	3,969,268	\$	1,072,808	\$	2,896,460			
19	Contingency (9.5%)	\$	36,408,910	\$	6,576,906			\$	6,576,906	l		
20	TOTAL LOCAL COSTS	\$	582,783,606	\$	26,992,719	\$	13,357,574	\$	13,635,145	i		

#### **NOTES:**

- (1) Certain land parcels were purchased previously by TRWD for the project, but the amount of land the project required was unknown. In FY18 the portion of those land purchases needed for the project was determined, and that portion was expensed to the project. The parcels included TP Burleson, Union Pacific Railroad and Starrform Mfg.
- (2) In FY2018, demolition costs have been incurred for Stronghold, Radioshack and Greenleaf Wholesale Florist that were expected to be completed in FY2017 but rolled over into FY2018.
- (3) In FY2018, environmental costs have been incurred for TXU Generation, Luminant, Coburn Catering, Louise McKinley Trustee, Texas Refinery Corp, MMM Group, Police & Fire Training Center, Starrfoam, Union Pacific Railroad and HTRW that were expected to be completed in FY2017 but rolled over into FY2018.
- (4) Engineering consulting to assist locals management on bridge construction.

## CENTRAL CITY - FY18 Project Expenditures Local

	. Project Cost Categories	F	Y18 Actuals as of 4/30/18		TRWD	TRVA		TRVA City of World	
1	LOCAL PROJECT COST CATEGORIES								
2	LAND PURCHASE	\$	10,735,882	[	\$ 10,735,882				
3	RELOCATION	\$	187,555	١	 	\$	187,555		
4	DEMOLITION	\$	320,661	١	 	\$	320,661		
5	ENVIRONMENTAL	\$	158,901	١	\$ 5,404	\$	153,497		
6	SANITARY SEWER AND WATER SYSTEMS	\$	103,689					\$	103,689
7	FRANCHISE UTILITIES	\$	302,423		\$ 220,305			\$	82,118
8	STORM DRAINAGE SYSTEM	\$	475,655	١		\$	302,482	\$	173,173
9	Subtotal - LERRDs	\$	12,284,766		\$ 10,961,591	\$	964,195	\$	358,980
10	PED-PRELIMINARY DESIGN	\$	-		 				
11	PROGRAM MANAGEMENT	\$	965,751			\$	965,751		
12	BYPASS CHANNEL - LOCAL SHARE	\$	6,986			\$	6,986		
13	LOCAL STREET MODIFICATIONS	\$	12,000					\$	12,000
14	BRIDGE COSTS Local Share	\$	88,071	1				\$	88,071
15	MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$	-		 				
16	GATEWAY PARK RECREATION IMPROVEMENTS	\$	-	ļ	 				
17	CASH MATCH	\$							
18	Subtotal - Other Local	\$	1,072,808		\$ -	\$	972,737	\$	100,071
19	Contingency (9.5%)			1		L		\$	
20	TOTAL LOCAL COSTS	\$	13,357,574		\$ 10,961,591	\$	1,936,932	\$	459,051

## Recap of TIF Expense and Loan

	2012 and Prior	2013	2014	2015	2016	2017	2018	Inception to Date
TIF Expenses Less TIF Payments	33,249,261 (10,575,397)	31,068,064 (2,808,584)	44,214,177 (3,147,798)	35,610,612 (3,261,606)	31,949,634 (2,402,969)	20,634,392 (3,137,495)	13,102,282	209,828,422 (25,333,849)
Net Outstanding Loan	22,673,864	28,259,480	41,066,379	32,349,006	29,546,665	17,496,897	13,102,282	184,494,573

TIF Collections Summary (9 & 9A) - As of 3/31/18

TIF Collections	TXP 3yr Lag	Actual TIF Kept				
**	Estimate @	by Project (80%)	Variance	Paid out by TIF		
2005	\$416,832	\$420,721	\$3,889			
2006	\$484,648	\$468,012	(\$16,636)			
2007	\$584,509	\$848,054	\$263,545			
2008	\$1,054,085	\$1,118,241	\$64,156			
2009	\$1,134,660	\$1,461,678	\$327,018	\$1,576,015	2009	Paid for Project
2010	\$1,463,291	\$1,653,598	\$190,307	\$1,000,000	2010	Paid for Project
2011	\$2,087,427	\$2,074,666	(\$12,761)			
2012	\$1,769,003	\$2,256,194	\$487,191	\$7,999,382	6/21/2012	Paid to TRWD
2013	\$1,740,967	\$2,789,795	\$1,048,828	\$2,808,584	June 2013	Paid to TRWD
2014	\$1,778,320	\$3,131,986	\$1,353,666	\$3,147,799	Jul-14	Paid to TRWD
2015	\$2,212,860	\$2,475,850	\$262,990	\$3,261,605	Jul-15	Paid to TRWD
2016	\$2,944,843	\$2,402,968	(\$541,875)	\$2,402,969	Jul-16	Paid to TRWD
2017	\$3,478,517	\$3,190,701	(\$287,816)	\$3,137,495	July/Aug/Sept	Paid to TRWD
2018****	\$4,117,757	\$3,807,246	(\$344,580)			
Subtotal	\$25,267,719	\$28,099,710	\$2,797,922	\$25,333,849		
Collection Vear	1		Actual TIE Contributed to	Project by Entity - 80%		

Collection Year		Actual TIF Contributed to Project by Entity - 80%								
**	COFW	County	Hospital	TCC	TRWD	Fort Worth ISD	Total			
2005	\$278,056	\$91,451	\$0	\$44,787	\$6,427	\$0	\$420,721			
2006	\$166,803	\$198,534	\$0	\$89,790	\$12,884	\$0	\$468,011			
2007	\$385,943	\$297,939	\$0	\$143,571	\$20,601	\$0	\$848,054			
2008	\$424,913	\$282,872	\$236,630	\$152,013	\$21,813	\$0	\$1,118,241			
2009	\$649,432	\$375,099	\$249,880	\$163,534	\$23,734	\$0	\$1,461,679			
2010	\$838,029	\$246,193	\$319,719	\$217,989	\$31,668	\$0	\$1,653,598			
2011	\$1,001,785	\$449,377	\$360,799	\$229,375	\$33,330	\$0	\$2,074,666			
2012	\$1,073,143	\$440,256	\$445,811	\$261,831	\$35,153	\$0	\$2,256,194			
2013	\$1,368,162	\$586,501	\$474,849	\$317,637	\$42,646	\$0	\$2,789,795			
2014	\$1,558,536	\$602,600	\$571,033	\$352,644	\$47,174	\$0	\$3,131,986			
2015	\$946,376	\$650,255	\$505,930	\$329,243	\$44,046	\$0	\$2,475,850			
2016	\$946,376	\$581,406	\$501,897	\$329,243	\$44,046	\$0	\$2,402,968			
2017	\$1,406,319	\$701,570	\$629,471	\$399,757	\$53,584	\$0	\$3,190,701			
2018****	\$1,722,435	\$810,166	\$745,183	\$465,048	\$64,414	\$0	\$3,807,246			
Subtotal	\$12,766,308	\$6,314,219	\$5,041,202	\$3,496,462	\$481,520	\$0	\$28,099,710			

Collection Year		Actual TIF (	Created by Project a	nd kept by Agenc	y - 20%		
**	COFW	County***	Hospital***	TCC	TRWD	Fort Worth ISD	Total
2005	\$69,514	\$22,863	\$94,550	\$11,197	\$1,607	\$665,957	\$865,688
2006	\$41,701	\$49,634	\$189,558	\$22,448	\$3,221	\$1,331,913	\$1,638,475
2007	\$96,486	\$74,485	\$303,094	\$35,893	\$5,150	\$1,949,406	\$2,464,514
2008	\$106,228	\$70,718	\$59,158	\$38,003	\$5,453	\$1,622,325	\$1,901,885
2009	\$163,581	\$93,775	\$62,470	\$45,113	\$6,540	\$2,055,224	\$2,426,703
2010	\$208,282	\$61,548	\$79,930	\$54,498	\$7,917	\$2,616,599	\$3,028,774
2011	\$250,446	\$112,344	\$90,200	\$57,344	\$8,332	\$2,750,834	\$3,269,500
2012	\$268,286	\$110,064	\$111,452	\$65,458	\$8,788	\$3,107,649	\$3,671,697
2013	\$342,041	\$146,625	\$118,713	\$79,410	\$10,661	\$3,523,591	\$4,221,041
2014	\$389,634	\$150,650	\$142,758	\$88,161	\$11,793	\$3,897,711	\$4,680,707
2015	\$300,151	\$164,976	\$142,415	\$93,424	\$12,498	\$4,130,653	\$4,844,117
2016	\$236,594	\$145,352	\$125,474	\$82,311	\$11,012	\$4,130,653	\$4,731,395
2017	\$351,580	\$175,393	\$157,368	\$99,939	\$13,396	\$4,667,923	\$5,465,598
2018****	\$430,609	\$202,542	\$186,296	\$116,262	\$16,104	\$5,611,396	\$6,563,208
Subtotal	\$3,255,133	\$1,580,969	\$1,863,436	\$889,461	\$122,472	\$42,061,834	\$49,773,302

<sup>\*\*</sup> Based on year money was received

\*\*\* County and Hospital based on actuals collected (Hospital from 2007 forward; prior to 2007 Hospital kept 100%)

\*\*\*\* 2018 values are estimates based on the TAD values as of 2/26/18.