

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
TRINITY RIVER VISION AUTHORITY ("TRVA")
HELD ON THE 5th DAY OF SEPTEMBER, 2012 AT 2:00 PM**

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

Present
Sal Espino
Tom Higgins
Vic Henderson
Elaine Petrus
Jim Oliver

Also in attendance were: JD Granger, Steve Christian, Sandy Newby, Jenna Brummett, Shanna Cate and Matt Oliver of TRVA; Marty Leonard, Kirk Thomas and Rachel Navejar of the Tarrant Regional Water District; Lee Christie, Ethel Steele, Jeremy Harmon and Levi Dillon of Pope, Hardwicke, Christie, Schell, Kelly & Ray, L.L.P.; Robert Brashear of CDMSmith; Larry Anfin and Marvin Branch of Coors Distributing Company of Fort Worth; Gerry Schlegel and Jared Fuller of The Ranch; and Tyler Hargrave of the Eppstein Group.

I. Call to Order

Vice-President Higgins convened the meeting at 2:08 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.

D1.

JD Granger (Executive Director) and Shanna Cate (Planning and Development Manager) presented a recap of Rockin' the River, including a thank you to the sponsors, which included Coors Distributing Company of Fort Worth; Eagle Marine; DFW.com; 95.9 the Ranch; Aloha Paddleboards; Fred's Texas and the Tarrant Regional Water District.

III. Action Items

A1.

On a motion made by Director Henderson and seconded by Director Oliver, the Directors unanimously voted to approve the minutes from the meeting held on August 8, 2012.

A2.

With the recommendation of Sandy Newby (Chief Financial Officer, TRVA), Director Oliver made a motion to receive and file the TRVA Finance Report. The motion was seconded by Director Petrus and the vote in favor was unanimous.

A3.

With the recommendation of Ms. Newby, Director Oliver made a motion to receive and file the Central City Finance Report. The motion was seconded by Director Petrus and the vote in favor was unanimous.

A4.

With the recommendation of Ms. Newby, Director Oliver moved to approve the 2013 Budget. The motion was seconded by Director Espino and the vote in favor was unanimous.

A5.

With the recommendation of Jenna Brummett (Assistant Project Manager, TRVA), Director Henderson moved to approve the award of contract for Demolition and Asbestos Abatement for TRVA Project No. D-12-006 to Mart Inc. The motion was seconded by Director Oliver and the vote in favor was unanimous.

IV. Discussion Items

D2.

Update on TRV Master Plan Projects

A.

Shanna Cate (Planning and Development Manager, TRVA) gave an update on TRVA news, events, and development. There was recent front page coverage of Cowtown Wakepark and Backwoods Kayaks in the Fort Worth Star-Telegram over the Labor Day weekend. In addition, Channels 4, 5 and 8 also covered Backwoods Kayak Rentals' Grand Opening. TRVA will be participating in the Harambee Festival in Southeast Fort Worth on October 6. Upcoming events scheduled at the Panther Island Pavilion include Musicarte on October 6, Ranch Bash on October 13 and the Panther City Vintage Swap Meet on October 26-28. Per the Board's request, Ms. Cate additionally identified the sub-contractors for the Bypass Channel Design Contract because the information was not available at the last meeting. The sub-contractors are as follows: Komatsu; Multatech; PIC Printing; Saiful Bouquet; Eudacorp; and WJHW.

B.

Woody Frossard (Project Manager, TRVA) gave an update on Trinity Uptown/Central City Project. He noted that the clean-up at the property referred to as "Cytec" near La Grave field is now complete. Tarrant Regional Water District (TRWD) is coordinating with the Texas Commission on Environmental Quality (TCEQ) to obtain a Certificate of Completion. Mr. Frossard told the board that the United States Army Corps of Engineers (USACE) is progressing with the design work on the bypass channel and is already transferring data and working directly with TRVA's architect. He added that USACE is coordinating with the City of Fort Worth and Texas Department of Transportation (TXDOT) on the design of the piers associated with the Henderson Street Bridge construction. Additionally, Mr. Frossard noted that environmental assessments continue on properties needed for construction of the bridges. Several properties are

currently involved in TCEQ's Voluntary Cleanup Program. Mark Rauscher (TRV Director, City of Fort Worth) next updated the board on the Trinity Uptown Bridge construction schedule. The Henderson Street Bridge construction bid date is set for November with construction anticipated to start in the January – February 2013 timeframe. White Settlement Design Plans at a 90% level have been submitted to TXDOT for review. Later this week, 60% level design plans for Main Street will be submitted. Additionally, Mr. Rauscher noted that the water and sanitary sewer relocations associated with Henderson Street have been completed. Later this month, Main Street water and sanitary sewer relocations will go to bid. Mr. Rauscher added that staff is working closely with the franchise utility companies on design and relocation of their facilities to stay on schedule. Lastly, Mr. Rauscher discussed the Police and Fire Training Center. He noted that Fort Worth City Council approved a design-build contract for a new facility which is scheduled for completion in September 2014. Design of the gun range portion of the facility has already been initiated as it will need to be relocated sooner per the City's lease with the TRWD.

C.

The City of Fort Worth has commenced a contract for the design of the recreational features within Gateway Park. A kick-off meeting with the USACE to coordinate recreation with valley storage will be scheduled soon.

D.

Rachel Navejar (Recreation and Neighborhood Enhancement Coordinator) provided the TRWD report on TRV-Experience. Ms. Navejar announced that the TRWD installed a new pedestrian bridge over Purcey Creek which connects the existing trail to the new Phyllis Tilley bridge and related trail extension downtown along Forest Park. Additionally, Ms. Navejar noted that TRWD is proceeding with phase 2 trail signage including new trailhead signs, mile markers, and bridge signage. Upcoming events discussed included Trinity Trash Bash sponsored by the

TRWD being held on September 15 with over 2000 people currently registered and a Color Me Rad 5k which will be held on September 8 and benefits the Ronald McDonald House of Fort Worth.

D2.

The Board noted that the next regularly scheduled meeting is scheduled for October 3, 2012, at 2:00 P.M. at TRWD.

V. Executive Session

Vice-President Higgins 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 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 Vice-President Higgins reconvened the regular session at 3:21 P.M., noting that a quorum was present.

A6.

With the recommendation of Steve Christian (TRVA Real Property Director), Director Oliver, by motion in the form provided by Chapter 2206, Texas Government Code, moved to approve a recommendation to the Board of Directors of the Tarrant Regional Water District to acquire by eminent domain or by purchase for the public use and purpose of the Trinity River Vision Project the following properties:

An approximately 0.560 acre tract of land located in the William Bussell Survey, Abstract No. 151, City of Fort Worth, Tarrant County, Texas, said 0.560 acre tract being all of Lots 1-R and 2-R, Block 18, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat thereof recorded in Volume 388-105, Page 49, Plat Records, Tarrant County, owned by B. & J. Real Estate;

Lots 3 and 4, Block 19, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 310, Page 18, Plat Records, Tarrant County, Texas (the "Evans-Pearson-Westwood Addition"), and Lot 26R and a part of Lot 25R, Block 19, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in Volume 388-138, Page 50, plat records, Tarrant County, Texas, owned by Brad Kon Holding, LLC;

Lots 19 and 20, Block 15; and Lots 6 through 15, Block 18, Evans-Pearson-Westwood Addition, owned by Buck's Wheel Aligning and Equipment Company, Buck's Spring Service Company, and Buck's Wheel & Equipment Company;

An approximately 0.134 acre strip of land, being a portion of Lots 1 and 2, Block 19, Evans-Pearson-Westwood Addition, owned by Sarosi Family Investments, Ltd.;

Lot 1, Block 14, Evans-Pearson-Westwood Addition, owned by Sarosi Family Investments, Ltd.;

Lots 6 and 7, Block 14, Evans-Pearson-Westwood Addition, owned by Stronghold Properties, Ltd.;

Lot 3, Block 18, Evans-Pearson-Westwood Addition, owned by Roland Vallejo and Belinda Eva Vallejo;

Lots 24, 25, and 26, Block 18, Evans-Pearson-Westwood Addition, owned by Rick Phemister, Thaddeus Gregory Alford, and Rebecca Moore, Trustee of the Testamentary Trust created under the will of Caroline Phemister, deceased;

A portion of Lot 1, Lot 2, and Lot 3, Block 13, Evans-Pearson-Westwood Addition, being an approximately 0.239 acre tract and being a portion of the alley and reserved areas as described in city ordinance no. 2209, recorded in volume 3016, page 428, deed records, Tarrant County, Texas, owned by Williams-Pyro, Inc.; and

Lots 4 and 5, Block 18, Evans-Pearson-Westwood Addition, owned by Robert Patrick Lukeman, Jr.

And easement interests across variable strips of land out of the following described properties:

A portion of Block 1, Henderson Street Bazaar, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat thereof recorded in Volume 388-160, Page 08, Plat Records, Tarrant County, Texas, owned by SBG Bailey, LLC and JGM McMahon, LLC, being an approximately 0.106 acre strip of land for an electric easement, an approximately 0.158 acre strip of land for a permanent sewer easement, an approximately 0.142 acre strip of land as a

temporary sewer easement, and an approximately 1.172 acre tract of land for a temporary roadway detour and construction easement;

A portion of Lots 22R, 23R, 24R, and 25R, Block 19, Evans-Pearson-Westwood Addition to the City of Fort Worth, Tarrant County, Texas, according to plat recorded in Volume 388-138, Page 50, deed records of Tarrant County, Texas, owned by Larj, LP., being an approximately 0.172 acre strip of land for a slope easement, an approximately 0.048 acre strip of land for a temporary construction easement, and an approximately 0.007 acre strip of land for a public access easement;

A portion of Lots 1 and 2, Block 19, Evans-Pearson-Westwood Addition, owned by Sarosi Family Investments, Ltd., being an approximately 0.209 acre strip of land for a temporary construction easement;

A portion of Lots 3 and 4, Block 5, Weisenberger Addition, an addition to the City of Fort Worth, Tarrant County, Texas, recorded in Volume 388-A, Page 120, Plat Records, Tarrant County, Texas (the "Weisenberger Addition"), owned by Nick Cojocar, being an approximately 0.057 acre strip of land for a public access easement and an approximately 0.021 acre strip of land for a temporary construction easement;

A portion of Lot 5-r-1, Block 17, Bailey's Industrial Addition, Second Filing, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 388-182, Page 62, plat records, Tarrant County, Texas ("Bailey's Industrial Addition"), owned by Judson Cramer, individually and as trustee of the Cramer Family Trust, Karen Beth Cramer, and H.C.S. Co., being an approximately 0.029 acre strip of land for a roadway easement and an approximately 0.046 acre tract of land for a public access easement, together with an approximately 0.012 acre strip of land for a temporary construction easement;

A portion of Lots 7, 8, 9, and 10, Block 5, Weisenberger Addition, owned by Charles R. Williams and Betty J. Williams, being an approximately 0.108 acre strip of land for a public access easement and an approximately 0.004 acre strip of land for a temporary construction easement;

A portion of Lot 5-r-2, Block 17, Bailey's Industrial Addition, owned by Ricky D. Phemister, Thaddeus Gregory Alford, and Rebecca Moore, Trustee of the Testamentary Trust created under the will of Caroline Phemister, deceased, being an approximately 0.034 acre strip of land for a roadway easement and an approximately 0.126 acre strip of land for a public access easement, together with an approximately 0.012 acre strip of land for a temporary construction easement;

A portion of Lot B-R, Block 21, Bailey's Industrial Addition, Second Filing, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet B, Slide 2040, Plat Records, Tarrant County, Texas, owned by Rupert Street 1, L.P., being an approximately 0.027 acre tract of land for a roadway easement, an approximately 0.003 acre strip of land for a roadway

easement, and an approximately 0.133 acre strip of land for a bridge easement, together with a 0.150 acre tract of land for a temporary construction easement;

A portion of Lots 5 and 6, Block 5, Weisenberger Addition, owned by Stephanie A. Shekell and Terry D. Coote, being an approximately 0.055 acre strip of land for a public access easement and an approximately 0.023 acre strip of land for a temporary construction easement;

A portion of Lot 8-R, Block 17, Bailey's Industrial Addition, Second Filing, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 388-122, Page 73, Plat Records, Tarrant County, Texas, owned by Western Hauler Enterprises, Inc. *formerly known as* John Bell Enterprises, Inc., being an approximately 0.082 acre strip of land for a roadway easement and an approximately 0.121 acre strip of land for a public access easement, together with an approximately 0.035 acre strip of land for a temporary construction easement;

A portion of Lot 5-r-3, Block 17, Bailey's Industrial Addition, owned by Western Hauler Enterprises, Inc., being an approximately 0.039 acre strip of land for a roadway easement and an approximately 0.070 acre strip of land for a public access easement, together with a 0.007 acre strip of land for a temporary construction easement;

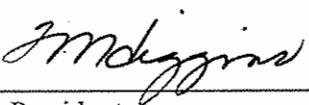
A portion of Block 19, Weisenberger Addition, owned by Joe D. Gauna and wife Cynthia A. Gauna, being an approximately 0.017 acre strip of land for an easement for overhead utilities; and

A portion of the reserved area in Block 13, Evans-Pearson-Westwood Addition, and being a portion of the reserved area as described in City Ordinance No. 2209 owned by Williams-Pyro, Inc., being an approximately 0.004 acre tract of land for a temporary construction easement.

The motion indicated that the vote would apply to all of the named properties. The motion was seconded by Director Henderson and the vote in favor was unanimous. Director Espino abstained from the vote and from participation in the matter.

VI. Adjourn

There being no further business before the Board of Directors, the meeting was adjourned at 3:33 P.M.



Vice - President



Secretary