#### MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TRINITY RIVER VISION AUTHORITY ("TRVA") HELD ON THE 20th DAY OF JULY, 2016 AT 2:00 PM

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

#### Present

GK Maenius Vic Henderson Jim Oliver Bob Riley David Cooke

Also in attendance were: JD Granger, Sandy Newby, Shanna Cate, Matt Oliver, Kelly Halcom, Stacy Beeson, Matt Oliver, Jeni Bell, Woody Frossard, and Jenna Brummett of TRVA; Jennifer Mitchell, Kathleen Miller, and Rachel Navejar of the Tarrant Regional Water District; Doug Rademaker and Katherine Beck of the City of Fort Worth; Lee Christie, Ethel Steele, and Evelyn Hernandez of Pope, Hardwicke, Christie, Schell, Kelly & Ray, L.L.P.; Gail Hicks of the United States Army Corps of Engineers (USACE); Bill Paxton of Trinity River Communications—Joint Venture; Charley Mock of Freese and Nichols Inc.; Congresswoman Kay Granger; Marty Leonard; and Justin Allison.

#### I. Call to Order

President Maenius convened the meeting at 2:05 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

Public comment was received from UTA graduate student Justin Allison. Mr. Alison shared interest in UTA providing rendering and other urban planning services if an opportunity arises.

#### III. Action Items

A1.

On a motion made by Director Riley and seconded by Director Henderson, the Directors unanimously voted to approve the minutes of the meeting held on June 1, 2016, as corrected with the addition of the correct addenda.

A2.

With the recommendation of Sandy Newby (TRVA, Chief Financial Officer), Director Cooke 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 Cooke and the vote in favor was unanimous. The TRV Central City Finance Report is attached hereto as <u>Exhibit</u> "B".

A4.

With the recommendation of Ms. Newby, Director Henderson made a motion to approve the TRVA Investment Policy and Strategies dated July 20, 2016. The motion was seconded by Director Cooke and the vote in favor was unanimous.

#### IV. Discussion Items

D1.

TRVA News, Events and Development

1.

Shanna Cate (TRVA, Programming and Development Manager) updated the Board on TRVA News, Events and Development. Ms. Cate provided copies of the TRVA's summer

newsletter, which highlights Gateway Park construction, and the TRVA summer events calendar. Ms. Cate commented that approximately 77,000 attended this year's free Fort Worth's Fourth and noted that a full update and video recap of the event will be provided at the August TRVA Board meeting. Additionally, JD Granger (TRVA, Executive Director) explained to the Board the new Panther Island Pavilion Water Activity Flag Key, which is designed to provide information on permitted water activities. The Panther Island Water Activity Flag Key is posted daily on the event websites and at Panther Island Pavilion. Ms. Cate noted that the Rockin' the River Finale will be August 13 and the last Sunday FunDay will be September 4. Lastly, Ms. Cate noted a recent article in West FW Lifestyle Magazine highlighting "Summer on the Trinity" and Panther Island Pavilion.

D2.

#### Update on Panther Island/Central City Project

1.

Woody Frossard (TRVA, Project Manager) gave an update on the Panther Island/Central City Project. Mr. Frossard reported that remediation work at the former Texas Refinery/UPRR Spur is complete except for repair to the bottom of a storm drainage channel and a suitable stand of grass. He also reported that remediation work at the former MMM/McKinley Iron Works site is complete, but will not be closed out until a suitable stand of grass is established. Lastly, he noted that both projects should be closed out in September.

Next, Mr. Granger reported to the Board that negotiations are underway in the Luminant bankruptcy proceeding to establish a maintenance fund for properties owned by Luminant which lie within the Panther Island area. A tentative agreement provides that Luminant and Tarrant Regional Water District (TRWD) will each contribute equally into an escrow fund to fund maintenance of the properties. If the Texas Commission on Environmental Quality (TCEQ) approves the transaction, the properties would be deeded to TRWD and the escrowed monies will

be utilized to maintain the properties. It was further noted that Heritage Park lies within the identified properties. This proposal is expected to be discussed at the August Luminant bankruptcy hearing.

2.

On behalf of the City of Fort Worth (COFW), Mr. Doug Rademaker (COFW, TRV Project Manager) provided an update on the Henderson Street, White Settlement Road and North Main Street Bridges. Mr. Rademaker provided photographs of the construction progress of the Henderson Street Bridge pier shafts and slab bridge. Mr. Rademaker also noted that work on the Henderson Street bridge abutment has commenced and showed photographs of the footings, paving and lower walls on Henderson Street. Next, Mr. Rademaker reported that the steel has been placed on the ground and the racks built for the mock-up V-piers. Texas Department of Transportation (TxDOT) engineers will review the work on the ground and the concrete pour of the mock-up V-pier will commence next Wednesday. Additionally, he provided an explanation of the concrete pour process. Mr. Rademaker also reported to the Board that the paving work on the White Settlement Street roundabout is complete. Lastly, Mr. Rademaker reported that the soil nail walls for the White Settlement Bridge have been installed, however the contractor drilled through a 16" water line and will be required to replace that section of the water line.

D3.

#### Update on TRV-Gateway Park Master Plan

Ms. Gail Hicks (USACE) provided an update on the Gateway Park Master Plan. Ms. Hicks reported that dirt work is progressing at the Oxbow A and C sites and over a half million cubic feet of dirt has been moved. Work is scheduled to be complete at the end of January 2017. Ms. Hicks reported that dump trucks are making approximately 1000 round trips per day. Lastly,

Ms. Hicks noted that the USACE and the contractors have worked closely with neighborhood groups to address concerns arising from the truck traffic.

D4.

Update on Citywide Recreation TRV Master Plan

1.

Rachel Navejar (TRWD, Neighborhood and Recreational Enhancement Coordinator) reported to the Board that construction has begun under Bryant Irvin on the one-half mile section of trail which will provide access for the River Park, River Crest, and Waterside neighborhoods. Work should be complete in September.

2.

Ms. Navejar reported that Streams and Valleys continues to hold its Farnsworth the Squirrel programs to inform FWISD students of trail safety.

D5.

The next TRVA Board of Directors meeting is scheduled for August 10 at 3:30 pm.

#### V. Work Session

Congresswoman Kay Granger provided a congressional update on federal funding.

The Board reviewed the FY 2017 Budget.

#### VI. Adjourn

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

at 4:36 P.M.

President

Secretary

#### EXHIBIT "A"

### TRVA Stmt of Revenues and Expenditures 5 2016\_6979E26 7/13/2016

## **TRVA**Statement of Revenues and Expenditures 5/31/2016

REVENUES .		
Program Revenue	\$201,141	
Miscellanueous Revenue	\$6,300	
Interest Income	\$5,126	
Total Revenues	According to	\$212,567
EXPENDITURES		
Project Management	\$916,568	
Program Expenses	\$224,212	
Total Expenditures	Si ca-tauniffron	\$1,140,780
Net Income/(Loss)	profession and the second	(\$928,213)

TRVA - Budget vs Actual FY 2016 Expenditures

Project Management	Year to Date Actuals May 2016	Budget FY 2016	Percent of Budget
Scheduler	\$392,086	\$725,000	54.08%
Engineering	\$54,269	\$300,000	18.09%
Additional Staff	\$165,668	\$350,000	47.33%
Consulting Planning Review Design Renderings and Schematics Financial Assistance Public Information Assistance	\$6,932 \$19,000 \$5,513 \$31,445	\$30,000 \$25,000 \$15,000 \$70,000	23.11% 76.00% 36.75% 44.92%
Minority Contracting/Public Information	\$70,000	\$120,000	58.33%
Legal	\$59,340	\$100,000	59.34%
Office Rental	\$95,719	\$150,000	63.81%
Community Education	\$48,041	\$195,500	24.57%
Total Expenditures	\$916,568	\$2,010,500	45.59%

ı	CENTRAL CITY	- Fiscal Year 2016	Act	ual	vs Budget				
		Program Budget- Includes Escalation						27.71 2000	A PACE TO A CONTROL OF A CONTRO
		Construction, PED.		1 2			FY2016 Actuals		
- 1		PM, CM			2016 Budget	th	rough May		Variance
1	LAND PURCHASE	\$ 124,792,955	1	\$	12,685,000	\$	148,386	\$	12,536,614
2	RELOCATION	\$ 55,540,913		\$	9,962,000	\$	2,874,016	69	7,087,984
3	DEMOLITION	\$ 25,492,141		\$	2,205,000	\$	716,235	\$	1,488,765
4	ENVIRONMENTAL	\$ 40,819,969		\$	13,590,000	\$	6,679,582	\$	6,910,418
5	PED-PRELIMINARY DESIGN	\$ 25,598,859							
6	SANITARY SEWER AND WATER SYSTEMS	\$ 51,319,472		\$	3,915,000	\$	579,201	\$	3,335,799
7	FRANCHISE UTILITIES	\$ 20,020,579		\$	2,241,000	\$	118,269	\$	2,122,731
В	STORM DRAINAGE SYSTEM	3 9,545,562		\$	5,919,000	\$	35,973	\$	5,883,027
9	LEERDs	\$ 353,130,450		\$	50,517,000	\$	11,151,662	\$	-39,365,338
10	GATEWAY - OXBOW VALLEY STORAGE	\$ 43,431,801		\$	24,578,000			64	24,578,000
11	GATEWAY - OXBOW RECREATION	\$ 5,575,773							
12	GATEWAY - OXBOW ECOSYSTEM	\$ 6,948,822		\$	123,000				
13	LOCAL STREET MODIFICATIONS	\$ 3,728,296		\$	26,000	\$	19,440	\$	6,560
14	SAMUEL AVENUE VALLEY STORAGE	\$ 14,142,737		\$	57,000	\$	225,778	<del>\$5</del>	(168,778)
15	HAM BRANCH VALLEY STORAGE	\$ 1,981,090		\$	367,000	\$	67,177	\$	299,823
16	STORM WATER PUMP STATION	\$ 7,935,078							
17	BYPASS CHANNEL - SOUTH	\$ 41,260,041		\$	2,898,000	\$	344,068	\$	2,553,932
18	BYPASS CHANNEL - NORTH	\$ 37,409,981		\$	1,869,000	\$	73,925	\$	1,795,075
19	BYPASS CHANNEL - BETTERMENTS	\$ 29,000,000		\$	2,431,000	\$	3,437	\$	2,427,563
20	MAIN STREET PEDESTRIAN BRIDGE	\$ 2,231,609		L					
21	TRINITY POINT PEDESTRIAN BRIDGE	1,323,033							
22	ROCKWOOD PARK VALLEY STORAGE	\$ 3,264,034				\$	97,799	\$	(97,799)
23	ROCKWOOD PARK ECOSYSTEM	\$ 563,319							
24	UNIVERSITY DRIVE VALLEY STORAGE	\$ 6,187,548				\$	240,899	\$	(240,899)
25	TRWD GATE	\$ 18,006,631						\$	-
26	CLEAR FORK GATE	\$ 17,542,474						\$	-
27	TRINITY POINT GATE	\$ 22,179,946							
28	SAMUELS AVE DAM	\$ 47,804,702							
29	MARINE CREEK DAM	\$ 11,234,545	1	L					
30	MARINE CREEK CHANNEL EXPANSION	\$ 4,546,181		L				L	
31	WEST FORK PEDESTRIAN BRIDGE	\$ 2,159,679		L					
32	WHITE SETTLEMENT EXTENSION	\$ 6,563,991							
33	INTERIOR WATER WORKS	\$ 25,070,482		L		L		L	
34	PROGRAM MANAGEMENT	\$ 25,077,153		\$		\$	916,568	\$	1,093,932
35	RIVERSIDE PARK VALLEY STORAGE	\$ 3,908,915		3	4,637,000	\$	35,548	\$	4,601,452
36	RIVERSIDE PARK RECREATION (	\$ 409,423		L		L		L	
37	Floodway Construction	\$ 389,487,284	1	3	38,996,500	\$	2,024,639	.\$	36,848,861
1				L		L			
38	HENDERSON STREET BRIDGE	\$ 29,035,400		\$		\$	89,242	\$	8,785,758
39	MAIN STREET BRIDGE	\$ 77,814,980		1	<del></del>	\$	53,591	\$	6,800,409
40	WHITE SETTLEMENT BRIDGE	\$ 34,502,712		\$		\$	93,254	\$	9,409,746
41	Bridge Construction	\$ 81,363,092		3	25,232,000	\$	236,087	\$	24,995,913
				_		L			
42	TOTALS	\$ 823,970,826		3	114,745,500	\$	13,412,388	\$	101,210,112
	Owners Contingency .	\$ 85,903,048							
44	Total Project Cost	\$ 909,873,874	1						

100% complete

LAND PURCHASE RELOCATION DEMOLITION	Construction, PED	Incep	Inception to Date Actuals	Final 2012 and prior actuals	Final 2013 Actuals	Final 2014 Actuals	FY 2016 Actuals	FY 2016 Actuals- through May	
REDOCATION DEMOLITION		(A)	319,174	\$ 50,715,217	\$ 9,229,444		3,080,387	59	
DEMOLITION PARTICIONALIZATION		G	+			\$ 13,141,470	69	7 \$ 2,874,016	
TV TO OTHER PROPERTY.	\$ 26,492,747	€9	╃	\$ 3,147,586	\$ 1,682,524	\$ 35,298	\$ 482,810	0 \$ 716,235	
NAC SACRETARY AL	\$ 81969	மு	20,611,953	\$ 2,734,721	\$ 1,334,451	\$ 1,439,624	8 8,423,575	75 \$ 6,679,582	
PED-PRELIMINARY DESIGN	\$ 25,598,859	9	25,598,859	\$ 25,598,859					100% Complete
SANITARY SEWER AND WATER SYSTEMS	5年日 1315,472	மை	15,644,515	\$ 4,289,315	\$ 1,094,613	\$ 5,873,239	3,808,147	17 \$ 579,201	
FRANCHISE UTILITIES	<b>  \$</b>	69	НН	\$ 1,263,233	\$ 1,654,454	\$ 4,524,841	\$	\$	
STORM DRAINAGE SYSTEM	\$ 545,562	မှာ		\$ 1,483,210	\$ 264,456	69	₩	υp	
LERROS : The Property of the Control	\$   \$	The state of the s	189,444,173	8	\$ 121,081,037	\$ 26,867,822	29,062,696	16 8 11 11 11 11 11 11 11 11 11 11 11 11 1	
			-+						
GATEWAY - OXBOW VALLEY STORAGE		<b>69</b>	12,738,619	\$ 2,724,990	\$ 593,066	\$ 216,405	5 8 9,204,158	58	
GATEWAY - OXBOW RECREATION	5,6773		1						
LOCAL STREET MODIFICATIONS		673	3.195.034		\$ 1.945,499	\$ 1.079.088	151,007	77 \$ 19,440	
SAMUEL AVENUE VALLEY STORAGE	8 142737	69	+	\$ 8,011,297		ம	8	65	
HAM BRANCH VALLEY STORAGE	<b>医</b>	æ	995,197	\$ 565,520	\$ 150,096	\$ 174,592	5 37,812	12 \$ 67,177	
STORM WATER PUMP STATION	\$ 7,935,078								
BYPASS CHANNEL - SOUTH	\$ 41,250,041	€9	8,737,141	\$ 3,466,982	\$ 956,370	\$ 496,030	3,473,691	344,068	
BYPASS CHANNEL - NORTH	\$ 37,408,984	to.	5,483,864	\$ 3,467,067	\$ 938,035	\$ 310,411	\$ 694,426	26 \$ 73,925	
BYPASS CHANNEL - BETTERMENTS	\$ 29,000,000	es)	4,184,575	\$ 280,270	\$ 504,630	\$ 2,391,992	2 \$ 604,246	16 \$ 3,437	
MAIN STREET PEDESTRIAN BRIDGE	\$ 2234 809								
TRINITY POINT PEDESTRIAN BRIDGE	1 \$ 1 Telephone   1   1   1   1   1   1   1   1   1								
ROCKWOOD PARK VALLEY STORAGE	\$ 3264,034	es.	444,091	\$ 150,724	\$ 130,549	\$ 5,112	2 \$ 59,907	97,799	
ROCKWOOD PARK ECOSYSTEM	\$ 10								
UNIVERSITY DRIVE VALLEY STORAGE	S	மை	243,887				\$ 2,988	38 \$ 240,899	
TRWD GATE	\$ 18008 631	49		\$ 4,921	\$ 183,878	\$ 118,584	မာ	33	
CLEAR FORK GATE	\$ 17,542,474	₩	325,746	\$ 2,404	\$ 181,375	\$ 131,284	1 \$ 10,683	33	
TRINITY POINT GATE									
SAMUELS AVE DAM	\$1000   \$100   105								
MARINE CREEK DAM	41,234,545								
MARINE CREEK CHANNEL EXPANSION	\$ 11000 054546781								
WEST FORK PEDESTRIAN BRIDGE	\$								
WHITE SETTLEMENT EXTENSION									
INTERIOR WATER WORKS									
PROGRAM MANAGEMENT		சு		7,34	3,1,8	69-	3	€£3	
RIVERSIDE PARK VALLEY STORAGE	916180618	69	701,850	\$ 8,416	\$ 94,025	\$ 302,864	1 \$ 250,996	35,548	
RIVERSIDE PARK RECREATION	409,423	984123145	1 000 FB F 500	Personal Company	Section and American	Kes not a manual	TAKE SECTION STREET, ST. ST.	(中央が)でもいうのは、日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日	
		(A)	ario (richardo)	100	ā.				
HENDERSON STREET BRIDGE	\$ 29,035,400	ts.	12,472,748	\$ 9,871,530	\$ 72,622	\$ 2,367,310	72,045	15 \$ 89,242	
MAIN STREET BRIDGE	\$ 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	69		\$ 1,407,261	\$ 955,415	\$ 5,499,475	5 51,509	39 \$ 53,591	
WHITE SETTLEMENT BRIDGE	\$ 11.00   34,602,712	49	13,249,342	\$ 1,752,419	\$ 897,510	\$ 10,503,159	9 \$ 3,000	00 \$ 93,254	
Bridge Construction	\$ 10,363,092	当我是50	33,688,342	\$ 11 13,031,210	1,925,647	· \$	128,554	54 \$ 30 5 236,087	
42 (FOTALS ) 等并到1000000000000000000000000000000000000	\$ 823,970,826		282,515,413	\$ 138,025,843	李明明明明1282,578,412   李門昭138,026,843    李計明831,247,697	\$ 8.054,018,350	46,811,126	5 38	
Owners Contingency	\$ 85,903,048								

Cost - bud vs act - Inception thru 5,

# Project Summary Actuals and Transfers

CONTRIBUTION SOURCE	Budget Estimate	Actuals and 5/31/2
LOCAL:		
COFW	\$26,600,000	₩
COUNTY	\$11,000,000	₩
TRWD & TRVA	\$64,400,000	₩
井	\$326,000,000	89
Sub-Total	\$422,000,000	\$2
NONLOCAL:		
TXDOT/NCTCOG/STATE	\$66,305,712	
USACE	\$411,567,288	€>
EDI/HUD	240,000,000	
Sub-Total	8487,873,000	\$
Total	\$909,873,000	\$2

				Amount	Appropriated \$49,607,300	\$38,104,000	\$4,487,035	\$92,198,335	
Actuals and Transfers 5/31/2016	\$25,094,453 \$11,000,000	\$64,400,000 \$155,687,182	\$256,181,635		0\$	\$21,848,245	\$4,485,533	\$26,333,778	\$282,515,413
Budget Estimate	\$26,600,000 \$11,000,000	\$64,400,000	\$422,000,000		\$66,305,712	\$411,567,288	\$10,000,000	\$487,873,000	\$909,873,000

## Recap of TIF Expense and Loan

Inception to date	155,687,182	(19,793,385)	135,893,797
2016	11,545,068	•	11,545,068
2015	35,610,612	(3,261,606)	32,349,006
2014	44,214,177	(3,147,798)	41,066,379
2013	31,068,064	(2,808,584)	28,259,480
2012 and prior	33,249,261	(10,575,397)	22,673,864
	TIF Expenses	Less TIF Payments	Net outstanding loan

TIF Collections Summary (9 & 9A) - As of 5/31/16

95 \$1,048,82B \$537,655,011 87 \$1,048,82B \$425,934,599 102 \$1,047,142 \$443,555,016 \$546,028 103,047,142 \$443,555,016 The taxable value \$1,047,142 \$1,047,1
\$2,785,785 \$3,260,1987 \$3,260,1989 \$2,402,969 \$21,885,916 \$91,451 \$91,451 \$91,451 \$381,509 \$245,193 \$246,193 \$449,377 \$602,600 \$552,729 \$602,600 \$552,729
\$1,740,967 \$1,778,320 \$2,212,860 \$5,319,627 \$18,046,229 \$278,056 \$165,803 \$285,943 \$286,943 \$3649,432 \$888,029 \$1,073,143 \$1,088,162 \$1,508,162 \$1,508,162 \$1,508,162 \$1,508,162 \$1,508,162 \$1,508,162 \$1,508,316

\* FWISD kept 100% of TIF Collections

\*\* Based on year money was received

\*\* Total based on Clift's billings

\*\*\*\*TIF 9 base value (2009 tax year) is \$111,601,748

TIF 9a base value (2009 tax year) is \$19,498,421

Total base value beginning in 2012 is \$131,100,169

\*\*\*\*\*FY2016 esitmate is based on the updated TXP study.