#### MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TRINITY RIVER VISION AUTHORITY ("TRVA") HELD ON THE 6th DAY OF APRIL, 2017 AT 3:00 PM

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

#### Present

G.K. Maenius Vic Henderson Jim Oliver Bob Riley

Also in attendance were: JD Granger, Sandy Newby, Shanna Cate, Matt Oliver, Woody Frossard, Jenna Brummett, Debbie Witherspoon and Wendy Stane of TRVA; Steve Christian, Kirk Thomas, Jennifer Mitchell, and Kathleen Miller of the Tarrant Regional Water District; Katherine Beck and Doug Rademaker of the City of Fort Worth; Lee Christie, Ethel Steele, and Jeremy Harmon of Pope, Hardwicke, Christie, Schell, Kelly & Taplett, L.L.P.; Gail Hicks of the United States Army Corps of Engineers (USACE); Stacey Pierce of Streams and Valleys; Christine Jacoby of Freese and Nichols, Inc.; and John Schultz of Trinity River Communications-Joint Venture.

#### I. Call to Order

President Maenius convened the meeting at 3:05 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

No public comment.

#### III. Action Items

A1.

On a motion made by Director Henderson and seconded by Director Oliver, the Directors unanimously voted to approve the minutes of the meeting held on February 1, 2017.

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

#### A4.

With the recommendation of Woody Frossard (TRVA, Project Manager), Director Henderson made a motion to approve a not-to-exceed authorization to pay Republic Waste the amount of \$97,000 for additional waste disposal services related to the Partial Response Action Plan Implementation for McKinley, UPRR Spur, Texas Refinery, Coburn Catering Warehouse properties and StarRFoam properties. The motion was seconded by Director Riley and the vote in favor was unanimous.

#### A5.

With the recommendation of Mr. Frossard, Director Oliver made a motion to approve payment of remaining contract pay applications in full to G.L. Morris Enterprises, Inc. d/b/a Sunbelt Industrial Services for Partial Response Action Plan Implementation for McKinley Ironworks, UPRR Spur, Texas Refinery and Coburn Catering Warehouse properties (TRVA

Project Number CSP 16-121). The motion was seconded by Director Henderson and the vote in favor was unanimous.

#### **IV. Discussion Items**

D1.

TRVA News, Events and Development

1.

Shanna Cate (TRVA, Programming and Development Manager) highlighted the rack cards which list the Panther Island Pavilion (PIP) events scheduled through June on one side and things to do on Panther Island on the other side. She reported that the rack cards will be available at kiosks in the community. She also reported that PIP will be hosting an event almost every week-end during the upcoming summer and she noted the diversity of the upcoming planned events. She next introduced new TRVA employee Debbie Witherspoon, TRVA Office Manager. Last, Ms. Cate reported to the Board on articles in the *Urban Land Institute*, "Attracting Millennial Workers to Florida: Transit Could Help"; *The Odyssey Online*, "14 Things That Make Fort Worth, TX Great"; *Wide Open Country*, "10 Hidden Gems of Fort Worth, TX"; and *WFAA.com*, "Census: Tarrant County Saw 5<sup>th</sup> Largest Growth In The Nation".

J.D. Granger (TRVA, Executive Director) provided a Panther Island Development Committee (the "Committee") update to the Board. Mr. Granger reported that the Committee discussed zoning changes and support for a zoning change case at 950 N. University. He also reported that the Committee discussed the establishment of a public improvement district and assessments and expenditures.

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

1.

Mr. Frossard gave an update on the Panther Island/Central City Project. He reported that work continues to go well at the McKinley Ironworks site. He also reported that one change order is anticipated on the project, but noted that the final total amount, including the change order, is expected to be within the authorized amount.

2.

On behalf of the City of Fort Worth (COFW), Doug Rademaker, P.E. (COFW, TRV Project Manager) provided an update to the Board on TRV bridge construction progress. He showed the Board photographs of the construction progress and the v-piers along White Settlement Road. He advised the Board that the White Settlement Road v-pier forms should be on April 21st and the first pours are scheduled for mid-May. Mr. Rademaker also showed photographs of the v-pier form fitting and the abutments. Next, he reported that the Texas Towing driveway has been restored. Last, Mr. Rademaker updated the Board on the Henderson Street progress providing photographs of the v-piers, abutments and coping.

Katherine Beck (COFW, TRV Project Manager) provided an update to the Board on Texas Department of Transportation (TxDOT) personnel changes. She reported that Brian Barth will transition to Austin and Lowell Buss will be the acting director fulfilling Mr. Barth's prior responsibilities.

D3.

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

Gail Hicks (USACE) provided an update on the TRV Gateway Park Master Plan. She reported that Oxbow Sites A & C are at 76% completion. She noted that the trail work for Site A is behind schedule but should be complete by the end of July. She also reported that Riverside TRVA Board Meeting Minutes – April 6, 2017

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Park is 43% complete and on schedule. Last, she reported that seeding is completed at the Ham Branch Park and the West Levee is complete except for fencing.

D4.

The next TRVA Board of Directors meeting is scheduled for May 3, 2017 at 2:00 p.m.

#### V. Executive Session

President Maenius next called an executive session at 3:41 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 Meanius reconvened the regular session at 4:26 P.M., noting that a quorum was present.

#### VI. Adjourn

	There being no further business before the Board of Directors, the meeting was adjourned
at 4:26	P.M.

President	Secretary

#### EXHIBIT "A"

TRVA Stmt of Revenues and Expenditures 1 2017 3/30/2017

### TRVA Statement of Revenues and Expenditures For the period ending 1/31/2017

REVENUES Miscellaneous Revenue Interest Income	 \$3,300 \$4,189	
Program Revenue	\$205,472	
Total Revenues		\$212,961
EXPENDITURES Project Management	 \$443,072	
Program Expenses	\$172,242	
Total Expenditures		\$615,314
Net Income/(Loss)		(\$402,353)

TRVA - Budget vs Actual FY 2017 Expenditures

Project Management	Year to Date Actuals January 2017	Budget FY 2017	Percent of Budget
Scheduler	\$156,881	\$742,000	21.14%
Engineering	\$0	\$100,000	0.00%
Additional Staff	\$135,313	\$389,028	34.78%
Consulting Planning Review Design Renderings and Schematics Financial Assistance Public Information Assistance	\$3,244 \$0 \$4,511 \$7,755	\$30,000 \$25,000 \$10,000 \$65,000	10.81% 0.00% 45.11% 11.93%
Minority Contracting/Public Information	\$30,000	\$120,000	25.00%
Legal	\$11,345	\$100,000	11.35%
Office Rental	\$50,615	\$165,000	30.68%
Community Education	\$51,163	\$207,972	24.60%
Total Expenditures	\$443,072	\$1,889,000	23.46%

2 RELOCATION \$ 55,540,813 3 DEMOLITION \$ 25,492,141 4 ENVIRONMENTAL \$ 40,819,969 5 PED-PRELIMINARY DESIGN \$ 25,598,859 6 SANITARY SEWER AND WATER SYSTEMS \$ 51,319,472 7 FRANCHISE UTILITIES \$ 20,020,579 8 STORM DRAINAGE SYSTEM \$ 9,645,662 9 LEERDS \$ 353,130,450 10 GATEWAY - OXBOW VALLEY STORAGE \$ 43,431,801 11 GATEWAY - OXBOW RECREATION \$ 5,676,773 12 GATEWAY - OXBOW ECOSYSTEM \$ 6,948,822 13 LOCAL STREET MODIFICATIONS \$ 3,728,296 14 SAMUEL AVENUE VALLEY STORAGE \$ 14,142,737.	vs Budget
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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	
30 MARINE CREEK CHANNEL EXPANSION \$ 4,546,181	
31 WEST FORK PEDESTRIAN BRIDGE \$ 2,159,679	
32 WHITE SETTLEMENT EXTENSION \$ 6,563,991	
33 INTERIOR-VALLEY STORAGE \$ 25,070,482	A 000 0
	\$ 1,889,0
	\$ 4,388,0
36 RIVERSIDE PARK RECREATION \$ 409,423	
37 Flootway Construction \$ 389,487,284	\$ 38,654,0
38 HENDERSON STREET BRIDGE \$ 29,035,400	\$ 7,991,0
	\$ 6,064,0
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42 TOTALS \$ 823,970,826	\$ 101,577,0
43 Owners Contingency \$ 85,903,046	
44 Total Project Goat \$ 909,873,874	

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			FY2017	45	
			Actuals	100	
	2017 Budget		through January	100	Variance
	\$ 12,092,000	\$	41,775	\$	12,050,225
	\$ 2,822,000	\$	2,137,530	\$	684,470
	\$ 1,930,000	\$	45,094	\$	1,884,906
	\$ 10,801,000	\$	1,352,663	\$	9,448,337
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	\$ 6,287,000	\$	1,241,804	\$	5,045,196
	\$ 1,793,000	\$	43,702	\$	1,749,298
	\$ 3,226,000	\$	65,533	\$	3,160,467
	\$ 38,951,000	\$	4,928,101	\$	34,022,899
	\$ 20,080,000	\$	3,533,148	\$	16,546,852
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	\$ 6,064,000	\$	29,020	\$	6,034,980
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Project Cast Categories LAND PURCHASE RELOCATION DEMOLITION ENVIRONMENTAL PED-PRELIMINARY DESIGN SANITARY SEWIRE SYSTEMS	4 6 9 4	Inception to Date Actuals	Final 2013 and prior actuals	Final 2018 Actuals	Final 2015 Actuals	Final 2018 Actuals	FY 2017 Actuals: through January	
LAND PURCHASE RELOCATION DEMOLITION ENVIRONMENTAL PED-PRELIMINARY DESIGN SANITARY SEWIR AND WATER SYSTEMS								
RELOCATION DEMOLITION ENVIRONMENTAL PED'PRELIMINARY DESIGN SANITARY SEWER AND WATER SYSTEMS	2		6					
RELOCATION  DEMOLITION  ENVIRONMENTAL  PED-PRELIMINARY DESIGN  SANITARY SEVVER AND WATER SYSTEMS	124,192		9				\$ 41,775	
DEMOLITION ENVIRONMENTAL PED-PRELIMINARY DESIGN SANITARY SEVIER AND WATER SYSTEMS	\$ 55,540,913	\$ 48,935,289	9 \$ 15,870,110	\$ 13,141,470	\$ 12,841,717	\$ 4,944,462	\$ 2,137,530	
ENVIRONMENTAL PED-PRELIMINARY DESIGN SANITARY SEWER AND WATER SYSTEMS	\$ 25,492,141	\$ 6,257,270	0 \$ 4,830,210	\$ 36,298	\$ 482,810	\$ 862,858	\$ 45,094	
PED-PRELIMINARY DESIGN SANITARY SEWER AND WATER SYSTEMS	\$ 40,819,969	\$ 26,450,467	7 \$ 4,069,172	\$ 1,439,624	\$ 8,423,575	\$ 11,165,433	\$ 1,352,663	
SANITARY SEWER AND WATER SYSTEMS	\$ 25,598,859	\$ 25,598,859	9 \$ 25,598,859		ができる の の の の の の の の の の の の の	· 医多种性 (1) 10 10 10 10 10 10 10 10 10 10 10 10 10	· · · · · · · · · · · · · · · · · · ·	100% Complete
	51,319,472	\$ 17,707,300	s	\$ 5,873,239	\$ 3,808,147	\$ 1,400,182	\$ 1,241,804	
FRANCHISE UTILITIES	20,020,579	\$ 9,892,584	4 \$ 2,917,687	\$ 4,524,841	\$ 108,901	\$ 2,297,453	\$ 43,702	
STORM DRAINAGE SYSTEM	\$, 9,545,562	\$ 2,747,283	s	69				
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10 GATEWAY - OXBOW VALLEY STORAGE	\$ 43,431,801	\$ 24,516,954	4 \$ 3,318,056	\$ 216,405	\$ 9,204,158	\$ 8,245,187	\$ 3,533,148	
11 GATEWAY - OXBOW RECREATION	\$ 5,575,773							
12 GATEWAY - OXBOW ECOSYSTEM		s						
13 LOCAL STREET MODIFICATIONS	3,728,296	\$ 3,203,734	4 \$ 1,945,499	\$ 1,079,088	\$ 151,007	\$ 23,440	\$ 4,700	
14 SAMUEL AVENUE VALLEY STORAGE	\$ 14,142,737	\$ 8,363,605	5 \$ 8,017,235	\$ 13,146	-	es		
15 HAM BRANCH VALLEY STORAGE	1,981,090	\$ 1,072,600	5	\$	es	69	\$ 40,065	
16 STORM WATER PUMP STATION	8/10/38/2/02/8	s						
17 BYPASS CHANNEL - SOUTH	\$1260,041	\$ 8,752,351	1 \$ 4,423,352	\$ 496,030	\$ 3,473,691	\$ 350,888	\$ 8,390	
18 BYPASS CHANNEL - NORTH	\$ 37,409,981	\$ 8,129,404	╌		ss	\$ 2		
19 BYPASS CHANNEL - BETTERMENTS	5,000,000	\$ 4,184,575	s	2	s	G		
20 MAIN STREET PEDESTRIAN BRIDGE	\$ 2231,609	s	1					
21 TRINITY POINT PEDESTRIAN BRIDGE	4,323,033	s	t					
22 ROCKWOOD PARK VALLEY STORAGE	\$ 3,264,034	\$ 665,265	5 \$ 281,273	\$ 5,112	\$ 59,907	\$ 204,717	\$ 114,256	
	\$ 553 319	ь	1					
	\$ 87,548	\$ 340,659	6		\$ 2,988	\$ 337,671		
	18,006,831	\$ 318,066	\$	\$ 118,584	\$ 10,683			
26 CLEAR FORK GATE	17,542,474	\$ 325,746	6 \$ 183,779	\$ 131,284	\$ 10,683			
27 TRINITY POINT GATE	\$ 22,179,946	s						
28 SAMUELS AVE DAM	47,804,702	s	1					
	11/234,545	s						
30 MARINE CREEK CHANNEL EXPANSION	\$ 4546,181	ь						
31 WEST FORK PEDESTRIAN BRIDGE	\$ 2,159,679	\$						
32 WHITE SETTLEMENT EXTENSION	\$ 6,568,991	\$	,					
33 INTERIOR-VALLEY STORAGE	\$ 25,070,482	ક્ક	•					
34 PROGRAM MANAGEMENT	\$ 25,077,159	\$ 15,008,914	4 \$ 9,188,437	\$ 1,541,386	\$ 2,007,692	\$ 1,828,327	\$ 443,072	
35 RIVERSIDE PARK VALLEY STORAGE	3,908,915	\$ 2,818,733	3 \$ 102,442	\$ 302,864	\$ 260,996	\$ 2,152,431		
36 RIVERSIDE PARK RECREATION	409,423	s	t					
37 Floodway Construction	389,487,284	\$ 77,700,608	8 8 33,954,490 \$	5 6,780,894	\$ 15,621,875	\$ 16,189,716	\$ 4,143,631	
			9					
	\$ 28,035,400	\$ 12,535,327	7 \$ 9,944,152	\$ 2,367,310	\$ 72,045	\$ 103,494	\$ 48,326	
	17,814,980	\$ 8,004,829	9 \$ 2,362,676	\$ 5,499,475	\$ 51,509	\$ 62,149	\$ 29,020	
	\$ 34,502,712	\$ 13,314,733	3 \$ 2,649,929	\$ 10,503,159	\$ 3,000	\$ 108,146	\$ 50,499	
41 Bridge Construction	\$ 81,353,092	\$ 33,854,889	9 \$ 14,956,757	\$ 18,369,944	126,554			
	32.5		٠ د					
42 TOTALS	\$ \$23,970,826	\$ 320,149,035	5 \$ 169,273,540	\$ 54,018,360 \$	45,811,125	\$ 41,845,433	129'681'6	
43 Owners Contingency	\$ 85,903,048							

# Project Summary Actuals and Transfers

		Actuals and Transfers
CONTRIBUTION SOURCE	Estimate	1/31/2017
LOCAL:		
COFW	\$26,600,000	\$25.681,419
COUNTY	\$11,000,000	\$11,000,000
TRWD & TRVA	\$64,400,000	\$64,400,000
ᆜ	\$320,000,000	\$181,466,326
Sub-Total	\$422,000,000	\$282,547,745
		_
NONLOCAL:		
TXDOT/NCTCOG/STATE	\$66,305,712	<b>J</b> 0\$
USACE	\$411,567,288	\$33,114,757
EDI/HUD	\$10,000,000	\$4,485,533
Sub-Total	\$487,873,000	\$37,600,290
Total	\$909,873,000	\$320,148,035

A	Appropriated	\$49,607,300	\$49,839,752	\$4,487,035	\$103,934,087	
_		<b>\$</b> 0\$	\$33,114,757	\$4,485,533	\$37,600,290	\$320,148,035
		\$66,305,712	\$411,567,288	\$10,000,000	<b>\$4</b> 87,873,000	\$909,873,000

## Recap of TIF Expense and Loan

	2012 and prior	2013	2014	2015	2016	2017	Inception to date
	33,249,261	31,068,064	44,214,177	35,610,612	31,949,634	5,374,578	181,466,326
ess TIF Payments	(10,575,397)	(2,808,584)	(3,147,798)	(3,261,606)	(2,402,969)	,	(22,196,354)
Vet outstanding loan	22,673,864	28,259,480	41,066,379	32,349,006	29,546,665	5,374,578	

TIF Collections Summary (9 & 9A) - As of 1/31/17

III collections	idani ili imani. Bili ifa ni						
	ESTIMATE (@ 80% by Project (80%)	y Project (80%)	Vanance	Taxable Value	•	Paid out by TIF	
TIF Base Value as of tax year 2012	tax year 2012			\$131,100,169	•		
2005	\$416.832	\$420.721	43 889	\$168 794 363			
2006	\$484 648	6488 043	(646,636)	9044 000 440			
2004	000000000000000000000000000000000000000	100000	(00000000000000000000000000000000000000	01/000/11/20			
~ 0	800'400e	400,0400	3203,040	\$241,704,119			
2002	\$1,054,085	\$1,118,241	\$64,156	\$248,084,744			
on.	\$1,134,660	\$1,461,678	\$327,018	\$275,626,427		\$1,576,015	
2010	\$1,463,291	\$1,653,598	\$190,307	\$316,846,609		\$1,000,000	
2011	\$2.087,427	\$2.074.666	(\$12.761)	\$332 362 155			
2012	\$1 769 003	CO 256 104	\$487 101	6350 000 660		44 000 000	
2012	44 440 061	100100	00000	900,000,000		785,888,78	
	41,740,907	92,789,783	41,048,828	\$397,635,011		\$2,808,584	
4102	\$1,778,320	\$3,131,987	\$1,353,667	\$425,934,599		\$3,147,798	
2015	\$2,212,860	\$3,260,002	\$1.047.142	\$451,880,855		53 261 606	
2016	\$3,319,627	\$2.402.969	(\$916,658)	\$443 555 01B		000 007 00	
2017***	\$3 478 517	\$3 528 738	\$50.224	C/07 259 77/		94,404,303	
Subtotal	\$21,524,746	\$25,414,654	\$3,889,908	t	The taxable value	\$22,196,354 Total cash paid	otal cash pai
					base to current year		
			Actual TIF	Actual TIF Contributed to Project by Entity - 80%	set by Entity - 80%		
	COFW	County	Hosnital	COL	TRACT	Cort Month ICO	Total
2005	\$278 05E	201 151	9	707 110		CE INCA TO	I DIOI
3006	6466 000	701.000	9 6	187,48	\$6,42/	2	\$420,721
0000	9100,003	450,001 4	2	\$88,790	\$12,884	80	\$468,011
	5480,848	\$297,939	Q <b>₽</b>	\$143,571	\$20,601	20	\$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	S	£1 461 67
2010	\$838,029	\$246,193	\$319.719	\$217,989	\$31,668	<i>5</i>	\$1 653 508
2011	\$1,001,785	\$449.377	\$360,799	\$229 375	055.55%	<b>3</b>	\$2 074 668
2012	\$1,073,143	\$440,256	5445 811	\$261.834	£35 153	8 8	62,014,000
2013	\$1.368.162	8588 501	S474 840	5347 537	000000000000000000000000000000000000000	9 6	44,430,13
2014	64 550 F.S.	000000	000,4749	70, 100	010,110	7	32,789,785
100	000,000,00	9007,000	500,1706	\$327,044	447,174	09	\$3,131,987
2013	800,280,14	9227,729	\$580,288	\$383,642	\$51,323	80	\$3,260,002
	50,070	\$581,406	\$501,897	\$329,243	\$44,046	<b>₽</b>	\$2,402,969
2017	\$1,591,337	\$773,327	\$667,572	\$437,917	\$58,585	\$0	\$3,528,73
Subtotal	\$11,964,524	\$5,478,284	\$4,418,488	\$3,123,973	\$429,385	0\$	\$25,414,654
		Actual	TIF Created by	Actual TIF Created by Project and kept by Agency - 20%	Agency - 20%		
	COFW	Countr	Hoenital	JUL-	TOWN	Tate 18/2 at 10.00	ŀ
2005	\$69.514	\$22 RG3	\$94 550	\$11.107	TOS 19	200000000000000000000000000000000000000	Poor coo
2006	\$41.701	\$49,634	\$189.558	\$22 448	43 224	64 224 042	44 620,000
2007	\$96,486	\$74.485	\$303.084	697 XG3	9 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6	010,100,14	0.14,000,14
acuc	6406 228	0.70 740			200	91,949,400	0,404,26
2000	\$100,228	817,074	459,158	\$38,003	\$5,453	\$1,622,325	\$1,901,885
	165,561	483,73	\$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	\$2 522 504	64 224 044
2014	\$389,634	\$150 650	\$142 75B	CBB 161	644 400	60,020,001	10,132,19
2015	6420 503	6130,000	27.77	20,000	70000	111'180'59	101,000,49
2016	400,02FD	4100,102	77.41.6	018,086	\$ 12,63	FUS,452,44	\$5,048,301
2010	#60,004 #60,004	255,551	4/4/07/4	\$82,311	\$11,012	\$4,130,653	\$4,731,395
	458, 1854	¥193,332	\$166,893	\$109.479	\$14.646	\$4.840 617	SE 700 BO
-						110,010,19	00,221,00

\* FWISD kept 100% of TIF Collections
\*\* Based on year money was received
\*\*\*2017 based on TAD estimated final numbers
\*\*\*FY2016 and forward estimate is based on the updated TXP study.