MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TRINITY RIVER VISION AUTHORITY ("TRVA") HELD ON THE 4th DAY OF OCTOBER, 2017 AT 2:00 PM

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

Present

G.K. Maenius Vic Henderson Bob Riley Jim Oliver

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

I. Call to Order

President Maenius convened the meeting at 2:04 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 Oliver, the Directors voted to approve a Resolution honoring past Board member Sal Espino for his tenure as a member of the Board of Directors of Trinity River Vision Authority and recognized new Board member Carlos Flores. Director Riley seconded the motion and the vote in favor was unanimous.

A2.

On a motion made by Director Henderson, the Directors voted to approve the minutes of the meeting held on September 6, 2017. Director Oliver seconded the motion and the vote in favor was unanimous.

A3.

With the recommendation of Sandy Newby (TRVA, Chief Financial Officer), Director Riley 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".

A4.

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 Henderson and the vote in favor was unanimous. The TRV Central City Finance Report is attached hereto as Exhibit "B".

V. Discussion Items

D1.

TRVA News, Events and Development

1.

Shanna Cate (TRVA, Programming and Development Manager) provided a report on recent and upcoming community events and presentations. Ms. Cate noted that the Tulsa Chamber of Commerce invited J.D. Granger to address its staff about the TRVA Project while they were in Fort Worth recently. She also noted that Matt Oliver will provide a presentation on the TRVA Project next Wednesday at Panther Island Brewing. Ms. Cate stated she will provide a recap of Oktoberfest at the November Board meeting, but noted that the event drew 11,000 attendees in 2016 and 17,000 attendees in 2017. She reported that upcoming Panther Island events include Ranch Bash and the GDRF Run. Ms. Cate advised that there was no Development Committee meeting in September. She also reported to the Board on articles in *USATODAY.com*, "Beer, Sausage and Polka Music Means It's Oktoberfest Season" and *FWWeekly.com*, "On Tap In Fort Worth: Re-Envisioning Panther Island".

D2.

Update on Panther Island/Central City Project

1.

Woody Frossard (TRVA, Project Manager), gave an update on the Panther Island/Central City Project. He advised the Board that the McKinley environmental remediation work is complete, has been seeded and lacks only a suitable stand of grass.

2.

On behalf of the City of Fort Worth (COFW), Doug Rademaker, P.E. (COFW, TRV Bridges Project Manager) showed the Board a video of the V-piers on White Settlement Road. He noted that White Settlement V-pier 3L is complete. Mr. Rademaker reported that remaining White

Settlement V-piers will be poured and should be completed by June 2019. Mr. Rademaker also noted that progress continues along Adolph Street. Next, he reported that the North Main Street pavement removal is complete. He also noted that much of the old brick underlying the pavement was salvaged and is being stored for future use along the canals on Panther Island. He next reported that the first pier shaft will be drilled on October 2nd. He advised the Board that there are twenty-seven shafts to drill, which will be drilled first on the north side and then on the south side. Further, he advised that once the drill shafts are completed, the columns will be poured. Finally, Mr. Rademaker reported that an updated milestone schedule is being prepared.

D3.

Update on TRV-Gateway Park Master Plan

Gail Hicks, (USACE) provided an update on the TRV Gateway Park Master Plan. She reported that grass is growing at Gateway Park and the final inspection is scheduled for October 13. She also reported that Riverside Park is in vegetation. Last, she noted that the contract for Oxbow Phase 2 has been awarded and the contractor will mobilize by the end of the year.

D4.

The next TRVA Board of Directors next meeting is scheduled for November 1, 2017 at 2:00 p.m. This meeting will be the annual meeting, at which the election of officers will occur.

V. Executive Session

President Maenius next called an executive session at 2:38 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 2:52 P.M., noting that a quorum was present.

A5.

With the recommendation of Steve Christian (TRVA, Real Property Director), Director Riley made a motion to recommend to the Board of Directors of the Tarrant Regional Water District that it acquire, by purchase or by eminent domain, for the Trinity River Vision Project fee simple title to the surface estate only, including improvements located thereon, of an approximately 76.902-acre tract of land situated in the Robert Cross Survey, Abstract No. 304, and the John Lynch Survey, Abstract No. 942, in the City of Fort Worth, Tarrant County, Texas, and being a portion of a tract of land described in a deed to Patricia Bowen Featherngill, LLC, et al, recorded in Document No. D206189806, Deed Records, Tarrant County, Texas, together with an assignment of all rights to use the surface of such 76.902-acre tract by the owners of the mineral estate, save and except a 1.607-acre portion of said 76.90-acre tract to be designated as a well drilling site (TRV Parcel 513). The motion was seconded by Director Henderson and the vote in favor was unanimous.

VI. Adjourn

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

at 2:54 P.M.

President

Sacratary

EXHIBIT "A"

TRVA Stmt of Revenues and Expenditures 8 2017 9/29/2017

TRVA

Statement of Revenues and Expenditures For the period ending 8/31/2017

REVENUES		
Miscellaneous Revenue	\$4,200	
Interest Income	\$16,848	
Program Revenue	\$377,196	
Total Revenues		\$398,244
EXPENDITURES		
Project Management	\$1,477,891	
Program Expenses	\$433,996	
Total Expenditures		\$1,911,887
Net Income/(Loss)		(\$1,513,643)

TRVA - Budget vs Actual FY 2017 Expenditures

Project Management	Year to Date Actuals August 2017	Budget FY 2017	Percent of Budget
Scheduler	\$580,893	\$742,000	78.29%
Engineering	\$0	\$100,000	0.00%
Additional Staff	\$356,987	\$389,028	91.76%
Consulting Planning Review Design Renderings and Schematics Financial Assistance Public Information Assistance	\$3,244 \$39,525 \$29,031 \$71,800	\$30,000 \$25,000 \$10,000 \$65,000	10.81% 158.10% 290.31% 110.46%
Minority Contracting/Public Information	\$100,000	\$120,000	83.33%
Legal	\$76,035	\$100,000	76.04%
Office Rental	\$139,494	\$165,000	84.54%
Community Education	\$152,682	\$207,972	73.41%
Total Expenditures	\$1,477,891	\$1,889,000	78.24%

CENTRAL CITY - Total Project Expenditures Local vs Non Local

!	Project Cost Categories	F	rogram Budget	Project Inception thru August 31, 2017	Varlance
1	LOCAL PROJECT COST CATEGORIES				
2	LAND PURCHASE	\$	124,792,955	\$ 72,995,515	\$ 51,797,440
3	RELOCATION	\$	55,540,913	\$ 51,813,940	\$ 3,726,973
4	DEMOLITION	\$	25,492,141	\$ 6,441,205	\$ 19,050,936
5	ENVIRONMENTAL.	\$	40,819,969	\$ 32,032,220	\$ 8,787,749
6	SANITARY SEWER AND WATER SYSTEMS	\$	51,319,472	\$ 19,124,876	\$ 32,194,596
7	FRANCHISE UTILITIES	\$	20,020,579	\$ 9,913,391	\$ 10,107,188
8	STORM DRAINAGE SYSTEM	\$	9,545,562	\$ 3,258,058	\$ 6,287,504
9	Subtotal - LERRDs	\$	327,531,591	\$ 195,579,205	\$ 131,952,386
10	PED-PRELIMINARY DESIGN	\$	•	\$ 18,225,971	\$ (18,225,971)
11	PROGRAM MANAGEMENT	\$	*	\$ 14,904,195	\$ (14,904,195)
12	BYPASS CHANNEL - LOCAL SHARE	\$	29,000,000	\$ 3,371,937	\$ 25,628,063
13	LOCAL STREET MODIFICATIONS	\$	-	\$ 3,294,700	\$ (3,294,700)
14	CASH MATCH	\$	19,259,500	\$ 31,647,074	\$ (12,387,574)
15	BRIDGE COSTS Local Share	\$	9,800,000	\$ 33,973,387	\$ (24,173,387)
16	Subtotal - Other Local	\$	58,059,500	\$ 105,417,264	\$ (47,357,764)
17	Contingency (9.5%)	\$	36,408,910		
18	TOTAL LOCAL COSTS	\$	422,000,001	\$ 300,996,469	\$ 84,594,622
19	NON LOCAL PROJECT COST CATEGORIES			1.5	
20	PED-PRELIMINARY DESIGN	\$	25,598,859	\$ 7,372,888	\$ 18,225,971
20	GATEWAY - OXBOW VALLEY STORAGE	\$	43,431,801	\$ 33,162,051	\$ 10,269,750
21	GATEWAY - OXBOW RECREATION	S	5,575,773	y 33,200,032	\$ 5,575,773
22		\$	6,948,822		\$ 6,948,822
23	GATEWAY : OXBOW ECOSYSTEM	\$	3,728,296		\$ 3,728,296
24	LOCAL STREET MODIFICATIONS	Ś	14,142,737	\$ 8,365,667	\$ 5,777,070
25	SAMUEL AVENUE VALLEY STORAGE			\$ 2,513,865	\$ (532,775)
26	HAM BRANCH VALLEY STORAGE	\$ \$	1,981,090	3 2,515,805	\$ 7,935,078
27	STORM WATER PUMP STATION	s s	7,935,078	\$ 9,225,361	\$ 32,034,680
28	BYPASS CHANNEL - SOUTH		41,260,041	1,74,750,000,000,000,000,000,000,000,000,000	A Committee of the Comm
29	BYPASS CHANNEL: NORTH	\$	37,409,981	\$ 8,720,299	\$ 28,689,682 \$ 24,702,712
30	WHITE SETTLEMENT BRIDGE	\$	24,702,712		
31	MAIN STREET PEDESTRIAN BRIDGE	\$	2,231,609		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
32	TRINITY POINT PEDESTRIAN BRIDGE	\$	1,323,033	700000	Application of the second seco
33	ROCKWOOD PARK VALLEY STORAGE	\$	3,264,034	\$ 723,046	\$ 2,540,988
34	ROCKWOOD PARK ECOSYSTEM	\$	563,319	A 0.0.000	\$ 563,819
35	UNIVERSITY DRIVE VALLEY STORAGE	\$	6,187,548	\$ 340,659	\$ 5,846,889
36	TRWD GATE	\$	18,006,631	\$ 327,595	\$ 17,679,036
37	CLEAR FORK GATE	\$	17,542,474	\$ 335,275	\$ 17,207,199
38	TRINITY POINT GATE	\$	22,179,946		\$ 22,179,946
39	SAMUELS AVE DAM	\$	47,804,702		\$ 47,804,702 \$ 11,234,545
40	MARINE CREEK DAM	\$	11,234,545		* * * * * * * * * * * * * * * * * * *
41	MARINE CREEK CHANNEL EXPANSION	\$	4,546,181		\$ 4,546,181
42	WEST FORK PEDESTRIAN BRIDGE	\$	2,159,679		\$ 2,159,679
43	WHITE SETTLEMENT EXTENSION	\$	6,563,991	100	\$ 6,563,991
44	INTERIOR - VALLEY STORAGE	\$	25,070,482		\$ 25,070,482
45	PROGRAM MANAGEMENT	\$	25,077,153	\$ 1,139,538	\$ 23,937,615
46	RIVERSIDE PARK VALLEY STORAGE	\$	3,908,915	\$ 5,116,674	\$ (1,207,759)
47	RIVERSIDE PARK RECREATION	\$	409,423		\$ 409,423
48	Floodway Construction	\$	410,788,855	\$ 77,342,918	\$ 333,445,937
49	Less CASH MATCH	\$	(19,259,500)	\$ (31,647,074)	\$ 12,387,574
50	Total Floodway	\$	391,529,355	\$ 45,695,844	\$ 345,833,511
51	HENDERSON STREET BRIDGE	\$	29,035,400	\$ 100	\$ 29,035,400
52	WHITE SETTLEMENT BRIDGE	\$		\$ -	\$
53	MAIN STREET BRIDGE	\$	17,814,980	\$ -	\$ 17,814,980
54	Total Bridge Construction	\$	46,850,380	\$ -	\$ 46,850,380
55	Owners Contingency	\$	49,494,138		
56	TOTAL NON LOCAL COSTS	\$	487,873,873	\$ 45,695,844	\$ 392,683,891
57	TOTAL PROJECT COSTS	\$	909,873,874	\$ 346,692,313	\$ 477,278,513

CENTRAL CITY - Total Project Expenditures Local

	Project Cost Categories	Program Budget		Project Ir Augus			Variance	
1	LOCAL PROJECT COST CATEGORIES					İ		
2	LAND PURCHASE	\$	124,792,955	\$	72,995,515	ľ	\$ 51,797,440	
3	RELOCATION	\$	55,540,913	\$	51,813,940	ľ	\$ 3,726,973	
4	DEMOLITION	\$	25,492,141	\$	6,441,205	ſ	\$ 19,050,936	
5	ENVIRONMENTAL	\$	40,819,969	\$	32,032,220	Ī	\$ 8,787,749	
6	SANITARY SEWER AND WATER SYSTEMS	\$	51,319,472	\$	19,124,876	ſ	\$ 32,194,596	
7	FRANCHISE UTILITIES	\$	20,020,579	\$.	9,913,391	ľ	\$ 10,107,188	
8	STORM DRAINAGE SYSTEM	\$	9,545,562	\$	3,258,058	ľ	\$ 6,287,504	
9	Subtotal - LERRDs	\$	327,531,591	\$	195,579,205		\$ 131,952,386	
10	PED-PRELIMINARY DESIGN	\$	-	\$	18,225,971	ſ	\$ (18,225,971)	
11	PROGRAM MANAGEMENT	\$	-	\$	14,904,195	ſ	\$ (14,904,195)	
12	BYPASS CHANNEL - LOCAL SHARE	\$	29,000,000	\$	3,371,937	I	\$ 25,628,063	
13	LOCAL STREET MODIFICATIONS	\$	-	\$	3,294,700	ſ	\$ (3,294,700)	
14	CASH MATCH	\$	19,259,500	\$	31,647,074		\$ (12,387,574)	
15	BRIDGE COSTS Local Share	\$	9,800,000	\$	33,973,387		\$ (24,173,387)	
16	Subtotal - Other Local	\$	58,059,500	\$	105,417,264	Γ	\$ (47,357,764)	
17	Contingency (9.5%)	\$	36,408,910			ſ		
18	TOTAL LOCAL COSTS	\$	422,000,001	\$	300,996,469	440324	\$ 84,594,622	

CENTRAL CITY - FY17 Project Expenditures Local

	Project Cost Categories	Prog	ram Budget		FY17 Budget		FY17 Actuals as of 8/31/17		Budget vs Actuals as 8/31/17	
1	LOCAL PROJECT COST CATEGORIES			١						
2	LAND PURCHASE	\$	124,792,955	Ì	\$	12,092,000	\$	2,033,802	\$	10,058,198
3	RELOCATION	\$	55,540,913	ſ	\$	2,822,000	\$	5,016,181	\$	(2,194,181)
4	DEMOLITION	\$	25,492,141	ſ	\$	1,930,000	\$	229,029	\$	1,700,971
5	ENVIRONMENTAL	\$	40,819,969	ſ	\$	10,801,000	\$	6,934,416	\$	3,866,584
6	SANITARY SEWER AND WATER SYSTEMS	\$	51,319,472	ſ	\$	6,287,000	\$	2,659,380	\$	3,627,620
7	FRANCHISE UTILITIES	\$	20,020,579	ſ	\$	1,793,000	\$	64,509	\$	1,728,491
8	STORM DRAINAGE SYSTEM	\$	9,545,562		\$	3,226,000	\$	576,308	\$	2,649,692
9	Subtotal - LERRDs	\$	327,531,591	Ι	\$	38,951,000	\$	17,513,625	\$	21,437,375
10	PED-PRELIMINARY DESIGN	\$	-	ſ	\$	-	\$	-	\$	-
11	PROGRAM MANAGEMENT	\$	-	ſ	\$	1,889,000	\$	1,477,891	\$	411,109
12	BYPASS CHANNEL - LOCAL SHARE	\$	29,000,000		\$	2,752,000	\$	133,382	\$	2,618,618
13	LOCAL STREET MODIFICATIONS	\$	-	Г	\$	4,000	\$	95,666	\$	(91,666)
14	CASH MATCH	\$	19,259,500	ſ	\$	3,800,000			\$	3,800,000
15	BRIDGE COSTS Local Share	\$	9,800,000	I	\$	-	\$	246,343	\$	(246,343)
16	Subtotal - Other Local	\$	58,059,500		\$	8,445,000	\$	1,953,282	\$	6,491,718
17	Contingency (9.5%)	\$	36,408,910							
18	TOTAL LOCAL COSTS	\$	422,000,001		\$	47,396,000	\$	19,466,907	\$	27,929,093

Recap of TIF Expense and Loan

•	2012 and prior	2013	2014	2015	2016	2017	Inception to date
TIF Expenses	33,249,261	31,068,064	44,214,177	35,610,612	31,949,634	19,211,190	195,302,938
Less TIF Payments	(10,575,397)	(2,808,584)	(3,147,798)	(3,261,606)	(2,402,969)	(2,918,847)	(25,115,201)
Net outstanding loan	22,673,864	28,259,480	41,066,379	32,349,006	29,546,665	16,292,343	170,187,737

TIF Collections Summary (9 & 9A) - As of 8/31/17

TIF Collections	TXP 3yr Lag**** /	Actual TIF Kept					
11	Estimate @ 80% b	y Project (80%)	Variance	Taxable Value		Paid out by TiF	·
TIF Base Value as of ta	x year 2012			\$131,100,169			-
2005	\$410,632	\$420,721	\$3,889	\$168,794,363			
2006	\$484,648	\$488,012	(\$16,636)	\$211,096,713			
2007	\$584,509	\$848,054	\$263,545	\$241,704,119			
2008	\$1,054,085	\$1,118,241	\$64,156	\$248,084,744			
2009	\$1,134,680	\$1,481,878	\$327,018	\$275,626,427		\$1,576,015	
2010	\$1,463,291	\$1,653,598	\$190,307	\$318,846,609		\$1,000,000	
2011	\$2,087,427	\$2,074,668	(\$12,761)	\$332,362,155			
2012	\$1,769,003	\$2,256,194	\$487,191	\$350,808,668		\$7,999,382	
2013	\$1,740,987	\$2,789,795	\$1,048,828	\$397,635,011		\$2,808,584	
2014	\$1,778,320	\$3,131,987	\$1,353,887	\$425,934,599		\$3,147,798	
2015	\$2,212,880	\$3,280,002	\$1,047,142	\$451,880,855		\$3,261,608	
2016	\$2,944,843	\$2,402,989	(\$541,874)	\$443,555,018		\$2,402,969	
2017	\$3,478,517	\$2,972,053	(\$506,484)	\$497,258,774		\$2,918,847	
Sublotal	\$21,149,962	\$24,857,969	\$3,708,007	*************	The taxable value		Total cash paid
	*	*	•		increased 370% from	444,,	,
					base to current year		
			Actual TIE	Contributed to Proj	not by Entity 608/		
**	COFW	County	Hospital	TCC	TRWD	Fort Worth ISD	7-1-1
2005	\$278,058	\$91,451	nospilai \$0	\$44,787	\$8,427		Total 204
2005			\$0 \$0			\$0 \$0	
	\$168,803	\$198,534	\$0 \$0	\$89,790	\$12,884		
2007 2008	\$385,943	\$297,939		\$143,571	\$20,601	\$0 \$0	
	\$424,913	\$282,872	\$238,830	\$152,013	\$21,813		
2009	\$849,432	\$375,099	\$249,880	\$163,534	\$23,734	\$0	
2010	\$838,029	\$248,193	\$319,719	\$217,989	\$31,868	\$0	
2011	\$1,001,785	\$449,377	\$360,799	\$229,375	\$33,330	\$0	
2012	\$1,073,143	\$440,258	\$445,811	\$261,831	\$35,153	\$0	
2013	\$1,368,162	\$588,501	\$474,849	\$317,637	\$42,848	\$0	
2014	\$1,558,536	\$602,600	\$571,033	\$352,844	\$47,174	\$0	
2015	\$1,682,009	\$552,729	\$590,299	\$383,842	\$51,323	\$0	
2016	\$946,376	\$581,408	\$501,897	\$329,243	\$44,046	\$0	
2017	\$1,187,671	\$701,570	\$629,471	\$399,757	\$53,584	\$0	\$2,972,053
Sublolal	\$11,560,858	\$5,408,527	\$4,380,388	\$3,085,813	\$424,383	\$0	\$24,857,969
		Actual	TIF Created by I	Project and kept by	Agency - 20%		Ī
**	COFW	County	Hospital	TCC	TRWD	Fort Worth ISD*	Total
2005	\$69,514	\$22,663	\$94,550	\$11,197	\$1,807	\$665,957	\$865,688
2006	\$41,701	\$49,634	\$189,558	\$22,448	\$3,221	\$1,331,913	
2007	\$96,486	\$74,485	\$303,094	\$35,893	\$5,150	\$1,949,408	\$2,484,514
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	\$8,540	\$2,055,224	\$2,428,703
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	\$3,871,897
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	\$420,502	\$138,182	\$147,575	\$95,910	\$12,831	\$4,234,301	\$5,049,301
2016	\$236,594	\$145,352	\$125,474	\$82,311	\$11,012	\$4,130,653	\$4,731,395
2017	\$296,916	\$175,393	\$157,368	\$99,939	\$13,396	\$4,667,923	\$5,410,938
Subtotal	\$2,890,213	\$1,351,832	\$1,682,299	\$775,885	\$108,700	\$36,554,088	\$43,380,818
Cabiolai	42,000,210	41,001,002	41,002,208	4110,000	\$100,700	400,004,000	V40,000,010

FWISD kept 100% of TIF Collections
 Based on year money was received
 FY2016 and forward estimate is based on the updated TXP study.