MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TRINITY RIVER VISION AUTHORITY ("TRVA") HELD ON THE 5th DAY OF JUNE, 2019 AT 2:00 PM

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

Present
G.K. Maenius
David Cooke
James Hill
Bob Riley
Carlos Flores

Also in attendance were: J. D. Granger, Sandy Newby, Woody Frossard, Kailey Brown, Matt Oliver, Stacy Beeson, Shanna Cate and Debra Witherspoon of TRVA; Jennifer Mitchell, April Sewell, Linda Christie, and Randall Cocke 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 Dewar of Freese and Nichols; Maegan South of Tarrant County; Luke Ranker of Fort Worth Star-Telegram; Marice Richter of Fort Worth Business Press; Kevin Ruiz, Casey Cruzon and Tim Wallace of Riveron Consulting, LP; Frank Hill and James Barnett of Sterling; Randy Gideon of L2L Ventures LLC; Brett Shipp; Paul Blanton; and other TRWD representatives.

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

A1.

On a motion made by Director Riley and seconded by Director Cooke, the Directors voted unanimously to approve the minutes of the meeting held on April 10, 2019.

A2.

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 Cooke 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 Hill 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 "B"</u>.

A4.

With the recommendation of Stacy Beeson (TRVA, Fair Contracting Administrator), Director Hill made a motion to receive and file the Quarterly Fair Contracting Reports. The motion was seconded by Director Flores and the vote in favor was unanimous.

IV. Discussion Items

D1.

Central City Flood Control Program Comprehensive Programmatic Review

Kevin Ruiz of Riveron provided a progress report on the Central City Flood Control Program Comprehensive Programmatic Review. He reported that Riveron has received the full cooperation of all parties during their review and there is no indication of malfeasance. He reviewed the scope of the Programmatic Review as being to assess the Program to date and to submit recommendations. Mr. Ruiz advised the Board that Riveron is nearly complete with its review and will provide a full report to the Board at the next Board meeting on July 10. He also advised that Riveron would likely not use the full budget thanks to the level of cooperation received during the assessment. Mr. Ruiz noted that all parties utilize the same Primavera platform, which makes the communication between the parties uniform. He next provided a brief summary of the findings at this juncture of the review. First, he noted the uncertainty of federal funding. He then contrasted TRVA's coordinating role with the public misperception of TRVA as the project manager. Next, he highlighted the lack of robust contingency planning, due in part to the fact that TRVA is not the project manager. He also noted there might be better ways of getting the right information to the right people at the right time. Finally, he noted that the project has grown larger in scope, size and complexity over the years and now may require more structure. He caveated this statement noting that there is no need for alarm as this is common with complex capital projects. He also noted suggestions for improving communication with regard to the public misperception of the project. Last, he recommended a consistent public message by all parties that the project is a flood control project with ancillary benefits.

Bridge Construction Update

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 and provided updates on the status of the North Main Street, Henderson Street, and White Settlement Road bridges. Mr. Rademaker reported significant progress on the bridge construction. He advised the Board that the final V-piers have been completed for the North Main Street bridge. In addition, he reported that the steel is being extended and the work has commenced on the approaches to the North Main Street bridge. Next, he advised the Board that the fourth V-pier for

the Henderson Street bridge has been poured and the fifth V-pier will be poured this month. He also reminded the board that all concrete is made on site which speeds up the construction. Further, Mr. Rademaker provided photographs of the superstructure and false work and a diagram of the box girder system on the White Settlement Road bridge. Last, he reported that the schedule remains unchanged but that the Texas Department of Transportation is in the process of updating the schedule.

D2.

The next TRVA Board of Directors meeting was tentatively scheduled for July 10, 2019. The TRVA Board Workshop was tentatively scheduled for July 31, 2019.

V. Adjourn

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

at 2:49 P.M.

President

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TRINITY RIVER VISION AUTHORITY

STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE - GENERAL FUND

FOR THE MONTH ENDED APRIL 30, 2019

PROJECT REVENUES Project contributions Investment and other income Total revenues	\$	1,537,657 47,167 1,584,824
PROJECT EXPENDITURES Program management Project development Total expenditures		911,791 625,866 1,537,657
EXCESS OF REVENUES OVER EXPENDITURES/CHANGE IN FUND BALANCE		47,167
FUND BALANCE - Beginning of year	NAME OF THE PARTY	117,662
FUND BALANCE - For the month ended April 30, 2019	\$	164,829

TRINITY RIVER VISION AUTHORITY

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION—ENTERPRISE FUND FOR THE MONTH ENDED APRIL 30, 2019

OPERATING REVENUES Recreation revenues Other revenues	\$	220,814 497
Total revenues		221,311
OPERATING EXPENSES Recreation Total expenses		228,883
NET OPERATING LOSS		(7,572)
NET POSITION - Beginning of year	,	22,986
NET POSITION - For the month ended April 30, 2019	\$	15,414

Program Management - Budget vs Actual FY 2019 Expenditures

	Year to Date Actuals April	Budget FY 2019	Percent of Budget
Scheduler	\$381,363	\$769,930	49.53%
Engineering	\$1,977	\$100,000	1.98%
Additional Staff	\$282,265	\$552,973	51.04%
Consulting Planning Review Design Renderings and Schematics	\$0	\$40,000	0.00%
Financial Assistance Public Information Assistance	\$0 \$5,852 \$5,852	\$25,000 \$16,250 \$81,250	0.00% 36.01% 7.20%
Building, Structure, Grounds	\$0	\$0	0.00%
Minority Contracting/Public Information	\$60,000	\$120,000	50.00%
Legal	\$51,339	\$100,000	51.34%
Office Rental	\$89,305	\$154,368	57.85%
Community Education	\$39,690	\$235,650	16.84%
Subtotal	\$911,791	\$2,114,171	43.13%
Bond Issuance Costs	\$550,971	\$0	100.00%
Total Expenditures	\$1,462,762	\$2,114,171	69.19%

CENTRAL CITY - Total Project Expenditures Local vs Federal Matching

Project Cost Categories	2017 Project Estimate	Project Inception thru April 30, 2019	Variance
LOCAL			
LAND PURCHASE	\$ 103,521,552	\$ 88,523,211	\$ 14,998,341
RELOCATION	\$ 59,790,856	\$ 53,446,346	\$ 6,344,510
DEMOLITION	\$ 15,802,874	\$ 6,778,668	\$ 9,024,206
ENVIRONMENTAL	\$ 38,098,850	\$ 33,296,767	\$ 4,802,083
SANITARY SEWER AND WATER SYSTEMS	\$ 93,347,037	\$ 19,296,996	\$ 74,050,041
FRANCHISE UTILITIES	\$ 20,169,474	\$ 10,215,814	\$ 9,953,660
STORM DRAINAGE SYSTEM	\$ 37,976,756	\$ 4,446,601	\$ 33,530,155
PED-PRELIMINARY DESIGN	\$ 18,225,972	\$ 18,225,972	\$ -
PROGRAM MANAGEMENT	\$ 30,297,476	\$ 18,745,398	\$ 11,552,078
BYPASS CHANNEL - LOCAL SHARE	\$ 21,834,669	\$ 3,481,759	\$ 18,352,910
LOCAL STREET MODIFICATIONS	\$ 5,521,441	\$ 3,338,791	\$ 2,182,650
BRIDGE COSTS Local Share	\$ 33,973,387	\$ 34,081,969	\$ (108,582)
MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$ 10,245,376	\$ -	\$ 10,245,376
GATEWAY PARK RECREATION IMPROVEMENTS	\$ 6,668,614	\$ -	\$ 6,668,614
CASH MATCH	\$ 50,900,362	\$ 31,647,074	\$ 19,253,288
CONTINGENCY	\$ 36,408,910	\$ -	\$ 36,408,910
TOTAL LOCAL	\$ 582,783,606	\$ 325,525,366	\$ 257,258,240
FEDERAL MATCHING			
PED-PRELIMINARY DESIGN	\$ 7,372,888	\$ 7,372,888	\$ 4.50 (1.50)
GATEWAY - OXBOW VALLEY STORAGE	\$ 53,802,333	\$ 36,373,407	\$ 17,428,926
GATEWAY - OXBOW ECOSYSTEM	\$ 37,893,802	\$ -	\$ 37,893,802
SAMUEL AVENUE VALLEY STORAGE	\$ 8,794,726	\$ 8,690,128	\$ 104,598
HAM BRANCH VALLEY STORAGE	\$ 4,873,830	\$ 2,533,536	\$ 2,340,294
STORM WATER PUMP STATION	\$ 10,684,264	\$ -	\$ 10,684,264
BYPASS CHANNEL - SOUTH	\$ 93,756,128	\$ 9,367,370	\$ 84,388,758
BYPASS CHANNEL - NORTH	\$ 66,463,569	\$ 10,376,097	\$ 56,087,472
MAIN STREET PEDESTRIAN BRIDGE	\$ 7,827,313	\$ -	\$ 7,827,313
TRINITY POINT PEDESTRIAN BRIDGE	\$ 7,786,916	\$ -	\$ 7,786,916
ROCKWOOD PARK VALLEY STORAGE	\$ 13,274,288	\$ 723,046	\$ 12,551,242
ROCKWOOD PARK ECOSYSTEM	\$ 657,948	\$ -	\$ 657,948
UNIVERSITY DRIVE VALLEY STORAGE	\$ 8,591,009	\$ 340,659	\$ 8,250,350
TRWD GATE	\$ 34,292,995	\$ 327,595	\$ 33,965,400
CLEAR FORK GATE	\$ 29,351,787	\$ 335,275	\$ 29,016,512
TRINITY POINT GATE	\$ 25,056,717	\$ -	\$ 25,056,717
SAMUELS AVE DAM	\$ 65,679,054	\$ -	\$ 65,679,054
MARINE CREEK DAM	\$ 14,330,053	\$ -	\$ 14,330,053
MARINE CREEK CHANNEL EXPANSION	\$ 5,519,836	\$ -	\$ 5,519,836
WEST FORK PEDESTRIAN BRIDGE	\$ 2,858,715	\$ -	\$ 2,858,715
INTERIOR - VALLEY STORAGE	\$ 28,570,079	\$ -	\$ 28,570,079
PROGRAM MANAGEMENT	\$ 1,139,538	\$ 1,139,538	\$ -
RIVERSIDE PARK VALLEY STORAGE	\$ 6,325,299	\$ 5,579,162	\$ 746,137
RIVERSIDE PARK RECREATION	\$ 524,336	\$ -	\$ 524,336
Less LOCAL CASH MATCH	\$ (45,900,363)	\$ (31,647,074)	\$ (14,253,289
HENDERSON STREET BRIDGE	\$ 17,598,353	\$ 5,776,611	\$ 11,821,742
WHITE SETTLEMENT BRIDGE	\$ 17,792,487	\$ 4,924,401	\$ 12,868,086
MAIN STREET BRIDGE	\$ 11,414,779	\$ 3,364,097	\$ 8,050,682
CONTINGENCY	\$ 49,494,138	\$ -	\$ 49,494,138
TOTAL FEDERAL MATCHING	\$ 585,826,817	\$ 65,576,736	\$ 520,250,081
			\$ 777,508,321

CENTRAL CITY - FY19 Project Expenditures Local

	Project Cost Categories	2017 Estimate		FY19 Budget		F	Y19 Actuals as of 4/30/19	Bu	dget vs Actuals as of 4/30/19
1	LOCAL PROJECT COST CATEGORIES								
2	LAND PURCHASE	\$ 103,521,552		\$	13,823,372	\$	1,458,416	\$	12,364,956
3	RELOCATION	\$ 59,790,856		\$	2,086,239	\$	337,443	\$	1,748,796
4	DEMOLITION	\$ 15,802,874		\$	1,258,129	\$	14,535	\$	1,243,594
5	ENVIRONMENTAL	\$ 38,098,850		\$	2,599,398	\$	189,929	\$	2,409,469
6	SANITARY SEWER AND WATER SYSTEMS	\$ 93,347,037		\$	2,302,645	\$	25,676	\$	2,276,969
7	FRANCHISE UTILITIES	\$ 20,169,474		\$	2,433,023	\$	-	\$	2,433,023
8	STORM DRAINAGE SYSTEM	\$ 37,976,756		\$	2,638,281	\$	120,225	\$	2,518,056
	Subtotal - LERRDs	\$ 368,707,399		\$	27,141,087	\$	2,146,224	\$	24,994,863
9	PED-PRELIMINARY DESIGN	\$ 18,225,972				\$	•	\$	•
10	PROGRAM MANAGEMENT	\$ 30,297,476		\$	2,114,171	\$	1,462,762	\$	651,409
11	BYPASS CHANNEL - LOCAL SHARE	\$ 21,834,669		\$	3,466,755	\$	-	\$	3,466,755
12	LOCAL STREET MODIFICATIONS	\$ 5,521,441		\$	23,130	\$	10,000	\$	13,130
13	BRIDGE COSTS Local Share	\$ 33,973,387		\$	162,884	\$	2,964	\$	159,920
14	MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$ 10,245,376		\$	-	\$	-	\$	-
15	GATEWAY PARK RECREATION IMPROVEMENTS	\$ 6,668,614		\$	-	\$	-	\$	-
16	CASH MATCH	\$ 50,900,362		\$	-	\$	-	\$	
	Subtotal - Other Local	\$ 177,667,297		\$	5,766,940	\$	1,475,726	\$	4,291,214
17	Contingency	\$ 36,408,910		\$	-	\$	-	\$	-
18	TOTAL LOCAL COSTS	\$ 582,783,606		\$	32,908,027	\$	3,621,950	\$	29,286,077

100% Complete

CENTRAL CITY - FY19 Project Expenditures Local

	Project Cost Categories	FY19 Actuals as of 4/30/19
1	LOCAL PROJECT COST CATEGORIES	
2	LAND PURCHASE	\$ 1,458,416
3	RELOCATION	\$ 337,443
4	DEMOLITION	\$ 14,535
5	ENVIRONMENTAL	\$ 189,929
6	SANITARY SEWER AND WATER SYSTEMS	\$ 25,676
7	FRANCHISE UTILITIES	\$ *4
8	STORM DRAINAGE SYSTEM	\$ 120,225
	Subtotal - LERRDs	\$ 2,146,224
9	PED-PRELIMINARY DESIGN	\$ 이번 이 시간하다 하다.
10	PROGRAM MANAGEMENT	\$ 1,462,762
11	BYPASS CHANNEL - LOCAL SHARE	\$ -
12	LOCAL STREET MODIFICATIONS	\$ 10,000
13	BRIDGE COSTS Local Share	\$ 2,964
14	MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$
15	GATEWAY PARK RECREATION IMPROVEMENTS	\$
16	CASH MATCH	\$
	Subtotal - Other Local	\$ 1,475,726
17	Contingency	
18	TOTAL LOCAL COSTS	\$ 3,621,950

	7			
TRWD	TRVA	City of Fort Worth		
\$ 1,458,416				
	\$ 337,443			
	\$ 14,535			
\$ 10,580	\$ 179,349			
		\$ 25,676		
\$		\$ -		
	\$ 94,539	\$ 25,686		
\$ 1,468,996	\$ 625,866	\$ 51,362		
\$ 550,971	\$ 911,791			
	\$ -			
	\$ -	\$ 10,000		
	\$ -	\$ 2,964		
\$ 550,971	\$ 911,791	\$ 12,964		
		\$ -		
\$ 2,019,967	\$ 1,537,657	\$ 64,326		

100% Complete

Trinity River Vision Flood Control Project

Recap of TIF Expense and Loan - As of 4/30/19

	FY2012 and prior	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018	FY2019	Inception to date
TIF Expenses	33,249,261	31,068,064	44,214,177	35,610,612	31,949,634	20,634,392	19,097,682	3,570,588	219,394,410
Less TIF Payments	(10,575,397)	(2,808,584)	(3,147,798)	(3,261,606)	(2,402,969)	(3,137,495)	(3,836,461)	-	(29,170,310)
Net outstanding loan	22.673.864	28,259,480	41.066.379	32,349,006	29,546,665	17.496.897	15.261.221	3.570.588	190.224.100

TIF Collections Summary (9 & 9A) - As of 4/30/19

TIF Collections	TXP	Actual TIF Kept			
**	Estimate	by Project (80%)	Variance	Paid out by TIF	
2005	\$416,832	\$420,721	\$3,889		
2006	\$484,648	\$468,011	(\$16,637)		
2007	\$584,509	\$848,054	\$263,545		
2008	\$1,054,085	\$1,118,241	\$64,156		
2009	\$1,134,660	\$1,461,679	\$327,019	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	\$3,131,987	\$1,353,667	3,147,799	Jul-14 Paid to TRWD
2015	\$2,212,860	\$3,260,002	\$1,047,142	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	(\$310,511)	3,836,461	Sept Paid to TRWD
2019****	\$4,136,650	\$0	(\$4,136,650)		
Subtotal	\$29,404,369	\$28,883,863	(\$520,506)	\$29,170,310	

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	\$3,131,987				
2015	\$1,682,009	\$552,729	\$590,299	\$383,642	\$51,323	\$0	\$3,260,002				
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	\$13,501,941	\$6,216,693	\$5,125,571	\$3,550,861	\$488,797	\$0	\$28,883,863				

Collection Year		Actual TIF Crea	ated by Project	and kept by Ag	jency - 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	\$162,358	\$93,775	\$62,470	\$45,113	\$6,540	\$2,055,224	\$2,425,480
2010	\$209,507	\$61,548	\$79,930	\$54,498	\$7,917	\$2,616,599	\$3,029,999
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	\$420,502	\$138,182	\$147,575	\$95,911	\$12,831	\$4,234,301	\$5,049,302
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	\$3,375,485	\$1,554,173	\$1,868,595	\$891,946	\$122,804	\$42,165,482	\$49,978,487

^{**} Based on year money was received
*** County and Hospital based on actuals collected (Hospital from 2007 forward; prior to 2007 Hospital kept 100%)
**** 2019 billings have not been received.