

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
TRINITY RIVER VISION AUTHORITY (“TRVA”)
HELD ON THE 3rd DAY OF JUNE, 2020 AT 2:00 PM**

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

Present
G.K. Maenius
David Cooke
Jim Oliver
Bob Riley
Carlos Flores
James Hill
Roy C. Brooks

Directors Maenius, Cooke, Oliver and Riley appeared in person. Directors Hill, Flores and Brooks appeared via videoconference. Also in attendance were: Sandy Newby, J. D. Granger, Woody Frossard, Mick Maguire, Debra Witherspoon and Matt Oliver of the Tarrant Regional Water District (“TRWD”); Mark Mazzanti; Doug Rademaker and Kate Beck of the City of Fort Worth (“COFW”); and Lee Christie and Ethel Steele of Pope, Hardwicke, Christie, Schell, Kelly & Taplett, L.L.P.

I. Call to Order

President Maenius convened the meeting at 2:02 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. Presentation(s)

On behalf of the City of Fort Worth (COFW), Doug Rademaker, P.E. (COFW, Bridge Project Manager) presented an update on the City of Fort Worth bridge construction. Mr. Rademaker reported that the all tie beams are set, all end blocks are poured, and most major post tensioning is completed on the White Settlement Bridge. He also reported that three of the four

V-Piers are now freestanding, the superstructure infill areas are under construction and major areas of landscaping and sidewalks pavers are completed. Photographs of each portion of the White Settlement Bridge construction progress were shown. Mr. Rademaker also provided a photograph of the prototype of the handrails for the bridges. Next, Mr. Rademaker reported on the Henderson Street Bridge construction progress, noting that the lower box girder work is completed, 4 of the 8 tie beams are set, 8 of the 16 end blocks are poured, most major post tensioning is completed and major areas of landscaping and sidewalk pavers are completed. He also showed the Board photographs of each portion of the Henderson Street Bridge construction progress. Last, Mr. Rademaker reported on the construction progress on the North Main Street Bridge. He advised the Board that the lower box girder work is completed, all tie beams are set, all end blocks are poured, most major post-tensioning is completed, and major areas of landscaping and sidewalk pavers are completed. He also showed the Board photographs of each portion of the North Main Street Bridge construction progress. Finally, Mr. Rademaker advised the Board that the COVID-19 pandemic has not slowed the construction progress on the bridges and that the White Settlement Bridge completion date remains the end of 2020 and the Henderson Street and North Main Street Bridge completion dates remain December of 2021.

IV. Action Items

A1.

On a motion made by Director Oliver and seconded by Director Riley, the Directors voted to approve the minutes of the meeting held on February 5, 2020.

A2.

With the recommendation of Sandy Newby (TRWD, Chief Financial Officer), Director Oliver made a motion to receive and file the Central City Finance Report of April 30, 2020. The Board consensus was that Plan A-Minimum Federal-Eligibility Plan was the preferred project

management approach until additional federal funding is secured. The motion was seconded by Director Cooke and the vote in favor was unanimous. The Central City Finance Report of April 30, 2020 and Budget Approach are attached hereto as Exhibit “A”.

A3.

With the recommendation of Mark Mazzanti, (TRVA, Flood Control Risk Management Coordinator), Director Cooke made a motion to receive and file the Central City Flood Project Risk Management Report. The motion was seconded by Director Riley and the vote in favor was unanimous. The Central City Flood Project Risk Management Report is attached hereto as Exhibit “B”.

V. Discussion Items

D1.

Woody Frossard (TRWD, Panther Island/Central City Project Manager) provided an update to the Board on the TRWD Central City Flood Control Project. Mr. Frossard reported on the Riverside Oxbow and Gateway Park projects. He advised the Board that the two valley storage sites, Site H and Site I, are ready for permanent vegetation. He also reported that Site A valley storage site construction is finished and the rebuilt Sycamore Creek is flowing. Last, he reported that the United States Army Corps of Engineers will raise the Beach Street Bridge at some point in the future.

D2.

This discussion item was tabled for the next Board meeting.

D3.

This discussion item was tabled for the next Board meeting.

D4.

The next TRVA Board of Directors meeting was tentatively scheduled for July 1 or 8, 2020 pending confirmation of a quorum.

VI. Executive Session

President Maenius next called an executive session at 3:15 P.M. under Section 551.071 of the Texas Government Code 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 3:31 P.M., noting that a quorum was present.

VII. Adjourn

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

President

Secretary

CENTRAL CITY FLOOD CONTROL PROJECT - SUMMARY

	2017 Estimate Land Recategorized	Actuals Thru 4/30/2020	Remaining
Total USACE Flood Control Project	\$946,307,262	\$325,431,875	\$620,875,387
Total TXDOT Bridges Project	\$114,586,942	\$101,936,543	\$12,650,399
Total Local Projects	\$71,307,309	\$3,507,109	\$67,800,200
Total Contingency	36,408,910	\$1,136,644	\$35,272,266
Total Project	1,168,610,423	432,012,171	736,598,252

USACE - CENTRAL CITY FLOOD CONTROL PROJECT

		2017 Estimate Land Recategorized	Actuals Thru 4/30/2020	Remaining
LOCAL				
TRWD	Preliminary Design	\$18,225,972	\$18,225,972	\$0
	Land Acquisition	\$68,028,266	\$63,769,999	\$4,258,267
	Flood Control Cash Match	\$50,900,362	\$31,647,074	\$19,253,288
	Relocation	\$59,790,856	\$53,656,175	\$6,134,681
	Demolition	\$15,802,874	\$6,769,400	\$9,033,474
	Environmental	\$38,098,850	\$33,419,102	\$4,679,748
	TRVA Program Coordination	\$27,197,476	\$19,806,731	\$7,390,745
CITY OF FW	Sewer & Water Relocation	\$71,680,516	\$18,176,479	\$53,504,037
	Storm Water Relocation	\$23,549,203	\$4,701,164	\$18,848,039
	Franchise Utilities	\$20,169,474	\$10,234,380	\$9,935,094
	Local Street Mods	\$5,521,441	\$3,364,791	\$2,156,650
	CFW Program Management	\$6,635,424	\$1,473,153	\$5,162,271
Local Subtotal		\$405,600,714	\$265,244,420	\$140,356,294
FEDERAL / STATE MATCH				
EDI HUD	Land (Offsets Local Above)	\$4,487,035	\$4,485,535	\$1,500
LOCAL	Preliminary Design	\$7,372,888	\$7,372,888	\$0
	Valley Storage	\$124,231,564	\$58,322,388	\$65,909,176
	Ecosystem Restoration	\$38,551,750	\$0	\$38,551,750
	North Bypass Channel	\$74,290,882	\$10,483,940	\$63,806,942
	South Bypass Channel	\$104,401,759	\$9,367,370	\$95,034,389
	Flood Gates & Pump System	\$99,385,763	\$662,870	\$98,722,893
	Dams & Channel Expansion	\$85,528,943	\$0	\$85,528,943
	USACE Prog Mgmt/Contingency	\$48,356,327	\$1,139,538	\$47,216,789
LOCAL	Less Local Flood Cash Match	(\$45,900,363)	(\$31,647,074)	(\$14,253,289)
Federal/State Subtotal		\$540,706,548	\$60,187,455	\$480,519,093
Total USACE Flood Control Project		\$946,307,262	\$325,431,875	\$620,875,387

Note: USACE update from March 2020 Quarterly Report.

TXDOT - BRIDGES PROJECT

		2017 Estimate Land Recategorized	Actuals Thru 4/30/2020	Remaining
LOCAL				
TRWD	Land Acquisition	\$31,006,251	\$28,304,561	\$2,701,690
CITY OF FW	Bridge Costs Local Share	\$33,973,387	\$33,733,372	\$240,015
	CFW Project Management	\$0	\$351,970	(\$351,970)
Local Subtotal		\$64,979,638	\$62,389,903	\$2,589,735
FEDERAL / STATE MATCH				
	Henderson Street	\$17,598,353	\$15,408,631	\$2,189,722
	White Settlement	\$17,792,487	\$14,989,606	\$2,802,881
	Main	\$11,414,779	\$9,148,403	\$2,266,376
	Contingency - Federal	\$2,801,685	\$0	\$2,801,685
Federal/State Subtotal		\$49,607,304	\$39,546,640	\$10,060,664
Total TXDOT Bridges Project		\$114,586,942	\$101,936,543	\$12,650,399

LOCAL PROJECTS (with or without flood project)

		2017 Estimate	Actuals Thru 4/30/2020	Remaining
LOCAL				
TRWD	Marine Creek/Stockyards Connection	\$10,245,376	\$0	\$10,245,376
	Bypass Local Share (hardscape & softscape)	\$21,834,669	\$3,507,109	\$18,327,560
	TRVA Program Coordination	\$3,100,000	\$0	\$3,100,000
CITY OF FW	Panther Island Sewer and Water	\$15,827,650	\$0	\$15,827,650
	Panther Island Storm Drainage	\$13,631,000	\$0	\$13,631,000
	Gateway Park	\$6,668,614	\$0	\$6,668,614
Total Local Projects		\$71,307,309	\$3,507,109	\$67,800,200

LOCAL CONTINGENCY

		2017 Estimate	Actuals Thru 4/30/2020	Remaining
LOCAL				
	TRVA Programmatic Review		\$466,222	(\$466,222)
	Bond Issuance Costs		\$667,626	(\$667,626)
	Debt Service Costs		\$2,796	(\$2,796)
	Total Contingency	\$36,408,910	\$1,136,644	\$35,272,266

MAY 2020 RISK REGISTER APPROACH

PROJECT MANAGEMENT APPROACH BASED ON INPUT FROM PARTICIPATING AGENCIES

PLAN A – MINIMUM FEDERAL-ELIGIBILITY PLAN

- APPROACH: Bare Minimum, Zero-Float, Back-into-scheduling approach
- PROJECT MANAGEMENT DIRECTION: Spend the least amount of local funds necessary to maintain eligibility for requesting federal USACE Annual Work Plan and/or Stimulus funding.

PLAN B – SHOVEL-READY PLAN

- APPROACH: Stay reasonably ahead of USACE with acceptable float to minimize interruptions
- PROJECT MANAGEMENT DIRECTION: Build and use a forward looking schedule for project management that incorporates a reasonable amount of float for each activity depending on complexity. Stay reasonable ahead of the schedule. Create several shovel-ready project options for federal funding requests.

PLAN C – UNCONSTRAINED FULLY-FUNDED PLAN

- APPROACH: Unconstrained schedule. If all federal funding is secured build the project as fast as possible to insure federal money is not reallocated to other projects due to failing to timely obligate federal dollars.
- PROJECT MANAGEMENT DIRECTION: Complete the project as fast as possible using unconventional contracting methods for USACE civil works projects and bundling local work. Do everything possible to avoid anything that would slow USACE down.

BYPASS CHANNEL NORTH

CRITICAL PROJECTS

May 2020

Bypass Channel North: Critical Projects

Segment A Storm Drain (Bore) Construction

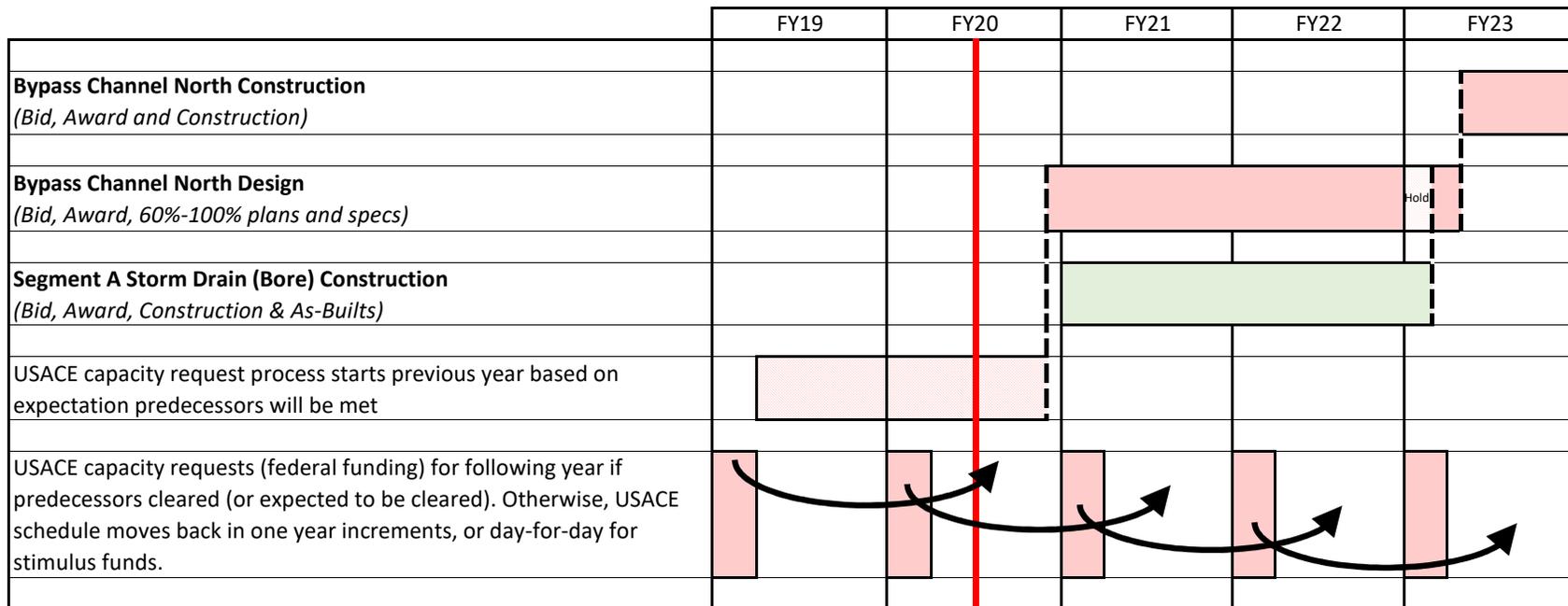
USACE Bypass Channel North Construction cannot begin until **USACE** Bypass Channel North Design is complete.

USACE Bypass Channel North Bid, Award, and Design takes 27 months to get from 60% to 100% complete.

COFW Segment A Storm Drain (Bore) bid, award, construction and as-builts needs to start immediately because it takes 26 months to complete with as-builts and timely finish Channel Design.

USACE capacity requests (federal funding) are made at the beginning of the prior fiscal year for any work **USACE** anticipates being able to timely execute bid and award before the end of the next fiscal year.

USACE capacity needs (funding requests) get pushed back in one year increments (and respective schedule) if **USACE** has reason to believe predecessors will not be cleared. Federal contracts are also ineligible for federal stimulus funds day-for-day until predecessors are met.



Recommendation: **COFW** Segment A Storm Drain (Bore) Construction should begin immediately for two reasons: 1) **COFW** current schedule is impacting the eligibility to receive stimulus funding due to required predecessor work not being underway; and 2) **COFW** waiting until **USACE** receives federal workplan funding to begin will impact a) **USACE** ability to request design funds, b) impact **USACE** completion of design with integration of as-builts, and c) impact the start of **USACE** construction.

Bypass Channel North: Critical Projects

Segment A Sanitary Sewer Construction

USACE Bypass Channel North Construction cannot begin until **USACE** Bypass Channel North Design is complete.

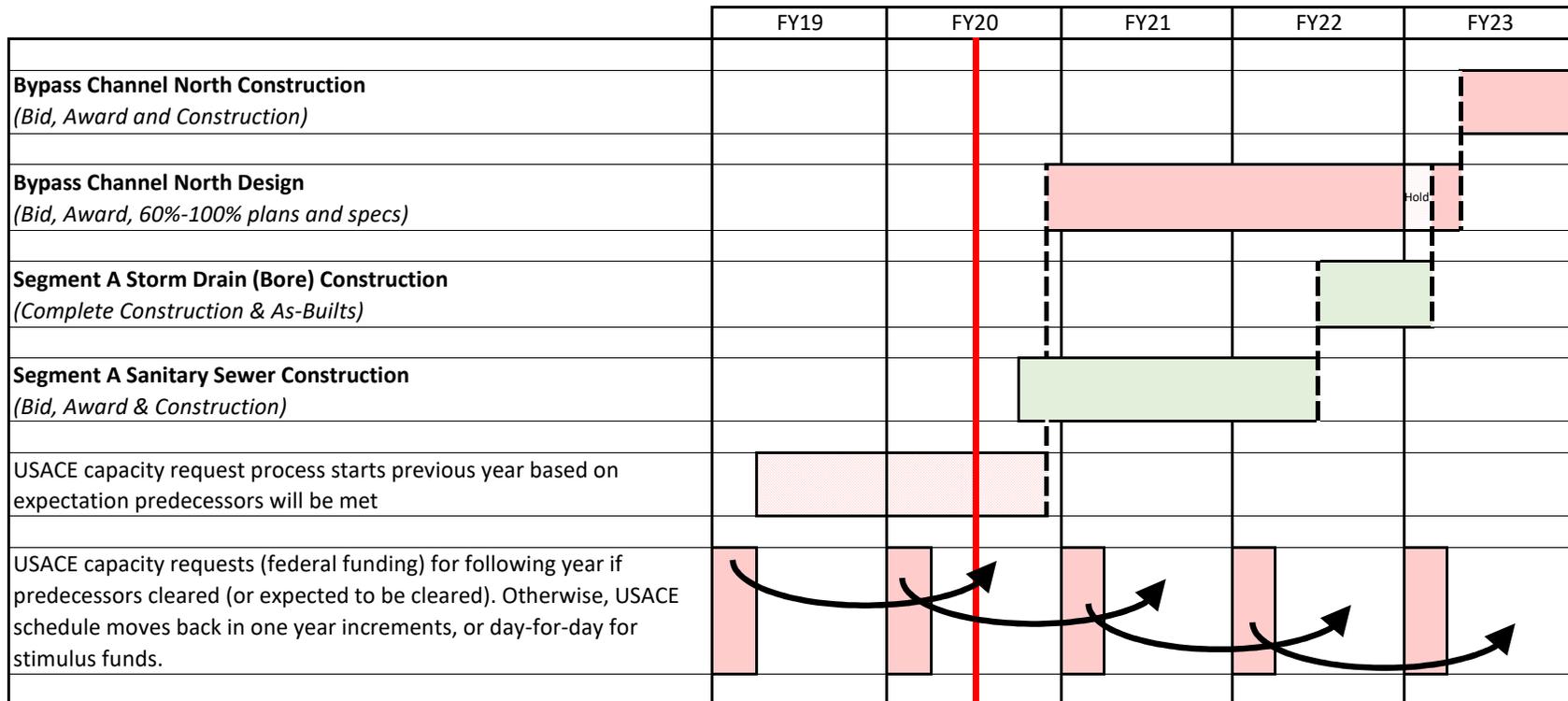
USACE Bypass Channel North Bid, Award, and Design takes 27 months to get from 60% to 100% complete.

COFW Segment A Storm Drain (Bore) bid, award, construction and as-builts takes 26 months and construction and as-builts cannot complete until after **COFW** Segment A Sanitary Sewer Construction is complete.

COFW Segment A Sanitary Sewer bid, award, construction needs to start immediately because it takes 21 months to complete bid, award and construction.

USACE capacity requests (federal funding) are made at the beginning of the prior fiscal year for any work **USACE** anticipates being able to timely execute bid and award before the end of the next fiscal year.

USACE capacity needs (funding requests) get pushed back in one year increments (and respective schedule) if **USACE** has reason to believe predecessors will not be cleared. Federal contracts are also ineligible for federal stimulus funds day-for-day until predecessors are met.



Recommendation: **COFW** Segment A Sanitary Sewer should begin immediately for two reasons: 1) **COFW** current schedule is impacting the eligibility to receive stimulus funding due to required predecessor work not being underway; and 2) **COFW** waiting until **USACE** receives federal workplan funding to begin will impact a) **USACE** ability to request design funds, b) impact **USACE** completion of design with integration of as-builts, and c) impact the start of **USACE** construction.

Bypass Channel North: Critical Projects

Pedestrian Bridge Design

USACE Bypass Channel North Construction cannot begin until **USACE** Bypass Channel North Design is complete.

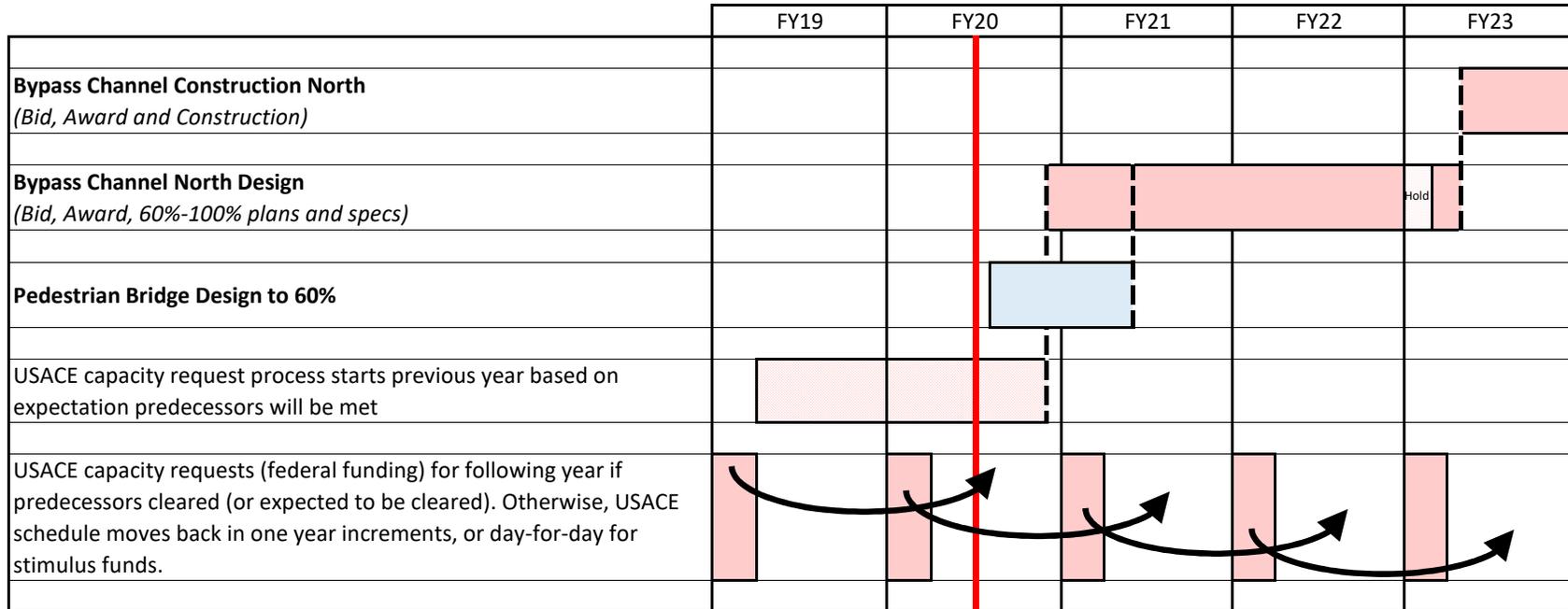
USACE Bypass Channel North Design takes 21 months and cannot start until the **TRWD** Pedestrian Bridge Design is advanced to 60%.

USACE Bid and Award process for North Design takes 6 months.

TRWD Pedestrian Bridge Design must start immediately upon any federal funds being secured so that design can advance to 60% during the **USACE** bid and award period.

USACE capacity requests (federal funding) are made at the beginning of the prior fiscal year for any work **USACE** anticipates being able to timely execute bid and award before the end of the next fiscal year.

USACE capacity needs (funding requests) get pushed back in one year increments (and respective schedule) if **USACE** has reason to believe predecessors will not be cleared. Federal contracts are also ineligible for federal stimulus funds day-for-day until predecessors are met.



Recommendation: **TRWD** staff plans to immediately submit the design contract to the **TRWD** Board once Federal funds have been secured by **USACE** and must be prepared to mitigate any delays as quickly as possible to not delay **USACE** Bypass Channel design and construction.

Bypass Channel North: Critical Projects

Main Street Outfall Storm Drain

USACE Bypass Channel North Construction cannot begin until **USACE** Bypass Channel North Design is complete.

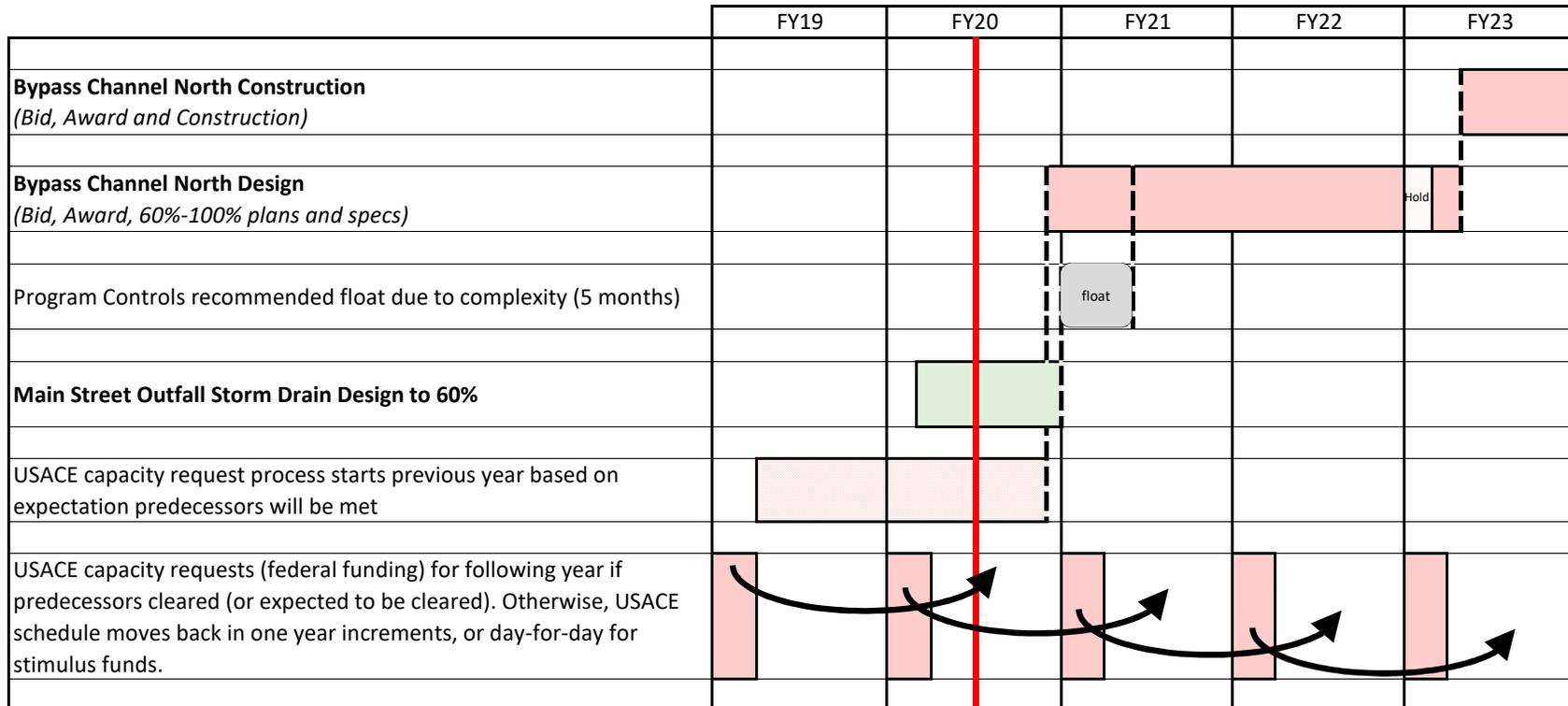
USACE Bypass Channel North Design takes 21 months and cannot start until the **COFW** Main Street Outfall design is advanced to 60%.

USACE Bid and Award process for North Design takes 6 months cannot begin until **COFW** Main Street Outfall design is underway.

COFW Main Street Outfall design must stay on schedule because it takes a total of 10 months to complete 60% design which is needed for the Bypass Channel North Design to continue. Currently there are five months of float before the Main Street Outfall design will impact **USACE** North Design.

USACE capacity requests (federal funding) are made at the beginning of the prior fiscal year for any work **USACE** anticipates being able to timely execute bid and award before the end of the next fiscal year.

USACE capacity needs (funding requests) get pushed back in one year increments (and respective schedule) if **USACE** has reason to believe predecessors will not be cleared. Federal contracts are also ineligible for federal stimulus funds day-for-day until predecessors are met.



Recommendation: **COFW** needs to continue Main Street Outfall Storm Drain Design with strong oversight to deliver 60% Design in September of 2020. This predecessor being underway maintains **USACE** eligibility to request and receive federal workplan funds and stimulus funds.