

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
TRINITY RIVER VISION AUTHORITY (“TRVA”)  
HELD ON THE 3rd DAY OF MAY, 2017 AT 2:00 PM**

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

Present

G.K. Maenius  
Vic Henderson  
Jim Oliver  
Bob Riley  
David Cooke  
Roy C. Brooks  
Sal Espino

Also in attendance were: JD Granger, Sandy Newby, Shanna Cate, Woody Frossard, Jenna Brummett, Kelly Halcom and Stacy Beeson of TRVA; 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, Keith Ogle and Jeremy Harmon of Pope, Hardwicke, Christie, Schell, Kelly & Taplett, L.L.P.; Christine Jacoby of Freese and Nichols, Inc.; John Schultz of Trinity River Communications-Joint Venture; Rosa Navejar of The Rios Group; and Marty Leonard.

**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 Riley and seconded by Director Oliver, the Directors unanimously voted to approve the minutes of the meeting held on April 6, 2017.

A2.

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

A4.

With the recommendation of Rosa Navejar (Chair, Fair Contracting Committee), Director Oliver made a motion to receive and file the Quarterly Fair Contracting Reports. 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) announced the Rockin' the River 2017 Summer Series. She informed the Board that the 2017 series will take place over six Saturdays, commencing July 1 and ending August 5. This year's series will be open 1:00 – 10:00 p.m. which allows for five bands per event. She also previewed for the Board the 2017 Rockin' the River website and informed the Board that several recent radio interviews and newspaper articles have highlighted the upcoming series. Next, Ms. Cate informed the Board of Panther Island Pavilion upcoming events schedule. Additionally, she noted that TRVA had a

booth at Earth Day Dallas and will have a display at Mayfest. Ms. Cate reported that, since January 1<sup>st</sup>, TRVA has given twenty-nine community presentations, hosted four school tours and had more than 650 visitors to the downtown location. The Urban Land Institute Young Leaders will meet at TRVA next week. Last, Ms. Cate reported to the Board on articles in *Wide Open Country*, “7 Best Places To Go Tubing in Texas This Summer”; *Wired.com*, “Skyscrapers Overtake Suburban Sprawl As Tech’s Towering Status Symbol”; and *Transit Oriented Development Institute*, “DC’S The Wharf-TOD Set To Open This Year”.

D2.

Update on Panther Island/Central City Project

1.

Mr. Frossard gave an update on the Panther Island/Central City Project. He showed the Board photographs of the McKinley, Texas Refinery and Coburn environmental remediation progress and explained the remediation process to the Board. Last, he noted that this project is expected to closeout in mid-June, subject to seeding and grass, and to be complete July 14.

2.

On behalf of the City of Fort Worth (COFW), Doug Rademaker, P.E. (COFW, TRV Bridges 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 and Henderson Street. He advised the Board that the first pours are scheduled for the end of the month. He also reported that the Texas Towing driveway has been re-opened. Next, Mr. Rademaker updated the Board on the Henderson Street progress, providing photographs of the V-piers, abutments and coping. He explained new technology using styrofoam as a place holder in the forms as a result of concrete curing at different rates in the forms. Mr. Rademaker also reported excavation continues for lighting, irrigation and drainage at the roundabout. Finally, he noted that the schedule is tracking well with White Settlement Road to be complete in February

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2019, Henderson Street to be complete in August or September of 2019, and North Main to be complete in September or October of 2019. Last, he reported that of the twenty total v-piers, seven currently have steel on them, with a pour anticipated every two weeks.

D3.

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

Mr. Frossard provided an update on the TRV Gateway Park Master Plan. He showed the Board photographs of the progress at Oxbow Sites A & C. He reported that Sycamore Creek, which is a wildlife mitigation area, has been re-established. Mr. Frossard also noted that Riverside Park is two-thirds complete and on schedule and Ham Branch is complete. Last, he advised the Board that 80,000 indigenous trees will be replanted.

D4.

The next TRVA Board of Directors meeting is scheduled for June 7, 2017 at 2:00 p.m.


#### V. Executive Session

President Maenius next called an executive session at 2:57 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 3:09 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 3:10 P.M.,

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

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

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

**TRVA - Budget vs Actual FY 2017  
Expenditures**

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

| CENTRAL CITY - Fiscal Year 2017 Actual vs Budget |  |                       |   |                     |                      |
|--|--|-----------------------|---|---------------------|----------------------|
|  | Program Budget<br>Includes Escalation,<br>Construction, PED,<br>PM, CM | 2017 Budget           | FY2017<br>Actuals<br>through<br>January | Variance            |                      |
| 1  | LAND PURCHASE  | \$ 124,792,885        | \$ 12,092,000                           | \$ 41,775           | \$ 12,050,225        |
| 2  | RELOCATION   | \$ 66,640,913         | \$ 2,822,000                            | \$ 2,137,530        | \$ 684,470           |
| 3  | DEMOLITION   | \$ 25,492,141         | \$ 1,930,000                            | \$ 45,094           | \$ 1,884,906         |
| 4  | ENVIRONMENTAL  | \$ 40,819,969         | \$ 10,801,000                           | \$ 1,352,663        | \$ 9,448,337         |
| 5  | PED-PRELIMINARY DESIGN   | \$ 25,598,869         |   |                     |                      |
| 6  | SANITARY SEWER AND WATER SYSTEMS                                       | \$ 51,319,472         | \$ 6,287,000                            | \$ 1,241,804        | \$ 5,045,196         |
| 7  | FRANCHISE UTILITIES  | \$ 20,020,679         | \$ 1,793,000                            | \$ 43,702           | \$ 1,749,298         |
| 8  | STORM DRAINAGE SYSTEM  | \$ 9,545,682          | \$ 3,226,000                            | \$ 65,533           | \$ 3,160,467         |
| 9  | <b>LEERDA</b>  | <b>\$ 383,190,460</b> | <b>\$ 38,951,000</b>                    | <b>\$ 4,028,101</b> | <b>\$ 34,922,899</b> |
| 10   | GATEWAY - OXBOW VALLEY STORAGE   | \$ 43,431,801         | \$ 20,080,000                           | \$ 3,533,148        | \$ 16,546,852        |
| 11   | GATEWAY - OXBOW RECREATION   | \$ 6,676,779          | \$ 261,000                              |                     | \$ 261,000           |
| 12   | GATEWAY - OXBOW ECOSYSTEM  | \$ 6,948,822          | \$ 111,000                              |                     | \$ 111,000           |
| 13   | LOCAL STREET MODIFICATIONS   | \$ 3,728,286          | \$ 4,000                                | \$ 4,700            | \$ (700)             |
| 14   | SAMUEL AVENUE VALLEY STORAGE   | \$ 14,142,737         | \$ 258,000                              |                     | \$ 258,000           |
| 15   | HAM BRANCH VALLEY STORAGE  | \$ 1,981,090          | \$ 640,000                              | \$ 40,065           | \$ 599,935           |
| 16   | STORM WATER PUMP STATION   | \$ 7,988,078          |   |                     |                      |
| 17   | BYPASS CHANNEL - SOUTH   | \$ 41,280,041         | \$ 976,000                              | \$ 8,390            | \$ 967,610           |
| 18   | BYPASS CHANNEL - NORTH   | \$ 37,409,981         | \$ 5,192,000                            |                     | \$ 5,192,000         |
| 19   | BYPASS CHANNEL - BETTERMENTS   | \$ 29,000,000         | \$ 2,752,000                            |                     | \$ 2,752,000         |
| 20   | MAIN STREET PEDESTRIAN BRIDGE  | \$ 2,231,609          |   |                     |                      |
| 21   | TRINITY POINT PEDESTRIAN BRIDGE  | \$ 1,323,088          |   |                     |                      |
| 22   | ROCKWOOD PARK VALLEY STORAGE   | \$ 3,264,034          | \$ 704,000                              | \$ 114,256          | \$ 589,744           |
| 23   | ROCKWOOD PARK ECOSYSTEM  | \$ 683,319            | \$ 36,000                               |                     | \$ 36,000            |
| 24   | UNIVERSITY DRIVE VALLEY STORAGE  | \$ 6,187,648          | \$ 1,363,000                            |                     | \$ 1,363,000         |
| 25   | TRWD GATE  | \$ 18,066,631         |   |                     |                      |
| 26   | CLEAR FORK GATE  | \$ 17,642,474         |   |                     |                      |
| 27   | TRINITY POINT GATE   | \$ 22,179,946         |   |                     |                      |
| 28   | SAMUELS AVE DAM  | \$ 47,804,702         |   |                     |                      |
| 29   | MARINE CREEK DAM   | \$ 11,204,646         |   |                     |                      |
| 30   | MARINE CREEK CHANNEL EXPANSION   | \$ 4,646,181          |   |                     |                      |
| 31   | WEST FORK PEDESTRIAN BRIDGE  | \$ 2,159,679          |   |                     |                      |
| 32   | WHITE SETTLEMENT EXTENSION   | \$ 6,583,991          |   |                     |                      |
| 33   | INTERIOR-VALLEY STORAGE  | \$ 25,070,482         |   |                     |                      |
| 34   | PROGRAM MANAGEMENT   | \$ 26,077,169         | \$ 1,889,000                            | \$ 443,072          | \$ 1,445,928         |
| 35   | RIVERSIDE PARK VALLEY STORAGE  | \$ 3,908,916          | \$ 4,388,000                            |                     | \$ 4,388,000         |
| 36   | RIVERSIDE PARK RECREATION  | \$ 408,429            |   |                     |                      |
| 37   | <b>Floodway Construction</b>   | <b>\$ 389,487,284</b> | <b>\$ 38,654,000</b>                    | <b>\$ 4,143,631</b> | <b>\$ 34,510,369</b> |
| 38   | HENDERSON STREET BRIDGE  | \$ 20,036,400         | \$ 7,991,000                            | \$ 48,326           | \$ 7,942,674         |
| 39   | MAIN STREET BRIDGE   | \$ 17,814,980         | \$ 6,064,000                            | \$ 29,020           | \$ 6,034,980         |
| 40   | WHITE SETTLEMENT BRIDGE  | \$ 34,502,712         | \$ 9,917,000                            | \$ 50,499           | \$ 9,866,501         |
| 41   | <b>Bridge Construction</b>   | <b>\$ 81,353,092</b>  | <b>\$ 23,972,000</b>                    | <b>\$ 127,845</b>   | <b>\$ 23,844,155</b> |
| 42   | <b>TOTALS</b>  | <b>\$ 823,970,826</b> | <b>\$ 101,577,000</b>                   | <b>\$ 9,189,577</b> | <b>\$ 92,377,423</b> |
| 43   | <b>Owners Contingency</b>  | <b>\$ 86,903,048</b>  |   |                     |                      |
| 44   | <b>Total Project Cost</b>  | <b>\$ 910,873,874</b> |   |                     |                      |

100% complete

CENTRAL CITY - Total Project Expenditures

| Project Cost Categories            | Program Budget Includes: Execution Construction, PED | Inception to Date Actuals | Final 2013 and prior actuals | Final 2014 Actuals | Final 2015 Actuals | Final 2016 Actuals | FY 2017 Actuals through January |
|------------------------------------|--|---------------------------|------------------------------|--------------------|--------------------|--------------------|---------------------------------|
| 1 LAND PURCHASE                    | \$ 24,792,955  | \$ 71,003,488             | \$ 59,944,661                | \$ 3,745,740       | \$ 3,080,387       | \$ 4,190,925       | \$ 41,775                       |
| 2 RELOCATION                       | \$ 25,492,441  | \$ 48,935,289             | \$ 15,870,110                | \$ 13,141,470      | \$ 12,841,717      | \$ 4,944,462       | \$ 2,137,530                    |
| 3 DEMOLITION                       | \$ 40,819,989  | \$ 6,257,270              | \$ 4,830,210                 | \$ 36,298          | \$ 482,810         | \$ 862,858         | \$ 45,094                       |
| 4 ENVIRONMENTAL                    | \$ 25,598,859  | \$ 26,450,467             | \$ 4,069,172                 | \$ 1,439,624       | \$ 8,423,575       | \$ 11,165,433      | \$ 1,352,663                    |
| 5 PED-PRELIMINARY DESIGN           | \$ 51,319,472  | \$ 17,707,300             | \$ 5,383,928                 | \$ 5,873,239       | \$ 3,808,147       | \$ 1,400,182       | \$ 1,241,804                    |
| 6 SANITARY SEWER AND WATER SYSTEMS | \$ 20,020,579  | \$ 9,892,584              | \$ 2,917,687                 | \$ 4,524,841       | \$ 108,901         | \$ 2,297,453       | \$ 43,702                       |
| 7 FRANCHISE UTILITIES              | \$ 9,545,562   | \$ 2,747,283              | \$ 1,747,666                 | \$ 106,310         | \$ 317,159         | \$ 510,615         | \$ 65,533                       |
| 8 STORM DRAINAGE SYSTEM            | \$ 354,139,459                                       | \$ 245,558,540            | \$ 120,362,293               | \$ 28,367,522      | \$ 29,862,596      | \$ 25,371,878      | \$ 4,938,101                    |
| 9 FERRIS                           |  |                           |                              |                    |                    |                    |                                 |
| 10 GATEWAY - OXBOW VALLEY STORAGE  | \$ 43,431,801  | \$ 24,516,954             | \$ 3,318,066                 | \$ 216,405         | \$ 9,204,158       | \$ 8,245,187       | \$ 3,533,148                    |
| 11 GATEWAY - OXBOW RECREATION      | \$ 5,575,773   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 12 GATEWAY - OXBOW ECOSYSTEM       | \$ 6,946,922   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 13 LOCAL STREET MODIFICATIONS      | \$ 3,728,296   | \$ 3,203,734              | \$ 1,945,499                 | \$ 1,079,088       | \$ 151,007         | \$ 23,440          | \$ 4,700                        |
| 14 SAMUEL AVENUE VALLEY STORAGE    | \$ 14,542,737  | \$ 8,363,805              | \$ 8,017,235                 | \$ 13,146          | \$ 103,586         | \$ 229,638         | \$ -                            |
| 15 HAM BRANCH VALLEY STORAGE       | \$ 1,981,050   | \$ 1,072,600              | \$ 715,616                   | \$ 174,592         | \$ 37,812          | \$ 104,515         | \$ 40,065                       |
| 16 STORM WATER PUMP STATION        | \$ 7,935,078   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 17 BYPASS CHANNEL - SOUTH          | \$ 41,260,841  | \$ 8,752,951              | \$ 4,423,352                 | \$ 496,030         | \$ 3,473,691       | \$ 350,888         | \$ 8,390                        |
| 18 BYPASS CHANNEL - NORTH          | \$ 37,409,961  | \$ 8,129,404              | \$ 4,405,102                 | \$ 310,411         | \$ 694,426         | \$ 2,719,465       | \$ -                            |
| 19 BYPASS CHANNEL - BETTERMENTS    | \$ 29,000,000  | \$ 4,184,575              | \$ 1,184,900                 | \$ 2,391,992       | \$ 604,246         | \$ 3,437           | \$ -                            |
| 20 MAIN STREET PEDESTRIAN BRIDGE   | \$ 2,231,509   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 21 TRINITY POINT PEDESTRIAN BRIDGE | \$ 1,323,033   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 22 ROCKWOOD PARK VALLEY STORAGE    | \$ 3,264,034   | \$ 665,265                | \$ 281,273                   | \$ 5,112           | \$ 59,907          | \$ 204,717         | \$ 114,256                      |
| 23 ROCKWOOD PARK ECOSYSTEM         | \$ 565,319   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 24 UNIVERSITY DRIVE VALLEY STORAGE | \$ 6,187,548   | \$ 340,659                | \$ -                         | \$ -               | \$ 2,988           | \$ 337,671         | \$ -                            |
| 25 TRWD GATE                       | \$ 18,906,631  | \$ 318,066                | \$ 186,799                   | \$ 118,564         | \$ 10,683          | \$ -               | \$ -                            |
| 26 CLEAR FORK GATE                 | \$ 17,542,474  | \$ 325,746                | \$ 183,779                   | \$ 131,284         | \$ 10,683          | \$ -               | \$ -                            |
| 27 TRINITY POINT GATE              | \$ 22,179,946  | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 28 SAMUELS AVE DAM                 | \$ 7,804,702   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 29 MARINE CREEK DAM                | \$ 1,234,545   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 30 MARINE CREEK CHANNEL EXPANSION  | \$ 4,546,181   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 31 WEST FORK PEDESTRIAN BRIDGE     | \$ 2,199,679   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 32 WHITE SETTLEMENT EXTENSION      | \$ 1,563,981   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 33 INTERIOR-VALLEY STORAGE         | \$ 25,070,482  | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 34 PROGRAM MANAGEMENT              | \$ 25,077,133  | \$ 15,008,914             | \$ 9,188,437                 | \$ 1,541,386       | \$ 2,007,692       | \$ 1,828,327       | \$ 443,072                      |
| 35 RIVERSIDE PARK VALLEY STORAGE   | \$ 3,905,915   | \$ 2,818,733              | \$ 102,442                   | \$ 302,864         | \$ 260,996         | \$ 2,152,431       | \$ -                            |
| 36 RIVERSIDE PARK RECREATION       | \$ 409,423   | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 37 Floodway Construction           | \$ 389,487,284                                       | \$ 77,700,508             | \$ 33,354,460                | \$ 6,700,894       | \$ 16,621,875      | \$ 16,199,716      | \$ 4,143,631                    |
| 38 HENDERSON STREET BRIDGE         | \$ 29,035,400  | \$ 12,535,327             | \$ 9,944,152                 | \$ 2,357,310       | \$ 72,045          | \$ 103,494         | \$ 48,326                       |
| 39 MAIN STREET BRIDGE              | \$ 17,814,980  | \$ 8,004,829              | \$ 2,362,676                 | \$ 5,499,475       | \$ 51,509          | \$ 62,149          | \$ 29,020                       |
| 40 WHITE SETTLEMENT BRIDGE         | \$ 34,502,712  | \$ 13,314,733             | \$ 2,649,929                 | \$ 10,503,159      | \$ 3,000           | \$ 108,146         | \$ 50,499                       |
| 41 Bridge Construction             | \$ 81,553,032  | \$ 33,854,889             | \$ 14,956,757                | \$ 8,369,944       | \$ 126,554         | \$ 273,789         | \$ 127,345                      |
| 42 TOTALS                          | \$ 2,970,970,925                                     | \$ 320,148,035            | \$ 160,273,540               | \$ 54,808,260      | \$ 45,811,125      | \$ 41,845,433      | \$ 9,195,577                    |
| 43 Owners Contingency              | \$ 55,903,048  | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |
| 44 Total Project Cost              | \$ 969,873,874                                       | \$ -                      | \$ -                         | \$ -               | \$ -               | \$ -               | \$ -                            |

100% Complete



**Project Summary**  
**Actuals and Transfers**

| CONTRIBUTION SOURCE |  |
|---------------------|--|
| <b>LOCAL:</b>       |  |
| COFW                |  |
| COUNTY              |  |
| TRWD & TRVA         |  |
| TIF                 |  |
| <b>Sub-Total</b>    |  |
| <b>NONLOCAL:</b>    |  |
| TXDOT/NCTCOG/STATE  |  |
| USACE               |  |
| EDI/HUD             |  |
| <b>Sub-Total</b>    |  |
| Total               |  |

| Budget Estimate      | Actuals and Transfers 1/31/2017 | Amount Appropriated  |
|----------------------|---------------------------------|----------------------|
| \$26,600,000         | \$25,681,419                    | \$0                  |
| \$11,000,000         | \$11,000,000                    | \$49,607,300         |
| \$64,400,000         | \$64,400,000                    | \$49,839,752         |
| \$320,000,000        | \$181,466,326                   | \$4,485,533          |
| <b>\$422,000,000</b> | <b>\$282,547,745</b>            | <b>\$37,600,290</b>  |
|                      |                                 | <b>\$103,934,087</b> |
| <b>\$909,873,000</b> | <b>\$320,148,035</b>            |                      |

**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  | 5,374,578 | 181,466,326       |
| Less TIF Payments    | (10,575,397)   | (2,808,584) | (3,147,798) | (3,261,606) | (2,402,969) | -         | (22,196,354)      |
| Net outstanding loan | 22,673,864     | 28,259,480  | 41,066,379  | 32,349,006  | 29,546,665  | 5,374,578 | 159,269,972       |

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

| TIF Collections | TXP 3yr Lag*** Actual TIF Kept Estimate @ 80% by Project (80%) | Variance    | Taxable Value | Paid out by TIF |
|-----------------|--|-------------|---------------|-----------------|
|                 |  |             | \$131,100,169 |                 |
| 2005            | \$416,832  | \$3,889     | \$168,794,363 | \$1,576,015     |
| 2006            | \$484,648  | (\$16,636)  | \$211,096,713 | \$1,000,000     |
| 2007            | \$584,509  | \$848,054   | \$241,704,119 | \$7,999,382     |
| 2008            | \$1,054,085  | \$64,156    | \$248,084,744 | \$2,808,584     |
| 2009            | \$1,134,660  | \$327,018   | \$275,626,427 | \$3,147,798     |
| 2010            | \$1,463,291  | \$190,307   | \$316,646,609 | \$3,261,606     |
| 2011            | \$2,087,427  | (\$12,761)  | \$332,362,155 | \$2,402,969     |
| 2012            | \$1,769,003  | \$487,191   | \$350,808,668 | \$7,999,382     |
| 2013            | \$1,740,967  | \$1,048,828 | \$397,635,011 | \$2,808,584     |
| 2014            | \$1,778,320  | \$1,353,667 | \$425,934,599 | \$3,147,798     |
| 2015            | \$2,212,860  | \$1,047,142 | \$451,880,655 | \$3,261,606     |
| 2016            | \$3,319,627  | (\$916,658) | \$443,555,018 | \$2,402,969     |
| 2017***         | \$3,478,517  | \$50,221    | \$497,258,774 |                 |
| Subtotal        | \$21,524,746   | \$3,889,908 |               | \$22,196,354    |

The taxable value increased 279% from base to current year

Total cash paid

|          | Actual TIF Contributed to Project by Entity - 80% |             |             |             | Total        |
|----------|---|-------------|-------------|-------------|--------------|
|          | COFW  | County      | Hospital    | TCC         |              |
| 2005     | \$278,056   | \$91,451    | \$0         | \$44,787    | \$420,721    |
| 2006     | \$166,803   | \$198,534   | \$0         | \$89,790    | \$468,011    |
| 2007     | \$385,943   | \$297,939   | \$0         | \$143,571   | \$848,054    |
| 2008     | \$424,913   | \$282,872   | \$236,630   | \$152,013   | \$1,116,241  |
| 2009     | \$649,432   | \$375,099   | \$249,880   | \$163,534   | \$1,461,679  |
| 2010     | \$838,029   | \$246,183   | \$318,719   | \$217,989   | \$1,653,598  |
| 2011     | \$1,001,785                                       | \$449,377   | \$360,799   | \$229,375   | \$2,074,666  |
| 2012     | \$1,073,143                                       | \$440,256   | \$445,811   | \$261,831   | \$2,256,194  |
| 2013     | \$1,368,162                                       | \$586,501   | \$474,849   | \$317,637   | \$2,789,795  |
| 2014     | \$1,558,536                                       | \$602,600   | \$571,033   | \$352,644   | \$3,131,987  |
| 2015     | \$1,682,009                                       | \$552,729   | \$590,299   | \$383,642   | \$3,260,002  |
| 2016     | \$946,376   | \$581,406   | \$501,897   | \$329,243   | \$2,402,969  |
| 2017***  | \$1,591,337                                       | \$773,327   | \$667,572   | \$437,917   | \$3,528,738  |
| Subtotal | \$11,964,524                                      | \$5,478,284 | \$6,418,488 | \$3,123,973 | \$25,414,654 |

|          | Actual TIF Created by Project and kept by Agency - 20% |             |             |           | Total        |
|----------|--|-------------|-------------|-----------|--------------|
|          | COFW   | County      | Hospital    | TCC       |              |
| 2005     | \$69,514   | \$22,863    | \$94,550    | \$11,197  | \$865,688    |
| 2006     | \$41,701   | \$49,634    | \$189,558   | \$22,448  | \$1,331,913  |
| 2007     | \$96,486   | \$74,485    | \$303,094   | \$35,893  | \$1,949,406  |
| 2008     | \$106,228  | \$70,718    | \$59,158    | \$38,003  | \$1,622,325  |
| 2009     | \$163,581  | \$93,775    | \$62,470    | \$45,113  | \$2,055,224  |
| 2010     | \$208,282  | \$61,548    | \$79,930    | \$54,498  | \$3,028,774  |
| 2011     | \$250,446  | \$112,344   | \$90,200    | \$57,344  | \$3,269,500  |
| 2012     | \$268,286  | \$110,064   | \$111,452   | \$85,488  | \$3,671,697  |
| 2013     | \$342,041  | \$146,625   | \$118,713   | \$79,410  | \$4,221,041  |
| 2014     | \$389,634  | \$150,650   | \$142,758   | \$88,161  | \$4,680,707  |
| 2015     | \$420,502  | \$138,182   | \$147,575   | \$95,910  | \$5,049,301  |
| 2016     | \$236,594  | \$145,352   | \$125,474   | \$82,311  | \$4,731,395  |
| 2017***  | \$397,834  | \$193,332   | \$166,893   | \$109,479 | \$5,722,801  |
| Subtotal | \$2,991,129  | \$1,369,571 | \$1,691,824 | \$785,226 | \$56,726,760 |

\* 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.