MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TRINITY RIVER VISION AUTHORITY ("TRVA") HELD ON THE 2nd DAY OF OCTOBER, 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
Jim Oliver
Bob Riley
Carlos Flores

Also in attendance were: J. D. Granger, Woody Frossard, Jenna Brummett, Matt Oliver, Kailey Brown, Stacy Beeson, Sydney O'Connell, and Debra Witherspoon of TRVA; Jennifer Mitchell, Chad Lorance, Shanna Cate, and Kelly Halcom of the Tarrant Regional Water District ("TRWD"); Doug Rademaker, Katherine Beck, Randle Harwood, Peter Vaky, Brian Byrd, and Robert Sturns of the City of Fort Worth ("COFW"); Lee Christie and Ethel Steele of Pope, Hardwicke, Christie, Schell, Kelly & Taplett, L.L.P.; Bill Hanna and Meagan South of Tarrant County; Carl DeZee of Kimley-Horn; Christine Jacoby and Matt Shafer of Freese and Nichols; Doug Varner of CDM Smith; Luke Ranker of the Fort Worth Star-Telegram; Marice Richter of the Fort Worth Business Press; John Schultz of Trinity River Communications-Joint Venture; Marty Leonard; Jack Douglas, Juan Rodriguez and Lili Sheng of NBC5; C. B. Team; Greg Eyster of Hill Gilstrap; and Robert Montoya of Empower Texans.

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. Action Items

A1.

On a motion made by Director Hill and seconded by Director Flores, the Directors voted to approve the minutes of the meeting held on September 4, 2019.

A2.

With the recommendation of Jennifer Mitchell (TRVA, Controller/Treasury Manager), 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".

A3.

With the recommendation of Ms. Mitchell, Director Oliver made a motion to receive and file the TRV Central City Finance Report. The motion was seconded by Director Hill 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 Ms. Mitchell, Director Oliver made a motion to receive and file the TIF 9 Payment Update. The motion was seconded by Director Riley and the vote in favor was unanimous.

A5.

This action was tabled for later consideration.

A6.

With the recommendation of Woody Frossard (TRVA, Project Manager), Director Oliver made a motion to receive and file the TRV Risk Management Report. The motion was seconded by Director Riley and the vote in favor was unanimous.

IV. Executive Session

President Maenius next called an executive session at 3:27 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; and under Section 551.074 of the Texas Government Code to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee or to hear a complaint to charge against an officer or employee. The executive session concluded and President Maenius reconvened the regular session at 4:27 P.M., noting that a quorum was present.

V. Action Items Continued

A5.

President Maenius addressed the Board regarding the Central City Flood Control Project ("Project") Programmatic Review ("Review"), findings and recommendations. Regarding the management structure of TRVA, the Board discussed the Review's finding that TRVA is solely an interagency coordination body due to the fact that the TRVA does not manage any of the construction components of the Project nor does it have direct oversight of any of the stakeholder agencies. The City of Fort Worth executes the delivery of the utility, road and local bridge sponsor needs for the Project; Tarrant Regional Water District executes the delivery of the local flood sponsor responsibilities for the Project; and TRVA coordinates the timely delivery of each stakeholder's efforts to help maintain eligibility for federal funds. The Review recommended making organizational changes that reflect the limited interagency coordination role of the TRVA for the flood control portion of the Project for transparency and clarity of purpose. The Report

also recommended the TRVA Board assume a more prominent role in the risk assessment process. The Board discussed that staff has been conducting the risk assessment function at the staff Project management level; however, the Review recommended that risk assessment and reporting should be moved to the executive level to be more clearly understood and effective. President Maenius recommended that TRVA retain responsibility for project coordination among the project stakeholders with respect to flood control and that it assume greater responsibilities for creating and managing a risk assessment function at the Board level. Under the revised structure, TRVA will focus solely on the flood control components. The TRVA's Development Committee, having completed the community master plan and building standards, will cease to exist. Responsibility for recreation will revert to TRWD, which has a long and successful track record for organizing, managing, and executing recreation efforts. TRWD will plan for and provide recreation near Panther Island and manage the many successful river events that TRVA established in order to continue to drive community excitement and engagement. Additionally, a City of Fort Worth entity will take responsibility for economic development. Any such entity will promote future development plans and proposals for the geographic area currently referred to as Panther Island. The development entity members will serve as a resource for developers to answer and ask questions and to assist throughout the planning process. Its management will ensure the established vision for the area is realized. President Maenius made a motion that the structure outlined above be adopted and that TRVA seek the coordination services necessary for the Board to receive sufficient risk assessment analysis and reports to coordinate stakeholder responsibilities to limit schedule and financial risks in the delivery of the Project. The Coordinator will to report directly to the TRVA Board, with the TRVA Board continuing to serve as an interagency coordinating organization. The motion was seconded by David Cooke and the vote in favor was unanimous.

Director Cooke left the meeting.

VI. Discussion Items

D1.

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 Henderson Street, North Main Street, and White Settlement Road bridges. Mr. Rademaker reported that the final V-pier has been completed on the Henderson Street bridge and work on the superstructure false work has commenced on both the north and south ends of the bridge. He also reported that once the superstructure false work is in place, the contractor will begin installing the steel reinforcement for the bridge's box girder system. Next, he advised the Board that work is well underway on the box girder superstructure on the White Settlement Road bridge. Mr. Rademaker also described the unique pump system utilized for the White Settlement Road bridge concrete pour. Last, he reported that the contractor has completed the superstructure false work for the North Main Street bridge and is currently installing the steel reinforcement for the box girder systems over 2 of the V-piers. He noted that the steel installation will continue into December. Mr. Rademaker also noted that the schedule for completion of the bridges remains unchanged.

D2.

The next TRVA Board of Directors meeting was tentatively scheduled for November 6, 2019 at 2 P.M. pending confirmation of a quorum.

VII. Adjourn

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

at 4:42 P.M.

President

Secretar

TRINITY RIVER VISION AUTHORITY

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

FOR THE MONTH ENDED AUGUST 31, 2019

PROJECT REVENUES Project contributions Investment and other income Total revenues	\$	2,835,845 87,625 2,923,470
PROJECT EXPENDITURES Program management Project development Total expenditures		1,917,394 918,451 2,835,845
EXCESS OF REVENUES OVER EXPENDITURES/CHANGE IN FUND BALANCE		87,625
FUND BALANCE - Beginning of year	por processor and the second	117,662
FUND BALANCE - For the month ended August 31, 2019	\$	205,287

TRINITY RIVER VISION AUTHORITY

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION—ENTERPRISE FUND FOR THE MONTH ENDED AUGUST 31, 2019

OPERATING REVENUES Recreation revenues Other revenues	\$ 374,089 498
Total revenues	374,587
OPERATING EXPENSES Recreation	448,568
Total expenses	448,568
NET OPERATING LOSS	(73,981)
NET POSITION - Beginning of year	22,986
NET POSITION - For the month ended August 31, 2019	\$ (50,995)

Program Management - Budget vs Actual FY 2019 Expenditures

	Year to Date Actuals August	Budget FY 2019	Percent of Budget
Scheduler	\$613,388	\$769,930	79.67%
Engineering	\$1,977	\$100,000	1.98%
Additional Staff (1)	\$447,044	\$552,973	80.84%
Consulting			
Planning Review Design Renderings and Schematics	\$0	\$40,000	0.00%
Financial Assistance	\$0	\$25,000	0.00%
Public Information Assistance	\$10,996	\$16,250	67.67%
	\$10,996	\$81,250	13,53%
Building, Structure, Grounds	\$565	\$0	100.00%
Minority Contracting/Public Information	\$100,000	\$120,000	83.33%
Legal	\$82,744	\$100,000	82.74%
Office Rental	\$139,373	\$154,368	90.29%
Community Education	\$55,085	\$235,650	23.38%
Subtotal	\$1,451,172	\$2,114,171	68.64%
Programmatic Review	\$466,222	\$0	100.00%
Bond Issuance Costs			
Bond Counsel	\$287,282	\$0	100.00%
Financial Advisors	\$207,689	\$0	100.00%
Rating Agencies	\$38,000	\$0	100.00%
Miscellaneous Bond Costs	\$18,000	\$0	100.00%
	\$550,971	\$0	100.00%
Total Expenditures	\$2,468,365	\$2,114,171	116.75%

⁽¹⁾ Additional Staff includes the Fair Contracting Program & Permitting Administrator, Project Coordinator, Graphic Designer and Applications Developer

Fully Integrated Vision - Estimated Costs and Funding Received/Secured						
	Total	Federal/State	Local			
USACE Central City Flood Project (Completed)	\$950,831,621	\$540,706,548	\$410,125,073			
TXDOT- Bridges Project	\$110,062,583	\$49,607,304	\$60,455,279			
Local Projects (with or without flood project)	\$71,307,309	\$0	\$71,307,309			
Contingency (Local)	\$36,408,910	\$0	\$36,408,910			
<u> </u>	\$1,168,610,423	\$590,313,852	\$578,296,571			
		50.51%	49.49%			
Monies already spent, received, or secured]		*			
USACE	_	\$61,952,000	\$0			
EDI/HUD		\$4,487,035	\$0			
TXDOT		\$49,607,300	\$0			
Local	_	\$0	\$578,296,571			
Total	•	\$116,046,335	\$578,296,571			
Remaining USACE to be Funded		\$474,267,517	\$0			

Breakdown of Cost Variance of Authorized Flood Project (FY16 estimate vs. Fully Completed)

* 2016 WIIN Act, Public Law 114-322, provided a total project cost of \$810M with a federal, non-federal cost share of \$526,500,000, \$283,500,000, respectively. Congressionally authorized projects are approved and described using a static number with no consideration to escalation through completion. The Corps is allowed and expected to incur federal costs that exceed their authorized static cost share primarily due to expected escalation through completion and periodic cost book increases. Actual local costs incurred are also expected to be over and above the published static cost number due to fact that some expenses which are necessary to complete a project are not eligible for receiving credit towards a local match. Non-creditable expenses include: preliminary engineering and design, environmental cleanup, and local project management needs. In addition to non-creditable items, some local expenses may exceed that for which local credit is necessary (e.g., LERDS over and above the authorized non-federal share) and escalation through completion. The Total USACE Flood Control Project Cost stated above of \$951M includes all the costs necessary for the final delivery of the \$810M authorized flood control project.

2016 Authorized Project	\$810,000,000	\$526,500,000 (65%)	\$283,500,000 (35%)
Updated Federal Cost Estimates since 2016		\$14,206,548	n/a
Non-Credited Preliminary Engineering & Design		n/a	\$18,000,000
Non-Credited Environmental Cleanup Costs		n/a	\$38,000,000
Non-Credited Project Management Obligations		n/a	\$27,197,476
Local Relocation Costs that exceed 35% local match obligations		n/a	\$17,427,597
Local Utility Costs that exceed 35% local match obligations		n/a	\$26,000,000
Federal and Local Variance Subtot	al to Complete	\$14,206,548	\$126,625,073
Est. of Fully Completed Authorized Flood Control Project	\$950,831,621	\$540,706,548 (57%)	\$410,125,073 (43%)

USACE - CENTRAL CITY FLOOD CONTROL PROJECT

		2017 Estimate	Actuals Thru 8/31/2019	Variance
LOCAL				
	Preliminary Design	\$18,225,972	\$18,225,972	\$0
TRWD	Land Acquisition	\$72,552,625	\$73,825,512	(\$1,272,887)
	Flood Control Cash Match	\$50,900,362	\$31,647,074	\$19,253,288
TRVA	Relo, Demo, Enviro	\$113,692,580	\$93,755,226	\$19,937,354
T X	TRVA Program Coordination	\$27,197,476	\$18,733,808	\$8,463,668
¥	Sewer & Water Relocation	\$71,680,516	\$18,052,754	\$53,627,762
	Storm Water Relocation	\$23,549,203	\$4,500,341	\$19,048,862
A H	Franchise Utilities	\$20,169,474	\$10,232,880	\$9,936,594
\ E	Local Street Mods	\$5,521,441	\$3,346,791	\$2,174,650
ט	CFW Program Management	\$6,635,424	\$1,413,184	\$5,222,240
Local	Subtotal	\$410,125,073	\$273,733,542	\$136,391,531
Section of the sectio				
FEDERA	L / STATE MATCH			
EDI	Land (Offsets Local Above)	\$4,487,035	\$4,485,535	\$1,500
MATE AND A	Preliminary Design	\$7,372,888	\$7,372,888	\$0
	Valley Storage	\$124,231,564	\$54,308,976	\$69,922,588
	Ecosystem Restoration	\$38,551,750	\$0	\$38,551,750
ğ	North Bypass Channel	\$74,290,882	\$10,426,292	\$63,864,590
USACE	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)
Feder	al/State Subtotal	\$540,706,548	\$56,116,395	\$484,590,153
	USACE Flood Control Project	\$950,831,621	\$329,849,937	\$620,981,684
Total	USACE Flood Control Project	3930,031,021	3323,043,337	7020,301,004

TXDOT - BRIDGES PROJECT

			Actuals Thru	
		2017 Estimate	8/31/2019	Variance
LOCAL				
TRWD	Land Acquisition	\$26,481,892	\$11,973,077	\$14,508,815
OF FW	Bridge Costs Local Share	\$33,973,387	\$33,733,372	\$240,015 \$0
CH CH	CFW Project Management	\$0	\$350,337	(\$350,337)
Local	Subtotal	\$60,455,279	\$46,056,786	\$14,398,493
FEDERA	L / STATE MATCH			
E E	Henderson Street	\$17,598,353	\$7,281,448	\$10,316,905
TXDOT/STATE	White Settlement	\$17,792,487	\$6,496,915	\$11,295,572
TXDO	Main	\$11,414,779	\$4,267,794	\$7,146,985
	Contingency - Federal	\$2,801,685	\$0	\$2,801,685
Feder	al/State Subtotal	\$49,607,304	\$18,046,157	\$31,561,147
Total '	TXDOT Bridges Project	\$110,062,583	\$64,102,943	\$45,959,640

LOCAL PROJECTS (with or without flood project)

		2017 Estimate	Actuals Thru 8/31/2019	Variance
LOCAL				
TRWD	Marine Creek/Stockyards Connection	\$10,245,376	\$0	\$10,245,376
T.	Bypass Local Share (hardscape & softscape)	\$21,834,669	\$3,501,409	\$18,333,260
TRVA	TRVA Program Coordination	\$3,100,000	\$0	\$3,100,000
FW	Panther Island Sewer and Water	\$15,827,650	\$0	\$15,827,650
Po ≻	Panther Island Storm Drainage	\$13,631,000	\$0	\$13,631,000
ZE CE	Gateway Park	\$6,668,614	\$0	\$6,668,614
TOTAL	LOCAL PROJECTS	\$71,307,309	\$3,501,409	\$67,805,900

LOCAL CONTINGENCY

	2017 Estimate	Actuals Thru 8/31/2019	Variance
LOCAL			
TRVA Programmatic Review	V	\$466,222	(\$466,222)
Bond Issuance Costs		\$550,971	(\$550,971)
Total Contingency	\$36,408,910	\$1,017,193	\$35,391,717

Trinity River Vision Flood Control Project

Recap of TIF Expense and Loan - As of 8/31/19

	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	6,848,118	222,671,940
Less TIF Payments	(10,575,397)	(2,808,584)	(3,147,798)	(3,261,606)	(2,402,969)	(3,137,495)	(3,836,461)	(98,751)	(29,269,061)
Net outstanding loan	22,673,864	28,259,480	41,066,379	32,349,006	29,546,665	17,496,897	15,261,221	6,749,367	193,402,879

TRWD received from the City of Fort Worth in August for the current year 2019 payment

Received 8/2/19 from City of Fort Worth	2,418,524
Received 8/13/19 from Tarrant County College/TRWD	666,997
Received 8/30/19 from Hospital District	912,228
	3,997,749

TIF Collections Summary (9 & 9A) - As of 8/31/19

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)		ŕ
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	\$4,136,650	\$0	3,997,749	***** August Paid to TRWD
2019	\$0	\$0	\$0	98,751	 June Paid to TRWD
Subtotal	\$29,404,369	\$33,020,513	\$3,616,144	\$33,168,058	•

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 Created by Project and kept by Agency - 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	

^{*} TRWD received \$99K from the City of Fort Worth in June for prior year balances held by the TIF.

Received 8/2/19 from City of Fort Worth

\$ 2,418,523.94

Received 8/13/19 from Tarrant County College/TRWD

666,997

Received 8/30/19 from Hospital District

912,228

\$3,997,748.66

^{**} Based on year money was received

^{***} County and Hospital based on actuals collected (Hospital from 2007 forward; prior to 2007 Hospital kept 100%)

^{****} Actual for 2019 is an estimate based on TXP

^{*****} TRWD received \$3,997,749 from the City of Fort Worth in August for the current year 2019 payment.