

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
TRINITY RIVER VISION AUTHORITY (“TRVA”)
HELD ON THE 3rd DAY OF FEBRUARY, 2021 AT 2:00 PM**

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

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

Directors Maenius, Cooke, Hill, Riley and Flores appeared via videoconference. Director Oliver appeared in person. Also in attendance, in person or by videoconference, were: Dan Buhman, Alan Thomas, Sandy Newby, Woody Frossard, Mick Maguire, and Kelly Harper of the Tarrant Regional Water District (“TRWD”); Doug Rademaker, Dana Burghdoff, and Mark McAvoy of the City of Fort Worth (“COFW”); Mark Mazzanti; Travis James of TXP, Inc.; Carl DeZee of Kimley-Horn; and Lee F. 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 (COFW, Bridge Project Manager) presented an update on the bridge construction. Mr. Rademaker reported that construction continues on the bridges. He reported first on the White Settlement Bridge and

advised the Board that the transverse tendon stressing and grouting are completed, abutment 1 cast-in-place coping and abutment 6 approach slab are poured, the roundabout transition lanes to the bridge are poured, the sidewalk handrail installation is underway, the pedestrian traffic barrier construction is underway, and the bridge false work removal is underway. He showed the Board photographs of each portion of the White Settlement Road Bridge construction progress. He also advised the Board that, based upon the physical completion of the work in the field, it was his opinion that the bridge could be open to traffic in March if the superstructure lowering was completed by that time. Mr. Rademaker also reported that TXDOT was committed to an early 2021 opening. Next, Mr. Rademaker reported on the Henderson Street Bridge construction progress, and reported that the permanent metal deck steel angle bracket and form installation is completed, the deck mat steel and transverse tendon duct installation is underway, and abutments 1 and 6 back wall backfill are completed. He showed the Board photographs of each portion of the Henderson Street Bridge construction progress. Mr. Rademaker advised the Board that, based upon the physical completion of the work in the field, it was his opinion that the bridge could be open to traffic in late July if progress continues. Last, Mr. Rademaker reported on the construction progress on the North Main Street Bridge. He advised the Board that the deck and overhang mat steel, transverse tendon duct and electrical conduit installation and the deck pour segment 1 are completed. He also showed the Board photographs of each portion of the North Main Street Bridge construction progress. Mr. Rademaker advised the Board that, based upon the physical completion

of the work in the field, it was his opinion that the bridge could be open to traffic in late April if the progress continued.

IV. Action Items

A1.

On a motion made by Director Hill and seconded by Director Oliver, the Directors voted to approve the minutes of the meeting held on January 13, 2021.

A2.

With the recommendation of Sandy Newby (TRWD, Chief Financial Officer), Director Hill made a motion to receive and file the Central City Finance Report of December 31, 2020. The motion was seconded by Director Oliver and the vote in favor was unanimous. The Central City Finance Report of December 31, 2020 is attached hereto as Exhibit "A".

A3.

The Central City Flood Project Risk Management Report was tabled.

V. Discussion Items

D1.

Discussion Concerning Possible Request to City of Fort Worth to Address Impacts of the Acquisition of the Pier 1 Building by the City of Fort Worth Upon Existing TIF, Possible TIF Extension, Ability to Meet Expense Obligations, and Reimbursement Obligations

Travis James, TXP, Inc. and Ms. Newby provided an update on the impacts of the acquisition of the Pier 1 Building by the City of Fort Worth upon the existing TIF. Ms. Newby reported that the financial impact to the TIF of the City of Fort Worth acquisition of the Pier 1 building is projected to result in a \$20 million shortfall over the remaining life of the TIF. Approximately \$200 million is remaining in payment to the District from the TIF. The TIF can meet current payment requirements. Mr. James noted that initial projections had anticipated earlier

completion of certain developments. He also noted these initial projections are due to be updated this spring.

D2.

Discussion Concerning Possible Request to TRWD for \$5 Million Reimbursement to City of Fort Worth for NTCOG Bridge Funding and Timing of Same

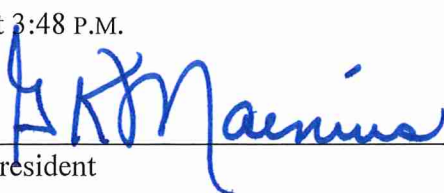
Ms. Newby provided an update on the possible reimbursement to the North Texas Council of Governments (NTCOG) for bridge funding, reporting to the Board that no terms for repayment have been initiated.

VI. Executive Session

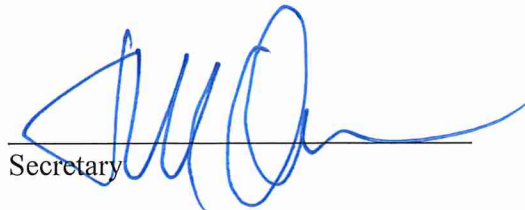
President Maenius next called an executive session at 2:58 P.M. under Section 551.071 of the Texas Government Code to consult with legal counsel on a matter in which the duty of counsel under the Texas Disciplinary Rules of Professional Conduct clearly conflicts with Chapter 551, Texas Government Code. The executive session concluded and President Maenius reconvened the regular session at 3:48 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 3:48 P.M.



President



Secretary

EXHIBIT "A"

CENTRAL CITY FLOOD CONTROL PROJECT - SUMMARY

	Estimated Cost	Actuals Thru 12/31/2020	Remaining
Total USACE Flood Control Project	\$946,307,262	\$330,195,416	\$616,111,846
Total TXDOT Bridges Project	\$114,586,942	\$112,582,501	\$2,004,441
Total Local Projects	\$71,307,309	\$3,507,109	\$67,800,200
Total Contingency	36,408,910	\$1,163,874	\$35,245,036
Total Project	1,168,610,423	447,448,900	721,161,523

USACE - CENTRAL CITY FLOOD CONTROL PROJECT

		Estimated Cost	Actuals Thru 12/31/2020	Remaining
LOCAL				
TRWD	Preliminary Design	\$18,225,972	\$18,225,972	\$0
	Land Acquisition	\$68,028,266	\$63,771,115	\$4,257,151
	Flood Control Cash Match	\$50,900,362	\$31,647,074	\$19,253,288
	Relocation	\$59,790,856	\$53,658,846	\$6,132,010
	Demolition	\$15,802,874	\$6,785,388	\$9,017,486
	Environmental	\$38,098,850	\$34,916,990	\$3,181,860
	Central City Flood Control Program Coordination	\$27,197,476	\$21,068,852	\$6,128,624
CITY OF FW	Sewer & Water Relocation	\$71,680,516	\$18,591,816	\$53,088,700
	Storm Water Relocation	\$23,549,203	\$4,773,574	\$18,775,629
	Franchise Utilities	\$20,169,474	\$10,251,722	\$9,917,752
	Local Street Mods	\$5,521,441	\$3,378,791	\$2,142,650
	CFW Program Management	\$6,635,424	\$1,503,551	\$5,131,873
Local Subtotal		\$405,600,714	\$268,573,691	\$137,027,023
FEDERAL / STATE MATCH				
EDI HUD	Land (Offsets Local Above)	\$4,487,035	\$4,485,535	\$1,500
USACE	Preliminary Design	\$7,372,888	\$7,372,888	\$0
	Valley Storage	\$124,231,564	\$59,730,302	\$64,501,262
	Ecosystem Restoration	\$38,551,750	\$0	\$38,551,750
	North Bypass Channel	\$74,290,882	\$10,510,296	\$63,780,586
	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	\$61,621,725	\$479,084,823
Total USACE Flood Control Project		\$946,307,262	\$330,195,416	\$616,111,846

Note: September 2020 Quarterly Report was the last update from USACE.

TXDOT - BRIDGES PROJECT

		Estimated Cost	Actuals Thru 12/31/2020	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 \$0
	CFW Project Management	\$0	\$351,970	(\$351,970)
Local Subtotal		\$64,979,638	\$62,389,903	\$2,589,735
FEDERAL / STATE MATCH				
TXDOT/STATE	Henderson Street	\$17,598,353	\$19,432,804	(\$1,834,451)
	White Settlement	\$17,792,487	\$19,194,759	(\$1,402,272)
	Main	\$11,414,779	\$11,565,035	(\$150,256)
	Contingency - Federal	\$2,801,685	\$0	\$2,801,685
Federal/State Subtotal		\$49,607,304	\$50,192,598	(\$585,294)
Total TXDOT Bridges Project		\$114,586,942	\$112,582,501	\$2,004,441

LOCAL PROJECTS (with or without flood project)

		Estimated Cost	Actuals Thru 12/31/2020	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
	Local Projects 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

		Estimated Cost	Actuals Thru 12/31/2020	Remaining
LOCAL				
	TRVA Programmatic Review		\$466,222	
	Bond Issuance Costs		\$690,917	
	Debt Service Costs		\$6,735	
	Total Contingency	\$36,408,910	\$1,163,874	\$35,245,036