

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
TRINITY RIVER VISION AUTHORITY (“TRVA”)  
HELD ON THE 5th DAY OF DECEMBER, 2018 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  
Bob Riley  
James Hill  
Jim Oliver  
Carlos Flores

Also in attendance were: J. D. Granger, Sandy Newby, Shanna Cate, Woody Frossard, Jenna Brummett, Kailey Brown, Stacy Beeson and Matt Oliver of TRVA; David Owen, Jennifer Mitchell, Kelly Halcom, April Sewell, Max Baker and Chad Lorange 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 Schultz of Trinity River Communications-Joint Venture; Christine Jacoby and Jimmy Gibson of Freese and Nichols; C. B. Team of Ellis & Tinsley, Inc.; Jose Sanchez and Scott Friedman of KXAS; Jack Douglas of NBC5; Maegan South and Kandice Boutte of Tarrant County; Luke Ranker of Fort Worth Star-Telegram; Marice Richter of Fort Worth Business Press; and Marty Leonard.

Director Cooke arrived after the vote on Action Item A1.

**I. Call to Order**

President Maenius convened the meeting at 2:05 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 Oliver, and seconded by Director Riley, the Directors voted unanimously to approve the minutes of the meeting held on November 7, 2018. Director Cooke was not present for the vote.

A2.

With the recommendation of Sandy Newby (TRVA, Chief Financial Officer), Director Oliver made a motion to receive and file the TRVA Finance Report. The motion was seconded by Director Flores 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".

### **IV. Discussion Items**

D1.

#### **TRV Gateway Park / Panther Island Flood Control Project**

On behalf of the City of Fort Worth (COFW), Doug Rademaker, P.E. (COFW, TRV Bridges Project Manager) showed the Board photographs of bridge construction progress on the Henderson Street bridge V-piers and a video of the superstructure. He also showed photographs of the sidewalk progress in the roundabout. Next, Mr. Rademaker reported that the bridge decking is constructed for the White Settlement Road bridge, the steel for the box girders is in place and concrete pours will commence soon. Mr. Rademaker next noted that the North Main Street V-

piers have been stressed and grouted. The false work will be removed next week. Finally, Mr. Rademaker reported that the order of completion will be White Settlement Road, North Main Street and Henderson Street.

Matt Oliver (TRVA, Communication Director) provided an update on Flood Control Project recent news and outreach. He reported on a recent article in the Texas Tribune which reported that U. S. Representative Kay Granger has been elected the Ranking Republican Member of the House Appropriations Committee.

A4.

President Maenius distributed the draft Request for Proposal (RFP) for Comprehensive Programmatic Review of the Trinity River Vision Central City Flood Control Project, RFP No. 19-033. President Maenius noted that all four entities, City of Fort Worth, Tarrant County, TRWD and TRVA, contributed to the development of the scope of work. Changes to the RFP were discussed as well as the schedule. Next David Owen (Purchasing Manager, Tarrant Regional Water District) explained the process used for scoring the RFP submittals. On a motion made by Director Hill, and seconded by Director Cooke, the Directors unanimously voted to authorize submission of the RFP with corrections as noted during the discussion.

D3.

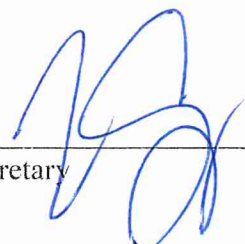
The next TRVA Board of Directors meeting was tentatively scheduled for January 9, 2019 pending confirmation of a quorum.

#### V. Adjourn

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

at 3:14 P.M.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

TRINITY RIVER VISION AUTHORITY

STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND  
BALANCE—GENERAL FUND  
FOR THE MONTH ENDED OCTOBER 31, 2018

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PROGRAM REVENUES

Project development revenues	\$	57,271
Investment and other income		<u>3,970</u>
Total revenues		<u>61,241</u>

PROGRAM EXPENDITURES

Program management		53,750
Land acquisition and other project costs		<u>3,521</u>
Total expenditures		<u>57,271</u>

EXCESS OF REVENUES OVER EXPENDITURES/CHANGE IN FUND BALANCE 3,970

FUND BALANCE - Beginning of year 117,662

FUND BALANCE - End of month as of October 31, 2018 \$ 121,632

TRINITY RIVER VISION AUTHORITY

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN  
NET POSITION—ENTERPRISE FUND  
FOR THE MONTH ENDED OCTOBER 31, 2018

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PROGRAM REVENUES	
Recreation revenues	\$ <u>20,138</u>
Total revenues	<u>20,138</u>
PROGRAM EXPENSES	
Recreation expenses	<u>30,241</u>
Total expenses	<u>30,241</u>
NET LOSS	(10,103)
NET POSITION - Beginning of year	<u>26,495</u>
NET POSITION - End of month as of October 31, 2018	<u><u>\$ 16,392</u></u>

**Program Management - Budget vs Actual FY 2019**  
**Expenditures**

	Year to Date Actuals October 2018	Budget FY 2019	Percent of Budget
<b>Scheduler</b>	\$0	\$769,930	0.00%
<b>Engineering</b>	\$0	\$100,000	0.00%
<b>Additional Staff</b>	\$35,998	\$552,973	6.51%
<b>Consulting</b>			
Planning Review Design Renderings and Schematics	\$0	\$40,000	0.00%
Financial Assistance	\$0	\$25,000	0.00%
Public Information Assistance	\$0	\$16,250	0.00%
	\$0	\$81,250	0.00%
<b>Building, Structure, Grounds</b>	\$0	\$0	100.00%
<b>Minority Contracting/Public Information</b>	\$0	\$120,000	0.00%
<b>Legal</b>	\$0	\$100,000	0.00%
<b>Office Rental</b>	\$12,878	\$154,368	8.34%
<b>Community Education</b>	\$4,874	\$223,430	2.18%
<b>Bond Issuance Costs</b>	\$9,500	0	100%
<b>Total Expenditures</b>	\$63,250	\$2,101,951	3.01%

## CENTRAL CITY - Total Project Expenditures Local vs Federal Matching

	Project Cost Categories	2017 Estimate	Project Inception thru October 31, 2018	Variance
1	<b>LOCAL</b>			
2	LAND PURCHASE	\$ 103,521,552	\$ 87,064,795	\$ 16,456,757
3	RELOCATION	\$ 59,790,856	\$ 53,108,903	\$ 6,681,953
4	DEMOLITION	\$ 15,802,874	\$ 6,767,154	\$ 9,035,720
5	ENVIRONMENTAL	\$ 38,098,850	\$ 33,108,257	\$ 4,990,593
6	SANITARY SEWER AND WATER SYSTEMS	\$ 93,347,037	\$ 19,271,320	\$ 74,075,717
7	FRANCHISE UTILITIES	\$ 20,169,474	\$ 10,215,814	\$ 9,953,660
8	STORM DRAINAGE SYSTEM	\$ 37,976,756	\$ 4,338,598	\$ 33,638,158
9	PED-PRELIMINARY DESIGN	\$ 18,225,972	\$ 18,225,972	\$ —
10	PROGRAM MANAGEMENT	\$ 30,297,476	\$ 17,345,885	\$ 12,951,591
11	BYPASS CHANNEL - LOCAL SHARE	\$ 21,834,669	\$ 3,481,759	\$ 18,352,910
12	LOCAL STREET MODIFICATIONS	\$ 5,521,441	\$ 3,328,791	\$ 2,192,650
13	BRIDGE COSTS Local Share	\$ 33,973,387	\$ 34,079,607	\$ (106,220)
14	MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$ 10,245,376	\$ —	\$ 10,245,376
15	GATEWAY PARK RECREATION IMPROVEMENTS	\$ 6,668,614	\$ —	\$ 6,668,614
16	CASH MATCH	\$ 50,900,362	\$ 31,647,074	\$ 19,253,288
17	CONTINGENCY	\$ 36,408,910	\$ —	\$ 36,408,910
18	<b>TOTAL LOCAL</b>	<b>\$ 582,783,606</b>	<b>\$ 321,983,929</b>	<b>\$ 260,799,677</b>
19	<b>FEDERAL MATCHING</b>			
20	PED-PRELIMINARY DESIGN	\$ 7,372,888	\$ 7,372,888	\$ —
21	GATEWAY - OXBOW VALLEY STORAGE	\$ 53,802,333	\$ 36,221,026	\$ 17,581,307
22	GATEWAY - OXBOW ECOSYSTEM	\$ 37,893,802	\$ —	\$ 37,893,802
23	SAMUEL AVENUE VALLEY STORAGE	\$ 8,794,726	\$ 8,690,128	\$ 104,598
24	HAM BRANCH VALLEY STORAGE	\$ 4,873,830	\$ 2,533,536	\$ 2,340,294
25	STORM WATER PUMP STATION	\$ 10,684,264	\$ —	\$ 10,684,264
26	BYPASS CHANNEL - SOUTH	\$ 93,756,128	\$ 9,367,370	\$ 84,388,758
27	BYPASS CHANNEL - NORTH	\$ 66,463,569	\$ 10,057,858	\$ 56,405,711
28	MAIN STREET PEDESTRIAN BRIDGE	\$ 7,827,313	\$ —	\$ 7,827,313
29	TRINITY POINT PEDESTRIAN BRIDGE	\$ 7,786,916	\$ —	\$ 7,786,916
30	ROCKWOOD PARK VALLEY STORAGE	\$ 13,274,288	\$ 723,046	\$ 12,551,242
31	ROCKWOOD PARK ECOSYSTEM	\$ 657,948	\$ —	\$ 657,948
32	UNIVERSITY DRIVE VALLEY STORAGE	\$ 8,591,009	\$ 340,659	\$ 8,250,350
33	TRWD GATE	\$ 34,292,995	\$ 327,595	\$ 33,965,400
34	CLEAR FORK GATE	\$ 29,351,787	\$ 335,275	\$ 29,016,512
35	TRINITY POINT GATE	\$ 25,056,717	\$ —	\$ 25,056,717
36	SAMUELS AVE DAM	\$ 65,679,054	\$ —	\$ 65,679,054
37	MARINE CREEK DAM	\$ 14,330,053	\$ —	\$ 14,330,053
38	MARINE CREEK CHANNEL EXPANSION	\$ 5,519,836	\$ —	\$ 5,519,836
39	WEST FORK PEDESTRIAN BRIDGE	\$ 2,858,715	\$ —	\$ 2,858,715
40	INTERIOR - VALLEY STORAGE	\$ 28,570,079	\$ —	\$ 28,570,079
41	PROGRAM MANAGEMENT	\$ 1,139,538	\$ 1,139,538	\$ —
42	RIVERSIDE PARK VALLEY STORAGE	\$ 6,325,299	\$ 5,406,862	\$ 918,437
43	RIVERSIDE PARK RECREATION	\$ 524,336	\$ —	\$ 524,336
44	Less LOCAL CASH MATCH	\$ (45,900,363)	\$ (31,647,074)	\$ (14,253,289)
45	HENDERSON STREET BRIDGE	\$ 17,598,353	\$ 4,298,612	\$ 13,299,741
46	WHITE SETTLEMENT BRIDGE	\$ 17,792,487	\$ 3,379,931	\$ 14,412,556
47	MAIN STREET BRIDGE	\$ 11,414,779	\$ 2,476,516	\$ 8,938,263
48	CONTINGENCY	\$ 49,494,138	\$ —	\$ 49,494,138
49	<b>TOTAL FEDERAL MATCHING</b>	<b>\$ 585,826,817</b>	<b>\$ 61,023,766</b>	<b>\$ 524,803,051</b>
50	<b>TOTAL PROJECT COSTS</b>	<b>\$ 1,168,610,423</b>	<b>\$ 383,007,695</b>	<b>\$ 785,602,728</b>

 100% Complete

## CENTRAL CITY - FY19 Project Expenditures Local

	2017 Estimate	FY19 Budget	FY19 Actuals as of 10/31/18	Budget vs Actuals as of 10/31/18
<b>1 LOCAL PROJECT COST CATEGORIES</b>				
2 LAND PURCHASE	\$ 103,521,552	\$ 13,823,372	\$ —	\$ 13,823,372
3 RELOCATION	\$ 59,790,856	\$ 2,086,239	\$ —	\$ 2,086,239
4 DEMOLITION	\$ 15,802,874	\$ 1,258,129	\$ 3,021	\$ 1,255,108
5 ENVIRONMENTAL	\$ 38,098,850	\$ 2,599,398	\$ 1,420	\$ 2,597,978
6 SANITARY SEWER AND WATER SYSTEMS	\$ 93,347,037	\$ 2,302,645	\$ —	\$ 2,302,645
7 FRANCHISE UTILITIES	\$ 20,169,474	\$ 2,433,023	\$ —	\$ 2,433,023
8 STORM DRAINAGE SYSTEM	\$ 37,976,756	\$ 2,638,281	\$ 12,222	\$ 2,626,059
<b>Subtotal - LERRDs</b>	<b>\$ 368,707,399</b>	<b>\$ 27,141,087</b>	<b>\$ 16,663</b>	<b>\$ 27,124,424</b>
9 PED-PRELIMINARY DESIGN	\$ 18,225,972	\$ —	\$ —	\$ —
10 PROGRAM MANAGEMENT	\$ 30,297,476	\$ 2,114,171	\$ 63,250	\$ 2,050,921
11 BYPASS CHANNEL - LOCAL SHARE	\$ 21,834,669	\$ 3,466,755	\$ —	\$ 3,466,755
12 LOCAL STREET MODIFICATIONS	\$ 5,521,441	\$ 23,130	\$ —	\$ 23,130
13 BRIDGE COSTS Local Share	\$ 33,973,387	\$ 162,884	\$ 602	\$ 162,282
14 MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$ 10,245,376	\$ —	\$ —	\$ —
15 GATEWAY PARK RECREATION IMPROVEMENTS	\$ 6,668,614	\$ —	\$ —	\$ —
16 CASH MATCH	\$ 50,900,362	\$ —	\$ —	\$ —
<b>Subtotal - Other Local</b>	<b>\$ 177,667,297</b>	<b>\$ 5,766,940</b>	<b>\$ 63,852</b>	<b>\$ 5,703,088</b>
17 <b>Contingency</b>	<b>\$ 36,408,910</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>
<b>18 TOTAL LOCAL COSTS</b>	<b>\$ 582,783,606</b>	<b>\$ 32,908,027</b>	<b>\$ 80,515</b>	<b>\$ 32,827,512</b>

100% Complete



## CENTRAL CITY - FY19 Project Expenditures Local

	Project Cost Categories	FY19 Actuals as of 10/31/18	TRWD	TRVA	City of Fort Worth
1	<b>LOCAL PROJECT COST CATEGORIES</b>				
2	LAND PURCHASE	\$ —	\$ —		
3	RELOCATION	\$ —		\$ —	
4	DEMOLITION	\$ 3,021		\$ 3,021	
5	ENVIRONMENTAL	\$ 1,420	\$ 920	\$ 500	
6	SANITARY SEWER AND WATER SYSTEMS	\$ —			\$ —
7	FRANCHISE UTILITIES	\$ —	\$ —		\$ —
8	STORM DRAINAGE SYSTEM	\$ 12,222		\$ —	\$ 12,222
	<b>Subtotal - LERRDs</b>	<b>\$ 16,663</b>	<b>\$ 920</b>	<b>\$ 3,521</b>	<b>\$ 12,222</b>
9	PED-PRELIMINARY DESIGN	\$ —			
10	PROGRAM MANAGEMENT	\$ 63,250	\$ 9,500	\$ 53,750	
11	BYPASS CHANNEL - LOCAL SHARE	\$ —		\$ —	
12	LOCAL STREET MODIFICATIONS	\$ —		\$ —	\$ —
13	BRIDGE COSTS Local Share	\$ 602		\$ —	\$ 602
14	MARINE CREEK LOCK/STOCKYARDS	\$ —			
15	GATEWAY PARK RECREATION IMPROVEMENTS	\$ —			
16	CASH MATCH	\$ —			
	<b>Subtotal - Other Local</b>	<b>\$ 63,852</b>	<b>\$ 9,500</b>	<b>\$ 53,750</b>	<b>\$ 602</b>
17	Contingency	\$ —			
18	<b>TOTAL LOCAL COSTS</b>	<b>\$ 80,515</b>	<b>\$ 10,420</b>	<b>\$ 57,271</b>	<b>\$ 12,824</b>

100% Complete

## Recap of TIF Expense and Loan

	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	19,097,680	68,293	215,892,113
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	15,261,219	68,293	186,721,803

## TIF Collections Summary (9 & 9A) - As of 10/31/18

TIF Collections **	TXP	Actual TIF Kept	Variance	Paid out by TIF		
	Estimate	by Project (80%)				
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	\$—	\$—	\$—	\$—		
Subtotal	\$25,267,719	\$28,883,863	\$3,616,144	\$29,170,310		

Collection Year **	Actual TIF Contributed to Project by Entity - 80%							Total
	COFW	County	Hospital	TCC	TRWD	Fort Worth ISD		
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	
2019	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
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%							Total
	COFW	County***	Hospital***	TCC	TRWD	Fort Worth ISD		
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	\$2,426,703	
2010	\$209,507	\$61,548	\$79,930	\$54,498	\$7,917	\$2,616,599	\$3,028,774	
2011	\$250,446	\$112,344	\$90,200	\$57,344	\$8,332	\$2,750,834	\$3,269,500	
2012	\$268,286	\$110,064	\$111,453	\$65,458	\$8,788	\$3,107,649	\$3,671,697	
2013	\$342,041	\$146,625	\$118,712	\$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	
2019	\$—	\$—	\$—	\$—	\$—	\$—	\$—	
Subtotal	\$3,375,486	\$1,554,175	\$1,868,596	\$891,948	\$122,805	\$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%)

\*\*\*\* 2018 values are estimates based on the TAD values as of 2/26/18.