MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TRINITY RIVER VISION AUTHORITY ("TRVA") HELD ON THE 4th DAY OF SEPTEMBER, 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 Carlos Flores Jim Oliver Bob Riley

Also in attendance were: J. D. Granger, Sandy Newby, Woody Frossard, Jenna Brummett, Matt Oliver, Kailey Brown, Stacy Beeson, and Debra Witherspoon of TRVA; Dan Buhman, Chad Lorance, April Sewell, Shanna Cate and Kelly Halcom of the Tarrant Regional Water District ("TRWD"); Doug Rademaker, Katherine Beck 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.; Kevin Ruiz and Tim Wallace of Riveron Consulting, LP; Bill Hanna of Tarrant County; Carl DeZee of Kimley-Horn; Charley Mock of Freese and Nichols; 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; Chris Connelly of KERA; Gerhard Jegemann; Bruce Miller; and Jackee Cox.

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

Public comment was received from Jackee Cox regarding the TRVA Programmatic Review findings and recommendations.

III. Action Items

A1.

On a motion made by Director Riley and seconded by Director Oliver, the Directors voted to approve the minutes of the meeting held on August 12, 2019.

A2.

With the recommendation of Sandy Newby (TRVA, Chief Financial Officer), Director Cooke 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 <u>Exhibit "A"</u>.

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 <u>Exhibit</u> <u>"B"</u>.

A4.

This Action Item was tabled for later consideration.

A5.

With the recommendation of Ms. Newby, Director Riley made a motion to approve the TRVA Investment Policy and Strategies dated September 4, 2019. The motion was seconded by Director Oliver and the vote in favor was unanimous.

A6.

President Maenius addressed the Board regarding the Central City Flood Control Project ("Project") Programmatic Review ("Review"), findings and recommendations. Regarding the Review's Risk Management findings and recommendations, Director Riley made a motion to place a standing agenda item on the TRVA Board Agenda for a risk management update on the Central City Flood Control Project. The motion was seconded by Director Cooke and the vote in favor was unanimous. Regarding the Review's finance and funding findings and recommendations, Director Oliver made a motion to approve the Review's recommendations regarding reporting and to have TRVA's Chief Financial Officer report on the status at the next Board meeting. The motion was seconded by Director Riley and the vote in favor was unanimous.

The Board recessed for a break from 3:35 p.m. to 3:40 p.m.

Regarding the Review's governance and transparency findings, Director Riley made a motion to recommend to COFW that COFW propose the structure of a committee to oversee promotion of economic development within the Project. The motion was seconded by Director Cooke and the vote in favor was unanimous. Regarding the Review's communications findings and recommendations, Director Riley made a motion that the Board recommend to the Tarrant Regional Water District ("TRWD") Board of Directors that responsibility for events and recreation revert to TRWD. Director Oliver seconded the motion and the vote in favor was unanimous. Regarding the flood control and public safety findings and recommendations, Director Hill made a motion that TRVA continue to be the coordinating entity for flood control and public safety and that responsibility for communication efforts related to the Project be addressed at a later date. Director Riley seconded the motion and the vote in favor was unanimous.

A4.

With the recommendation of Ms. Newby, President Maenius made a motion to approve the 2020 budget as presented. However, he requested that the Panther Island Initiatives (Programming) be removed from the TRVA budget and placed within the TRWD budget. He also recommended that TRWD make a formal request to the COFW for an extension of the Tax Increment Financing (TIF) Agreement to cover the budget or for TRWD to consider funding all of the recommended budget except for the COFW utilities which David Cooke suggested could be funded by the COFW without a commitment for reimbursement at this time. Director Flores seconded the motion and the vote was unanimous.

V. Executive Session

President Maenius next called an executive session at 4:37 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 5:08 P.M., noting that a quorum was present.

IV. Discussion Items

D3.

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

V. Adjourn

There being no further business before the Board of Directors, the meeting was adjourned at 5:10 P.M.

President

Secretary

TRINITY RIVER VISION AUTHORITY

STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE - GENERAL FUND FOR THE MONTH ENDED JULY 31, 2019

PROJECT REVENUES Project contributions Investment and other income Total revenues	\$ 2,508,729 78,884 2,587,613
PROJECT EXPENDITURES Program management Project development Total expenditures	1,618,792 889,937 2,508,729
EXCESS OF REVENUES OVER EXPENDITURES/CHANGE IN FUND BALANCE	78,884
FUND BALANCE - Beginning of year	117,662
FUND BALANCE - For the month ended July 31, 2019	\$ 196,546

TRINITY RIVER VISION AUTHORITY

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

OPERATING REVENUES Recreation revenues Other revenues	\$ 324,773 497
Total revenues	325,270
OPERATING EXPENSES Recreation	 401,518
Total expenses	 401,518
NET OPERATING LOSS	(76,248)
NET POSITION - Beginning of year	 22,986
NET POSITION - For the month ended July 31, 2019	\$ (53,262)

Program Management - Budget vs Actual FY 2019 Expenditures

	Year to Date Actuals July	Budget FY 2019	Percent of Budget
Scheduler	\$553,397	\$769,930	71.88%
Engineering	\$1,977	\$100,000	1.98%
Additional Staff (1)	\$409,560	\$552,973	74.07%
Consulting			
Planning Review Design Renderings and Schematics	\$0	\$40 <i>,</i> 000	0.00%
Financial Assistance	\$0	\$25,000	0.00%
Public Information Assistance	\$10,849	\$16,250	66.76%
	\$10,849	\$81,250	13.35%
Building, Structure, Grounds	\$485	\$0	100.00%
Minority Contracting/Public Information	\$90,000	\$120,000	75.00%
Legal	\$74,709	\$100,000	74.71%
Office Rental	\$126,752	\$154,368	82.11%
Community Education	\$51,063	\$235,650	21.67%
Subtotal	\$1,318,792	\$2,114,171	62.38%
Programmatic Review	\$300,000	\$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	\$2,169,763	\$2,114,171	102.63%

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

Project Cost Categories	2017	' Project Estimate	-	ct Inception thru July 31, 2019		Variance
LOCAL						
LAND PURCHASE	\$	103,521,552	\$	90,262,273	\$	13,259,279
RELOCATION	\$	59,790,856	\$	53,651,063	\$	6,139,793
DEMOLITION	\$	15,802,874	\$	6,765,993	\$	9,036,882
ENVIRONMENTAL	\$	38,098,850	\$	33,325,856	\$	4,772,994
SANITARY SEWER AND WATER SYSTEMS	\$	93,347,037	\$	19,465,938	\$	73,881,099
FRANCHISE UTILITIES	\$	20,169,474	\$	10,232,880	\$	9,936,594
STORM DRAINAGE SYSTEM	\$	37,976,756	\$	4,500,341	\$	33,476,415
PED-PRELIMINARY DESIGN	\$	18,225,972	\$	18,225,972	\$	
PROGRAM MANAGEMENT	\$	30,297,476	\$	19,452,399	\$	10,845,07
BYPASS CHANNEL - LOCAL SHARE	\$	21,834,669	\$	3,481,759	\$	18,352,910
LOCAL STREET MODIFICATIONS	\$	5,521,441	\$	3,346,791	\$	2,174,650
BRIDGE COSTS Local Share	\$	33,973,387	\$	34,083,709	\$	(110,322
MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$	10,245,376	\$	-	\$	10,245,376
GATEWAY PARK RECREATION IMPROVEMENTS	\$	6,668,614	\$	-	\$	6,668,614
CASH MATCH	\$	50,900,362	\$	31,647,074	\$	19,253,288
CONTINGENCY	\$	36,408,910	\$	-	\$	36,408,910
TOTAL LOCAL	\$	582,783,606	\$	328,442,048	\$	254,341,558
	,		,		-	
FEDERAL MATCHING						
PED-PRELIMINARY DESIGN	\$	7,372,888	\$	7,372,888	\$	
GATEWAY - OXBOW VALLEY STORAGE	\$	53,802,333	\$	36,419,082	\$	17,383,251
GATEWAY - OXBOW ECOSYSTEM	\$	37,893,802	\$	-	\$	37,893,802
SAMUEL AVENUE VALLEY STORAGE	\$	8,794,726	\$	8,690,128	\$	104,598
HAM BRANCH VALLEY STORAGE	\$	4,873,830	\$	2,533,536	\$	2,340,294
STORM WATER PUMP STATION	\$	10,684,264	\$	-	\$	10,684,264
BYPASS CHANNEL - SOUTH	\$	93,756,128	\$	9,367,370	\$	84,388,758
BYPASS CHANNEL - NORTH	\$	66,463,569	\$	10,418,326	\$	56,045,243
MAIN STREET PEDESTRIAN BRIDGE	\$	7,827,313	\$	-	\$	7,827,313
TRINITY POINT PEDESTRIAN BRIDGE	\$	7,786,916	\$	-	\$	7,786,916
ROCKWOOD PARK VALLEY STORAGE	\$	13,274,288	\$	723,046	\$	12,551,242
ROCKWOOD PARK ECOSYSTEM	\$	657,948	\$	-	\$	657,948
UNIVERSITY DRIVE VALLEY STORAGE	\$	8,591,009	\$	340,659	\$	8,250,350
TRWD GATE	\$	34,292,995	\$	327,595	\$	33,965,400
CLEAR FORK GATE	\$	29,351,787	\$	335,275	\$	29,016,512
TRINITY POINT GATE	\$	25,056,717	\$		\$	25,056,717
SAMUELS AVE DAM	\$	65,679,054	\$	-	\$	65,679,054
MARINE CREEK DAM	\$	14,330,053	\$	-	\$	14,330,053
MARINE CREEK CHANNEL EXPANSION	\$	5,519,836	\$	-	\$	5,519,836
WEST FORK PEDESTRIAN BRIDGE	\$	2,858,715	\$	-	\$	2,858,715
INTERIOR - VALLEY STORAGE	\$	28,570,079	\$	-	\$	28,570,079
PROGRAM MANAGEMENT	\$	1,139,538	\$	1,139,538	\$	
RIVERSIDE PARK VALLEY STORAGE	\$	6,325,299	\$	5,579,162	\$	746,137
RIVERSIDE PARK RECREATION	\$	524,336	\$	-	\$	524,336
Less LOCAL CASH MATCH	\$	(45,900,363)	\$	(31,647,074)	\$	(14,253,289
HENDERSON STREET BRIDGE	\$	17,598,353	\$	7,093,255	\$	10,505,098
WHITE SETTLEMENT BRIDGE	\$	17,792,487	\$	6,300,258	\$	11,492,229
MAIN STREET BRIDGE	\$	11,414,779	\$	4,154,779	\$	7,260,000
CONTINGENCY	\$	49,494,138	\$	-	\$	49,494,138
TOTAL FEDERAL MATCHING	\$	585,826,817	\$	69,147,823	\$	516,678,994

CENTRAL CITY - Total Project Expenditures Local vs Federal Matching

100% Complete

CEN	ITRA	L CITY - FY19 Pi	oje	t Expenditures L	.00	al					
Project Cost Categories		2017 Estimate		2017 Estimate		FY19 Budget		FY	19 Actuals as of 7/31/19		Budget vs Actuals as of 7/31/19
1 LOCAL PROJECT COST CATEGORIES											
2 LAND PURCHASE	\$	103,521,552	\$7	13,823,372		\$	3,197,478	ľ	\$ 10,625,894		
3 RELOCATION	\$	59,790,856		2,086,239		\$	542,160		\$ 1,544,079		
4 DEMOLITION	\$	15,802,874		1,258,129		\$	1,860		\$ 1,256,269		
5 ENVIRONMENTAL	\$	38,098,850	() 1	2,599,398		\$	219,018		\$ 2,380,380		
6 SANITARY SEWER AND WATER SYSTEMS	\$	93,347,037	() 1	2,302,645		\$	194,618		\$ 2,108,027		
7 FRANCHISE UTILITIES	\$	20,169,474	0	2,433,023		\$	17,066		\$ 2,415,957		
8 STORM DRAINAGE SYSTEM	\$	37,976,756	0	2,638,281		\$	173,965		\$ 2,464,316		
Subtotal - LERRDs	\$	368,707,399	\$	27,141,087		\$	4,346,165		\$ 22,794,922		
9 PED-PRELIMINARY DESIGN	\$	18,225,972				\$	-		\$-		
0 PROGRAM MANAGEMENT	\$	30,297,476		2,114,171		\$	2,169,763		\$ (55,592)		
1 BYPASS CHANNEL - LOCAL SHARE	\$	21,834,669		3,466,755		\$	-		\$ 3,466,755		
2 LOCAL STREET MODIFICATIONS	\$	5,521,441	Ş	23,130		\$	18,000		\$ 5,130		
3 BRIDGE COSTS Local Share	\$	33,973,387	9	162,884		\$	4,704		\$ 158,180		
4 MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$	10,245,376	\$	-		\$	-		\$-		
5 GATEWAY PARK RECREATION IMPROVEMENTS	\$	6,668,614	\$	-		\$	-		\$-		
6 CASH MATCH	\$	50,900,362	ŝ	-		\$	-		\$-		
Subtotal - Other Local	\$	177,667,297	Ş	5,766,940		\$	2,192,467		\$ 3,574,473		
7 Contingency	\$	36,408,910		-		\$	-		\$-		
8 TOTAL LOCAL COSTS	\$	582,783,606	4	32,908,027		\$	6,538,632		\$ 26,369,395		

100% Complete

				r						
	Project Cost Categories	FY1	FY19 Actuals as of 7/31/19			TRWD	TRVA		City of Fort Worth	
1	LOCAL PROJECT COST CATEGORIES			ſ						
2	LAND PURCHASE	\$	3,197,478		\$	3,197,478				
3	RELOCATION	\$	542,160	ſ			\$	542,160		
4	DEMOLITION	\$	1,860				\$	1,860		
5	ENVIRONMENTAL	\$	219,018	ſ	\$	10,580	\$	208,438		
6	SANITARY SEWER AND WATER SYSTEMS	\$	194,618	ſ					\$	194,618
7	FRANCHISE UTILITIES	\$	17,066		\$	-			\$	17,066
8	STORM DRAINAGE SYSTEM	\$	173,965	ſ			\$	137,479	\$	36,486
	Subtotal - LERRDs	\$	4,346,165		\$	3,208,058	\$	889,937	\$	248,170
9	PED-PRELIMINARY DESIGN	\$	-	ſ						
10	PROGRAM MANAGEMENT	\$	2,169,763	Γ	\$	550,971	\$	1,618,792		
11	BYPASS CHANNEL - LOCAL SHARE	\$	-	ſ			\$	-		
12	LOCAL STREET MODIFICATIONS	\$	18,000	ſ			\$	-	\$	18,000
13	BRIDGE COSTS Local Share	\$	4,704				\$	-	\$	4,704
14	MARINE CREEK LOCK/STOCKYARDS CONNECTION	\$	-	ſ						
15	GATEWAY PARK RECREATION IMPROVEMENTS	\$	-	ſ						
16	CASH MATCH	\$	-							
	Subtotal - Other Local	\$	2,192,467	ſ	\$	550,971	\$	1,618,792	\$	22,704
17	Contingency								\$	-
18	TOTAL LOCAL COSTS	\$	6,538,632	ſ	\$	3,759,029	\$	2,508,729	\$	270,874

CENTRAL CITY - FY19 Project Expenditures Local

100% Complete

Trinity River Vision Flood Control Project

Recap of TIF Expense and Loan - As of 7/31/19

	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	6,495,701	222,319,523
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	6,396,950	193,050,462

TIF Collections Summary (9 & 9A) - As of 7/31/19

TIF Collections	ТХР	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)		
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	98,751_*	6/1/2019 Paid to TRWD
Subtotal	\$29,404,369	\$33,020,513	\$3,616,144	\$29,269,061	

Collection Year	Actual TIF Contributed to Project by Entity - 80%										
**	COFW	County	Hospital	тсс	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***	тсс	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. The City is currently working on reconciling the receivables on the TIF before they will be remitting the current year 2019 payment to TRWD.

** 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