

**MINUTES OF THE MEETING
BENBROOK REINVESTMENT ZONE NO. 1
TAX INCREMENT FINANCE BOARD OF DIRECTORS
MONDAY, NOVEMBER 24, 2008**

The regular annual meeting of the Benbrook TIF Board of Directors was held on Monday, November 24, 2008 at 4:00 p.m. in the Central Conference Room at 911 Winscott Road with the following Board members present:

Dan Tully, Chairman
Earnest Thomas
Teresa Robinett
Roy Brooks

Also Present: Donna Savage, Recording Secretary
Ron Rainey, Director of EDC

I. CALL TO ORDER

The meeting of the Benbrook TIF Board of Directors was called to order at 4:07 p.m. by Dan Tully, Chairman.

II. APPROVE MINUTES OF MAY 27, 2008

Dan Tully asked for a motion to approve the minutes of the May 27, 2008 TIF Board minutes. Motion by Roy Brooks and seconded by Teresa Robinett to approve the minutes of May 27, 2008.

Ayes: All

Noes: None

Motion carried unanimously.

III. OATH OF OFFICE

Dan Tully Chairman formally administered the Oath of Office to Teresa Robinett (Place 4).

IV. ELECTION OF VICE-CHAIR AND SECRETARY

The Bylaws call for the TIF Board to elect from among themselves a Vice-Chair and a Secretary. Teresa Robinett was nominated and elected to serve as Vice-Chair and David Gattis in the position of Secretary.

V. REVIEW AND APPROVE ANNUAL REPORT FOR PERIOD ENDING SEPTEMBER 30, 2008

Status and Forecast of Taxable Increment

Dave Gattis gave the following report: The Benbrook TIF Number 1 was created in November 2002, which established the taxable value of \$27,358,836 in January 1, 2002 as the base value for the TIF. The net taxable increment in January 2003 (Year 1) was \$ 4,816,416, resulting in TIF revenues of \$66,393.10. The largest increase was the completion of the Railroad Controls, Inc. facility in Benbrook Industrial Park (\$3,078,605). The January 2004 (Year 2) net taxable increment decreased to \$1,475,984, with projected TIF revenues of \$20,346 (only \$1,750.79 has come in to date.) This decrease was primarily the result of the purpose of entering a lease-buyback arrangement with Railroad Control. The staff has been told that a portion of the annual lease payment was to be contributed to the TIF Fund, but apparently it was deposited in the General Fund instead. The tax appraisal for January 2005 (Year 3) indicated a net taxable increment of \$9,566,796. This was somewhat surprising, since the Benbrook EDC purchased approximately 80 acres in the TIF District for a total price of approximately \$3.863 million, removing this land value from the tax rolls. However, increases in the taxable values of other properties have apparently offset the temporary removal of property from the tax rolls.

The net taxable value of the TIF as of January 2006 is \$20,108,225, of which \$9,372,477 is the result of new construction. Much of the new construction is associated with residential development north of Walnut Creek (La Bandrea Phase 3.)

TIF District Revenues and Expenses

To date, the TIF District has had the following revenues through September 30, 2006:

Balance forward from September 30, 2005	\$1,003,502.68
Payment from TIF Partners	118,638.39
EDC Contribution (for I-20 project)	
Certificates of Obligation (loan form City)	
Interest	\$ 11,276.20
Total Revenues	\$129,914.59

Available Total
\$1,133,417.27

Total expenses include:

Construction for I-20 ramp relocation	
Construction of Walnut Creek sewer line	\$1,215,379.50
Easement for Walnut Creek sewer line	\$ 4,541.25
Legal fees (Participation Agreement)	\$288.75
Debt issuance fees	\$1,990.19
Total Expenses	\$1,232,199.69

Balance as of September 30, 2006 (\$98,782.42)

In late 2003, the TIF Board and City Council authorized the sale of up to \$350,000 in certificates of obligation to cover the costs through September 2004; however, staff determined that it was best to borrow these funds from inappropriate city reserves to be paid back by the TIF rather than to issue dept. More recently (June 2005), the City Council authorized the loan of up to \$3 million to the TIF, but has determined that they would prefer to issue Certificates of Obligation rather than to continue to decrease their reserves, so the sale of \$2.5 million in COs was made on August 4, 2005.

Status of Ongoing Projects:

I-20 Ramp Relocation and Texas-Turn-Around Project

This project consists of the design and construction of the relocation of the I-20 ramps east of Winscott Road and the construction of a "Texas-turn-around" on the east side of the Winscott overpass. The TIF is responsible for the design of the project (\$249,000), and for that portion of the construction and inspection cost (\$4,928,357.98) not covered by federal funding (\$970,000), state funding (\$2,527,843.98), and Benbrook EDC participation, (\$250,000). The TIF portion of the construction cost was \$1,180,514. A check was submitted to TxDOT in March 2005. As of the end of September 2006, the project was substantially complete.

Walnut Creek Sewer Line

This project consists of working jointly with Fort Worth to extend a gravity sewer line from Mary's Creek in Fort Worth, up Walnut Creek, to the western right-of-way line of Interstate 20. The design and construction of the project were jointly funded by the Benbrook TIF and the City of Fort Worth.

Easement acquisition was completed in April 2006. Construction started in June 2006 and as of the end of September 2006, the project was substantially complete. The Benbrook TIF's share of the cost of construction of the project was \$1,214,838.

Development Activity

The Development Participation Agreement with Benbrook Towne Crossing was executed in September 2005, under which the TIF would reimburse certain development costs up to a maximum of \$8.5 million from taxes generated by their project. Work began on the first phase of the project in May 2006 and is estimated to be approximately 80 percent complete as of the end of September. Reimbursements will begin upon completion and acceptance of the first phase. The Benbrook EDC announced that Wal-Mart was planning to build a Super Center in the Benbrook Towne Crossing area. Construction is planned in 2007. The announcement of Wal-Mart has stimulated interest by other developers.

The staff has also been working with a buyer of the Benbrook Town Center property on the south side of I-20. Details of a potential TIF participation agreement have not been developed.

Weatherford Industries has made several for TIF funding as part of the expansion of their facility along Winscott Road north of I-20. Staff has indicated that the only TIF-eligible project may be an enhancement of the intersection of Winscott Road and Old Benbrook Road. Weatherford International's engineers are preparing conceptual plans for consideration by the TIF Board at a future date.

Motion by Mr. Brooks and seconded by Mr. Bailey to accept the Annual review and Annual Report as presented.

Ayes: All

Noes: None

Motion carries unanimously.

VI. SCHEDULE NEXT MEETING

No future meeting scheduled at this time.

VII. ADJOURNMENT

Meeting adjourned at 4:35 p.m.