

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NUMBER ONE
HELD ON THE 16TH DAY OF MARCH, 1962 AT 1:30 P. M.

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

PRESENT

Joe B. Hogsett
Houston Hill
Lacy Boggess
W. L. Pier
Wayne E. Newton

Also present were Messrs. John M. Scott General Counsel for the
District, Ben Hickey General Manager of the District and Millard
Parkhurst Bond Consultant.

Director Hogsett acted in his capacity as President and
Director Boggess acted in his capacity as Secretary, whereupon pro-
ceedings were had and done as follows:

1.

On motion duly made and seconded the minutes of the
meeting held March 15, 1962 were read and approved by the Directors
and it was accordingly ordered that such minutes be placed in the
permanent files of the District.

2.

President Hogsett stated that it would now be in order
to discuss the issuance of \$13,500,000.00 bonds for the Cedar Creek
Project; and following a discussion Mr. Boggess introduced a resolu-
tion and moved that it be adopted. The motion was seconded by Mr.
Pier. The motion carrying with it the adoption of the resolution
prevailed by the following vote:

#1

AYES: Messrs. Hill, Pier, Newton and Boggess and
President Hogsett.

NOES: None.

The resolution as adopted is as follows:

RESOLUTION

DIRECTING THE ISSUANCE OF \$13,500,000 TARRANT COUNTY
WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 WATER
SUPPLY BONDS, SERIES 1962; PRESCRIBING THE FORM AND
TERMS OF SAID BONDS, AND PROVIDING FOR THE SECURITY
AND PAYMENT THEREOF.

WHEREAS, on December 2, 1959, an election was held in
Tarrant County Water Control and Improvement District No. 1 resulting
favorably to the issuance of \$55,000,000 of bonds, the levy of an
ad valorem tax for the payment thereof, unlimited as to rate or amount,
and the pledge of revenues further to secure their payment; and

WHEREAS, on February 25, 1960, this Board of Directors
adopted a resolution directing the issuance of Tarrant County Water
Control and Improvement District No. 1 Water Supply Bonds, Series 1960,
dated March 1, 1960, in the amount of \$6,000,000, and authorizing the
execution and delivery of a Trust Indenture, dated March 1, 1960,
to The Fort Worth National Bank, Trustee, for the purpose of providing
for and additionally securing said bonds, and making other provisions
relating thereto; and

WHEREAS, said Indenture was executed on behalf of this
District and the Trustee, said bonds were fully executed, authenticated
and approved by the Attorney General, registered by the Comptroller,
sold and delivered, and are now outstanding; and

WHEREAS, additional money is now required for the water

supply project for which said bonds were voted;

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF TARRANT COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NUMBER ONE:

1. For the purpose of providing a source of water supply for cities and other users for municipal, domestic, industrial and mining purposes as authorized by the laws relating to said District, by constructing a dam or dams and all works, plants and other facilities necessary or useful for the purpose of impounding, processing and transporting water to cities and others for municipal, domestic, industrial and mining purposes, there shall be issued the negotiable bonds of the District to be designated as "Tarrant County Water Control and Improvement District Number One Water Supply Bonds, Series 1962," in the amount of \$13,500,000.

2. That said bonds shall be numbered consecutively from One (1) to Two Thousand Seven Hundred (2,700), both inclusive, and shall be of the denomination of Five Thousand (\$5,000) Dollars each, aggregating Thirteen Million Five Hundred Thousand (\$13,500,000) Dollars.

3. That said bonds shall be dated June 1, 1962, and shall become due and payable serially as follows:

<u>MATURITY</u>	<u>PRINCIPAL AMOUNT</u>
March 1, 1964	\$ 60,000.00
March 1, 1965	65,000.00
March 1, 1966	70,000.00
March 1, 1967	75,000.00
March 1, 1968	115,000.00
March 1, 1969	140,000.00
March 1, 1970	175,000.00
March 1, 1971	205,000.00
March 1, 1972	265,000.00

March 1, 1973	275,000.00
March 1, 1974	280,000.00
March 1, 1975	290,000.00
March 1, 1976	300,000.00
March 1, 1977	310,000.00
March 1, 1978	320,000.00
March 1, 1979	335,000.00
March 1, 1980	345,000.00
March 1, 1981	355,000.00
March 1, 1982	330,000.00
March 1, 1983	340,000.00
March 1, 1984	350,000.00
March 1, 1985	370,000.00
March 1, 1986	380,000.00
March 1, 1987	385,000.00
March 1, 1988	400,000.00
March 1, 1989	420,000.00
March 1, 1990	435,000.00
March 1, 1991	455,000.00
March 1, 1992	470,000.00
March 1, 1993	490,000.00
March 1, 1994	510,000.00
March 1, 1995	530,000.00
March 1, 1996	550,000.00
March 1, 1997	575,000.00
March 1, 1998	595,000.00
March 1, 1999	620,000.00
March 1, 2000	645,000.00
March 1, 2001	\$ 670,000.00

4. That said bonds shall bear interest at the following rates:

Bonds maturing 1964 to 1969, both incl.,	5%
Bonds maturing 1970	4-1/2%
Bonds maturing 1971 to 1984, both incl.,	3-3/4%
Bonds maturing 1985 to 1992, " "	3.90%
Bonds maturing 1993 to 2001, " "	4%

Interest shall be payable March 1, 1963, and semi-annually thereafter on September 1 and March 1 of each year, and shall be evidenced by coupons attached to the Bonds.

5. That both the principal of and the interest on said Bonds shall be payable in lawful money of the United States of America

at The Fort Worth National Bank, Fort Worth, Texas, or, at the option of the holder thereof, at The First National Bank of Fort Worth, Fort Worth, Texas, or at the principal office of The Chase Manhattan Bank, New York, New York, or at The First National Bank of Chicago, Chicago, Illinois, without exchange or collection charges to the owner or holder thereof. Payment of the interest on said bonds to the maturity thereof shall be made only upon presentation and surrender of the coupons.

6. That said bonds may be registered as to principal alone on books of the District kept by the Trustee, as Bond Registrar, upon presentation thereof to the Bond Registrar which shall make notation of such registration in the registration blacks to be provided on said bonds, and the bonds may thereafter be transferred only upon a duly executed assignment of the registered owner or his attorney in such form as shall be satisfactory to the Bond Registrar, such transfer to be made on such books and endorsed thereon by the Bond Registrar. Such transfer may be to bearer and thereby transferability by delivery shall be restored, but the bonds shall again be subject to successive registrations and transfers as before. The principal of the bonds, if registered, unless registered to bearer, shall be payable only to or upon the order of the registered owner or his legal representative. Notwithstanding the registration of the bonds as to principal alone, the coupons shall remain payable to bearer and shall continue to be transferable by delivery.

7. The bonds maturing March 1, 1964, through March 1, 1972 inclusive, are not subject to redemption prior to maturity. The bonds

maturing after March 1, 1972 are subject to call and redemption, prior to maturity, at the option of the District, as a whole or in part on any interest payment date on and after March 1, 1972. The redemption price of such bonds shall be par and accrued interest to the date set for redemption plus a premium of

3% of the principal, if redeemed on or after March 1, 1972, but on or before March 1, 1977;

2% of the principal, if redeemed thereafter, but on or before March 1, 1982;

1% of the principal, if redeemed thereafter, but on or before March 1, 1987;

1/2% of the principal, if redeemed thereafter, but on or before March 1, 1992;

and thereafter at par. If said bonds are called in part, they shall be called in inverse order of maturity, and by lot within a maturity. Thirty days' notice of such call shall be given in writing to the places of payment and notice shall be published in a financial publication published in the City of New York, New York. Said notice shall appear in said publication in at least one issue, the date of said issue being not less than thirty and no more than sixty days prior to the date so fixed for redemption. If any such bond is called for redemption in said manner and if funds sufficient to pay the redemption price shall have been duly placed in one of the places of payment by the date fixed for redemption, it shall not thereafter bear interest.

8. That each of said bonds and interest coupons shall be signed by the imprinted or lithographed facsimile signature of the President of the Board of Directors of the District and countersigned by the imprinted or lithographed facsimile signature of the Secretary

of said Board, and the official seal of the District shall be impressed, or printed, or lithographed in facsimile on each of said bonds.

9. The bond form and the endorsements to appear thereon and the form of the interest coupons to be attached thereto shall be substantially as follows:

NO. _____

\$ 5,000

STATE OF TEXAS
COUNTY OF TARRANT
TARRANT COUNTY WATER CONTROL AND
IMPROVEMENT DISTRICT NUMBER ONE
WATER SUPPLY BOND
SERIES 1962
(A MUNICIPAL BOND)

TARRANT COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT
NUMBER ONE (hereinafter sometimes called "District"), in the County of
Tarrant, State of Texas, a governmental agency and body politic and
corporate, organized and existing under the Constitution and laws of
the State of Texas, for value received, hereby promises to pay to
bearer, or, if this bond be registered, to the registered owner hereof,
on the 1st day of March, 19___, the principal sum of

FIVE THOUSAND DOLLARS

and to pay interest thereon from the date hereof at the rate of
_____ per centum (_____ %) per annum, from date, payable
on March 1, 1963, and thereafter semi-annually on the 1st day of
September and March of each year. Both the principal of this bond
and the interest thereon are payable in lawful money of the United
States of America at The Fort Worth National Bank, Fort Worth, Texas,
or, at the option of the holder hereof, at The First National Bank of
Fort Worth, Fort Worth, Texas, or, at the principal office of The

Chase Manhattan Bank, New York, New York, or at The First National Bank of Chicago, Chicago, Illinois, without exchange or collection charges to the owner or holder hereof upon presentation of bond or proper coupon.

This Bond is one of an issue of Thirteen Million Five Hundred Thousand Dollars (\$13,500,000) of general obligations of the District known as "Tarrant County Water Control and Improvement District Number One Water Supply Bonds, Series 1962", (herein called the "Bond"), payable from the levy, assessment and collection of ad valorem taxes against all taxable property in the District and additionally secured by a pledge of net revenues, including a pledge of net proceeds of a contract heretofore made between the District and the City of Fort Worth, Texas, as provided in the Trust Indenture, and are "Completion Bonds" as defined and permitted therein. Said Trust Indenture, including any amendment or modification thereof or supplemental thereto, is herein called the "Indenture," dated as of March 1, 1960, by and between the District and The Fort Worth National Bank, Fort Worth, Texas, as Trustee (said Trustee and any successor trustee under the Indenture is herein called the "Trustee"), and an executed counterpart of which Indenture is on file at the office of the Trustee. Reference to the Indenture is hereby made for a description of the funds charged with and pledged to the payment of the interest on and the principal of the Bonds of said issue, the nature and extent of the security, the terms and conditions under which the Bonds are or may be delivered thereunder, and a statement of the rights, duties and obligations of the District and of the Trustee and of the rights of the holders of

the Bonds, to all the provisions of which Indenture the holder hereof by the acceptance of this Bond assents.

To the extent permitted by the Indenture, modification or alteration of the Indenture or execution of any indenture supplemental thereto may be made by the District and the Trustee with the consent of the holders of at least seventy-five per centum (75%) in principal amount of the bonds then outstanding and secured by the Indenture.

Under terms and conditions as provided in the Indenture, the District reserves the right to issue additional bonds and refunding bonds payable from taxes and revenues which will be on a parity with the Bonds of this issue, and to issue other bonds.

This Bond is issued and the Indenture was made and entered into, under and pursuant to the Constitution and laws of the State of Texas, and under and pursuant to resolutions duly adopted by the District. The Indenture, and the resolution authorizing this issue of Bonds, in accordance with and as required by law, provides that the District shall levy and collect ad valorem taxes and fix the rates of compensation, including the charges for water sold to the City of Fort Worth, (within the limits specified in the contract with said City) which will be fully sufficient to produce revenues and income adequate to pay all expenses necessary to the operation and maintenance of the project, and to produce net revenues which, together with taxes collected for the purpose, will be sufficient to pay the interest on and the principal of the Bonds as the same become due and payable, and to maintain reserves for such purposes and for other purposes prescribed by the Resolution and Indenture. The Indenture provides for the creation

of an Interest and Sinking Fund and Reserve Fund and for the payment into said special funds of a sufficient amount to pay the interest on and the principal of the Bonds as the same become due and payable and to create a reserve for such purposes, which revenues, income and special funds are pledged to and charged with the payment of the interest on and the principal of the Bonds secured by the Indenture without preference, priority or distinction as to lien or otherwise of any one bond over any other bond secured by the Indenture.

This Bond is one of a series of Bonds dated June 1, 1962, aggregating Thirteen Million Five Hundred Thousand Dollars (\$13,500,000), both inclusive, which are issued and delivered for the purpose of providing a source of water supply for cities and other users for municipal, domestic, industrial and mining purposes.

The bonds maturing March 1, 1964, through March 1, 1972, inclusive, are not subject to redemption prior to maturity. The bonds maturing after March 1, 1972 are subject to call and redemption, prior to maturity, at the option of the District, as a whole or in part on any interest payment date on and after March 1, 1972. The redemption price of such bonds shall be par and accrued interest to the date set for redemption plus a premium of

3% of the principal, if redeemed on or after March 1, 1972, but on or before March 1, 1977;

2% of the principal, if redeemed thereafter, but on or before March 1, 1982;

1% of the principal if redeemed thereafter, but on or before March 1, 1987;

1/2% of the principal, if redeemed thereafter, but on or before March 1, 1992;

and thereafter at par. If said bonds are called in part, they shall be called in inverse order of maturity, and by lot within a maturity. Thirty days' notice of such call shall be given in writing to the places of payment and notice shall be published in a financial publication published in the City of New York, New York. Said notice shall appear in said publication in at least one issue, the date of said issue being not less than thirty and no more than sixty days prior to the date so fixed for redemption. If any such bond is called for redemption in said manner and if funds sufficient to pay the redemption price shall have been duly placed in one of the places of payment by the date fixed for redemption, it shall not thereafter bear interest.

This Bond may be registered as to principal alone in accordance with the provisions endorsed hereon and subject to the terms and conditions set forth in the Indenture. This Bond, and the interest coupons attached hereto are and shall be negotiable instruments, and subject to the provisions for registration as to principal alone endorsed hereon and contained in the Indenture, nothing contained in this Bond or in the Indenture shall affect or impair the negotiability of this Bond or interest coupons attached hereto. This Bond is issued with the intent that the laws of the State of Texas shall govern its construction.

All acts, conditions and things required by the Constitution and laws of the State of Texas and the resolution of the District to happen, exist and be performed precedent to, and in the issuance of this Bond, and the execution of the Indenture, have happened, exist and have been performed as so required.

This Bond shall not be entitled to any benefit under the Indenture or become valid or obligatory for any purpose until it shall have been authenticated by the execution by the Trustee of the certificate endorsed hereon.

IN WITNESS WHEREOF, this Bond and the interest coupons attached hereto have been signed by the imprinted or lithographed facsimile signature of the President of the Board of Directors of said District and countersigned by the imprinted or lithographed facsimile signature of the Secretary of said Board, and the official seal of said District has been duly impressed, or printed, or lithographed in facsimile on this Bond.

TARRANT COUNTY WATER CONTROL AND
IMPROVEMENT DISTRICT NUMBER ONE

By _____
President

COUNTERSIGNED:

Secretary

(Endorsements upon Bonds)

CERTIFICATE OF TRUSTEE

This bond is one of the bonds referred to in and issued under the within mentioned Indenture.

THE FORT WORTH NATIONAL BANK
Trustee

By _____
Authorized Officer

OFFICE OF COMPTROLLER :

STATE OF TEXAS :

I HEREBY CERTIFY that there is on file and of record in my office a certificate of the Attorney General of the State of Texas, to the effect that this bond has been examined by him as required by law, and that he finds that it has been issued in conformity with the Constitution and laws of the State of Texas and that it is a valid and binding obligation of the Tarrant County Water Control and Improvement District Number One authorizing same, and said Bond has this day been registered by me.

WITNESS MY HAND and seal of office at Austin, Texas,

Comptroller of Public Accounts of the
State of Texas

PROVISION FOR REGISTRATION

This Bond may be registered as to principal alone on books of the District kept by The Fort Worth National Bank, Fort Worth, Texas, Trustee, as Bond Registrar, upon presentation hereof to the Bond Registrar, which shall make notation of such registration in the registration blank below, and this Bond may thereafter be transferred only upon a duly executed assignment of the registered owner or his attorney in such form as shall be satisfactory to the Bond Registrar, such transfer to be made on such books and endorsed hereon by the Bond Registrar. Such transfer may be to bearer and thereby transferability by delivery shall be restored, but this Bond shall again be subject to successive registra-

tions and transfers as before. The principal of this Bond, if registered, unless registered to bearer, shall be payable only to or upon the order of the registered owner or his legal representative.

Notwithstanding the registration of this Bond as to principal alone, the coupons shall remain payable to bearer and shall continue to be transferable by delivery.

DATE OF REGISTRATION	NAME OF REGISTERED OWNER	SIGNATURE OF REGISTRAR
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FORM OF COUPON

NO. _____ \$ _____
ON _____, 19__

TARRANT COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NUMBER ONE, a governmental agency and body politic and corporate under the Constitution and laws of the State of Texas, will pay to bearer (unless the bond to which this coupon is attached shall have been called for prior redemption as provided therein and provision for the payment thereof made)* in lawful money of the United States of America at The Fort Worth National Bank, Fort Worth, Texas, or, at the option of the holder hereof at The First National Bank of Fort Worth, Fort Worth, Texas, or, at the

principal office of The Chase Manhattan Bank, New York, New York, or at The First National Bank of Chicago, Chicago, Illinois, without exchange or collection charges to the owner or holder hereof, the sum of _____ Dollars, for interest then due upon its Water Supply Bond, Series 1962. No. _____.

Secretary

President

(*This parenthetical expression shall be printed only in coupons which become due after March 1, 1972.)

10. That said bonds shall constitute general obligations of the District payable from the levy, assessment, and collection of ad valorem taxes against all of the taxable property in the District without limitation as to rate or amount, and as additional security, a pledge of net revenues as provided in the Trust Indenture above mentioned.

11. Each year while any of said bonds are outstanding the District shall cause to be done in accordance with law the functions of receiving renditions and assessing all taxable property in the District for taxes, shall cause the valuations to be equalized, and tax rolls to be prepared and approved prior to August 31, and the District agrees to comply with this requirement each year whether revenues other than taxes are sufficient to pay principal and interest requirements or not.

12. There is hereby levied and assessed against all taxable property in the District and ad valorem tax sufficient to pay the

principal of and interest on this issue of bonds as they become due. During or prior to the month of September of each year, the Board of Directors of the District shall compute the amount of principal and interest becoming due on this issue of bonds as well as on presently outstanding bonds issued pursuant to the election of December 2, 1959, and the amount of reserve, if any, to be accumulated in the next calendar year and shall subtract therefrom the minimum of net revenues definitely expected to be received by the District and deposited into the Interest and Sinking Fund and Reserve Fund. The remainder, if any, shall be the amount to be raised by taxation. The Board shall then compute the rate of tax which will be sufficient actually to produce the amount to be raised by taxation and to allow for probable delinquencies in the payment of such tax. A tax at the rate thus determined is hereby levied and assessed and shall be levied, assessed and collected. Such tax shall be determined, fixed and placed upon the tax rolls prior to October 1 of each year. Such taxes, when collected, shall be deposited directly into the Interest and Sinking Fund created by the Indenture.

13. On February 23, 1963, and on or before each August 25 and February 23 thereafter, and at least five banking days prior to March 1 and September 1, the District shall transfer from the Revenue Fund to the Interest and Sinking Fund an amount of money which, together with the amount then in the Interest and Sinking Fund from the collection of taxes and other sources, will be sufficient to pay the interest on and the principal of the presently outstanding Series 1960 Bonds and the bonds issued pursuant to this resolution becoming due on the first

day of the following month.

14. The Reserve Fund created by Section 3.05 of the Indenture shall be increased by \$744,000.00, and said amount shall be deposited therein upon or prior to the delivery of the bonds authorized by this resolution.

15. That all of the covenants, terms and provisions of said Trust Indenture (including, but without limitation, the provisions therein relative to pledges, security, revenues of the District and the disposition thereof, management of the District and the collection of its revenues, the issuance of additional or future obligations and the creation of future liens against the revenues of the District) shall be and the same are hereby made a part of this resolution, and the Net Revenues, as defined in the Indenture, are hereby pledged to the payment of the bonds authorized by this resolution and the lien of said bonds on said Net Revenues shall be on a parity with the lien of the bonds initially issued under the Indenture.

16. That the proper officers of the District shall prepare and the Secretary of the District shall certify a complete transcript of these proceedings, and such transcript shall thereupon be submitted to the Attorney General of the State of Texas for his examination and approval. No such bonds shall be issued under the terms of this resolution unless and until the same shall have been approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas as required by law.

17. That the officers, employees and agents of the District, and each of them, shall be and they are hereby expressly

authorized, empowered and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge and deliver in the name and under the corporate seal and on behalf of the District all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this resolution and of the bonds to be issued hereunder, as well as the terms and provisions of the said Trust Indenture.

18. That all resolutions or parts thereof, or other corporate action of the District or of this Board of Directors, which in any manner or to any extent conflict with any of the provisions of this resolution, are hereby repealed to the extent of such conflict, and in case any one or more of the provisions of this resolution shall be held to be invalid or ineffective by any court of competent jurisdiction as to any person or circumstance, the remainder hereof and the application of such provision or provisions to persons or circumstances other than those as to which it is held invalid shall not be affected thereby.

3.

Mr. Ben Hickey, General Manager of the District, requested authority for the District to enter into Contract for the purchase of the following described tract~~s~~ of land required for the Cedar Creek Reservoir, and on the following basis for payment, to-wit:

Tract No. 55 - Carrie Prince Estate - 59.14 acres more or less @ \$80.00 per acre.

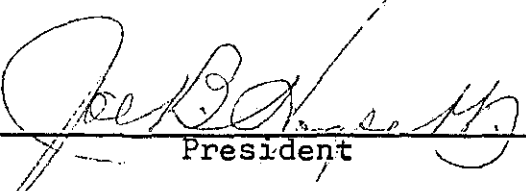
Following a detailed presentation of the Tract, and upon recommendation of management of the District, Director Newton, seconded

by Director Pier, moved that the District be authorized to enter into Contract for the purchase of the above described tract and on the basis as shown. This meeting with the approval of all Directors, it was so ordered.

4.

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


Secretary


President