

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
TARRANT COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1  
HELD ON THE 21ST DAY OF NOVEMBER, 1995

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

Present

George W. Shannon  
Victor W. Henderson  
Charles B. Campbell, Jr.  
Hal S. Sparks III  
Brian C. Newby

Also present were James M. Oliver, Alan Thomas, Brian Gordon, Wayne Owen, Madeline Robson, Steve Christian, Woody Frossard, David Marshall, Mike Meza, Dale White, Bubba Byers, Ken Brummett and Mike Witthaus.

Also in attendance were George Christie, legal counsel for the District; Ken Devero, James Toal and Paul Cain, representing the Downtown Fort Worth Tax Increment Financing District.

With the assurance from management that all requirements of the "open meetings" law had been met, Director Shannon convened the meeting.

1.

On a motion made by Director Henderson and seconded by Director Campbell, the Directors unanimously voted to approve the minutes from the meeting held October 24, 1995. It was accordingly ordered that such minutes be placed in the permanent files of the District.

2.

There were no persons of the general public requesting the opportunity to address the Board of Directors.

3.

Following a brief presentation by James Toal, and with the recommendation of management, Director Newby moved to adopt a resolution supporting the termination of the Fort Worth Tax Increment Financing Reinvestment Zone Number One and the corresponding creation of a new zone in approximately the same area prior to December 31, 1995. Director Sparks seconded the motion and the vote in favor was unanimous.

**RESOLUTION  
TARRANT COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NUMBER ONE  
BOARD OF DIRECTORS**

WHEREAS, Chapter 311, "Tax Increment Financing Act", of the Tax Code provides taxing entities with the discretion to participate in tax increment financing (TIF) reinvestment zones;

WHEREAS, the Board of Directors of the Tarrant County Water Control and Improvement District Number One desires to promote the development and redevelopment of an area in Tarrant County known as the Downtown area;

WHEREAS, the City of Fort Worth pursuant to the Tax Increment Financing Act established City of Fort Worth Tax Increment Financing Reinvestment Zone Number One for an area of Downtown Fort Worth on December 13, 1994;

WHEREAS, owners of property with a majority of the appraised value of real property within the Tax Increment Financing Reinvestment Zone Area have petitioned the City of Fort Worth to terminate Tax Increment Financing Reinvestment Zone Number One in 1995 and to establish, before the end of 1995, a new tax increment financing reinvestment zone in approximately the same area; and

WHEREAS, the Board of Directors of the Tarrant County Water Control and Improvement District Number One finds that terminating City of Fort Worth Tax Increment Financing Reinvestment Zone Number One, and establishing a new tax increment financing reinvestment zone in approximately the same area, will have the desired effect of redeveloping this area through public investment in infrastructure and private investment in business and amenities;

WHEREAS, Texas Tax Code at Section 311.003 provides that notice of the date of a public hearing on the creation of a reinvestment zone "may be given later than the 60th day before the date of the public hearing if the governing body of each county and school district that levies real property taxes in the proposed zone agrees to waive the requirement";

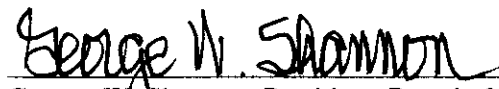
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF TARRANT COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NUMBER ONE:

Section 1. That the Board of Directors of Tarrant County Water Control and Improvement District Number One hereby agrees to waive the 60 day requirement of Texas Tax Code §311.003 for notice of a public hearing on the establishment of a new tax increment financing reinvestment zone for the downtown area.

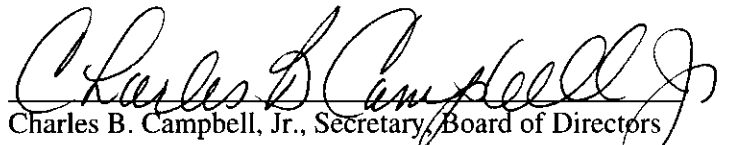
Section 2. That the adoption of this resolution evidences the Board's support for the termination of City of Fort Worth Tax Increment Financing Investment Zone Number One and the establishment by the end of 1995 of a new tax increment financing reinvestment zone in approximately the same area.

Section 3. That this resolution is effective upon adoption by the Board of Directors of Tarrant County Water Control and Improvement District Number One.

PASSED AND APPROVED this 21st day of November, 1995.

  
George W. Shannon, President, Board of Directors

ATTEST

  
Charles B. Campbell, Jr., Secretary, Board of Directors

4.

Consideration of matters related to changing the District's employee retirement plan was postponed pending additional review.

5.

Staff next presented a report on planning and progress related to cathodic protection of the District's raw water transmission system.

6.

With the recommendation of management, Director Sparks moved to approve the contract with Corrosion Consulting Service Corporation for the engineering design work for cathodic protection of the Richland-Chambers Pipeline Sections I, II and V for \$336,385.00.

Funding for this project is to be allocated from the Richland-Chambers Construction Fund. Director Henderson seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Henderson moved to approve the lease of 517 acres out of the J. B. Watson Survey, A-835, Freestone County, Texas for the purpose of oil and gas exploration to Wagner & Brown, Ltd. The subject lease, drafted under terms approved by the Oil and Gas Committee, is based upon a bonus of \$11,111.51, a primary term of three years at 25% royalty and delay rental of \$15.00 per acre. In addition, R. Steve Christian is authorized to execute all documents necessary to complete this transaction. Director Campbell seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Campbell moved to adopt the proposed purchasing policy. Director Newby seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management, Director Newby moved to approve the Memorandum of Understanding between the District and Navarro County Soil and Water Conservation District. Director Henderson seconded the motion and the vote in favor was unanimous.

10.

With the recommendation of management, Director Campbell moved to approve the following list of vouchers for the month of October, 1995.

General Fund: Check numbers 47314 through 47560, the total expenditure being \$329,794.38.

Revenue Fund: Check numbers 27300 through 27483, the total expenditure being \$3,506,434.74.

Richland-Chambers Construction Fund: Check numbers 15771 through 15787, the total expenditure being \$2,682,633.24.

Interest and Redemption Fund: Check number 2257, the total expenditure being \$475.00.

Director Newby seconded the motion and the vote in favor was unanimous.

11.

A staff report was next presented regarding the Pappas Restaurants, Inc.; Parking Lot Lease.

12.

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

  
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President

  
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Secretary