

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 15TH DAY OF FEBRUARY 2005 AT 9:30 A.M.

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

Present

George W. Shannon
Victor W. Henderson
Hal S. Sparks III
Jack R. Stevens
Gina Puente-Brancato

Also present were James M. Oliver, Alan Thomas, Ken Brummett, Lisa Cabrera, Steve Christian, Wesley Cleveland, Nancy King, David Marshall, Sandra Swinnea, and Mike Witthaus.

Also in attendance were George Christie, legal counsel for the District; Pete Tart of McCall, Parkhurst & Horton; Dick Fish of Save Eagle Mountain Lake and Earl Alexander.

Director Shannon convened the meeting with the assurance from management that all requirements of the "open meetings" laws had been met.

1.

On a motion made by Director Henderson and seconded by Director Puente-Brancato, the Directors unanimously voted to approve the minutes from the meeting held January 18, 2005. 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.

With the recommendation of management, Director Stevens moved to replace Wayne Owen as the District's TIF Board representative with the appointment of Linda Christie to the Board of TIF #4, TIF #7, TIF #8, AND TIF #10; Sandy Swinnea to the Board of TIF #6, and

Directors Shannon, Henderson and Sparks to the Board of TIF #9. Director Sparks seconded the motion and the vote in favor was unanimous.

4.

With the recommendation of management, Director Henderson moved to approve a resolution expressing the District's official intent to reimburse costs of acquisition of permanent and perpetual flowage easement in connection with the Gragg settlement from obligations to be issued by the District at an expected cost of \$4,589,200. This is an unbudgeted expense from the General Fund and will be reimbursed at such time as future bonds are issued. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

5.

With the recommendation of management, Director Sparks moved to approve the purchase of bulk granular fertilizer from Justin Seed Company, Inc. for the low bid of \$267.50 per ton. The total amount purchased will not exceed 182 tons or a total cost of \$48,685. Funding for this purchase is included in the FY 2005 General Fund Budget and the FY 2005 Revenue Fund Budget. Director Stevens seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management, Director Sparks moved to approve the purchase of chain link fence to: 1) replace existing barbed wire fence on the south side of the Cedar Creek spillway channel; and 2) complete current fencing between the District's property and a residential development on the north side of the boat channel, for the low bid of \$10.66 per foot for 2,790 feet at a total cost not to exceed \$29,741.40 submitted by Construction Rent a Fence. Funding for this purchase is included in the FY 2005 Revenue Fund Budget. Director Henderson seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Henderson moved to approve the purchase of three (3) zero-turn commercial mowers to be assigned to Fort Worth Operations [2]

and Bridgeport Operations [1] for the low bid of \$9,497 each for a total cost of \$28,491 submitted by The Grasshopper Co.; one three-quarter ton quad-cab 4-wheel drive pickup to be assigned to Richland-Chambers Environmental Division for the low bid of \$21,384 submitted by Lawrence Marshall Chrysler; and one (1) three-quarter ton quad-cab short-bed pickup to be assigned to the Western Division Reservoir for the low bid of \$18,759 submitted by Lawrence Marshall Chrysler. Funding for these purchases is included in the FY 2005 General Fund Budget and the FY 2005 Revenue Fund Budget. Director Sparks seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Sparks moved to approve the acquisition from TXU Electric Delivery Company, its affiliates, successors or assigns, the following tracts of land in fee simple numbered TRACT # 1 and TRACT # 2; the following tracts of land in permanent pipeline easement numbered TRACT # 3, TRACT # 4, TRACT # 5 and TRACT # 6; and the following tracts of land in temporary construction easement numbered TRACT # 7, TRACT # 8 and TRACT # 9. In exchange, Tarrant Regional Water District will convey to TXU Electric Delivery Company, its affiliates, successors or assigns, the following tracts of land in fee simple numbered TRACT # 10, subject to Tarrant Regional Water District's reservation of 0.206 acre in permanent pipeline easement; and TRACT # 11, subject to Tarrant Regional Water District's reservation of 0.202 acre in permanent pipeline easement. The above-described transactions are necessary for construction of the Eagle Mountain Connection.

TRACT # 1: 1.963 acres of land situated in the J.P. Woods Survey, A-1886, Tarrant County, Texas, also being a portion of that certain 13.282 acre tract of land conveyed by deed to Texas Electric Service Company (TESCO) in Volume 8814, Page 256, Deed Records, Tarrant County, Texas.

TRACT # 2: 1.732 acres of land situated in the N. Holbrook Survey, A-647, Tarrant County, Texas, also being a portion of that certain 9.304 acre tract of land conveyed to Texas Electric Service Company (TESCO) in Volume 8736, Page 1787, Deed Records, Tarrant County, Texas.

- TRACT # 3: 0.136 acre in permanent easement situated in the J. Wilcox Survey, A-1726, Tarrant County, Texas, also being a portion of that certain tract of land conveyed by deed to Texas Electric Service Company (TESCO) in Volume 2496, Page 558, Deed Records, Tarrant County, Texas.
- TRACT # 4: 0.879 acre in permanent easement situated in the G.B. Kenney Survey, A-920, Tarrant County, Texas, also being a portion of that certain tract of land conveyed by deed to Texas Electric Service Company (TESCO) in Volume 9157, Page 0675, Deed Records, Tarrant County, Texas.
- TRACT # 5: 0.284 acre in permanent easement situated in the J. Ward Survey, A-1596, Tarrant County, Texas, also being a portion of that certain 13.282 acre tract of land conveyed by deed to Texas Electric Service Company (TESCO) in Volume 8814, Page 256, Deed Records, Tarrant County, Texas.
- TRACT # 6: 0.664 acre in permanent easement situated in the Edward Taylor Survey, A-1560, Tarrant County, Texas, also being a portion of that certain tract of land as described by deed as Oncor Electric Delivery Company, a 300 foot R.O.W., recorded in Volume 5438, Page 543, Deed Records, Tarrant County, Texas.
- TRACT # 7: 0.280 acre in temporary construction easement situated in the G.B. Kenney Survey, A-920, Tarrant County, Texas, also being a portion of that certain tract of land conveyed by deed to Texas Electric Service Company (TESCO) in Volume 9157, Page 0675, Deed Records, Tarrant County, Texas.
- TRACT # 8: 1.448 acre in temporary construction easement situated in the J.P. Woods Survey, A-1886, and the J. Ward Survey, A-1596, Tarrant County, Texas, also being a portion of that certain 13.282 acre tract of land conveyed by deed to Texas Electric Service Company (TESCO) in Volume 8814, Page 256, Deed Records, Tarrant County, Texas.
- TRACT # 9: 6.062 acres in temporary construction easement situated in the N. Holbrook Survey, A-647, Tarrant County, Texas, also being a portion of that certain 9.304 acre tract of land conveyed by deed to Texas Electric Service Company (TESCO) as recorded in Volume 8376, Page 1787, Deed Records, Tarrant County, Texas.
- TRACT # 10: 1.694 acres of land situated in the J.P. Woods Survey, A-1886, Tarrant County, Texas, also being a portion of that certain tract of land conveyed by deed to Lyemann Properties, Inc. in Volume 10256, Page 875, Deed Records, Tarrant County, Texas; subject to the District's reservation of 0.206 acre in permanent easement.
- TRACT # 11: 3.476 acres of land situated in the N. Holbrook Survey, A-647, Tarrant County, Texas, also being a portion of that certain tract of land known as TRACT IIA as conveyed by deed to Chapel Creek Limited Partnership in Volume 11029, Page 1159, Deed Records, Tarrant County, Texas; subject to the District's reservation of 0.202 acre in permanent easement.

In addition, Steve Christian is granted authority to execute the documents necessary to complete these transactions. Director Henderson seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management, Director Henderson moved to approve Change Order Number 14 to the contract with Archer Western, Inc. for painting the Cedar Creek Pump Station fascia in connection with the Richland-Chambers High-Capacity Expansion Project in the amount of \$36,580.55. Funding for this increase is included in the 2002 Bond Issue. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

10.

With the recommendation of management, Director Stevens moved to approve a contract with KBR to provide engineering evaluation, construction inspection and start-up assistance to replace the protective relays at Cedar Creek Lake and Waxahachie Electrical substations at a cost not to exceed \$67,000. This contract is an unbudgeted expense from the FY 2005 Revenue Fund Budget. Director Sparks seconded the motion and the vote in favor was unanimous.

11.

With the recommendation of management, Director Puente-Brancato moved to approve the authorization of the Operations Committee to approve a contract with the best retail electrical provider. Director Stevens seconded the motion and the vote in favor was unanimous.

12.

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


President


Secretary