

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 19TH DAY OF APRIL 2005 AT 9:30 A.M.

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

Present

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

Absent

Victor W. Henderson

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

Also in attendance were George Christie, legal counsel for the District; Lee Christie of Pope, Hardwicke, Christie, Harrell, Schell & Kelly, LLP; 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 Sparks and seconded by Director Puente-Brancato, the Directors unanimously voted to approve the minutes from the meeting held March 15, 2005. It was accordingly ordered that such minutes be placed in the permanent files of the District.

2.

Dick Fish, representing Save Eagle Mountain Lake, stated that two teams participated in the Eagle Mountain Lake Clean-up. Also, east-side resident Herschel Winn has distributed copies of a map to neighbors to educate them on the Eagle Mountain Pipeline Project.

3.

With the recommendation of management, Director Stevens moved to approve the purchase of cap/surface rock from P&S Stone to be used for erosion control at Farmer's Branch Creek for the low bid of \$14.95 per ton for an amount not to exceed 3300 tons at a total expenditure not to exceed \$49,335. Cost of delivery will be approximately \$89,000 and will be performed by multiple vendors. Funding for this purchase is included in the FY 2005 General Fund Budget. Director Sparks seconded the motion and the vote in favor was unanimous.

4.

With the recommendation of management, Director Sparks moved to approve the purchase of aerial fertilization from M&M Air Service for fertilization of Cedar Creek and Richland-Chambers Dams for the low bid of \$12,741.03. Funding for this purchase is included in the FY 2005 Revenue Fund Budget. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

5.

With the recommendation of management, Director Puente-Brancato moved to approve the purchase of HDPE pipe for drop inlet reconstruction across the Clear Fork from the Colonial Golf Course for the low bid of \$19,326.68 submitted by Atlas Utility Supply. Funding for this purchase is included in the FY 2005 General 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 a lease of the District's mineral rights to those lands described below to Antero Resources I, LP for the bonus bid of \$329,131.53.

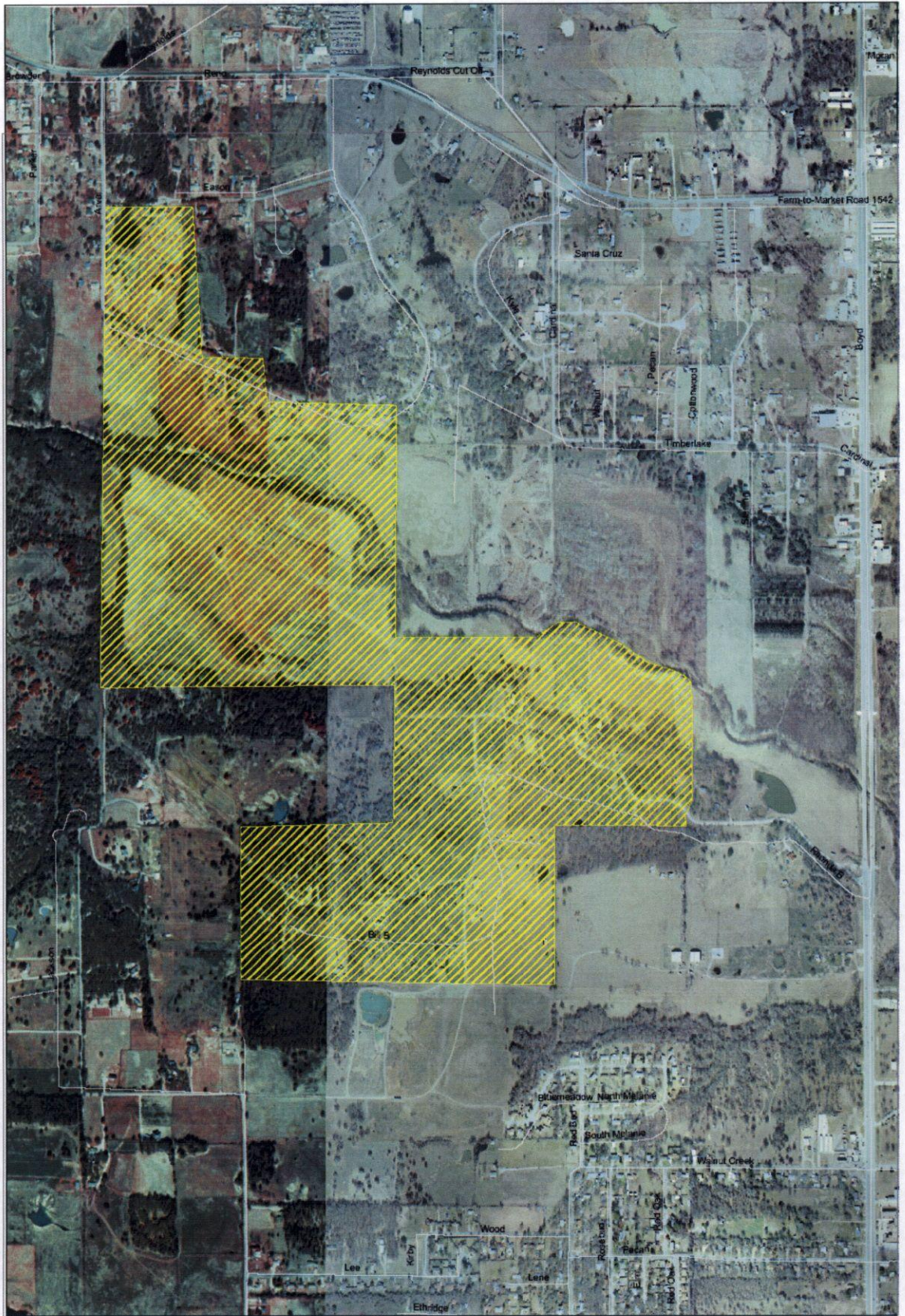
EXHIBIT "A"

SPRING 2005 EAGLE MOUNTAIN OIL AND GAS LEASE

**(Attached to Oil, Gas and Mineral Lease from the Tarrant Regional Water District,
a Water Control and Improvement District to ANTERO RESOURCES I, LP)**


GRANTOR	VOL.	PAGE	DATE	COUNTY	ACRES
Mrs. J. P. Lumpkin	404	1	4/13/66	Parker	350.79*

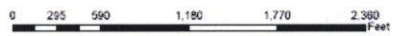
*Being 390.79 acres save and except that certain 40 acre tract as described in deed dated November __, 1931 from Warren Fulford et ux to J. C. Garlitz and recorded in Vol. 128 at Pg. 487 of the Deed Records of Parker County, Texas, LEAVING A TOTAL OF 350.79 ACRES, MORE OR LESS.



Eagle Mountain Lake

Legend

-  Approx. Location Of The Spring 2005 Oil & Gas Lease



In addition, Ken Brummett is granted authority to execute the lease and all other documents necessary to complete this transaction. Director Stevens seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Stevens moved to approve the revised Water Conservation and Drought Contingency Plan and adopt the resolution. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

**RESOLUTION OF BOARD OF
DIRECTORS OF TARRANT
REGIONAL WATER DISTRICT
ADOPTING THE DISTRICT'S WATER
CONSERVATION AND EMERGENCY
DEMAND PLAN**

WHEREAS, the Texas Commission on Environmental Quality (TCEQ) requires that an applicant for a new water right or for certain amendments to existing water rights must prepare and implement water conservation and drought contingency plans (the "Plans"), and submit the Plans along with the required application. The Plans must meet all minimum requirements contained in Title 30, Chapter 288 of the Texas Administrative Code.

WHEREAS, the Texas Water Code and the TCEQ require that the District prepare Plans substantially meeting the requirements of applicable TCEQ rules.

WHEREAS, beginning May 1, 2005, the District must review and update its water conservation plan, as appropriate, based on an assessment of previous and future five-year and ten-year targets for water savings and any other new or updated information. The District will be required to review, update and revise the Plans no later than May 1, 2009, and every five years after that date to coincide with the regional water planning group.

NOW, THEREFORE, be it resolved by the Board of Directors of the District that the District's Water Conservation and Emergency Demand Management Plan dated _____ be adopted as per the attached.

FURTHER RESOLVED that the General Manager or his designee is hereby directed to file a copy of the Plans with TCEQ in accordance with Title 30, Chapter 288 of the Texas Administrative Code.

ADOPTED AND APPROVED by the Board of Directors of Tarrant Regional Water District this _____ day of April 2005.

**TARRANT REGIONAL WATER
DISTRICT**

By:

**George W. Shannon
President, Board of Directors**

ATTEST:

**Hal S. Sparks, III
Secretary, Board of Directors**

8.

With the recommendation of management, Director Stevens moved to approve the contract amendment with Strategic Energy for purchase of power on a month to month provision at a "Market-Based Rate." Funding for this electrical power is included in the FY 2005 Revenue Fund. Director Sparks seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management, Director Stevens moved to approve the purchase, installation and maintenance of vibration monitoring equipment at Eagle Mountain Dam to monitor oil well drilling activity to be conducted under the direction of Bennett and Williams in the amount of \$86,000. Funding for this purchase and service is included in the FY 2005 General Fund. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

10.

The President and presiding officer next called an executive session at 10:08 a.m. under Chapter 551.072 of the Government Code to consider real property - Eagle Mountain Connection Project, Richland-Chambers-Chambers High-Capacity Expansion Project and ownership and valuation of District realty.

11.

Upon completion of the executive session at 10:43 a.m., the President reopened the meeting.

12.

With the recommendation of management, Director Stevens moved to approve the purchase of approximately 1,000 square feet in permanent sanitary sewer easement of land described below from Sumeer, Inc. for the negotiated purchase price of \$5,000:

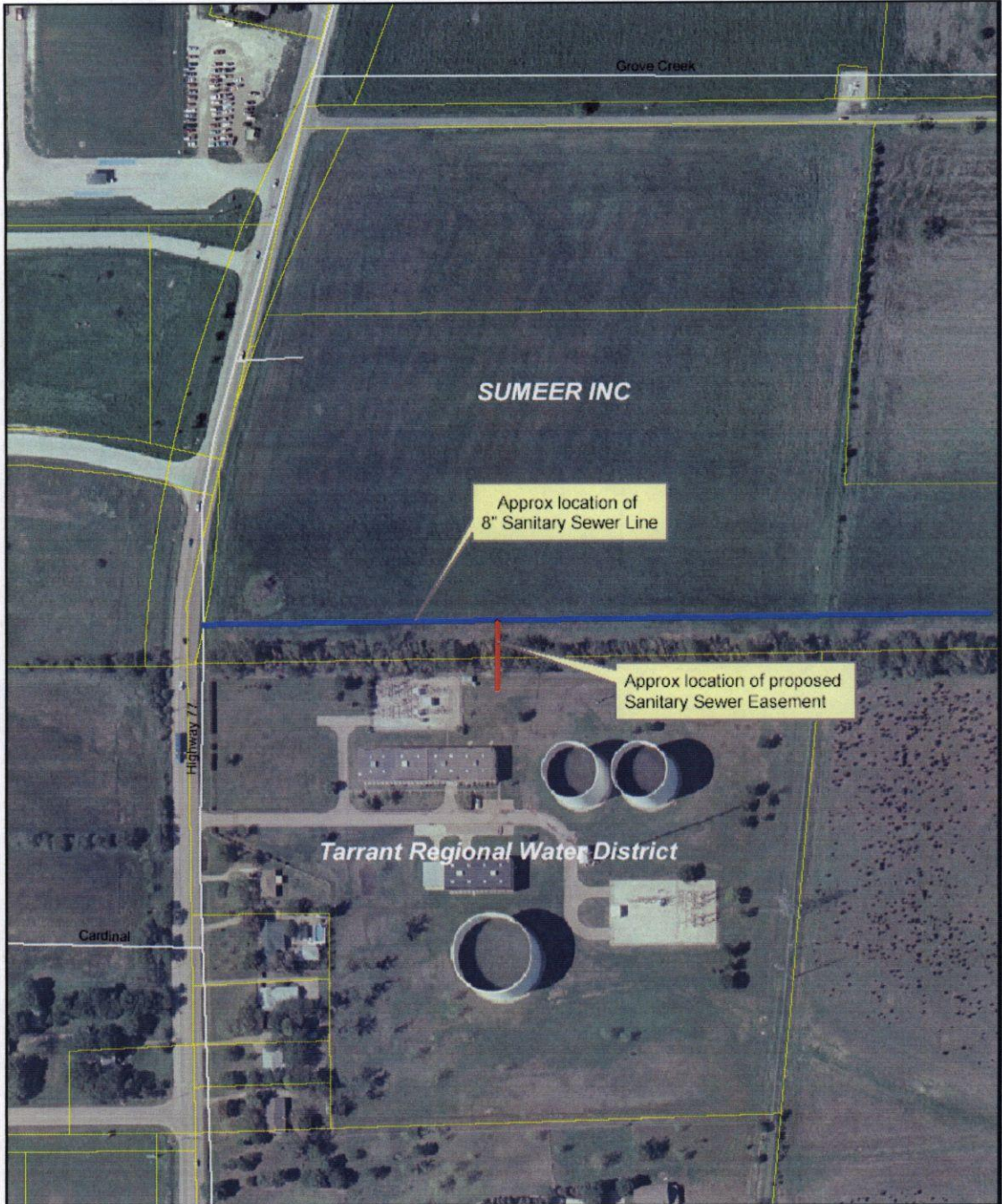
Approximately 1,000 square feet in permanent sanitary sewer easement, out of the James Starrett Survey, A-1024, Ellis County, Texas from Sumeer, Inc. for the negotiated purchase price of \$5,000.00 total.

RESOLUTION FOR THE BOARD OF DIRECTORS

With the recommendation of management, Director

Stevens moved to authorize the commencement of eminent domain proceedings to acquire approximately 1,000 sq. ft. (+/-) in permanent sanitary sewer easement, situated in the James Starrett Survey, A-1024, Ellis County, Texas (such lands being determined by management and the Board to be necessary to construct the Richland-Chambers High Capacity Upgrade Project), if the owner of such land, Sumeer, Inc., declines to accept the Board-authorized

purchase offer of \$5,000.00. Further, R. Steve Christian is granted authority to execute all documents necessary to acquire this land, whether by eminent domain or by purchase. Director Sparks seconded the motion and the vote in favor was unanimous.



Proposed Sanitary Sewer Easement



In addition, Steve Christian is granted authority to execute all documents necessary to complete this transaction. Director Sparks seconded the motion and the vote in favor was unanimous.

13.

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

George W. Shannon
President

Hal S. Sparks
Secretary