

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
TARRANT REGIONAL WATER DISTRICT  
HELD ON THE 16<sup>TH</sup> DAY OF AUGUST 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, Darrel Andrews, Ken Brummett, Lisa Cabrera, Wesley Cleveland, Woody Frossard, Nancy King, Skip Krause, David Marshall, Madeline Robson, Sandy Swinnea and Ed Weaver.

Also in attendance were George Christie, legal counsel for the District; Lee Christie of Pope, Hardwicke, Christie, Harrell, Schell & Kelly, LLP; Richard Sawey and Ian Stott of Camp, Dresser & McKee, Inc; Earl Alexander, Eric Olson and Alexis Olson. 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 July 19, 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 Sparks moved to place a proposal to adopt a 2005 tax rate of \$.02/\$100 on the agenda for the September 2005 Board of Directors meeting and to establish a date for a public hearing on the proposed 2005 tax rate on September 20, 2005, no less than three and no more than seven days prior to the September Board of

Directors meeting. Director Henderson seconded the motion and the vote in favor was unanimous.

4.

With the recommendation of management, Director Stevens moved to approve four (4) resolutions: 1) Richland-Chambers Wetlands Expansion Project in the amount of \$650,000, 2) Arlington Outlet Expansion Project in the amount of \$315,000, 3) Microwave Communication System Project in the amount of \$750,000, and 4) Eagle Mountain Connection Project in the amount of \$10,800,000 which express official intent to reimburse the cost of these obligations with funds to be available by issuance of revenue bonds in early 2006. 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 a contract with CDM for engineering, design and construction services of a digital microwave communications system at a cost not to exceed \$741,700. Funding for this contract will be included in revenue bond proceeds. Director Stevens seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management, Director Stevens moved to approve a three-year lease contract with Dell Financial Services for seventeen (17) workstations to be used in the Training Room at a cost of \$3,925.87 per year for a three-year total of \$11,777.61. Funding for this contract is budgeted in the FY 2005 General Fund Budget and the FY 2005 Revenue Fund Budget. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Stevens moved to approve a three-year lease contract with Dell Financial Services for Dell servers for Maximo at a cost of \$11,685.46 per year for a three-year total of \$35,056.38. Funding for this contract is budgeted in the FY 2005 General Fund Budget and the FY 2005 Revenue Fund Budget. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Stevens moved to approve the purchase of replacement network switches from Flair Data Systems, Inc., the State CISV vendor for Cisco, at a cost of \$12,027.90. Funding for this purchase is budgeted in the FY 2005 General Fund Budget and the FY 2005 Revenue Fund Budget. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management, Director Henderson moved to approve the release of retainage in the amount of \$28,373.45 for the electrical substation at Waxahachie in connection with the Richland-Chambers High-Capacity Expansion completed by Entergy Operations Services, Inc. Funding for this contract is included in the 2002 Bond Issue. Director Sparks seconded the motion and the vote in favor was unanimous.

10.

With the recommendation of management, Director Henderson moved to approve Contract Modification Request Number CMR-051 with Archer Western for additional cost in the amount of \$276,100.11 for delays caused by late pump deliveries. Funding for this contract modification is included in the 2002 Bond Issue. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

11.

With the recommendation of management, Director Puente-Brancato moved to approve reimbursement to Enbridge Pipelines for installation of concrete weights on their existing eight (8) inch pipeline at an estimated cost of \$111,057. Funding for this reimbursement will be from Revenue Bond proceeds. Director Sparks seconded the motion and the vote in favor was unanimous.

12.

With the recommendation of management, Director Henderson moved to approve an agreement with Southwest Operating Inc. for reimbursement to plug and abandon five (5) wells and relocate 15,400 feet of pipeline for construction of the Full-Scale Wetlands Project at a cost

not to excel \$504,850. Funding for this agreement will be from Revenue Bond proceeds. Director Puente-Brancato seconded the motion and the vote in favor was unanimous.

13.

The President and presiding officer next called an executive session at 10:38 a.m. under Chapter 551.071 of the Government Code to consider contemplated litigation - threatened litigation regarding Richland-Chambers High-Capacity Expansion Project; and under Chapter 551.072 of the Government Code to consider real property issues - Eagle Mountain Connection Project.

14.

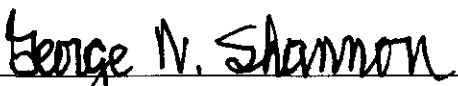
Upon completion of the executive session at 11:35 a.m., the President reopened the meeting.

15.

The Board was updated on the Trinity River Vision Project, oil and gas activities and the Eagle Mountain Connection Project.

16.

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

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary