

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 21ST DAY NOVEMBER 2006 AT 9:30 A.M.

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

Present

Victor W. Henderson
Hal S. Sparks III*
Jack R. Stevens
Marty V. Leonard
James W. Lane

*Arrived at the meeting at 9:55 a.m. during the executive session.

Also present were James M. Oliver, Alan Thomas, Ken Brummett, Shanna Cate, Steve Christian, Linda Christie, Woody Frossard, Nancy King, David Marshall, Wayne Owen, Randy Rinon, Madeline Robson, Sandy Swinnea and Mike Witthaus.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District (the Water District); Jared Harrell representing Pope, Hardwicke, Christie, Schell, Kelly & Ray, LLP; Kevin Patrick of Patrick, Miller & Kropf; Mary Estell of Ware & Associates; Rex Pitts of Save Eagle Mountain Lake; Dan Buhman of KBR; Adelaide Leavens of Streams and Valleys; Ron Lewis, Joey Park, Rick Ericson, Jay Pritchard and Rosa Navejar of Trinity Communications Joint Venture; Max Baker representing Fort Worth Star Telegram; Betty Dillard, Bob Smith and Earl Alexander.

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

1.

All present were given the opportunity to join in reciting the Pledge of Allegiance.

2.

On a motion made by Director Leonard and seconded by Director Lane, the Directors unanimously voted to approve the minutes from the meeting held October 17,

2006. It was accordingly ordered that such minutes be placed in the permanent files of Tarrant Regional Water District.

3.

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

4.

The President and presiding officer next called an executive session at 9:40 a.m. under Chapter 551.072 of the Government Code to consider real property issues – water rights and Tarrant County College land exchange.

5.

Upon completion of the executive session at 11:05 a.m., the President reopened the meeting.

6.

With the recommendation of management, Director Sparks moved to approve the conveyance of two tracts of land totaling approximately 11.131 acres to Tarrant County College. Director Stevens seconded the motion and the vote in favor was unanimous.

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
TARRANT REGIONAL WATER DISTRICT**

November 21, 2006

WHEREAS, Tarrant County College (“TCC”) is a community college district created and operating as an institution of higher education as defined by Section 61.003 of the Texas Education Code and is a countywide agency and authority;

WHEREAS, TCC has announced plans to construct a campus in the Central City area of Fort Worth straddling the West Fork Trinity River;

WHEREAS, TCC’s proposed campus would benefit and enhance uses of the Trinity River by the public in the Central City area, and would promote and contribute to the advancement of higher education and other worthwhile public purposes related thereto;

WHEREAS, TCC has requested that the Tarrant Regional Water District (“TRWD”) grant it certain lands owned by TRWD at or adjacent to the location of TCC’s proposed campus for educational uses, which lands are described in Exhibits “1” and “2” attached hereto (the “Property”);

WHEREAS, the Board of Directors of TRWD has determined that the use of the Property by TCC in connection with its proposed campus, subject to reasonable limiting terms and conditions which would preserve TRWD’s uses of the property for its public purposes, would be appropriate and in the public interest;

WHEREAS, in partial exchange for the grant of the Property to TCC, the Board of Directors of TRWD requires that TCC grant TRWD a right of first refusal with respect to that certain option described in an Option Contract between TXU Generation Company, L.P., and TCC dated to be effective October 20, 2004, with regard to certain property therein described;

WHEREAS, the Board of Directors of TRWD requires that certain costs incurred by the parties, together with the value received by TRWD, be shared or equalized so that TRWD receives fair market value for the Property; and

WHEREAS, the Board of Directors of TRWD has determined that the terms and conditions embodied in this Resolution are necessary or advantageous to TRWD.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TARRANT REGIONAL WATER DISTRICT:

1. That R. Steve Christian, Real Property Director of the District, should be and is hereby authorized to execute and deliver a deed conveying the Property to TCC, subject to the terms and conditions herein set forth and as otherwise stipulated and agreed by TRWD and TCC.

1. That the transactions contemplated hereby and uses of the Property by TCC shall be subject to any required approval by the U.S. Army Corps of Engineers.

2. That the Real Property Director of TRWD should be and is hereby authorized to enter into and execute such agreements and undertakings as may be reasonably necessary to implement the foregoing resolution.

PASSED, APPROVED AND ADOPTED THIS _____ DAY OF NOVEMBER, 2006.

TARRANT REGIONAL WATER DISTRICT

BY: _____
Victor W. Henderson

President
Board of Directors

ATTEST:

Jack R. Stevens
Secretary

P:\TRWD\Trinity River Vision\Tarrant County College\TCC Deed 11-21-06
Resolution.doc

BEING 5.794 acres of land located in the MITCHELL BAUGH SURVEY, Abstract No. 106, Fort Worth, Tarrant County, Texas, and being the combined total of the Tracts of land conveyed to Tarrant County Water Control and Improvement District No. 1 by the deeds recorded in Volume 441, Page 275; Volume 2528, Page 365; Volume 2530, Page 282; Volume 2542, Page 303; Volume 2533, Page 336; Volume 2533, Page 484, Volume 2651, Page 225; Volume 2689, Page 118; Volume 2818, Page 264; and Volume 2827, Page 40 of the Deed Records of Tarrant County, Texas. Said 5.794 acres of land being more particularly described by metes and bounds, as follows:

BEGINNING at the point of intersection of the Northeast right-of-way line of North Main Street (an 80 foot wide public right-of-way) with the centerline of the West fork of the Trinity River, and Said Point of Beginning being the West corner of the aforesaid Tract of land conveyed to Tarrant County Water Control and Improvement District No. 1, by the deed recorded in Volume 2528, Page 365 of the Deed Records of Tarrant County, Texas;

THENCE along the North boundary line of said Tarrant County Water Control and Improvement District No. 1 Tracts, and the centerline of the West fork of the Trinity River, as follows:

1. N 60 degrees 41 minutes 36 seconds E 250.02 feet, to a point;
2. N 58 degrees 17 minutes 17 seconds E 228.17 feet, to a point;
3. N 48 degrees 12 minutes 49 seconds E 185.58 feet, to a point;
4. N 36 degrees 32 minutes 13 seconds E 85.96 feet, to a point;
5. N 35 degrees 24 minutes 40 seconds E 195.25 feet, to a point at the North corner of the aforesaid Tract of land conveyed to Tarrant County Water Control and Improvement District No. 1 by the deed recorded in Volume 2561, Page 225 of the Deed Records of Tarrant County, Texas, lying at the West corner of the Tract of land designated as the Nutt Dam Tract in the deed to TXU Generation Company LP recorded in Volume 15342, Page 160 of the Deed Records of Tarrant County, Texas;

THENCE S 30 degrees 32 minutes 26 seconds E 225.00 feet, along the Northeast boundary line of said Tarrant County Water Control and Improvement District No. 1 Tract, and the Southwest boundary line of said TXU Generation Company LP Tract, to a 5/8" iron rod found, at the most Northerly corner of the Tract of land designated as Tract 1 in the deed to Tarrant County College District recorded in County Clerk's File No. D204181128 of the Deed Records of Tarrant County, Texas;

THENCE along the Northwest boundary line of said Tract No. 1, being the Southeast boundary line of the aforesaid Tracts of land conveyed to Tarrant County Water Control and Improvement District No. 1 by the deeds recorded in Volume 2533, Page 336; Volume 2533, Page 484, and Volume 2651, Page 225 of the Deed Records of Tarrant County, Texas, as follows:

EXHIBIT 1

1. S 35 degrees 47 minutes 15 seconds W 108.70 feet, to a 1/2" iron rod set;
2. S 35 degrees 54 minutes 01 second W 87.07 feet, to a 1/2" iron rod set;
3. S 59 degrees 33 minutes 01 second W 216.42 feet, to a 1/2" iron rod set, in the Northeast boundary line of the Tract of land conveyed to J. D. McKim and wife Pamela G. McKim by the deed recorded in Volume 17192, Page 81 of the Deed Records of Tarrant County, Texas, said McKim Tract also being known as Lot 9, Land 600 Subdivision, an unrecorded plat;
4. N 30 degrees 26 minutes 59 seconds W 1.00 feet, along the Northeast boundary line of said Lot 9 (McKim Tract), to a 1/2" iron rod marked "Grant Surveying" at the North corner of said McKim Tract;
5. S 58 degrees 52 minutes 23 seconds W 9.00 feet, along the Northwest boundary line of said McKim Tract, to a 1/2" iron rod found, marked "Grant Surveying";
6. S 30 degrees 24 minutes 49 seconds E 1.00 feet, to a 1/2" iron rod found, marked "Grant Surveying";
7. S 59 degrees 35 minutes 11 seconds W 35.08 feet, along the Northwest boundary line of said Lot 9 (McKim Tract) to a 1/2" iron rod found, marked "Grant Surveying", at the West corner of said Lot 9 (McKim Tract);

THENCE S 30 degrees 08 minutes 49 seconds E 86.14 feet, along the Southwest boundary line of said Lot 9, and the most Easterly Northeast boundary line of the aforesaid Tract of land conveyed to Tarrant County Water Control and Improvement District No. 1 by the deed recorded in Volume 2818, Page 264 of the Deed Records of Tarrant County, Texas, to a 1/2" iron rod set;

THENCE S 59 degrees 33 minutes 01 second W 135.00 feet, along the most Northerly Southeast boundary line of said Tarrant County Water Control and Improvement District No. 1 Tract, recorded in Volume 2818, Page 264 of the Deed Records of Tarrant County, Texas, to a 1/2" iron rod set;

THENCE S 30 degrees 28 minutes 58 seconds E 160.07 feet, along the most Westerly Northeast boundary line of said Tarrant County Water Control and Improvement District No. 1 Tract, recorded in Volume 2818, Page 264 of the Deed Records of Tarrant County, Texas, to a 1" iron rod found, at the most Southerly Southeast corner of said Tarrant County Water Control and Improvement District No. 1 Tract recorded in Volume 2818, Page 264 of the Deed Records of Tarrant County, Texas, and said 1" iron rod located in the Northwest right-of-way line of Bluff Street (a variable width right-of-way);

THENCE S 59 degrees 35 minutes 18 seconds W 215.14 feet, along the Northwest right-of-way line of said Bluff Street, and the Southeast boundary line of Improvement District No. 1 recorded in Volume 2818, Page 264; Volume 2827, Page 40, and Volume 2689, Page 118 of the Deed Records of Tarrant County, Texas, to a 1/2" iron rod set, at the East corner of the Tract of land conveyed to the City of Fort Worth for right-of-way recorded in Volume 441, Page 570 of the Deed Records of Tarrant County, Texas;

THENCE along the North boundary line of said City of Fort Worth right-of-way

Tract, as follows:

1. N 30 degrees 05 minutes 02 seconds W 5.00 feet, to a 1/2" iron red set;
2. S 59 degrees 35 minutes 18 seconds W 10.00 feet, to a 1/2" iron red set, at the beginning of a curve to the right;

THENCE NORTHWESTERLY 178.06 feet, continuing along the North boundary line of said City of Fort Worth right-of-way Tract, at 75.37 feet, passing a point at the Northwest corner of said right-of-way Tract, and in all 178.06 feet, along said curve to the right having a radius of 115.80 feet, a central angle of 88 degrees 05 minutes 55 seconds, and a chord bearing N 75 degrees 39 minutes 33 seconds W 161.03 feet, to a point at the end of said curve;

THENCE S 59 degrees 54 minutes 58 seconds W 5.00 feet, to an "X" cut in a concrete Trinity River overlook structure, in the original Southwest boundary line of the aforesaid Tract of land conveyed to Tarrant County Water Control and Improvement District No. 1 by the deed recorded in Volume 2528, Page 365 of the Deed Records of Tarrant County, Texas, and the Northeast right-of-way line of aforesaid North Main Street;

THENCE N 30 degrees 05 minutes 02 seconds W 281.42 feet, along the Northeast right-of-way line of said North Main Street, to THE PLACE OF BEGINNING, containing 5.794 acres (252,394 square feet) of land.

LEGAL DESCRIPTION

BEING 5.337 acres of land located in the M. Baugh Survey, Abstract No. 106, Fort Worth, Tarrant County, Texas, and being a portion of the Tract of land conveyed to North Texas Water Control and Improvement District No. 1 by the deed recorded in Volume 2313, Page 509 of the Deed Records of Tarrant County, Texas. Said 5.337 acres of land being more particularly described by metes and bounds as follows:

BEGINNING at a point in the center line of the West fork of the Trinity River at the intersection of the Northeast right-of-way line of the 100 foot wide right-of-way of North Main Street;

THENCE N 30° 04' 03" W 64.35 feet, along the Northeast right-of-way line of said North Main Street to a point for corner at the most Southerly Southwest corner of the Tract of land conveyed to Tarrant County College District by the deed recorded in County Clerk's File No. D204260335 of the Deed Records of Tarrant County, Texas;

THENCE along the South boundary line of said Tarrant County College District Tract as follows:

1. N 64° 13' 27" E 200.32 feet, to a point;
2. N 30° 04' 03" W 345.09 feet, to a 1/2" iron rod set;
3. N 44° 10' 29" E 231.73 feet, to a 1/2" iron rod set;
4. N 89° 24' 56" E 129.47 feet, to a concrete monument found;

THENCE N 89° 24' 56" E 424.93 feet, to a point;

THENCE S 30° 32' 12" E 28.35 feet, to a point in the center line of aforesaid West fork of the Trinity River;

THENCE along the center line of the West fork of said Trinity River as follows:

1. S 35° 24' 53" W 195.25 feet, to a point;
2. S 36° 32' 26" W 85.96 feet, to a point;
3. S 48° 13' 02" W 185.58 feet, to a point;
4. S 58° 17' 31" W 228.17 feet, to a point;
5. S 60° 41' 49" W 239.30 feet, to THE PLACE OF BEGINNING, containing 5.337 acres (232,482 square feet) of land.

EXHIBIT 2

005

7.

With the recommendation of management, Director Stevens moved to amend contract scopes with KBR and Patrick, Miller and Kropf to continue their ongoing evaluation of water rights issues for an amount not to exceed \$262,965. Funding for this amendment is included in the 2006 Bond Issue. Director Lane seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Stevens moved to approve a contract with Trinity River Communications Joint Venture to provide development and coordination of communication strategies promoting water supply planning, water conservation and minority contracting programs at a monthly cost not to exceed \$15,000 with a 60 (sixty) day cancellation provision for either party. Funding for this contact is included in the FY 2007 Revenue Fund Budget. Director Sparks seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management, Director Lane moved to approve the following operations and maintenance expenditures.

Project	Vendor	Amount	Funding Source(s)
Maximo Upgrade	MRO Software	\$262,158	General Fund Revenue Fund
Lawson Upgrade	Lawson Software	\$245,763	General Fund
Taste and Odor Analysis	Montgomery Watson Labs	\$28,350	Revenue Fund
Electrical Arc Flash Study	Shermco Industries	\$28,100	Revenue Fund

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

10.

With the recommendation of management, Director Lane moved to approve the following capital expenditure.

Equipment	Recommended Vendor	Amount	Funding Source(s)
Telephone- Replacements	Flair Data Systems, Inc.	\$117,336.75	General Fund Revenue Fund

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

11.

With the recommendation of management, Director Leonard moved to approve the transfer of \$950,000 to Trinity River Vision Authority for project management and land acquisition related activities. Funding for this transfer is included in the FY 2007 General Fund Budget. Director Lane seconded the motion and the vote in favor was unanimous.

12.

With the recommendation of management, Director Sparks moved to approve the 3,410 square feet interior finish out for the Trinity River Vision Authority office and exhibit space at 307 W. Seventh St., Suite 100, Fort Worth, TX for the low bid of \$239,800 submitted by Stillwell Building System.. Funding for this contract is included in the FY 2007 General Fund Budget. Director Stevens seconded the motion and the vote in favor was unanimous.

13.

With the recommendation of management, Director Leonard moved to approve a contract with TransSystems for the initial survey work related to property acquisition for the TRV Central City Project in the amount of \$82,685. Funding for this purchase is

included in the General Fund-Budget. Director Lane seconded the motion and the vote in favor was unanimous.

14.

With the recommendation of management, Director Sparks moved to approve a contract with Turner, Collie & Braden for the design of the 121/Southwest Freeway – Clear Fork Crossing stream bank stabilization and City Dam modification in the amount not to exceed of \$112,910. This project is an unbudgeted expense in the FY 2007 General Fund Budget.

Director Stevens seconded the motion and the vote was in favor with Director Lane absent for this vote.

15.

With the recommendation of management, Director Leonard moved to approve the lease of the Water District's mineral rights to XTO Energy Inc. in and to 10.368 acres in the M. Anderson Survey, A-9 Tarrant County, Texas in the amount of \$25,920, with a 25 percent royalty, three (3) year primary term for the Water District's mineral interest in the 10.368 acres as described in the exhibit below. Director Lane seconded the motion and the vote in favor was unanimous.



16.

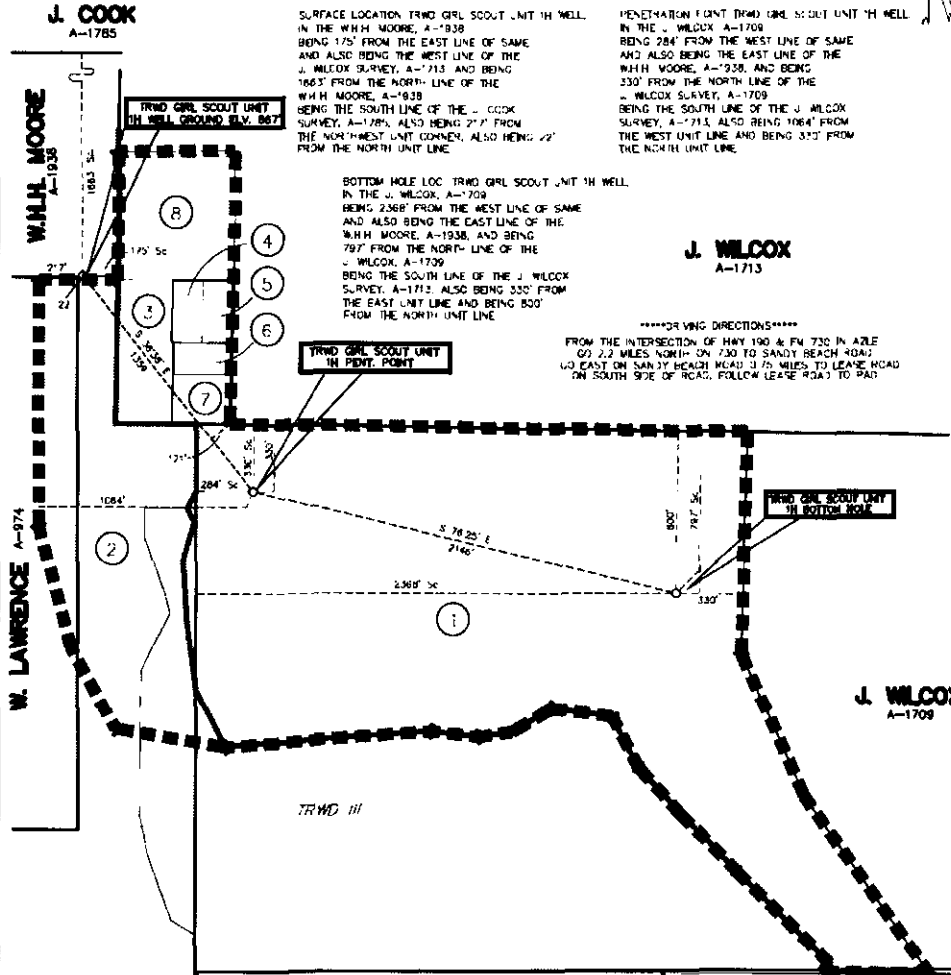
With the recommendation of management, Director Lane moved to ratify a pooling agreement for the XTO TRWD-Girl Scouts Unit Tarrant County, Texas. The attached plat shows the configuration and tract participation of the various parties to the unit. The Water District's unit participation will be calculated on ownership of $\frac{1}{2}$ of the royalty on the Girl Scout tract (111.72) and full ownership on a 26.472 acre tract in the 156.00701 acre unit. The Water District's net revenue interest in the unit will be .1313726. Director Sparks seconded the motion and the vote in favor was unanimous.

**** NOTES ****

This plat does not represent a boundary survey
 Acreages shown hereon are deed called or
 calculated from deeds furnished by others.
 Monumentation shown hereon was found
 Surface Location ties are shown from the
 location surveyed 9/2/06
 The Bearing base is "GR", N A D 27 Datum,
 X North Central Zone, Convergence: +00°07'19" 0
 at the Surface Location.

1	- CALLED 111.72 ACRES	TRND GIRL SCOUTS CIRCLE T OAKHOLM, INC
2	- CALLED 26.472 ACRES	TRND GIRL SCOUTS
3	- CALLED 4.71 ACRES	DOUGLAS DENNEY JR UN
4	- CALLED 6.33 ACRES	WENDELL CHENEY JR UN
5	- CALLED 6.991 ACRES	WENDELL CHENEY JR UN
6	- CALLED 7.0 ACRES	WENDELL CHENEY JR UN
7	- CALLED 84.501 ACRES	JM BOB BIRNBAUM JR UN
8	- CALLED 0.817 ACRES	DOUGLAS DENNEY JR UN
156.00701 TOTAL CALLED ACRES IN UNIT & DRUG UNIT		

+00°07'19" 0



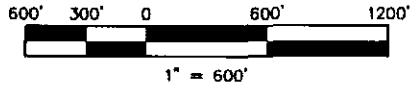
WELL LOCATION PLAT
XTO ENERGY INC.
TRND GIRL SCOUT UNIT 1H
156.00701 ACRE UNIT
TARRANT COUNTY, TEXAS

MEP & P RR CO.
 A-1142

J. WILCOX
 A-1712
 N.A.D. 27 DATUM
 TEXAS NORTH CENTRAL ZONE

**** SURFACE LOCATION TRND GIRL SCOUT UNIT 1H WELL ****
 N: 456688.93
 E: 1989785.79
 LAT.: 32°55'19".19
 LONG.: 97°31'59".84

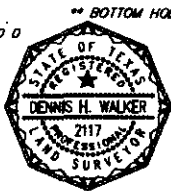
**** PENETRATION POINT TRND GIRL SCOUT UNIT 1H WELL ****
 N: 455627.54
 E: 1990634.13
 LAT.: 32°55'08".68
 LONG.: 97°31'49".88



WALKER & ASSOCIATES SURVEYING, INC.
 TYLER, TEXAS PH: 903-534-9000

I, Dennis H. Walker, Registered Professional Land Surveyor do hereby state that this plat was prepared from a partial survey and from public record information and is true and correct to the best of my knowledge.

GIVEN UNDER MY HAND AND SEAL, this the 30th day of October, 2006.



**** BOTTOM HOLE TRND GIRL SCOUT UNIT 1H WELL ****
 N: 455123.72
 E: 1992720.30
 LAT.: 32°55'03".70
 LONG.: 97°31'25".40

By: _____
 Dennis H. Walker
 Registered Professional Land Surveyor
 State of Texas No. 2117

Surface Location is located
 2.1 Mile Northeast of Azle
 "AZLE" Quadrangle

17.

With the recommendation of management, Director Lane moved to ratify the pooling agreement for the XTO TRWD Wildlife B2H Unit Tarrant County, Texas. The attached plat shows the configuration and tract participation of the various parties to the unit. The Water District's unit participation will be 106.12 acres in the 140 acre unit. The Water District's net revenue interest in the unit will be 0.1895. Director Sparks seconded the motion and the vote in favor was unanimous.

**** NOTES ****

This plat does not represent a boundary survey. Acreages shown hereon are deed called or calculated from deeds furnished by others. Monumentation shown hereon was found. Surface Location ties are shown from the location surveyed 1/16/06. The Rearing Base is "GRID", N.A.D. 27 Datum. Tx North Central Zone, Convergence: +00'07"50".5 at the Surface Location.

PENETRATION POINT TRWD WILDLIFE B2H WELL IN THE M.E.P. & P.R.R.CO. A-1120 BEING 139' FROM THE WEST LINE OF SAME AND ALSO BEING THE EAST LINE OF THE J.S. THURMOND A-1535, AND BEING 354' FROM THE SOUTH LINE OF THE M.E.P. & P.R.R.CO. A-1120 BEING THE NORTH LINE OF THE Y. SOMORA SURVEY, A-1385, ALSO BEING 517' FROM THE EAST UNIT LINE AND BEING 448' FROM THE SOUTH UNIT LINE.

SURFACE LOCATION TRWD WILDLIFE B2H WELL IN THE M.E.P. & P.R.R.CO. A-1120 BEING 229' FROM THE EAST LINE OF SAME AND ALSO BEING THE WEST LINE OF THE JACOB WILCOX SURVEY, A-1722, AND BEING 1481' FROM THE SOUTH LINE OF THE M.E.P. & P.R.R.CO. A-1120 BEING THE NORTH LINE OF THE Y. SOMORA SURVEY, A-1385, ALSO BEING 351' FROM THE WEST UNIT LINE AND BEING 139' FROM THE NORTH-EAST UNIT LINE.

1 - CALLED 106.12 ACRES TRWD II PARKS AND WILDLIFE / WALSH
2 - CALLED 33.88 ACRES
140.00 TOTAL CALLED ACRES IN UNIT & DRUG UNIT

BOTTOM HOLE LOC TRWD WILDLIFE B2H WELL IN THE E. THURMOND, A-1534 BEING 481' FROM THE EAST LINE OF SAME AND ALSO BEING THE WEST LINE OF THE J.S. THURMOND SURVEY, A-1535, AND BEING 573' FROM THE SOUTH LINE OF THE E. THURMOND, A-1534 BEING THE NORTH LINE OF THE M.E.P. & P.R.R.CO. SURVEY, A-1120, ALSO BEING 330' FROM THE WEST UNIT LINE AND BEING 348' FROM THE NORTH UNIT LINE.

TRWD WILDLIFE B2H SURF LOC. ELEV = 701'

+00'07"50".5



E. THURMOND
A-1534

M.E.P. & P.R.R.CO.
A-1120

TRWD WILDLIFE B2H PENT. POINT

PARKS AND WILDLIFE CALLED 99.66 ACRES

JACOB WILCOX
A-1722

J.S. THURMOND
A-1535

Y. SOMORA
A-1385

ANTELO RESOURCES I, LP TRWD II LEASL TRACT CALLED 19.34 28 ACRES RECORDING NUMBER D20424374.3

WELL LOCATION PLAT
XTO ENERGY INC.
TRWD WILDLIFE UNIT B2H
140.00 ACRE UNIT
TARRANT COUNTY, TEXAS

M.E.P. & P.R.R.CO.
A-1121

N.A.D. 27 DATUM
TEXAS NORTH CENTRAL ZONE

** SURFACE LOCATION TRWD WILDLIFE UNIT B2H **
N: 463043.88
E: 2003066.38
LAT: 32°56'22".09
LONG: 97°29'24".02

** PENETRATION POINT TRWD WILDLIFE UNIT B2H **
N: 461839.94
E: 2002712.91
LAT: 32°56'11".16
LONG: 97°29'28".17

** BOTTOM HOLE TRWD WILDLIFE UNIT B2H **
N: 461890.90
E: 1999518.24
LAT: 32°56'08".70
LONG: 97°30'05".65

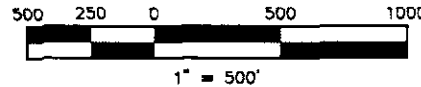
WALKER & ASSOCIATES SURVEYING, INC.
TYLER, TEXAS PH: 903-534-9000

I, Dennis H. Walker, Registered Professional Land Surveyor do hereby state that this plat was prepared from a partial survey and from public record information and is true and correct to the best of my knowledge.

GIVEN UNDER MY HAND AND SEAL, this the 19th day of September, 2006.



By: Dennis H. Walker
Registered Professional Land Surveyor
State of Texas No. 2117



***** DRIVING DIRECTIONS *****
FROM THE INTERSECTION OF HWY 2817 & E. PEDEN ROAD GO WEST ON E. PEDEN TO MORRIS DIDD ROAD, GO NORTH ON MORRIS DIDD ROAD APPROX 1000 FEET, GO WEST ON E. PEDEN ROAD APPROX 1 MILE TO PAD ON SOUTH SIDE OF ROAD

Surface Location is located 3.4 Miles Southwest of Avondale "AVONDALE" Quadrangle

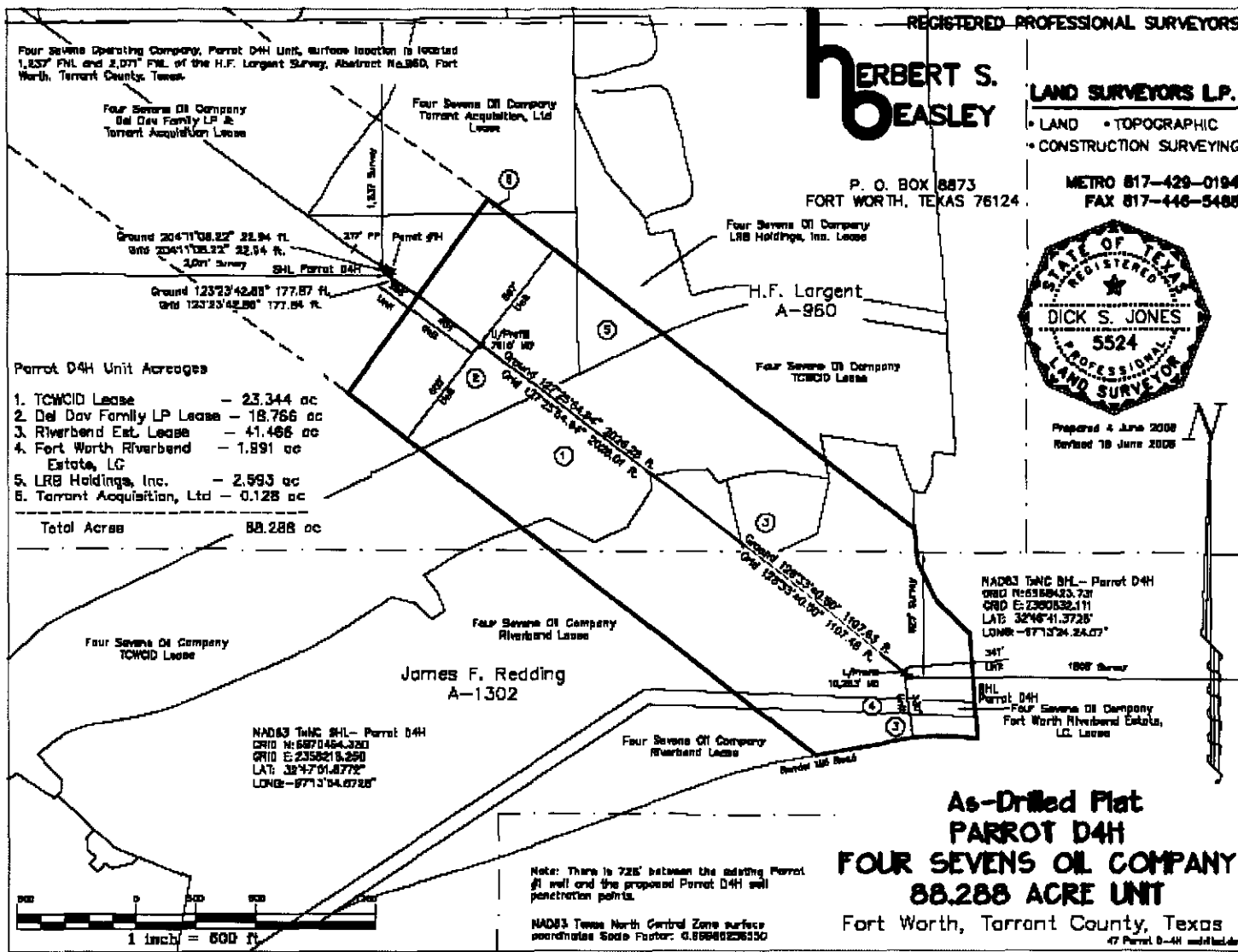
18.

With the recommendation of management, Director Lane moved to amend the Winter 2004 Oil and Gas Lease to include four (4) additional tracts that were inadvertently not included in the original lease description in the amount of \$63,392.84, with a 25 percent royalty, three (3) year primary term for the 31.228 acres.

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

19.

With the recommendation of management, Director Leonard moved to ratify the pooling agreement for the Four Sevens Oil Co., Parrot D-4H Unit Tarrant County, Texas. The attached plat shows the configuration and tract participation of the various parties to the unit. The Water District's unit participation will be 23.344 acres in the 88.288 acre unit. The Water District's net revenue interest in the unit will be .066018. Director Lane seconded the motion and the vote in favor was unanimous.



Four Sevens Operating Company, Parrot D4H Unit, surface location is located 1,837' PNL and 2,071' FNL of the H.F. Largent Survey, Abstract No.860, Fort Worth, Tarrant County, Texas.

Four Sevens Oil Company
Del Dav Family LP &
Tarrant Acquisition Lease

Four Sevens Oil Company
Tarrant Acquisition, Ltd
Lease

Ground 204°11'08.22" 22.94 ft.
GNS 204°11'08.22" 22.94 ft.
3.00' Survey

Ground 123°23'42.88" 177.87 ft.
GNS 123°23'42.88" 177.84 ft.

Parrot D4H Unit Acreages

- 1. TCWCID Lease - 23.344 ac
- 2. Del Dav Family LP Lease - 18.766 ac
- 3. Riverbend Est. Lease - 41.466 ac
- 4. Fort Worth Riverbend Estate, LG - 1.891 ac
- 5. LRB Holdings, Inc. - 2.993 ac
- 6. Tarrant Acquisition, Ltd - 0.128 ac

Total Acres 88.288 ac

Four Sevens Oil Company
TCWCID Lease

Four Sevens Oil Company
Riverbend Lease

James F. Redding
A-1302

NAD83 TNGC SHL- Parrot D4H
GRID N: 6570464.320
GRID E: 2358218.250
LAT: 32°47'01.8772"
LONG: -97°13'54.0725"

Four Sevens Oil Company
Riverbend Lease

NAD83 TNGC SHL- Parrot D4H
GRID N: 6588423.721
GRID E: 2360832.111
LAT: 32°46'41.3725"
LONG: -97°13'24.2407"



Note: There is 725' between the existing Parrot #1 well and the proposed Parrot D4H well penetration points.

NAD83 Texas North Central Zone surface coordinates Spheroid Factor: 0.89980226330

REGISTERED PROFESSIONAL SURVEYORS

**HERBERT S.
BEASLEY**

LAND SURVEYORS L.P.

- LAND
- TOPOGRAPHIC
- CONSTRUCTION SURVEYING

P. O. BOX 8873
FORT WORTH, TEXAS 76124

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Prepared 4 June 2008
Revised 18 June 2008

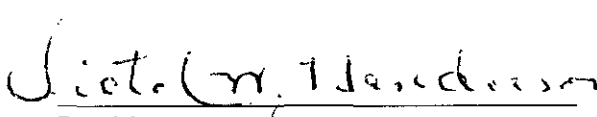
**As-Drilled Plat
PARROT D4H
FOUR SEVENS OIL COMPANY
88.288 ACRE UNIT
Fort Worth, Tarrant County, Texas**

47 Parrot D-4H wellhead.jpg

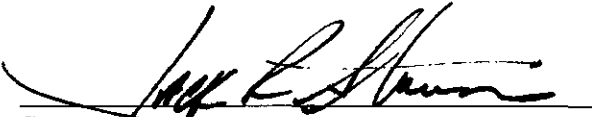
20.

The Board was updated on an engineering award presented to KBR, the District's engineer on the Richland-Chambers High-Capacity Project, for work associated with this project.

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



President



Secretary