

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 16TH DAY OF JANUARY 2007 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**

*Jack Stevens left the meeting at 10:43 a.m.

*James W. Lane arrived for the meeting at 10:18 a.m.

Also present were James M. Oliver, Alan Thomas, Ken Brummett, Steve Christian, Linda Christie, Wesley Cleveland, JD Granger, Nancy King, David Marshall, Mark Olson, Wayne Owen, and Sandy Swinnea.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District (the Water District); Lee Christie and Jared Harrell representing Pope, Hardwicke, Christie, Schell, Kelly & Ray, LLP; Jay Pritchard of Trinity Communications; Dick Fish of Save Eagle Mountain Lake; Reem Samra of Deloitte and Touche, LLC; Kevin Patrick (by teleconference) of KMP; Max Baker of the Fort Worth Star Telegram; Dan McGraw and Vishal Malhotra of Fort Worth Weekly; Robert Francis of the Business Press; Bob Smith, Stephanie Hall 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 Stevens and seconded by Director Sparks, the Directors unanimously voted to approve the minutes from the meeting held December 19,

2006 and on a motion made by Director Sparks and seconded by Director Leonard, the Directors unanimously voted to approve the minutes from the meeting held January 9, 2007. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

Dick Fish of Save Eagle Mountain Lake commended Mark Ernst for taking care of styrofoam debris strewn around after a dock rehabilitation. He also announced the following: (1) the Eagle Mountain Lake Clean-up meeting is scheduled for January 31, 2007; (2) the Park Fund Appeal is on the Save Eagle Mountain Lake website; and (3) the Save Eagle Mountain Lake new board members are Kathy Barnett, Roger Grant and Don Anderson.

4.

Reem Samra from Deloitte and Touche, LLC presented the audited financial statements to the Board of Directors. With the recommendation of management, Director Leonard moved to approve the annual financial report and single audit reports by the Water District's auditors, Deloitte and Touche, LLC. Director Stevens seconded the motion and the vote in favor was unanimous.

5.

The President and presiding officer next called an executive session at 9:55 a.m. under V.T.C.A., Government Code, Chapter 551.071 to consider pending or contemplated litigation and under Chapter 551.072 to consider real property issues – discuss property and water rights acquisition.

6.

Upon completion of the executive session at 10:36 a.m., the President reopened the meeting.

7.

With the recommendation of management, Director Leonard moved to approve operations and maintenance expenditures as noted below:

Project	Vendor	Amount	Funding Source
Variable Frequency Drive (VTD) Repair	Robicon	\$46,254	2007 Revenue Fund

Director Sparks seconded the motion and the vote was in favor with Director Lane being absent for the vote.

8.

With the recommendation of management, Director Stevens moved to ratify Change Order Number 01 to the Eagle Mountain Connection Pipeline Contract A with BAR Contractors, Inc., in the amount of \$48,424.53. Funding for this amendment is included in the 2006 Bond Fund Issue. Director Leonard seconded the motion and the vote in favor was unanimous.

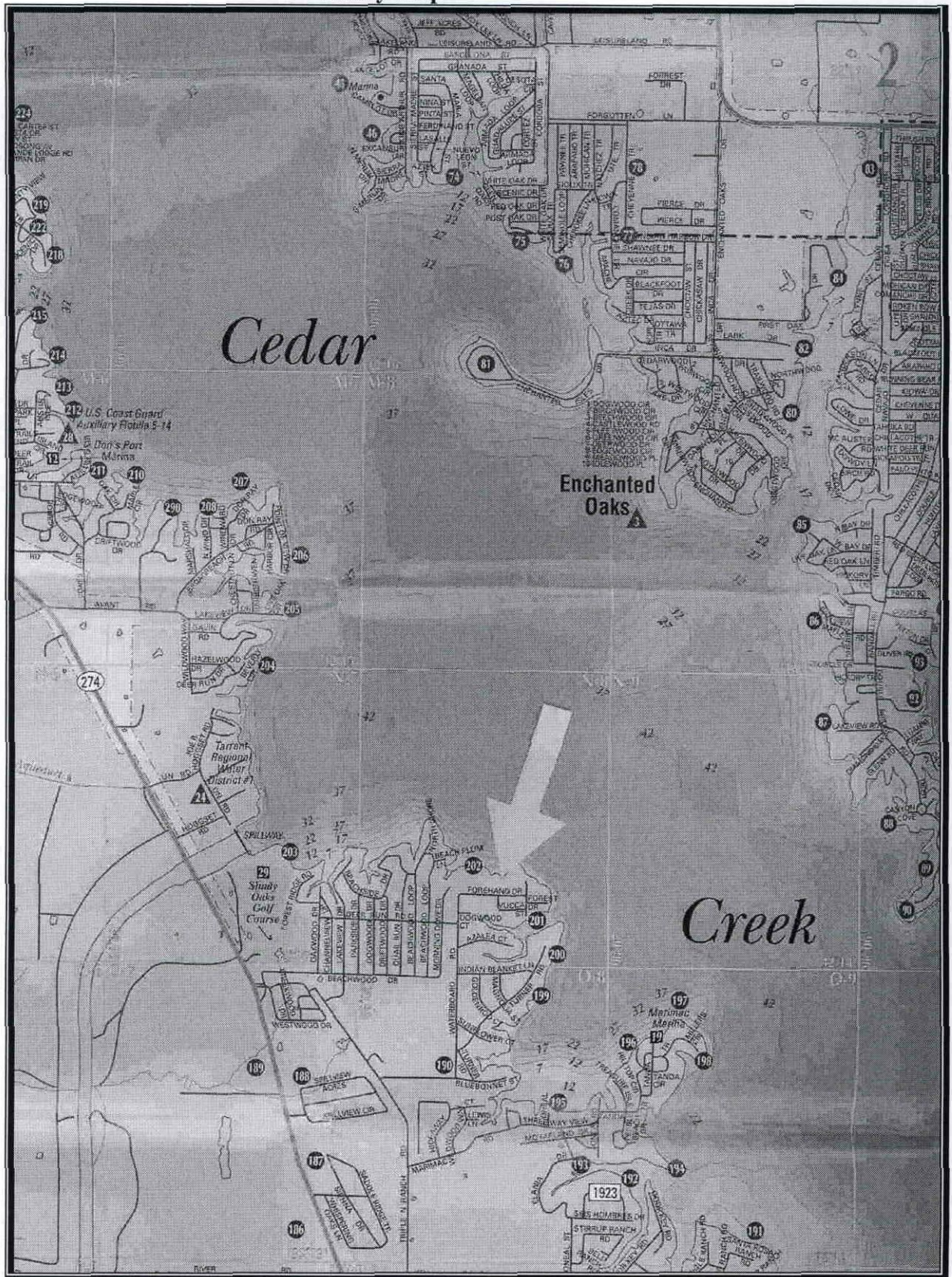
9.

With the recommendation of management, Director Sparks moved to approve the sale of the following described tract of land to Ed Brennan for the appraised value and bid amount of \$10,000:

**Lot 12, Block 5 of the Water Board Subdivision in
Henderson County, Texas**

[illegible]

Vicinity Map



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

10.

With the recommendation of management, Director Sparks moved to ratify Pooling Agreements for three (3) XTO units listed below:

1. **TRWD TAPP #1H**
2. **TRWD TAPP #2H**
3. **WILDLIFE A W #5H**

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 8/15/06. The Bearing Base is "GRID", N.A.D. 27 Datum, Tx. North Central Zone, Convergence: +00°09'22".85 at the Surface Location.

1. CALLED 3.518 ACRES	RAY TAPP & CO
2. CALLED 0.987 ACRES	RAY TAPP & CO
3. CALLED 0.987 ACRES	RAY TAPP & CO
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99. CALLED 0.987 ACRES	RAY TAPP & CO
100. CALLED 0.987 ACRES	RAY TAPP & CO

189.2552 TOTAL CALLED ACRES IN UNIT & DATA UNIT

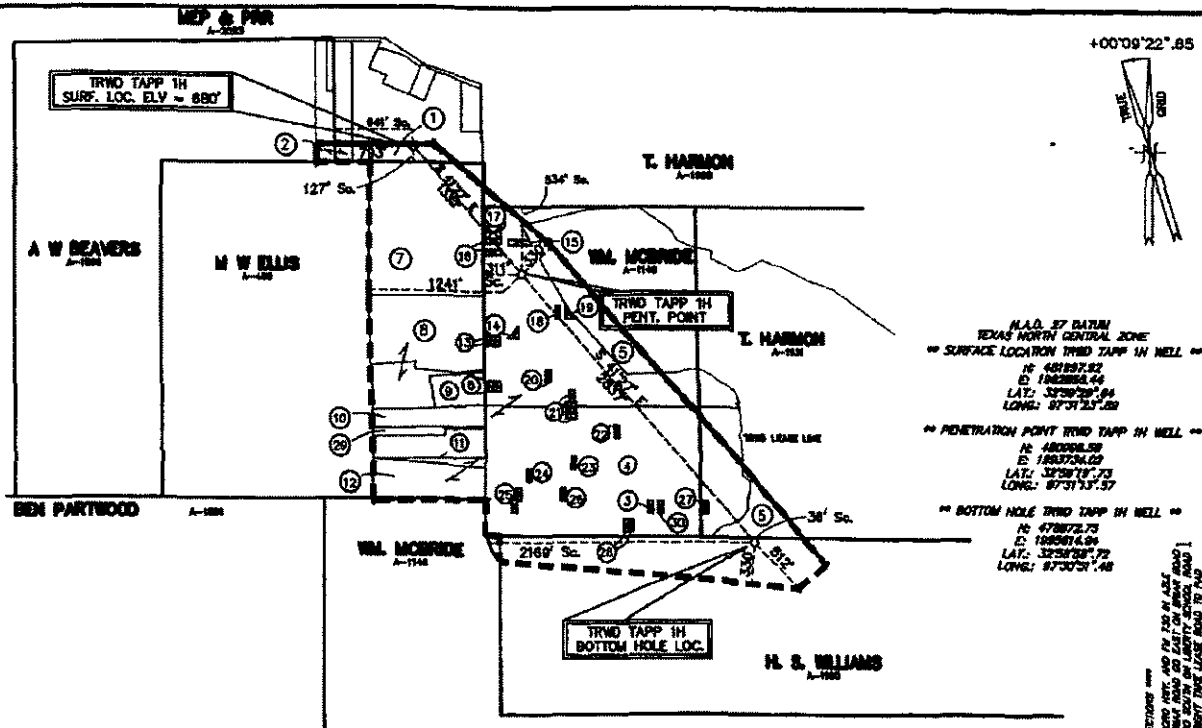
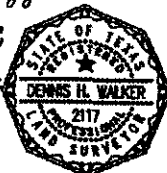
**WELL LOCATION PLAT
XTO ENERGY, INC.
TRWD TAPP UNIT 1H
189.2552 ACRE UNIT
TARRANT COUNTY, TEXAS**

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 04th day of December, 2006.

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



SURFACE LOCATION TRWD TAPP 1H WELL, IN THE MEAP & P RR SURVEY, A-2023, BEING 127' FROM THE SOUTH LINE OF SAME ALSO BEING THE NORTH LINE OF THE M.W. ELLIS SURVEY, A-488, AND BEING 587' FROM THE EAST LINE OF THE MEAP & P RR SURVEY, A-2023, SAME BEING THE WEST LINE OF THE T. HARMON A-1988, SAID POINT BEING 838' FROM THE NORTH UNIT LINE, AND BEING 783' FROM THE WEST UNIT LINE.

PENETRATION POINT TRWD TAPP 1H WELL, IN THE W.M. MCBRIDE SURVEY, A-1148, BEING 534' FROM THE NORTH LINE OF SAME ALSO BEING THE SOUTH LINE OF THE T. HARMON SURVEY, A-1988, AND BEING 315' FROM THE WEST LINE OF THE W.M. MCBRIDE SURVEY, A-1148, SAME BEING THE EAST LINE OF THE M.W. ELLIS SURVEY A-488, SAID POINT BEING 1153' FROM THE NORTH UNIT LINE, SAID POINT ALSO BEING 1241' FROM THE WEST UNIT LINE.

BOTTOM HOLE TRWD TAPP 1H WELL, IN THE H.S. WILLIAMS SURVEY, A-1980, BEING 38' FROM THE NORTH LINE OF SAME ALSO BEING THE SOUTH LINE OF THE T. HARMON SURVEY, A-1931, AND BEING 2189' FROM THE WEST LINE OF THE H.S. WILLIAMS SURVEY, A-1980, SAME BEING THE EAST LINE OF THE W.M. MCBRIDE SURVEY A-1148, SAID POINT BEING 3307' FROM THE SOUTH UNIT LINE, SAID POINT ALSO BEING 512' FROM THE MOST SOUTHERN UNIT CORNER.



Surface Location is located
2.3 Miles Southwest of NEWARK
"AZLE" Quadrangle

This plat does not represent a boundary survey.
 Acreages shown hereon are dead called or
 calculated from deeds furnished by others.
 Monumentation shown hereon was found.
 Surface Location ties are shown from the
 location surveyed 3/18/05.
 The Bearing Base is "GRID", N.A.D. 27 Datum,
 Tx. North Central Zone, Convergence: +00°08'31".6
 at the Surface Location.

SURFACE LOCATION WILDLIFE A W UNIT SH, IN
 THE R. GAUGURA A-563
 BEING 4440' FROM THE WEST LINE OF SAME
 BEING THE EAST LINE OF THE J. WILCOX
 SURVEY, A-1713 AND
 387' FROM THE NORTH LINE OF THE
 R. GAUGURA A-563
 BEING THE SOUTH LINE OF THE Y. SAMORA
 SURVEY, A-1385, ALSO BEING 1380' FROM THE
 NORTHEAST UNIT LINE, AND 1446' FROM THE MOST
 EASTERN UNIT CORNER.

BOTTOM HOLE WILDLIFE A W UNIT SH, IN
 THE R. GAUGURA A-563
 BEING 3045' FROM THE WEST LINE OF SAME
 BEING THE EAST LINE OF THE J. WILCOX
 SURVEY, A-1713 AND
 1805' FROM THE NORTH LINE OF THE
 R. GAUGURA A-563
 BEING THE SOUTH LINE OF THE Y. SAMORA
 SURVEY, A-1385, ALSO BEING 330' FROM THE
 NORTHEAST UNIT LINE, ALSO BEING 330'
 FROM THE SOUTHWEST UNIT LINE.

PENETRATION POINT WILDLIFE A W UNIT SH, IN
 THE R. GAUGURA A-563
 BEING 1005' FROM THE WEST LINE OF SAME
 BEING THE EAST LINE OF THE J. WILCOX
 SURVEY, A-1708 AND
 474' FROM THE SOUTH LINE OF THE
 R. GAUGURA A-563
 BEING THE NORTH LINE OF THE J. WILCOX
 SURVEY, A-1708, ALSO BEING 330' FROM THE
 NORTHWEST UNIT LINE, ALSO BEING 330'
 FROM THE WEST UNIT LINE.

J. WILCOX
 A-1708

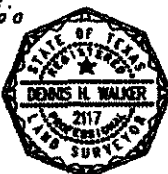
WELL LOCATION PLAT XTO ENERGY, INC. WILDLIFE A W UNIT SH 175.0000 ACRE UNIT TARRANT COUNTY, TEXAS

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

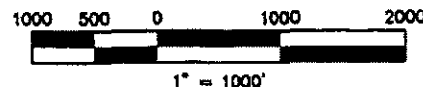
I, Dennis H. Walker, Registered Professional Land Surveyor do hereby state
 that this plat was prepared from a partial survey and from public record
 information and is true and correct to the best of my knowledge.

GIVEN UNDER MY HAND AND SEAL, this the 07th day of December, 2006.

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



J. WILCOX
 A-1712



Surface Location is located
 3.8 Miles Northwest of Avondale
 "AVONDALE" Quadrangle

1 - CALLED 35.5687 AC. TEXAS PARKS & WILDLIFE
 2 - CALLED 139.4383 AC. TRND II
 175.0000 TOTAL CALLED ACRES IN UNIT & DRLO UNIT

+00°08'31".6



J. WILCOX
 A-1713

Y. SAMORA
 A-1385

WILDLIFE A W UNIT SH
 SURF. LOC. ELEV = 688'

WILDLIFE A W UNIT SH
 PEN. POINT

R. GAUGURA
 A-563

XTO Energy
 TRND Lease Tract
 Called 2449.781 Acres

N.A.D. 27 DATUM
 TEXAS NORTH CENTRAL ZONE
 ** SURFACE LOCATION WILDLIFE A W UNIT SH WELL **
 N: 452011.73
 E: 302043.00
 LAT: 32°58'28".35
 LONG: 97°50'17".81

** PENETRATION POINT WILDLIFE A W UNIT SH WELL **
 N: 452006.30
 E: 302043.00
 LAT: 32°58'28".35
 LONG: 97°50'17".81

** BOTTOM HOLE WILDLIFE A W UNIT SH WELL **
 N: 452006.30
 E: 302043.00
 LAT: 32°58'28".35
 LONG: 97°50'17".81

M. HUNT
 A-780

The Water District's net revenue interest in each unit is as follows:

- | | | |
|----------------------------|-----------------|--------------------|
| 1. TRWD TAPP #1H | .0414699 | TRWD N.R.I. |
| 2. TRWD TAPP #2H | .1564191 | TRWD N.R.I. |
| 3. WILDLIFE A W #5H | .1991990 | TRWD N.R.I. |

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

Director Stevens was absent for the balance of the meeting.

11.

With the recommendation of management, Director Leonard moved to approve amendments to four (4) oil and gas leases listed below in order to clarify and modify the continuous drilling provisions in each of the respective leases.

1. Tarrant Regional Water District to Antero Resources I, LP dated April 30, 2004, recorded by Memorandum of Oil and Gas Lease as No. D204243743, Deed Records, Tarrant County, Texas.
2. Tarrant Regional Water District to Antero Resources I, LP dated July 30, 2004, recorded by Memorandum of Oil and Gas Lease as No. D204158610, Deed Records, Tarrant County, Texas.
3. Tarrant Regional Water District to Antero Resources I, LP dated October 27, 2004, recorded by Memorandum of Oil and Gas Lease as No. D204356019, Deed Records, Tarrant County, Texas.
4. Tarrant Regional Water District to Antero Resources I, LP dated December 3, 2004, recorded by Memorandum of Oil and Gas Lease as No. D204374569, Deed Records, Tarrant County, Texas, as amended effective November 21, 2006, by Lease Amendment recorded as No. D206389100, Deed Records, Tarrant County, Texas.

In addition, Ken Brummett was authorized to execute the amendments on behalf of the Water District. Director Sparks seconded the motion and the vote in favor was unanimous.

12.

The Directors viewed the quarterly video and were updated on legislative issues.

With the recommendation of management, Director Lane moved to approve to replace the Honorable Tom J. Vandergriff with the Honorable B. Glen Whitley as a director of Trinity River Vision Authority. Director Sparks seconded the motion and the vote in favor was unanimous.

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

January 16, 2007

WHEREAS, under the authority granted by House Bill 2639 of the 79th Texas Legislature, on July 18, 2006 the Board of Directors of the Tarrant Regional Water District ("TRWD") authorized the creation of a nonprofit corporation to act on behalf of TRWD as TRWD's authority and instrumentality;

WHEREAS, such a nonprofit corporation was thereafter incorporated as Trinity River Vision Authority ("TRVA") as evidenced by the Certificate of Filing issued by the Texas Secretary of State dated effective July 21, 2006;

WHEREAS, on July 18, 2006, the Board of Directors of TRWD appointed five (5) persons to constitute the initial board of directors of TRVA;

WHEREAS, the Bylaws of TRVA, which were approved by the Board of Directors of TRWD on October 17, 2006, call for a TRVA board of directors of up to seven (7) in number; and

WHEREAS, on October 17, 2006, the Board of Directors of TRWD appointed the Honorable Tom J. Vandergriff, in his capacity as County Judge of Tarrant County, Texas, as a director to the board of directors of TRVA;

WHEREAS, after a career of long and dedicated public service Judge Vandergriff has retired as Tarrant County Judge; and

WHEREAS, it is appropriate to appoint his successor, the Honorable B. Glen Whitley, to the Board of Directors of TRVA.

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

1. The number of directors which currently constitute the board of directors of TRVA is six (6).

2. The Honorable Tom J. Vandergriff is replaced on the board of directors by the following appointee:

Name

Mailing Address

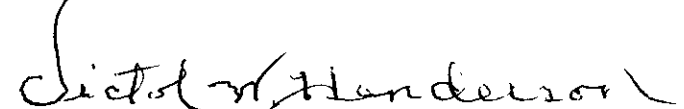
Hon. B. Glen Whitley

100 East Weatherford Street
Fort Worth, Texas 76102

PASSED, APPROVED AND ADOPTED THIS 19 DAY OF JANUARY, 2007.


TARRANT REGIONAL WATER DISTRICT

BY:



Victor W. Henderson
President
Board of Directors

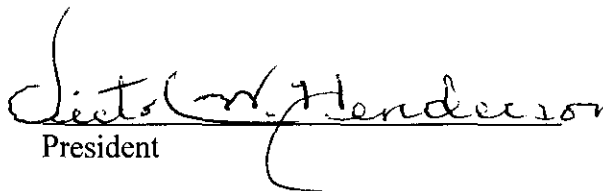
ATTEST:

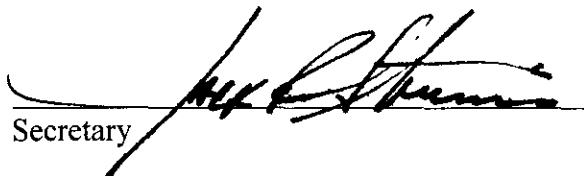


Jack R. Stevens
Secretary

14.

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



President

Secretary