

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 20TH DAY OF FEBRUARY 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

Absent
James W. Lane

*Arrived at the meeting at 9:45 a.m.

Also present were James M. Oliver, Alan Thomas, Ken Brummett, Nancy King, David Marshall, Wayne Owen, and Sandy Swinnea.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District (the Water District); Jay Pritchard of Trinity Communications; Bill Marshall of Save Eagle Mountain Lake; Jeff Ground of Lockwood, Andrews & Newman; Max Baker of the Fort Worth Star Telegram; and Robert Francis of the Business Press.

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 Stevens, the Directors unanimously voted to approve the minutes from the meeting held January 16, 2007. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

Bill Marshall of Save Eagle Mountain Lake announced that the Eagle Mountain Lake Clean-up has been moved to May 5, 2007.

4.

With the recommendation of management, Director Leonard moved to approve enrollment in TexSTAR Local Government Investment Pool. Director Stevens seconded the motion and the vote in favor was unanimous.

5.

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

Project	Vendor	Amount	Funding Source
Erosion Repair - Upper West Fork & Farmers Branch Creek	Tarrant Concrete	\$52,500	2007 General Fund
Service contract for Engineering Services SCADA System	CDM	\$36,000	2007 Revenue Fund

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

6.

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

	Equipment	Recommended Vendor	Amount	Funding Source(s)
1	ITB #07-009 Three (3) 72" Zero Turn Commercial Mowers	G & L New Holland, Weatherford, TX	\$10,475.00 \$10,475.00 \$10,475.00	Revenue Fund Revenue Fund Revenue Fund
2	ITB #07-010 Fabricated Fuel/Lube Body	Southwest Products, Phoenix, AZ	\$63,000.00	Revenue Fund
3	ITB #07-013 Industrial Loader Tractor	Landmark Equipment Co., Inc., Irving, TX	\$49,989.00	Revenue Fund
4	ITB #07-011 Trailer Mounted Standby Generator	Barco Pump, Dallas, TX	\$24,500.00	General Fund

5	ITB #07-015 Two (2) 3/4 Ton Ext/Quad Cab Pickups	McKinney Dodge, McKinney, TX	\$20,217.00 \$20,154.00	Revenue Fund Revenue Fund
6	ITB #07-016 Two (2) 1/2 Ton Ext/Quad Cap Pickups	McKinney Dodge, McKinney, TX	\$18,158.00 \$18,158.00	Revenue Fund Revenue Fund
7	ITB #07-017 3/4 Ton 2WD Crew Cab Pickup	McKinney Dodge, McKinney, TX	\$20,340.00	Revenue Fund
8	ITB #07-108 3/4/ Ton 4WD Ext/Quad Cab Pickup	McKinney Dodge, McKinney, TX	\$23,275.00	Revenue Fund
9	ITB #07-019 4-Door Sedan	Windham Motor Co., LP, McKinney, TX	\$14,992.00	Revenue Fund
10	ITB #07-020 1/2 Ton 2WD Cargo Van	Windham Motor Co., LP, McKinney, TX	\$18,035.00	Revenue Fund
11	Automated Chemical Feed System	Various	\$91,082.00	2006 Bond Fund

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

7.

With the recommendation of management, Director Leonard moved to amend the contract with RJ Brandes to increase the spending limit from \$400,000 to \$528,000 to continue development of the Riverware Model for use as a water planning and operations tool. Funding for this amendment is included in the 2007 Revenue Fund Budget. Director Stevens seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Stevens moved to adopt the Operations and Maintenance Manual for the River Bend Levee developed by Freese and Nichols. Director Leonard seconded the motion and the vote in favor was unanimous.

9.

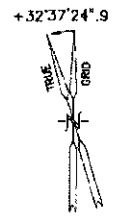
With the recommendation of management, Director Leonard moved to ratify Pooling Agreements for two (2) XTO Units.

The attached plats show the configuration and tract participation of the various parties in each of the units. These wells are located at Eagle Mountain Lake. These units and the District's net revenue interests in each unit are as follows:

- | | |
|---------------------|-----------------------------|
| 1. ELLIG #2H | .0987140 TRWD N.R.I. |
| 2. ELLIG #3H | .1257075 TRWD N.R.I. |

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 11/06. The Bearing Base is "GRID", N.A.D. 27' Datum, Tx. North Central Zone, Convergence: +32'37"24".9 at the Surface Location.

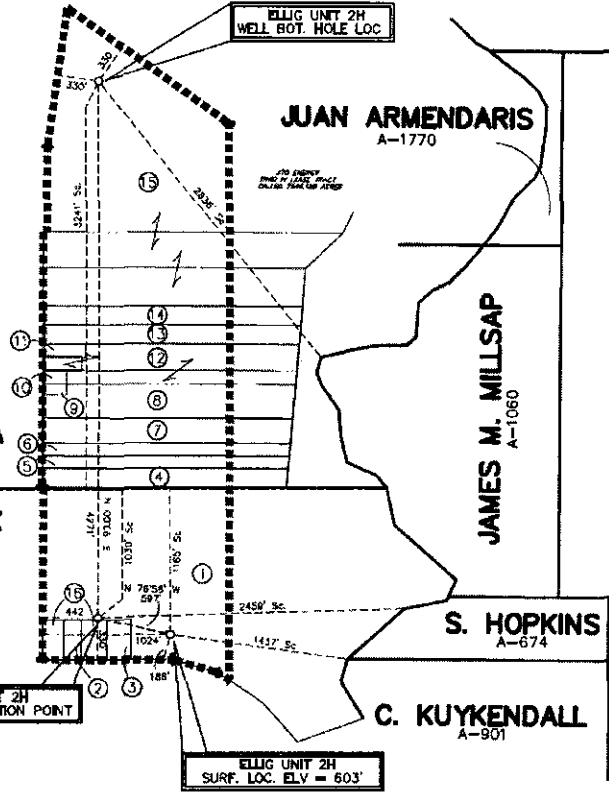
1	- CALLED 42.460 ACRES	KENNETH R. ELLIG et ux
2	- CALLED 1.0 ACRES	GARRY L. BENTON et ux
3	- CALLED 1.43 ACRES	JERRY McHAZLETT
4	- CALLED 5.15 ACRES	JAMES L. REZAC et of
5	- CALLED 3.43 ACRES	PAULINE WALDRIP
6	- CALLED 3.43 ACRES	IRENE C. GILMORE
7	- CALLED 6.85 ACRES	CHARLOTTE C. TEEL
8	- CALLED 8.96 ACRES	JESSE L. COLEMAN et ux
9	- CALLED 0.37 ACRES	JACKY L. COLEMAN et ux
10	- CALLED 0.45 ACRES	IGNACIO CASTRO
11	- CALLED 0.833 ACRES	TERRY W. KELLY et ux
12	- CALLED 9.53 ACRES	DON H. PHILLIPS
13	- CALLED 5.12 ACRES	ETHEL WARREN et of
14	- CALLED 5.12 ACRES	MARTH SUE PALMER et of
15	- CALLED 63.177 ACRES	TRWD
16	- CALLED 2.67 ACRES	LOIS SUMMERLIN
160.000 TOTAL CALLED ACRES IN UNIT & DRUG UNIT		



SURFACE LOCATION ELLIG UNIT 2H WELL
 IN THE J. WILCOX SURVEY, A-1721
 BEING 1105' FROM THE NORTH LINE OF SAME
 AND ALSO BEING THE SOUTH LINE OF THE
 B. SAMORA SURVEY, A-1384, AND BEING
 1437' FROM THE EAST LINE OF THE
 J. WILCOX SURVEY, A-1721, SAME,
 BEING THE SOUTHWEST CORNER OF THE S. HOPKINS
 SURVEY, A-674, ALSO BEING 1024' FROM
 THE SOUTH UNIT LINE, ALSO BEING 1024' FROM
 THE WEST UNIT LINE.

PENETRATION POINT LOC. ELLIG UNIT 2H WELL
 IN THE J. WILCOX SURVEY, A-1721
 BEING 1030' FROM THE NORTH LINE OF SAME
 AND ALSO BEING THE SOUTH LINE OF THE
 B. SAMORA SURVEY, A-1384, AND BEING
 7457' FROM THE EAST LINE OF THE
 J. WILCOX SURVEY, A-1721, SAME,
 BEING THE NORTHWEST CORNER OF THE S. HOPKINS
 SURVEY, A-674, ALSO BEING 330' FROM
 THE SOUTH UNIT LINE, ALSO BEING 442' FROM
 THE WEST UNIT LINE.

BOTTOM HOLE LOC. ELLIG UNIT 2H WELL
 IN THE B. SAMORA SURVEY, A-1384
 BEING 3241' FROM THE SOUTH LINE OF SAME
 AND ALSO BEING THE NORTH LINE OF THE
 J. WILCOX SURVEY, A-1721, AND BEING
 7836' FROM THE EAST LINE OF THE
 B. SAMORA SURVEY, A-1384, SAME,
 BEING THE WEST LINE OF THE JAMES M. MILLSAP
 SURVEY, A-1060 ALSO BEING 330' FROM
 THE NORTH UNIT LINE AND 330' FROM
 THE WEST UNIT LINE.



**WELL LOCATION PLAT
 XTO ENERGY INC.
 ELLIG UNIT 2H
 160.000 ACRE UNIT
 TARRANT COUNTY, TEXAS**

***** DRIVING DIRECTIONS *****
 AT THE INTERSECTION OF 820 AND FOSTER ROAD, GO NORTH ON FOSTER ROAD
 1.8 MILES TO TEN MILE BRIDGE ROAD, GO WEST ON TEN MILE BRIDGE ROAD
 3.1 MILES TO PAD ON RIGHT SIDE OF ROAD.

N.A.D. 27 DATUM
 TEXAS NORTH CENTRAL ZONE
 ** SURFACE LOCATION ELLIG UNIT 2H WELL **
 N: 435847.09
 E: 2009216.83
 LAT.: 32°51'52".94
 LONG.: 97°28'11".93

** PENETRATION POINT ELLIG UNIT 2H WELL **
 N: 435981.65
 E: 2008635.51
 LAT.: 32°51'54".26
 LONG.: 97°28'18".75

** BOTTOM HOLE ELLIG UNIT 2H WELL **
 N: 440253.09
 E: 2008642.48
 LAT.: 32°52'36".54
 LONG.: 97°28'18".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 16th day of January, 2007.



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

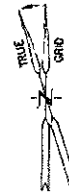
Surface Location is located
 6.8 Miles West of SAGINAW
 "LAKE WORTH" Quadrangle

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 11/06
 The Bearing Base is "GRID", NAD 27 Datum,
 Tx. North Central Zone, Convergence +32°37'24".9
 at the Surface Location.

+32°37'24".9

1	- CALLED	32.417 ACRES	KENNETH R. ELLIG et ux
2	- CALLED	1.6 ACRES	JAMES L. REZAC et al
3	- CALLED	1.14 ACRES	PAULINE WALDRIP
4	- CALLED	1.14 ACRES	IRENE C. GILMORE
5	- CALLED	2.29 ACRES	CHARLOTTE G. TEEL
6	- CALLED	3.24 ACRES	JESSE L. COLEMAN et ux
7	- CALLED	3.9 ACRES	DON H. PHILLIPS
8	- CALLED	1.99 ACRES	ETHEL WARREN et al
9	- CALLED	2.0 ACRES	MARTH SUE PALMER et al
10	- CALLED	50.283 ACRES	TRWD

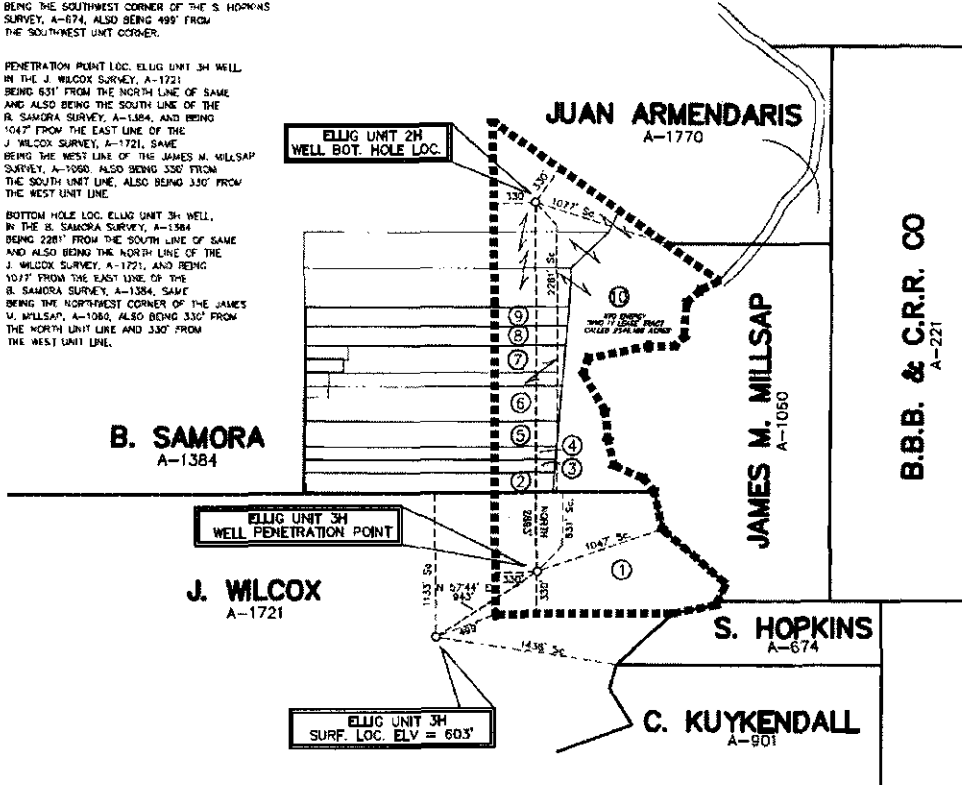
100,000 TOTAL CALLED ACRES IN UNIT & DRLG. UNIT



SURFACE LOCATION ELLIG UNIT 3H WELL
 IN THE J. WILCOX SURVEY, A-1721
 BEING 1133' FROM THE NORTH LINE OF SAME
 AND ALSO BEING THE SOUTH LINE OF THE
 B. SAMORA SURVEY, A-1384, AND BEING
 430' FROM THE EAST LINE OF THE
 J. WILCOX SURVEY, A-1721, SAME
 BEING THE SOUTHWEST CORNER OF THE S. HOPKINS
 SURVEY, A-674, ALSO BEING 499' FROM
 THE SOUTHWEST UNIT CORNER.

PENETRATION POINT LOC. ELLIG UNIT 3H WELL
 IN THE J. WILCOX SURVEY, A-1721
 BEING 601' FROM THE NORTH LINE OF SAME
 AND ALSO BEING THE SOUTH LINE OF THE
 B. SAMORA SURVEY, A-1384, AND BEING
 1047' FROM THE EAST LINE OF THE
 J. WILCOX SURVEY, A-1721, SAME
 BEING THE WEST LINE OF THE JAMES M. MILLSAP
 SURVEY, A-1080, ALSO BEING 330' FROM
 THE SOUTH UNIT LINE, ALSO BEING 330' FROM
 THE WEST UNIT LINE.

BOTTOM HOLE LOC. ELLIG UNIT 3H WELL
 IN THE B. SAMORA SURVEY, A-1384
 BEING 2281' FROM THE SOUTH LINE OF SAME
 AND ALSO BEING THE NORTH LINE OF THE
 J. WILCOX SURVEY, A-1721, AND BEING
 1017' FROM THE EAST LINE OF THE
 B. SAMORA SURVEY, A-1384, SAME
 BEING THE NORTHWEST CORNER OF THE JAMES
 M. MILLSAP, A-1080, ALSO BEING 330' FROM
 THE NORTH UNIT LINE AND 330' FROM
 THE WEST UNIT LINE.



**WELL LOCATION PLAT
 XTO ENERGY INC.
 ELLIG UNIT 3H
 100,000 ACRE UNIT
 TARRANT COUNTY, TEXAS**

***** DRIVING DIRECTIONS *****
 AT THE INTERSECTION OF 820 AND FOSTER ROAD, GO NORTH ON FOSTER ROAD
 1.6 MILES TO TEN MILE BRIDGE ROAD, GO WEST ON TEN MILE BRIDGE ROAD
 3.1 MILES TO PAD ON RIGHT SIDE OF ROAD



1" = 1000'

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 23rd day of January, 2007.

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



N.A.D. 27 DATUM
 TEXAS NORTH CENTRAL ZONE
 ** SURFACE LOCATION ELLIG UNIT 3H WELL **
 N: 435878.72
 E: 2009221.51
 LAT: 32°51'53".24
 LONG: 97°28'11".88

** PENETRATION POINT ELLIG UNIT 3H WELL **
 N: 436280.23
 E: 2010019.16
 LAT: 32°51'58".22
 LONG: 97°28'02".53

** BOTTOM HOLE ELLIG UNIT 3H WELL **
 N: 439273.07
 E: 2010019.16
 LAT: 32°52'26".84
 LONG: 97°28'02".51

Surface Location is located
 6.8 Miles West of SAGINAW
 "LAKE WORTH" Quadrangle

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

10.

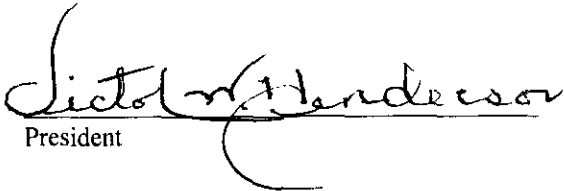
The President and presiding officer next called an executive session at 10:11 a.m. under V.T.C.A., Government Code, Chapter 551.071 to consider pending or contemplated litigation - Oklahoma water resources; and under Chapter 551.072 to consider real property issues – discuss Eagle Mountain park land.

11.

Upon completion of the executive session at 10:53 a.m., the President reopened the meeting.

12.

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



President



Secretary