MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF TARRANT REGIONAL WATER DISTRICT HELD ON THE 21ST DAY OF AUGUST 2007 AT 8:30 A.M.

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

Present

Absent Jim W. Lane

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

Also present were James M. Oliver, Alan Thomas, Ken Brummett, Lisa Cabrera, Wesley

Cleveland, Linda Christie, Todd Hatcher, Nancy King, David Marshall, Wayne Owen, Madeline

Robson, and Sandy Swinnea.

Also in attendance were Hal Ray and Jared Harrell representing Pope, Hardwicke,

Christie, Schell, Kelly & Ray, LLP; Rusty Gibson of Freese and Nichols, Inc.; Jay Pritchard of

Trinity Communications; Alan H. Plummer, Jr. and Alan Tucker of Alan Plummer Associates,

Inc.; Bill Marshall of Save Eagle Mountain Lake; and Max Baker of the Fort Worth Star

Telegram.

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.

The Board of Directors reviewed the Fiscal Year 2008 General Fund Budget.

3.

With the recommendation of management, Director Leonard moved to place a proposal

to adopt a 2007 tax rate of \$.02/\$100 on the agenda of the September 2007 Board of Directors

meeting and establish the date for a public hearing on the proposed rate of \$02/\$100 no less than

three and no more than fourteen days prior to the September Board of Directors meeting.

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

1

On a motion made by Director Stevens and seconded by Director Sparks, the Directors unanimously voted to approve the minutes from the meeting held July 24, 2007.

5.

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

6.

With the recommendation of management, Director Leonard moved to approve a one-year contract in the amount of \$72,000 with Mindy Ellmer to serve as a legislative liaison with the state legislature. Funding for this contract is included in the FY 2008 General Fund Budget and the FY 2008 Revenue Fund Budget. Director Sparks seconded the motion and the vote in favor was unanimous.

7.

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

Project	Vendor	Funding Source	Approved Cost
Information Services	Dell Financial	General Fund	\$11,031
Servers		Revenue Fund	\$16,547
		Budget Total	\$27,578
Network Management	Dell Financial	General Fund	\$28,809
System	1	Revenue Fund	\$43,214
		Budget Total	\$72,023
Richland-Chambers Metal	SCM Construction Inc.,	Insurance Reimbursement	N/A
Building Repair	Duncanville, Tx		
Tree Removal at Twin	AMS Company Inc.,	Revenue Fund	\$100,000
Points	Cleburne, Tx		
Pipeline Rehabilitation	Hansen Pipe	2008 Revenue Fund	\$206,000
Project	<u> </u>		

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

8.

With the recommendation of management, Director Sparks moved to ratify the pooling agreements executed by Ken Brummett on behalf of the Water District for the (1) XTO TRWD

Marshall #1H and (2) XTO TRWD A #2H oil and

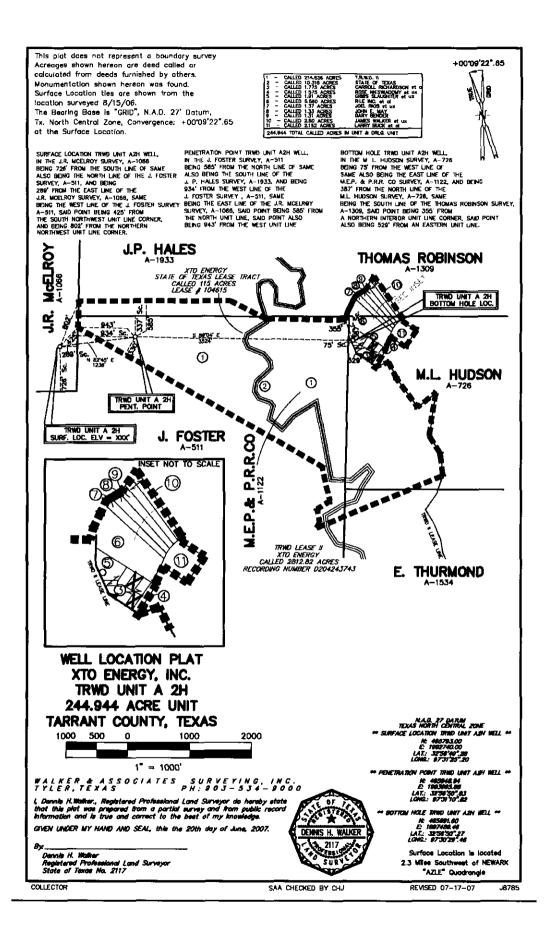
gas

wells

at Eagle Mountain Lake

as shown

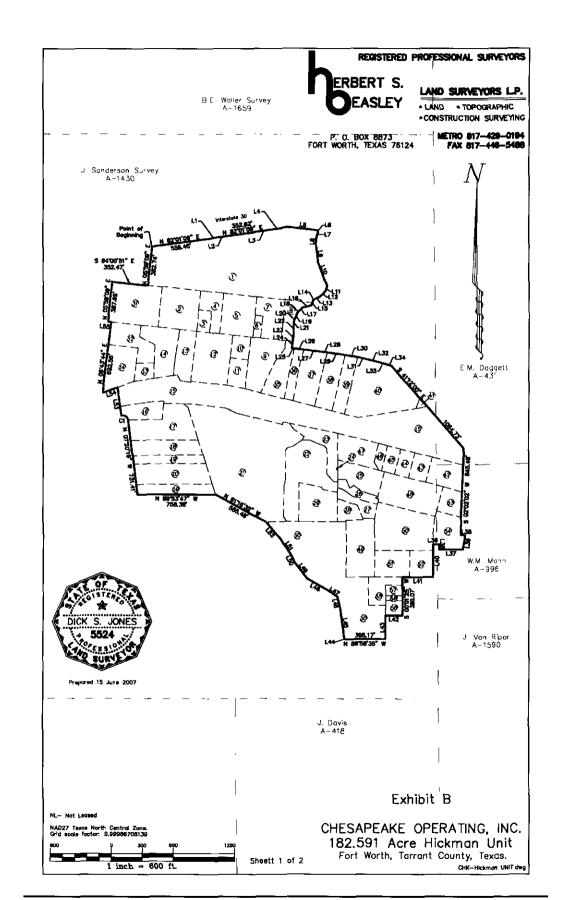
9



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

9.

With the recommendation of management, Director Leonard moved to ratify the pooling agreement executed by Ken Brummett on behalf of the Water District with Chesapeake Exploration Limited Partnership for the Hickman Unit #1H located south of I-30 between Riverside and Beach east of downtown Fort Worth as shown on Exhibits below.



Hickman Unit Acres

Hickman Unit Acres

1. SC Energy, Ltd. — 21.682 ac.
2. MCMC Auto, Ltd — 3.401 ac.
3. James L. Bilderback — 0.608 ac.
4. Keton Petel Masters — 1.435 ac.
5. James L. Bilderback — 2.938 ac.
6. William Harrls, III — 0.367 ac.
7. James L. Bilderback — 2.113 ac.
8. James Lee Investment — 1.240 ac.
9. Hament Thakorlal Khushal — 3.005 ac.
10. Randy Cox — 0.909 ac.
11. Randy Cox — 1.117 ac.
12. Inspiring Temple of Proise — 3.997 ac.
13. Suzanne Hill — 1.900 ac.
14. Eugene Hill, Jr. — 2.782 ac.
15. Union Pacific Railroad Company — 20.010 ac.
16. C.E. Lewis — 1.466 ac.
17. Alfredo Alvarado — 3.818 ac.
18. Shirley Orrell — 2.258 ac.
19. Hellen Orrell — 1.299 ac.
20. Elva Choate — 3.285 ac.
21. Tarrant County Water Control District — 17.843 ac.
22. Tarrant County Water Control District — 5.203 ac.
23. Tarrant County Water Control District — 2.015 ac.
24. Tarrant County Water Control District — 0.005 ac.
25. Davestates — 0.804 ac.
27. R2D2 Investments — 1.000 ac.
28. Helen Etta Underwood — 0.914 ac.
29. Davestates — 2.855 ac.
30. Waiter V. Bostick — 12.922 ac.
31. The Salvation Army — 4.368 ac.
32. Humane Society of North Texas — 2.329 ac.
33. Charles T. Beavers — 0.678 ac.
34. LEJ Properties, Inc. — 2.673 ac.
35. TXI Minerol Development Co. I P et al — 2.044 ac.
36. Tarrant County Water Control District — 1.008 ac.
37. James L. Marshall — 2.205 ac.
39. Edward Randell, et al — 1.604 ac.
40. Betty McColl — 6.453 ac.
41. David D. Wimberly — 0.122 ac.
42. Perfect Performance Products, LIC — 1.959 ac.
43. Earl E. Shackelford — 1.000 ac.
44. Powerspoint Investments, LIC — 0.803 ac.
45. Axcel Holding Company — 0.750 ac.
46. Ed Pastusek — 0.470 ac.
47. Rosie Daniel I LP — 2.222 ac.
48. Powerspoint Investments, LIC — 0.803 ac.
49. Rosie Daniel I LP — 3.533 ac.
50. TLX \$\frac{1}{2} = 1.206 ac.
51. Texas Leather Trim, Inc. — 2.020 ac.
52. Raiph G. Campbell, Jr. — 1.372 ac.
53. Daniel P. F. 2.599 ac.
54. Bradley F. Peden — 2.112 ac.
55. Eugene A. Boatick — 1.364 ac.
56. Manuel Moreno — 0.569 ac.
57. Earline Welch Kennedy — 0.379 ac.
58

Total Acres - 182,591 ac.

REGISTERED PROFESSIONAL SURVEYORS



LAND SURVEYORS LP.

• LAND • TOPOGRAPHIC CONSTRUCTION SURVEYING

P. O. BOX 8873 FORT WORTH, TEXAS 76124

METRO 817-429-0194 FAX 817-446-5488

UNIT LINE TABLE								
LINE	BEARING	LENGTH						
L1	NB2'03'09"E	101.02						
L2	N81'53'42"E	81.61						
L3	N81'56'40"E	51.53						
L4	NB1"29'09"E	209.38						
L5	S84'00'51"E	294.28						
L6	\$22 27 29 E	9.73						
L7	SI 4"29"40" W	68.99						
LB	S03'48'19"W	71,98						
I.S	S06'49'25"E	165.58						
L10	520'28'54"E	180.38						
L11	S18'38'27"W	52.73						
L12	S45'14'27"W	75.39						
L13	565'20'32"W	61.92						
114	\$49'40'29"W	10.04						
L15	S17'23'34"W	56.24						
L16	576'55'50"W	90.08						
L17	S46'04'45"W	39.04						
LIE	5393742°W	36.07						
L19	S24'41'59"W	83.22						
ر20	\$24'39'47"W	15.84						
L21	508"25"35"W	30.74						
L22	S00'08'29"E	99.92						
L23	50610'40"W	70.22						
L24	S05'47'43"W	89.77						
L25	_\$8412'17'E	23.27						
L26	\$83'38'06"E	97.66						
1.27	S83'40'24 E	17E.00						
L28	S8318'24'E	46.10						
1.29	\$8271'24"E	176.93						
L30	578'44'17"E	123.76						
L31	\$77'33'24"E	100.00						
L32	\$7670°24°E	100.00						
L33	S74"27"24"E	100.00						
L34	572 55 24 E	38.49						
1.35	N89'49'0Z"E	41.70						
L36	509"41"02"W	140.00						
L37.	S89'49'02"W	226.30						
L38	N0010'58"W	50.00						
L39	589'49'02"W	58.88						
L40	S00TU3'02"W	315.40						
L41	N 59'35' 35 W	298.29						
1.42	N89"56"35"W	165.00						
£43	500 01 25 W	230.00						
L44	N38"38"52"W	3.32						
L45	NOT 05 52 W	292.28						
L46	NI 5 0 5 52 W	131.53						
L47	N55'36'52"W	113.02						
L48	N50'06'52"W	227.12						
L49	N38'04'52"W	196.65						
L50	N2573 52 W	69.37						
L51	N33'33'52"#	198.00						
L52	N39'57'52"W	218.22						
L53	NOT 03 55 W	277.14						
L54	569'59'58"W	153.22						
L55	NE3'51'56"W	30 09						
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UNIT CURVE TABLE							
Curve	Delto	Rodius	Length	Chord-Dir	Chord		
C1	10274'31"	50 00	89.22	N581041447W	77.85		



Prepared 15 June 2007

Exhibit B

NAD27 Texas North Central 1 inch = 600 ft.

NL- Not Leased

CHESAPEAKE OPERATING, INC. 182.591 Acre Hickman Unit

Fort Worth, Tarrant County, Texas.

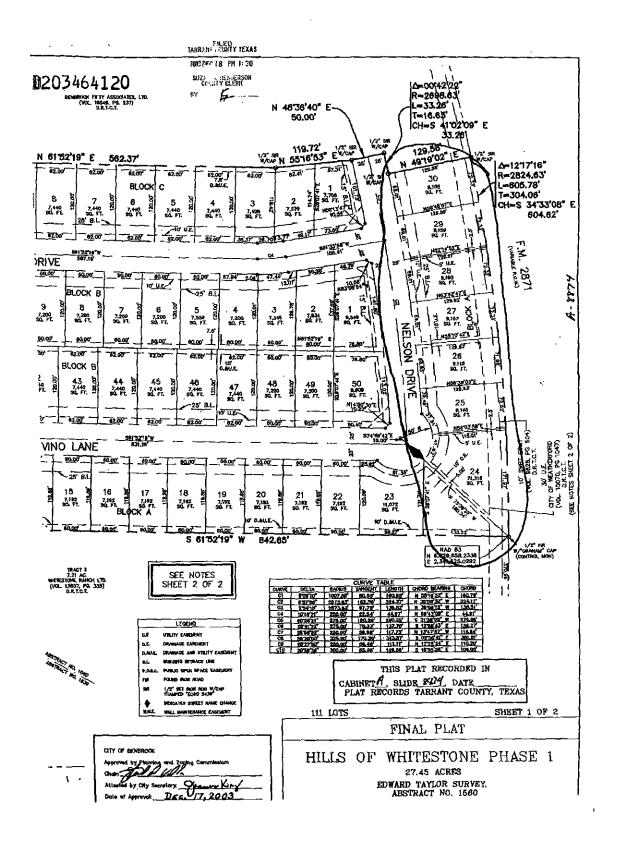
CHK-Hickman UNIT dwg

Sheett 2 of 2

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

10.

With the recommendation of management, Director Leonard moved to approve an oil and gas lease with Chesapeake Exploration Limited Partnership for terms of \$7,000, 25% royalty, two (2) year primary term for the Water District's mineral interest in 1.7496553 acres located in the Whitestone subdivision in Benbrook, more or less, as shown on the plat below.



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

11.

The President and presiding officer next called an executive session at 9:45 a.m. under V.T.C.A., Government Code, Chapter 551.071 to consider pending or contemplated litigation - rights of entry, Wilkinson case associated with Eagle Mountain Connection Project and Oklahoma water resources; and under Chapter 551.072 to consider oil and gas issues.

12.

Upon completion of the executive session at 10:18 a.m., the President reopened the meeting.

13.

With the recommendation of management, Director Sparks moved to approve a contract with Alan Plummer Associates, Inc. for engineering services related to the expansion of the George W. Shannon Richland-Chambers Wetlands at a cost not to exceed \$4,380,670. Funding for this contract is included in the 2002 Bond Issue, the 2006 Bond Issue and the 2009 Bond Issue. Director Leonard seconded the motion and the vote in favor was unanimous.

14.

With the recommendation of management, Director Sparks moved to approve an oil and gas lease to Four Sevens Resources Co., Ltd. for terms of \$4,221,700, 26.5% royalty, three (3) year primary term for the Water District's mineral interest in 301.55 net acres, more or less, as shown on the plat below.



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

15.

With the recommendation of management, Director Sparks moved to approve an oil and gas lease with Vargas Energy, LTD in and to those lands shown on the plat below (Hulen area) for terms of \$1,032,500 (bonus monies to be calculated after survey at the rate of \$14,750 per

acre), 27.6% royalty, three (3) year primary term for the Water District's mineral interest in approximately 70 net acres.

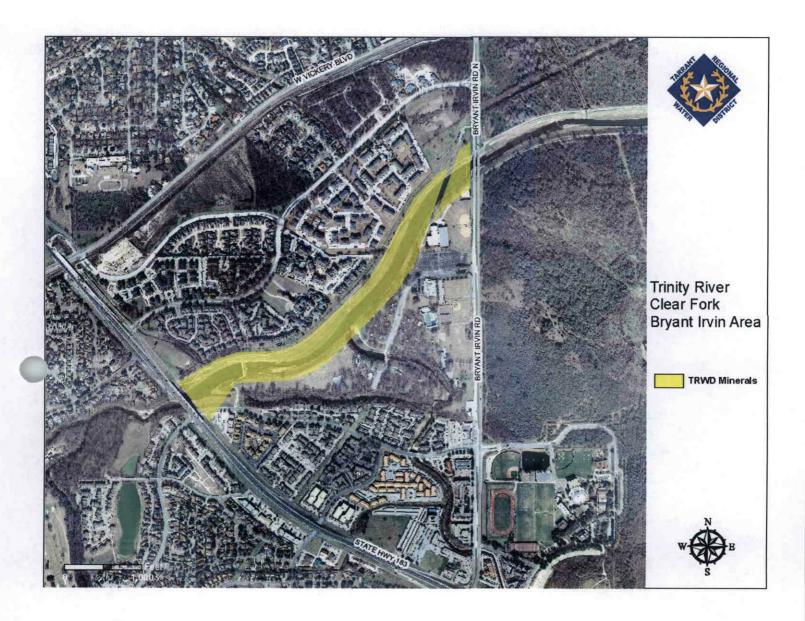


Director Leonard seconded the motion and the vote in favor was unanimous.

16.

With the recommendation of management, Director Sparks moved to approve a lease to Vargas Energy, LTD in and to those lands shown on the plat below (Bryant Irvin area) for terms of \$410,000 (bonus monies to be calculated after survey at the rate of \$14,750 per acre), 25%

royalty, three (3) year primary term for the Water District's mineral interest in approximately 41 net acres.



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

17.

The Board of Directors reviewed the Fiscal Year 2008 Revenue Fund Budget.

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

President