

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 19TH DAY OF AUGUST 2008 AT 8:30 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
Jim W. Lane

Also present were Jim Oliver, Alan Thomas, Ken Brummett, Linda Christie, Steve Christian, Wesley Cleveland, Sheila Johannessen, Nancy King, David Marshall, Rachel Navajar, Wayne Owen, Sandy Swinnea, Carol Tackel and Ed Weaver.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District (the Water District); Lee Christie representing Pope, Hardwicke, Christie, Harrell, Schell & Kelly, LLP; Dick Fish of Save Eagle Mountain Lake; Adelaide Leavens of Streams and Valleys; Denis Qualls and Jody Puckett of the City of Dallas; Rusty Gibson, Wendy Shabay, Gabe Johnson and Dwight Taylor of Freese and Nichols, Inc.; Richard Sawey and Doug Varner of CDM; Baker Ashiwaya and Mike McCure of KBR; Dan Buhman of Buhman Associates; Max Baker of the Fort Worth Star Telegram; Judd Pritchard of The Epstein Group; 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 Leonard, the Directors unanimously voted to approve the minutes of the meetings held on July 11, 2008 and July 15, 2008. 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 discussed two issues 1) There is a bridge shown across Eagle Mountain Lake on a map of new work the City of Fort Worth is doing. This bridge should not be on the map. Tarrant Regional Water District is on record as being opposed to the bridge. A representative of Save Eagle Mountain Lake will attend a meeting at Tarrant County College campus on August 19, 2008 at 6:30 p.m., to discuss this issue. 2) There will be a watershed briefing on September 3, 2008 at 10:00 a.m.

4.

The Board was presented an update of the raw water transmission integration study by Richard Sawey of CDM.

5.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to approve Amendment Number 2 to the contract with CDM in connection with the raw water transmission integration study at a cost not to exceed \$298,241. The cost is to be shared equally between the City of Dallas and the Water District. Funding for the Water District's portion of this project is included in the 2008 Revenue Fund Budget. The motion was seconded by Director Sparks and the vote in favor was unanimous.

6.

With the recommendation of management and the Land Committee, Director Lane moved to approve a contract with Freese and Nichols, Inc. for the preliminary design of the Eagle Mountain Twin Points Recreational Area at a cost not to exceed \$48,515. Funding for this contract is included in the 2008 General Fund Budget. Director Leonard seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management and the Construction Committee, Director Leonard moved to approve partial release of retainage on the Contract B with Garney Construction on the Eagle

Mountain Connection Project in the amount of \$1,304,916.95. Funding for this project is included in the 2006 Bond Fund. Director Lane seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Leonard moved to place a proposal to adopt a 2008 tax rate of \$.02/\$100 on the agenda for the September 11, 2008 Board of Directors meeting and to establish a date for a public hearing on the proposed 2008 tax rate of \$.02/\$100 to be held August 29, 2008 at 9:30 a.m. which is no less than three and no more than fourteen days, prior to the September 11, 2008 Board of Directors meeting. Director Lane seconded the motion and the vote in favor was unanimous.

9.

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

Equipment	Vendor	Approved Amount	Funding Source	Committee Recommending Approval
ITB#08-040 – Lancaster Trail Extension	Lake Richardson, Fort Worth, TX	\$70,000.00	General	Construction/ Operations
ITB#08-042 – Up to 800 cubic yards of 3000 psi concrete for Lancaster Trail Extension	Redi-Mix Concrete, Euless, TX	\$60,800.00	General	Construction/ Operations
ITB#08-043 – Rebar for Lancaster Trail Extension	White Cap, Dallas, TX	\$30,350.34	General	Construction/ Operations

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

10.

The President and presiding officer next called an executive session at 9:16 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 - Trinity River Vision land acquisition issues; and to consider oil and gas issues.

11.

Upon completion of the executive session at 9:35 a.m., the President reopened the meeting.

12.

With the recommendation of management and the Trinity River Vision Authority Board of Directors, Director Leonard moved to approve the purchase of land and the action of the TRVA Board of Directors authorizing such acquisitions of the following described land necessary for the construction of the Trinity River Vision – Central City Project from 2005 White Settlement Road, L.L.C. for the total negotiated purchase price of \$550,000.00. Funding for this purchase is included in the FY 2008 General Fund Budget.

Fee simple title to the surface estate only of approximately 0.316 acres of land, including improvements, being (i) Lots 2 and 3, Block 14, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 310, Page 18, Plat Records of Tarrant County, Texas, and further being described in a deed to 2005 White Settlement Road, L.L.C., recorded as Document No. D205084070, Deed Records, Tarrant County, Texas and (ii) a portion of a ten foot (10') alley closed by City Ordinance No. 6825 recorded in Volume 6265, Page 653, Deed Records, Tarrant County, Texas and amended in Volume 7899, Page 2127, Deed Records, Tarrant County, Texas, and as further described on the survey plat attached to the accompanying resolution as Exhibit "A"

LEGAL DESCRIPTION

BEING Lots 2 and 3, Block 14, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, recorded in Volume 310, Page 18, Plat Records, Tarrant County Texas (P.R.T.C.T.), and further being a tract of land described in a deed to 2005 WHITE SETTLEMENT ROAD, LLC, recorded in Document No. D205084070, Deed Records, Tarrant County, Texas (D.R.T.C.T.) and a portion of a 10 foot alley closed by City Ordinance No. 6825 recorded in Volume 6265, Page 653, and amended in Volume 7899, Page 2127, D.R.T.C.T.; said tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a "X" in concrete found (control monument) being the Northwest corner of said Lot 3 and the Northeast corner of Lot 5R, Block 14, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, recorded in Volume 388-71, Page 197, P.R.T.C.T., on the South right-of-way line of White Settlement Road (a variable width R.O.W.);

THENCE South 89 degrees 42 minutes 16 seconds East along said South right-of-way line and the North line of said Lots 3 and 2, a distance of 100.01 feet to a "X" in concrete found (control monument) being the Northeast corner of said Lot 2 and the Northwest corner of Lot 1 of said addition;

THENCE South 00 degrees 15 minutes 38 seconds West along the common line between said Lots 1 and 2, a distance of 136.03 feet to a 1/2 inch iron rod found being the Southeast corner of said Lot 2 and the Southwest corner of said Lot 1 on the North line of a 10 foot alley;

THENCE North 89 degrees 42 minutes 16 seconds West along the South line of said Lots 2 and 3 and said North line of alley, a distance of 70.17 feet to a 5/8 inch capped iron rod stamped Transystems set being the Northeast corner of the portion of alley closed by City Ordinance No. 6825;

THENCE South 00 degrees 14 minutes 42 seconds West along the East line of said portion of closed alley, a distance of 5.00 feet to a 5/8 inch capped iron rod stamped Transystems set being a Northeasterly ell corner of said Lot 5R;

THENCE North 89 degrees 42 minutes 16 seconds West along a Northerly line of said Lot 5R and the centerline of said closed alley a distance of 29.80 feet to a "X" in concrete set being a Easterly ell corner of said Lot 5R;

THENCE North 00 degrees 14 minutes 42 seconds East along the East line of said Lot 5R and the West line of said Lot 3, a distance of 141.03 feet to the POINT OF BEGINNING and containing 13,751 Square Feet or 0.316 Acre of Land.

Note: Survey sketch to accompany this legal description.

Note: Basis of bearing = NAD 83 Texas North Central Zone (4202).

Note: Coordinates shown are surface coordinates based on NAD 83 Texas North Central Zone (4202) with an adjustment factor of 1.0001375289116

I do hereby certify on this 24th day of April, 2007, that a survey was made on the ground as per the field notes shown on this survey and is true and correct according to the standards of the Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey, and accurate as to the boundaries and areas of the subject property and the size, location and type of buildings and improvements located within five (5) feet of said boundaries, if any, and shows the location of all visible easements and rights-of-way and the rights-of-way, easements, and other matters of record as listed in Schedule B of the Commitment for Title issued by Chicago Title Insurance Company, Dated February 7, 2007, GF# FT2HS-99807000031 affecting the subject property, and the location of all curb cuts and driveways, if any.

Except as shown on the survey: (i) there are no visible encroachments upon the subject property by visible improvements on adjacent property, (ii) there are no visible encroachments on adjacent property, streets or alleys by any visible improvements on the subject property, and (iii) there are no visible conflicts or discrepancies.

The subject property abuts White Settlement Road, a variable width right-of-way, which provides apparent access to and from the subject property.

This survey substantially complies with the current Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey.

By: TranSystems

Kenneth D. Erwin
Kenneth D. Erwin
Registered Professional Land Surveyor
No. 5554



Dated: 4-24-07

SCHEDULE B TITLE COMMITMENT DATA
As per Title Commitment GF No. FT2HS-99807000031
Effective Date February 7, 2007
Issued February 26, 2007

11. Title to all the coal, lignite, oil, gas and other minerals in, under and that may be produced from the land, together with all rights, privileges and immunities relating thereto. (Surveyor has no opinion)

In addition, R. Steve Christian is granted authority to execute all documents necessary to complete this transaction and to pay reasonable and necessary closing costs. Director Lane seconded the motion and the vote in favor was unanimous.

13.

With the recommendation of management and the Trinity River Vision Authority Board of Directors, Director Sparks moved to approve the purchase of land and the action of the TRVA Board of Directors authorizing such acquisitions of the following described lands necessary for the construction of the Trinity River Vision – Central City Project from Greenleaf Wholesale Florist, Inc. for the total negotiated purchase price of \$815,000.00. Funding for this purchase is included in the FY 2008 General Fund Budget.

Fee simple title to the surface estate only of approximately 0.597 acres of land, including improvements, being Lots 11, 12, 13, and 14, Block 15, Evans-Pearson-Westwood Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 310, Page 18, Plat Records of Tarrant County, Texas, and further being described in a deed to Greenleaf Wholesale Florist, Inc., recorded in Volume 17426, Page 104, Deed Records, Tarrant County, Texas, and as further described on the survey plat attached to the accompanying resolution as Exhibit "A"

**LEGAL DESCRIPTION
PARCEL 175
GREENLEAF WHOLESALE FLORIST, INC.**

BEING all of that same tract of land conveyed to Greenleaf Wholesale Florist, Inc. by special warranty deed as recorded in Volume 17426, Page 104 of the Deed Records of Tarrant County, Texas (D.R.T.C.T.), said tract also being Lots 11 thru 14, Block 15, Evans-Pearson-Westwood Addition, being an addition to the City of Fort Worth according to the plat recorded in Volume 310, Page 18 of the Plat Records of Tarrant County, Texas (P.R.T.C.T.), said lots being herein more particularly described by metes and bounds as follows:

BEGINNING at a "X" scribed in concrete set at the southwest corner of the said Lot 11, said beginning point being at the intersection of the north right-of-way line of Dakota Street (being a 50' right-of-way) with the east right-of-way line of Greenleaf Street (being a 50' right-of-way);

THENCE North 00° 19' 37" East, along the west property lines of the said Lots 11 thru 14, and along the said east right-of-way line of Greenleaf Street, a distance of 199.99 feet to a "Y" scribed in concrete found at the northwest property corner of the said Lot 14, said point being the southwest property corner of Lot 15, Block 15 of the said Evans-Pearson-Westwood Addition;

THENCE South 89° 38' 40" East, along the north property line of the said Lot 14 and along the south property line of the said Lot 15, a distance of 130.02 feet to a 1/2" iron rod with cap stamped "GRANT ENG" found at the northeast property corner of the said Lot 14, said point being at the southeast property corner of the said Lot 15, said point also being on the west edge of an existing 12.5' wide alley right-of-way;

THENCE South 00° 19' 37" West, along the east property line of the said Lots 11 thru 14 and along the said west edge of the 12.5' wide alley right-of-way, a distance of 199.99 feet to a 1/2" iron rod with cap stamped "GRANT ENG" found at the southeast property corner of the said Lot 11, said point being on the said north right-of-way line of Dakota Street;

THENCE North 89° 38' 40" West, along the south property line of the said Lot 11 and along the said north right-of-way line of Dakota Street, a distance of 130.02 feet to the Point of Beginning.

The tract being herein described contains 0.597 acres (26,005 square feet) of land.

Note: Survey sketch to accompany this legal description.

Note: Basis of Bearing = NAD 83 Texas North Central Zone (4202)

Note: Coordinates shown are surface coordinates based on NAD 83 Texas North Central Zone (4202) with an adjustment factor of 1.0001375289116.

EXHIBIT A

I do certify on this 31st day of August, 2007, that a survey was made on the ground as per the field notes shown on this survey and is true and correct according to the standards of the Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey, and accurate as to the boundaries and areas of the subject property and the size, location and type of buildings and improvements located within five (5) feet of said boundaries, if any, and shows the location of all visible easements and rights-of-way and the rights-of-way, easements and other matters of record as listed in Schedule B of the Commitment for Title issued by Fidelity National Title Insurance Company, Dated April 22, 2007, GF# FT2HS-99807000063 affecting the subject property, and the location of all curb cuts and driveways, if any.

Except as shown on the survey: (i) there are no visible encroachments upon the subject property by visible improvements on adjacent property, (ii) there are no visible encroachments on adjacent property, streets or alleys by any visible improvements on the subject property, and (iii) there are no visible conflicts or discrepancies.

The property abuts Dakota Street, a 50 foot right-of-way and Greenleaf Street, a 50 foot right-of-way which provides apparent access to and from the subject property.

This survey substantially complies with the current Texas Society of Professional Surveyors Standards and Specifications for a Category 1A, Condition II Survey.

By: Spooner and Associates, Inc.



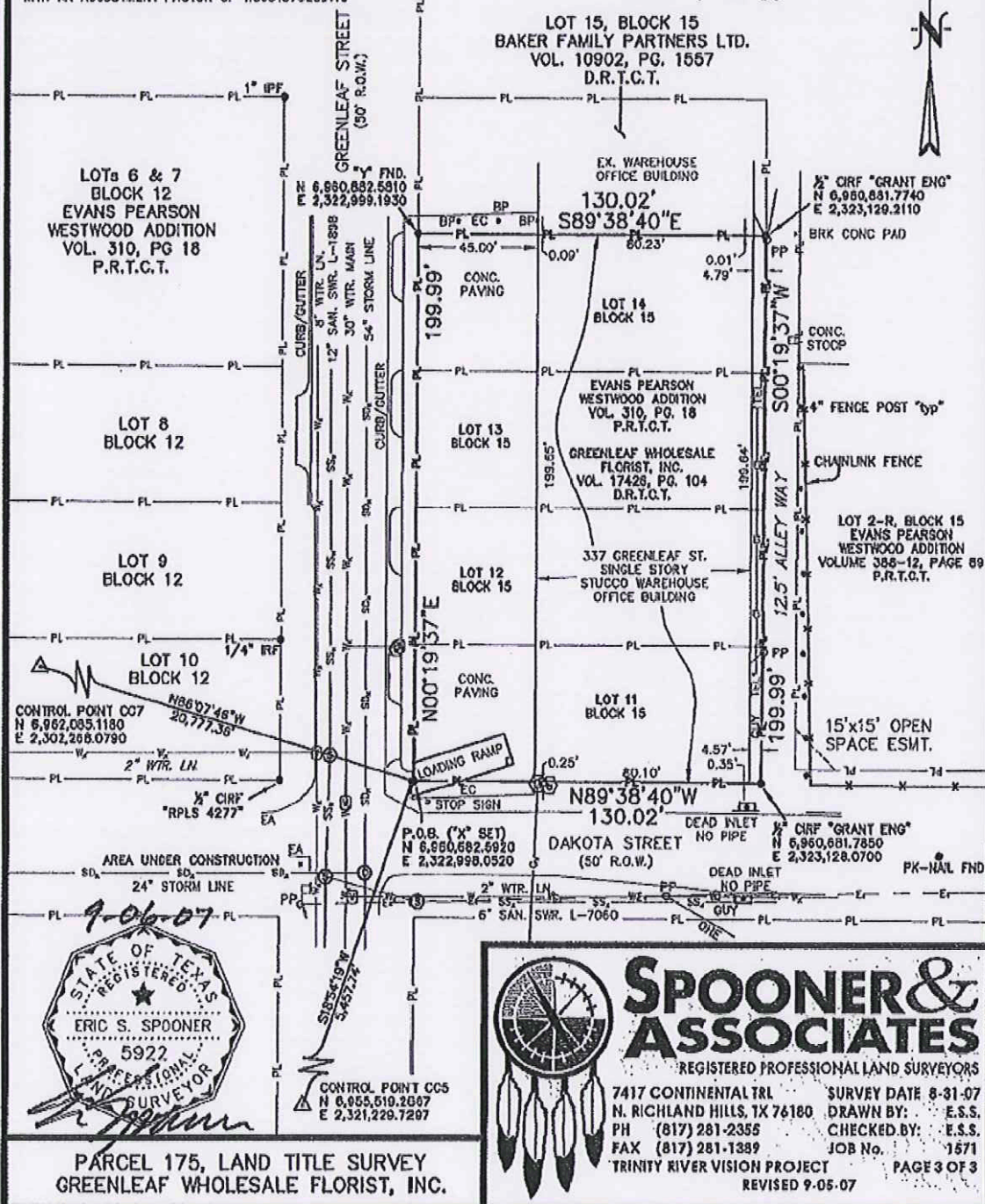
Surveyors Name: Eric Shaun Spooner
Registered Professional Land Surveyor,
Texas No. 5922
Date of Survey: 8-31-07
Revised 9-04-07



NOTE: UNDERGROUND UTILITIES SHOWN ARE COMPILED FROM FIELD EVIDENCE AND SCALED FROM UTILITY MAPS PROVIDED BY OTHERS. UTILITIES MAY EXIST THAT ARE NOT SHOWN. NO EXCAVATIONS WERE DONE TO DETERMINE THE LOCATION OF UNDER GROUND UTILITIES.

NOTE: COORDINATES SHOWN ARE SURFACE COORDINATES BASED ON NAD 83 TEXAS NORTH CENTRAL ZONE (4202) WITH AN ADJUSTMENT FACTOR OF 1.0001375269116

0 50' 100'
GRAPHIC SCALE IN FEET
1" = 50'



In addition, R. Steve Christian is granted authority to execute the deed and all other documents necessary to complete this transaction and to pay reasonable and necessary closing costs. Director Stevens seconded the motion and the vote in favor was unanimous.

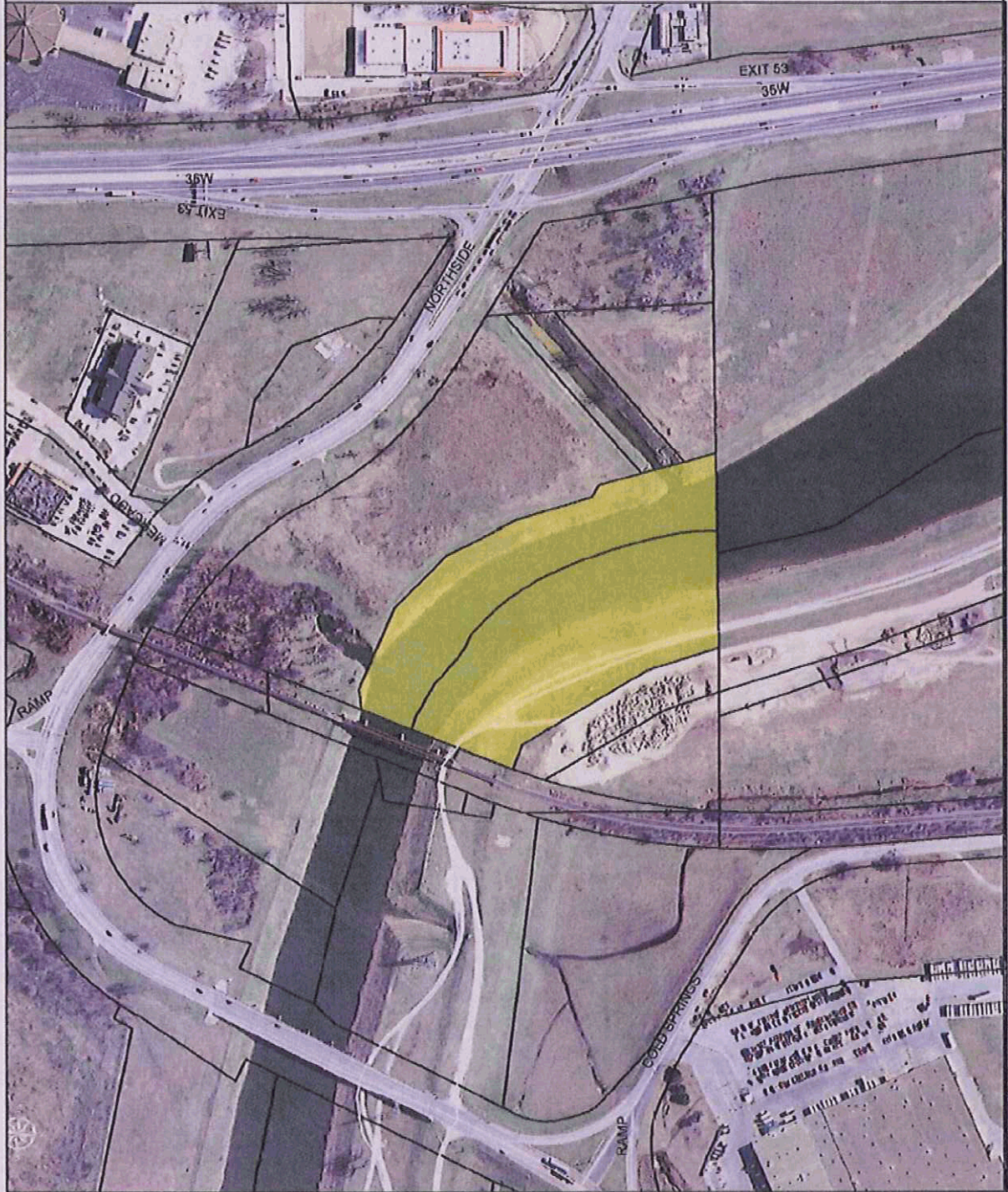
14.

With the recommendation of management and the Oil and Gas Committee, Director Sparks moved to amend the existing lease that the Water District entered into with Chesapeake Exploration Limited Partnership on May 2, 2007, to include a Water District tract of 8.3 acres (see Exhibit A below) that was inadvertently not included in the original lease. Chesapeake Exploration, L.L.C., as successor in interest to Chesapeake Exploration Limited Partnership has agreed to pay the Water District a bonus amount of \$20,000 per net mineral acre for a total bonus amount of \$166,000.



Trinity River
West Fork
Exhibit (A)

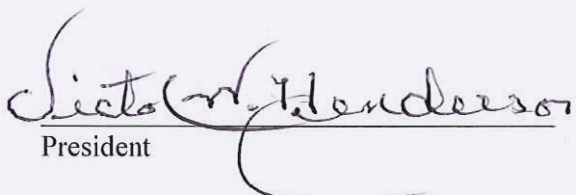
TRWD Mineral Ownership

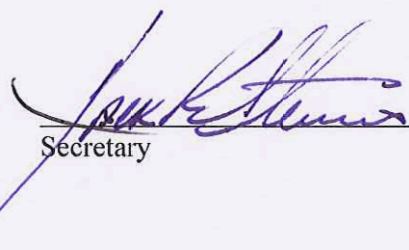


In addition, Ken Brummett is granted authority to execute the amendment to the lease and all other documents necessary to complete this transaction. Director Stevens seconded the motion and the vote in favor was unanimous.

15.

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


President


Secretary