

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
TARRANT REGIONAL WATER DISTRICT
HELD ON THE 14TH DAY OF APRIL 2009 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
Jim W. Lane

Also present were James Oliver, Alan Thomas, Stacy Beeson, Ken Brummett, Lisa Cabrera, Shanna Cate, Steve Christian, Linda Christie, Wesley Cleveland, Woody Frossard, Jason Gehrig, J. D. Granger, Sheila Johannessen, Nancy King, David Marshall, Rachel Navajar, Wayne Owen, Tina Ptak, Sandy Swinnea, and Kirk Thomas.

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 and Betsy Price of Streams and Valleys; Don Funderlic of CDM; Rusty Gibson of Freese and Nichols, Inc., Katoiya Bell of K. Strategies; Dale Cherry, David Timmermann and Randy Romack of Black & Veatch; Alan Plummer, John Minahan and Brian McDonald of Alan Plummer Associates, Inc.; James Toal and Cassie King of Gideon Toal, Inc.; Ann Kovich of Halff Associates; Kim Arnold and Gary Nuss of Jacobs; Bob Riley and David Hargrove of BLG LaGrave; Judd Pritchard of The Epstein Group; Bill Hanna of the Fort Worth Star Telegram; 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 Lane and seconded by Director Leonard, the Directors unanimously voted to approve the minutes from the meeting held March 10, 2009. 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 announced that Save Eagle Mountain Lake will participate in the Eagle Mountain Lake Clean Up scheduled in May.

4.

The Board heard a presentation by Streams and Valleys regarding the Delga Park Trailhead. Streams and Valleys presented a reimbursement check in the amount of \$7,500 for construction of the Delga Park Trailhead.

5.

With the recommendation of management and the Construction and Operations Committee, Director Leonard moved to approve a contract with McCarthy Building Companies, Inc. as construction manager at risk for the Richland-Chambers Wetlands Phase II project at a cost of \$95,000 for pre-construction services, \$1,990,000 for general conditions and 3.7% construction services fee. Funding for this contract is included in the 2009 Bond Fund. Director Stevens seconded the motion and the vote in favor was unanimous.

6.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to approve the final change order, Change Order #5, to the contract with Archer Western Contractors, Ltd. for the Richland-Chambers Wetlands Phase I for the credit amount of \$259,218.11 and the reduction of retainage in the amount of \$223,550.69. The Water District will continue to hold \$400,000 in retainage until the Richland-Chambers pipe has been inspected in November 2009. Funding for this project is included in the 2006 Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

7.

With the recommendation of management, Director Leonard moved to adopt an Interlocal Agreement with the Upper Trinity Regional Water District providing for joint participation in the Oklahoma-Texas Water Project. Director Lane seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management, Director Sparks moved to adopt the Water Conservation and Drought Contingency Plan. Director Leonard seconded the motion and the vote in favor was unanimous.

9.

With the recommendation of management, Director Leonard moved to approve a contract with Alan Plummer Associates, Inc. to develop a Strategic Water Conservation Plan at a cost of \$296,983. The cost of this contract will be split between FY 2009 and FY 2010 Revenue Fund Budgets. Director Sparks seconded the motion and the vote in favor was unanimous.

10.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to approve a contract with CH2M Hill for engineering support for the chemical systems expansion and improvement project for the Cedar Creek and Richland-Chambers Lake Pump Station at a cost not to exceed \$317,995. Funding for this contract is included in the 2009 Bond Fund. Director Sparks seconded the motion and the vote in favor was unanimous.

11.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to approve a contract with Sutherland to provide legal support in Federal Energy Regulatory Commission and Public Utility Commission legal issues of the Arlington Outlet Generation Project at a cost not to exceed \$125,000. Funding for this contract is included in the 2009 Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

12.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to approve an agreement with Black and Veatch, with GDS Associates, Inc. working as a subcontractor, for engineering and consulting in development of the Arlington Outlet Generation Project at a cost of \$469,336. Funding for this agreement is included in the 2009 Bond Fund. Director Leonard seconded the motion and the vote in favor was unanimous.

13.

Staff reports were presented:

- Neighborhood and Recreation Enhancement Plan Report
- Trinity River Vision - Central City Project Construction Schedule Update

14.

With the recommendation of management and the Construction and Operations Committee, Director Lane moved to approve a contract with Gideon Toal, Inc. for architectural and engineering design services for trail and facilities improvement at Rogers Road and the Clear Fork and the University Trailhead facilities at a cost of \$82,525. Funding for this contract is included in the General Fund. Director Sparks seconded the motion and the vote in favor was unanimous.

15.

With the recommendation of management and the Construction and Operations Committee, Director Sparks moved to approve a contract with AUI Contractors, Inc. as construction manager at risk for the Rogers Road Pavilion at a cost of \$5,000 for pre-construction services, \$107,123 for general conditions and 6.45% for construction services. Funding for this contract is included in the General Fund. Director Lane seconded the motion and the vote in favor was unanimous.

16.

Additional staff reports were presented:

- Blessing of the River
- Water Conservation Awareness Campaign
- Legislative Updates
- Board Video

17.

The Board recessed for a break at 12:05 p.m. and reconvened at 12:17 p.m.

18.

The President and presiding officer next called an executive session at 12:17 p.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 deliberate the purchase, sale, lease or exchange of real property.

19.

Upon completion of the executive session at 12:35 p.m., the President reopened the meeting.

20.

With the recommendation of management and the Oil and Gas Committee, Director Sparks moved to grant a waiver in regards to a Chesapeake Energy drillsite located within 600 feet of Water District property as required by the City of Fort Worth Drilling Ordinance.

In Addition, subject to Board ratification, the Oil and Gas Committee is given authority to review future waiver requests and decide whether to grant similar variances.

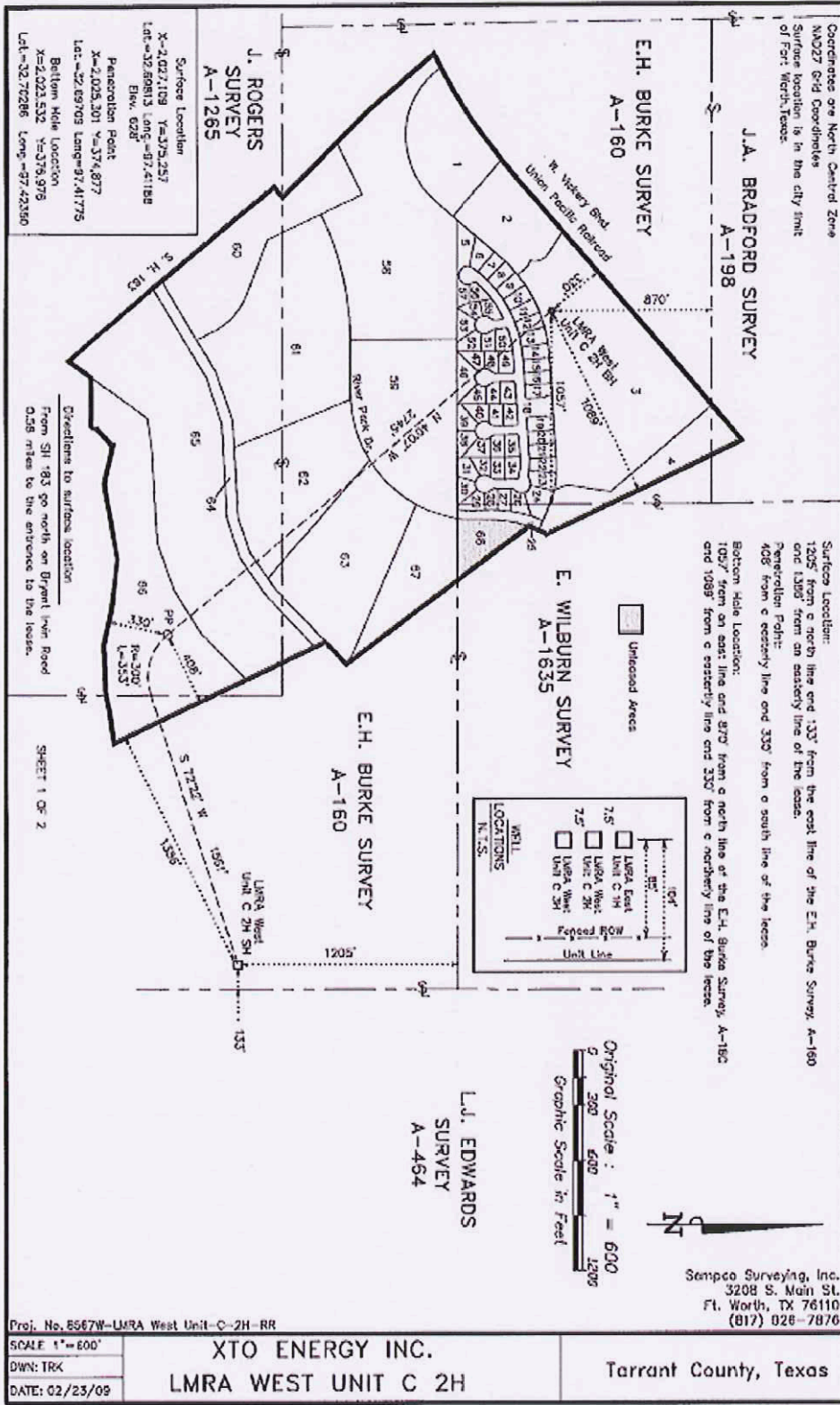
Ken Brummett is granted authority to execute this waiver and all future waivers and necessary documents in order to accomplish those goals.

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

21.

With the recommendation of management and the Oil and Gas committee, Director Sparks moved to ratify the pooling agreements executed by Ken Brummett on behalf of the Water District for the LMRA West Unit C 2H, TRWD J Unit #2H and TRWD Foster Unit #1H oil and gas wells as shown on Exhibits below.

EXHIBIT "C"



Coordinate over North Central Zone
NAD27 Grid Coordinates
Surface location is in the city limit
of Fort Worth, Texas

Surface Location
X=2,027,109 Y=379,257
Elev. 628'
Penetration Point
X=2,025,301 Y=379,877
Bottom Hole Location
X=2,023,532 Y=378,978
Lvl.=32.70286 Long.=97.42380

Surface Location:
1205' from e north line and 133' from the east line of the E.H. Burke Survey, A-160
one 1308' from an easterly line of the lease.
Penetration Point:
408' from e easterly line and 330' from e south line of the lease.
Bottom Hole Location:
1057' from an east line and 879' from a north line of the E.H. Burke Survey, A-160
and 1089' from e easterly line and 330' from e northerly line of the lease.

LEGEND

- Unleased Areas
- LMRA East Unit C 2H
- LMRA West Unit C 2H
- Well

LOCATIONS
N.T.S.

Original Scale : 1" = 600'
Graphic Scale in Feet



Sempco Surveying, Inc.
3208 S. Main St.
Ft. Worth, TX 76110
(817) 626-7876

Proj. No. 8567W-LMRA West Unit C-2H-RR

SCALE 1" = 600'
DWN: TRK
DATE: 02/23/09

XTO ENERGY INC.
LMRA WEST UNIT C 2H

Tarrant County, Texas

EXHIBIT "C"

LEASE NO.	LEASOR	ACRES	LEASE NO.	LEASOR	ACRES
1	Houghton Properties, Ltd.	6.576	49	Don L. & Carol J. Carter	0.231
2	River Bend Villas, LP	4.352	50	Harry D. & Karen S. Watson	0.234
3	River Bend Villas Condominium Assoc.	17.300	51	Jeremiah C. Cone	0.193
4	Michael A. Reilly, Trustee	3.949	52	Jennifer Stewart	0.275
5	Timothy P. & Carolyn E. Price	0.462	53	Glynn A. McGregor & Willow D. McGregor	0.292
6	Thomas R. & Marjorie S. Elliott	0.316	54	Sandra K. Kellner	0.157
7	Jackie Slack	0.247	55	Robert L. & Mildred M. Harbo	0.224
8	Charles G. & Thara E. Johnson	0.257	56	Thomas M. & Pamela O. Steiner	0.156
9	Bonnie J. Harvey	0.257	57	Land Rover, Ltd.	0.204
10	Harry F. & Judith O. Bulard	0.257	58	VR Riverstone Limited Partnership	16.016
11	Gayle Evelyn Lemke	0.257	59	EQR-River Park Limited Partnership	10.976
12	John A. Jr. & Sarahbeth Turney	0.257	60	Michael A. Reilly, Trustee	6.107
13	Harold D. & Virginia L. Spurin	0.276	61	RV PRK P, LLC	15.036
14	The Werner Revocable Living Trust	0.252	62	Churchill Park, Ltd.	9.237
15	Terry A. Faulk & Debbie Wilkinson Faulk	0.231	63	Melborn Street, Trustee	3.640
16	Michael & Ann Ware	0.231	64	Mims/Allen Group	3.093
17	Leo E. Gaug & Stechen Oeffner	0.230	65	Tarrant Regional Water District	20.780
18	RPI Riverwood Homeowners Assoc.	3.282	66	LMRA	15.886
19	William J. & Lori G. Alexander	0.256	67	Mims/Allen Group	4.845
20	Laura R. Lumley	0.231	68	Sullivan Development Co. (unleased)	0.000
21	Martha Jo Powell	0.247		TOTAL LEASED AREA	161.487
22	Celia Arner	0.262			
23	Sunny Drenik	0.260			
24	Bhaskar & Vijaya Prabha	0.449			
25	RPI Riverwood Homeowners Assoc.	0.598			
26	Robert W. Collison & Shirley Collison	0.244			
27	Curtis Wiseman	0.206			
28	Carol L. Patterson	0.170			
29	Carl B. Gessinger & Susan Renice	0.272			
30	Land Rover, Ltd.	0.249			
31	John R. & Sylvia V. Hughes	0.274			
32	Land Rover, Ltd.	0.202			
33	Stanley A. Hujar, James K. Sutherland	0.200			
34	Joe W. & Lavonia E. Turner	0.236			
35	Noah & Judy Max Nazarov	0.231			
36	Laurence A. & Barbara Ann Pimentel	0.203			
37	Ahmad Sahyouni	0.274			
38	Arthur W. Ready	0.263			
39	James D. & Sandra Brooks	0.263			
40	Yatrik N. Munshi & Puja Patel	0.258			
41	Richard L. Collett & Patricia S. Collett	0.203			
42	Gerfeld L. & Sue A. Pipes	0.217			
43	Stacy Emerson	0.231			
44	Cherry Ann Rose	0.208			
45	Robert, Sr. & Carol Pulido	0.263			
46	Land Rover, Ltd.	0.465			
47	Stephen R. & Judy A. Rose	0.228			
48	The Campbell Family Revocable Living Trust	0.202			

SHEET 2 OF 2

Sempco Surveying, Inc.
3208 S. Main St.
Ft. Worth, TX 76110
(817) 926-7676

Proj. No. 8567W-LMRA West Unit-C-2H-HR-2

SCALE 1"=600'
DWN: TRK
DATE: 02/23/09

XTO ENERGY INC.
LMRA WEST UNIT C 2H

Tarrant County, Texas

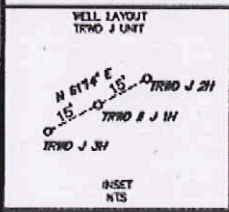
This plat does not represent a boundary survey. Acreages shown hereon are deed called or calculated from deeds furnished by others. Monumentation shown hereon was found. Surface Location ties are shown from the location surveyed 8/15/06. The Bearing Base is "GRID", N.A.D. 27' Datum, Tx. North Central Zone, Convergence: +00'09"22".65 at the Surface Location.

1 - CALLED 97.308 ACRES	TRWD III
2 - CALLED 18.927 ACRES	TRWD II
116.235 TOTAL CALLED ACRES IN UNIT	

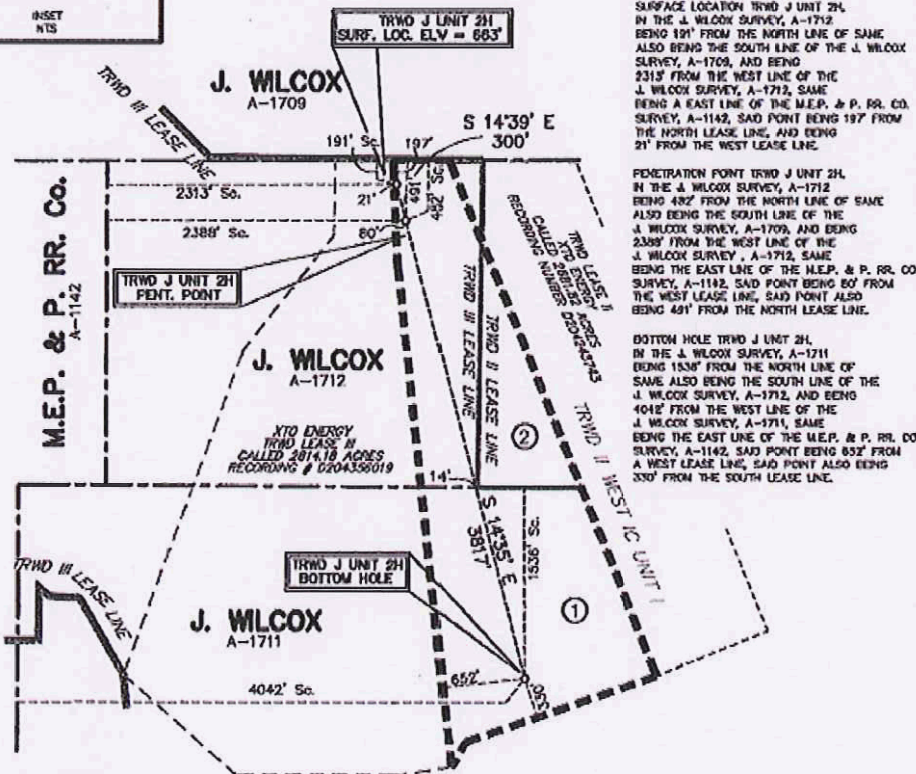
+00'09"22".65



EXHIBIT "C"



44 DRAWING DIRECTIONS44
FROM THE INTERSECTION OF 733 (BOYD RD) AND SANDY BEACH RD.
GO EAST ON SANDY BEACH RD. 1.2 MILES TO LIBERTY SCHOOL RD.
GO SOUTH ON LIBERTY SCHOOL RD. 1.3 MILES TO LEASE ROAD
ON SOUTH SIDE OF LIBERTY SCHOOL RD.



SURFACE LOCATION TRWD J UNIT 2H IN THE J. WILCOX SURVEY, A-1712 BEING 121' FROM THE NORTH LINE OF SAME ALSO BEING THE SOUTH LINE OF THE J. WILCOX SURVEY, A-1709, AND BEING 2313' FROM THE WEST LINE OF THE J. WILCOX SURVEY, A-1712, SAME BEING AN EAST LINE OF THE M.E.P. & P. RR. CO. SURVEY, A-1142, SAID POINT BEING 197' FROM THE NORTH LEASE LINE, AND BEING 21' FROM THE WEST LEASE LINE.

PENETRATION POINT TRWD J UNIT 2H IN THE J. WILCOX SURVEY, A-1712 BEING 482' FROM THE NORTH LINE OF SAME ALSO BEING THE SOUTH LINE OF THE J. WILCOX SURVEY, A-1709, AND BEING 2388' FROM THE WEST LINE OF THE J. WILCOX SURVEY, A-1712, SAME BEING THE EAST LINE OF THE M.E.P. & P. RR. CO. SURVEY, A-1142, SAID POINT BEING 80' FROM THE WEST LEASE LINE, SAID POINT ALSO BEING 491' FROM THE NORTH LEASE LINE.

BOTTOM HOLE TRWD J UNIT 2H IN THE J. WILCOX SURVEY, A-1711 BEING 1538' FROM THE NORTH LINE OF SAME ALSO BEING THE SOUTH LINE OF THE J. WILCOX SURVEY, A-1712, AND BEING 4042' FROM THE WEST LINE OF THE J. WILCOX SURVEY, A-1711, SAME BEING THE EAST LINE OF THE M.E.P. & P. RR. CO. SURVEY, A-1142, SAID POINT BEING 652' FROM A WEST LEASE LINE, SAID POINT ALSO BEING 330' FROM THE SOUTH LEASE LINE.

N.A.D. 27 DATUM
TEXAS NORTH CENTRAL ZONE
44 SURFACE LOCATION TRWD J UNIT 2H WELL 44
N: 432081.72
E: 1094071.09
LAT: 32°54'43".82
LONG: 97°30'59".00

44 PENETRATION POINT TRWD J UNIT 2H WELL 44
N: 452793.47
E: 1095046.84
LAT: 32°54'40".85
LONG: 97°30'58".11

44 BOTTOM HOLE TRWD J UNIT 2H WELL 44
N: 448000.68
E: 1096007.49
LAT: 32°54'04".10
LONG: 97°30'45".83

**WELL LOCATION PLAT
XTO ENERGY, INC.
TRWD J UNIT 2H
116.235 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 12th day of February, 2009.

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



Surface Location is located
2.1 Miles Northeast of AZLE
"AZLE" Quadrangle

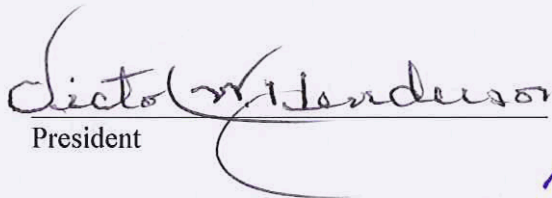
The Water District's net revenue interest in each unit as follows:

LMRA WEST UNIT C #2H	TRWD N.R.I. .0321527
TRWD J UNIT #2H	TRWD N.R.I. .2500000
TRWD FOSTER UNIT #1H	TRWD N.R.I. .1674477

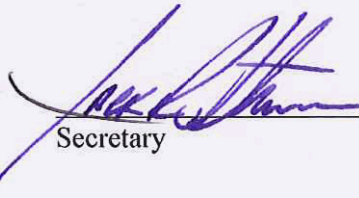
Director Lane seconded the motion and the vote in favor was unanimous.

22.

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



President



Secretary