

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
TARRANT REGIONAL WATER DISTRICT  
HELD ON THE 21<sup>ST</sup> DAY OF JULY 2009 AT 9:30 A.M.

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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, JL Cabrera, Steve Christian, Linda Christie, Wesley Cleveland, JD Granger, Nancy King, Chad Lorange, David Marshall, Rachel Navejar, Mark Olson, Wayne Owen, Madeline Robson, and Sandy Swinnea.

Also in attendance were George Christie, General Counsel for Tarrant Regional Water District (the Water District); Jared Harrell representing Pope, Hardwicke, Christie, Harrell, Schell & Kelly, LLP; Dudley Brown of Save Eagle Mountain Lake; Adelaide Leavens of Streams and Valleys; Ann Kovich and Andrew Ickert of Halff Associates, Inc.; Jeff Salavarría of Frost Bank; Dan Buhman and Doug Varner of CDM; Joe King of AECOM; Ron Lemons of Freese and Nichols, Inc.; Jared Jones and David Marsh of Steele Freeman Inc; Ron Harris of Mesa Water; Brian Newby of Cantey Hanger, LLP; Bob Riley of BLG LaGrave; Kim Arnold, Doug Smith and Gary Nuss of Jacobs; Randy Romack of Black and Veatch; Greg Welch of CH2M Hill; Judd Pritchard of The Epstein Group; Bill Hanna of the Fort Worth Star Telegram; Mary Shannon 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 from the meeting held June 16, 2009. It was accordingly ordered that these minutes be placed in the permanent files of Tarrant Regional Water District.

3.

Director Leonard recognized Director Henderson's attendance and congratulated him on his recent successful surgery.

4.

Streams and Valleys made a presentation to the Board thanking them for their support on July 4th.

5.

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

<b>Equipment</b>	<b>Vendor</b>	<b>Funding Source</b>	<b>Approved Amount</b>	<b>Committee Recommending Approval</b>
Scanning Software	Knowledge Lake	2009 Revenue 2009 General	\$45,924	Technology Committee

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

6.

With the recommendation of management and the Construction and Operations Committee, Director Stevens moved to approve Change Order Number 1 in the amount of \$26,574.91 for unit cost reconciliation for additional pier depth, and Change Order Number 2 in the amount of \$39,483.83 for lobby ceiling changes and code enforcement requirements of the contract with Steele Freeman Inc., for the TRWD Annex, and release retainage in the amount of \$352,705.47. Funding for this contract is included in the 2009 General Fund Budget. Director Lane seconded the motion and the vote in favor was unanimous.

7.

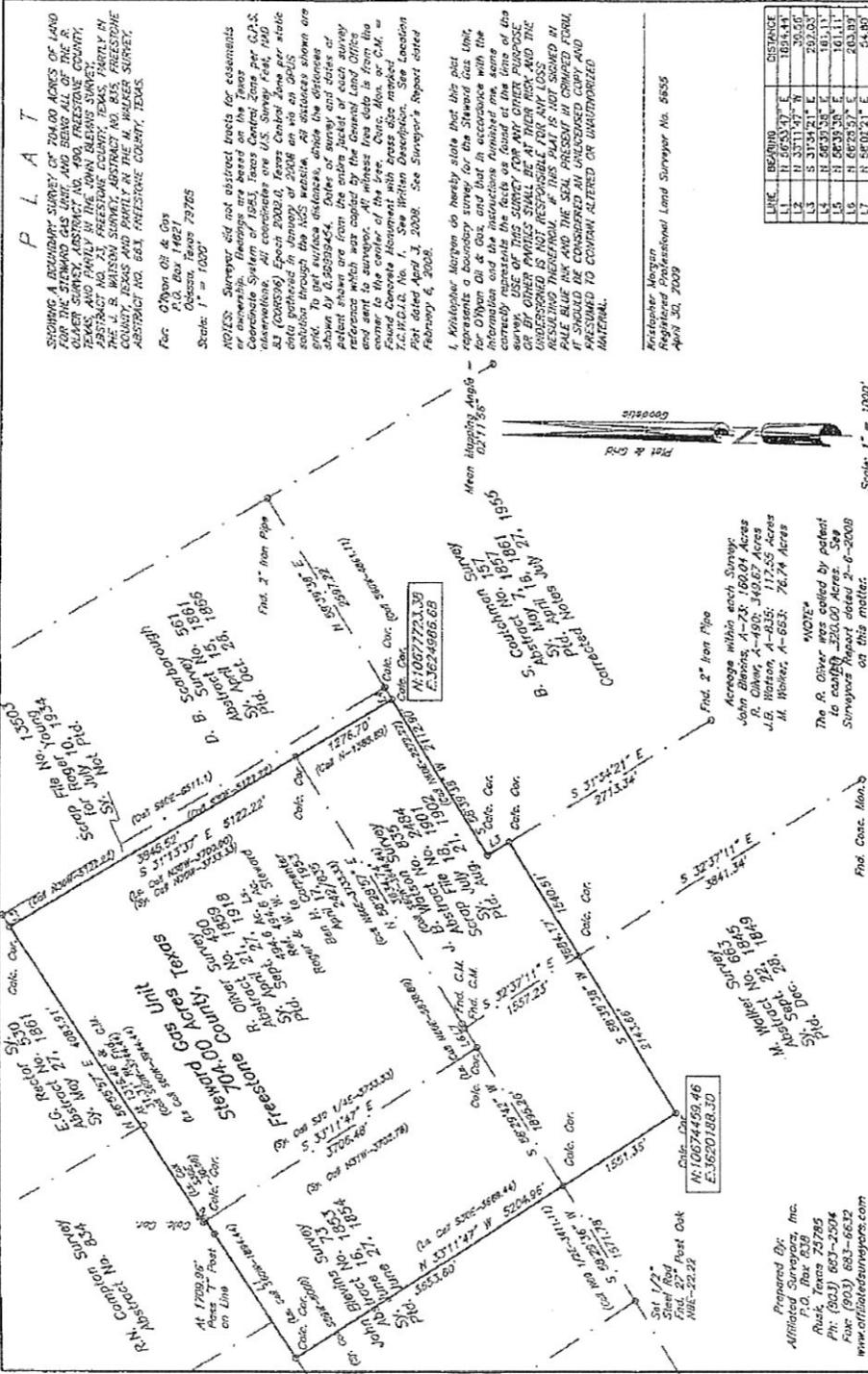
With the recommendation of management and Operations Committee, Director Stevens moved to approve a contract with Halff Associates, Inc. to develop real-time rainfall-runoff model of the Floodway System at a cost not to exceed \$288,715. Funding for this contract is included in the FY 2009 General Fund Budget and the FY 2010 General Fund Budget. Director Sparks seconded the motion and the vote in favor was unanimous.

8.

With the recommendation of management and the Oil and Gas Committee, Director Leonard moved to ratify the pooling agreements executed by Ken Brummett on behalf of the Water District for (2) XTO Units and the O'Ryan Unit with the Water District's net revenue interest in each unit as follows:

- |                         |                      |
|-------------------------|----------------------|
| 1. LMRA WEST UNIT C #2H | TRWD N.R.I. .0334839 |
| 2. LMRA EAST UNIT       | TRWD N.R.I. .0212745 |
| 3. STEWARD GAS UNIT #1  | TRWD N.R.I. .0061223 |

**EXHIBIT "B"**



**P L A T**

SHOWING A BOUNDARY SURVEY OF 20400 ACRES OF LAND FOR THE STANDARD GAS UNIT, AND BEING ALL OF THE R. OLIVER SURVEY, ABSTRACT NO. 490, FREESTONE COUNTY, TEXAS, AND PARTLY IN THE JOHN BLASING SURVEY, ABSTRACT NO. 1894, FREESTONE COUNTY, TEXAS, AND PARTLY IN THE JOHN WALKER SURVEY, ABSTRACT NO. 653, FREESTONE COUNTY, TEXAS AND PARTLY IN THE M. WALKER SURVEY, ABSTRACT NO. 653, FREESTONE COUNTY, TEXAS.

For: O'Neal Oil & Gas  
Ocala, Texas 73765

Scale: 1" = 1000'

NOTES: Surveyor did not abstract tracts for easements... (text continues with survey details and disclaimers)

I, Katherine Marston do hereby state that this plat represents a boundary survey for the Standard Gas Unit for O'Neal Oil & Gas, and that in accordance with the information and the instructions furnished me, same correctly represents the facts as found at the time of the survey... (text continues with a disclaimer of liability)

Katherine Marston  
Registered Professional Land Surveyor No. 6555  
April 30, 2009

LINE	BEARING	DISTANCE
1	N 56°55'17" E	1894.44
2	S 37°54'21" E	292.07
3	N 56°55'17" E	1894.44
4	S 37°54'21" E	292.07
5	N 56°55'17" E	1894.44
6	S 37°54'21" E	292.07
7	N 56°55'17" E	1894.44
8	S 37°54'21" E	292.07

Scale: 1" = 1000'

Prepared By:  
Affiliated Surveyors, Inc.  
P.O. Box 25785  
Rock, Texas 75785  
Ph: (903) 683-2504  
Fax: (903) 683-6632  
www.affiliatedsurveyors.com

Bearings are North Central Zone NAD 27 Grid

Original Scale : 1" = 600'  
 0 300 600 1200  
 Graphic Scale in Feet

CURVE DATA			
<u>C-1</u>	LC=N 21°59'38" E - 54.36'	<u>C-3</u>	LC=N 69°33'07" W - 180.42'
	R=641.10' L= 54.37'		R=1407.29 L= 180.54'
<u>C-2</u>	LC=N 64°15'03" W - 55.04'	<u>C-4</u>	LC=N 78°48'24" W - 31.93'
	R=1273.35 L= 55.05'		R=487.29' L= 31.98'

A. BEARD  
 SURVEY  
 A-127

J.A. BRADFORD  
 SURVEY  
 A-198

E.H. BURKE  
 SURVEY  
 A-160

E. WILBURN SURVEY  
 A-1635

L.J. EDWARDS  
 SURVEY  
 A-464

J. ROGERS  
 SURVEY  
 A-1265

TANGENT TABLE		
No.	Bearing	Dist.
T-1	N 89°16'41" W	120.33'
T-2	N 49°45'09" E	518.42'
T-3	N 49°45'52" E	250.00'
T-4	N 49°44'57" E	30.77'
T-5	N 49°47'57" E	99.40'
T-6	N 49°57'57" E	99.50'
T-7	N 50°20'57" E	66.30'
T-8	N 20°09'19" W	28.67'
T-9	N 51°46'53" E	122.44'
T-10	N 53°50'57" E	98.10'
T-11	N 56°13'57" E	97.90'
T-12	N 58°34'57" E	97.90'
T-13	N 61°00'57" E	36.13'
T-14	N 60°56'44" E	63.56'
T-15	N 63°21'00" E	98.30'
T-16	N 64°58'00" E	98.80'
T-17	N 66°05'00" E	99.30'
T-18	N 68°38'00" E	99.70'
T-19	N 66°47'04" E	251.21'
T-20	N 66°38'02" E	328.36'

EXHIBIT C  
 LMRA EAST UNIT  
 182.883 ACRES  
 City of Fort Worth  
 Tarrant County, Texas

Unleased Areas

SHEET 1 OF 2  
 Sempco Surveying, Inc.  
 3208 S. Main St.  
 Ft. Worth, TX 76110  
 (817) 926-7876

Proj. No. 8567-LMRA East Unit

SCALE 1"=600'  
 DWN: TRK  
 DATE: 05/26/09

XTO ENERGY INC.  
 LMRA EAST UNIT

Tarrant County, Texas

LEASE NO.	LESSOR	ACRES
1	Reilly, Trustee	9.662
2	Land Rover, LTD	7.012
3	Hightower	0.344
4	Dory	0.345
5	Halpenny	0.383
6	Villareal	0.357
7	Jones	0.346
8	Land Rover, LTD	0.753
9	Riverhollow Homeowners, Inc.	3.520
10	Pullen	0.349
11	Roberts	0.329
12	Land Rover, LTD	0.370
13	Boredelon	0.563
14	Fleschmann	0.354
15	Healy, Trust	0.316
16	Guinan	0.340
17	Michael (unleased)	0.000
18	Land Rover, LTD	0.385
19	Davis 2005 Revocable Trust	0.340
20	Adelson	0.340
21	Wilson	0.327
22	Pollak	0.861
23	Yater	0.350
24	Hillman (unleased)	0.000
25	Reilly, Trustee	19.776
26	Barton House	2.762
27	Wayman, Assoc.	0.788
28	SCL Properties	0.847
29	River Park Commons	2.102
30	Reilly, Trustee	20.111
31	City of Fort Worth (unleased)	0.000
32	TXJ Minerals	1.979
33	City of Fort Worth (unleased)	0.000
34	The Canyons Apartments, LLLP	44.336
35	Mims/Allen Group	0.502
36	Tarrant Regional Water District	11.815
37	Tarrant Regional Water District	3.748
38	LMRA	28.091
39	Burke Cemetery	0.498
40	City of Fort Worth (unleased)	0.000
41	Mims/Allen Group	2.126
42	River Bend Condominium Association	7.373
	TOTAL UNIT AREA	174.800

SHEET 2 OF 2  
Sempco Surveying, Inc.  
3208 S. Main St.  
Ft. Worth, TX 76110  
(817) 926-7676

Proj. No. 8567-LMRA East Unit-2

SCALE 1"=600'  
DWN: TRK  
DATE: 05/26/09

XTO ENERGY INC.  
LMRA EAST UNIT

Tarrant County, Texas

Bearings are North Central Zone NAD 27 Grid

**J.A. BRADFORD SURVEY**  
A-198

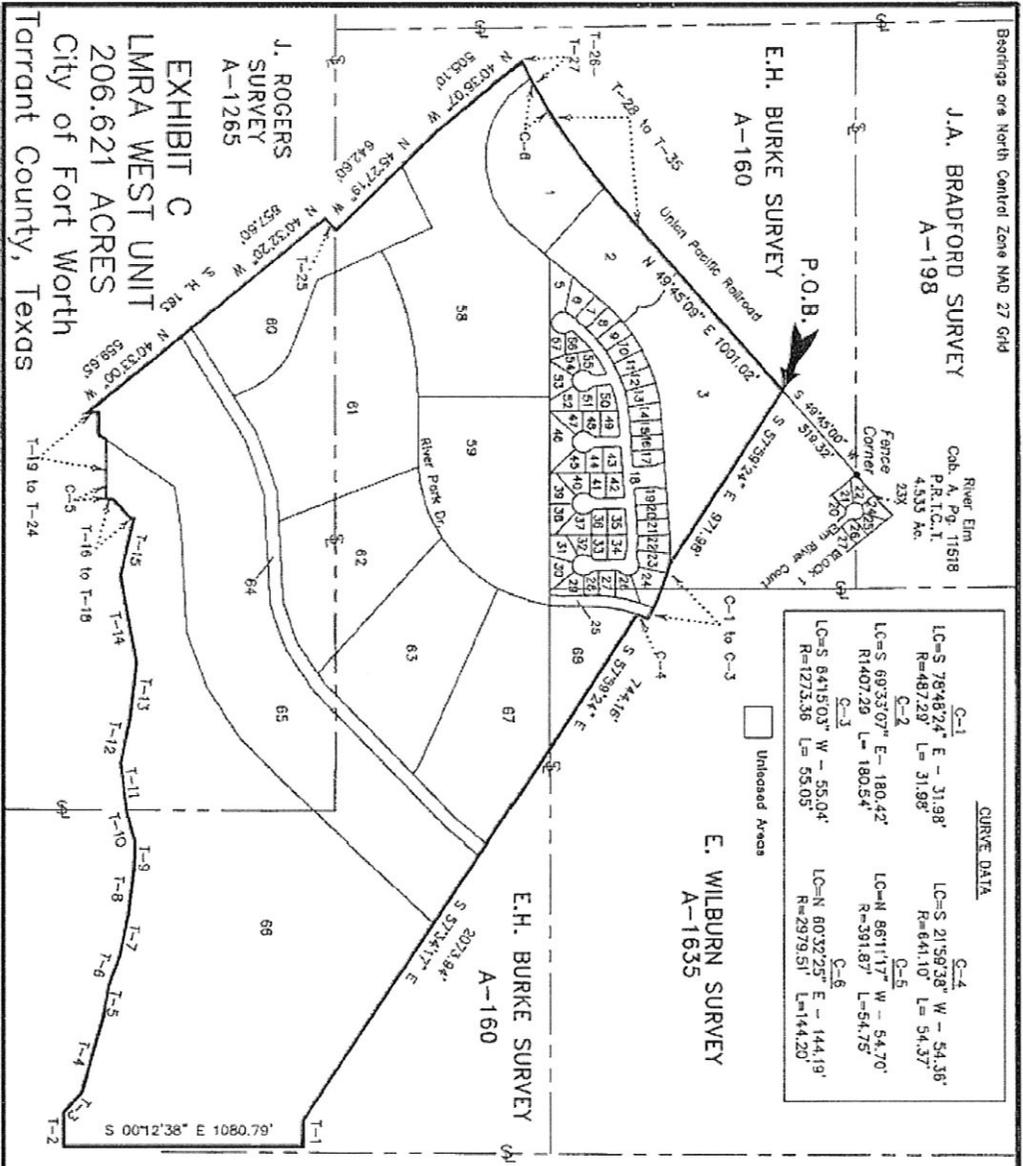
River Elm  
Cob. A. Pg. 11518  
P.R.T.C.T.  
4.533 Ac.

**E.H. BURKE SURVEY**  
A-160

**E. WILBURN SURVEY**  
A-1635

**L.J. EDWARDS SURVEY**  
A-454

Sempco Surveying, Inc.  
3208 S. Main St.  
Ft. Worth, TX 76110  
(817) 926-7876



**CURVE DATA**

C-1	LC=S 76°46'24\" E - 31.98'	LC=S 21°59'38\" W - 54.36'
C-2	R=487.29' L= 31.98'	R=641.10' L= 54.37'
C-3	LC=S 69°33'07\" E - 180.42'	LC=N 86°11'17\" W - 54.70'
	R1407.29' L= 180.54'	R=381.87' L=54.75'
C-4	LC=S 64°15'03\" W - 55.04'	LC=N 60°32'25\" E - 144.19'
	R=1273.36' L= 55.05'	R=2979.51' L=144.20'

**TANGENT TABLE**

No.	Bearing	Dist.
T-1	S 89°16'41\" E	120.33'
T-2	N 89°47'25\" W	158.84'
T-3	N 48°12'05\" W	121.74'
T-4	N 74°32'56\" W	364.60'
T-5	N 79°47'37\" W	163.50'
T-6	N 70°47'37\" W	139.20'
T-7	N 78°17'37\" W	203.20'
T-8	N 83°17'13\" W	225.73'
T-9	N 89°20'00\" W	115.90'
T-10	S 75°50'58\" W	139.70'
T-11	S 82°42'58\" W	233.80'
T-12	N 78°14'02\" W	210.00'
T-13	N 83°50'02\" W	267.90'
T-14	S 79°55'58\" W	418.70'
T-15	N 77°16'02\" W	277.73'
T-16	S 10°31'58\" W	16.67'
T-17	S 47°53'56\" W	113.15'
T-18	S 07°07'56\" W	34.00'
T-19	S 69°50'58\" W	220.25'
T-20	S 35°41'55\" W	42.25'
T-21	S 89°46'56\" W	74.16'
T-22	S 87°21'30\" W	30.00'
T-23	S 05°03'04\" W	20.66'
T-24	S 05°40'04\" E	30.43'
T-25	N 48°27'40\" E	73.00'
T-26	N 68°33'51\" E	84.89'
T-27	N 62°27'33\" E	76.60'
T-28	N 58°44'43\" E	102.18'
T-29	N 54°23'53\" E	102.90'
T-30	N 53°24'43\" E	102.40'
T-31	N 53°07'14\" E	96.40'
T-32	N 50°59'09\" E	53.27'
T-33	N 50°06'09\" E	100.60'
T-34	N 48°48'09\" E	100.30'
T-35	N 48°48'09\" E	100.30'

Original Scale : 1" = 600'  
Graphic Scale in Feet  
0 300 600 1200  
SHEET 1 OF 2

LEASE NO.	LEASOR	ACRES	LEASE NO.	LEASOR	ACRES
1	Houghton Properties, Ltd.	5.575	36	Laurence A. & Barbara Ann Pimentel	0.203
2	River Bend Villas, LP	4.352	37	Ahmad Sahyouni	0.274
3	River Bend Villas Condominium Assoc.	9.927	38	Arthur W. Beady	0.263
5	Timothy P. & Carolyn E. Price	0.462	39	James D. & Sandra Brooks	0.263
6	Thomas R. & Marjorie S. Elliott	0.316	40	Yatrik N. Munshi & Puja Patwari	0.258
7	Jackie Slack	0.247	41	Richard L. Collett & Patricia S. Collett	0.203
8	Charles G. & Thaira E. Johnson	0.257	42	Gerald L. & Sue A. Pipes	0.217
9	Bonnie J. Harvey	0.257	43	Stacy Emerson	0.231
10	Harry F. & Judith O. Bullard	0.257	44	Chery Ann Rise	0.208
11	Gayle Evelyn Lamke	0.257	45	Robert Sr & Carol Puido	0.253
12	John A. Jr. & Sarabeth Tuomey	0.257	46	Land Rover, Ltd.	0.455
13	Harold D. & Virginia L. Spurlin	0.275	47	Stephen R. & Judy A. Rose	0.228
14	The Werner Revocable Living Trust	0.252	48	The Campbell Family Revocable Living Trust	0.202
15	Tony A. Faulk & Debbie Wilkinson-Faulk	0.231	49	Don L. & Carol J. Carter	0.231
16	Michael & Ann Ware	0.231	50	Harry D. & Karen S. Watson	0.234
17	Lee E. Gaugl & Stephen Oeffner	0.239	51	Jeremiah C. Cone	0.193
18	RP/II Riverwood-Homerowners Assoc.	3.282	52	Jennifer Stewart	0.275
19	William J. & Lori C. Alexander	0.255	53	Glynn A. McGregor & Willow D. McGregor	0.292
20	Laura R. Lumley	0.231	54	Sandra K. Kellner	0.187
21	Martha Jo Powell	0.247	55	Robert I. & Mildred M. Hertel	0.224
22	Gaila Arthor	0.282	56	Thomas M. & Pamela O. Stoker	0.195
23	Sunny Drenik	0.288	57	Land Rover, Ltd.	0.204
24	Bhaskar & Vijaya Pabba	0.449	58	VR Riverstone Limited Partnership	16.016
25	RP/II Riverwood-Homerowners Assoc.	0.566	59	EQR-River Park Limited Partnership	10.978
26	Robert W. Collison & Shirley Collison	0.244	60	Michael A. Reilly, Trustee	8.107
27	Curtis Wiseman	0.208	61	RIV PRK PL, LLC	15.035
28	Carol L. Patterson	0.170	62	Churchill Park, Ltd.	9.237
29	Carl B. Golsingor & Susan Renjos	0.272	63	Malcolm Street, Trustee	8.940
30	Land Rover, Ltd.	0.249	64	Mims/Alien Group	3.999
31	John R. & Sylvia V. Hughes	0.274	65	Tarrant Regional Water District	27.253
32	Land Rover, Ltd.	0.202	66	LMRA	56.343
33	Stanley A. Hujan/ James K. Sutherland	0.203	67	Mims/Alien Group	10.016
34	Joe W. & Laverne E. Turner	0.236	68	Sullivan Development Co. (unleased)	0.000
35	Noah & Judy Max Newsom	0.231			
				TOTAL UNIT AREA	203.478

SHEET 2 OF 2

Sempro Surveying, Inc.  
3208 S. Main St.  
Ft. Worth, TX 76110  
(817) 926-7876

Proj. No. 8567-LMRA West Unit-2

SCALE 1"=800'

DWN:TRK

DATE: 05/26/09

XTO ENERGY INC.  
LMRA WEST UNIT

Tarrant County, Texas

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

9.

With the recommendation of management and the Finance Committee, Director Leonard moved to approve a resolution authorizing the General Manager to act on behalf of the Board of Directors to apply to the Texas Water Development Board's Water Infrastructure or State Participation Funds for financing of an amount up to \$150 million to support the design and construction of raw water transmission facilities to serve both the City of Dallas and Tarrant Regional Water District and consistent with scope and purpose of strategies included in the 2006 Region C Regional Water Plan and the 2007 State Water Plan. Director Lane seconded the motion and the vote in favor was unanimous.

10.

Staff report was presented:

-Wetlands water reuse video—the George W. Shannon Wetland Reuse Facility

11.

The Board of Directors recessed for a break from 10:32 a.m. to 10:42 a.m.

12.

The President and presiding officer next called an executive session at 10:43 a.m. under V.T.C.A., Government Code, Section 551.071 to consider pending or contemplated litigation – Oklahoma Water Resources; and under Section 551.072 to deliberate the purchase, sale, lease or exchange of real property.

13.

Upon completion of the executive session at 11:07 a.m., the President reopened the meeting.

14.

With the recommendation of management, Director Leonard moved to approve modification of the existing contract between Trinity River Vision and TranSystems Corporation with the addition of seventeen parcels to be surveyed at an additional cost of \$93,770 for a contract total of \$534,810. Funding for this modification is included in the FY 2009 General Fund Budget. Director Lane seconded the motion and the vote in favor was unanimous.

15.

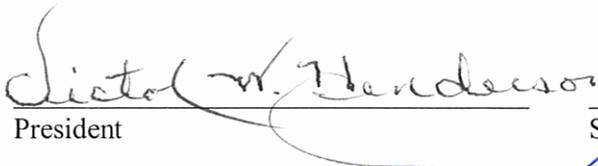
With the recommendation of management and the Trinity River Vision Authority Board of Directors, Director Sparks moved to approve the purchase of land and the action of the TRVA Board of Directors authorizing such acquisitions of the following described lands necessary for the construction of the Trinity River Vision – Central City Project from O'Grady & Poteet Properties for the total negotiated purchase price of \$4,500. Funding for this purchase is included in the FY 2009 General Fund Budget.

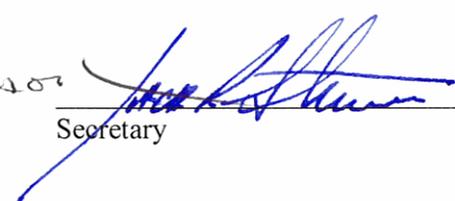
**Fee simple title to the surface estate only of approximately 0.0109 acres of land, including improvements, situated in the City of Fort Worth, Tarrant County, Texas and being a portion of a tract of land conveyed to O'Grady & Poteet Properties by deed recorded in Volume 11883, Page 861, Real Property Records, Tarrant County, Texas, said tract being all of Lot 1-A, Block 13 of Bailey's Industrial Addition, 3rd Filing, being an addition to the City of Fort Worth according to the plat recorded in Volume 388-71, Page 119, Plat Records, Tarrant County, Texas, as further described in the accompanying resolution and on the survey plat attached thereto as Exhibit "A"**

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

16.

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

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary